Brookfield Corporation (formerly known as Brookfield Asset Management Inc.)'s asset management business is one of the world's leading alternative asset managers with significant assets under management and a long history of owning, managing and operating assets, businesses and investment vehicles across various industries, sectors, geographies and strategies. A key element of Brookfield India Real Estate Trust's (Brookfield India REIT) strategy is to leverage Brookfield Corporation and its affiliates' (Brookfield) experience, expertise and broad reach, relationships and position in the market for investment opportunities and deal flow, financial resources, access to capital markets and operating needs. Brookfield believes that this is in Brookfield India REIT's and its investments' best interests. However, being part of this broader platform, as well as activities of and other considerations relating to Brookfield gives rise to actual or potential conflicts of interest which may not be resolved in favor of Brookfield India REIT's interests. Please see below the Form ADV Part 2A, a filing made with the U.S. Securities & Exchange Commission, which discusses certain conflicts of interest expected to arise in this regard, including the manager's advisory services to Brookfield India REIT. Please also see below the Form ADV Part 1A, which provides certain required information, including information on relying advisers, clients, locations, and regulatory assets under management.

FORM ADV PART 2A BROCHURE

BROOKFIELD ASSET MANAGEMENT PRIVATE INSTITUTIONAL CAPITAL ADVISER US, LLC

Brookfield Place 250 Vesey Street, 15th Floor New York, New York 10281-1023 212.417.7000 www.brookfield.com

March 2023

This brochure (the "Brochure") provides information about the qualifications and business practices of Brookfield Asset Management Private Institutional Capital Adviser US, LLC ("BAM PIC US"). If you have any questions about the contents of this Brochure, please contact us at 212-417-7000 or ronald.fisher-dayn@brookfield.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about BAM PIC US also is available on the SEC's website at www.adviserinfo.sec.gov.

BAM PIC US is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

ITEM 2 – MATERIAL CHANGES

This Brochure, dated March 2023, serves as an annual update to BAM PIC US's last brochure, dated March 2022. This Brochure reflects the following material changes:

• Item 4 has been updated to reflect BAM PIC US's regulatory assets under management as of December 31, 2022.

Other changes to this Brochure dated March 2023, which are not material, include additional updates to and clarifications of certain risk and conflicts disclosures.

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ITEM 4 – ADVISORY BUSINESS

Brookfield Asset Management Private Institutional Capital Adviser US, LLC, a Delaware limited liability company, provides investment advisory services to certain public and private investment vehicles and programs that Brookfield currently manages and participates in, and may in the future manage and participate in, including co-investment vehicles, sidecar vehicles, separate accounts, region-specific vehicles, strategy-specific vehicles, sector-specific vehicles and Brookfield proprietary accounts (collectively with the Related-Party Investor (as defined herein), "Brookfield Accounts"). BAM PIC US is an indirect subsidiary of Brookfield Asset Management Ltd. ("Brookfield Asset Management" or "BAM") and Brookfield Corporation (formerly Brookfield Asset Management Inc.), both publicly traded corporations. In this Brochure, "Brookfield" shall mean Brookfield Corporation and any subsidiary of Brookfield Corporation and, unless the context requires otherwise, includes BAM. Brookfield is a global alternative asset manager that owns and operates assets and offers investment strategies (including through its Brookfield Accounts), with a focus on real estate, infrastructure and sustainable resources, renewable power, and private equity mainly to institutional investors. BAM PIC US has been serving as an investment adviser to Brookfield Accounts since 2010.

Among other things, Brookfield identifies investment opportunities for Brookfield Accounts and participates in the acquisition, management, monitoring and disposition of such investments using an operations-oriented approach, as described in more detail under "Methods of Analysis, Investment Strategies and Risk of Loss" in Item 8 below. Investment advice is provided directly to Brookfield Accounts and not individually to the investors in Brookfield Accounts (the "Investors").

Brookfield tailors the investment advisory services provided to each Brookfield Account based on the Brookfield Account's investment objectives, as set out in the investment management agreements, limited partnership agreements, private placement memoranda and/or other governing documents for each such Brookfield Account (collectively, the "Governing Documents"). The terms of the Governing Documents may differ from Brookfield Account to Brookfield Account and Investors could impose restrictions on certain types of investments by a Brookfield Account for tax, regulatory, or other reasons.

Brookfield does not participate in any wrap fee programs.

As of December 31, 2022, BAM PIC US had \$162,269,124,932 in regulatory assets under management.

ITEM 5 – FEES AND COMPENSATION

As compensation for the services it provides to Brookfield Accounts, Brookfield is generally entitled to an annual management fee that is typically calculated and paid quarterly in advance, subject to the terms of the applicable Governing Documents. In addition, Brookfield is generally entitled to performance-based compensation, which typically is equal to a portion of the distributions of investment proceeds attributable to each Investor in a Brookfield Account (other than affiliates of BAM PIC US), subject to the terms of the applicable Governing Documents. Overall fees may vary by Brookfield Account and are determined in accordance with the applicable Governing Documents. Brookfield reserves the right to apply different fee and expense arrangements to Investors on an individual basis.

Brookfield charges additional fees in connection with an investment for a Brookfield Account and earns break-up fees in connection with investments that are not consummated as outlined in the applicable Governing Documents. In addition, representatives of Brookfield from time to time serve on the board of directors of one or more portfolio investments that a Brookfield Account is invested in and receive directors' fees in connection with such appointment. As set out in the Governing Documents for each Brookfield Account, up to 100% of the Investors' portion of the Brookfield Account's allocable share of any transaction, monitoring, consulting, advisory, directors', break-up or similar fees received by Brookfield and its employees (or, in the case of directors' fees, representatives of Brookfield) are generally applied, net of the Investor's allocable share of applicable expenses, to reduce the annual management fee (provided that any of these fees that would reduce the annual management fee in excess of the management fee for the applicable period may be applied to the management fee for subsequent periods).

In addition, as set out in more detail in "Affiliated Services and Transactions" in Item 10 below:

- Brookfield may make available certain discount programs to its employees as a result of Brookfield's relationship with an investment, which discounts are not available to the Investors;
- Brookfield has and will be retained to perform services for a Brookfield Account or a portfolio
 investment of a Brookfield Account that would otherwise be provided by third parties, and will
 charge the relevant Brookfield Account or portfolio investment for such services;
- Certain portfolio investments of Brookfield Accounts will provide services to, receive services from, or participate in transactions or other arrangements with, Brookfield and its affiliates (including other portfolio investments owned by Brookfield, Brookfield Accounts or noncontrolled affiliates);
- Brookfield (or other Brookfield Accounts or businesses) will from time to time make equity or other investments in companies or businesses that provide services to or otherwise contract with a Brookfield Account and/or its portfolio investments; and

Furthermore, in certain circumstances Brookfield employees are hired by, seconded to, or retained by one or more portfolio investments of a Brookfield Account or by Brookfield on behalf of a portfolio investment, as set out in more detail in "Transfers and Secondment of Employees" in Item 10 below.

Brookfield Accounts also incur brokerage and other transaction costs, as set out in more detail in "Brokerage Practices" in Item 12 below.

In addition to the fees above, each Brookfield Account generally bears all of its operating expenses, including legal, organizational, offering expenses and other expenses, and each Investor bears its pro rata portion of these expenses, as set out in more detail in "Allocation of Costs and Expenses" in Item 10 below.

Brookfield will from time to time determine that it is advisable to invest additional capital in or with respect to an investment and (a) this additional investment must be made within a timeframe that would

preclude the issuance of a funding notice in respect thereof or (b) unfunded capital commitments are unavailable for this purpose, then Brookfield may loan additional capital to such investment in accordance with a Brookfield Account's Governing Documents. Any such loan is expected to be repaid by such investment in priority to any distributions to a Brookfield Account by such investment, or be converted into an equity interest in such investment on a dollar-for-dollar basis using an appraisal or arm's length valuation, in Brookfield's sole discretion.

As noted above, the asset-based management fee in respect of a Brookfield Account is typically paid quarterly in advance. An Investor in a Brookfield Account that is a closed-end private investment fund is generally only permitted to withdraw from the fund under limited circumstances and will generally not be entitled to a refund of fees paid in advance in such circumstances. Certain redemption rights are generally afforded to investors in Brookfield Accounts that are open-ended.

Certain Brookfield subsidiaries, including Brookfield Private Advisors LLC, a limited purpose broker-dealer that is registered with the SEC and is a member of the Financial Industry Regulatory Authority, Inc. ("FINRA"); Brookfield Oaktree Wealth Solutions LLC, a limited purpose broker-dealer that is registered with the SEC and is a member of FINRA; Brookfield Private Capital (UK) Limited, which is authorized and regulated by the United Kingdom's Financial Conduct Authority; Brookfield Singapore Pte. Ltd., which is an exempt Financial Advisor authorized and regulated by the Monetary Authority of Singapore; Brookfield Advisors (Hong Kong) Limited, which is authorized and regulated by the Hong Kong Securities and Futures Commission; and Brookfield Investment Management (Canada) Inc., which is authorized as a dealer under applicable Canadian regulations, solicit prospective investors for the Brookfield Accounts and as a result, their representatives generally receive compensation in connection with the sale of interests in a Brookfield Account.

The compensation paid to such representatives will be from Brookfield and not from Brookfield Accounts or any Investors. The amount of such compensation will vary based on a number of different factors, including the amount of interests in a Brookfield Account that have been sold by such representative. As a result of such arrangements, such representatives have a financial interest in promoting interests in Brookfield Accounts. In addition, the compensation that such representatives receive in respect of the sale of the interests in a Brookfield Account may be higher than the compensation that they would receive in respect of the sale of other (including similar) products or services, which may give such representatives an incentive to promote the interests in a Brookfield Account over other (including similar) products or services. Potential investors should therefore be aware that there are financial and other interests that incentivize such representatives to promote certain Brookfield Accounts and related interests. The considerations set forth above are similar (and in certain instances may be heightened) in the event Brookfield retains a third-party placement agent to market interests in the Brookfield Account.

Brookfield pays its affiliates that solicit prospective investors for the Brookfield Accounts out of its profits, and such payments do not increase the fees paid by the Brookfield Accounts' Investors. BAM PIC US is not a broker-dealer and does not charge commissions or markups in addition to its investment advisory fees.

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

As described in Item 5 above, Brookfield is generally entitled to performance-based compensation from Brookfield Accounts in accordance with their Governing Documents, which such compensation is structured to comply with Rule 205-3 under the Investment Advisers Act of 1940, as amended (the "Advisers Act"), to the extent applicable. Performance-based compensation arrangements may create an incentive for Brookfield to recommend investments which may be riskier or more speculative than those which would be recommended under a different compensation arrangement. Such compensation arrangements may also create an incentive for Brookfield to favor higher fee-paying Brookfield Accounts over lower fee-paying Brookfield Accounts in the allocation of investment opportunities.

Brookfield has adopted allocation policies and procedures (as described below) to help mitigate conflicts of interest relating to the management of multiple Brookfield Accounts with varying fee arrangements.

At all times, Brookfield will act and make decisions on behalf of Brookfield Accounts that it believes are in their best interests, taking into account all facts and circumstances that it deems relevant, including potential participation by Brookfield Client Relationships (as defined herein) in the pursuit or the consummation of certain investments.

See Items 5, 10 and 11 for a description of certain other conflicts (and potential conflicts) of interests relating to the advisory services provided by Brookfield. A more detailed description of applicable conflicts of interest is set forth in the Governing Documents of each Brookfield Account.

Allocation of Investment Opportunities. Brookfield provides investment advice and performs related services for itself and other Brookfield Accounts (including, among others, for its own account and/or accounts that are being seeded and/or incubated), which are similar to the advice provided and services performed for other Brookfield Accounts. Certain Brookfield Accounts have (and additional future Brookfield Accounts will in the future have) investment mandates that overlap with those of other Brookfield Accounts and compete with and/or or have priority over other Brookfield Accounts for particular investment opportunities. As a result, certain opportunities sourced by Brookfield that would otherwise be suitable for Brookfield Accounts are not expected to be available to them, Brookfield Accounts will receive a smaller allocation of such opportunities than would otherwise have been the case, or Brookfield Accounts will receive an allocation of such opportunities on different terms than Brookfield or other Brookfield Accounts, which may be less favorable to Brookfield Accounts than otherwise would have been the case. The factors considered by Brookfield in allocating investments among the Brookfield Accounts may change over time (including to consider new, additional factors) and different factors may be emphasized or be considered less relevant to different investments.

Further to the foregoing, Brookfield manages and participates in, and will in the future manage and participate in, Brookfield Accounts that have or will have overlapping investment mandates with other Brookfield Accounts.

By way of example only, these include Brookfield Accounts that focus on (i) equity and debt investments in companies and assets; (ii) secondary investments, which include, among other things, third-party general partner-led recapitalizations of closed-end funds, joint ventures and other vehicles where the

third-party general partner maintains day-to-day asset management responsibilities, investments in pooled investment vehicles managed by third parties and co-investments alongside such investment vehicles, structured solutions and/or preferred equity investments in assets managed by third-party general partners, recapitalization of third-party managed investment vehicles (in whole or in part), and related separately managed accounts; (iii) startup investments in technology business and growth investments; (iv) investments in the transition to a net zero carbon emissions global economy; and (v) registered funds or investment vehicles that invest across different pools of investments (including via investment into or co-investment alongside other Brookfield Accounts).

Investment opportunities generally will be allocated pursuant to (and in accordance with) Brookfield Accounts' investment priorities (if any). Under certain circumstances, where the investment mandate of a Brookfield Account overlaps with the investment mandate of one or more other Brookfield Accounts, any investment opportunity that is suitable for such Brookfield Accounts will be allocated among them on a basis that Brookfield believes is fair and reasonable taking into account various factors, including (i) the size, nature and type of the opportunity (including the risk and return profiles of the opportunity, expected holding period and other attributes) as well as its fit within each account's investment focus, (ii) the nature of the investment focus, objectives, strategies and target rates of return of the Brookfield Accounts, including the investment guidelines and limitations applicable to the Brookfield Accounts, (iii) the relative amounts of capital available for investment, (iv) principles of diversification of assets and portfolios (e.g., geographic and/or asset concentration considerations), (v) expected future capacity of the accounts, (vi) cash and liquidity needs, including for pipeline, follow-on and other opportunities pursued by the Brookfield Accounts, (vii) the availability of other appropriate or similar investment opportunities and/or (viii) other considerations deemed relevant by Brookfield (including, among others, legal, regulatory, tax, structuring, investment-specific, timing and similar considerations).

The determination of whether an investment is within the scope of the investment mandate of a Brookfield Account will be made in the discretion of Brookfield. Further, if Brookfield determines that investment opportunities in respect of a particular sector (which can be comprised of multiple industries) or region are expected (in the fullness of time) to exceed the investment limitations (or appropriate portfolio concentration) of one or more Brookfield Account(s), Brookfield may sponsor, act as general partner and/or manager to, and otherwise participate in, sidecar vehicles that participate in such opportunities, and such opportunities and any investment opportunity related thereto (e.g., follow-on investment opportunities) will be allocated between Brookfield Accounts and the applicable sidecar vehicle on a basis that Brookfield believes is fair and equitable taking into account various factors that it deems relevant in its discretion, including the factors listed in clauses (i)-(viii) above.

From time to time, in applying the principles described above, Brookfield could determine that an investment opportunity will be shared among two or more Brookfield Accounts by causing one Brookfield Account to acquire certain portions of the investment opportunity while one or more other Brookfield Accounts acquire other portions. In such cases, given its varying economic interests in different Brookfield Accounts, Brookfield will face conflicts of interests in valuing portions of an investment opportunity that is allocated among different Brookfield Accounts, in particular where a portion of the opportunity is to be allocated to a Brookfield Account in which Brookfield has a larger economic interest relative to the other Brookfield Account that is participating in the opportunity.

Brookfield will value the portion of the opportunity allocated to each Brookfield Account (which will impact the purchase price paid by such Brookfield Account) and allocate transaction expenses among such Brookfield Accounts in accordance with its fiduciary duties to the Brookfield Accounts, consistent with each Brookfield Account's Governing Documents and Brookfield's internal policies and procedures, in particular those relating to the underwriting and valuation of investment opportunities and allocation of fees and expenses. Notwithstanding the foregoing, Brookfield generally will not, unless otherwise required to pursuant to applicable law and/or regulation, seek an independent view, opinion, support and/or appraisal for such allocation and/or valuation determinations, including in situations where Brookfield has different economic interests in the participating Brookfield Account(s). See also "Determinations of Value" below.

The process for making allocation determinations is inherently subjective and the factors considered by Brookfield in allocating investments among Brookfield Accounts are expected to change over time (including to consider new, additional factors) and one or more different factors could be emphasized or be considered less relevant with respect to different investments depending on the then-existing facts-and-circumstances deemed relevant by Brookfield and taking into account the broader facts and circumstances and portfolio construction considerations applicable to each Brookfield Account. In some cases, this will result in certain transactions being shared among two or more Brookfield Accounts, while in other cases it will result in one or more Brookfield Accounts being excluded from an investment entirely. Since certain Brookfield Accounts represent Brookfield's proprietary investments activities, the fact that investment opportunities deemed unsuitable for Brookfield Accounts may be pursued by Brookfield itself presents a conflict of interest when making such suitability determination. Brookfield will make such suitability determination in a manner consistent with its fiduciary duties to Brookfield Accounts, but will not be required to disclose to the LPAC or the Investors the specific instances in which Brookfield has pursued an investment on a proprietary basis after having deemed it unsuitable for Brookfield Accounts. Additionally, from time to time, Brookfield may identify an investment opportunity that could otherwise be suitable for a Brookfield Account, but which, as a result of the particular facts and circumstances surrounding such investment opportunity at such time, Brookfield determines is not appropriate for the Brookfield Account and instead invests on its own behalf (for example, if such investment opportunity falls within a sector, industry or geography that is relatively new to Brookfield and therefore Brookfield determines it does not have sufficient expertise, knowledge or scale to invest prudently on behalf of the Brookfield Account. In such cases, subsequent similar investment opportunities may be allocated to the Brookfield Account or successors, even when the original similar investment opportunities were pursued by Brookfield on a proprietary basis.

In addition, it is possible that there will be a period of time when both a successor Brookfield Account and a predecessor fund of such Brookfield Account have capital available to make new investments, particularly because the predecessor Brookfield Account will have recycled capital available to invest. In such instances, Brookfield will determine the extent to which the predecessor account will invest such available capital (including by reinvesting its recycled capital) in new investments, which could result in investments being allocated to the predecessor account, rather than the successor account, using its available capital in order to make such investments. Brookfield will make such determinations and allocate investments among successor and predecessor accounts taking into account the factors described above (including, in particular, the pipeline of investment opportunities, recycled capital and

portfolio construction considerations). In making such allocation decisions, Brookfield may allocate an investment opportunity to a predecessor account even if such opportunity could have been allocated entirely to the successor account, or may, in its discretion, allocate an investment opportunity to both accounts on a shared basis. Decisions to allocate an investment opportunity among predecessor and successor accounts will be made at the time the investment opportunity arises, and, in Brookfield's discretion, may or may not be revisited in the event of further developments in investment diligence, pipeline attrition, changes in available capital and other factors.

Moreover, it is possible that prospective investment opportunities may be re-allocated (in whole or in part) among Brookfield Accounts in circumstances that, due to timing (e.g., a delay of certain regulatory approvals or other third-party consents) or other considerations, such prospective investment opportunity becomes more suitable for a different Brookfield Account than the one it was originally allocated (or expected to be allocated) to, as determined by Brookfield in its discretion. In such circumstances, if a Brookfield Account is ultimately allocated the full investment opportunity, and such investment is completed, then such Account will reimburse the Brookfield Account that was originally allocated (or expected to be allocated) the opportunity for costs and expenses incurred in connection with the prospective investment opportunity (e.g., pursuit costs) prior to the date of re-allocation. However, in the instance that such prospective investment opportunity is not completed, both Brookfield Accounts will bear the costs actually borne by them in connection with such prospective investment opportunity.

Further, Brookfield may be offered a future investment opportunity related to, or arising from, an existing investment (including opportunities that align with and/or are otherwise synergistic with existing investments), and such future investment opportunity may be allocated to a different Brookfield Account than the one that holds the original investment because of timing considerations (e.g., too late in the term of the Brookfield Account) or other portfolio construction considerations (e.g., the Brookfield Account that holds the existing investment being capped from pursuing follow-on investments, having other concentration considerations, lacking required capital for the investment, etc.). These subsequent investments may dilute or otherwise adversely affect the interests of the Brookfield Account that holds the existing investment.

As a result of the foregoing, opportunities sourced by Brookfield that would otherwise be suitable for a Brookfield Account may not be available to the Brookfield Account in their entirety and/or the Brookfield Account may receive a smaller allocation of such opportunities than would otherwise have been the case. See "Allocation of Co-Investments" below. Approval from the Investors or of the independent directors will not be required in connection with such allocation determinations. However, as noted throughout this Brochure, it is a key element of Brookfield's strategy to leverage its experience, expertise, broad reach, relationships and position in the market for investment opportunities, deal flow, financial resources, access to capital markets and operating needs, which it believes is in the best interests of Brookfield Accounts overall.

Incentive to Allocate Investment Opportunities to Co-Investment Vehicles and Other Brookfield Accounts. Brookfield will generally have different economic interests in different Brookfield Accounts, including among other things because certain Brookfield Accounts are wholly-owned by Brookfield;

Brookfield makes different capital commitments to different Brookfield Accounts; certain Brookfield Accounts pay carried interest at different rates, and/or are more (or less) likely to generate any carried interest at all (or to generate carried interest earlier (or later) in time); and/or because certain Brookfield Accounts charge management fees that are calculated based on their amount of capital deployed. As a result, there could be circumstances in which the aggregate economic benefit to Brookfield from allocating an investment opportunity in whole or in part to one Brookfield Account (including, for example, a co-investment vehicle) is (or is expected to be) greater than if the particular investment were allocated to another Brookfield Account. For example, Brookfield is not required to offset certain transaction fees, break-up fees and other fees against management fees charged to certain coinvestment vehicles. Similarly, given its varying economic interests in different Brookfield Accounts, Brookfield will face conflicts of interests in valuing portions of an investment opportunity that is allocated among different Brookfield Accounts, in particular where a portion of the opportunity is to be allocated to a Brookfield Account in which Brookfield has a larger economic interest relative to the other Brookfield Account that is participating in the opportunity. Notwithstanding the foregoing, Brookfield will make allocation and valuation decisions in accordance with its fiduciary duties to Brookfield Accounts, consistent with each Brookfield Account's Governing Documents and Brookfield's internal policies and procedures.

In addition, Brookfield anticipates entering into formal or informal arrangements (including with one or more co-investors and/or strategic investors) pursuant to which Brookfield benefits economically, directly or indirectly, from offering co-investment opportunities to such investors. In connection with such arrangements, Brookfield could agree to provide reduced fees and/or incentive compensation (or a rebate thereof), including in respect of such investors' investments in Brookfield Accounts, in the instance that such investor is not allocated a certain amount of co-investment opportunities. As a result, in certain circumstances Brookfield will be incentivized to allocate a greater portion of an investment opportunity to a co-investor than it would otherwise allocate in the absence of such arrangements and economic incentives. In addition, Brookfield's allocation of co-investment opportunities could benefit Brookfield in other ways, including increased investments by such investors in one or more Brookfield Accounts.

Allocation of Co-Investments. To the extent Brookfield determines, in its discretion, that an investment opportunity that is to be offered and executed by a Brookfield Account in accordance with "Allocation of Investment Opportunities" above, exceeds the amount appropriate for that Brookfield Account which will, in some cases, as determined by Brookfield in its discretion, be less than the maximum concentration permitted under the relevant Brookfield Account's governing agreement, Brookfield may, in its sole and absolute discretion, offer to one or more investors (including Brookfield Accounts, Brookfield employees, and/or third parties) the ability to participate in such opportunity as a co-investor on such terms and conditions as Brookfield determines. In addition, Brookfield could offer potential co-investment opportunities to investors that are potentially of strategic benefit to the applicable investment opportunity, including Brookfield and/or other Brookfield Accounts (collectively, "Strategic Co-Investors"). Co-investment opportunities may be offered to Strategic Co-Investors irrespective of whether the available investment opportunity exceeds the amount that would otherwise be appropriate for Brookfield or the relevant Brookfield Account, and therefore, participation of a Strategic Co-Investor

will reduce the amount of the investment opportunity available to Brookfield or the relevant Brookfield Account.

Where Brookfield determines to offer a co-investment opportunity to one or more potential co-investors, Brookfield generally has broad discretion in determining to whom and in what relative amounts to allocate co-investment opportunities. A decision regarding the allocation of a co-investment opportunity will be made based on the then-existing facts and circumstances and then-existing factors deemed relevant by Brookfield in its sole discretion (including factors that require subjective decision-making by Brookfield), and could be different from those used in determining the allocation of any other co-investment opportunity.

Brookfield may determine from time to time, on behalf of a Brookfield Account, that the Brookfield Account will not or cannot participate (either at all or up to its proportionate amount) in a co-investment opportunity. Brookfield may also assign that Brookfield Account's right to participate in a co-investment opportunity to any other individual or entity, including other Brookfield Accounts.

In addition, but subject to the foregoing, Brookfield may also determine from time to time to provide priority rights with respect to all or a select geography, industry, or other subset of future co-investment opportunities generally to certain investors (but not to another Brookfield Account and/or other similarly situated investors) pursuant to contracts or other arrangements with such investors. Brookfield may form and manage one or more investment vehicles or accounts through which investors participate in co-investment opportunities. Inclusion in, and the terms of, such a program will be determined by Brookfield in its discretion, which may include some or all of the factors described above.

The allocation of co-investment opportunities raises conflicts of interest considerations, including that Brookfield is incentivized to allocate such opportunities in a manner that benefits Brookfield other than as a result of receiving fees and/or incentive compensation from a co-investor (including by allocating such co-investment opportunity to a person in order to encourage such person to enter into a relationship, or expand its relationship, with Brookfield) and that, if the co-investment opportunity is granted with respect to an existing investment, the amount paid directly or indirectly by investors participating in such co-investment opportunity to Brookfield in respect of such investment will be determined by Brookfield.

Historical allocation decisions are not necessarily indicative of future allocation decisions and the actual number of co-investment opportunities made available to an Investor may be significantly higher or lower than those made available to it historically. In addition, in certain circumstances Brookfield Accounts will bear costs related to unconsummated co-investments. See "Co-Investment Expenses" and "Facilitation of Investments and Co-Investments" below. Notwithstanding the foregoing incentives, Brookfield endeavors at all times to allocate co-investment opportunities in a fair and equitable manner consistent with its fiduciary duties and disclosures set out in the relevant Brookfield Account's Governing Documents.

A Brookfield Account's returns with respect to co-investment opportunities may exceed its returns generally, particularly for co-investment opportunities whose investments are not subject to any (or are subject to reduced) management fees, carry distributions or similar compensation payable to Brookfield.

In addition, there is no requirement that any co-investment be made or disposed of at the same time or on the same terms for each co-investor. For example, investors may participate in co-investment opportunities at different times than a Brookfield Account, which will also impact returns realized by co-investors.

In the event a Brookfield Account participates in a co-investment opportunity, Brookfield may determine that it and/or other Brookfield Accounts (as applicable) fund all or a portion of their capital contributions in respect thereof using securities. Brookfield will make such determination with respect to the form of its and/or the Brookfield Accounts' funding in its sole discretion, taking into account factors it deems relevant under the circumstances and with a view to facilitating the consummation of the applicable transaction, including, but not limited to: (a) whether the relevant Brookfield Account and its coinvestors are capable of funding the applicable investment in cash, (b) whether the applicable contribution of securities is expected to be attractive to the seller of the applicable asset, and/or (c) whether the applicable contribution of securities is expected to be accretive to the applicable coinvestor(s). Such determination to fund using securities may be in Brookfield's interest alone, as opposed to the interests of the Investors and other co-investors, and it is possible that such determination could lead to adverse consequences, including a lower likelihood of transaction execution and/or a higher purchase price for the asset. Brookfield, in its sole discretion, will determine the value of its contributed securities, which could be based on the volume weighted average price of the shares over a certain period of time, the closing price of the shares as of the applicable transaction closing date, or such other valuation it deems fair and reasonable under the circumstances. See also "Allocation of Investment Opportunities" above and "Determinations of Value" below.

Co-Investment Expenses. Co-investors (including (a) third-party co-investors that invest in a co-investment opportunity, and (b) Brookfield Accounts) typically bear their *pro rata* share of fees, costs and expenses related to their co-investments, including those incurred in connection with the discovery, investigation, development, acquisition or consummation, ownership, maintenance, monitoring, hedging, financing and disposition of co-investments.

Brookfield will endeavor to allocate such fees, costs and expenses on a *pro rata* basis. Notwithstanding the foregoing, third-party co-investors (including co-investors that contractually committed to participate in the co-investment opportunity through a co-investment vehicle or program managed by Brookfield) are generally not expected to pay or otherwise bear fees, costs and expenses related to unconsummated co-investment opportunities (collectively referred to as "broken deal fees, costs and expenses") and, in such cases, Brookfield Accounts are likely to bear fees, costs and expenses attributable to potential co-investors even if such Brookfield Accounts could not (for investment concentration limits or otherwise) complete the full investment on their own. This will be the case for a number of reasons, including because, at the time that the co-investment opportunity ceases to be pursued, third-party co-investors (a) were not yet identified (or their anticipated allocation was not yet identified), (b) were not yet committed to the potential investment or (c) did not contractually agree to bear such fees, costs and expenses. Notwithstanding the foregoing, in all instances, Brookfield, in its capacity as a co-investor or prospective co-investor alongside a Brookfield Account, intends to bear its pro rata share of broken deal fees, costs and expenses based on the amount it has committed to co-invest as of the time a binding offer is made with respect to the potential investment. For the avoidance

of doubt, Brookfield (in its capacity as a co-investor or prospective co-investor) will not bear the brokendeal fees, costs and expenses relating to (a) any portion of an excess opportunity that it agrees to support (via a backstop or similar arrangement) with a view to syndication of such portion of the excess opportunity to third-party co-investors, and (b) its pro-rata share of an investment opportunity in its capacity as co-investor or prospective co-investor to the extent the opportunity ceases to be pursued prior to a binding offer in respect of the opportunity having been made.

Facilitation of Investments and Co-Investments. From time to time, in order to facilitate investment activities in a timely and efficient manner, Brookfield and/or Brookfield Accounts fund obligations and/or incur other costs and expenses (including, among other things, by equity investments, use of loan facilities and/or issuance of guarantees or letters of credit) in respect of an investment that ultimately is shared with or made entirely by another Brookfield Account and/or co-investors. These arrangements are intended to facilitate investments that Brookfield has determined to be in Brookfield Accounts' best interests. But for these forms of support, a Brookfield Account could lose investment opportunities if, for example, it has not yet completed its fundraising period or if co-investors have not yet been identified for an excess opportunity. Brookfield believes that facilitating investments in this manner provides benefits overall to Brookfield Accounts through the ability to participate in and benefit from these synergistic arrangements and to make investments that otherwise would not be completed. These arrangements, however, give rise to conflicts of interest considerations.

Under these arrangements, the relevant investor (whether Brookfield, a Brookfield Account, or a co investor) will be expected to reimburse the relevant entity that facilitates the investment (whether Brookfield or another Brookfield Account) for its facilitation of the investment and/or related fees, costs and expenses, as well as carrying charges applicable to such funding activity, pursuant to the terms agreed to with such entity and consistent with disclosures set out herein. The entity that facilitates the investment is expected to repay any amounts that come due and payable under loan facilities and/or letters of credit issued for its benefit, although there can be no assurance that it will bear such fees, costs and expenses or not default on its obligations to repay such amounts, in which case, such amounts would be borne disproportionately by it. In certain situations, such as short-term funding durations, these arrangements may not include any interest or other compensation payable to the party funding the investment, as deemed appropriate by Brookfield, in its discretion, under the circumstances.

From time to time, Brookfield will agree to support an investment via a backstop (or similar arrangement) in respect of all or a portion of an excess investment opportunity that relates to an investment that has been allocated to a Brookfield Account in order to facilitate the closing of such investment, with the intent of syndicating such backstopped portion to third-party co-investors prior to or following closing. Brookfield's backstopped portion of the investment opportunity will be reduced in whole or in part to the extent it is successfully syndicated to third-party co-investors (whether by Brookfield, a Brookfield Account or a third party such as an investment bank) and/or additional proceeds from the investment become available through, among other things, financing or refinancing of all or a portion of the investment or proceeds from the sale of a portion of the investment, as determined by Brookfield in its sole discretion. Such backstop reduction will be in priority to the reduction of any other portion of the excess investment opportunity that is to be syndicated by the Brookfield Account to third-party co-investors (which portion is funded utilizing the Brookfield Account's bridge financing facility), repayment

of borrowings or other obligations of the Brookfield Account, and at the time such backstop is reduced, such Brookfield Account's ownership interest of such investment opportunity will be increased. Using proceeds from an investment to reduce and/or extinguish Brookfield's backstopped portion of an excess investment opportunity could have an adverse impact on the investment and the Brookfield Account's investment therein, and such Brookfield Account's investment could receive a lower return than that received by Brookfield.

In certain situations, a Brookfield Account will close the investment transaction (in whole or in part) using funding from its loan facilities (or similar credit arrangements) prior to the completion of syndication of the excess opportunity to co-investors, and Brookfield will take nominal ownership of its backstopped portion of the investment at such time (notwithstanding that the backstopped portion is funded using such loan facilities (or similar credit arrangement) of such Brookfield Account). Brookfield will repay its pro rata portion of the amounts that come due and payable under such loan facilities in connection with the backstopped portion of the investment from such closing date. Alternatively, in situations where the Brookfield Account is not able to close on Brookfield's backstopped portion of the investment transaction (in whole or in part) using funding from its loan facilities (or similar credit arrangements) prior to the completion of syndication to co-investors, Brookfield could choose to fund the backstopped portion (in whole or in part) at closing. To the extent the Brookfield Account becomes able to use funding from its loan facilities after closing on the investment, the Brookfield Account could reimburse Brookfield (via a loan or a similar financing arrangement) for all or a portion of the backstopped portion of the investment that Brookfield has already funded on equivalent terms as if such backstopped portion had been paid using funding from the loan facilities at closing. Any incremental interest or other costs, fees and expenses the Brookfield Account incurs on its loan facilities will be borne by the Brookfield Account and its Investors.

In addition, Brookfield Accounts are permitted to provide interim debt or equity financing (including among others emergency funding or as part of a follow-on investment) for the purpose of bridging a potential co-investment or a follow-on investment related to an existing co-investment (including prior to allocating and/or syndicating the co-investment or follow-on investment, as applicable, to coinvestors) but only to the extent that a Brookfield Account would have been permitted to make such investment. See "Follow-on Investments" in Item 8 below. In connection with any such financing, a Brookfield Account could incur fees, costs and expenses, including among others in connection with borrowing and/or hedging activities (e.g., hedging of currency, interest rate or other exposures). To the extent the potential investment is not consummated, these fees, costs and expenses will be treated as broken deal fees, costs and expenses (see "Co-Investment Expenses" above). In addition, to the extent the investment is consummated, the terms of the sale or transfer of such investment to co-investors may not be favorable to that Brookfield Account and may result in better terms for such co-investors than the relevant Brookfield Account had when it made (or facilitated) the investment. For example, there is no guarantee that any co-investor will ultimately agree to bear its pro rata portion of the fees, costs and/or expenses associated with any such hedging or borrowing activities, in which case a Brookfield Account would bear a greater amount of expenses than if they were allocated on a pro rata basis. Similarly, if an investment depreciates during the period when a Brookfield Account holds it, coinvestors may negotiate a lower price and that Brookfield Account may take a loss on the portion of an investment it holds on behalf of (or with a view to syndication to) co-investors (including with respect to fees, costs and expenses and/or carry costs related to an investment). In these types of situations, Brookfield Accounts may nonetheless sell the investment to co-investors on the terms negotiated by (and agreed to with) such co-investors at the relevant time in the event that Brookfield determines it is in a Brookfield Account's best interest, for example out of a desire to reduce its exposure to such investment or to include other participants in the investment.

Client and Other Relationships. Brookfield and Oaktree (as defined below) each have long-term relationships with a significant number of developers, institutions, corporations and other market participants (collectively, "Brookfield Client Relationships"). These Brookfield Client Relationships hold and pursue investments similar to the investments that are held and pursued by Brookfield Accounts, including certain investments that may represent appropriate investment opportunities for such Brookfield Accounts. These Brookfield Client Relationships may compete with such Brookfield Accounts for investment opportunities. Brookfield will seek to maintain such Brookfield Client Relationships, including after the establishment of new Brookfield Accounts. In determining whether to pursue a particular opportunity on behalf of a Brookfield Account, Brookfield could consider these relationships, and there may be certain potential opportunities which are not pursued on behalf of such Brookfield Account in view of such relationships. In addition, such Brookfield Account could invest or enter into joint ventures or other similar arrangements with Brookfield Client Relationships in particular investments, and the relationship with such clients could influence the decisions made by Brookfield with respect to such investments.

Conflicts with Secondary Funds. Brookfield sponsors, manages and invests in certain Brookfield Accounts that focus on making secondary investments (such Brookfield Accounts, "Secondary Funds"), including investments in pooled investment vehicles managed by third parties ("Third Party Vehicles"), recapitalizations of Third Party Vehicles and related investments (collectively, "Secondary Investments"). These Secondary Investments could be subject to significant governance, control and/or minority protection rights in favor of the Secondary Funds. Brookfield Accounts and portfolio investments are expected to compete with such third-party general partners and their managed vehicles for investment opportunities and are expected to manage competing assets. For example, in a competitive auction process, the third-party general partner (and/or its managed vehicles), on the one hand, and Brookfield Accounts, on the other hand, could be potential bidders. Similarly, a third-party general partner (and/or its managed vehicles) could invest in an asset that competes with an asset held by a Brookfield Account for market share or other matters.

In order to mitigate potential conflicts of interest in these situations, Brookfield may but will not be obligated to take one or more of the following actions (as it determines in its sole discretion): (i) causing the Secondary Fund to remain passive in, or recuse itself from, a situation in which it is otherwise entitled to vote, which would mean that the Secondary Fund defers to the decision or judgment of the third-party general partner or third-party investor(s) in its managed vehicles with respect to certain decisions; (ii) causing the Secondary Fund to hold only non-controlling interests in an investment without governance rights; (iii) referring the matter to one or more persons that is not affiliated with Brookfield; (iv) consulting with and seeking the consent of independent directors or the LPAC and/or Secondary Fund (as deemed appropriate by Brookfield) on such matter; or (v) establishing ethical screens or information barriers (which can be temporary and of limited purpose) designed to separate Brookfield

investment professionals to act independently on behalf of the Secondary Fund, on the one hand, and Brookfield Accounts, on the other hand, in each case with support of separate legal counsel and other advisers.

At all times, Brookfield will endeavor to treat all Brookfield Accounts fairly, equitably and in an impartial manner. However, there can be no assurance that any action or measure pursued by Brookfield will be feasible or effective in any particular situation, or that its own interests won't influence its conduct, and it is possible that the outcome for the Brookfield Account will be less favorable than otherwise would have been the case if Brookfield did not face these conflicts of interest. In addition, the actions and measures that Brookfield pursues are expected to vary based on the particular facts and circumstances of each situation and, as such, there will be some degree of variation and potentially inconsistency in the manner in which these situations are addressed.

Pursuit of Investment Opportunities by Certain Non-Controlled Affiliates. Certain companies affiliated with Brookfield (a) are controlled, in whole or in part, by persons other than Brookfield, including, for example, joint ventures or similar arrangements with third parties where Brookfield does not have complete control, and/or (b) do not coordinate or consult with Brookfield with respect to investment decisions (together, "Non-Controlled Affiliates"). Such Non-Controlled Affiliates could have investment objectives which overlap with Brookfield Accounts' and conflicts are likely to arise therefrom. For example, from time to time such Non-Controlled Affiliates or investment vehicles managed by such Non-Controlled Affiliates will pursue investment opportunities which are suitable for Brookfield Accounts but which are not made available to such Brookfield Accounts since such Non-Controlled Affiliates do not consult with and/or are not controlled by Brookfield.

ITEM 7 – TYPES OF CLIENTS

Brookfield's clients include private investment funds structured as limited partnerships (and alternative investment vehicles and parallel or co-investment vehicles formed for investments made outside or alongside the limited partnerships), publicly listed operating partnerships and joint ventures. Investors in Brookfield Accounts generally include public and corporate pensions, sovereign wealth funds, insurance companies, financial institutions, corporations and high net worth individuals.

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

Brookfield pursues the specific investment objectives and strategies of each Brookfield Account as set out in the Brookfield Account's Governing Documents. Brookfield's operations-oriented approach plays an important role in the investment process. This approach leverages Brookfield's business groups in the evaluation and optimization of investments. This approach is generally comprised of the following attributes:

Operational expertise. Brookfield's operations-oriented approach is an essential differentiating
factor in its ability to generate superior risk-adjusted returns. During its 120-year history as an
owner and operator of real assets, Brookfield has built global business groups, primarily in real
estate, infrastructure and sustainable resources, renewable power, private equity and

timberlands/agrilands. These business groups are backed by the expertise of approximately 100,000 operating employees.

- Industry knowledge. Brookfield's business groups enhance its ability to develop fundamental
 views on the major factors that impact asset values. Brookfield will utilize this knowledge to
 make acquisition and divestiture decisions, as well as to take advantage of sophisticated
 financing and operating practices.
- Active management of investments. Through Brookfield's representation on boards of directors, leadership on advisory or operating committees, as well as frequent interaction with management, Brookfield will actively manage its investments. A key aspect of this management role is a "hands on approach" to key value drivers such as growth capital investments, development projects, follow-on acquisitions and financings.

The Brookfield Accounts focus on real estate, infrastructure and private equity investment strategies. As noted in Item 4 above, Brookfield is a global alternative asset manager with significant assets under management and a long history of owning, managing and operating assets, businesses and investment vehicles across various industries, sectors, geographies and strategies. The discussion of Brookfield Accounts that appears in this Brochure is not intended to constitute an offer of interests in such Accounts.

Real Estate – This strategy focuses on acquiring control positions in real estate assets and real estate companies located around the globe through a variety of structures, including direct property acquisitions, equity positions in real estate companies, distressed debt, recapitalizations, toe-hold positions in debt and equity securities, control-oriented loan originations, and development or redevelopment projects. This strategy involves investing in various real estate platforms, including office, retail, residential, multifamily and development.

Infrastructure — Brookfield defines infrastructure assets as long-life, real assets that serve as the backbone for the provision of essential products or services to the global economy. Due to their nature, infrastructure assets are typically critical to support sustainable economic development and are characterized by some or all of the following attributes: (i) sustainable, long-term cash flows; (ii) inflation-correlated revenues; (iii) strong competitive position and high barriers to entry; and (iv) high operating margins. A Brookfield Account will target investments across the infrastructure sector with particular emphasis on opportunities in the utility, energy, renewable power, data and transportation sectors, including oil and gas pipelines, regulated electricity and gas transmission and distribution systems, hydroelectric power generation, water and waste water distribution and treatment systems, storage facilities, toll roads, bridges, tunnels, airports, ports and railroads. Certain Brookfield Accounts may also invest in other infrastructure opportunities such as communication infrastructure, industrial infrastructure and parking garages.

Private Equity – This strategy focuses on opportunities in industries in which Brookfield has expertise, and in businesses in need of strategic redirection and operational repositioning, employing an operations-oriented approach for value creation. The strategy is to seek control investments in midmarket companies that require a restructuring of their operations and/or capital structure. Brookfield

seeks to take a leadership role through the restructuring process of each portfolio investment and add value through ongoing, active participation in management and governance.

Investing in securities involves risk of loss that clients should be prepared to bear, **INCLUDING THE RISK OF LOSS OF THE ENTIRE INVESTMENT**. The following risks do not purport to be a complete list or explanation of all risks involved in an investment in a Brookfield Account and prospective investors should consult the Brookfield Account's Governing Documents, including the Brookfield Account's private placement memorandum together with any supplements.

Material Risks of Key Investment Strategies:

Highly Competitive Market for Investment Opportunities. The activity of identifying, completing and realizing attractive real estate, infrastructure and private equity investments is highly competitive and involves a high degree of uncertainty. There can be no assurance that Brookfield will be able to locate and complete investments which satisfy the Brookfield Accounts' investment objectives, realize the value of these investments, or fully invest the Investors' committed capital, nor can there be any assurance that Brookfield will be able to make investments on favorable terms and conditions. Competition for such investment opportunities could come from other consortia, financial investors, and other asset managers and owners. These competitors may have financial, geographic, or strategic advantages that may reduce Brookfield's competitiveness and potentially materially and adversely affect its ability to successfully conclude transactions. Further, failures in identifying or consummating investments on satisfactory or favorable terms could reduce the number of investments that are completed, reduce returns, and slow growth.

General Economic Conditions. Changes in general global, regional and U.S. economic and geopolitical conditions may affect Brookfield Accounts' activities. Interest rates, general levels of economic activity, the price of securities and participation by other investors in the financial markets may affect the market for debt and credit-related instruments in which Brookfield Accounts make investments or the value and number of investments made by Brookfield Accounts or considered for prospective investment. Material changes and fluctuations in the economic environment, particularly of the type experienced in the years following 2008 that caused significant dislocations, illiquidity and volatility in the wider global economy, and the market changes that have resulted and may continue to result from the spread of novel coronavirus ("COVID-19") (see "Public Health Risk" below) also may affect the market for such debt and credit-related instruments (including the ability of issuers of such instruments to repay principal and pay interest thereon, increasing the incidence of default for such instruments) or Brookfield Accounts' ability to make investments and the value of investments held by Brookfield Accounts or Brookfield Accounts' ability to dispose of investments. The short-term and the longer-term impact of these events are uncertain, but they could continue to have a material effect on general economic conditions, consumer and business confidence and market liquidity. Any economic downturn resulting from a recurrence of such marketplace events and/or continued volatility in the financial markets could adversely affect the financial resources of the entities (i.e., borrowers or asset holding companies) in which a Brookfield Account will make investments. Additionally, there has been discussion and dialogue regarding potential significant changes to U.S. trade policies, legislation, treaties and tariffs, including trade policies and tariffs affecting China, the European Union and other countries. Tariffs and other trade restrictions

imposed by the Trump Administration and any further similar changes in U.S. trade policy have triggered some, and could trigger additional, retaliatory actions by affected countries, possibly resulting in "trade wars." At this time, it is unknown whether and to what extent new legislation in relation to trade policies will be passed into law, pending or new regulatory proposals will be adopted, international trade agreements will be negotiated or trade tariffs or restrictions will be imposed, or the effect that any such action would have, either positively or negatively, on Brookfield Accounts or their investments. Investments can be expected to be sensitive to the performance of the overall economy. Moreover, a serious pandemic, natural disaster, armed conflict, threats of terrorism, terrorist attacks and the impact of military or other action could severely disrupt global, national and/or regional economies. A resulting negative impact on economic fundamentals and consumer and business confidence may negatively impact market value, increase market volatility and reduce liquidity, all of which could have an adverse effect on the performance of investments, Brookfield Accounts' returns and Brookfield Accounts' ability to make and/or dispose of investments. No assurance can be given as to the effect of these events on investments or Brookfield Accounts' investment objectives.

Operational Risk. The long-term profitability of the assets in which a Brookfield Account invests will be dependent upon the efficient operation, maintenance and high availability of such assets. Inefficient operations, maintenance and low availability may reduce returns to Investors. Operations are also subject to the risk of equipment failure due to wear and tear, latent defect, design error, operator error, or early obsolescence, among other things, which could have a material adverse effect on the assets, liabilities, business, financial condition, results of operations and cash flow of investments.

New Technologies. A Brookfield Account may invest in portfolio investments that invest in and use newly developed, less proven, technologies. There is no guarantee that such new technologies will perform as anticipated. The failure of a new technology to perform as anticipated or become obsolete may materially and adversely affect the performance of portfolio investments that invest in or use such technologies.

Investments in New Jurisdictions. Most Brookfield Accounts are intended to be global in nature and therefore may make portfolio investments in countries, territories and other jurisdictions in which Brookfield may not have significant experience or expertise. While Brookfield intends to mitigate this risk by engaging applicable service providers and personnel with the requisite experience and expertise, there is no guarantee that such persons will be adequate in all instances or will protect a Brookfield Account and its investments in all instances.

Risk of Unsuccessful Exit Strategies. A Brookfield Account may opportunistically sell, publicly list, distribute or otherwise dispose of portfolio investments at any time. It is not possible to predict whether an exit strategy will be advantageous or available at the appropriate time. If a Brookfield Account fails to execute an exit strategy successfully prior to liquidation, such Brookfield Account may be forced to liquidate its assets on terms less favorable than anticipated and the proceeds from these portfolio investments and the remaining portfolio investments may be materially and adversely affected.

Government Intervention. Since 2008, the global financial markets have undergone disruptions, including as a consequence of the spread of COVID-19, which have led to governmental intervention in certain jurisdictions. Such intervention has in certain cases been implemented on an "emergency" basis,

suddenly and substantially eliminating market participants' ability to continue to implement certain strategies or manage the risk of their outstanding positions. In addition, these interventions have typically been unclear in scope and application, resulting in confusion and uncertainty which in itself has been materially detrimental to the efficient functioning of the markets as well as previously successful investment strategies. If governmental intervention programs are unwound, there could likewise be uncertainty and adverse effects on the markets. It is impossible to predict what additional interim or permanent governmental restrictions (or easing of restrictions) may be imposed on the markets or the effect of such restrictions on a Brookfield Account's strategies.

Currency Risk. A Brookfield Account's investments may be subject to currency exchange rate volatility, including, without limitation, fluctuations in the rate of exchange between the U.S. dollar and the various non-U.S. currencies in which certain of the Brookfield Account's investments may be denominated and costs associated with conversion of investment principal and income from one currency into another. It is not possible to hedge fully, perfectly or at all against currency fluctuations affecting the value of investments denominated in non-U.S. currencies and it may not be economically feasible to do so. A Brookfield Account may not be obligated to engage in any currency hedging operations and there can be no assurance as to the success of any hedging operations the Brookfield Account may implement. Changes in non-U.S. currency exchange rates may also affect the value of distributions from, and the level of gains and losses realized on the sale of such investments. The rates of exchange between the U.S. dollar and other currencies are affected by many factors, including forces of supply and demand in the non-U.S. currency exchange markets. Exchange rates also are affected by the international balance of payments and other economic and financial conditions, government intervention, speculation and other factors. It is likely that a Brookfield Account will leave unhedged certain investments denominated in or generating cash flow in non-U.S. currencies and in any such case, such Brookfield Account will be exposed to risk that such currency will decline in value against the U.S. dollar during the term of the investments such that the results of such investments will be worse in U.S. dollar terms than the results based upon the local currency.

Illiquid and Long-Term Investments. Although investments may generate current income, the return of capital and the realization of gains, if any, from an investment will most likely occur only upon the partial or complete disposition of such investment. While an investment may be sold at any time, it is generally expected that the disposition of most investments will not occur for a number of years after such investments are made. A Brookfield Account generally will not be able to sell its securities publicly unless their sale is registered under applicable securities laws or will be able to sell the securities only under Rule 144 or other rules under the Securities Act which permit only limited sales under specified conditions. In addition, in some cases, a Brookfield Account may be prohibited or limited by contract from selling certain securities for a period of time and, as a result, may not be permitted to sell an investment at a time it might otherwise desire to do so. Furthermore, investments may be subject to industry cyclicality, downturns in demand, market disruptions and the lack of available capital for potential purchasers and are therefore often difficult or time consuming to liquidate.

Hedging Transactions. A Brookfield Account or its portfolio investment may utilize financial instruments such as forward contracts, options, swaps, caps, collars, floors and other derivatives to seek to hedge against fluctuations in the relative values of their assets as a result of changes in currency exchange rates,

market interest rates and public security prices. While these transactions may reduce certain risks, the transactions themselves entail certain other risks. Hedging against a decline in the value of an investment does not eliminate fluctuations in the value of such investment or prevent losses if the value of such investment declines, but instead establishes other positions designed to gain from those same developments, thus offsetting the decline in such investment's value. These types of hedge transactions also limit the opportunity for gain if the value of such investment should increase. The success of hedging transactions will be subject to the ability to correctly predict movements in and the direction of, currency exchange rates, interest rates and public security prices. Therefore, while a Brookfield Account or a portfolio investment may enter into hedging transactions to seek to reduce these risks, unanticipated changes in currency exchange rates, interest rates or public security prices may result in a poorer overall performance for the Brookfield Account than if it had not engaged in any hedging transaction. In addition, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the investments being hedged may vary. Moreover, for a variety of reasons, a Brookfield Account or a portfolio investment may not have established a perfect correlation between hedging instruments and the investments being hedged. This imperfect correlation may prevent the Brookfield Account or a portfolio investment, as applicable, from achieving the intended hedge or expose it to risk of loss.

In addition, there is no limit on the exposure that may be incurred to any single counterparty under over-the-counter derivative instruments, exchange listed securities, options, repurchase agreements or other similar transactions and, as a result, if any such counterparty becomes unable to pay amounts due on such instruments or transactions, the financial losses to a Brookfield Account would be greater than if such limits were imposed. Furthermore, the creditworthiness of a counterparty to any hedging transaction entered into by a Brookfield Account may change over time and, while such counterparty may have been creditworthy at the time such transaction was entered into, there is no guarantee such counterparty will remain creditworthy throughout the duration of the Brookfield Account, or that such counterparty will be able to perform its obligations under or pay amounts due on such hedging transactions. This risk is also subject to and heightened by commodity price fluctuations.

Moreover, the U.S. Commodity Futures Trading Commission (the "CFTC") and other federal global financial regulators have adopted margin requirements for uncleared derivatives which may present significant challenges and additional risks for Brookfield Accounts, including increased costs, reduced access to dealer counterparties, potential decreases in market liquidity and other unforeseen consequences. These requirements also may result in a Brookfield Account being unable to adequately hedge its investments, which may have an adverse impact on the performance of such Brookfield Account. It is likely that the Brookfield Accounts will leave unhedged certain currency exchange rates, interest rates and public security prices and in any such case, the Brookfield Accounts will be exposed to risk that such fluctuation of prices thereof will decline during the term of the investments such that the results of such investments will be worse in U.S. dollar terms than the results based upon the local currency.

In addition, if a Brookfield Account relies on the de minimis exemption under the CFTC Rule 4.13(a)(3) or any other exemption from registration under the Commodity Exchange Act applicable to the

Brookfield Account at any time, the preceding paragraphs are subject to any limitations imposed thereunder.

It is possible that a Brookfield Account will leave unhedged certain investments denominated in or generating cash flow in non-U.S. currencies and in any such case, the Brookfield Account will be exposed to risk that such currency will decline in value against the U.S. dollar during the term of the portfolio investment such that the results of such portfolio investment will be worse in U.S. dollar terms than the results based upon the local currency.

Non-U.S. Investments. A Brookfield Account may invest globally, including investments in emerging markets. Non-U.S. investments involve certain risks not typically associated with investing in the United States, including risks relating to: (a) currency exchange matters including fluctuations in the rate of exchange between the U.S. dollar and the various non-U.S. currencies in which non-U.S. investments may be denominated, and costs associated with conversion of investment principal and income from one currency into another; (b) differences between the U.S. and non-U.S. markets, including potential price volatility in and relative illiquidity of some non-U.S. markets; (c) the absence of uniform accounting, auditing and financial reporting standards, practices and disclosure requirements and less government supervision and regulation; (d) certain economic and political risks, including potential exchange control regulations and restrictions on non-U.S. investment and repatriation of capital and the risks of political, economic or social instability; (e) obtaining non-U.S. governmental approvals and complying with non U.S. laws; (f) the imposition of non-U.S. taxes on income and gains recognized with respect to such non-U.S. Investments; (g) differing tax structures; (h) rudimentary anti-fraud and anti-insider trading legislation; (i) limited anti-dilution protection; and (j) less developed corporate laws regarding fiduciary duties and the protection of investors. The legal systems in these countries may offer no effective means for a Brookfield Account to seek to enforce contractual or other legal rights or otherwise seek legal redress. Moreover, once a judgment is obtained, enforcement or collection of that judgment may be difficult. In addition, investments are, to a significant degree, subject to business, economic, political and social developments in the countries in which the investment is located. Brookfield has no control over, and cannot predict, these developments or the policies or actions a national or local government may take in the future in response to these developments.

Brookfield Accounts may make investments in emerging or developing markets. The risks associated with global investing are magnified in such markets. The depth, liquidity, sales volume and stability of industries in which we primarily invest are significantly lower in emerging and developing markets as compared to the United States, Canada or Western Europe. Furthermore, political and economic structures in countries with emerging or developing economies or stock markets generally lack the social, political and economic stability characteristic of more developed countries. This instability may result from, among other things, the following: (a) authoritarian governments or military involvement in political and economic decision-making, including changes in government through extra-constitutional means and the imposition or strengthening of controls on foreign investment and/or repatriation of capital and income; (b) popular unrest associated with demands for improved political, economic and social condition; (c) internal insurgencies; (d) hostile relations with neighboring countries; (e) ethnic, religious and racial disaffection; (f) higher levels of corruption of government officials and corporate officers; and (g) interference into political and government affairs by powerful economic groups. This

social, political and economic instability significantly increases the risk of, and could significantly and adversely affect the value of, investments in emerging or developing markets.

In addition, some emerging and developing market countries have laws and regulations that currently limit or preclude direct foreign investment in the industries in which we primarily invest. Prior government approval for foreign investments may be required under certain circumstances, including under corporate, securities, currency control, foreign investment and other similar laws and may require financing and structuring alternatives that differ significantly from those customarily used in more developed countries. The process of obtaining these approvals may require a significant expenditure of time and resources. In certain countries, such laws and regulations have been subject to unpredicted and frequent changes, potentially exposing Brookfield Accounts to taxes, restrictions and other obligations that were not anticipated at the time of initial investment.

In addition, governments in certain countries participate to a significant degree in their economies through ownership interests and/or regulation. With respect to certain countries, there may also be the possibility of expropriation, confiscatory taxation or other protectionist measures or diplomatic developments that could affect investments in those countries. Repatriation of investment income, capital and the proceeds of sale by foreign investors may require governmental registration and approval in some emerging or developing market countries.

Portfolio Investment Management Risks. With respect to management at the portfolio investment level, many portfolio investments rely on the services of a limited number of key individuals, the loss of any one of whom could materially and adversely affect the portfolio investment's performance. Although Brookfield expects to monitor the management of each portfolio investment, management of each portfolio investment will have day-to-day responsibility with respect to the business of such portfolio investment. In addition, certain portfolio investments may operate in highly regulated environments, and the Brookfield Account will likely rely on the management teams to manage their activities in a manner consistent with applicable laws and regulations (including, without limitation, the U.S. Foreign Corrupt Practices Act and other anti-corruption, anti-bribery and anti-boycott laws, regulations and orders) and in a manner which will permit such portfolio investment to maintain a quality reputation. If a portfolio investment acts inconsistently with applicable laws and regulations or takes actions that cause such portfolio investment disrepute, such actions may adversely affect the Brookfield Account, as an investor in the portfolio investment, and may damage the Brookfield Account's reputation, which may adversely impact the Brookfield Account's ability to complete investments in other portfolio investments and the Brookfield Account's ability to realize its investment objective.

Investment Performance. Brookfield Accounts will make investments based upon analyses of thencurrent returns and estimates and projections of internal rates of return developed by Brookfield that may be available with respect to potential investments. Because projections are inherently subject to uncertainty and factors beyond the control of Brookfield, investors have no assurance that the investments will yield the returns expected by the Brookfield Account's management. It is possible that a Brookfield Account will not be able to acquire assets at favorable prices or on favorable terms and conditions, thereby reducing expected returns. Acquisitions and debt investments entail risks that investments may not perform in accordance with expectations and that anticipated costs of

improvements to bring an acquired asset up to standards established for the market position intended for that asset may exceed budgeted amounts, as well as general investment risks associated with any new investment. A Brookfield Account may not be successful in identifying suitable assets that meet its investment criteria or in consummating acquisitions or other investments on satisfactory terms. Failures in identifying or consummating investments on satisfactory terms could reduce the number of investments that are completed and slow a Brookfield Account's growth. In addition, subsequent to a Brookfield Account's acquisition of a particular investment, Brookfield may adjust targeted returns to reflect changes in market conditions. There can be no assurance that a Brookfield Account will make a profit on its investments or recover any part of its invested capital during any anticipated period of time.

Control Position. Certain Brookfield Accounts will generally seek investment opportunities that allow the Brookfield Account, alone or in combination with Brookfield, to have significant influence on the management, operations and strategic direction of the portfolio investments in which it invests. The exercise of control and/or significant influence over a company imposes additional risks of liability for environmental damage, underfunded pension plans, product defects, failure to supervise management and other types of liability in which the limited liability characteristic of business operations may generally be ignored. The exercise of control and/or significant influence over a portfolio investment could expose the assets of a Brookfield Account to claims by such portfolio investment, its security holders and its creditors. While Brookfield intends to manage each Brookfield Account in a way that will minimize exposure to these risks, the possibility of successful claims cannot be precluded.

Minority Position. Certain Brookfield Accounts may also make minority equity or debt investments in portfolio investments where it may have limited influence. Such portfolio investments may have economic or business interests or goals that are inconsistent with those of the Brookfield Account and the Brookfield Account may not be in a position to limit or otherwise protect the value of its investment in such portfolio investments. A Brookfield Account's control over the investment policies of such portfolio investments may also be limited. This could result in the Brookfield Account's investments being frozen in minority positions that incur substantial loss. It could also prevent the Brookfield Account from realizing the value of its investments and distributing proceeds in a timely manner. If the Brookfield Account takes a minority position in publicly-traded securities as a "toe-hold" investment, such publicly-traded-securities may fluctuate in value over the limited duration of the Brookfield Account's investment in such publicly-traded-securities, which could potentiality reduce returns to Investors.

Toehold Investments. A Brookfield Account may accumulate minority positions in the outstanding debt securities or in voting stock, or securities convertible into the voting stock, of potential portfolio investments. While a Brookfield Account will seek to achieve such accumulation through open market purchases, registered tender offers, negotiated transactions, or private placements, the Brookfield Account may be unable to accumulate a sufficiently large position in a portfolio investment to execute its strategy. In such circumstances, the Brookfield Account may dispose of its position in the portfolio investment within a short time of acquiring it or not hold its position in the portfolio investment as long as originally intended; there can be no assurance that the price at which the Brookfield Account can sell such securities will not have declined since the time of acquisition. Moreover, this may be exacerbated by the fact that securities of the companies that the Brookfield Account may target may be thinly traded

and that the Brookfield Account's position may nevertheless be substantial, although not controlling, and its disposal may depress the market price for such securities.

Public Company Securities. Certain Brookfield Accounts may hold securities traded on public markets as part of its investment strategy. Investments in such securities may involve different risks than those associated with investments in securities that are not traded on public markets. Among those risks are (a) increased disclosure requirements, (b) greater volatility, (c) increased likelihood of shareholder litigation, (d) restrictions on timing of disposition and (e) increased compliance costs.

In the event that a Brookfield Account invests in distressed public securities, among the problems involved in such investments is the fact that it may be difficult to obtain timely and sufficient information as to the conditions of such troubled issuers. The market prices of such securities are also subject to abrupt and erratic market movements and above average price volatility, and the spread between the bid and asked prices of such securities may be greater than normally expected. It may take a number of years for the market price of such securities to reflect their intrinsic value and therefore may impact the valuation of a portfolio investment.

Fund Level and Portfolio Investment Level Borrowing. From time to time, a Brookfield Account will borrow money to facilitate investments. It is expected that this indebtedness, if incurred, will be secured primarily by the commitments of the Investors and other assets of the Brookfield Account. In addition, Brookfield intends to evaluate whether it is prudent and appropriate to incur this leverage and there can be no assurance that leverage will be incurred given that adverse economic factors, such as a significant rise in interest rates, may cause Brookfield, in its discretion, to elect not to incur such leverage.

The extent to which the Brookfield Account uses leverage may have important consequences to the Investors, including, but not limited to, the following: (a) greater fluctuations in the net assets of the Brookfield Account; (b) use of cash flow (including capital contributions) for debt service and related costs and expenses, rather than for additional portfolio investments, distributions or other purposes; (c) increased interest expense if interest rate levels were to increase; (d) in certain circumstances, prematurely disposing of portfolio investments to service a Brookfield Account's debt obligations; and (e) limitation on the flexibility of the Brookfield Account to make distributions to its Partners or sell assets that are pledged to secure the indebtedness. There can be no assurance that a Brookfield Account will have sufficient cash flow to meet its debt service obligations. As a result, a Brookfield Account's exposure to losses may be increased due to the illiquidity of its portfolio investments generally. Finally, Investors whose commitments have been pledged may be called upon to fund their entire commitments to repay indebtedness and the failure of other Investors to honor their commitments may result in an Investor's payments exceeding its pro rata share of the indebtedness that has been obtained by a Brookfield Account.

Brookfield may fund certain capital needs of a Brookfield Account with the proceeds of borrowings in lieu of drawing down commitments, which would result in the net internal rate of return of a Brookfield Account being higher than it otherwise would have been without Brookfield Account-level borrowing, particularly during the early years of a Brookfield Account's life. Subject to a Brookfield Account's Governing Documents, in the event a Brookfield Account incurs such indebtedness, the preferred return in respect of investors will generally be less than otherwise would have been the case in the absence of

such indebtedness. As a result, Brookfield may be entitled to receive carried interest distributions earlier than it otherwise would have and/or to receive more carried interest distributions than it otherwise would have, in each case had the Brookfield Account not incurred such indebtedness and, instead, had required investors to make capital contributions.

Investments in Highly Leveraged Companies. Brookfield Accounts' investments are expected to include portfolio investments the capital structure of which may have significant leverage. While investments in leveraged companies offer the opportunity for capital appreciation, such investments also involve a high degree of risk. Although Brookfield will seek to use leverage in a manner it believes is appropriate under the circumstances, the leveraged capital structure of a portfolio investment will increase the exposure of such portfolio investment to material and adverse economic factors such as rising interest rates, downturns in the economy or deteriorations in the condition of such portfolio investment or its industry and which may impair such portfolio investment's ability to finance its future operations and capital needs and result in restrictive financial and operating covenants. As a result, such portfolio investment's flexibility to respond to changing business and economic conditions may be limited. If, for any of these reasons, a portfolio investment is unable to generate sufficient cash flow to meet principal and/or interest payments on its indebtedness or make regular dividend payments, the value of a Brookfield Account's investment in such portfolio investment could be significantly reduced or even eliminated. In addition, it may be the intention of a portfolio investment to refinance existing indebtedness at its maturity date but such portfolio investment may not be able to do so (a) at the rate assumed based on current market conditions, in which case such refinancing may be more costly or (b) at all, in which case such portfolio investment may not have sufficient funds on hand to pay its existing lenders.

Loans. Loans and interests in loans have significant liquidity and market value risks since they are not generally traded in organized exchange markets but are traded by banks and other institutional investors engaged in loan syndications. Because loans are privately syndicated and loan agreements are privately negotiated and customized, loans are not purchased or sold as easily as publicly traded securities. In addition, historically the trading volume in the loan market has been small relative to the high-yield debt securities market. A non-investment grade loan obligation or an interest in a non-investment grade loan is generally considered speculative in nature and may become a defaulted obligation for a variety of reasons. A defaulted obligation may become subject to either substantial workout negotiations or restructuring, which may entail, among other things, a substantial reduction in the interest rate, a substantial write-down of principal, and a substantial change in the terms, conditions and covenants with respect to such defaulted obligation. In addition, such negotiations or restructuring may be quite extensive and protracted over time, and therefore may result in substantial uncertainty with respect to the ultimate recovery on such defaulted obligation. The liquidity for defaulted obligations may be limited, and to the extent that defaulted obligations are sold, it is highly unlikely that the proceeds from such sale will be equal to the amount of unpaid principal and interest thereon.

Mezzanine Investments. Certain Brookfield Accounts' investments will likely consist of mezzanine debt interests in portfolio investments whose capital structures have significant leverage ranking ahead of such Brookfield Accounts. While Brookfield anticipates that the investments will usually benefit from the same or similar financial and other covenants as those enjoyed by the leverage ranking ahead of the Investments and will usually benefit from cross-default provisions, some or all of such terms may not

apply to particular investments. Brookfield anticipates that Brookfield Accounts' usual security for investments will be pledges of ownership interests, directly and/or indirectly, in a portfolio investments, and in many cases a Brookfield Account may not have a direct security interest in the underlying assets. Moreover, it is likely that a Brookfield Account will be restricted in the exercise of its rights in respect of its investments by the terms of subordination agreements between a Brookfield Account and the debt ranking ahead of the mezzanine capital. As a result, mezzanine investments generally involve greater credit and liquidity risks than those associated with senior secured loans. Accordingly, Brookfield Accounts may not be able to take the steps necessary to protect their investments in a timely manner or at all and there can be no assurance that the rate of return objectives of such Brookfield Account or any particular investment will be achieved. To protect its original investment and to gain greater control over the underlying assets, a Brookfield Account may need to elect to purchase the interest of a senior creditor or take an equity interest in the underlying assets, which may require additional investment by such Brookfield Account.

Subordinated Loans. Brookfield Accounts are expected to invest in loans, including unsecured loans, that are subordinate to other debt of the borrower. Such loans generally are subject to similar risks as those associated with investments in loans described above. Because such loans are subordinated or unsecured and thus lower in priority of payment to senior loans, they are subject to the additional risk that the cash flow of the borrower and property securing the loan or debt, if any, may be insufficient to meet scheduled payments after giving effect to the senior secured obligations of the borrower. If a borrower defaults on a Brookfield Account's loan or on debt senior to such Brookfield Account's loan, or in the event of a borrower bankruptcy, the Brookfield Account's loan will be satisfied only after the senior debt is paid in full. Where debt senior to a Brookfield Account's loan exists, the presence of intercreditor arrangements may limit such Brookfield Account's ability to amend its loan documents, assign its loans, accept prepayments, exercise its remedies (through "standstill periods") and control decisions made in bankruptcy proceedings relating to borrowers. Subordinated loans are also expected to be more illiquid than senior secured first-lien loans.

Risk of Borrower Default. Brookfield intends to monitor on an ongoing basis the creditworthiness of portfolio investments. A portfolio investment's failure to satisfy financial or operating covenants imposed by Brookfield Accounts or other lenders could lead to defaults and, potentially, acceleration of the time when the loans are due. Foreclosure on its assets representing collateral for its obligations, which could trigger cross defaults under other agreements and result in prepayment of the loans or jeopardize a portfolio investment's ability to meet its obligations under the debt that a Brookfield Account holds and the value of any equity securities it owns. A Brookfield Account may also incur substantial litigation and other expenses to the extent necessary to seek recovery upon default or to negotiate new terms. Additionally, if there is a default by a portfolio investment under any of a Brookfield Account's loans, the Brookfield Account exercising contractual rights pursuant to the loan agreement may involve delays or costs and any available collateral may prove to be unsalable or saleable only at a price less than the loan amount, which could result in a loss to such Brookfield Account. Furthermore, a default by a portfolio investment under any of a Brookfield Account's loans may result in such Brookfield Account being unable to liquidate such loans prior to the termination of such Brookfield Account; such loans may end up being restructured on terms that might result in the Brookfield Account being unable to liquidate such loans prior to the termination of the Brookfield

Account. As a result, upon the termination of the Brookfield Account, Investors may receive in-kind distributions in respect of such loans.

Guarantees of Investments and/or Affiliates. A Brookfield Account may guarantee the obligations or other liabilities of investments and/or affiliates of the Brookfield Account. As a result, if any such investment or affiliate defaults on its obligations, the Brookfield Account will be required to satisfy such obligation. In order to do so, a Brookfield Account may call capital, recall distributions or liquidate some or all of the investments prematurely at potentially significant discounts to fair value.

Cross-Collateralization. Indebtedness incurred by a Brookfield Account and its respective fund entities is expected to be structured in a way that certain fund entities, such as parallel investment vehicles or any alternative investment vehicles, are jointly responsible on a cross-collateralized basis for the repayment of indebtedness, and the commitments of Investors of one of such fund entity are pledged to secure the indebtedness obtained for the benefit of the other fund entities. If the indebtedness is structured in this manner, the failure of Investors in one fund entity to fund a capital call in order to repay indebtedness may result in other Investors being required to fund more than their pro rata share of the indebtedness and, in certain circumstances, the Investors may be called to fund their entire commitment to repay indebtedness. Investors in one or more such fund entities may benefit from the incurrence of indebtedness even though their commitments may not be pledged to secure such Indebtedness. In addition, certain guarantees or hedging arrangements may be cross-collateralized among fund entities and such guarantees or hedging arrangements would be subject to the same risks as cross-collateralized indebtedness. In certain cases, for regulatory or other reasons, Brookfield may structure indebtedness, guarantees or hedging arrangements in a manner that Brookfield believes generally benefits a Brookfield Account as a whole, which may affect one or more of the fund entities differently from others. For example, Brookfield may cause certain fund entities to provide a guarantee for a hedging arrangement while allowing other fund entities to benefit from such hedging arrangement without providing such a guarantee, following Brookfield's determination that the basis for such arrangement is fair and reasonable to each fund entity (which may include Brookfield requiring a fund entity not providing such a guarantee to provide other means of credit support in respect of such arrangement).

Fraud. Of paramount concern in originating debt investments is the possibility of material misrepresentation or omission on the part of a borrower. Such inaccuracy or incompleteness may adversely affect the valuation of the collateral underlying the investments, or may adversely affect the likelihood that a lien on the collateral securing the investments has been properly created and perfected. Brookfield will rely upon the accuracy and completeness of representations made by borrowers, but cannot guarantee such accuracy or completeness. Under certain circumstances, payments to a Brookfield Account may be reclaimed if any such payment or distribution is later determined to have been made with intent to defraud or prefer creditors.

Leverage. Certain of the investments of a Brookfield Account utilize a leveraged capital structure in which case a third party would be entitled to cash flow generated by such investments prior to the Brookfield Account receiving a return. While such leverage may increase returns or the funds available for investment by the Brookfield Account, it will also increase the risk of loss on a leveraged investment

due to adverse economic factors such as rising interest rates, downturns in the economy or deteriorations in the conditions of the investment. If a Brookfield Account defaults on secured indebtedness, the lender may foreclose and the Brookfield Account could lose its entire investment in the security for such loan. Because a Brookfield Account may engage in portfolio financings where several investments are cross-collateralized, multiple investments may be subject to the risk of loss. As a result, a Brookfield Account could lose its interests in performing investments in the event such investments are cross-collateralized with poorly performing or non-performing investments. In addition, recourse debt, which certain Brookfield Accounts reserve the right to obtain, may subject other assets of the Brookfield Account and the Investor's capital commitments to risk of loss.

Board Participation. A Brookfield Account, either alone or in combination with Brookfield, may seek to be the sole or largest investor in portfolio investments and will generally be represented on the boards of directors of most of its portfolio investments as well as positions on advisory, operating or similar committees of such portfolio investments. Such positions may have the effect of impairing Brookfield's ability to sell the related securities when and upon the terms, it may otherwise desire and may subject Brookfield and the Brookfield Account to claims they would not otherwise be subject to as an investor, including claims of breach of duty of loyalty, securities claims and other director related claims. In general, a Brookfield Account will indemnify Brookfield from such claims.

Risk of Limited Number of Investments. Since each Brookfield Account generally may make only a limited number of investments and since a Brookfield Account's investments generally will involve a high degree of risk, poor performance by a few of the investments could severely affect the total returns to Investors. In the event a portfolio investment fails to meet projections, the Brookfield Account may suffer a partial or total loss of capital invested in that company.

Litigation. Litigation can and does occur in the ordinary course of the management of an investment portfolio. A Brookfield Account may be engaged in litigation both as a plaintiff and as a defendant. This risk is somewhat greater where a Brookfield Account exercises control or significant influence over a portfolio investment's direction, including as a result of board participation. Such litigation can arise as a result of issuer default, issuer bankruptcies and/or other reasons. In certain cases, such issuers may bring claims and/or counterclaims against Brookfield or the Brookfield Account and/or their respective principals alleging violations of securities laws and other typical issuer claims and counterclaims seeking significant damages. The expense of defending against claims made against a Brookfield Account by third-parties and paying any amounts pursuant to settlements or judgments would be borne by the Brookfield Account to the extent that (a) the Brookfield Account has not been able to protect itself through indemnification or other rights against the portfolio investment, (b) the Brookfield Account is not entitled to such protections or (c) the portfolio investment is not solvent. Brookfield and others may be indemnified by a Brookfield Account in connection with such litigation in accordance with the applicable Governing Documents.

Adverse Publicity. Brookfield and Brookfield Accounts face the risk of negative publicity, including in matters such as labor disputes and adverse environmental attention, as well as matters arising out of municipal and federal government scrutiny both in the United States and globally. Additionally, employees of Brookfield or Brookfield Accounts could pursue claims against Brookfield or Brookfield

Accounts, which may draw negative publicity, as well as negative news media attention. Such adverse publicity may have a material effect on Brookfield and/or Brookfield Accounts.

Reliance on Service Providers. Brookfield and Brookfield Accounts utilize the services of third-party providers, including but not limited to, attorneys, accountants, fund administrators and other consultants in their operations. Brookfield and Brookfield Accounts generally rely upon such service providers for their professional judgment with respect to legal, tax, accounting, operational and other regulatory matters. Nevertheless, there exists a risk that such service providers may provide incorrect advice from time to time or may otherwise make errors when providing services. None of the Brookfield Accounts or Brookfield will generally have any liability to investors for any reliance upon such advice. Service Providers will be selected by Brookfield on behalf of the Brookfield Account with due care and consistent with its obligations under applicable law. Notwithstanding the foregoing, the Brookfield Account may bear the risk of any errors or omissions by such service providers. Additionally, subject to certain limitations, the Brookfield Account is expected to exculpate and indemnify such service providers for any losses incurred.

Regulatory Risks. A Brookfield Account may be subject to certain restrictions when considering investments in companies in regulated industries because of the impact of these investments on Brookfield. As a result, Brookfield may choose to restrict or limit transactions or exercise of rights for a Brookfield Account or limit the amount of voting securities purchased by the Brookfield Account or restrict the type of governance rights it acquires or exercises in connection with its investments in regulated industries. There can be no assurance that a portfolio investment targeted by a Brookfield Account will be able to obtain all required regulatory approvals that it does not yet have or that it may require in the future; obtain any necessary modifications to existing regulatory approvals; or maintain required regulatory approvals. Delay in obtaining or failure to obtain and maintain any regulatory approvals or amendments or to satisfy any regulatory conditions or other applicable requirements could result in additional costs to a portfolio investment and adversely affect the financial performance of a Brookfield Account. In addition, regulatory changes in applicable laws or regulations, or in the interpretations of these laws and regulations, could occur during the term of the applicable Brookfield Account that may materially and adversely affect the Brookfield Account, for example, by resulting in increased compliance costs or the need for additional capital expenditures. Failure to comply with these requirements could subject a portfolio investment to civil or criminal liability and the imposition of fines. In addition, new sustainability requirements imposed by jurisdictions in which Brookfield does business, such as the Regulation (EU) 2019/2088 on sustainability-related disclosures in the financial services sector, may result in additional compliance costs, disclosure obligations or other implications or restrictions on Brookfield or a Brookfield Account. These changes could result in increased costs to Brookfield's or a Brookfield Account's operations.

Prevention of Money Laundering. As part of Brookfield's responsibility for the prevention of money laundering under the Uniting and Strengthening America by Providing Appropriate Tools Required to Interrupt and Obstruct Terrorism Act of 2001 (the "PATRIOT Act") and similar laws in effect in non-U.S. countries, a Brookfield Account requires a detailed verification of a prospective investor's identity and the source of such prospective investor's capital contributions. In the event of delay or failure by a prospective investor to produce any such information required for verification purposes, the Brookfield

Account will generally refuse to accept the subscription and any monies relating thereto. In addition, each prospective investor will be required to make certain representations and warranties to the Brookfield Account. Each Investor will be required to promptly notify Brookfield if any of the representations or warranties it makes to the applicable Brookfield Account will cease to be true with respect to such investor.

As a result of the above-described money laundering regulations, Brookfield may from time to time request (outside of the subscription process) and the investors may be obligated to provide to Brookfield upon such request, additional information as from time to time may be required for it and the Brookfield Account to satisfy their respective obligations under these and other laws that may be adopted in the future. Also, Brookfield may from time to time be obligated to file reports with various jurisdictions with regard to, among other things, the identity of the Brookfield Account's investors and suspicious activities involving the interests in the Brookfield Account.

In the event it is determined that any investor or any direct or indirect owner of any investor, is a person identified in any of these laws as a prohibited person or is otherwise engaged in activities of the type prohibited under these laws, Brookfield would be obligated, among other actions to be taken, to withhold distributions of any funds otherwise owing to such investor or to cause such investor's interests in the Brookfield Account to be cancelled or otherwise redeemed (without the payment of any consideration in respect of those interests in the Brookfield Account).

Disclosure of Information. As a result of increased regulations in the private funds and related industries, including with respect to the sources of funds used in investments and other Brookfield Account activities, Brookfield may request additional documentation or information from investors in order to verify, among other things, such investor's and its beneficial owners' identity and the source of funds used to purchase the interests in the Brookfield Account. Brookfield may decline to accept a subscription on the basis of the information that is provided or if this information is not provided. Notwithstanding any confidentiality protections in a Brookfield Account's Governing Documents, in order to comply with applicable laws, rules, regulations and policies, Brookfield may request additional information from the investors at any time. Such information would be provided to governmental and regulatory agencies or law enforcement without notification to the investors. The failure of an investor to comply with such request may result in adverse consequences applying to such investor pursuant to the Brookfield Account's Governing Documents, including its required withdrawal from the Brookfield Account. Further, Brookfield will take such steps as it determines in its sole discretion are necessary or appropriate to comply with applicable law, regulations, orders, directives or special measures.

Cybersecurity. Brookfield and a Brookfield Account's service providers and other market participants increasingly depend on complex information technology and communications systems to conduct business functions. For example, Brookfield Accounts may provide investors with statements, reports, notices, updates, requests and any other communications required under a Brookfield Account's Governing Documents in electronic form, such as e-mail or posting on Brookfield's web-based reporting site or other Internet service, in lieu of or in addition to sending such communications as hard copies via fax or mail. These systems are subject to a number of different threats or risks that could adversely affect a Brookfield Account and its investors, despite the efforts of Brookfield, the Brookfield Account's

portfolio investments, and service providers to adopt technologies, processes and practices intended to mitigate these risks and protect the security of their computer systems, software, networks, e-mail and other technology assets, as well as the confidentiality, integrity and availability of information belonging to the Brookfield Account and its investors. Cyber incidents refer to both intentional attacks and unintentional events including: processing errors, human errors, technical errors including computer glitches and system malfunctions, inadequate or failed internal or external processes, market-wide technical-related disruptions, unauthorized access to digital systems (through "hacking" or malicious software coding), computer viruses, and cyber-attacks which shut down, disable, slow or otherwise disrupt operations, business processes or website access or functionality (including denial of service attacks). For example, unauthorized third parties may attempt to improperly access, modify, disrupt the operations of, or prevent access to these systems of Brookfield, the Brookfield Account's portfolio investments, and any of their service providers, counterparties or data within these systems without the knowledge of system users. Third parties may also attempt to fraudulently induce employees, customers, third-party service providers or other users of Brookfield, the Brookfield Account's portfolio investments, and any of their service providers' systems to disclose sensitive information in order to gain access to their data or that of the Brookfield Account's investors. A successful penetration or circumvention of the security of Brookfield, the Brookfield Account's portfolio investments, and any of their service providers' systems could result in the loss or theft of an investor's data or funds, the inability to access electronic systems, disruption of its business, loss or theft of proprietary information or corporate data, physical damage to a computer or network system or costs associated with system repairs. Such incidents could cause the Brookfield, a Brookfield Account, portfolio investments or any of their service providers to incur regulatory penalties, reputational damage, additional compliance costs associated with corrective measures, liability to Brookfield Accounts or third parties, regulatory intervention or financial loss. Brookfield makes no assurances, representations or warranties in relation to these matters, and have not obtained representations or warranties in relation to these matters from all of their service providers. In addition, Brookfield, a Brookfield Account's subsidiaries and each of their respective affiliates reserve the right to intercept, monitor and retain e-mail messages to and from its systems as permitted by applicable law. Substantial costs may be incurred in order to prevent any cyber incidents in the future. While a Brookfield Account's service providers have established business continuity plans in the event of, and risk management systems to prevent, such cyber incidents, there are inherent limitations in such plans and systems including the possibility that certain risks have not been identified. Furthermore, a Brookfield Account cannot control the cybersecurity plans and systems put in place by its service providers or any other third parties whose operations may affect a Brookfield Account. In addition, jurisdictions in which Brookfield operates have recently adopted or are considering adopting laws that include stringent operational requirements for entities processing personal information and significant penalties for non-compliance, such as the European General Data Protection Regulation, California Privacy Act and the New York SHIELD Act, and a range of proposed additional laws at the U.S. federal and state level.

Similar types of operational and technology risks are also present for portfolio investments, which could have material adverse consequences for such portfolio investments and may cause a Brookfield Account's portfolio investments to lose value.

Public Health Risk. Brookfield Accounts may be adversely affected by the effects of widespread outbreaks of contagious diseases, such as the recent outbreak of COVID-19. Public health crises can develop rapidly and unpredictably, which may prevent governments, asset managers, property managers, developers, companies or others (including Brookfield and Brookfield Accounts) from taking timely or effective steps to mitigate or reduce any adverse impacts to Brookfield accounts and/or their Investments. The extent and duration of any such impacts will depend on future developments, which are highly uncertain and cannot be predicted at this time, including new information which may emerge concerning the severity of COVID-19 variants and containment efforts by the U.S. or other governments. In addition, while there have been proposed, and in some cases enacted, economic stimulus measures aimed at curbing the negative economic impacts to the United States and other countries as a result of the COVID-19 pandemic as well as advances in the development and disbursement of vaccines for COVID-19, it cannot be determined at this time whether such measures or vaccine developments and disbursements will be successful or have a stabilizing economic effect in the long-term.

Any outbreak of contagious diseases and other adverse public health developments, together with any resulting disruptions or restrictions on travel, social distancing policies and/or quarantines imposed or recommended by the governments of the jurisdictions where Brookfield, Brookfield Accounts and/or their investments are based (together, the "Isolation Measures"), could have a material and adverse effect on Brookfield Accounts and their Investments, including by disrupting or otherwise adversely affecting the human capital, business operations or financial resources of the Brookfield, Brookfield Accounts, or Brookfield Accounts' administrators or other service providers (which could, in turn, adversely impact the ability of such service providers to fully support the administration and operation of Brookfield Accounts). Such disruptions and adverse effects are particularly acute with respect to the travel, retail and hospitality industries.

In addition, a significant outbreak of contagious diseases in the human population, and any containment or other remedial measures imposed (including the Isolation Measures), may result in a widespread health crisis that could severely disrupt global, national and/or regional economies and financial markets and cause an economic downturn that could adversely affect the performance of Brookfield Accounts and their Investments. For example, the risks associated with the spread of COVID-19 have led to significant uncertainty and extreme volatility in the financial markets, including those leading to the automatic suspension of trading on U.S. stock exchanges.

In addition, a wide-spread health crisis may result in a greater number of people facing economic uncertainty through job losses. More widely, a widespread health crisis may result in a reduction for the demand of certain properties, including commercial properties, may result in closures of a property or related businesses, including office buildings, retail stores and other commercial properties and may lead to governments being required to take unprecedented steps to ensure public health and/or economic stability which may make it more likely that there could be government regulation and/or intervention in respect of real estate assets, for example: (a) by permitting relief and/or deviation from existing contracts (on the basis of force majeure provisions or principles already comprised in the relevant laws or government orders or regulations specifically issued in connection for such purpose), either in general or for specific types of agreements such as rental agreements; (b) requirement to reconfigure buildings

to address health concerns; and/or (c) requirements for buildings to be subject to more rigorous and frequent cleaning routines.

The Isolation Measures may also have an adverse impact on the businesses of the tenants of a Brookfield Account's properties (especially where it concerns retail or leisure businesses such as shops, bars, restaurants and gyms, and/or office-based businesses in circumstances where the Isolation Measures include quarantine/working from home measures) and accordingly result in a reduction of the Brookfield Account's rental income due to tenants terminating their tenancies or negotiating rent relief or reductions. Tenants may also cease to pay all or part of their rent entirely due to general liquidity issues caused by the crisis or, where the rent is calculated based on such tenant's turnover, by a decrease of such turnover caused by the crisis. In such circumstances, the Brookfield Account may not be able to recover any lost or reduced rental income and/or identify new tenants for the relevant properties. Moreover, governments in the jurisdictions where the Investments are located may take unprecedented steps in this respect by, for example, expressly permitting rent relief, disallowing property owners to take measures against defaulting tenants and/or allowing other relief and/or deviations from, and/or defaults under, existing agreements in light of any such widespread crisis.

Isolation Measures may negatively impact the execution and progression of the Brookfield Account's investment strategy, the ongoing management and operation of any Initial Investment and/or impede the ability for any Investments to satisfy their contractual obligations owed to third parties. Any failure by an Investment to satisfy its contractual obligations may result in contractual counterparties pursuing claims for damages. Isolation Measures may also result in delays to construction, development and/or upgrade work relating to the Investments, which could lead to contractual penalties and/or a failure to develop, progress and/or reposition an Investment in the manner which was initially intended, which may, in turn, result in reductions of the Brookfield Account's income and/or realization proceeds in respect of such Investments, or in fact in the Brookfield Account not being able to realize any proceeds in respect of such Investments at all for as long as such construction, development and/or upgrade work is not completed.

The performance of a Brookfield Account may also be affected by particular issues affecting companies, regions or sectors and sub-sectors of its investments and while the impact of this on the proposed investment strategy for a Brookfield Account is uncertain it will continue to be monitored by Brookfield as the situation in relation to COVID-19 develops.

In addition, the risks associated with a widespread outbreak of a contagious disease, such as COVID-19, may make it more likely that an investor fails to fund its subscription obligation or make required capital contributions or other payments when due, in which case a Brookfield Account's ability to complete its investment strategy, satisfy credit facility borrowing covenants or obligations or otherwise continue operations may be impaired. A default by an Investor could leave a Brookfield Account with insufficient capital to meet its funding obligations, and would limit opportunities for investment diversification and likely reduce returns to such Brookfield Account.

Any information provided regarding the most recent valuations of any investments, including Brookfield's historical investments and assets under management, was determined and relates to

periods during the widespread outbreak of COVID-19. Given the significant levels of uncertainty and the economic and financial market disruptions and volatility currently occurring and anticipated in connection with the outbreak, it is expected that valuations of potential investments, especially distressed assets or assets impacted by dislocation, will continue to be materially adversely impacted and meaningfully uncertain for current and future periods (at least in the short term). See the risks associated with valuations described elsewhere in this Brochure, including "Determinations of Value" below, which highlights the risks associated with valuations, which risks are magnified during this period of uncertainty, disruption and volatility.

LIBOR Discontinuation. Interest payments due on certain investments made by Brookfield Accounts will be calculated based on variable rates that use LIBOR or Euro LIBOR as a benchmark for establishing the interest rate. LIBOR is the subject of recent reforms. On March 5, 2021, the Financial Conduct Authority announced that all U.S. dollar and British pounds sterling LIBOR tenors will cease to be published or will no longer be representative after December 31, 2021 or, in the case of certain USD LIBOR tenors, June 30, 2023. This change to the administration of LIBOR, and any other reforms to benchmark interest rates, could have an adverse impact on the market value for or value of LIBOR-linked securities, loans, and other assets held by Brookfield Accounts. Changes in market interest rates could materially and adversely affect the liquidity and value of a Brookfield Account's investments. For example, the elimination of LIBOR rates may have an impact on over-the-counter derivative transactions including potential contract repricing. In addition, the discontinuance of, or changes to, benchmark interest rates will require adjustments to agreements to which Brookfield Accounts and other market participants are parties, as well as to related systems and processes. This has resulted in market uncertainty while benchmark rates are established and may potentially increase costs under such agreements. As of the date of this Form ADV, it is expected that Secured Overnight Financing Rate will replace U.S. dollar LIBOR, Sterling Overnight Index Average will replace British pounds sterling LIBOR, and the Euro Short-term Rate will replace Euro LIBOR.

Climate Change. Ongoing changes to the climatic conditions in which the Brookfield Accounts operate and invest may have an adverse impact on Brookfield Accounts and their investments. While the precise future effects of climate change are unknown, it is possible that changes in weather patterns or extreme weather (such as floods, hurricanes and other storms) would, among other adverse impacts, damage Brookfield Account investments or their assets. These changes, in addition to changes affecting precipitation levels, hydrology, annual sunshine, and/or wind levels, could influence power generation levels. Reductions in precipitation levels, wind or sunlight could cause material and adverse impacts on Brookfield Accounts, for example, by affecting the revenues and cash flows of Brookfield Account investments. If such reductions are significant, certain investments could be rendered inoperable. Significant increases in precipitation levels or wind could cause damage to Brookfield Account investments or also create periods in which Brookfield Account investments are inoperable. Further, rising sea levels could, in the future, affect the value of Brookfield Account investments in low-lying coastal real assets or result in the imposition of new property taxes or increase property-related insurance rates. Climate change may also give rise to changes in regulations and consumer sentiment that could have a negative impact on the operations of the Brookfield Accounts by increasing operating costs of certain investments or restricting or decreasing demand for the activities of certain investments, among other effects. The adverse effects of climate change and related regulation at provincial or state, federal and international levels could have a material adverse effect on the business, financial position, results of operations or cash flows of Brookfield Accounts.

Risk of Terrorism or Acts of War. It is possible that a major event (such as a terrorist attack) or other circumstance could provoke immediate dramatic changes in general market psychology and could motivate widespread variation in the absolute and relative pricing of assets and the availability of financing for such assets. Such an attack could have a variety of adverse consequences for a Brookfield Account, including risks and costs related to the destruction of assets, inability to use one or more assets for their intended uses for an extended period, decline in income achievable or asset value, and injury or loss of life, as well as litigation related thereto. Availability and the terms of insurance for such events vary across countries. For U.S. assets, with the enactment of the Terrorism Risk Insurance Program Reauthorization Act of 2015 ("TRIPRA"), through the end of 2020, insurers must make terrorism insurance available under their property and casualty insurance policies. Furthermore, insurers providing terrorism insurance must meet certain standards to be eligible for relief under TRIPRA, which may result in such insurers charging higher rates for terrorism insurance than is customary for other types of insurance. While the Brookfield Accounts intend to maintain terrorism insurance where appropriate, including, in some cases, terrorism insurance provided by Brookfield, such risks may or may not be insurable at rates that Brookfield deems economical or customary at all times. Additionally, if the Terrorism Risk Insurance Program Reauthorization Act of 2015 is discontinued after 2020, terrorism insurance may no longer be available, or may be offered by fewer providers at increased cost. So long as the Brookfield Account's service providers have followed typical industry practices in protecting a Brookfield Account's properties, recourse to them in the event of losses may be limited and such losses may be borne by the Brookfield Account.

Expedited Transactions. Although Brookfield dedicates substantial time and resources to conduct appropriate due diligence prior to making an investment, the due diligence process is subjective at times and Brookfield will, at times, undertaken investment analyses and decisions on an expedited basis and/or on the basis of imperfect information to take advantage of investment opportunities. While these opportunities are expected to provide benefits to Brookfield Accounts and Investors, in such cases, the information available to Brookfield at the time an investment decision is made may be limited and Brookfield's investment analysis may not consider all relevant facts that are necessary or helpful to evaluate the investment. Therefore, no assurance can be made that Brookfield will have knowledge of all circumstances that may materially and adversely affect an investment.

Follow-On Investments. Following the initial investment in a portfolio investment, a Brookfield Account may be called upon to provide additional funds or have the opportunity to increase its investment in such company or to fund additional investments through such company. These follow-on investments may be required for a portfolio investment to satisfy working capital requirements or acquisition strategies, or to take advantage of opportunities to increase its market share or reach other corporate milestones. There is no assurance that the Brookfield Account will make follow-on investments or that the Brookfield Account will have sufficient funds to make all such investments. Any decision not to make follow- on investments or a Brookfield Account's inability to make them may have substantial negative impact on the portfolio investment in need of such investment and may result in missed opportunities for the Brookfield Account or may result in dilution of portfolio investments (in the event alternative

capital is used to satisfy such additional funding needs). If the Brookfield Account has insufficient capital available to make any particular follow-on investment, an additional Brookfield Account may make such investment. Additionally, if the Brookfield Account makes a follow-on investment, there is no assurance that such follow-on investment will be successful.

Projections. A Brookfield Account may rely upon projections developed by Brookfield concerning an investment's future performance, outcome and cash flow. Projections are inherently subject to uncertainty and factors beyond the control of Brookfield. The inaccuracy of certain assumptions, the failure to satisfy certain requirements and the occurrence of other unforeseen events could impair the ability of an Investment to realize projected values, outcomes and cash flow.

Potential Restrictive Covenants. Some Brookfield Accounts may enter into a subscription credit facility with one or more lenders in order to finance the acquisition of portfolio investments. It is anticipated that any such subscription credit facility will contain a number of covenants that, among other things, restrict the ability of a Brookfield Account and a subsidiary, if applicable, to: (i) acquire or dispose of assets or businesses; (ii) incur additional indebtedness; (iii) make capital expenditures; (iv) make cash distributions; (v) create liens on assets; (vi) enter into leases, investments or acquisitions; (vii) engage in mergers or consolidations; (viii) make capital calls to the Investors; (ix) amend certain documents, such as the Governing Documents and a subsidiary's organizational documents, if applicable; or (x) engage in certain transactions with affiliates, and otherwise restrict activities of the Brookfield Account (including its ability to acquire additional investments, businesses or assets, or effect certain changes of control or asset sale transactions) without the consent of the lenders. In addition, such a subscription credit facility is expected to require the Brookfield Account to maintain specified financial ratios and comply with tests, including minimum interest coverage ratios, maximum leverage ratios, minimum net worth and minimum equity capitalization requirements. The Brookfield Account may incur indebtedness under such subscription credit facility that bears interest at a variable rate. Economic conditions could result in higher interest rates, which could increase debt service requirements on variable rate debt and could reduce the amount of financing available to Brookfield Accounts and make it more expensive to finance investments by Brookfield Accounts and more difficult to compete for new investments with other potential buyers that have a lower cost of capital.

Risks of Multi-Step Acquisitions. In the event a transaction is to be effected by means of a multi-step acquisition, there can be no assurance that the remainder can be successfully acquired. This is expected to result in a Brookfield Account having only partial control over the investment or partial access to its cash flow to service debt incurred in connection with the acquisition.

Bridge Financing. A Brookfield Account may make an investment with the intent of selling, refinancing or otherwise reducing it, including through co-investment by one or more investors or third parties, after the closing of such investment. Any such investment may include assets that Brookfield may not have caused such Brookfield Account to acquire on a stand-alone basis (including, without limitation, because the risk/return profile or other characteristics of such assets may not be desirable or appropriate for a Brookfield Account), and Brookfield may seek to reduce such Brookfield Account's exposure to such assets through disposition, refinancing, co-investment, another transaction. In these situations, the Brookfield Account's strategy may depend, in part, upon its ability to sell, refinance or otherwise reduce

its exposure to such investments after initially agreeing to consummate them. There can be no assurance in such instances that the Brookfield Account will be successful in doing so or that the terms of any such transaction will be attractive, including because there may not be sufficient interest in or for the assets and/or investors and/or third parties may not accept all or a portion of the amount offered for coinvestment. If the Brookfield Account is unable to complete such an anticipated transaction, its investments will be less diversified than they otherwise may have been and the Brookfield Account may have greater exposure to certain investments, regions and sectors than intended or desired, including to assets that Brookfield would not have acquired on a stand-alone basis or to an investment that exceeds the amount that is permitted to be invested in a single investment that does not involve bridge financing. In addition, to the extent that the Brookfield Account is unable to complete an anticipated transaction, it may incur broken deal and related costs associated with the pursuit of such transaction.

Generally, in the case of a Brookfield Account reducing an investment involving bridge financing (including through disposition or co-investment), such transaction will be completed at a price negotiated by Brookfield and the purchaser taking into account the then-relevant facts and circumstances, which may include a Brookfield Account's cost of such investment (and an allocable portion of costs and expenses) and other market events and forces. There can be no assurance that such transaction price will be equal to or more than the Brookfield Account's cost of such investment or that it necessarily or accurately reflects the then-market value of such investment. In addition, a Brookfield Account may face increased risk of inability to complete the transaction under certain market conditions, including when the investment has decreased in value while held by the Brookfield Account and the Brookfield Account will be required to bear the losses of such investment if such transaction is not consummated or if the Brookfield Account is required to sell the co-investment at a reduced price in order to reduce the Brookfield Account's exposure to such investment.

Investments with Third Parties. A Brookfield Account may co-invest with third parties through joint ventures or other entities in so called "club deals". Such portfolio investments may involve risks not present in investments where a third party is not involved, including the possibility that such third-party co-venturer or partner may have investment strategies and objectives (with respect to the particular investment or their fund as a whole) which are inconsistent with those of the Brookfield Account, may have or encounter financial difficulties after the investment is made leading to a change in investment strategies and objectives, or may be in a position to take action in a manner contrary to the Brookfield Account's investment objectives. In the event a third-party co-venturer defaults on its funding obligations to a portfolio investment, the Brookfield Account may be required to make additional capital contributions to such company to replace the shortfall caused by such third-party co-venturer. In addition, a Brookfield Account may in certain circumstances be liable for the actions of its third-party coventurers or partners. It may also be more difficult for the Brookfield Account to sell its interest in any joint venture, partnership or entity with other owners than to sell its interest in other types of investments. Co-venturers or partners may possess joint approval rights with the Brookfield Account with respect to major decisions concerning the management and disposition of a portfolio investment, which would increase the risk of deadlocks. A deadlock could delay the execution of the business plan for the investment or require the Brookfield Account to engage in a buy-sell of the portfolio investment with the co-venturer or partner or conduct the forced sale of such investment. As a result of these risks, a Brookfield Account may be unable to fully realize its expected return on any such investment.

Material Risks of Specific Types of Investments:

Real Estate Specific Risks

General Real Estate Risks. All real estate investments, ranging from equity investments to debt investments, are subject to some degree of risk. For example, real estate investments are relatively illiquid and, therefore, will tend to limit Brookfield's ability to vary a Brookfield Account's portfolio promptly in response to changes in economic or other conditions. Because real estate, like many other types of long-term investments, historically has experienced significant fluctuation and cycles in value, specific market conditions may result in occasional or permanent reductions in the value of investments. In addition, the ability of a Brookfield Account to realize anticipated rental and interest income on its equity and debt investments will depend on many factors which may be beyond the control of the Brookfield, including on the financial reliability of an investments' tenants and borrowers, the location and attractiveness of properties in which it invests, the supply of comparable space in the areas in which its properties are located (affected, for instance, by over-building) and general economic conditions. There is no assurance that any investment will be profitable or that cash flow will be available for distribution to Investors. Other risks include (a) changes in general economic or local conditions; (b) changes in supply of or demand for competing properties in an area (as a result, for instance, of overbuilding); (c) changes in or promulgation and enforcement of zoning, land use, building, environmental protection, occupational safety and other governmental laws and regulations; (d) changes in operating expenses; (e) changes in real estate tax rates; (f) changes in interest rates; (g) changes in costs and terms of mortgage loans; (h) unavailability of mortgage funds which may render the construction, leasing, sale or refinancing of a property difficult; (i) fluctuations in energy prices and energy and supply shortages; (j) changes in the relative popularity of properties; (k) changes in the number of buyers and sellers of properties; (I) the financial condition of borrowers and of tenants, buyers and sellers of property; (m) the imposition of rent controls; (n) the ongoing need for capital improvements; (o) cash-flow risks; (p) construction risks; (q) natural catastrophes; (r) acts of war, terrorism or civil unrest; (s) various uninsured or uninsurable risks and uninsurable losses; and (t) other factors beyond the control of Brookfield or the Brookfield Accounts. As investments in real estate generally are not liquid, there is no assurance that there will be a ready market for any investments.

Additionally, a Brookfield Account could, in certain instances, be responsible for structural repairs, improvements and general maintenance of real property. Expenditure of any sums in connection therewith beyond those budgeted for by any Brookfield Account will reduce the cash available for distribution and may require the Brookfield Account to fund deficits resulting from the operation of a property. No assurance can be given that the Brookfield Account will have funds available to make such repairs or improvements. These factors and any others that would impede the Brookfield Account's ability to respond to adverse changes in the performance of its assets could significantly affect a Brookfield Account's financial condition and operating results.

Risks Associated with Certain Types of Real Estate. Brookfield Accounts invest in various types of real estate assets, each of which is subject to the general risks associated with owning and operating real estate described herein. In addition, other factors that may adversely affect the value and successful operation of, and income generated from, real estate investments include: the physical attributes of a

building used to generate income, such as its age, condition, design, appearance, access to transportation and construction quality; location of the property, for example, a change in neighborhoods over time or desirability of the area to the target tenant population; ability of management to provide adequate maintenance and insurance; the types of services or amenities that the property provides; the property's reputation; competition from other real estate investors, which may affect the number of similar properties available; the level of mortgage interest rates, which may encourage tenants to purchase rather than lease property; presence or construction of competing properties; the quality of tenants and tenant mix, such as the tenant population being heavily dependent on specific industries or businesses or, particularly with respect to residential real estate properties, being predominantly students; adverse local, regional 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; and federal, state, and local regulations, which may affect the building owner's ability to increase rent to market rent for an equivalent property. Any of the foregoing could have a material adverse effect on the performance of an Investment.

In addition, Investments in these sectors may also be adversely affected by the following particular risks:

- Multifamily Residential Real Estate. Certain jurisdictions regulate the relationship of 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, retaliatory evictions and restrictions on a resident's choice of unit vendors. Apartment building owners have been the subject of lawsuits under various "Landlord and Tenant Acts" and other general consumer protection statutes for coercive, abusive or unconscionable leasing and sales practices. There may be provisions that limit the bases on which a landlord may terminate a tenancy or increase its rent or prohibit a landlord from terminating a tenancy solely by reason of the sale of the owner's building. In addition to state regulation of the landlord-tenant relationship, numerous towns and municipalities impose rent control on apartment buildings. These ordinances may limit rent increases to certain set percentages, to increases set or approved by a governmental agency, or to increases determined through mediation or binding arbitration. Similarly, governmental assistance programs that provide rent subsidies to tenants pursuant to tenant voucher programs may influence tenant mobility and the amount of rent a tenant can pay.
- Commercial Properties. Commercial properties may be especially affected by: an economic decline in the business operated by the tenants; the physical attributes of the property and the adaptability of the property with respect to the technological needs of the tenants; the strength and nature of the local economy, including labor costs and quality, tax environment and quality of life for employees; and patterns of telecommuting or sharing of office space, and employment growth (which creates demand for office space). The risks of such an adverse effect are increased if the property revenue is dependent on a single tenant or anchor tenant or if there is a significant concentration of tenants in a particular business or industry. With respect to office properties in particular, such properties generally require their owners to expend significant amounts for general capital improvements, tenant improvements and costs of re-letting space. In addition, office properties that are not equipped to accommodate the needs of modern businesses may

become functionally obsolete and thus non-competitive, or may require substantial capital investment to upgrade facilities in order to be competitive.

- Retail Properties. In many cases, the tenants of retail properties may negotiate leases containing certain exclusive rights to sell particular types of merchandise or services within a particular retail center. When leasing other space after vacancy by another tenant, these provisions may limit the number and types of prospective tenants for the vacant space. In addition, certain retail properties may be anchored by department stores and other large nationally recognized tenants. The value of Investments could be materially and adversely affected if these "anchor" tenants fail to comply with their contractual obligations or cease their operations. In particular, certain department stores and other national retailers have experienced, and may continue to experience for the foreseeable future, considerable decreases in customer traffic in their retail stores due to, among other factors, increased competition from alternative retail options such as those accessible via the Internet. As pressure on these department stores and national retailers increases, their ability to meet their obligations as a tenant may be impaired and result in closures of their stores or their seeking of lease modifications. Any lease modification could be unfavorable and could decrease rents or expense recovery charges. Other tenants in turn may be entitled to modify the economic or other terms of, or terminate, their existing leases in the event of closures by such "anchor" tenants. Furthermore, an Investment may be required to decline entering into a lease with a potential tenant if such lease would result in adverse consequences to a REIT directly or indirectly holding such Investment, including because of related-party rent issues arising from Brookfield or another Brookfield Account owning, in whole or in part, an equity interest in such potential tenant.
- Hospitality Properties. Because hotel rooms generally are rented for very short periods of time, hospitality properties tend to be affected more quickly by adverse economic conditions and competition than other commercial properties. Hospitality properties are also affected by other particularized factors, including: franchise affiliation (or lack thereof); continuing expenditures for modernizing, refurbishing and maintaining existing facilities prior to the expiration of their anticipated useful lives; a deterioration in the financial strength or managerial capabilities of the owner and operator of a hotel or motel; and changes in travel patterns caused by changes in access, energy prices, strikes, relocation of highways, the construction of additional highways or other factors. The performance of a hotel property affiliated with a franchise or hotel management company depends in part on: the continued existence and financial strength of the franchisor or hotel management company; the public perception of the franchise or hotel chain service mark; and the duration of the franchise licensing or management agreements. Furthermore, the ability of a hotel to attract customers, and some of such hotel's revenues, may depend in large part on its having a liquor license. Liquor licenses may not be transferable (for example, in connection with a foreclosure). Moreover, the hotel and lodging industry is generally seasonal in nature; different seasons affect different hotels depending on type and location. This seasonality can be expected to cause periodic fluctuations in a hospitality property's room and restaurant revenues, occupancy levels, room rates and operating expenses. In addition, acts of war, terrorist activities, natural disasters and environmental disasters and pandemics can have a material adverse impact on the tourism and convention industries, which directly affects the

revenues generated by hospitality properties. Finally, hospitality properties are facing new and increased competition from non-traditional market players, including those focused on the sharing economy, which may disrupt the hospitality industry and reduce demand for traditional hotels.

Industrial, Distribution or Logistics Properties. Significant factors determining the value of logistics properties are: (i) 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); (ii) changes in proximity of supply sources; (iii) the quality of tenants; (iv) 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; and (v) the expenses of converting a previously adapted space to general use. Concerns about the quality of tenants, particularly major tenants, are similar in both office properties and logistics properties, although logistics properties may more frequently be dependent on a single or a few tenants. If the property is a single tenant building, risks associated with that tenant's financial means and potential default will be more pronounced than in a multi-tenant building. Moreover, because of unique construction requirements of many logistics properties, a particular industrial or warehouse property that suited the needs of its original tenant may be difficult to re-let to another tenant or may become functionally obsolete relative to newer properties. Thus, if the operation of an industrial property becomes unprofitable due to competition, age of the improvements or other factors, the liquidation value of that industrial property may be substantially less than would be the case if the property were readily adaptable to other uses, and a Brookfield Account's investments in such property may accordingly incur losses. In addition, properties used for many industrial purposes are more prone to environmental concerns than other property types. Properties historically used for industrial, manufacturing and commercial purposes are more likely to contain, or may have contained, underground storage tanks for the storage of petroleum products and other hazardous or toxic substances. Investing in logistics properties that conduct industrial, manufacturing and commercial activities will cause a Brookfield Account to be subject to increased risk of liabilities under environmental laws and regulations. The presence of hazardous or toxic substances, or the failure to properly remediate these substances, may adversely affect a Brookfield Account's ability to sell or rent an industrial property.

Volatility of Property Income. The volatility of net operating income for a property may be influenced by matters such as the length of tenant leases, the creditworthiness of tenants, the level of tenant defaults, the ability to convert an unsuccessful property to an alternative use, new construction in the same market as the mortgaged property, rent control laws or other laws impacting operating costs, the number and diversity of tenants, the availability of trained labor necessary for tenant operations, the rate at which new rentals occur, the property's operating leverage (which is the percentage of total property expenses in relation to revenue), the ratio of fixed operating expenses to those that vary with revenues, and the level of capital expenditures required to maintain the property and to retain or replace tenants. A decline in the real estate market or in the financial condition of a major tenant will tend to have a more immediate effect on the net operating income of properties with short-term revenue

sources (such as short-term or month-to-month leases) and may lead to higher rates of delinquency or defaults under mortgage loans secured by such properties.

Due Diligence and Analytic Risks. There is generally limited publicly available information about real properties, and Brookfield Accounts must therefore rely on due diligence conducted by Brookfield and/or its affiliates. If Brookfield's and/or its affiliates' pre-acquisition evaluation of an investment fail to detect certain defects, required repairs or other similar deficiencies, the total investment costs could be significantly higher than expected. Furthermore, should Brookfield's estimates of costs of improving, repositioning or redeveloping an acquired property prove too low, or its estimates of time required to correct such deficiencies, investment returns may be adversely affected.

Fixed and Variable Costs. Many costs associated with a real estate investment, such as debt service and real estate taxes, are not reduced even when a property is not fully occupied, or other circumstances cause a reduction in income from the investment. These fixed costs intensify the risk to a Brookfield Account of a tenant default or an unanticipated delay in achieving occupancy of a new or redeveloped property or reletting a property upon lease expiration. Some costs associated with a real estate investment, such as maintenance and repairs, may be subject to cost increases beyond the control of a Brookfield Account. Variable rate debt in a time of rising interest rates could also result in unanticipated cost increases.

Ground Lease Investments. Brookfield Accounts may invest from time to time in real estate properties that are subject to ground leases. As a lessee under a ground lease, a Brookfield Account may be exposed to the possibility of losing the property upon termination or an earlier breach by that Brookfield Account of the ground lease, which may adversely impact the Brookfield Account's investment performance. Furthermore, ground leases generally provide for certain provisions that limit the ability to sell certain properties subject to the lease. In order to assign or transfer rights and obligations under certain ground leases, the Brookfield Account will generally need to obtain consent of the landlord of such property, which, in turn, could adversely impact the price realized from any such sale.

Real Estate Environmental Risks and Potential Environmental Liability on Real Estate. Real estate assets are subject to numerous statutes, rules and regulations relating to environmental protection. Under various federal, state and local environmental laws, ordinances and regulations, a current or previous owner or operator of real estate (which may include a lender in some instances) may be liable for non-compliance with applicable environmental and health and safety requirements and may be required to investigate and clean up any hazardous or toxic substances or petroleum product releases at such property. An owner or operator may also be liable to a governmental entity or to third parties for non-compliance with applicable environmental and health and safety requirements and for property damage and for investigation, monitoring, removal, remediation and clean-up costs incurred by such parties in connection with contamination. These laws typically impose clean up responsibility and liability without regard to whether the owner or operator knew of, was responsible for or caused the presence of the contaminants, and the liability under such laws has been interpreted to be joint and several unless the harm is divisible and there is a reasonable basis for allocation of responsibility. The cost of investigation, remediation or removal of such substances may be substantial, and the presence of such substances or the failure to properly remedy the contamination on such property may adversely affect

the owner's ability to sell or rent such property or to borrow using such property as collateral. The presence of hazardous materials on a property could also result in personal injury, property damage or similar claims by private parties. Persons who arrange for the disposal or treatment of hazardous or toxic substances or petroleum products at a disposal or treatment facility may also be liable for the costs of removal or remediation of a release of hazardous or toxic substances or petroleum products at such disposal or treatment facility, whether or not the facility is owned or operated by such person. In certain circumstances, third-party lenders which have directed or had an active involvement in the environmental compliance activities or the day-to-day management of a borrower's facilities or which have taken possession of or title to such borrower's collateral may be liable for the costs of removal or remediation of a release of hazardous or toxic substances or petroleum products at the facility. In addition, some environmental laws create a lien on the contaminated site in favor of the government for damages and costs it incurs in connection with contamination. The owner of a site may also be subject to common law claims by third parties based on damages and costs resulting from environmental contamination emanating from a site. Certain federal, state and local laws, regulations and ordinances govern the removal, encapsulation or disturbance of asbestos-containing materials ("ACMs") when such materials are in poor condition or in the event of construction, remodeling, renovation or demolition of a building. These laws may impose liability for release of ACMs and may provide for third parties to seek recovery from owners or operators of real property for personal injury associated with ACMs.

The ongoing presence of environmental contamination, pollutants or other hazardous materials on a property (whether known at the time of acquisition or not) could also result in personal injury (and associated liability) to persons on the property and persons removing such materials, future or continuing property damage (which may adversely affect property value) or claims by third parties, including as a result of exposure to such materials through the spread of contaminants. In addition, a Brookfield Account's operating costs and performance may be adversely affected by compliance obligations under environmental protection statutes, rules and regulations relating to Investments of a Brookfield Account, including additional compliance obligations arising from any change to such statutes, rules and regulations. Statutes, rules and regulations may also restrict development of, and use of, property. Certain clean-up actions brought by governmental agencies and private parties may also impose obligations in relation to Investments and result in additional costs to a Brookfield Account. Further, even in cases where a Brookfield Account is indemnified by the seller with respect to an investment against liabilities arising out of violations of environmental laws and regulations, there can be no assurance as to the financial viability of the seller to satisfy such indemnities or the ability of a Brookfield Account to achieve enforcement of such indemnities.

There is the possibility of existing or future environmental contamination, including soil and groundwater contamination, as a result of the spillage of hazardous materials or other pollutants. The presence of hazardous or toxic substances, or the failure to properly remediate contamination, may adversely affect a Brookfield Account's ability to sell real estate it acquires, either as an equity investment or through foreclosure on a loan investment, or to borrow using such property as collateral. In connection with its direct or indirect ownership and operation of real estate, a Brookfield Account may incur liability for such environmental costs, and in connection with a Brookfield Account's debt Investments, a Brookfield Account, to the extent it has an active involvement in the environmental compliance activities of a borrower's facilities or takes possession of a borrower's collateral, may incur

liability for environmental costs. Also in connection with a Brookfield Account's debt Investments, the ability of the owner to make payments to a Brookfield Account may be reduced, which in turn may also adversely affect the value of the relevant asset held by the Brookfield Account. Additionally, changes in environmental laws or in the environmental condition of an asset may create liabilities that did not exist at the time of acquisition and that could not have been foreseen.

Environmental statutes, rules and regulations can also change or a condition of a real estate asset can change and lead to liabilities or obligations that did not exist or were not foreseen at the time of the Investment. The cost of any required remediation and a Brookfield Account's liability therefor as to any such real estate asset is generally not limited under such enactments and could exceed the value of the property and/or the aggregate assets of the Brookfield Account.

Certain of the countries in which a Brookfield Account may invest have not imposed effective environmental controls, which has led to perceived widespread pollution of the air, the ground and water resources. The environmental standards and their enforcement are not as stringent as those of certain more developed countries which may lead to substantial environmental liabilities that may not be measurable or known at the time of an investment by a Brookfield Account. Contaminations which were unknown or undetected at the time of purchase may subject a Brookfield Account to material delays or raise the price of construction and renovation and may have an adverse effect on a Brookfield Account's results, operations and financial condition.

Construction Risk. To the extent that a Brookfield Account invests in projects that involve significant construction, such as greenfield development, there is a risk that such projects will not be completed within budget, within the agreed timeframe or to the agreed specification, which may result in significant delays, increased costs or delays in the commencement of cash flow generation. Such unexpected delays or costs may result in increased debt service costs and the inability of project owners to meet the higher interest and principal repayments arising from the additional debt requirement. In addition, there could be insufficient funds to complete construction. Delays in project completion may also affect the scheduled cash flow necessary to cover the debt service costs and operation and maintenance expenses. These risks may be mitigated by provisions in construction contracts for payment of liquidated damages by the construction contractors. However, a Brookfield Account may not benefit from such provisions and may be exposed to any losses not covered by such provisions or to the financial failure of the contractors.

Eminent Domain, Expropriation, Resumption and other Land Acquisition Risks. Local, regional or national governments may, in certain circumstances, seek to acquire certain assets of a Brookfield Account through eminent domain, expropriation, resumption or other land acquisition proceedings. While a Brookfield Account may seek to contest these proceedings which may be costly and may divert the attention of management from the operation of a Brookfield Account, there can be no assurance that governmental entity will not succeed in acquiring assets of such Brookfield Account. In such event, there is a risk that the Brookfield Account will not receive adequate compensation for the assets acquired, or that the Brookfield Account will not be able to recover all charges associated with divesting these assets.

Real Estate Litigation. As noted above, in the ordinary course of its business, a Brookfield Account may be subject to litigation from time to time both as a plaintiff and as a defendant. Litigation may also be commenced with respect to a property acquired by a Brookfield Account or its subsidiaries in relation to activities that took place prior to the Brookfield Account's acquisition of such property. In addition, at the time of disposition of an individual property, a potential buyer may claim that it should have been afforded the opportunity to purchase the asset or alternatively that such buyer should be awarded due diligence expenses incurred or statutory damages for misrepresentation relating to disclosures made, if such buyer is passed over in favor of another as part of the Brookfield Account's efforts to maximize sale proceeds. Similarly, successful buyers may later sue the Brookfield Account under various damage theories, including those sounding in tort, for losses associated with latent defects or other problems not uncovered in due diligence. The Brookfield Account may also be exposed to litigation resulting from the activities of tenants or their customers.

The outcome of any proceedings involving a Brookfield Account or its investments may materially adversely affect the Brookfield Account and may continue without resolution for long periods of time. Any litigation may consume substantial amounts of the Brookfield's time and attention, and that time and the devotion of these resources to litigation may, at times, be disproportionate to the amounts at stake in the litigation.

Infrastructure Specific Risks

Risks Associated with Investments in Infrastructure Assets. Brookfield Account investments will be subject to the risks incidental to the ownership and operation of infrastructure projects, including risks associated with the general economic climate, geographic or market concentration, the ability of the Brookfield Accounts to manage the investment, government regulations and fluctuations in interest rates. Since investments in infrastructure and similar assets, like many other types of long-term investments, have historically experienced significant fluctuations and cycles in value, specific market conditions may result in occasional or permanent reductions in the value of the portfolio investments.

Investments in Nonperforming or Troubled Assets. A Brookfield Account may make portfolio investments in nonperforming or troubled assets or businesses that involve a degree of financial risk and there can be no assurance that the Brookfield Account's internal rate of return objectives will be realized or that there will be any return of capital. Furthermore, investments in certain infrastructure assets operating in workout modes or under Chapter 11 of the Bankruptcy Code may, in certain circumstances, be subject to additional potential liabilities that could exceed the value of the Brookfield Account's original investment, including equitable subordination and/or disallowance of claims or lender liability. In addition, under certain circumstances, payments to a Brookfield Account and distributions by the Brookfield Account to the 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.

Infrastructure Environmental Risks. The operation of infrastructure assets is subject to numerous statutes, rules and regulations relating to environmental protection. There is the possibility of existing or future environmental contamination, including soil and groundwater contamination, as a result of the spillage of hazardous materials or other pollutants. Under various environmental statutes, rules and regulations of the appropriate jurisdiction, a current or previous owner or operator of real property may

be liable for non-compliance with applicable environmental and health and safety requirements and for the costs of investigation, monitoring, removal or remediation of hazardous materials. Environmental statutes, rules and regulations can also change or a condition at a portfolio investment can change and lead to liabilities or obligations that did not exist or were not foreseen at the time of the investment. These laws often impose liability whether or not the owner or the operator knew of or was responsible for, the presence of hazardous materials. The presence of these hazardous materials on a property could also result in personal injury, property damage or similar claims by private parties.

Persons who arrange for the disposal or treatment of hazardous materials may also be liable for the costs of removal or remediation of those materials at the disposal or treatment facility, whether or not that facility is or ever was owned or operated by that person. Any liability of portfolio investments resulting from non-compliance or other claims relating to environmental matters or any costs related to coming into compliance could have a material adverse effect on the value of a Brookfield Account's investments in such portfolio investments.

Unforeseen Events Risk. The use of infrastructure assets may be interrupted or otherwise affected by a variety of events outside the control of a Brookfield Account, including serious traffic accidents, natural disasters (such as fire, floods, earthquakes and typhoons), man-made disasters (including terrorism), defective design and construction, slope failure, bridge and tunnel collapse, road subsidence, toll rates, fuel prices, environmental legislation or regulation, general economic conditions, labor disputes and other unforeseen circumstances and incidents. Certain of these events have affected toll roads, bridges, tunnels and other infrastructure assets in the past and if the use of the infrastructure assets operated by portfolio investments is interrupted in whole or in part for any period as a result of any such events, the revenues of such portfolio investments could be reduced, the costs of maintenance or restoration could be increased and the overall public confidence in such infrastructure assets could be reduced. There can be no assurance that such portfolio investments' insurance would cover liabilities resulting from claims relating to the design, construction, maintenance or operation of the toll roads, bridges, tunnels, dams or other infrastructure assets, lost toll revenues or increased expenses resulting from such damage.

Infrastructure Regulatory and Legal Risks. Many portfolio investments of a Brookfield Account will be in entities that are subject to substantial regulation by governmental agencies. In addition, their operations may often rely on governmental licenses, concessions, leases or contracts that are generally very complex and may result in disputes over interpretation or enforceability. If any portfolio investments fail to comply with these regulations or contractual obligations, they could be subject to monetary penalties or they may lose their rights to operate the underlying infrastructure assets or both. Where their ability to operate an infrastructure asset is subject to a concession or lease from the government, the concession or lease may restrict their ability to operate the asset in a way that maximizes cash flows and profitability. The lease or concession may also contain clauses more favorable to the government counterparty than a typical commercial contract. For instance, the lease or concession may enable the government to terminate the lease or concession in certain circumstances (such as a default by the portfolio investment) without requiring it to pay adequate compensation. In addition, government counterparties also may have the discretion to change (including, without limitation, by reducing rates or allowed rates of return) or increase regulation of the operations of the

portfolio investments or to implement laws, regulations or policies affecting their operations, separate from any contractual rights that the government counterparties may have. Such new laws, regulations or policies may require the Brookfield Account to restructure a portfolio investment or obtain additional licenses or approvals, which such restructuring, licenses or approvals may be costly and cause delays in acquiring, disposing of or implementing change at such portfolio investment. Governments have considerable discretion in implementing regulations and policies that could impact these portfolio investments and may be influenced by political considerations and make decisions that materially and adversely affect such portfolio investments and their operations.

Potential Risks Arising from Foreign Acquisition of Infrastructure. There are several U.S. and non-U.S. rules and regulations concerning foreign investment in infrastructure that could impact the business of infrastructure investments. For example, certain investments may be subject to review under the Exon-Florio Amendment to the U.S. Defense Production Act of 1950. The Exon-Florio Amendment authorized the Committee on Foreign Investment in the United States ("CFIUS") and the President of the United States to determine whether a particular transaction poses a risk to national security.

Transportation. The success of transportation companies are subject to a number of factors such as exposure to contracted assets, risks in connection with re-contracting, and merchant exposure where a portion of revenues are not contracted and may otherwise be subject to fluctuation. Moreover, transportation companies are subject to a number of additional risks, including increased competition in the transportation sector, increased costs, and changes to existing concessions agreements.

Toll Rates Risk. The Brookfield Accounts may invest in portfolio investments that derive substantially all of their revenues from collecting tolls from users of roads, tunnels, bridges, rail networks, airports, ferries or seaports. Users of the toll roads, tunnels, bridges, rail networks, airports, ferries or seaports operated by portfolio investments may react negatively to any adjustments to the applicable toll rates or public pressure may cause relevant government authorities to challenge the toll rates. Users may react adversely to toll rates, for example, by avoiding tolls or refusing to pay tolls, resulting in lower traffic volumes and reduced toll revenues. In addition, adverse public opinion or lobbying efforts by specific interest groups, could result in governmental pressure on portfolio investments to reduce their toll rates or to forego planned rate increases. Brookfield cannot guarantee that government bodies with which portfolio investments have concession agreements will not try to exempt certain vehicle types from tolls or negotiate lower toll rates. If public pressure or government action forces portfolio investments to restrict their toll rate increases or reduce their toll rates and they are not able to secure adequate compensation to restore the economic balance of the relevant concession agreement, a Brookfield Account's business, financial condition and results of operations could be materially and adversely affected.

Renewable Power Risk. Renewable power companies are dependent upon factors such as available water flows, wind conditions, weather conditions and technological primacy generally that may significantly impact the performance of such companies. Hydrology, wind and weather conditions generally have natural variations from season to season and from year to year and may also change permanently because of climate change or other factors. A natural disaster could impact water flows and water rights are generally owned or controlled by governments that reserve the right to control

water levels or may impose water-use requirements as a condition of license renewal. Wind energy is highly dependent on weather conditions and, in particular, on wind conditions. Moreover, technology use generally by renewable power companies is accompanied by attendant costs of maintaining such technology while in use and subject to increased risks of obsolescence associated with emerging and disruptive new technologies.

Utility and Energy Risk. Risks that are intrinsic to the utility and energy infrastructure industries include difficulty in obtaining an adequate return on invested capital, difficulty in financing large construction programs, restrictions on operations and increased cost and delays attributable to environmental considerations and regulation, difficulty in raising capital in adequate amounts on reasonable terms in periods of high inflation and unsettled capital markets, technological innovations that may render existing plants, equipment or products obsolete, the potential impact of natural or man-made disasters, exposure generation to health, safety and security risks, increased costs and reduced availability of certain types of fuel, occasionally reduced availability and high costs of natural gas for resale, the effects of energy conservation, the effects of a national energy policy and lengthy delays and greatly increased costs and other problems associated with the design, construction, licensing, regulation and operation of utility and power generation facilities and nuclear facilities for electric, including, among other considerations, the problems associated with the use of radioactive materials and the disposal of radioactive wastes. There are substantial differences among the regulatory practices and policies of various jurisdictions and any given regulatory agency may make major shifts in policy from time to time. There is no assurance that regulatory authorities will, in the future, grant rate increases or that such increases will be adequate to permit the payment of dividends on common stocks issued by a utility or energy infrastructure company. Additionally, existing and possible future regulatory legislation may make it even more difficult for utilities or energy infrastructure enterprises to obtain adequate relief.

Governmental authorities may from time to time review existing policies and impose additional requirements governing the licensing, construction and operation of power plants. Prolonged changes in climatic conditions can also have a significant impact on both the revenues of an electric and gas utility as well as the expenses of a utility, particularly a hydro-based electric utility. Changes in environmental conditions, such as hydrology and wind, could materially adversely affect the volume of electricity generated at electric generating stations, which could materially impact revenue and cash flow. Environmental conditions have natural variations from season to season and from year to year and may also change permanently because of climate change or other factors outside of Brookfield's control.

The ownership, construction and operation of utility and energy infrastructure companies carry an inherent risk of liability related to health, safety, security and the environment, including the risk of potential civil liability or of government imposed orders to remedy unsafe conditions and/or to remediate or otherwise address environmental contamination or damage. Investments could also be exposed to potential penalties for contravention of health, safety, security and environmental laws. In the ordinary course of business, owners of utility and energy infrastructure companies incur capital and operating expenditures to comply with health, safety, security and environmental laws to obtain licenses, permits and other approvals and to assess and manage related risks. The cost of compliance with these laws (and any future laws or amendments enacted) may increase over time and result in additional material expenditures. Investments may become subject to government orders,

investigations, inquires and other proceedings (including civil claims) relating to health, safety, security and environmental matters as a result of which such portfolio investment's operations may be limited or suspended. The occurrence of any of these events and any changes, additions to or more rigorous enforcement of health, safety, security and environmental laws could have a material and adverse impact on an investment's operations and result in additional material expenditures. Additional environmental, health and safety issues relating to presently known or unknown matters may require unanticipated expenditures, or result in fines, penalties or other consequences (including changes to operations) that may be material and adverse to the Brookfield Account's portfolio investments. Furthermore, in the ordinary course of business utility and energy infrastructure companies are involved in various legal actions that could expose such companies to liability for damages. The outcome with respect to outstanding, pending or future actions cannot be predicted with certainty and may be adverse to the Brookfield Account's portfolio investments and, as a result, could have a material adverse effect on such investment's assets, liabilities, business, financial condition, results of operations and cash flow. Such investments are subject to governmental or regulatory investigations from time to time. Governmental and regulatory investigations, regardless of their outcome, are generally costly, divert management attention and have the potential to damage the Brookfield Account and Brookfield's reputation.

Electric. The electric utility industry consists of companies that are engaged principally in the generation, transmission and sale of electric energy, although many also provide other energy- related services. In the past, electric utility companies, in general, have been favorably affected by lower fuel and financing costs and the full or near completion of major construction programs. In addition, many of these companies have generated cash flows in excess of current operating expenses and construction expenditures, permitting some degree of diversification into unregulated businesses. Some electric utilities have also taken advantage of the right to sell power outside of their traditional geographic areas. Electric utility companies have historically been subject to the risks associated with increases in fuel and other operating costs, high interest costs on borrowings needed for capital construction programs, costs associated with compliance with environmental and safety regulations and changes in the regulatory climate. As interest rates declined, many utilities refinanced high-cost debt and in doing so improved their fixed charges coverage. Regulators, however, lowered allowed rates of return as interest rates declined and thereby caused the benefits of the rate declines to be shared wholly or in part with customers. In a period of rising interest rates, the allowed rates of return may not keep pace with the utilities' increased costs.

A number of U.S. states are considering or have enacted deregulation proposals. The introduction of competition into the industry as a result of such deregulation has at times resulted in lower revenue, lower credit ratings, increased default risk and lower electric utility security prices. Such increased competition may also cause long-term contracts, which electric utilities previously entered into to buy power, to become "stranded assets" which have no economic value. Any loss associated with such contracts must be absorbed by ratepayers and investors. In addition, some electric utilities have acquired electric utilities overseas to diversify, enhance earnings and gain experience in operating in a deregulated environment. In some instances, such acquisitions have involved significant borrowings, which have burdened the acquirer's balance sheet. There is no assurance that current deregulation proposals will be adopted. However, deregulation in any form could significantly impact the electric utilities industry.

Gas. Gas transmission companies and gas distribution companies are undergoing significant changes. Many companies have diversified into oil and gas exploration and development, making returns more sensitive to energy prices. Gas utility companies have been adversely affected by disruptions in the oil industry and have also been affected by increased concentration and competition. In certain jurisdictions, acquisitions and dispositions in this sector might require regulatory approvals and be subject to significant regulatory requirements. Obtaining any such approvals and complying with any such regulatory requirements may be costly and/or time-consuming to obtain. For example, in the United States, interstate transmission companies are regulated by the Federal Energy Regulatory Commission ("FERC"), so certain of the Brookfield Account's acquisitions and dispositions may be subject to FERC approval under the U.S. Federal Power Act, as amended.

Water. Water supply utilities are companies that collect, purify, distribute and sell water. In the United States and around the world the industry is highly fragmented because most of the supplies are owned by local authorities. Companies in this industry are generally mature and are experiencing little or no per capita volume growth. Water supply utilities are subject to the risk of existing or future environmental contamination, including soil and groundwater contamination as well as the delivery of contaminated water, as a result of the spillage of hazardous materials or other pollutants. Water supply utilities are also subject to the risk of increases costs, which may result from a number of factors, including fluctuations in water availability or costs associated with desalination.

Data Risk. There are a number of risks that are intrinsic to the data sector. For example, as there is a limited number of potential customers in this sector, the loss of one customer could materially decrease revenues and have an adverse impact on growth opportunities. In this regard, consolidation among technology customers may result in decreased need for multiple networks or data centers or a customer may decide to no longer outsource certain types of data infrastructure or otherwise change its business model, in each case, which would have a material and adverse effect on growth and revenues of companies in the data sector. Also, the emergence of new or improved technologies could result in the demand for existing tower space, data centers and/or fibers and thus reduce demand for new tower, data centers and/or fiber leasing. In addition, increased competition in the data sector may result in fewer opportunities and higher prices for acquisitions as well as put pressure on leasing rates for new and renewing customer tower, data center and/or fiber leases. There can be no assurance that leases with current customers will not be terminated or that they will be renewed or re-let on a timely basis or at favorable net effective leasing rates. The data sector is generally subject to U.S. federal, state, local and non-U.S. regulation. Local zoning authorities and community organizations are often opposed to construction in their communities and these regulations can delay, prevent or increase the cost of new tower, data center and/or system distribution construction and modifications. Existing regulatory policies may materially and adversely affect the associated timing or cost of such projects and additional regulations may be adopted which increase delays or result in additional costs, or that prevent proposed projects in certain locations. Furthermore, if radio frequency emissions from wireless handsets or equipment on towers are demonstrated to cause negative health effects, potential future claims could adversely affect operations, costs and revenues.

Construction Risk. To the extent that a Brookfield Account invests in projects that involve significant construction, such as greenfield development, there is a risk that such projects will not be completed

within budget, within the agreed timeframe or to the agreed specification, which may result in significant delays, increased costs or delays in the commencement of cash flow generation. Such unexpected delays or costs may result in increased debt service costs and the inability of project owners to meet the higher interest and principal repayments arising from the additional debt requirement. In addition, there could be insufficient funds to complete construction. Delays in project completion may also affect the scheduled cash flow necessary to cover the debt service costs and operation and maintenance expenses. This risk may be mitigated by provisions in the construction contract for payment of liquidated damages by the construction contractor. However, a Brookfield Account may be exposed to any losses not covered by such provisions or to the financial failure of the contractor.

Demand and Usage Risk. Although a Brookfield Account will target assets with low demand, usage and throughput risk, residual demand, usage and throughput risk can affect the performance of portfolio investments. To the extent that underlying assumptions regarding the demand, usage and throughput of assets prove incorrect, returns to the Brookfield Account could be materially and adversely affected.

Commodity Price Risk. Infrastructure assets may be subject to commodity price risk, including, without limitation, the price of electricity and the price of fuel. The operation and cash flows of infrastructure assets may depend, in some cases to a significant extent, upon prevailing market prices for energy commodities. Historically, the markets for oil, gas, coal and power have been volatile. This volatility is likely to continue in the future. Market prices of these energy commodities may fluctuate materially depending on a variety of factors beyond the control of the Brookfield Account, including, without limitation, weather conditions and foreign and domestic supply.

Private Equity Specific Risks

Nature of Distressed Investments. A Brookfield Account may to invest in securities of portfolio investments that are in weak financial condition, experiencing poor operating results, having substantial financial needs or negative net worth, facing special competitive or product obsolescence problems, or that are involved in bankruptcy or reorganization proceedings. Investments of this type involve substantial financial business risks that can result in substantial or total losses.

Portfolio investments may become involved in bankruptcy proceedings. Bankruptcy or other insolvency proceedings are highly complex and may result in unpredictable outcomes. The bankruptcy courts have extensive power and, under some circumstances, may alter contractual obligations of a bankrupt company. Shareholders, creditors and other interested parties are all entitled to participate in bankruptcy proceedings to attempt to influence the outcome for their own benefit. A variety of factors may affect the bargaining position of holders of distressed investments and may accordingly affect the outcome. The time required to conclude a bankruptcy case is unpredictable and may have a material impact on the value of a distressed investment. It also frequently is a critical variable in determining the rate of return on a distressed investment.

Distressed investments require active monitoring and may, at times, require participation in business strategy or reorganization proceedings by Brookfield. To the extent that the Brookfield Account becomes involved in such proceedings, the Brookfield Account may have a more active participation in the affairs of the issuer than that assumed generally by an investor. In addition, involvement by the Brookfield

Account in an issuer's reorganization proceedings (or by having representatives on a creditor's committee or on its board of directors) could result in the imposition of restrictions limiting the Brookfield Account's ability to liquidate its position in the issuer.

The level of analytical sophistication, both financial and legal, necessary for successful investment in companies experiencing significant business and financial difficulties is unusually high. There is no assurance that Brookfield will correctly evaluate the value of a portfolio investment's assets or the prospects for a successful reorganization or similar action. In any reorganization or liquidation proceeding relating to a portfolio investment in which the Brookfield Account invests, the Brookfield Account may lose its entire investment, may be required to accept cash or securities with a value less than the Brookfield Account's original investment, and/or may be required to accept payment over an extended period of time.

Junior, Unsecured Securities. Any debt securities in which a Brookfield Account will invest may be unsecured and subordinated to substantial amounts of senior indebtedness, all or a significant portion of which may be secured. In the event of the bankruptcy or liquidation of an issuer of such securities, there may not be enough proceeds to repay the holders of such securities following repayment to the holders of senior indebtedness. In addition, such securities may not be protected by financial covenants or limitations upon additional indebtedness, thereby providing less control over the investment, and may have limited liquidity.

Lender Liability and Equitable Subordination. In recent years, a number of judicial decisions in the United States have upheld the right of borrowers to sue lending institutions on the basis of various evolving legal theories (collectively termed "Lender Liability"). Generally, Lender Liability is founded upon the premise that an institutional lender has violated a duty (whether implied or contractual) of good faith and fair dealing owed to the borrower or has assumed a degree of control over the borrower resulting in a creation of a fiduciary duty owed to the borrower or its other creditors or shareholders. A Brookfield Account, as a creditor, may be subject to allegations of Lender Liability. Furthermore, a Brookfield Account may be unable to control the conduct of the lenders under a loan syndication agreement requiring less than a unanimous vote, yet a Brookfield Account may be subject to Lender Liability for such conduct.

In addition, under common law principles that in some cases form the basis for Lender Liability claims, if a lender or bondholder (a) intentionally takes an action that results in the undercapitalization of a borrower to the detriment of other creditors of such borrower, (b) engages in other inequitable conduct to the detriment of such other creditors, (c) engages in fraud with respect to, or makes misrepresentations to, such other creditors, or (d) uses its influence as a stockholder to dominate or control a borrower to the detriment of other creditors of such borrower, a court may elect to subordinate the claim of the offending lender or bondholder to the claims of the disadvantaged creditor or creditors, a remedy called "equitable subordination." Brookfield Accounts do not intend to engage in conduct that would form the basis for a successful cause of action based upon the equitable subordination doctrine. However, because of the nature of certain Brookfield Accounts' Investments, a Brookfield Account may be subject to claims from creditors of an obligor that the debt obligations of which are held by such Brookfield Account should be equitably subordinated.

The preceding discussion regarding Lender Liability is based upon principles of U.S. federal and state laws. With respect to any of the Brookfield Account Investments outside of the United States, the laws of certain non-U.S. jurisdictions may also impose liability upon lenders or bondholders under factual circumstances similar to those described above, with consequences that may or may not be analogous to those described above under U.S. federal and state laws.

Distributions in Kind. In certain circumstances, a Brookfield Account will distribute securities and other assets to investors (including, for the avoidance of doubt, investment vehicles in which Brookfield is the largest investor). Brookfield also has the ability, in its sole discretion, to receive carried interest through distributions of a Brookfield Account's securities rather than in cash. While Brookfield will seek to determine the terms and size of any distribution in kind, taking into account the value and liquidity of assets that will be distributed, the risk of loss and delay in liquidating such assets will be borne by the investors, with the result that investors will receive less cash than was reflected in the fair value of such assets as determined by Brookfield. Each Investor (including investment vehicles in which Brookfield may be the largest investor) will generally be able to dispose of securities distributed in kind at any time and over time in its sole discretion. The price and liquidity of any securities distributed to Investors could be adversely affected by a variety of factors, including the number of Investors that seek to liquidity securities received in a distribution and the time at which other Investors seek to do so. In addition, where an investment vehicle in which Brookfield is the largest investor, it will receive the largest number of securities distributed and also be able to sell its position in its sole discretion. Given the size of its position, sales by Brookfield, alone or at the same time as other Investors decide to sell their shares is likely to have a greater adverse impact on price and liquidity than sales by other investors. Brookfield thus may ultimately receive a return on its securities distributed in kind that is higher than the return achieved by other Investors. In addition, when investments are distributed to investors in kind, such investors may then become minority shareholders in, or lenders to, the underlying portfolio investments and may be unable to protect their interests effectively. In addition, in certain circumstances, Brookfield may elect to receive an in-kind distribution in lieu of a cash distribution with respect to carried interest or other amounts distributable to Brookfield, which will result in a conflict of interest.

Bundling. From time to time, multiple Brookfield Accounts pool certain investments (an "Asset Pool"), including for the purposes of seeking a full or partial exit from one or more investments. In such circumstances an Asset Pool could be managed or controlled by Brookfield, and securities or other interests in the Asset Pool will be owned by another Brookfield Account. The consummation of any such transaction will not require consent from the applicable Brookfield Account's LPAC or any Investors. This will create conflicts of interest. For example, in determining the proportionate interest of each Brookfield Account in the Asset Pool (or particular classes or tranches of securities or others interests in the Asset Pool), Brookfield will be required to determine the relative value of assets contributed to the Asset Pool, and value of securities or interests (or particular classes or tranches thereof) issued by the Asset Pool. In making this determination, Brookfield could, but is not required to, engage or seek the advice of any third-party independent expert. However, even if such advice was sought, valuing such assets and interests and, therefore, the value of any one Brookfield Account's interest in, or proceeds received from, any Asset Pool, will be subjective.

All material risks known to Brookfield and associated with investing in a Brookfield Account are described in the Governing Documents of such Brookfield Account, and Investors are urged to consult those documents.

ITEM 9 – DISCIPLINARY INFORMATION

An administrative proceeding filed against (i) PenBrook Capital Advisors Private Limited ("PenBrook"), the investment manager of Peninsula Brookfield India Real Estate Fund (the "Fund"), (ii) PenBrook's current and former directors, and (iii) Peninsula Brookfield Trustee Private Limited, the trustee of the Fund ((i), (ii), and (iii) collectively, the "Noticees"), was settled on January 28, 2022. The proceeding involved allegations brought by the Securities and Exchange Board of India ("SEBI") that the Noticees accepted impermissibly small investments from certain investors in the Fund, failed to maintain sufficiently large investments themselves in the Fund, and extended the tenure of the Fund beyond the permissible period, in violation of the Securities and Exchange Board of India Act of 1922. SEBI further alleged that the annual compliance test report for the Fund did not reflect the non-compliance matters associated with the alleged violations.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

BAM PIC US is an indirect subsidiary of BAM and Brookfield Corporation, both publicly traded corporations. BAM PIC US (together with its relying advisers) is an affiliate of Brookfield Asset Management Private Institutional Capital Adviser (Canada), L.P. (together with its participating affiliates, "BAM PIC Canada"), Brookfield Asset Management Private Institutional Capital Adviser (Private Equity), L.P. (together with its participating affiliates, "BAM PIC PE"), Brookfield Asset Management Private Institutional Capital Adviser (Credit), LLC ("BAM PIC Credit"), Brookfield Renewable Energy Group LLC (together with its participating affiliates, "BREG LLC"), Brookfield Asset Management Private Institutional Capital BMG, LLC ("BAM PIC BMG"), and Brookfield Asset Management Insurance Advisor LLC (together with BAM PIC Canada, BAM PIC US, BAM PIC PE, BAM PIC Credit, BREG LLC and BAM PIC BMG, the "Brookfield Advisers"). The Brookfield Advisers (other than the participating affiliates) are registered with the SEC as investment advisers under the Advisers Act, and each serves as investment adviser or sub-adviser to Brookfield Accounts. Any references to Brookfield in this section will be deemed to include its respective affiliates (including the general partners of Brookfield Accounts), partners, members, shareholders, officers, directors and employees.

As noted in Item 4 above, Brookfield is a global alternative asset manager with significant assets under management and a long history of owning, managing and operating assets, businesses and investment vehicles across various industries, sectors, geographies and strategies. As noted throughout this Brochure, a key element of Brookfield's investment strategy on behalf of Brookfield Accounts is to leverage its experience, expertise, broad reach, relationships and position in the market for investment opportunities and deal flow, financial resources, access to capital markets and operating needs. Brookfield believes that this is in the best interests of Brookfield Accounts. However, being part of this broader platform, as well as activities of and other considerations relating to Brookfield Accounts, gives rise to actual and potential conflicts of interest between certain Brookfield Accounts, on the one hand, and Brookfield and/or other Brookfield Accounts, on the other hand, that may not be resolved in the most favorable manner to the interests of any particular Brookfield Account.

Brookfield's activities include, among others: investment and asset management; managing and investing reinsurance capital; sponsoring, offering and managing private and public investment vehicles that invest in the global fixed income, currency, commodity, equities, private and other markets; developing, constructing, owning, managing, operating and servicing real estate, renewable power, infrastructure and other companies and assets, including among others residential, commercial, storage and mixed-use real estate, data centers, transportation facilities, electric utilities, industrial and manufacturing facilities, energy companies, metals and mining companies, timberlands and agrilands, natural gas pipelines, and other assets; providing capital and financing solutions, as well as financial advisory, business development and other financial services; and other activities (collectively, "Brookfield Activities"). It is expected that Brookfield Accounts will benefit from Brookfield's expertise, market positioning and connectivity that arise from Brookfield Activities. At the same time, in the ordinary course of its business, Brookfield's and certain Brookfield Accounts' interests are expected to conflict with the interests of other Brookfield's Accounts, notwithstanding Brookfield's direct or indirect participation in the Brookfield Advisers' investment activities and Brookfield Accounts' investments. While Brookfield expects that its expertise as a global real asset operator will directly impact the ability of Brookfield Accounts to identify, access and assess investment opportunities, and that Brookfield Accounts' investments will benefit from the greater Brookfield ecosystem, there can be no assurance of any such successful collaboration or synergies. A lack of successful collaboration or synergies, whether as a result of concerns related to conflicts or otherwise, could impact Brookfield Accounts' ability to successfully implement their strategies or achieve their investment objectives.

Investors should note that the Governing Documents contain provisions that, subject to applicable law, (i) reduce or modify the duties (including fiduciary or other duties owed to Brookfield Accounts and Investors) to which Brookfield would otherwise be subject, (ii) waive duties or consent to conduct of Brookfield that might not otherwise be permitted pursuant to such duties and (iii) limit the remedies of Investors with respect to breaches of such duties. Additionally, the Governing Documents contain exculpation and indemnification provisions that, subject to the specific exceptions therein, provide that Brookfield and its affiliates and its directors will be held harmless and indemnified for matters relating to the operation of its business, including matters that may involve one or more potential or actual conflicts of interest.

The discussion below describes certain of the actual and potential conflicts of interest that are expected to arise between Brookfield Activities, on the one hand, and Brookfield's management of Brookfield Accounts, on the other hand. These conflicts of interest are not a complete list or explanation of all actual and potential conflicts of interest that could arise, and additional conflicts of interest are expected to arise as a result of new activities, transactions or relationships commenced in the future. In addition, certain terms described herein may only be applicable to certain Brookfield Accounts, but not others. Potential investors should review this section and the relevant Brookfield Account's Governing Documents carefully for additional risks and conflicts disclosure before making an investment decision.

While Brookfield acts in good faith to resolve potential conflicts in a manner that is fair and equitable taking into account the facts and circumstances known to it at the time, there can be no assurance that any recommendation or determination made by Brookfield will be most beneficial or favorable to any particular Brookfield Account or Investor, or would not have been different if additional information

were available to it. Potential conflicts of interest generally will be resolved in accordance with the principles summarized herein, Brookfield's policies for adequately addressing potential conflicts considerations that arise in managing its business activities, Governing Documents of Brookfield Accounts, and conflicts protocols.

CONFLICTS RELATING TO INVESTMENTS BY OTHER BROOKFIELD ACCOUNTS

As noted throughout this Brochure, Brookfield Accounts are expected to benefit from Brookfield's expertise and resources. Brookfield believes that operating within its integrated investment platform is in the best interests of all of its clients. However, being part of the broader Brookfield platform gives rise to actual and potential conflicts.

Advice to Certain Brookfield Accounts May Conflict with Other Brookfield Accounts' Interests. In light of the extensive scope of Brookfield's investment and related business activities: (i) Brookfield and its personnel will give advice, and take actions, with respect to current or future Brookfield Accounts, and/or Brookfield that could compete or conflict with the advice Brookfield gives to other Brookfield Accounts, or that could involve a different timing or nature of action than that taken with respect to other Brookfield Accounts, and (ii) investments by certain Brookfield Accounts and/or Brookfield could have the effect of diluting or otherwise disadvantaging the values, prices and/or investment strategies of other Brookfield Accounts. For example, when a Brookfield Account either manages or implements a portfolio decision ahead of, or contemporaneously with, portfolio decisions for other Brookfield Accounts, market impact, liquidity constraints and/or other factors could result in the applicable Brookfield Account receiving less favorable results, paying higher transaction costs, or being otherwise disadvantaged.

In making certain decisions with regard to portfolio investments that compete with or differ from the interests of one or more Brookfield Accounts Brookfield could face certain conflicts of interest between the interests of a Brookfield Account and the interests of such other Brookfield Accounts. These potential conflicts will be exacerbated in situations where Brookfield is entitled to higher fees from some Brookfield Accounts than from others, where portfolio managers making an allocation decision are entitled to higher performance-based compensation from some Brookfield Accounts than from others, where Brookfield (and/or the Related-Party Investor) has larger proprietary investments in some Brookfield Accounts than in others, or where there are capacity constraints with respect to a particular strategy or opportunity as a result of, for example, position limits and/or regulatory reporting obligations applicable to Brookfield. In addition, as an investment changes over time, additional conflicts of interest are expected to arise, including as a result of earlier investment allocation decisions. Investment and divestment decisions made with respect to other Brookfield Accounts may be made without regard to the interests of a Brookfield Account, even where such decisions are informed by that Brookfield Account's investment activities and/or adversely affect that Brookfield Account.

In addition, certain Brookfield Accounts (and/or portfolio investments of such Brookfield Accounts) provide investment banking and other advisory services to third parties with respect to assets in which another Brookfield Account desires to invest in or transact with. The interests of such Brookfield Accounts (and/or portfolio investments of such Brookfield Accounts) in such circumstances could conflict

with those of other Brookfield Accounts, and a Brookfield Account could compete with other Brookfield Accounts in pursuing certain investments.

Different business units and teams within the LPACs of the Brookfield Accounts and Brookfield may take views, and make decisions or recommendations, that are different than other areas of the LPACs of the Brookfield Accounts and Brookfield. Different portfolio management teams within the LPACs of the Brookfield Accounts and Brookfield may make decisions or take (or refrain from taking) actions with respect to Brookfield Accounts they advise in a manner that may be different than or adverse to Brookfield Accounts. Such teams might not share information with the portfolio management team of Brookfield Accounts, including as a result of certain information barriers. See "Data Management" below.

In particular, Brookfield Accounts that focus on making secondary investments are expected to invest in Third Party Vehicles. While such Brookfield Accounts are expected to negotiate for certain control rights over (and to offer strategic advice to) such Third Party Vehicles, such Third Party Vehicles will not be "Brookfield Accounts" and will not be considered "affiliates" of Brookfield for purposes of the provisions of the Governing Documents that limit the ability of Brookfield Accounts to transact with Brookfield affiliates. As a result, Brookfield Accounts will not be restricted from purchasing investments from, selling investments to, or otherwise transacting with or alongside such third-party funds or other investment vehicles. The interests of such Brookfield Accounts and the Third Party Vehicles in which they invest may conflict with those of Brookfield Accounts, including in circumstances in which such other Brookfield Accounts exercise (or decline to exercise) control rights over, or otherwise offer strategic advice to, such Third Party Vehicles in a manner that differs from Brookfield's advice to Brookfield Accounts.

Allocation of Personnel. Brookfield will devote such time as it deems necessary to conduct the business affairs of each Brookfield Account in an appropriate manner. However, the various teams and personnel working on one Brookfield Account will also work on matters related to other Brookfield Accounts. Accordingly, conflicts could arise in the allocation of personnel among Brookfield Accounts and such other strategies. For example, certain of the investment professionals who are expected to devote their business time to certain Brookfield Accounts are also contractually required to, and will, devote substantial portions of their business time to the management and operation of other Brookfield Accounts, and such circumstances could result in conflicts of interest for such portfolio managers and/or other personnel who are in a similar position.

Integrated Investment Platform, Information Sharing and related Trading Restrictions. As noted elsewhere herein, Brookfield is a global alternative asset manager with significant assets under management and a long history of owning, managing and operating assets, businesses and investment vehicles across various industries, sectors, geographies and strategies. Except as otherwise noted, Brookfield generally manages its investment and business lines in an integrated fashion with no information barriers that other firms may implement to separate certain investment teams so that one team's activities won't restrict or otherwise influence the other's. Brookfield believes that managing its investment and asset management platforms in an integrated fashion is in the best interests of Brookfield Accounts by enabling them to leverage Brookfield's experience, expertise, broad reach,

relationships and position in the market for investment opportunities and deal flow, financial resources, access to capital markets and management and operating needs. Among other things, Brookfield will have access to information across its platform relating to business operations, trends, budgets, customers and/or users, assets, funding and other metrics that is used by Brookfield to identify and/or evaluate potential investments for Brookfield Accounts and to facilitate the management of investments, including through operational improvements. Brookfield believes that managing its broader investment and asset management platform in an integrated fashion, which includes sharing of information and data obtained through the platform, provides Brookfield Accounts with greater transaction sourcing, investment and asset management capabilities, and related synergies, including the ability to better anticipate macroeconomic and other trends, and make more informed decisions for Brookfield Accounts.

At the same time, this level of integration results in certain regulatory, legal, contractual and other considerations that, under certain circumstances, restrict certain activities that would not otherwise arise if Brookfield managed its platform in a different fashion (e.g., in a walled environment) and that Brookfield is required to manage in the ordinary course. For example, from time to time, Brookfield's ability to buy or sell certain securities on behalf of Brookfield Accounts will be restricted by applicable securities laws, regulatory requirements, information held by Brookfield, contractual obligations applicable to Brookfield, and potential reputational risks relating to Brookfield and Brookfield Accounts, as well as Brookfield's internal policies designed to comply with these and similar requirements. As a result, from time to time, Brookfield will not engage in transactions or other activities for, or enforce certain rights in favor of, Brookfield Accounts due to Brookfield's activities, regulatory requirements, policies, and reputational risk assessments.

Brookfield will possess material, non-public information about companies that will limit Brookfield Accounts' ability to buy and sell securities related to those companies (or, potentially, other companies) during certain times. For example, Brookfield makes control investments in various companies and assets across its platform and its personnel take seats on boards of directors of, or have board of directors observer rights with respect to, portfolio investments in which Brookfield invests (including on behalf of Brookfield Accounts). In addition, Brookfield often obtains confidential information relating to investment opportunities that it considers across its platform. As a result, Brookfield will be limited and/or restricted in its ability to trade in securities of companies about which it has material non-public information, even if the information was not obtained for the benefit of the Brookfield Account that is restricted from making the investment. This will adversely affect Brookfield Accounts' ability to make and/or dispose of certain investments during certain times.

Furthermore, Brookfield, Brookfield businesses that are separated by information barriers (e.g., PSG and Oaktree (each as defined below)) and their accounts, and Brookfield Accounts are deemed to be affiliates for purposes of certain laws and regulations. As such, it is anticipated that, from time to time, Brookfield, Brookfield businesses that are separated by information barriers and their accounts, and Brookfield Accounts will have positions (which in some cases will be significant) in one or more of the same issuers. As such, Brookfield needs to aggregate such investment holdings for certain securities laws purposes (including trading restrictions under Rule 144 under the Securities Act, complying with reporting obligations under Section 13 of the Exchange Act and the reporting and short-swing profit disgorgement

obligations under Section 16 of the Exchange Act) and other regulatory purposes (including: (i) public utility companies and public utility holding companies; (ii) bank holding companies; (iii) owners of broadcast licenses, airlines, railroads, water carriers and trucking concerns; (iv) casinos and gaming businesses; and (v) public service companies (such as those providing gas, electric or telephone services)). Consequently, activities by Brookfield, Brookfield businesses that are separated by information barriers, and/or certain Brookfield Accounts could result in earlier public disclosure of investments by other Brookfield Accounts, restrictions on transactions by other Brookfield Accounts (including the ability to make or dispose of certain investments at certain times), adverse effects on the prices of investments made by other Brookfield Accounts, potential short-swing profit disgorgement, penalties and/or regulatory remedies, or otherwise create conflicts of interests for other Brookfield Accounts.

As a result of the foregoing, Brookfield could restrict, limit or reduce the amount of a Brookfield Account's investments under certain circumstances. In addition, certain of the investments made by Brookfield Accounts could become subject to legal and/or other restrictions on transfer following their acquisition. When faced with the foregoing limitations, Brookfield will generally avoid exceeding the threshold because exceeding the threshold could have an adverse impact on the ability of Brookfield to efficiently conduct its business activities. Brookfield could also reduce Brookfield Accounts' interest in, or restrict them from participating in, an investment opportunity that has limited availability or where Brookfield has determined to cap its aggregate investment in consideration of certain regulatory or other requirements so that other Brookfield Accounts that pursue similar investment strategies are able to acquire an interest in the investment opportunity. Brookfield could determine not to engage in certain transactions or activities which could be beneficial to Brookfield Accounts because engaging in such transactions or activities in compliance with applicable law would result in significant cost to, or administrative burden on, Brookfield or create the potential risk of trade or other errors.

In addition, certain potential conflicts considerations will arise for Brookfield in managing its investment and asset management platform in an integrated fashion. For example, in seeking to manage business activities efficiently across all Brookfield Accounts, Brookfield could determine, in its discretion, to apply certain restrictions during certain times to certain Brookfield Accounts, but not to others, taking into account the relevant facts and circumstances it deems appropriate. Moreover, while Brookfield will have or obtain information from across the platform (including all Brookfield Accounts and/or their portfolio investments, strategies, businesses and operations), Brookfield also will use such information for the benefit of its own business and investment activities as well as those of Brookfield Accounts.

Operating in an integrated environment is also expected to result in Brookfield, Brookfield Accounts and/or portfolio investments taking positions that are different from, and potentially adverse to, positions taken for other Brookfield Accounts or their portfolio investments, or result in Brookfield, Brookfield Account and/or portfolio investments benefiting from the business and investment activities of other Brookfield Accounts. Brookfield's ability to invest on behalf of a Brookfield Account or itself in a particular company could be enhanced by information obtained from the investment activities of other Brookfield Accounts. These integrated platform synergies are expected to provide material benefits to Brookfield, Brookfield Accounts, portfolio investments and Brookfield's affiliates and related parties, including those that are managed independently and their accounts, without compensation to the

Brookfield Accounts whose information is being used, because Brookfield shares information regarding Brookfield Accounts and/or portfolio investments with its affiliates and related parties. For example, Brookfield shares investment research prepared in connection with investments by Brookfield Accounts with other members of Brookfield's platform and their accounts at no cost (in accordance with information barriers and related protocols). See "Oaktree" and "Brookfield's Public Securities Group" below. While Brookfield believes information sharing across its platform benefits Brookfield Accounts overall by leveraging Brookfield's long operating history, broad reach and expertise across sectors and geographies, this practice gives rise to conflicts because Brookfield has an incentive to pursue and manage investments for a Brookfield Account that has data and information that can be utilized in a manner that benefits Brookfield, other Brookfield Accounts and/or their portfolio investments across the whole platform, including investments that Brookfield would not otherwise have made or investments on terms less favorable than Brookfield otherwise would have sought in the ordinary course.

While Brookfield will manage its investment and asset management platform in an integrated basis, there is no assurance that the investment professionals managing the investment activities of Brookfield Accounts will have access to and/or knowledge of all information that Brookfield is privy to at any given point in time. Conversely, operating in an integrated environment could provide Brookfield with access to and knowledge of information that Brookfield may have obtained in connection with an investment for another Brookfield Account, which could provide benefits to such other Brookfield Accounts that would not exist but for its position within Brookfield's platform. Brookfield will not be under any obligation or other duty to make all such information available for the benefit of Brookfield Accounts and/or any portfolio investments.

Data Management. To the extent it deems necessary or appropriate, in its sole discretion, Brookfield expects to provide data management services to Brookfield Accounts and their portfolio investments (collectively, "Data Holders"). Such services could include, among other things, assistance with obtaining, analyzing, curating, processing, packaging, organizing, mapping, holding, transforming, enhancing, marketing and selling data for monetization through licensing and/or sale arrangements with third parties and/or directly with Data Holders. To the extent provided, these services would be subject to the limitations discussed below and applicable contractual and/or legal obligations or limitations, including on the use of material non-public information. Moreover, where an arrangement is with a Brookfield Account or one of its portfolio investments, such Brookfield Account would directly or indirectly bear its appropriate share of related compensation. In addition, in Brookfield's sole discretion, data from one Data Holder may be pooled with data from other Data Holders, subject to applicable laws and regulations (including privacy laws and regulations), and any revenues arising from such pooled data sets would be allocated among Brookfield and the applicable Data Holders on a fair and equitable basis as determined by Brookfield in its sole discretion, with Brookfield able to make corrective allocations should it determine subsequently that such corrections were necessary or advisable.

Brookfield's compensation for any data management services could include a percentage of the revenues generated through any licensing and/or sale arrangements, fees, royalties and cost and expense reimbursement (including start-up costs and allocable overhead associated with personnel working on relevant matters (including salaries, benefits and other similar expenses)). This

compensation will not offset management or other fees or otherwise be shared with the Data Holders, Brookfield Accounts, their portfolio investments or Investors. Brookfield may share the products from its data management services within Brookfield (including other Brookfield Accounts and/or their portfolio investments) at no charge and, in such cases, the Data Holders are not expected to receive any financial or other benefit from having provided their data to Brookfield. The provision of data management services will create incentives for Brookfield to pursue and make investments that generate a significant amount of data, including on behalf of Brookfield Accounts. While all investments will be within the relevant Brookfield Account's investment mandate and consistent with its Governing Documents, they could include investments that Brookfield might not otherwise have made or investments on terms less favorable than Brookfield otherwise would have sought to obtain had it not been providing data management services.

Terms of an Investment by a Brookfield Account May Benefit or Disadvantage Another Brookfield Account. From time to time, in making investment decisions for Brookfield Accounts, Brookfield will face certain conflicts of interest between the interests of a Brookfield Account, on the one hand, and the interests of other Brookfield Accounts. For example, subject to applicable law and any limitations contained in the Governing Documents, Brookfield from time to time could cause a Brookfield Account to invest in securities, bank loans or other obligations of companies affiliated with or advised by Brookfield or in which other Brookfield Accounts have an equity, debt or other interest, or to engage in investment transactions that result in other Brookfield Accounts getting an economic benefit, being relieved of obligations or divested of investments. For example, from time to time, a Brookfield Account could make debt or equity investments in entities which are expected to use the proceeds of such investment to repay loans from another Brookfield Account. Depending on the circumstance, such other Brookfield Account would benefit if the Brookfield Account invested more money, thus providing sufficient funds to repay such other Brookfield Account, or it would benefit if the loans remained outstanding and such Brookfield Account continued to receive payment under the existing loans, if the loans were on attractive terms (including an attractive interest rate) from the perspective of such Brookfield Account. Alternatively, from time to time another Brookfield Account is in the position of making an investment that could be used to repay loans from the Brookfield Account, which would present the opposite conflict. Similarly, such conflicts are also present in other situations. For example, in certain circumstances, a Brookfield Account will pursue a take-private, asset purchase or other material transaction with an issuer in which another Brookfield Account is invested, which could result in the other Brookfield Account being paid out earlier than otherwise expected. In situations where the activities of a Brookfield Account enhances the profitability of other Brookfield Accounts with respect to their investment in and activities relating to companies, Brookfield could take the interests of such other Brookfield Accounts into consideration in connection with actions it takes on behalf of the Brookfield Account. See "Investments with Related Parties," below.

Additionally, there may be instances where the Brookfield Account or another Brookfield Account or one of their investments enters into agreements with third parties (or invest in assets or portfolio companies that have pre-existing agreements with third parties) that restrict the ability of other Brookfield Accounts to engage in potentially competitive actions, such as developing competing assets within a defined geographical area. These agreements could adversely impact the ability of the Brookfield Account to pursue attractive investment opportunities. In cases where the Brookfield Account or one of its

investments has entered into such a restriction, the Brookfield Account may from time to time seek to induce its counterparty to waive such restriction for the benefit of another Brookfield Account. No consent or notification will be provided to the Investors or the LPAC in these situations.

Conflicts among Portfolio Investments and Brookfield Accounts. There will be conflicts between Brookfield Accounts and/or their portfolio investments, on the one hand, and Brookfield, other Brookfield Accounts and/or one or more of their investments, on the other hand. For example, a portfolio investment of a Brookfield Account may be a competitor, customer, service provider or supplier of one or more portfolio investments of another Brookfield Account. In such circumstances, the other Brookfield Account and/or portfolio investment thereof are likely to take actions that have adverse consequences for such Brookfield Account and/or one of its portfolio investments, such as seeking to increase their market share to its detriment, withdrawing business from a portfolio investment in favor of a competitor that offers the same product or service at a more competitive price, or increasing prices of their products in their capacity as a supplier to a portfolio investment, or commencing litigation against a portfolio investment. In addition, in such circumstances, Brookfield may not pursue certain actions on behalf of a Brookfield Account or a portfolio investment, which could result in a benefit to another Brookfield Account (or vice versa). Brookfield has implemented policies and procedures designed to mitigate such potential conflicts of interest. Such policies and procedures could reduce the business activity among the portfolio companies of Brookfield Accounts, which would negatively affect a portfolio company of the Brookfield Account. Another Brookfield Account or portfolio company thereof may nonetheless continue to take such actions that have adverse consequences for the Brookfield Account or its portfolio investments, and Brookfield will not have any obligation or duty in this regard.

Investments with Related Parties. In light of the extensive scope of Brookfield's activities, in certain circumstances a Brookfield Account invests in assets or companies in which Brookfield and/or other Brookfield Accounts (including a co-investment account) hold an equity or debt position or in which Brookfield or another Brookfield Account invests (either in equity or debt positions) subsequent to a Brookfield Account's investment. For example, from time to time Brookfield and/or a Brookfield Account (including a co-investment account) will: (a) enter into a joint transaction with another Brookfield Account; (b) in their discretion, invest alongside another Brookfield Account in order to facilitate an investment (e.g., to the extent there is excess capacity) or to facilitate compliance with specific legal, regulatory or similar requirements; (c) be borrowers of certain portfolio investments or lenders in respect of another Brookfield Account; and/or (d) invest in different levels of an issuer's capital structure. Relatedly, a Brookfield Account could own (y) equity positions of real estate assets that have been pledged as collateral or otherwise provide security for notes owned by Brookfield or another Brookfield Account or (z) structured products (including commercial mortgage-backed securities) in which one or more Brookfield Accounts invest. The restrictions in the Governing Documents that relate to buying investments from and selling investments to Brookfield Accounts do not apply with respect to investments in portfolio investments or properties in which Brookfield Accounts have invested or will invest. As a result of the various conflicts and related issues described herein, a Brookfield Account could sustain losses during periods in which Brookfield or other Brookfield Accounts achieve profits generally or with respect to particular investments, or could achieve lower profits or higher losses than would have been the case had the conflicts described herein not existed.

Brookfield and other Brookfield Accounts invest in a broad range of asset classes throughout the corporate capital structure, including debt positions (either junior or senior to the positions of a Brookfield Account) and equity securities (either common or preferred). It is possible that a Brookfield Account or one or more of its portfolio companies will hold an interest in one part of a company's capital structure while another Brookfield Account or one or more of its portfolio companies holds an interest in another. In situations where such company or property is experiencing distress or bankruptcy, such conflicts of interest will be exacerbated. In such scenarios, other Brookfield Accounts or other consortiums, including Brookfield, Oaktree or Oaktree Accounts, could hold interests that are more senior in priority to that of the Brookfield Account and could seek to take over such company or property. In such circumstance, other Brookfield Accounts, Oaktree and/or Oaktree Accounts that participate in such asset could take actions that are adverse to the interests of the Brookfield Account. Alternatively, the Brookfield Account may make an investment in a company in which Brookfield or another Brookfield Account invests and such company may already be experiencing (or may in the future experience) distress or bankruptcy. The Brookfield Account may, or may not, be successful in managing it out of such distress. The conflicts between such parties and the Brookfield Account will be more pronounced where the asset is near default on existing loans and the Brookfield Account may not have the ability to make additional investments in order to sustain its position in the asset (either because the Brookfield Account is out of available Commitments or other limitations). In this case, Brookfield, Brookfield Accounts, Oaktree and/or Oaktree Accounts could, for a relatively small investment, obtain a stake in such company or take over the management of (and risk relating to) such company to the detriment of the Brookfield Account.

The interests of Brookfield Accounts and other consortium members in certain investments could differ from those of the Brookfield Account and could be acquired at different times, at different prices, with a different view (including different investment objectives and other considerations) and be subject to different terms and conditions. Furthermore, to the extent that the Brookfield Account acquires an interest in assets or companies subsequent to another Brookfield Account, it is possible that participation by the Brookfield Account could result in a direct or indirect financial benefit to such other Brookfield Account which would not have otherwise obtained. In addition, Brookfield Accounts and other consortium members could dispose of their interests in applicable investments at different times and on different terms than other Brookfield Accounts, including in situations where Brookfield and/or a Brookfield Account facilitated an investment with a view to reselling their portion of such investment to third parties following the closing of the transaction (which could, in certain situations, result in the Brookfield Account receiving compensation for (or related to) such sale) or where Brookfield Accounts and/or such consortium members seek to reallocate capital to other opportunities, de-risk of exposures, or otherwise manage their investments differently than other Brookfield Accounts, which could have an adverse effect on the value and/or liquidity of a Brookfield Account's position. In any such circumstances, such Brookfield Accounts or other consortium members will likely sell interests at different values, and possibly higher values, than other Brookfield Accounts will be able to when disposing of the applicable investment. Where a Brookfield Account invests alongside another Brookfield Account, Brookfield may manage that Brookfield Account's investment differently than Brookfield manages that of the other Brookfield Account, but may be restrained from doing so because of circumstances relating to Brookfield and/or the other Brookfield Account.

Moreover, from time to time, Brookfield and/or Brookfield Accounts could jointly acquire a portfolio of assets with a view to dividing up the assets in accordance with the relevant investment mandates. In this circumstance, Brookfield will determine the terms and conditions relating to the investment, including the purchase price associated with each asset, which price may not represent the price another Brookfield Account would have paid if it had acquired only the assets that such Brookfield Account ultimately retains. In certain circumstances, a Brookfield Account could have residual liability for assets that were allocated to Brookfield or another Brookfield Account, including potential tax liabilities. Additionally, from time to time, Brookfield will seek to sell assets on behalf of one or more other Brookfield Accounts together, including because Brookfield deems it to be in the best interests of Brookfield Accounts and each participating Brookfield Account to do so and/or because it believes each applicable Brookfield Account would generate excess value as part of a joint portfolio or platform sale. In this circumstance, Brookfield will determine the terms and conditions relating to such disposition, including the manner of sale, the ultimate sale price associated with each property and/or other asset and the allocation of the sale price among the Brookfield Accounts, which will be based on one or more factors, as deemed appropriate by Brookfield in its discretion, including among others internal carrying values of the relevant assets, appraisals and/or valuations of the relevant assets, the advice of external consultants and/or advisers, and/or the values attributed to the various assets by one or more of the bidders for the portfolio. Notwithstanding the foregoing, Brookfield's ultimate allocation of the sale price among the Brookfield Accounts could be different than any one particular factor utilized in its determination, including the values attributed to the various assets by the ultimate purchaser of the assets. These types of transactions will not require consent from the applicable Brookfield Account's LPAC. Furthermore, from time to time, Brookfield and/or Brookfield Accounts will jointly enter into a binding agreement to acquire an investment. If Brookfield or one Brookfield Account is unable to consummate the investment, another Brookfield Account could be subject to additional liabilities, including the potential loss of any deposit or the obligation to fund the entire investment. Similarly, to the extent that indebtedness in connection with an investment is structured such that both Brookfield and/or a Brookfield Account are jointly responsible on a cross-collateralized, joint borrower, joint guarantor or similar basis for the repayment of the indebtedness, the failure of Brookfield and/or a Brookfield Account to repay such indebtedness or meet other obligations could result in such Brookfield Account being required to fund more than its pro rata share of the indebtedness.

If Brookfield or a Brookfield Account participates as a lender in borrowings by another Brookfield Account, Brookfield's (or the other Brookfield Account's) interests may conflict with the interests of such Brookfield Account and/or the applicable portfolio investment. In this situation, such Brookfield Account's assets may be pledged to such Brookfield Account as security for the loan. In its capacity as a lender, Brookfield or the relevant Brookfield Account may act in its own interest, without regard for the interests of such Brookfield Account, its portfolio investments or Investors, which may materially and adversely affect such Brookfield Account, any subsidiary or investment entity and, in certain circumstances such as an event of default, ultimately may result in realization of such Brookfield Account's or portfolio investment's assets and a loss of an Investor's entire investment.

In situations in which Brookfield and/or a Brookfield Account holds an interest in an investment that differs from an interest in the same investment held by another Brookfield Account, conflicts of interest will arise in connection with, among other things, the following: (i) the nature, timing and terms of each

account's investment, (ii) the allocation of control and other governance rights among the accounts, (iii) the strategic objectives and/or timing underlying each account's investments, (iv) differing disposition rights, views and/or needs for all or part of an investment, (v) resolution of liabilities in connection with an investment among the accounts, (vi) allocation of jointly held resources (e.g., intellectual property, pooled funds, etc.), and/or (vii) other considerations related to the investment. These conflicts result from various factors, including, among other things, investments in different levels of the capital structure, different measurements of control, different risk profiles, different rights with respect to disposition alternatives, different investment objectives, strategies and horizons and different target rates of return as well as rights in connection with co-investors and/or other factors. Brookfield will manage or resolve these matters in a fair and equitable manner consistent with its fiduciary duty to each account. However, there can be no assurance that Brookfield will manage or resolve these matters in any particular manner or that it would manage or resolve these matters in the same manner that it would have managed or resolved them had these conflicts considerations not arisen.

As noted above, from time to time Brookfield and/or a Brookfield Account, on the one hand, and another Brookfield Account (including co-investment accounts), on the other hand, will invest in different classes or types of securities of the same company (or other assets, instruments or obligations issued by such company) or otherwise on different terms thereby creating divergent interests. For example, if the company or asset invested in experiences financial distress, bankruptcy or a similar situation, the interest may be subordinated or otherwise adversely affected by virtue of Brookfield's or another Brookfield Account's involvement and actions relating to their investment to the extent their interest is more senior to, or has different contractual rights than, the interest of Brookfield and/or the Brookfield Account. In these situations, Brookfield will face conflicts in managing each side's investment with a view to maximizing its value and, in connection therewith, pursuing or enforcing rights or activities. At all times, Brookfield will seek to treat each account fairly, reasonably and consistent with its investment mandate in pursuing and managing these investments. However, these factors could result in the (direct and indirect) interests of Brookfield Accounts being managed differently under certain circumstances and investments realizing different returns (including, possibly lower returns) on their investment than Brookfield and/or other Brookfield Accounts on theirs.

In addition, Brookfield is expected to advise Brookfield Accounts with respect to different parts of the capital structure of an investment. As a result, Brookfield could pursue or enforce rights or activities, or refrain from pursuing or enforcing rights or activities, with respect to a particular investment in which multiple Brookfield Accounts have a position. Such Brookfield Accounts could be negatively affected by these activities, and transactions on behalf of such Brookfield Accounts could be executed at prices or terms that are less favorable than would otherwise have been the case. In addition, in the event that Brookfield and/or a Brookfield Account hold voting securities of an issuer in which another Brookfield Account (directly or indirectly) hold loans, bonds, or other credit-related securities, Brookfield or such Brookfield Account could have the right to vote on certain matters that could have an adverse effect on the positions held by such other Brookfield Account.

As a result of the various conflicts and related issues described above, a Brookfield Account could sustain (direct or indirect) losses during periods in which Brookfield or other Brookfield Accounts achieve profits

generally or with respect to particular holdings, or could achieve lower profits or higher losses than would have been the case had the conflicts described above not existed.

In order to mitigate potential conflicts of interest in these situations, Brookfield could but will not be obligated to take actions on behalf of itself, and Brookfield Accounts, including among others one or more of the following as it determines in its sole discretion: (i) forbearance of rights, such as causing Brookfield, and/or Brookfield Accounts to remain passive in a situation in which it is otherwise entitled to vote, which could mean that Brookfield, and/or Brookfield Accounts, as applicable, defer to the decision or judgment of an independent, third-party investor in the same class of securities with respect to decisions regarding defaults, foreclosures, workouts, restructurings, and/or similar matters, including actions taken by a trustee or administrative or other agent of the investment, such as a release, waiver, forgiveness or reduction of any claim for principal or interest, extension of maturity date or due date of any payment of any principal or interest, release or substitution of any material collateral, release, waiver, termination or modification of any material provision of any guaranty or indemnity, subordination of any lien, and release, waiver or permission with respect to any covenants; (ii) causing Brookfield, and/or a Brookfield Account to hold only non-controlling interests in any such investment; (iii) referring the matter to one or more persons that is not affiliated with Brookfield, such as a thirdparty loan servicer, administrative agent or other agent to review and/or approve of an intended course of action; (iv) consulting with and/or seeking consent from the applicable Brookfield Account's LPAC (or a similar body); (v) establishing ethical screens or information barriers (which can be temporary and of limited purpose) designed to separate Brookfield investment professionals to act independently on behalf of a Brookfield Account, on the one hand, and Brookfield and/or other Brookfield Accounts, on the other hand, in each case with support of separate legal counsel and other advisers; (vi) seeking to ensure that Brookfield and/or Brookfield Accounts own interests in the same securities or financial instruments and in the same proportions so as to preserve an alignment of interests; and/or (vii) causing Brookfield, and/or Brookfield Accounts to divest of an investment that it otherwise could have held on to, including without limitation causing a Brookfield Account to sell its position to Brookfield or another Brookfield Account (or vice versa).

At all times, Brookfield will endeavor to treat each Brookfield Account fairly, equitably and consistent with its investment mandate in pursuing and managing these investments. However, there can be no assurance that any action or measure pursued by Brookfield will be feasible or effective in any particular situation, or that its own interests won't influence its conduct, and it is possible that the outcome for any particular Brookfield Account will be less favorable than otherwise would have been the case if Brookfield did not face these conflicts of interest. In addition, the actions and measures that Brookfield pursues are expected to vary based on the particular facts and circumstances of each situation and, as such, there will be some degree of variation and potentially inconsistency in the manner in which these situations are addressed. Furthermore, from time to time Brookfield intends to enter into a voting agreement with one or more other Brookfield Accounts alongside which a Brookfield Account is invested, which, among other things, would allocate (upon such Brookfield Account's election), directly or indirectly, certain voting rights of Brookfield with respect to the Brookfield Account or with respect to one or more properties or portfolio companies to such affiliates. However, for the avoidance of doubt, Brookfield will in all circumstances control the Brookfield Account.

Structuring of Investments and Subsidiaries. Brookfield is typically the largest investor in Brookfield Accounts and is entitled to receive management fees and other compensation from them. As a result, Brookfield will take its interests into account structuring Brookfield Accounts' investments and other operations, while also taking into account the interests of Brookfield Accounts as a whole.

From time to time, Brookfield may implement bespoke structures for one or a group of investors to facilitate their participation in particular investments in a manner that addresses tax, regulatory or other concerns (such as forming an Alternative Investment Vehicle for an individual investor). These structures will generally require additional expenses to be borne by Brookfield Accounts. In light of the time and expense required in connection with bespoke structures, in some cases Brookfield may make such structures available only to certain investors even when other similarly-situated investors may also benefit from them. Brookfield will decide in its discretion which investors will benefit from such bespoke structuring based on factors such as the amount of an investor's investment, contractual agreements with such Investors and the particular tax, regulatory or other circumstances applicable to an investor. Investors for whom Brookfield engages in such bespoke structuring are expected to benefit from more favorable tax or other outcomes than other similarly-situated investors who do not benefit from such structuring.

Restrictions on Brookfield Accounts' Activities. Brookfield is subject to certain protocols, obligations and restrictions in managing Brookfield Accounts, including conflicts-management protocols, aggregated regulatory reporting obligations and other regulatory restrictions such as real estate investment trust affiliate rules and regulations (which also apply with respect to certain Brookfield businesses that are separated by an information barrier, including PSG and Oaktree (in each case, as defined and described above)) and certain investment-related restrictions, which could in certain situations have an adverse effect on Brookfield Accounts.

Financing to Counterparties of Brookfield Accounts. There may be situations in which Brookfield or a Brookfield Account will offer and/or commit to provide financing to one or more third parties that are expected to bid for and/or purchase an investment (in whole or in part) from a Brookfield Account. This type of financing could be provided through pre-arranged financing packages arranged and offered by Brookfield or a Brookfield Account to potential bidders in the relevant sales process or otherwise pursuant to bilateral negotiations between one or more bidders and Brookfield and/or the Brookfield Account. For example, where a Brookfield Account seeks to sell an investment (in whole or in part) to a third party in the normal course, Brookfield or a Brookfield Account could offer the third-party debt financing to facilitate its bid and potential purchase of the investment.

This type of arrangement will only be offered in situations in which Brookfield believes it is neutral to or provides benefits to Brookfield Accounts by supporting third parties in their efforts to successfully bid for and/or acquire investments. However, acquisition financing arranged and offered by Brookfield and/or Brookfield Accounts also creates potential conflicts of interest. In particular, Brookfield's or the Brookfield Account's participation as a potential lender in the sales process could create an incentive to select a third-party bidder that uses financing arranged by Brookfield or a Brookfield Account to another Brookfield Account's potential detriment.

In order to mitigate potential conflicts of interest in these situations, Brookfield generally will seek to take one or more of the following actions, among others, as it determines in its sole discretion in satisfaction of its duties to each Brookfield Account: (i) offer investments for sale in the normal course via competitive and blind bidding processes designed to maximize the sales value for a Brookfield Account, (ii) engage one or more independent advisers, such as sell-side bankers, on behalf of a Brookfield Account to administer and facilitate a commercially fair and equitable sales process, (iii) consult with and/or seek approval of Investors or the applicable Brookfield Account's LPAC (or similar bodies) with respect to a recommended and/or intended course of action; (iv) establish ethical screens or information barriers (which can be temporary and of limited purpose) to separate the Brookfield investment professionals that act on behalf of the applicable Brookfield Account, on the one hand, from the Brookfield investment professionals that act on behalf of Brookfield and/or the other Brookfield Account arranging and offering the acquisition financing, on the other hand, and (v) such other actions that Brookfield deems necessary or appropriate taking into account the relevant facts and circumstances. However, there can be no assurance that any particular action will be feasible or effective in any particular situation, or that Brookfield's own interests won't influence its conduct, and it is possible that the outcome for a Brookfield Account will be less favorable than otherwise would have been the case if Brookfield did not face these conflicts of interest. In addition, the actions that Brookfield pursues are expected to vary based on the particular facts and circumstances of each situation and, as such, there will be some degree of variation and potential inconsistency in the manner in which these situations are addressed.

In addition, in certain situations Brookfield may accept a bid for an investment from a bidder that received acquisition financing from Brookfield or a Brookfield Account that is at a lower price than an offer that it received from a party that has independent financing sources. For example, although price is often the deciding factor in selecting whom to sell an investment to, other factors frequently influence the seller, including, among other things, closing conditions, lack of committed financing sources, regulatory or other consent requirements, and such other factors that increase the risk of the higher-priced bidder being able to complete or close the transaction under the circumstances. Brookfield could therefore cause a Brookfield Account to sell an asset to a third party that has received financing from Brookfield or another Brookfield Account, even when such third party has not offered the most attractive price.

In exercising its discretion hereunder, Brookfield will seek to ensure that Brookfield Accounts obtain the most favorable sale package (including sales price and certainty and speed of closing) on the basis of a commercially fair and equitable sales process. However, no sale of an investment (in whole or in part) involving acquisition financing provided by Brookfield or a Brookfield Account will require approval by Investors or the applicable Brookfield Account's LPAC (or similar bodies).

Linked Transactions/Arrangements. Brookfield intends from time to time to contract with third parties for various linked business transactions and/or arrangements (e.g., agreements to supply power to a third party while at the same time agreeing to procure technology services from such third party) as a part of broader business or other similar relationships with such third parties. Such transactions and/or arrangements (and related benefits) generally will be for the benefit of Brookfield's broader business platform and will be allocated in accordance with Brookfield's allocation guidelines in a fair and

reasonable manner. In connection with these transactions and/or arrangements, Brookfield will allocate certain transactions (e.g., power supply agreements) among various Brookfield Accounts and may in connection therewith commit certain Brookfield Accounts to purchase and/or backstop certain services or products provided by such third parties. In addition, Brookfield expects to receive discounts and other special economic benefits in respect of the services and/or products provided by the third parties, which will be allocated among Brookfield and various Brookfield Accounts in a fair and reasonable manner, including Brookfield and Brookfield Accounts that do not participate in providing goods and/or services to the third parties.

Investments by Brookfield Personnel. Brookfield personnel that participate in Brookfield's advisory business activities, including partners, officers and other employees of Brookfield ("Brookfield Personnel"), are permitted to buy and sell securities or other investments for their own or their family members' accounts (including through Brookfield Accounts), subject to the limitations described below. Positions are likely to be taken by such Brookfield Personnel that are the same, different from, or made at different times than positions taken directly or indirectly for Brookfield Accounts. To reduce the possibility of (i) potential conflicts between Brookfield's investment activities on behalf of Brookfield Accounts and those of Brookfield Personnel, and (ii) Brookfield Accounts' activities being materially adversely affected by Brookfield Personnel's personal trading activities, Brookfield has established policies and procedures relating to personal securities trading. To this end, Brookfield Personnel that participate in managing Brookfield Accounts' investment activities are generally restricted from engaging in personal trading activities (unless such activities are conducted through accounts over which Brookfield Personnel have no influence or control), and other personnel generally must pre-clear proposed personal trades. In addition, Brookfield's policies include prohibitions on insider trading, front running, trading in securities that are on Brookfield's securities watch list, trading in securities that are subject to a black-out period and other restrictions.

Certain Brookfield Personnel are expected to be offered the opportunity to invest in Brookfield Accounts. While such investments are otherwise expected to be made on the terms available to third party investors, Brookfield Personnel will generally not pay any management fees or carried interest. Brookfield Personnel, including the persons who are primarily responsible for the management of a Brookfield Account, are not required to make investments in such Brookfield Account. Financing or other funding arrangements will be made available to certain Brookfield Personnel to assist them in funding all or a portion of their investment in such Brookfield Account. Such arrangements may include debt financing that is recourse to Brookfield and/or Brookfield Personnel. It is expected that some of the Brookfield Personnel utilizing these arrangements will be individuals who are involved in managing Brookfield Accounts and their Investments. The use of such financing arrangements may influence Brookfield Personnel responsible for the provision of investment advice to recommend investments with different risk profiles than they otherwise would have. In addition, if a Brookfield Account experiences losses, the use of such financing would be expected to magnify the losses realized by Brookfield Personnel who utilized such financing for their investment in such Brookfield Account.

Investments by the Related-Party Investor. Certain Brookfield executives and former executives own a substantial majority of an investment vehicle (the "Related-Party Investor") whose investment mandate is managed by Brookfield. The Related-Party Investor's investment mandate generally focuses on liquid

securities and includes, among other things, equity, debt and other investments in Brookfield and third-party companies, which are made directly and through separate accounts managed by Brookfield, Oaktree and PSG. The Related-Party Investor's investments include, among other things, interests in companies that Brookfield Accounts have invested in, are invested in and/or will in the future invest in, including in certain cases investments made alongside Brookfield Accounts. There is no information barrier between the personnel managing the Related-Party Investor's activities and the rest of Brookfield (with the exception of Oaktree and PSG, which are walled off). Brookfield has adopted protocols designed to ensure that the Related-Party Investor's activities do not materially conflict with or adversely affect Brookfield's activities on behalf of Brookfield Accounts and to ensure that Brookfield Accounts' interests are, to the extent feasible, prioritized relative to the Related-Party Investor's interests, including among others in connection with the allocation of investment opportunities and the timing of execution of investments.

Brookfield's Public Securities Group. Brookfield is an active participant, as agent and principal, in the global fixed income, currency, commodity, equities and other markets. Certain of Brookfield's investment activities are managed independently of, and carried out without any reference to, the management of Brookfield Accounts. For example, Brookfield invests, trades or makes a market in the equity, debt or other interests of certain companies without regard to the impact of such activities on Brookfield Accounts and their portfolio investments. In particular, Brookfield's Public Securities Group (together with its business lines, including Brookfield BHS Advisors, "PSG") manages investment funds and accounts that invest in public debt and equity markets. There is currently an information barrier in place pursuant to which Brookfield and PSG manage their investment operations independently of each other and do not generally share information relating to investment activities. Consequently, Brookfield and PSG generally do not consult each other about, or have awareness of, investment decisions made by the other, and neither is subject to any internal approvals over its investment decisions by any person who would have knowledge of the investment decisions of the other. As a result, PSG will not share with Brookfield investment opportunities that could be suitable for Brookfield Accounts, and Brookfield Accounts will have no rights with respect to such opportunities. In addition, in certain circumstances, funds and/or accounts managed by PSG will hold an interest in Brookfield Accounts' investments (or potential investments). In such situations, PSG funds and/or accounts could benefit from the activities of Brookfield Accounts. In addition, as a result of different investment objectives and views, PSG is likely to manage its interests in a way that is different from Brookfield Accounts (including, for example, by investing in different portions of an issuer's capital structure, short selling securities, voting securities in a different manner, and/or selling its interests at different times than Brookfield Accounts).

The potential conflicts of interest described herein are magnified as a result of the information sharing barrier because Brookfield's investment teams will not be aware of, and will not have the ability to mitigate, ameliorate or avoid, such conflicts. Brookfield has discretion at any time, and without notice to Investors, to remove or modify such information barrier. In the event that the information barrier is removed or modified, Brookfield would be subject to certain protocols, obligations and restrictions in managing Brookfield Accounts, including, for example, conflicts-management protocols and certain potential investment-related limits and restrictions.

Oaktree. Brookfield holds a significant interest in Oaktree Capital Group, LLC (together with its affiliates, "Oaktree"). Oaktree is a global investment manager with significant assets under management, emphasizing an opportunistic, value-oriented and risk-controlled approach to investments in credit, private equity, real assets and listed equities. Brookfield and Oaktree operate their respective investment businesses largely independently pursuant to an information barrier, with each remaining under its current brand and led by separate management and investment teams.

It is expected that Brookfield, Brookfield Accounts and their portfolio investments will engage in activities and have business relationships that give rise to conflicts (and potential conflicts) of interest between them, on the one hand, and Oaktree, Oaktree-managed funds and accounts (collectively, "Oaktree Accounts") and their portfolio investments, on the other hand. For so long as Brookfield and Oaktree manage their investment operations independently of each other pursuant to an information barrier, Oaktree, Oaktree Accounts and their respective portfolio investments generally will not be treated as affiliates of Brookfield, Brookfield Accounts and their portfolio investments, and conflicts (and potential conflicts) considerations, including in connection with allocation of investment opportunities, investment and trading activities, and agreements, transactions and other arrangements entered into with Oaktree, Oaktree Accounts and their portfolio investments, generally will be managed as summarized herein.

There is (and in the future will continue to be) some degree of overlap in investment strategies and investments pursued by Brookfield Accounts and Oaktree Accounts. Nevertheless, Brookfield generally does not expect to coordinate or consult with Oaktree with respect to investment activities and/or decisions. This absence of coordination and consultation, and the information barrier described above, will in some respects mitigate conflicts of interests between Brookfield Accounts, on the one hand, and Oaktree Accounts, on the other hand; however, these same factors also will give rise to certain conflicts and risks in connection with Brookfield's and Oaktree's investment activities, and make it more difficult to mitigate, ameliorate or avoid such situations. For example, because Brookfield and Oaktree are not expected to coordinate or consult with each other about investment activities and/or decisions, and neither Brookfield nor Oaktree is expected to be subject to any internal approvals over its investment activities and decisions by any person who would have knowledge and/or decision-making control of the investment decisions of the other, Oaktree Accounts will be entitled to pursue investment opportunities that are suitable for Brookfield Accounts, but which are not made available to those Brookfield Accounts. Brookfield Accounts, on the one hand, and Oaktree Accounts, on the other hand, are also expected to compete, from time to time, for the same investment opportunities. Such competition could, under certain circumstances, adversely impact the purchase price of Brookfield Accounts' (direct and/or indirect) investments. Oaktree will have no obligation to, and generally will not, share investment opportunities that could be suitable for Brookfield Accounts with Brookfield, and Brookfield Accounts will have no rights with respect to any such opportunities.

In addition, Oaktree will not be restricted from forming or establishing new Oaktree Accounts, such as additional funds or successor funds. Moreover, Brookfield expects to provide Oaktree, from time to time, with (i) access to marketing-related support, including, for example, strategy sessions, introductions to investor relationships and other marketing facilitation activities, and (ii) strategic oversight and business development support, including general market expertise and introductions to market participants such

as portfolio investments, their management teams and other relationships. Certain such Oaktree Accounts could compete with or otherwise conduct their affairs without regard to whether or not they adversely impact Brookfield Accounts.

In addition, Oaktree Accounts will be permitted to make investments of the type that are suitable for Brookfield Accounts without the consent of Brookfield. From time to time, Brookfield Accounts, on the one hand, and Oaktree Accounts, on the other hand, are expected to purchase or sell an investment from each other, as well as jointly pursue one or more investments. In addition, from time to time, Oaktree Accounts are expected to hold an interest in an investment held by (or potential investment of) Brookfield Accounts, and/or subsequently purchase (or sell) an interest in an investment held by (or potential investment of) Brookfield Accounts, including in different parts of the capital structure. For example, a Brookfield Account may hold an equity position in a company while an Oaktree Account holds a debt position in the company. In such situations, Oaktree Accounts could benefit from Brookfield Accounts' (direct or indirect) activities. Conversely, Brookfield Accounts could be adversely impacted by Oaktree's activities. In addition, as a result of different investment objectives, views and/or interests in investments, it is expected that Oaktree will manage certain Oaktree Accounts' interests in a way that is different from the interests of Brookfield Accounts (including, for example, by investing in different portions of an issuer's capital structure, short selling securities, voting securities or exercising rights it holds in a different manner, and/or selling its interests at different times than Brookfield Accounts), which could adversely impact Brookfield Account' (direct and/or indirect) interests. Oaktree and Oaktree Accounts are also expected to take positions, give advice and provide recommendations that are different, and potentially contrary to those which are taken by, or given or provided to, Brookfield Accounts, and are expected to hold interests that potentially are adverse to those held by Brookfield Accounts (directly or indirectly). Brookfield Accounts, on the one hand, and Oaktree Accounts, on the other hand, will in certain cases have divergent interests, including the possibility that the interests of Brookfield Accounts are subordinated to Oaktree Accounts' interests or are otherwise adversely affected by Oaktree Accounts' involvement in and actions related to the investment. Oaktree will not have any obligation or other duty to make available for the benefit of Brookfield Accounts any information regarding its activities, strategies and/or views.

Oaktree may provide similar information, support and/or knowledge to Brookfield, and the conflicts (and potential conflicts) of interest described above will apply equally in those circumstances.

The potential conflicts of interest described herein are expected to be magnified as a result of the lack of information sharing and coordination between Brookfield and Oaktree. Brookfield's investment teams managing Brookfield Accounts' activities are not expected to be aware of, and will not have the ability to manage, mitigate, ameliorate or avoid, such conflicts. This will be the case even if they are aware of Oaktree's investment activities through public information.

Brookfield and Oaktree may decide, at any time and without notice to Brookfield Accounts or Investors, to remove or modify the information barrier between Brookfield and Oaktree. In the event that the information barrier is removed or modified, it would be expected that Brookfield and Oaktree will adopt certain protocols designed to address potential conflicts and other considerations relating to the management of their investment activities in a different or modified framework.

Breaches (including inadvertent breaches) of the information barrier and related internal controls by Brookfield and/or Oaktree could result in significant consequences to Brookfield (and Oaktree) as well as have a significant adverse impact on Brookfield Accounts, including (among others) potential regulatory investigations and claims for securities laws violations in connection with Brookfield's investment activities on behalf of Brookfield Accounts. These events could have adverse effects on Brookfield's reputation, result in the imposition of regulatory or financial sanctions, negatively impact Brookfield's ability to provide investment management services to Brookfield Accounts, all of which could result in negative financial impact to the investment activities of Brookfield Accounts.

To the extent that the information barrier is removed or otherwise ineffective and Brookfield has the ability to access analysis, models and/or information developed by Oaktree and its personnel, Brookfield will not be under any obligation or other duty to access such information or effect transactions for Brookfield Accounts in accordance with such analysis and models, and in fact may be restricted by securities laws from doing so. Brookfield may make investment decisions that differ from those it would have made if it had pursued such information, which may be disadvantageous to a Brookfield Account.

Brookfield may from time to time engage Oaktree, Oaktree Accounts and/or their portfolio companies to provide certain services to Brookfield Accounts and their portfolio companies, including without limitation non-investment management related services and other services that would otherwise be provided by third-party service providers or Brookfield, as the case may be. While Brookfield will determine in good faith what rates and expenses it believes are acceptable for the services being provided to Brookfield Accounts (including based on similar services provided, or previously provided, to other Brookfield Accounts and/or rates approved by other Brookfield Accounts), there can be no assurances that the rates and expenses charged to Brookfield Accounts will not be greater than those that would be charged in alternative circumstances. Each such engagement will be in accordance with disclosures set out in this Brochure and in the applicable Governing Documents. Companies in which Brookfield Accounts have invested may enter into lease agreements and other similar agreements with Oaktree, Oaktree Accounts and/or their portfolio companies.

As noted in "Transactions with Portfolio Companies" below, portfolio investments are and will be counterparties in agreements, transactions and other arrangements with other Brookfield Accounts (including their portfolio investments) for the provision of goods and services, purchase and sale of assets and other matters that would otherwise be transacted with independent third parties. Similarly, portfolio investments of Brookfield Accounts are and will be counterparties in arrangements with Oaktree, Oaktree Accounts and/or their portfolio investments to the extent practicable pursuant to the information barrier. These arrangements will give rise to the same potential conflicts considerations (and be resolved in the same manner) as set out in "Transactions with Portfolio Companies."

This does not purport to be a complete list or explanation of all actual or potential conflicts that could arise as a result of Brookfield's investment in Oaktree, and additional conflicts not yet known by Brookfield or Oaktree could arise in the future and those conflicts will not necessarily be managed or resolved in favor of Brookfield Accounts' interests. Because of the extensive scope of both Brookfield's and Oaktree's activities and the complexities involved in managing certain aspects of their existing

businesses, the policies and procedures to identify, manage and resolve such conflicts of interest will continue to be developed over time.

Cross Trades and Principal Trades. When permitted by applicable law and subject to and in accordance with the terms of the Governing Documents of the applicable Brookfield Account, Brookfield may (but is under no obligation to) cause a Brookfield Account to acquire or dispose of investments in cross trades between other Brookfield Accounts or effect principal transactions where Brookfield causes the Brookfield Account to purchase investments from or sell investments to Brookfield, provided that any such transaction be approved to the extent required by the Governing Documents and applicable law. Under our Governing Documents, where a Brookfield Account engages in cross trades with other Brookfield Accounts or effects principal transactions with Brookfield, such transactions are subject to the approval of the independent directors or the LPACs (subject to certain exceptions), which approval is deemed to constitute the approval of, and be binding upon, Brookfield Accounts. The independent directors of Brookfield Accounts have generally approved cross trades between Brookfield Accounts provided they are executed in accordance with parameters described in this Brochure. Principal trades between Brookfield Accounts are generally subject to approval by our independent directors on a caseby-case basis. Similarly, the Brookfield Accounts have generally approved cross trades between such Brookfield Accounts provided they are executed in accordance with parameters described in the applicable Brookfield Accounts' Governing Documents, while principal trades between such Brookfield Accounts are subject to their Investors' consent on a case-by-case basis (which is generally obtained via their LPACs or other analogous bodies), which approvals will be deemed to constitute the approval of, and be binding upon, the Brookfield Account.

There may be potential conflicts of interest or regulatory issues relating to these transactions which could limit Brookfield's decision to engage in these transactions for Brookfield Accounts. In connection with a cross trade or a principal transaction, Brookfield and its affiliates have a potentially conflicting division of loyalties and responsibilities regarding a Brookfield Account and the other parties to the trade and have developed policies and procedures in relation to such transactions and conflicts. However, there can be no assurance that such transactions will be effected, or that such transactions will be effected in the manner that is most favorable to a Brookfield Account as a party to any such transaction. By virtue of its investment, an Investor consents to a Brookfield Account entering into cross trades and, subject to consent by the LPAC or other analogous body, principal transactions to the fullest extent permitted under applicable law. For the avoidance of doubt, acquisitions or dispositions among certain portfolio investments of Brookfield Accounts, PSG, Oaktree or Non-Controlled Affiliates will not be treated as cross trades or principal transactions and will not require the approval of the independent directors or any other consent. See "Affiliated Services and Transactions" below.

Excess Funds Liquidity Arrangement with Related Parties. Brookfield has an arrangement in place with Brookfield Accounts pursuant to which those Brookfield Accounts lend Brookfield excess funds from time to time and Brookfield lends excess funds to those Brookfield Accounts from time to time. This arrangement is intended to enhance the use of excess funds between those Brookfield Accounts and Brookfield when the lender has excess funds and the borrower has a business need for the capital (including, without limitation, to fund operating and/or investment activities and/or to pay down higher cost capital), and provides: (i) to the lender, a higher rate of return on the funds than it otherwise would

be able to achieve in the market and (ii) to the borrower, a lower cost of funds than it otherwise would be able to obtain in the market.

Brookfield, in its capacity as the service provider, determines when it is appropriate for those Brookfield Accounts to lend excess funds to, or borrow excess funds from, Brookfield. Brookfield has similar arrangements with other affiliates for whom it serves in one or more capacities, including (among others) promoter, principal investor and investment manager. It is therefore possible that, from time to time and to the extent that Brookfield determines this to be in the best interests of the parties: (i) funds that are placed on deposit with Brookfield by those Brookfield Accounts will, in the discretion of Brookfield on a case-by-case basis, be lent to other affiliates of Brookfield and (ii) funds that are placed on deposit with Brookfield by other Brookfield affiliates will, in the discretion of Brookfield on a case-by-case basis, be lent to those Brookfield Accounts. Because the interest rates charged are reflective of the credit ratings of the applicable borrowers, any loans by Brookfield to its affiliates generally will be at higher interest rates than the rates then applicable to any balances deposited with Brookfield by those Brookfield Accounts or other Brookfield affiliates (as applicable). These differentials are approved according to protocols described below. Accordingly, Brookfield also benefits from these arrangements and will earn a profit as a result of the differential in lending rates.

Amounts those Brookfield Accounts lend to or borrow from Brookfield pursuant to this arrangement generally are repayable at any time upon either side's request, and Brookfield generally ensures that the borrower has sufficient available capital from another source in order meet potential repayment demands. As noted above, Brookfield determines the interest rate to be applied to borrowed/loaned amounts taking into account each party's credit rating and the interest rate that would otherwise be available to it in similar transactions on an arms' length basis with unrelated parties.

Conflicts of interest arising for Brookfield under this arrangement will be approved in accordance with Brookfield's conflicts protocols for managing and resolving potential conflicts of interest.

Arrangements with Brookfield. The relationship between Brookfield Accounts and Brookfield involves a number of arrangements pursuant to which Brookfield provides various services to other Brookfield Accounts, including access to financing arrangements and investment opportunities, and Brookfield Accounts support other Brookfield Accounts and their portfolio investments in various ways. Certain of these arrangements could contain terms that are less favorable than those which otherwise might have been negotiated between unrelated parties. However, Brookfield believes that these arrangements are in the best interests of the Brookfield Accounts.

Circumstances could arise in which these arrangements will need to be amended or new arrangements will need to be entered into, and conflicts of interest between Brookfield Accounts and Brookfield will arise in negotiating such new or amended arrangements. Any such negotiations will be subject to review and approval in accordance with Brookfield's conflicts protocols for resolving potential conflicts of interest.

Brookfield is generally entitled to share in the returns generated by its operations, which creates an incentive for it to assume greater risks when making decisions for Brookfield Accounts than it otherwise would in the absence of such arrangements. In addition, Brookfield's investment in and support of

Brookfield Accounts and their portfolio investments provides Brookfield with certain ancillary benefits, such as satisfying Brookfield's commitment to invest in such accounts (which Brookfield would otherwise need to satisfy from different sources), assisting Brookfield in marketing Brookfield Accounts and facilitating more efficient management of their portfolio investments' operations.

Limited Liability of Brookfield. The liability of Brookfield and its officers and directors is limited under Brookfield Accounts' arrangements with them, and Brookfield Accounts have agreed to indemnify Brookfield and its officers and directors against claims, liabilities, losses, damages, costs or expenses which they may face in connection with those arrangements, which may lead them to assume greater risks when making decisions than they otherwise would if such decisions were being made solely for Brookfield's own account, or may give rise to legal claims for indemnification that are adverse to the interests of Investors. U.S. federal and state securities laws may impose liability under certain circumstances on persons that fail to act in good faith. Notwithstanding anything to the contrary in these arrangements, nothing in the these arrangements is intended to, or will, constitute a waiver of any rights or remedies that a Brookfield Account or any investors may have under such laws.

DECISIONS MADE AND ACTIONS TAKEN THAT MAY RAISE POTENTIAL CONFLICTS OF INTEREST

Reputational Considerations. Given the nature of its broader platform, Brookfield has an interest in preserving its reputation, including with respect to the statuses of certain members of the platform (including Brookfield Accounts) as publicly traded vehicles and, in certain circumstances, such reputational considerations may conflict with the interests of Brookfield Accounts. Brookfield will likely make decisions on behalf of a Brookfield Account for reputational reasons that it would not otherwise make absent such considerations. For example, Brookfield may limit transactions and activities on behalf of a Brookfield Account for reputational or other reasons, including where Brookfield provides (or may provide) advice or services to an entity involved in such activity or transaction, where another Brookfield Account is or may be engaged in the same or a related activity or transaction to that being considered on behalf of a Brookfield Account, where another Brookfield Account has an interest in an entity involved in such activity or transaction, or where such activity or transaction on behalf of or in respect of a Brookfield Account could affect Brookfield, other Brookfield Accounts or their activities. Additionally, by way of example, Brookfield may take into account the potential environmental and/or social impact when making decisions regarding the selection, management and disposal of investments and make take additional actions with respect to an investment motivated by environmental and social considerations beneficial to the reputation of Brookfield's broader platform. Such decisions and actions may result in Brookfield Accounts achieving lower financial returns had Brookfield not engaged in such decisions and actions. Conversely, while ESG considerations are integrated into Brookfield investment process, Brookfield may determine in any particular situation to take actions to preserve financial returns of Brookfield Accounts, notwithstanding any adverse ESG impact on the investments of Brookfield Accounts.

Brookfield Commitment. Brookfield and/or its affiliates expect to satisfy Brookfield's commitment to Brookfield Accounts in whole or in part by making a commitment to or alongside a Brookfield Account and/or directly into the portfolio investments (the "Brookfield Commitment"). For the avoidance of doubt, all or a substantial portion of the Brookfield Commitment may be satisfied by, or transferred to,

(a) any Brookfield affiliate, including publicly traded or privately-owned affiliates of Brookfield (potentially including Brookfield Annuity Company, a Brookfield insurance affiliate, and/or Oaktree), (b) the Commitments of employees of Brookfield and their estate planning vehicles and charitable foundations and/or (c) one or more other investment structures, instruments or transactions (including a vehicle, account, account segregation, portfolio, cell, participation, derivative or other contractual or legal arrangement) in which Brookfield (or an entity with securities convertible into Brookfield) has, directly or indirectly, economic exposure to the performance of the investments (a "Structuring Entity"). The Brookfield Commitment with respect to a portfolio investment may also be satisfied by a Brookfield commitment to another Brookfield Account or Oaktree Account investing alongside a Brookfield Account in that portfolio investment. Notwithstanding that Oaktree may satisfy all or a substantial portion of the Brookfield Commitment, for so long as Brookfield and Oaktree manage their investment operations independently of each other pursuant to an information barrier, Oaktree generally will not be treated as an affiliate of Brookfield, a Brookfield Account or any investments for purposes of the Governing Documents (see "Oaktree" above). Furthermore, if Brookfield satisfies all or a portion of the Brookfield Commitment via another Brookfield Account or Oaktree Account, such investment of such Brookfield Account or Oaktree Account in such portfolio investment may be on different terms and conditions than those of another Brookfield Account.

The Brookfield Commitment may be satisfied in whole or in part at any closing or closings of the Brookfield Account in Brookfield's discretion, up to and including during the final closing of the Brookfield Account. In circumstances where all or a portion of the Brookfield Commitment is not satisfied at the initial closing, the Brookfield Account is expected to incur additional interest of its loan facilities or other costs, fees and expenses. Brookfield will not reimburse the Brookfield Account for any such interest, costs, fees and expenses that result from the portion of the Brookfield Commitment being satisfied at a time later than the initial closing.

Investments by Brookfield in or alongside a Brookfield Account will be on terms more favorable than those of other Investors and will constitute a substantial percentage of the overall commitments to Brookfield Accounts. Brookfield expects to waive the management fees and carried interest payable in respect of the Brookfield Commitment and other commitments made by certain Brookfield affiliates who invest in a Brookfield Account, which treatment will not be available to other Investors. In addition, on a case-by-case basis and with approval of the Conflicts Committee (as defined herein), Brookfield may seek to fund all or a portion of its commitment using publicly-traded securities of Brookfield and/or one of its affiliates, which would create conflicts of interest. In particular, the fact that the seller is receiving Brookfield stock as part of the consideration for an Investment may influence the purchase price and/or other terms of the transaction. If the seller applies a discount to the net asset value or market price of the stock, the seller could seek additional cash compensation from a Brookfield Account as part of the transaction and/or Brookfield may be required to allocate more stock to the investment than expected. Alternatively, if Brookfield disagrees with the discount applied by the seller, it may have an adverse impact on the negotiations, and therefore may reduce the likelihood that the transaction is ultimately consummated. In addition, the expenses associated with negotiating cash and stock transactions are typically higher than in the case of a pure cash deal. To the extent that Brookfield funds a portion of its Commitment using publicly-traded securities of Brookfield or one of its affiliates, such funding may be utilized in lieu of borrowings under any Credit Facility. In such an instance, other than in the event of a

default under such Credit Facility, Brookfield may not be obligated to make capital contributions to repay any related borrowings (including interest thereon), although the other Investors will still remain responsible for such amounts, which may create a misalignment of interests and disparate returns.

In addition, because of the nature of the entity or entities expected to make the Brookfield Commitment, all or a substantial portion of the Brookfield Commitment is expected to be satisfied directly or indirectly by affiliates (and investment vehicles) and/or Structuring Entities that (a) are not responsible for the management of a Brookfield Account, (b) may be substantially beneficially owned by third parties who are not affiliated with Brookfield and (c) may have different objectives than a Brookfield Account. As a result, in certain circumstances such affiliates (and investment vehicles) and Structuring Entities may not have a complete alignment of interest with other Investors. Furthermore, in the event that any such affiliates and/or Structuring Entities that are satisfying the Brookfield Commitment have capital constraints in the future, it could influence investment decisions made by Brookfield in respect of a Brookfield Account. To the extent that the Brookfield Commitment is made by employees of Brookfield (or their estate planning vehicles and charitable foundations), there is no guarantee that such employees are involved in the management of a Brookfield Account or that such employees will remain with Brookfield through the term of such Brookfield Account.

Further, the investment of the Brookfield Commitment may give rise to additional reporting and related requirements for certain portfolio investments, including due to (a) the fact that the entity or entities satisfying the Brookfield Commitment may be publicly-traded or may otherwise have third party investors or counterparties, (b) the consolidation of such portfolio investments' financial statements with those of a Brookfield Account for its own accounting purposes and (c) ensuring a proper financial accounting control environment. The applicable portfolio investments will bear all costs incurred in connection with satisfying such reporting requirements. In addition, Brookfield reserves the right to have a portion of its commitment transferred to, or satisfied by an investment vehicle managed or advised by PSG (which may or may not be an affiliate of Brookfield at such time).

Brookfield, any of its affiliates and/or any Structuring Entity may borrow funds (i) in order to fund or otherwise satisfy the Brookfield Commitment or (ii) for working capital needs or for other purposes related to Brookfield's businesses. A Structuring Entity may also be capitalized through a reinsurance arrangement. In connection therewith, Brookfield and/or any of its affiliates may pledge their interests in a Brookfield Account or their economic entitlements related thereto to a lender as collateral, or such Structuring Entity's reinsurance arrangement may provide the cedent insurer with the right to recapture its assets under certain conditions. Investors will not have the ability to participate in any such arrangements, and the rates, terms and conditions of any such borrowing or other arrangements may be more favorable than the rates, terms and conditions of any credit facility entered into by a Brookfield Account or available to any other Investor. Brookfield may, in certain circumstances, be incentivized to prematurely harvest investments to service its own debt or other obligations. In addition, in the event of a default, a lender or cedent insurer will engage in customary remedies as provided in the applicable credit or reinsurance documents, including the right to foreclose on or otherwise recapture any posted collateral, which may include Brookfield's interests in a Brookfield Account and/or portfolio investments. Any foreclosure or recapture on such collateral would be expected to reduce the alignment of interest between Brookfield and Investors. To the extent that any borrowing, reinsurance or other transactions result in a transfer of the Brookfield Commitment, only the consent of Brookfield will be required to effect such transaction, and Brookfield would expect to grant such consent.

Brookfield is permitted to, and may, restructure the Brookfield Commitment at any point during a Brookfield Account's term, including by entering into derivative, financing, securitization or other structures, instruments or transactions. In addition, Brookfield may pledge or otherwise use as credit support all or any portion of its interests in a Brookfield Account, portfolio investments or its future distributions or proceeds from a Brookfield Account, in each case, to or in favor of any person, in the same manner that it may do so for other of its other assets. Brookfield expects to grant its consent to any such restructuring of the Brookfield Commitment. The potential transactions described in this paragraph, or similar type of transactions, if effectuated, could, depending on the manner in which such transactions are structured, alter the alignment of interest between Brookfield and Investors.

Warehoused Investments and Initial Investments. Brookfield (or a Brookfield Account) may purchase one or more warehoused investments on behalf of another Brookfield Account. Brookfield or the Brookfield Account, as applicable, is expected to sell each warehoused investment to the other Brookfield Account either prior to or following the initial closing of the account for a purchase price equal to the cost to Brookfield or the Brookfield Account, as applicable, with respect to such warehoused investment, including any expenses attributable thereto and taking into account the impact of any currency fluctuations, plus an annually compounded rate of return on the capital deployed by Brookfield or the Brookfield Account, as applicable, as set out in the relevant Brookfield Account's Governing Documents, in respect of such warehoused investments, net of any cash distributions received by Brookfield or the Brookfield Account, as applicable, with respect to such warehoused investment (but the cost of carry will not in any event be reduced below zero). Brookfield Accounts may make initial investments. The purchase price (and any related deposits and expenses) of any initial investment may be funded by amounts borrowed pursuant to a credit facility. Notwithstanding the foregoing, if upon the initial closing of a Brookfield Account, there has been a significant event relating to any initial investment or warehoused investment (such as a partial realization or a material change in value), Brookfield may, in its discretion, exclude such initial investment or warehoused investment from being purchased by the Brookfield Account or adjust the interests of investors in such Brookfield Account in, or the purchase price of, such initial investment or warehoused investments. In addition, Brookfield may hold an initial closing of a Brookfield Account in respect of the Brookfield commitment (which may be satisfied by another Brookfield Account) to establish a subscription backed credit facility to facilitate the purchase of certain initial investments by the Brookfield Account; provided, however, that if upon the initial closing, there has been a significant event relating to any initial investment (such as a partial realization or a material change in value), Brookfield may, in its discretion, adjust the interests of investors in such Brookfield Account in, or the purchase price of, such initial investments. If an initial investment is funded using such a subscription backed credit facility, a Brookfield Account will be responsible for payments of any interest thereon. In the event a Brookfield Account is unable to purchase a warehoused investment from Brookfield or the Brookfield Account, or Brookfield or the Brookfield Account is unable to sell a warehoused investment to a Brookfield Account for any legal, tax, regulatory or other reason, then such investment will not be treated as a warehoused investment for purposes of the Governing Documents and Brookfield or the Brookfield Account will be permitted to

own, syndicate, sell or take any other action with respect to such investment even if such actions benefit Brookfield.

Certain conflicts of interest are inherent in the foregoing transactions between Brookfield (or the Brookfield Account) and the other Brookfield Account, including in respect of the terms of the agreement between Brookfield or the Brookfield Account, as applicable, and the other Brookfield Account regarding the sale of the warehoused investment (including as to representations, warranties, indemnities and remedies therein). In addition, where Brookfield or the Brookfield Account acquires a warehoused investment for the other Brookfield Account, the other Brookfield Account will generally be obligated to purchase such warehoused investment from Brookfield or the Brookfield Account regardless of any subsequent events affecting the value of such asset or deficiencies in such warehoused investment discovered after its acquisition by Brookfield or the Brookfield Account. Although the prices at which warehoused investments are expected to be acquired by the other Brookfield Account will be determined based on the formula described above, (a) such prices may not be as favorable as those in a negotiated transaction with a third party and (b) under circumstances, such prices may be adjusted to reflect significant events relating to any warehoused investment. Moreover, the other Brookfield Account will acquire the warehoused investments through privately negotiated transactions with Brookfield or the Brookfield Account, in which prior due diligence may be limited and the persons controlling the other Brookfield Account may be conflicted in such transactions. As a result, there is no guarantee that the terms of such transactions will be as favorable as those that could be obtained from a third party or that the properties and interests that will comprise the warehoused investments will not carry with them undisclosed liabilities, which could have a material adverse effect on the value of either of the Brookfield Accounts.

In connection with the warehoused investments, the other Brookfield Account will be indemnified by Brookfield or the Brookfield Account, as applicable, for claims made with respect to breaches of certain representations, warranties or covenants. Such indemnification is limited, however, and the other Brookfield Account is not entitled to any other indemnification in connection with the warehoused investments. The other Brookfield Account is subject to the risk that Brookfield or the Brookfield Account may experience material financial distress and be unable to satisfy one or more of these obligations. In addition, the other Brookfield Account is reliant on Brookfield and therefore the other Brookfield Account may choose to enforce less vigorously their rights under these arrangements, which could have a material adverse effect on their value. U.S. federal and state securities laws may impose liability under certain circumstances on persons that fail to act in good faith. Notwithstanding anything to the contrary in the above, nothing in the these arrangements is intended to, or will, constitute a waiver of any rights or remedies that a Brookfield Account or any investors may have under such laws.

Affiliated Services and Transactions. Where it deems appropriate, relevant, and/or necessary, in its sole discretion, Brookfield will perform or will engage its affiliates and/or related parties to provide a variety of different services and products in connection with the operation and/or management of Brookfield Accounts and/or their investments, potential investments and/or investment entities, that would otherwise be provided by independent third parties, including (among others); lending and loan special servicing, arranging, negotiating and managing financing, refinancing, hedging, derivative, managing workouts and foreclosures and other treasury and capital markets arrangements; investment banking

(including participation by Brookfield-affiliated broker dealers in the underwriting syndicates for securities issuances by Brookfield Accounts or the portfolio investments of Brookfield Accounts); investment support including investment backstop, guarantees and similar investment support arrangements; advisory, consulting, brokerage, market research, appraisal, valuation, risk management, assurance, and audit services (including related to investment, assets, commodities, goods and services); acting as alternative investment fund manager and/or other similar type of manager in jurisdictions where such services are necessary and/or beneficial and services relating to the use of entities that maintain a permanent residence in certain jurisdictions; financial planning, cash flow modeling and forecasting, consolidation, reporting, books and records, bank account and cash management, controls and other financial operations services; transaction support, assisting with review, underwriting, analytics, due diligence and pursuit of investments and potential investments; anti-bribery and corruption, anti-money laundering and "know your customer" reviews, assessments and compliance measures; investment onboarding (including training employees of investments on relevant policies and procedures relating to risks); legal, compliance, regulatory, tax and corporate secretarial services; fund administration, accounting and reporting (including coordinating, supervising and administering onboarding, due diligence, reporting and other administrative services, including those associated with the third party fund administrator and placement agents of Brookfield Accounts and client onboarding (including review of subscription materials and coordination of anti-bribery and corruption, anti-money laundering or "know your customer" reviews and assessments); preparation and review of fund documents, negotiation with prospective investors and other services that would be considered organizational expenses of a Brookfield Account if performed by a third party; portfolio company and asset/property operations and management (and oversight thereof); data generation, data analytics, data analysis, data collection and data management services; participation in and/or advice on a range of activities by strategic and/or operations of professionals with established industry expertise, including among others in connection with (or with respect to) the origination, identification, assessment, pursuit, coordination, execution and consummation of investment opportunities, including project planning, engineering and other technical analysis, securing site control, preparing and managing approvals and permits, financial analysis and managing related-stakeholder matters; real estate, leasing and/or asset/facility management; development management (including predevelopment services); entitlement, design and construction (including consulting with respect to and/or oversight thereof); marketing (including of power or other output by an underlying asset/portfolio company); environmental and sustainability services; the placement and provision of various insurance policies and coverage and/or reinsurance thereof, including via risk retention, insurance captives and/or alternative insurance solutions; system controls; human resources, payroll and welfare benefits services; health, life and physical safety, security, operations, maintenance and other technical specialties; supply and/or procurement of power, energy and/or other commodities/goods/products; information technology services, risk management and innovation (including cyber/digital security and related services); other operational, back office, social, administrative and governance related services; oversight and supervision of the provision, whether by a Brookfield affiliate/related party or a third party, of the abovereferenced services and products; and any other services that Brookfield deems appropriate, relevant and/or necessary in connection with the operations and/or management of Brookfield Accounts, and/or their investments, potential investments and/or investment entities (such services, collectively, "Affiliated Services"). The types of Affiliated Services that Brookfield provides will not remain fixed and are expected to change and/or evolve over time as determined by Brookfield in its sole discretion.

Additionally, in the ordinary course of business, certain portfolio investments of Brookfield Accounts will provide services to, receive services from, or participate in transactions or other arrangements with, Brookfield and its affiliates (including other portfolio investments owned by Brookfield, Brookfield Accounts or non-controlled affiliates). Compensation for such services or consideration for such transactions or arrangements will be determined by such portfolio investments, Brookfield or such Brookfield affiliate and such non-controlled affiliate, as applicable. Such arrangements are expected to be generally done on an arm's length basis and will generally be done without obtaining advisory committee or other consent, unless otherwise noted in the Governing Documents. Additionally, while such transactions or arrangements will be consistent with any requirements of the applicable Governing Documents, they may not have otherwise been entered into but for the affiliation or relationship with Brookfield.

Furthermore, Brookfield (or other Brookfield Accounts or businesses) will from time to time make equity or other investments in companies or businesses that provide services to or otherwise contract with a Brookfield Account and/or its portfolio investments. In particular, Brookfield has in the past entered into, and expects to continue to enter into, relationships with companies in the technology, real assets services and other sectors and industries in which Brookfield has broad expertise and knowledge, whereby Brookfield acquires an equity or other interest in such companies that will from time to time, transact with a Brookfield Account or its portfolio investments. For example, Brookfield (through an investment program referred to as "Brookfield Ventures") invests in emerging technology companies that develop and offer technology products that are expected to be of relevance to some or all Brookfield Accounts and/or their respective portfolio investments (as well as third-party companies operating in similar sectors and industries). In connection with such relationships, Brookfield may, and often will, refer, introduce or otherwise facilitate transactions between such companies and Brookfield Accounts and/or its portfolio investments, which may, and often will, result in benefits to Brookfield, including via increased profitability of the relevant company, as well as financial incentives and/or milestones which benefit Brookfield (including through increased equity allotments), which may be significant. Such financial incentives that inure to or benefit Brookfield pose an incentive for Brookfield to cause a Brookfield Account and/or its portfolio investments to enter into such transactions that may or may not have otherwise been entered into in the absence of any such affiliation. Financial incentives derived from such transactions will generally not be shared with Brookfield Accounts. Furthermore, such transactions are likely to contribute to the development of expertise, reputational benefits and/or the development of new products or services by Brookfield and/or the companies or businesses that Brookfield is invested in, which Brookfield will seek to capitalize on to generate additional benefits that are likely to inure solely to Brookfield and not to Brookfield Accounts or Investors. Any of the arrangements and/or benefits described in this paragraph will generally not require notice to, or the consent of, a Brookfield Account's Investors or its advisory committee, will not offset or otherwise reduce the management fee and will not be subject to the limits on compensation discussed above. Further, for certain investments, Brookfield may engage an operating affiliate to provide services to investments. In connection with any such engagement, Brookfield may implement a management promote, an incentive fee and/or other performance-based compensation ("Operating Performance Compensation") for certain management members of the applicable operating affiliate. The cost of such Operating Performance Compensation and any other related fees and expenses in connection with services provided by such operating affiliate will be borne entirely by Brookfield Accounts or their investments, as appropriate, and no portion will be applied to reduce the management fee. For the avoidance of doubt, Brookfield or the operating affiliate may subcontract with third parties for the provision of services that may otherwise be provided by an operating affiliate. In addition, Brookfield Accounts may acquire an investment that is externally or internally managed and replace such management with an affiliate of Brookfield, a team of professionals (from within or outside of Brookfield) or a combination of the foregoing, in which case, for the avoidance of doubt, the compensation for such services or professionals will be borne by the Investment without any offset to the management fee.

Brookfield also from time to time makes donations, or causes Brookfield Accounts to make donations, to charitable causes, including those organized, sponsored or managed by portfolio investment of Brookfield Accounts.

Some of these services give rise to additional conflicts of interest considerations because they are similar to other services provided by Brookfield to Brookfield Accounts. However, Brookfield deems these services to be appropriate for and value enhancing to the operations and/or management of investments, potential investments, and Brookfield Accounts, and these services otherwise would be provided by third parties engaged to provide the services. Amounts charged to Brookfield Accounts and/or investments for Affiliated Services will be in addition to other compensation payable to Brookfield, will not be shared with Brookfield Accounts and/or the Investors (or be offset against other compensation payable to Brookfield), will increase the overall costs and expenses borne indirectly by Investors in Brookfield Accounts, and are expected to be substantial.

The fee potential, both current and future, inherent in a particular transaction could be an incentive for Brookfield to seek to refer or recommend a transaction to Brookfield Accounts. Furthermore, providing services or products to Brookfield Accounts and its investments is expected to enhance Brookfield's relationships with various parties, facilitate additional business development and enable Brookfield to obtain additional business and generate additional revenue.

To the extent that Brookfield (including any of its affiliates and/or personnel, other than portfolio companies of Brookfield Accounts) provides an Affiliate Service, the amount charged for such service will be: (a) at rates approved by the Brookfield Account that receives the services pursuant to an Affiliate Services rate schedule (the "Rate Schedule"); (b) at a rate for the relevant service that Brookfield reasonably believes is consistent with an arm's length market rate (the "Affiliate Service Rate"); (c) at cost (including an allocable share of internal costs) plus an applicable administrative fee; or (d) at any other rates with the approval of Investors or the applicable Brookfield Account's LPAC (or similar bodies). To the extent Brookfield charges an Affiliate Service Rate or cost plus an administrative fee in respect an Affiliated Service, the Affiliate Services Rate or cost (as applicable) will be determined as set out in more detail in this Brochure.

If an Affiliated Service is charged at the Affiliate Service Rate, Brookfield will determine the Affiliate Service Rate in good faith at the time of engagement based on one or more factors, including, among others: (i) the rate that one or more comparable service providers (which may or may not be a competitor of Brookfield) charge third parties for the similar services on an arm's length basis; (ii) market knowledge (which could be based on internal knowledge or inquiries with one or more market participants); (iii) the rate charged by Brookfield to one or more third parties for similar services (or the

methodology used by Brookfield to set such rate); (iv) advice of one or more third-party agents, consultants, and/or other market participants; (v) commodity or other rate forecasting; (vi) the rate agreed to pursuant to a competitive arm's length bidding process (which may not reflect the lowest rate bid during the process, but that is inherent in an engagement that is deemed by Brookfield to be in the best interests of Brookfield Accounts and/or their investments taking into account the totality of factors relating thereto); (vii) the rate required to meet certain regulatory requirements or qualify for particular governmental programs; (viii) in the case of services which Brookfield provides as part of a syndicate, such as investment banking or brokerage services, the rate that is negotiated and/or determined by a third-party member of the syndicate; (ix) the rate that a third party agreed to provide the service at pursuant to a term sheet or similar agreement or understanding; and/or (x) other subjective and/or objective metrics deemed relevant by Brookfield (in its sole discretion in determining an arm's length market rate for a particular service.

For the avoidance of doubt, the costs to be paid in respect of Affiliated Services and therefore an expense of Brookfield Accounts (whether such Affiliated Services are provided in accordance with a Rate Schedule, at the Affiliate Service Rate, cost plus an administrative fee, or otherwise) will include, among other components: (i) personnel compensation costs and expenses (e.g., salary, benefits (including, among others, paid time off)), (ii) short- and long-term incentive compensation (including management promote, incentive fee and/or other performance-based compensation), (iii) costs and expenses of professional development, professional certifications, professional fees, training, business travel (including, among others, transportation, lodging and meals) and related matters, (iv) an allocable share of corporate costs and expenses associated with employment, including (among others) office rent, human resources personnel, talent acquisition fees and expenses, and office services costs, and (v) an allocable share of technology costs and expenses associated with employment of personnel, including, among others, information technology hardware, human resources technology, computing power and/or storage, software, cybersecurity, and related costs. These costs and expenses are expected to be substantial and will, in certain cases, be based on estimates made by Brookfield, both in respect of the total amount of costs and expenses relating to a particular service as well as the shares of such costs and expenses allocable to Brookfield Accounts. To the extent Brookfield retains the services of a thirdparty consultant, agent or other market participant to advise on or otherwise assist in determining an Affiliate Service Rate and/or the estimated costs and expenses of providing an Affiliated Service to a Brookfield Account, the fees and costs (including expenses) of such third party will be borne by the Brookfield Account.

At all times, Brookfield will endeavor to determine the costs and expenses and/or the Affiliate Service Rate applicable with respect to a particular Affiliated Service, in a fair, reasonable and impartial manner. However, there can be no assurance that any such determination will accurately reflect the actual cost and/or arm's length market rate of an Affiliated Service in any particular situation, that Brookfield's own interests won't influence its determination, and/or that a different methodology would not have also been fair, reasonable and/or yield a different (including more accurate) result. Among other things, the determination of cost and expenses generally will be based on estimates (which are inherently subjective) and, in determining an Affiliate Service Rate, there are variances in the marketplace for similar services based on an array of factors that affect rates for services, including, among others, loss leader pricing strategies, other marketing and competitive practices, integration efficiencies, geographic

market differences, and the quality of the services provided. As a result, there can be no assurances that the amounts charged by Brookfield for any Affiliated Service will not be greater (or lower) than the rate that would be charged had Brookfield determined the rate via a different methodology or engaged a similarly-situated third-party service provider to provide the services. The Affiliate Service Rate charged for any Affiliated Service at any given time following the relevant engagement could be higher (or lower) than the then-current market rate for the service because the market rate has decreased (or increased) over time. However, Brookfield generally will not adjust (i.e., decrease or increase) the Affiliate Service Rate in any particular case. Brookfield's methodology of estimating the costs and expenses attributable to a particular Affiliated Service could be higher (or lower) than the actual cost of providing the service, particularly as Brookfield will rely on estimates of costs and expenses (including, among others, estimates of budgets, expected services, relative sizes (or other metric) of assets and/or businesses, and/or time periods) and blended rates of employees. However, unless otherwise determined by Brookfield, in its sole discretion, the associated charges to Brookfield Accounts and/or an investment will not be subject to true-up once the relevant Affiliated Services are completed or periodically throughout the services period.

Where Affiliated Services are in place prior to a Brookfield Account's ownership of an investment and cannot be amended without the consent of an unaffiliated third party, the Brookfield Account will inherit the pre-existing rates for such Affiliated Services until (X) such time at which third-party consent is no longer required, or (Y) the Brookfield Account seeks consent from the unaffiliated third party to amend such rates. Accordingly, while Brookfield could seek consent of the unaffiliated third party to amend any pre-existing fee rates, Brookfield will be incentivized to seek to amend the pre-existing fee arrangement in certain circumstances and dis-incentivized to do so in others. For example, Brookfield will be incentivized to seek consent to amend the rate in circumstances where the amended fee would be higher than the pre-existing rate, and conversely could choose not to (and will not be required to) seek consent to amend any pre-existing fee rates if the amended rate would be lower than the pre-existing rate.

From time to time, Brookfield will terminate Affiliated Services arrangements entered into between Brookfield Accounts and/or their investment(s), on the one hand, and Brookfield and/or other Brookfield Accounts (and/or their investment(s)), on the other hand, including prior to the expected termination or expiration of the arrangements. In such instances, Brookfield will endeavor to act fairly and reasonably taking into account the interests of the Brookfield Accounts (and/or their investment(s)) as well as its counterparties and the applicable facts and circumstances at such time. However, there can be no assurance that any such termination will be effected in such manner as it otherwise would have been had the counterparty not been a Brookfield related entity and/or that Brookfield's own interests won't influence the manner of such termination. In particular, Brookfield could determine to waive and/or otherwise negotiate certain terms relating to the termination, including early termination fees and related provisions, in a manner that it would not have pursued if the counterparty were not a Brookfield related entity. In addition, it is possible that a Brookfield Account or a particular investment could bear a larger portion of the termination costs than it otherwise would have if Brookfield did not face the conflicts of interest considerations discussed herein.

For the avoidance of doubt, the foregoing procedures and limitations regarding compensation for transactions will not apply to transactions for services and/or products between the investments of

Brookfield Accounts and portfolio companies of another Brookfield Account, PSG, Oaktree, Oaktree Account and/or a Non-Controlled Affiliate, which are described in further detail in "Transactions with Portfolio Companies" (though Brookfield could nonetheless determine, in its sole discretion, to apply a Rate Schedule, an Affiliate Service Rate and/or an estimated cost plus an administrative fee methodology in these situations).

Historically, certain Affiliated Services were performed by Brookfield (including by its direct personnel, operating partners, servicers, brokers and/or other third-party vendors) without being charged to a Brookfield Account and/or its investments. Brookfield believes that providing these Affiliated Services results in increased focus, attention, efficiencies and related synergies that facilitate alignment of interest and the ability to offer customized solutions and value creation that would not be available from third-party providers. While Brookfield believes that the cost of the Affiliated Services will be reasonable, the extensive and specialized nature of services could result in such costs being higher than those charged for similar services (to the extent available) by third-party providers. Brookfield generally will not evaluate alternative providers or otherwise benchmark the costs of such Affiliated Services. While Brookfield believes that this enhances the overall services that Brookfield provides to a Brookfield Account and its investments in a cost-efficient manner, the arrangement gives rise to conflicts of interest considerations, including among others in connection with the methodologies employed to determine the cost and expenses of the services provided to a Brookfield Account (and/or its investments) and/or the determination of the portion of the costs and expenses relating to support services to be allocated among a Brookfield Account (and its investments), on the one hand, and other Brookfield Accounts (and their investments), on the other hand, including Brookfield.

Allocation of Costs and Expenses. In the ordinary course, Brookfield is required to decide whether costs and expenses are to be borne by certain Brookfield Accounts and/or their investments or potential investments, on the one hand, or other Brookfield Accounts (including Brookfield) on the other hand, and/or whether such costs and expenses should be allocated among such Brookfield Accounts and other Brookfield Accounts (including Brookfield). These costs and expenses include organizational expenses, operating expenses and expenses charged to investments, including (among others) fees, costs and expenses payable to service providers, including related parties, affiliates of Brookfield and/or third-party service providers. Brookfield expects to allocate costs and expenses to or among the Brookfield Accounts (including Brookfield) that benefit from such costs and expenses in a fair and reasonable manner using good-faith judgment, which is inherently subjective. Additional detail regarding costs and expenses is set out, among others, in "Affiliated Services and Transactions," "Service Providers," "Transfers and Secondment of Employees," and "Insurance".

Brookfield generally will utilize one or more methodologies (that it determines, in its sole discretion, to be fair and reasonable) to determine (i) the costs and expenses relating to a particular service (that are not otherwise provided pursuant to a fixed rate) and (ii) the allocation of costs and expenses (including, among others, Affiliate Services and other fees charged by third-party service providers) among Brookfield Accounts (including Brookfield). These methodologies are expected to include, but are not limited to, one or more of the following: (i) quarterly, semi-annual, annual or other periodic estimates (including budgetary estimates) of (A) the amount of time spent by or to be spent by employees on provision of a service to one or more Brookfield Accounts, and/or (B) the level of effort required to

provide a particular service relative to other services provided by the same employees (for instance, costs and expenses relating to financial reporting services could be allocated based on the estimated level of effort required for audited versus unaudited financial statements); (ii) the relative size (e.g., value or invested equity), number, output, complexity and/or other characteristic relating to the Brookfield Accounts, investments and/or potential investments to which the services relate; (iii) where services are provided by groups of employees, utilization of blended compensation rates across such employees; and/or (iv) any other methodology deemed fair and reasonable by Brookfield in determining (and/or estimating) the cost and expenses relating to the provision of a particular service.

The methodologies that Brookfield utilizes to determine the costs and expenses relating to a particular service and the allocation of costs and expenses (including, among others, Affiliate Services and other fees charged by third-party service providers) among Brookfield Accounts (including Brookfield) are expected to vary based on the particular facts and circumstances of each situation (including potentially analogous situations) and over time, and as such there will be some degree of variation in the manner in which situations are addressed (including similar situations over time). As a result of the foregoing, there can be no assurance that any such determination will accurately reflect the actual cost of a service in any particular situation, that Brookfield's own interests won't influence its determination, and/or that a different methodology would not have also been fair, reasonable and/or yield a different (including more accurate) result. Moreover, it is possible that Brookfield Accounts and/or their investments or potential investments could be allocated a larger portion of costs and expenses relating to one or more services, including services provided by Brookfield Accounts (including Brookfield) and/or services that are provided to Brookfield Accounts, than they otherwise would have if Brookfield did not face the conflicts of interest considerations discussed herein. Among other things, the determination of costs and expenses generally will be based on estimates (which are inherently subjective) and/or blended rates determined by blending and averaging employee costs. As a result, there can be no assurances that the amounts charged by Brookfield to Brookfield Accounts and/or their investments for any service will not be greater (or lower) than the amount that would be charged had Brookfield determined the costs and expenses relating to the service(s) and/or the allocation of such costs and expenses among Brookfield Accounts (including Brookfield) via a different methodology or engaged a similarly-situated third-party service provider to provide the services.

Costs and expenses that are suitable for only one Brookfield Account (and/or its investments) are expected to be allocated only to that Brookfield Account. Notwithstanding anything in the foregoing to the contrary, in certain situations costs and expenses are expected to be allocated only to one Brookfield Account (and/or its investments) despite the fact that the incurrence of such costs and expenses did not or will not directly relate solely to such Brookfield Account, and could, in fact, also benefit other Brookfield Accounts or not ultimately benefit such Brookfield Account (and/or its investments or potential investments) at all. For example, costs and expenses could be allocated to a Brookfield Account in respect of a specific legal, regulatory, tax, commercial and/or other matter, structure and/or negotiation that does not relate solely to such Brookfield Account and/or was addressed prior to the launch of such Brookfield Account based on factors that it deems reasonable in its sole discretion, regardless of the amount of capital raised for and/or number of investors (if any) who ultimately invest in such Brookfield Account in connection with such matter, structure and/or negotiation, and regardless of the extent to which other Brookfield Accounts (including Brookfield) ultimately benefit from such

matter, structure and/or negotiation. Costs and expenses incurred in connection with a matter, structure or negotiation unrelated to a Brookfield Account could thereafter be allocated to a Brookfield Account, even if such costs and expenses were incurred prior to the existence of such Brookfield Account. Similarly, expenses that are expected to be borne by a particular investor in a Brookfield Account or a third party could be allocated to another Brookfield Account to the extent such costs and expenses are not ultimately charged to or paid by such investor or third party, including, for example, costs and expenses related to a transfer of an interest in a Brookfield Account or bespoke reporting and/or other arrangements.

In certain circumstances, in order to create efficiencies and optimize performance, Brookfield expects that one or more investments, potential investments, portfolio companies and/or assets of a Brookfield Account will share the operational, legal, financial, back-office and/or other resources of another investment, potential investment, portfolio company and/or asset of such Brookfield Account, including Brookfield. Brookfield will determine the costs and expenses as well as the allocation of such costs and expenses among the relevant Brookfield Accounts (and/or their assets) utilizing the methodologies set forth above.

Where a potential investment is pursued on behalf of one or more Brookfield Accounts, the Brookfield Account(s) that ultimately make(s) the investment will generally be allocated the costs and expenses related to such investment on a pro-rata basis based on their proportionate interests in the investment. In the case of a potential investment that is not consummated, Brookfield expects to allocate the broken deal costs and expenses relating to such potential investment among the Brookfield Account(s) that Brookfield expected to participate in such investment on a pro-rata basis based on their expected proportionate interests in the investment, provided that pro-rata interests that were expected to be allocated to (a) other Brookfield Accounts (including Brookfield) so as to facilitate a closing of the investment (i.e., with the expectation that such interests would be further syndicated to third-party investors post-closing) and (b) potential third-party co-investors that did not agree to bear broken deal costs and expenses, will be allocated to Brookfield Accounts for purposes of allocating such broken deal costs and expenses. In any event, Brookfield's allocation of costs and expenses relating to a consummated or unconsummated investment may result in certain Brookfield Accounts reimbursing other Brookfield Accounts (including Brookfield) for costs and expenses, or vice versa, so as to achieve an allocation of such costs and expenses that Brookfield determines, in its discretion, to be fair and reasonable, as described above.

Examples of broken deal costs and expenses include, but are not limited to, the following: (a) research costs and expenses, (b) fees and expenses of legal, financial, accounting, consulting or other advisers (including Brookfield) in connection with conducting due diligence or otherwise pursuing a particular non-consummated transaction, (c) fees and expenses in connection with arranging financing for a particular non-consummated transaction, (d) travel costs, (e) deposits or down payments that are forfeited in connection with, or amounts paid as a penalty for, a particular non-consummated transaction, and (f) other costs and expenses incurred in connection with activities related to a particular non-consummated transaction. Brookfield intends to make allocation determinations in its discretion, and it may modify or change its allocation methodologies from time to time to the extent it determines such modifications or changes are necessary or advisable to achieve a fair and reasonable allocation, and

such modifications or changes could result in a Brookfield Account bearing less (or more) costs and expenses than it otherwise would have borne without such modifications and/or pursuant to a different allocation methodology.

Each Brookfield Account generally bears all of its operating expenses, including legal, organizational, offering expenses and other expenses, and each Investor bears its pro rata portion of these expenses. Organizational expenses of a Brookfield Account may include the out-of-pocket expenses of Brookfield incurred in the formation and offering of the Brookfield Account, certain feeder funds of the Brookfield Account, Brookfield, and any legal and accounting fees and expenses, travel expenses, filing fees and similar fees and expenses related thereto, which are often subject to a cap. Ongoing operating expenses of a Brookfield Account generally include, among other items:

- legal, auditing, consulting (including those engaged to evaluate the reasonableness of the Affiliate Service Rates (as defined below) or whether Brookfield's fee and expense practices are in compliance with the provisions of the Governing Documents) and accounting, those related to the administration, including, but not limited to, fees, expenses and costs incurred in connection with information technology utilized by a Brookfield Account, the preparation and circulation of funding notices and distribution notices (including fees, expenses and costs of service providers), the maintenance of a Brookfield Account's books of account and other reports and the preparation of audited or unaudited financial statements required to implement the provisions of the applicable Governing Documents or by any governmental authority with jurisdiction over a Brookfield Account (including those of independent auditors, accountants and counsel, the costs and expenses of preparing and circulating the reports (including Schedules K-1s or other similar schedule) and any fees or imposts of a governmental authority imposed in connection with such books and records and statements) and other routine administrative fees, expenses and costs of a Brookfield Account or its subsidiaries, including those relating to the preparation of returns, cash management expenses (including treasury and hedging services);
- meetings of the LPAC (including travel and legal counsel (if any) retained and incurred by the LPAC);
- meetings with Investors (including annual meetings and accommodation, meal, event and similar expenses and costs related thereto);
- fees paid to, and expenses of, any independent agent for a Brookfield Account who, per the Governing Documents, the General Partner appoints and consults with and/or seeks approval from on matters that would otherwise require LPAC approval;
- defaulting Investors;
- indemnification and insurance, including those incurred in connection with any litigation, investigation, settlements or reviews or other extraordinary events, D&O liability, professional liability and other insurance and indemnity expenses, including the amount of any judgments or settlements paid in connection therewith;
- those incurred in connection with the identification, structuring, negotiation, acquisition, sourcing (including any retainers, success and finder's fees and other compensation paid to contractors, consultants, experts, senior advisors and sourcing and operating partners), researching, holding, operating, sale, proposed sale, restructuring, other disposition or valuation of its proposed or actual investments (including due diligence in connection therewith, including,

but not limited to, legal, accounting, audit, consulting, appraisal, travel, lodging, transportation, meals and other expenses to the extent not subject to reimbursement), and the attendance at conferences in connection with the evaluation of future investments or specific sectors or industries solely to the extent that such conferences are in furtherance of a Brookfield Account's business;

- expenses and costs related to direct or indirect real property interests acquired as a result of a
 default (including any capital expenses necessary to cover any operating shortfall related
 thereto);
- those arising out of all permitted borrowings made by a Brookfield Account or any subsidiary thereof including, without limitation, a real estate investment trust ("REIT"), any investment entity of a Brookfield Account or related to an investment or any alternative structures (including interest thereon), and those incurred in negotiating, entering into, effecting, maintaining, varying and terminating any borrowing, guarantee or other credit arrangement permitted to be incurred under the applicable Governing Documents;
- brokerage commissions, custodial expenses, appraisal fees and other costs incurred in connection with actual or proposed investments and temporary investments, including those related to, or losses incurred in respect of, transactions in derivative instruments and costs resulting from the conversion of any Investment Proceeds to the currency of distribution;
- hedging transactions;
- proposed transactions or investments by a Brookfield Account that are not consummated, to the
 extent not reimbursed by a third party, including those that would have been allocable to
 co-investors had such proposed transaction or investment been consummated, if the amount
 allocable to such co-investors is not paid by such parties;
- those incurred in connection with all subsidiaries of a Brookfield Account or Brookfield, and other
 vehicles and special purpose entities through which investments are held or managed, including
 the costs associated with establishing, administering, managing, winding up and dissolving such
 entities and maintaining a permanent residence in certain jurisdictions (in each case, such as rent
 for office space, related overhead, board of directors' expenses and employee salaries and
 benefits);
- business development;
- communications (including any software or online data portal used in connection with reporting and any expenses incurred in connection with webcasts, video conferencing or similar technology services);
- those incurred in connection with restructuring, amendments to the constituent documents of Brookfield Accounts and related entities;
- those incurred in connection with administering and compliance with Side Letters (as defined herein) entered into with Investors, including summaries thereof, finance and operations manuals in respect thereof and any revisions or amendments;
- those associated with the notification and election process in connection with any "most favored nations" provision of any Side Letter (as defined herein), including the preparation of any compendium related thereto;
- those incurred in connection with government and regulatory filings (including Form PF and those relating to the Alternative Investment Fund Managers Directive but excluding Form ADV);

- those related to any depositary, custodian, paying agent, trustee, rating agent or transfer agent;
- those paid to any management entity outside of North America for management and other services provided to a Brookfield Account or any other partnership or legal entity and/or the General Partner or the general partner of such other partnership or legal entity (including taxes thereon);
- any taxes, fees, interest and other governmental or regulatory charges payable by a Brookfield Account (including taxes and other amounts related thereto), and those incurred in connection with any tax audit, investigation, settlement or review of a Brookfield Account, in each case, except to the extent such amounts are (i) allocable to or payable by an Investor, and (ii) actually borne and paid by such Investor, those incurred in connection with any tax audit, investigation, settlement or review of the Brookfield Account;
- those incurred by Brookfield in its capacity as a Brookfield Account's "partnership representative" or any similar role under applicable state, local or non-U.S. tax law;
- those incurred in connection with a purchase, sale, assignment, pledge or transfer of an Investor's interest in a Brookfield Account or the withdrawal or termination of an Investor (except to the extent allocable to or payable by, and actually borne and paid by, the applicable purchaser or Investor, assignee, pledgee or transferee, as the case may be), including prospective transfers that are not consummated;
- those incurred in connection with anti-money laundering or "know your customer" compliance, tax diligence and/or related procedures (including in relation to the initial onboarding and admission of Investors into a Brookfield Account);
- those incurred in connection with the collection of any amounts due to a Brookfield Account from any person;
- and costs and expenses associated with the maintenance and operation of the general partner of a Brookfield Account;
- those related to an Alternative Investment Fund Manager, including, without limitation, those of third-party service providers appointed by such manager, directly incurred on behalf of any Alternative Investment Fund Partnership and/or any Alternative Investment Fund General Partner in accordance with the applicable Governing Documents;
- expenses incurred in connection with any restructuring or amendments to the constituent documents of the Brookfield Account;
- all fees, costs and expenses incurred in connection with the preparation and circulation of capital call notices and distribution notices; and
- those incurred in connection with engaging one or more credit rating agencies.

Additional fees and expenses to be borne by each Brookfield Account are set out in each such Brookfield Account's Governing Documents.

The list of operating expenses included in a Brookfield Account's Governing Documents is based on Brookfield's past experiences and current expectations of the types of costs and expenses to be incurred by such Brookfield Account. Additional and/or new costs and expenses are expected to arise over time and Brookfield will allocate such costs and expenses to such Brookfield Account as it determines, in its discretion, to be fair and reasonable. In addition, although organizational expenses of Brookfield Accounts are generally subject to a cap, certain costs and expenses that are to be borne as operating

expenses, which are not subject to a cap, include costs and expenses related to organizational matters, such as costs and expenses relating to distributing and implementing applicable elections pursuant to any "most favored nations" clauses in side letters, and fees, costs and expenses of anti-bribery and corruption, anti-money laundering and/or "know your customer" compliance, tax diligence expenses and costs and expenses of ongoing related procedures.

Brookfield has engaged a compliance consulting firm and could engage similar firms to provide services in connection with its investor relations operations, including the review of diligence and marketing materials; such costs and expenses incurred in relation to the formation and organization of Brookfield Accounts will be treated as organizational expenses subject to the caps of such Brookfield Accounts, and thereafter in respect of the ongoing operation or administration of such Brookfield Accounts will be treated as operating expenses.

Transactions with Portfolio Companies. In addition to any Affiliate Services provided by Brookfield or its affiliates (as described above), Brookfield Accounts' portfolio investments will in the ordinary course of business provide services or goods to, receive services or goods from, lease space to or from, or participate in agreements, transactions or other arrangements with (including the purchase and sale of assets and other matters that would otherwise be transacted with independent third parties), portfolio investments owned by other Brookfield Accounts and/or Oaktree Accounts. Some of these agreements, transactions and other arrangements would not have been entered into but for the affiliation or relationship with Brookfield and, in certain cases, are expected to replace agreements, transactions and/or arrangements with third parties. These agreements, transactions and other arrangements will involve payment and/or receipt of fees, expenses and other amounts and/or other benefits to or from the portfolio investments of such other Brookfield Accounts and/or Oaktree Accounts (including, in certain cases, performance-based compensation). In certain cases, Brookfield's investment thesis with respect to an investment will include attempting to create value by actively facilitating relationships between the investment and portfolio investments or assets owned by other Brookfield Accounts and/or Oaktree Accounts. In these and other cases, these agreements, transactions and other arrangements will be entered into either with active participation by Brookfield (and/or Oaktree) or the portfolio investments' management teams independent of Brookfield. While such arrangements and/or transactions and the fees or compensation involved have the potential for inherent conflicts of interest, Brookfield believes that the access to Brookfield (including portfolio investments of Brookfield Accounts and Oaktree Accounts) enhances the capabilities of Brookfield Accounts and is an integral part of Brookfield Accounts' operations and will provide benefits to the Brookfield Accounts that would not exist but for their affiliation with Brookfield. Each transaction will be entered into to satisfy a particular business need.

Portfolio investments of Brookfield Accounts and Oaktree Accounts generally are not Brookfield's and Brookfield Accounts' affiliates for purposes of the applicable Governing Documents. As a result, the restrictions and conditions contained therein that relate specifically to Brookfield and/or Brookfield Accounts' affiliates do not apply to arrangements and/or transactions among portfolio investments of Brookfield Accounts and/or Oaktree Accounts, even if a Brookfield Account has a significant economic interest in a portfolio investment and/or Brookfield ultimately controls it. For example, in the event that a portfolio investment of one Brookfield Account enters into a transaction with a portfolio investment

of another Brookfield Account (or an Oaktree Account), such transaction generally would not trigger potential cross trade, principal transaction and/or other affiliate transaction considerations.

In all cases in which Brookfield actively participates in such agreements, transactions or other arrangements, Brookfield will seek to ensure that the agreements, transactions or other arrangements are in the best interests of the applicable Brookfield Account's portfolio investments, with terms to be determined in good faith as fair, reasonable and equitable under the circumstances. However, there can be no assurance that the terms of any such agreement, transaction or other arrangement will be executed on an arm's length basis, be as favorable to the applicable portfolio investment as otherwise would be the case if the counterparty were not related to Brookfield, be the same as those that other Brookfield Accounts' portfolio investments receive from the applicable counterparty, or be benchmarked in any manner. In some circumstances, Brookfield Accounts' portfolio investments may receive better terms (including economic terms) from a portfolio investment of another Brookfield Account or an Oaktree Account than from an independent counterparty. In other cases, these terms may be worse.

All such agreements, transactions or other arrangements described in this section are expected to be entered into in the ordinary course without obtaining consent of Investors or the applicable Brookfield Account's LPAC (or similar bodies) or of investors in other Brookfield Accounts and such arrangements will not impact the management fee payable to Brookfield (or otherwise be shared with the Brookfield Accounts) or any fee for Affiliate Services payable to Brookfield or a Brookfield Account (i.e., the portfolio investments will be free to transact in the ordinary course of their businesses without limitations, including by charging their ordinary rates for the relevant services or products).

Furthermore, Brookfield, PSG, Oaktree, Brookfield Accounts, Oaktree Accounts and/or their portfolio investments from time to time make equity or other investments in companies or businesses that provide services to or otherwise contract with other Brookfield Accounts and/or their portfolio investments. In particular, Brookfield has in the past entered into, and expects to continue to enter into, relationships with companies in the technology, real assets services and other sectors and industries in which Brookfield has broad expertise and knowledge, whereby Brookfield or a Brookfield Account acquires an equity or other interest in such companies that may, in turn, transact with other Brookfield Accounts and/or their portfolio investments. For example, Brookfield and Brookfield Accounts invest in companies that develop and offer products that are expected to be of relevance to other Brookfield Accounts and portfolio investments (as well as to third-party companies operating in similar sectors and industries). In connection with such relationships, Brookfield expects to refer, introduce or otherwise facilitate transactions between such companies and Brookfield Accounts and their portfolio investments, which would result in benefits to Brookfield or such Brookfield Accounts, including via increased profitability of the relevant company, as well as financial incentives and/or milestones which benefit Brookfield or a Brookfield Account (including through increased equity allotments), which are likely in some cases to be significant. Such financial incentives that inure to or benefit Brookfield and Brookfield Accounts pose an incentive for Brookfield to cause other Brookfield Accounts and/or portfolio investments to enter into such transactions that may or may not have otherwise been entered into. Financial incentives derived from such transactions will generally not be shared with Brookfield Accounts or Investors. Furthermore, such transactions are likely to contribute to the development of expertise, reputational benefits and/or the development of new products or services by Brookfield (or Oaktree, Brookfield Accounts, Oaktree Accounts, and portfolio investments), which Brookfield will seek to capitalize on to generate additional benefits that are likely to inure solely to Brookfield (or Oaktree, Brookfield Accounts, Oaktree Accounts, and portfolio investments) and not to other Brookfield Accounts or Investors.

Brookfield (or the portfolio investments' management teams, as applicable) will seek to ensure that each transaction or other arrangement that Brookfield Accounts and/or portfolio investments enter into with these companies satisfies a legitimate business need and is in the best interests of the applicable Brookfield Account and/or the applicable portfolio investment, with terms to be determined in good faith as fair, reasonable and equitable under the circumstances based on the applicable Brookfield Accounts' and/or portfolio investments' normal course process for evaluating potential business transactions and counterparties. In making these determinations, Brookfield or the management teams of the portfolio investments will take into account such factors that they deem relevant, which will include the potential benefits and synergies of transacting with a Brookfield related party. Brookfield may take its own interests (or the interests of other Brookfield Accounts or businesses) into account in considering and making determinations regarding these matters. For the avoidance of doubt, any of the arrangements and/or benefits described in this paragraph may be entered into in the ordinary course without notice to, or the consent of, Investors or the Brookfield Accounts' LPACs. In certain cases, these transactions will be entered into with active participation by Brookfield and in other cases by the portfolio investments' management teams independently of Brookfield. Moreover, any fees or other financial incentives paid to the relevant company will not offset or otherwise reduce the management fee or other compensation paid to Brookfield, will not otherwise be shared with Brookfield Accounts or Investors and will not be subject to the Affiliate Service Rates.

There can be no assurance that the terms of any such transaction or other arrangement will be executed on an arm's length basis, be as favorable to the relevant Brookfield Account and/or portfolio investment as otherwise would be the case if the counterparty were not related to Brookfield, be benchmarked in any particular manner, or be the same as those that other Brookfield Accounts' or investments receive from the applicable counterparty. In some circumstances, Brookfield Accounts and portfolio investments may receive better terms (including economic terms) than they would from an independent counterparty. In other cases, these terms may be worse.

While these agreements, transactions and/or arrangements raise potential conflicts of interest, Brookfield believes that access to other Brookfield Accounts and their portfolio investments, as well as to Brookfield related parties and companies in which Brookfield has an interest enhances Brookfield Accounts' and portfolio investments' capabilities, is an integral part of Brookfield's operations and will provide benefits to Brookfield Accounts and portfolio investments that would not exist but for their respective affiliations with Brookfield.

Transfers and Secondment of Employees. From time to time, in order to create efficiencies and optimize performance, employees of Brookfield, Brookfield Accounts, and/or portfolio investments will be hired or retained by, or seconded to, other portfolio investments, other Brookfield Accounts and/or Brookfield. In such situations, all or a portion of the compensation and overhead expenses relating to

such employees (including salaries, benefits, and incentive compensation, among other things) will directly or indirectly be borne by the entities to which the employees are transferred or seconded. Any such arrangement may be on a permanent or temporary basis, or on a full-time or part-time basis, in order to fill positions or provide services that would otherwise be filled or provided by third parties hired or retained by the relevant entities. To the extent any Brookfield employees are hired or retained by, or seconded to, a portfolio investment, the portfolio investment may pay such persons directors' fees, salaries, consultant fees, other cash compensation, stock options or other compensation and incentives and may reimburse such persons for any travel costs or other out-of-pocket expenses incurred in connection with the provision of their services. Brookfield may also advance compensation to seconded Brookfield employees and be subsequently reimbursed by the applicable portfolio investment. Any compensation customarily paid directly by Brookfield to such persons will typically be reduced to reflect amounts paid directly or indirectly by a portfolio investment even though the management fee and carried interest borne by a Brookfield Account will not be reduced, and amounts paid to such persons by a portfolio investment will not be offset against management fees or any carried interest distributions otherwise payable to Brookfield. Additionally, the method for determining how (i) certain compensation arrangements are structured and valued (particularly with respect to the structure of various forms of incentive compensation that vest over time and whose value upon payment is based on estimates) and (ii) overhead expenses are allocated, in each case require certain judgments and assumptions, and as a result the relevant entities (including Brookfield Accounts) may bear higher costs than they would have had such expenses been valued, allocated or charged differently.

Brookfield could benefit from arrangements where Brookfield employees are hired or retained by, or seconded to, one or more portfolio investments or a Brookfield affiliate on behalf of such portfolio investment (for example, in the case where a portfolio investment makes a fixed payment to Brookfield to compensate Brookfield for a portion of an employee's incentive compensation, but such employee does not ultimately collect such incentive compensation). Additionally, there could be a circumstance where an employee of Brookfield or a portfolio investment of a Brookfield Account could become an employee of a portfolio investment (or vice versa) and, in connection therewith, be entitled to receive from the company it is transferring to unvested incentive compensation received from the company it is transferring from. While such incentive compensation would be subject to forfeiture under other circumstances, given the prior employment by a Brookfield related company, such incentive compensation may continue to vest as if such employee continued to be an employee of the company from which it is transferring. The arrangements described herein will take place in accordance with parameters Brookfield's internal policies, but will not be subject to approval by Investors, and such amounts will not be considered fees received by Brookfield or its affiliates that offset or otherwise reduce the management or any other fee or compensation due to Brookfield. Portfolio investments of Brookfield accounts are drawn from a number of highly specialized industries, and Brookfield also expects to benefit from the industry knowledge and technical expertise gained by Brookfield employees who are hired or retained by, or seconded to, investments or a Brookfield affiliate on behalf of such investment. Brookfield does not expect to provide any compensation or offset of fees or expenses to such investments or Brookfield affiliates in exchange for the development of such knowledge or expertise by Brookfield employees.

In addition, Brookfield, the LPAC and their personnel can be expected to receive certain intangible and/or other benefits and/or perquisites arising or resulting from their activities on behalf of Brookfield Accounts which will not reduce management fees or otherwise be shared with Brookfield Accounts, its Investors and/or Brookfield Accounts and their portfolio investments. For example, airline travel or hotel stays incurred as expenses of Brookfield Accounts typically result in "miles" or "points" or credit in loyalty/status programs and such benefits and/or amounts will, whether or not de minimis or difficult to value, inure exclusively to Brookfield, the LPAC and/or such personnel (and not the Brookfield Accounts and their portfolio investments) even though the cost of the underlying service is borne by Brookfield Accounts or their portfolio investments. Similarly, the volume of work that service providers receive from Brookfield, which include those from Brookfield Accounts, results in discounts for such services that Brookfield will benefit from, while Brookfield Accounts will not be able to benefit from certain discounts that apply to Brookfield. In addition, Brookfield has in the past and expects to continue to make available certain discount programs to its employees as a result of Brookfield's relationship with an investment (e.g., "friends and family" discounts), and which discounts are not available to the Investors. For a discussion regarding the resolution of the conflicts of interest noted above (and throughout this Brochure), see "Management And Resolution of Conflicts Generally" below.

Brookfield has adopted policies to facilitate the transfer and secondment of employees in order to ensure that such activities are carried out in accordance with applicable regulatory requirements and to address applicable conflicts considerations, including seeking to ensure that each transfer and/or secondment satisfies a legitimate business need and is in the best interests of the relevant Brookfield Account and/or portfolio investment.

Brookfield may take its own interests into account in considering and making determinations regarding the matters outlined in this section as well as in "Transactions with Portfolio Companies" and "Affiliated Services and Transactions" above. Additionally, the aggregate economic benefit to Brookfield or its affiliates as a result of the transactions outlined herein and therein could influence investment allocation decisions made by Brookfield in certain circumstances (i.e., if the financial incentives as a result of such transactions are greater if the investment opportunity is allocated to one Brookfield Account rather than another). However, as noted elsewhere herein, Brookfield believes that Brookfield Accounts' access to Brookfield's broader asset management platform enhances Brookfield Accounts' and portfolio investments' capabilities, is an integral part of Brookfield Accounts' operations and will provide benefits to Brookfield Accounts and portfolio investments that would not exist but for their respective affiliations with Brookfield.

Possible Future Activities. Brookfield expects to expand the range of services that it provides over time. Except as provided herein, Brookfield will not be restricted in the scope of its business or in the performance of any services (whether now offered or undertaken in the future) even if such activities could give rise to conflicts of interest, and whether or not such conflicts are described herein. Brookfield has, and will continue to develop, relationships with a significant number of companies, financial sponsors and their senior managers, including relationships with companies that may hold or may have held investments similar to those that have been (or are intended to be) made by Brookfield Accounts as well as companies that compete with Brookfield Accounts' direct and indirect investments. These

companies may themselves represent appropriate investment opportunities for Brookfield Accounts or may compete with them for investment opportunities and other business activities.

Advisors. Brookfield from time to time engages or retains strategic advisors, senior advisors, operating partners, executive advisors, consultants and/or other professionals who are not employees or affiliates of Brookfield, but which include former Brookfield employees as well as current and former officers of Brookfield portfolio investments (collectively, "Consultants"). Consultants generally have established industry expertise and are expected to advise on a range of investment-related activities, including by providing services that may be similar in nature to those provided by Brookfield's investment teams, such as sourcing, consideration and pursuit of investment opportunities, strategies to achieve investment objectives, development and implementation of business plans, and recruiting for portfolio investments, and to serve on boards of portfolio investments. Additionally, Brookfield's decision to perform certain services in-house for a Brookfield Account at a particular point in time will not preclude a later decision to outsource such services, or any additional services, in whole or in part, to any Consultants, and Brookfield has no obligation to inform a Brookfield Account of such a change. Brookfield believes that these arrangements benefit its investment activities. However, they also give rise to certain conflicts of interest considerations.

Consultants are expected, from time to time, to receive payments from, or allocations of performancebased compensation with respect to, Brookfield, Brookfield Accounts and their respective portfolio investments, including director's fees where such Consultants serve on the boards of portfolio companies. In such circumstances, payments from, or allocations or performance-based compensation with respect to, Brookfield Accounts and/or portfolio investments generally will be treated as expenses of the applicable entity and will not, even if they have the effect of reducing retainers or minimum amounts otherwise payable by Brookfield, be subject to management fee offset provisions. Additionally, while Brookfield believes such compensation arrangements will be reasonable and generally at market rates for the relevant services provided, exclusive arrangements or other factors may result in such compensation arrangements not always being comparable to costs, fees and/or expenses charged by other third parties. In addition to any compensation arrangements, a Brookfield Account may also generally bear its share of any travel costs or other out-of-pocket expenses incurred by Consultants in connection with the provision of their services. Accounting, network, communications, administration and other support benefits, including office space, may be provided by Brookfield or a Brookfield Account to Consultants without charge, and any costs associated with such support may be borne by such Brookfield Account.

Brookfield expects from time to time to offer Consultants the ability to co-invest alongside Brookfield Accounts, including in those investments in which they are involved (and for which they may be entitled to receive performance-based compensation, which will reduce Brookfield Accounts' returns), or otherwise participate in equity plans for management of a portfolio investment or invest directly in, or in a vehicle controlled by a Brookfield Account subject to reduced or waived management fees and/or carried interest, including after the termination of their engagement (or other status) with Brookfield.

In certain cases, these persons are likely to have certain attributes of Brookfield "employees" (e.g., they have dedicated offices at Brookfield, receive access to Brookfield information, systems and meetings for

Brookfield personnel, work on Brookfield matters as their primary or sole business activity, have Brookfield related email addresses, business cards and titles, and/or participate in certain benefit arrangements typically reserved for Brookfield employees) even though they are not considered Brookfield employees, affiliates or personnel. In this scenario, a Consultant would be subject to Brookfield's compliance policies and procedures. Where applicable, Brookfield allocates to Brookfield Accounts, the applicable other Brookfield Account and/or portfolio investments the costs of such personnel or the fees paid to such personnel in connection with the applicable services. In these cases, payments or allocations to Consultants will not be subject to management fee offset provisions and can be expected to increase the overall costs and expenses borne indirectly by Investors. There can be no assurance that any of the Consultants will continue to serve in such roles and/or continue their arrangements with Brookfield and/or any Brookfield Accounts or portfolio investments.

Travel Expenses. Brookfield Accounts generally reimburse Brookfield for out-of-pocket travel expenses, including air travel (generally business class), car services, meals and hotels (generally business or luxury class accommodations), incurred in identifying, evaluating, sourcing, researching, structuring, negotiating, acquiring, making, holding, developing, operating, managing, selling or potentially selling, restructuring or otherwise disposing of proposed or actual investments of Brookfield Accounts (including fees for attendance of industry conferences, the primary purpose of which is sourcing investments), in connection with the formation, marketing, offering and management of Brookfield Accounts.

Service Providers. In managing business activities, Brookfield, Brookfield Accounts and portfolio investments utilize and rely on various independent service providers, including attorneys, accountants, fund administrators, consultants, financial and other advisors, deal sources, lenders, brokers, and outside directors. Brookfield relies on these service providers' independence from Brookfield for various purposes, including (among other things) audits of Brookfield Accounts and/or portfolio investments, transaction related services, benchmarking analyses, fairness and similar opinions of value, and/or verification of arm's length terms, in each case designed to facilitate management and resolution of conflicts of interest considerations relating to transactions between Brookfield Accounts and/or portfolio investments with Brookfield and/or other Brookfield Accounts and/or portfolio investments.

Brookfield, Brookfield Accounts and portfolio investments have various business relationships and engage in various activities with these service providers and/or their affiliates, which give rise to conflicts of interest considerations relating to the selection of the service providers. For example, service providers and/or their personnel could: (a) be investors in Brookfield, Brookfield Accounts and/or portfolio investments, (b) provide services to multiple Brookfield business lines, Brookfield Accounts and/or portfolio investments, (c) be engaged to provide various different types of services to Brookfield, Brookfield Accounts and portfolio investments, (d) provide certain services, such as introductions to prospective investors and/or counterparties, to Brookfield, Brookfield Accounts and portfolio investments at favorable rates or no additional cost, (e) be counterparties to transactions with Brookfield, Brookfield Accounts and/or portfolio investments. In addition, certain service providers (particularly large global service providers, such as law firms, accounting firms and financial institutions) employ family members of personnel of Brookfield, Brookfield Accounts and/or portfolio investments. Moreover, in the regular course of business, personnel of Brookfield, Brookfield Accounts and/or

portfolio investments give (or receive) gifts and entertainment to (or from) personnel of service providers.

Notwithstanding these relationships and/or activities with services providers, Brookfield has policies and procedures designed to address these conflicts of interest considerations and to ensure that its personnel select service providers for Brookfield, Brookfield Accounts and portfolio investments that they believe are appropriate for and in the best interests of Brookfield, Brookfield Accounts and/or portfolio investments (as the case may be) in accordance with Brookfield's legal and regulatory obligations, provided that (for the avoidance of doubt) Brookfield often will not seek out the lowest-cost option when engaging such service providers as other factors or considerations typically prevail over cost.

Brookfield, Brookfield Accounts and portfolio investments often engage common providers of goods and/or services. These common providers sometimes provide bulk discounts or other fee discount arrangements, which could be based on an expectation of a certain amount of aggregate engagements by Brookfield, Brookfield Accounts and portfolio investments over a period of time. Brookfield generally extends these fee discount arrangements to Brookfield, Brookfield Accounts and portfolio investments in a fair and equitable manner.

In certain cases, a service provider (e.g., a law firm) will provide all Brookfield Accounts and their portfolio companies a bulk discount on fees that is applicable only prospectively (within an annual period) once a certain aggregate spending threshold has been met by the group during the relevant annual period. As a result, Brookfield Accounts and portfolio companies that engage the service provider after the aggregate spending threshold has been met will get the benefit of the discount and, as a result, pay lower rates than the rates paid by Brookfield Accounts and portfolio companies that engaged the same provider prior to the discount being triggered.

The engagement of common providers for Brookfield Accounts and their portfolio investments and the related fee discount arrangements give rise to conflicts of interest considerations. For example, as a result of these arrangements, Brookfield will face conflicts of interest in determining which providers to engage on behalf of Brookfield Accounts and portfolio investments and when to engage such providers, including an incentive to engage certain providers for Brookfield Accounts and portfolio investments because it will result in the maintenance or enhancement of a discounted fee arrangement that benefits Brookfield, other Brookfield Accounts and portfolio investments. Notwithstanding these conflicts considerations, Brookfield makes these determinations in a manner that it believes is appropriate for and in the best interests of Brookfield Accounts and/or portfolio investments taking into account all applicable facts and circumstances.

In the normal course, common providers (e.g., law firms) will staff engagements based on the particular needs of the engagement and charge such staff's then-applicable rates, subject to any negotiated discounts. While these rates will be the same as the rates such providers would charge Brookfield for the same engagement, Brookfield generally engages providers for different needs than Brookfield Accounts and/or portfolio investments, and the total fees charged for different engagements are expected to vary.

In addition, as a result of the foregoing, the overall rates paid by Brookfield Accounts and portfolio investments over a period of time to a common provider could be higher (or lower) than the overall rates paid to the same provider by Brookfield, other Brookfield Accounts and their portfolio investments.

These relationships, activities and discounts described herein are part of normal course business operations and are not considered additional fees received by Brookfield that would offset or otherwise reduce the fees (including management fees) owed by Brookfield Accounts and/or portfolio investments to Brookfield.

Investment Platforms. A Brookfield Account, alone or co-investing alongside other Brookfield Accounts or third parties, is expected to develop, organize, and/or acquire assets that serve as a platform for investment in a particular sector, geographic area or other niche (such arrangements, "Investment Platforms"), including investments held in different proportions across various Brookfield Accounts. The management teams for such Investment Platforms ("Platform Management Teams") will be owned and controlled by such Brookfield Account, and will be established through recruitment, contract and/or the acquisition of one or more portfolio investments. In certain cases, such as investments made by a Brookfield Account alongside third parties, the executives, officers, directors, shareholders and other personnel of the relevant Platform Management Teams will represent other financial investors with whom such Brookfield Account is not affiliated and whose interests could conflict with the interests of such Brookfield Account and/or have other interests that conflict with such Brookfield Account. In addition, Platform Management Teams are expected to provide services to, and facilitate, investments by, other Brookfield Accounts, including investments in which such Brookfield Account or an investment does not participate. The costs and expenses of Platform Management Teams will include, among others, overhead, personnel compensation, diligence and other operational costs and expenses incurred in connection with the development, organization, acquisition, support, and ongoing administration and management of the Platform Management Teams and related Investment Platforms. For the avoidance of doubt, compensation to be paid in respect of Platform Management Teams will include, among other components, carried interest, management promote, incentive fee and/or other performance-based compensation based on (or linked to) the profits of the relevant Investment Platforms, including profits realized in connection with the disposition of asset(s), and co-investments held alongside Brookfield Accounts.

Among other things, Platform Management Teams are expected to participate in and/or advise on a range of activities related to investments, potential investments and/or Investment Platforms given their strategic and/or operational expertise, including, among others, activities in connection with (or with respect to) the origination, identification, assessment, pursuit, coordination, execution and consummation of investment opportunities, such as project planning, engineering and other technical analysis, securing site control, preparing and managing approvals and permits, financial analysis and managing related-stakeholder matters. These services give rise to additional conflicts of interest considerations because they are similar to the services provided by Brookfield to Brookfield Accounts. However, Brookfield deems these services to be appropriate for and value enhancing to the operations and/or management of investments and Investment Platforms and these services otherwise would be provided by third parties engaged to provide the services.

A Brookfield Account will bear its allocable share of Platform Management Teams' costs and expenses (as determined by Brookfield, in its sole discretion, to be fair and reasonable) and such costs and expenses will be treated as expenses for the Brookfield Account, investment-level expenses and/or broken deal expenses, as applicable. These costs and expenses will be in addition to the compensation payable to Brookfield, will not be shared with the Brookfield Account and/or the Investors (or be offset against compensation payable to Brookfield), will increase the overall costs and expenses borne indirectly by such Brookfield Account, and are expected to be substantial.

From time to time, Platform Management Teams (or portions thereof) that are held by a Brookfield Account and/or portfolio companies could be transferred to other Brookfield Accounts (including Brookfield) for strategic, operational and/or other reasons, including reasons that relate solely to other Brookfield Accounts. The Brookfield Account, its Investment Platforms, investments and/or Investors, will not be compensated for any such transfer.

See additional detail regarding: the methodologies that Brookfield will utilize for determining Brookfield Accounts' (including of Brookfield) allocable shares of such costs and expenses, and additional conflicts considerations regarding transactions with Brookfield related parties, in "Allocation of Costs and Expenses" and "Affiliated Services and Transactions."

Utilization of Credit Facilities. Brookfield maintains substantial flexibility in choosing when and how Brookfield Accounts utilize borrowings under credit facilities. Brookfield generally seeks to utilize long-term financing for Brookfield Accounts in certain circumstances, including (i) to make certain investments, (ii) to make margin payments as necessary under currency hedging arrangements or other derivative transactions, (iii) to fund management fees otherwise payable to Brookfield, and (iv) when Brookfield otherwise determines that it is in the best interests of the Brookfield Account.

In addition, Brookfield Accounts may provide for the repayment of indebtedness and/or the satisfaction of guarantees on behalf of co-investment vehicles in connection with investments made by such vehicles. Certain Brookfield Accounts may also use other Brookfield Accounts' credit facilities to issue letter of credits in connection with investments that are expected to be, or have been allocated to co-investment vehicles, and the co-investors would be expected to bear their share of any expenses incurred in connection with such letters of credit. However, in each scenario above, certain investors in such vehicles will benefit from such provision for repayment of indebtedness and/or the satisfaction of guarantees even though those investors do not provide the same level of credit support as the relevant other Brookfield Account. In the event any such co-investment vehicle does not satisfy its share of any payment in respect of any such borrowing, the relevant Brookfield Account will be contractually obligated to satisfy its share even if such Brookfield Account does not have recourse against such co-investment vehicle. In addition, a Brookfield Account may provide a guarantee in connection with a potential or existing investment, and a Brookfield Account may replace another Brookfield Account as the guarantor.

Other Activities of Brookfield and its Personnel. Brookfield and its personnel, including those that play key roles in managing Brookfield Accounts' investment and other affairs, for example, through serving on an investment committee, spend a portion of their time on matters other than or only tangentially related to Brookfield Accounts. Their time is also spent on managing investment and other affairs of

Brookfield and other Brookfield Accounts. Among others, the same professionals that are involved in sourcing and executing investments for Brookfield Accounts are responsible for sourcing and executing investments for Brookfield and other Brookfield Accounts, and have other responsibilities within Brookfield's broader asset management business. As a result, Brookfield's and its personnel's other responsibilities are expected to conflict with their responsibilities to Brookfield Accounts. These potential conflicts will be exacerbated in situations where the employees have a greater economic interest (including via incentive compensation or other remuneration) in connection with certain responsibilities or certain accounts relative to other responsibilities and accounts, or where there are differences in proprietary investments in certain Brookfield Accounts relative to others.

Use of Brookfield Arrangements. Brookfield Accounts may seek to use a swap, currency conversion, hedging arrangement, line of credit or other financing that Brookfield has in place for its own benefit or the benefit of other Brookfield Accounts. In these cases, Brookfield will pass through the terms of such arrangement to the applicable Brookfield Account as if that Brookfield Account had entered into the transaction itself. However, in such cases, the relevant Brookfield Accounts will be exposed to Brookfield's credit risk since they will not have direct contractual privity with the counterparty. Further, it is possible that a Brookfield Account may have been able to obtain more favorable terms for itself if it had entered into the arrangement directly with the counterparty.

Determinations of Value. Valuations of the investments or of property received in exchange for any investment that are calculated by Brookfield will be done in good faith in accordance with guidelines prepared in accordance with International Financial Reporting Standards or U.S. generally accepted accounting principles and reviewed by the independent accountants of Brookfield Accounts. Valuations are subject to determinations, judgments, projections and opinions, and third parties or investors may disagree with such valuations. Accordingly, the carrying value of an investment will not necessarily reflect the price at which the investment could be sold in the market, and the difference between carrying value and the ultimate sales price could be material. Additionally, under certain limited circumstances set forth in the Governing Documents, distributions in kind of investments for which market quotations are not readily available could be made. The valuation of such investments will be determined by Brookfield in accordance with the Governing Documents.

The valuation of investments affects, under certain circumstances, Brookfield's entitlement to incentive distributions from Brookfield Accounts, the amount of management fees that Brookfield collects from Brookfield Accounts and/or Brookfield's marketing of and ability to raise future Brookfield Accounts. As a result, in certain circumstances, Brookfield would be incentivized to determine valuations that are higher than the actual fair value of the investments of Brookfield Accounts. In particular, a decline in an investment's value generally must be "permanent" before it is considered a write-down for purposes of impairing Brookfield's ability to collect carried interest upon the receipt of proceeds from other investments. In addition, until an investment is written down to zero, the full amount of capital that was contributed to the investment would generally continue to be counted towards the management fee base, even if the investment's valuation is close to zero. Accordingly, Brookfield is incentivized to determine that a decline in value of an investment is not necessarily "permanent", and/or that a decline in value, even if substantial, does not result in the investment being written down to zero. However, valuations of investments will always be determined in accordance with Brookfield valuation policies

(and/or the valuation methodology described in the applicable materials) and with regard to Brookfield's fiduciary duties.

Transactions with Investors. In light of the breadth of Brookfield's operations and its significant institutional investor base, including investors that pursue investment programs and operations similar to Brookfield's, Brookfield and Brookfield Accounts from time to time engage in transactions with prospective and actual Investors that entail business benefits to such investors. Such transactions may be entered into prior to, in connection with or after an Investor's investment in Brookfield Accounts. The nature of such transactions can be diverse and may include benefits relating to Brookfield, Brookfield Accounts and their respective portfolio companies.

Insurance. Brookfield has caused Brookfield Accounts to purchase and/or bear premiums, fees, costs and expenses (including the premiums, costs, expenses and/or fees of Brookfield affiliates and non-affiliates) for insurance coverage and for placement and administration of insurance coverage for the benefit of such Brookfield Accounts and their affiliates (as service providers to Brookfield Accounts), their employees, affiliates, agents and representatives, as well as indemnified parties with respect to matters (including directors and officers liability insurance, errors and omissions insurance, and any other insurance which Brookfield determines to be required or market standard), or for the benefit of such Brookfield Accounts, as well as to portfolio investments with respect to investment-related matters (including terrorism, property, title, liability, marine, environmental, professional, cyber, transactional, fire insurance and/or extended or specialized coverage).

Brookfield, Brookfield Accounts and their respective portfolio investments will utilize Brookfield affiliates for placement, administration, and provision of insurance coverage in connection with all or part of their insurance coverage and Brookfield Accounts are expected to leverage the scale of Brookfield by participating in shared, or umbrella, insurance policies as part of a boarder group of entities affiliated with Brookfield (including Brookfield and other Brookfield Accounts). Any insurance policy purchased by or on behalf of a Brookfield Account (including policies covering Brookfield and other Brookfield Accounts) may provide coverage for situations where the Brookfield Account would not provide indemnification, including situations involving culpable conduct by Brookfield. Nonetheless, the Brookfield Account's share of the premiums, costs, fees and expenses in respect of insurance coverage will not be reduced to account for these types of situations. Where possible, Brookfield Accounts generally leverage Brookfield's scale by participating in shared, or umbrella, insurance policies that cover a broad group of entities (including Brookfield, other Brookfield Accounts and their portfolio companies) under a single policy.

The total cost of any shared or umbrella insurance policy is allocated among all participants covered by the policy in a fair and equitable manner taking into consideration applicable facts and circumstances, including the value of each covered account's asset value and/or the risk that the account poses to the insurance provider. While Brookfield takes into account certain objective criteria in determining how to allocate the cost of umbrella insurance coverage among covered accounts, the assessment of the risk that each account poses to the insurance provider is more subjective in nature. In addition, Brookfield's participation in umbrella policies gives risk to conflicts in determining the proper allocation of the costs of such policies.

Brookfield insurance companies (each, a "Captive") that provide insurance coverage for Brookfield Accounts and assets held directly or indirectly by Brookfield Accounts generally will be utilized for all or a portion of insurance coverage needs (e.g., primary layer of insurance for certain assets, supplemental coverage to coverage provided by third-party carriers, etc.). Captives are expected to provide benefits to Brookfield Accounts that may not be available from a third-party insurance provider. In determining whether to utilize a Captive as an insurance provider for Brookfield Accounts and/or their investments, Brookfield will take into account such factors as it determines appropriate in its discretion under the then-existing facts-and-circumstances. It is expected that each Captive will charge premiums at the Affiliate Service Rate applicable to the insurance provided by such Captive. The determination of such rates will be based on third-party pricing data, pricing mandated by regulation, or an opinion of a third-party insurance adviser (including advisers that provide other insurance related services to Brookfield and the Brookfield Accounts). The engagement of a Captive will give rise to certain potential conflicts of interest, including in connection with the allocation of premiums and the evaluation and payment of claims. In order to mitigate potential conflicts of interest related thereto, an independent third-party insurance carrier generally will be responsible for claims management and payment.

Captives could seek reinsurance for all or a portion of the coverage, which could result in Brookfield earning and retaining fees, commissions and/or a portion of the premiums associated with such insurance while not retaining all or a commensurate portion of the risk insured. Captives may also earn and retain fees, commissions, and/or a portion of the premiums associated with insurance covering types of damages for which a government entity and/or other third party may reimburse the captive (e.g., damage caused by certain terrorist events), which may result in the captives not retaining all or a commensurate portion of the risk of insuring against such types of damage.

To the extent an insurance policy or Captive insurance policy provides coverage with respect to matters relating to Brookfield Accounts or their investments, all or a portion of the fees and expenses (including premiums) of such insurance policy and its placement will be allocated to such Brookfield Accounts or their investments. The amount of any such insurance-related fees and expenses allocated to such Brookfield Accounts or their investments will be determined by Brookfield in its discretion taking into consideration facts and circumstances deemed relevant, including in umbrella policies the value of each covered account's investments and capital commitments (if applicable) and/or risk that the accounts and/or its investments pose to the insurance provider. While Brookfield expects to consider certain objective criteria when determining how to allocate the cost of insurance coverage that applies to multiple accounts (including Brookfield and Brookfield Accounts), because of the uncertainty of whether claims will arise in the future and the timing and the amount that may be involved in any such claim, the determination of how to allocate such fees and expenses also requires Brookfield to take into consideration other facts and circumstances that are more subjective in nature. In addition, because Brookfield will bear a portion of such fees and expenses and has differing investment interests in the Brookfield Accounts it manages, conflicts exist in the determination of the proper allocation of such fees and expenses among Brookfield and such accounts. It is unlikely that Brookfield will be able to accurately allocate the fees and expenses of any such insurance based on the actual claims of a particular account. Brookfield may, if it determines it to be necessary, consult with one or more third parties to ensure that the allocation of such fees and expenses is done in a fair and reasonable manner.

While shared insurance policies may be cost effective, claims made by any entity covered thereunder (including Brookfield) could result in increased costs to a Brookfield Account. In addition, such policies may have an overall cap on coverage. To the extent an insurable event results in claims in excess of such cap, a Brookfield Account may not receive as much in insurance proceeds as it would have received if separate insurance policies had been purchased for each party. In addition, Brookfield may face a conflict of interest in properly allocating insurance proceeds across all claimants, which could result in a Brookfield Account receiving less in insurance proceeds than if separate insurance policies had been purchased for each insured party individually. Similarly, insurable events may occur sequentially in time while subject to a single overall cap. To the extent insurance proceeds for one such event are applied towards a cap and a Brookfield Account experiences an insurable loss after such event, that Brookfield Account's receipts from such insurance policy may be diminished or that Brookfield Account may not receive any insurance proceeds. A shared insurance policy may also make it less likely that Brookfield will make a claim against such policy on behalf of a Brookfield Account.

Brookfield on behalf of a Brookfield Account may need to determine whether or not to initiate litigation (including potentially litigation adverse to Brookfield where it is the broker or provider of the insurance) in order to collect from an insurance provider, which may be lengthy and expensive and which ultimately may not result in a financial award. The potential for Brookfield to be a counterparty in any litigation or other proceedings regarding insurance claims creates a further potential conflict of interest. Furthermore, in providing insurance, Brookfield may seek reinsurance for all or a portion of the coverage, which could result in Brookfield earning and retaining fees and/or a portion of the premiums associated with such insurance while not retaining all or a commensurate portion of the risk insured.

Brookfield will seek to allocate the costs of such insurance and proceeds from claims in respect of such insurance policies and manage or resolve any conflicts of interest, as applicable, in a manner it determines to be fair. In that regard, Brookfield may, if it determines it to be necessary, consult with one or more third parties in allocating such costs and proceeds and managing or resolving such conflicts.

Diverse Interests. In certain circumstances, the various types of investors in Brookfield Accounts, including Brookfield, have conflicting investment, tax and other interests with respect to their interests. The conflicting interests of particular investors may relate to or arise from, among other things, the nature of investments made by Brookfield Accounts, the structuring of the acquisition, ownership and disposition of investments, the timing of disposition of investments, the transfer or disposition by an investor of its investment, and the manner in which one or more investments are reported for tax purposes. As a consequence, conflicts of interest arise in connection with Brookfield's decisions regarding these matters, which may be adverse to investors in Brookfield Accounts (or to Brookfield in connection with its investments in Brookfield Accounts), or may be more beneficial to certain Investors (including Brookfield) over others.

In making investment decisions for a Brookfield Account, Brookfield will consider the investment and tax objectives of a Brookfield Account as a whole, not the investment, tax or other objectives of any Investor individually. However, conflicts may arise if certain investors have objectives that conflict with those of a Brookfield Account. In addition, Brookfield may face certain tax risks based on positions taken by Brookfield Accounts, including as a withholding agent. In connection therewith, Brookfield may take

certain actions, including withholding amounts to cover actual or potential tax liabilities, that it may not have taken in the absence of such tax risks.

Further, in connection with Brookfield's investment activities, Brookfield Accounts (or portfolio investments) may make contributions to support ballot initiatives, referendums or other legal, regulatory, tax or policy changes that Brookfield believes will ultimately benefit such Brookfield Accounts or portfolio investments. However, there is no guarantee that any particular Investor will agree with any such action or would independently choose to financially support such an endeavor. Further, any such changes may have long-term benefits to Brookfield and/or other Brookfield Accounts. In some cases, such benefits may be greater than the benefits to Brookfield Accounts that make such contributions, even though Brookfield or other Brookfield Accounts did not contribute to such initiative or reimburse a Brookfield Account or the relevant portfolio investment for the contributions.

Side Letters. From time to time, Brookfield enters into agreements with one or more Investors which have the effect of establishing rights under, or, subject to applicable law, altering or supplementing the terms of the Governing Documents or such Investor's subscription agreement, including with respect to (a) excuse from particular investments; (b) additional or different reporting or notice obligations of a Brookfield Account; (c) transfer to affiliates and other parties; (d) co-investment opportunities; (e) withdrawal rights under certain limited circumstances; (f) consent rights to certain amendments to the Governing Documents; (g) limits on indemnification obligations; (h) special economic terms; (i) "most favored nations" rights (subject to certain exceptions); (j) the right to cease making capital contributions under certain limited circumstances; or (k) any other matters described therein (such agreements, "Side Letters"). As a result of such Side Letters, certain Investors may receive additional benefits (including expanded informational rights, preferential economic terms, preferential co-investment rights, excuse rights with respect to certain investments or "most favored nations" rights (subject to certain exceptions)) which other Investors will not receive or have the ability to review. Although any rights or terms established in a Side Letter with an Investor are intended to govern solely with respect to such Investor, such rights or benefits may, by altering the terms of the Governing Documents or requiring the consent of an Investor for certain investments and other actions, materially impact Brookfield Accounts and other Investors. For example, if Brookfield enters into a Side Letter entitling an Investor to opt out of a particular investment or withdraw from the Brookfield Account, any election to opt out or withdraw by such Investor may increase the pro rata interest of the Investor in that particular investment or all future investments, which may have an adverse effect on the investment results of such other Investors. However, an election to be excused from an investment or withdrawn by an Investor would not increase the commitments to a Brookfield Account of any of the other Investors, though it may increase other Investor's exposure to investments after a withdrawal. Brookfield may not be required to notify any or all Investors of any such Side Letters or other agreements or any of the rights or terms or provisions contained in those letters, and may not be required to offer such additional or different rights or terms to any or all Investors.

In addition, Brookfield may enter into agreements with one or more Investors involving an Investor's broader relationship with Brookfield, which may include one or more strategies in addition to a Brookfield Account's strategy and/or certain co-investments alongside a Brookfield Account. Such an agreement may contain terms and conditions applicable to an Investor that would not apply to that

Investor's investment solely in the Brookfield Account. Such an agreement may involve an Investor agreeing to make a commitment to multiple Brookfield Accounts and/or receiving access to certain coinvestment opportunities alongside a Brookfield Account, and may include Brookfield granting certain preferential terms to Investors, including blended fee and carried interest rates that are lower than those applicable to a Brookfield Account when applied to the entire strategic partnership. Other Investors will generally not receive disclosure of the terms of such agreements or the right to benefit from them. Certain of such strategic partnerships may involve an arrangement or an account (each, a "Program Account") pursuant to which an investor makes a commitment to invest in or alongside a Brookfield Account as well participate in other Brookfield Accounts, strategies or co-investments to be made alongside a Brookfield Account. Any such Program Account may generally be treated as a parallel fund of a Brookfield Account for purposes of the applicable Brookfield Account's Governing Documents. Brookfield may grant certain preferential terms to investors in Program Account, including fee and carried interest rates (on a blended basis or otherwise) that are lower than those applicable to a Brookfield Account.

Brookfield may enter into Side Letters with any Investor in its discretion at any time. Accordingly, the other Investors will have no recourse against the relevant Brookfield Account or any of its respective affiliates in the event that certain Investors receive additional or different rights or terms as a result of such Side Letters. Each Brookfield Account will generally bear the expenses of administering Side Letters and other Investor-specific requests.

Conflicts with Issuers of Investments. As part of Brookfield's management and oversight of investments, Brookfield appoints its personnel as directors and officers of portfolio investments. However, in certain circumstances, such as bankruptcy or near insolvency of a portfolio investment, decisions and actions that may be in the best interest of the portfolio investment may not be in the best interests of Brookfield Accounts. Accordingly, in these situations, there may be a conflict of interest between Brookfield personnel's duties as officers of Brookfield and their duties as directors or officer of the portfolio investment. As described above, Brookfield employees may be engaged by one or more portfolio investments on a permanent or temporary basis in order to provide services that may otherwise be provided by third parties. See "Affiliated Services and Transactions" above. This may create conflicts of interest when the employees are considering the interests of a Brookfield Account and the interests of the portfolio investment. Furthermore, the particular arrangement between such employees and the portfolio investments and properties may change over time, particularly when an Investment is realized by the Brookfield Account. An employee may or may not return to Brookfield after the Brookfield Account's disposition of such Investment.

In the ordinary course, Brookfield may hire employees of portfolio investments (including by hiring teams of employees and integrating them into Brookfield). Such persons may, in their capacity as employees of Brookfield, provide similar services to a portfolio investment as they provided when employed directly by such portfolio investment. Any such services will be provided in the same manner and on the same terms as similar services provided by other employees of Brookfield. As a result, a portfolio investment may pay more for such services than it would otherwise have paid if such employees remained employed by such portfolio investment. See "Affiliated Services and Transactions" above.

Internal Audit. BAM and certain of its listed affiliates are publicly traded companies subject to requirements to maintain an internal audit function and to complete internal audit reviews of their investments and related operations. In certain instances, Brookfield Accounts and their portfolio investments are expected to perform internal audit reviews of their operations and related activities, either in connection with their own regulatory requirements, because they are consolidated into Brookfield or one of its listed affiliates, or otherwise for corporate governance purposes, as determined by Brookfield. Such portfolio investment internal audit work is expected to be carried out by the employees of such portfolio investments, by Brookfield employees and/or by third-party advisors, and the expenses related to such work by all such persons are generally expected to be charged to the portfolio investment. While the product of such portfolio investment internal audit work is expected to be relied on and utilized, where applicable, in meeting Brookfield's and its listed affiliates' internal audit obligations, Brookfield and its listed affiliates generally will not share in the expenses of such portfolio investment internal audits (except in their capacity as indirect equity owners of the portfolio investment).

OTHER CONFLICTS

Management Fee and Carried Interest. The management fee and carried interest payable by a Brookfield Account to Brookfield will not be used solely to compensate Brookfield employees. For example, management fees and/or carried interest are expected to be retained by Brookfield for the benefit of its public shareholders. Additionally, Brookfield may pledge, make a collateral assignment of, or otherwise use as credit support all or any portion of its right to receive management fees and/or carried interest, including in connection with any transaction involving the financing of Brookfield's commitment to a Brookfield Account. The payment of management fees and distributions of carried interest to persons other than the team responsible for managing Brookfield Accounts reduces the alignment of interest between Brookfield and Investors.

Brookfield's entitlement to performance-based compensation from Brookfield Accounts could incentivize Brookfield to make investments on behalf of Brookfield Accounts that are riskier or more speculative than it would otherwise make in the absence of such performance-based compensation. In addition, Brookfield is generally taxed at preferable tax rates applicable to long-term capital gains on its performance-based compensation with respect to investments that have been held by a Brookfield Account for more than three years. These and similar laws applicable to the tax treatment of performance-based compensation could incentivize Brookfield to hold partnership and Brookfield Accounts' investments longer than it otherwise would.

Calculation Errors. Brookfield could, from time to time, make errors in determining amounts due to Brookfield and/or Brookfield Accounts from other Brookfield Accounts (including amounts owed in respect of management fees, performance-based compensation, and Affiliate Services). When such an error that disadvantaged a Brookfield Account is discovered, Brookfield will make the applicable Brookfield Account whole for such excess payment or distribution based on the particular situation, which may involve a return of distributions or fees or a waiver of future distributions or fees, in each case in an amount necessary to reimburse Brookfield Accounts for such over-payment. In such cases, Brookfield will determine whether to pay interest to a Brookfield Account based on the facts and

circumstances of the error, and generally does not expect to pay interest when the amounts in question are determined by Brookfield to be immaterial and/or when the error is corrected promptly. When an error that advantages a Brookfield Account is discovered, Brookfield will correct such underpayment by causing a Brookfield Account to make additional payments or distributions, as applicable; however, a Brookfield Account will not be charged interest in connection with any such underpayment.

MANAGEMENT AND RESOLUTION OF CONFLICTS

Management and Resolution of Conflicts Generally. In the event that any matter arises that Brookfield determines in its good faith judgment to constitute an actual conflict of interest between a Brookfield Account, on the one hand, and Brookfield, Oaktree, an Oaktree Account or any existing or future Brookfield Account, on the other hand, Brookfield may, subject to internal Brookfield policies and the Governing Documents, take such actions as it deems necessary or appropriate, including such actions as described elsewhere herein, taking into consideration the interests of the relevant parties, the circumstances giving rise to the conflict and applicable law. Brookfield's internal policies and protocols may be amended from time to time by Brookfield in its discretion without notice to or the consent of the Investors or any other person. Any such resolutions will take into consideration the interests of the relevant parties and the circumstances giving rise to the conflict.

Limited Partner Advisory Committee. Brookfield may in certain situations choose to seek the approval of the members of an LPAC of a Brookfield Account using established guidelines with respect to potential conflict of interest situations and LPAC approval may be required to resolve certain conflicts and other matters. Any such approval by a LPAC will be binding upon the Brookfield Account and its Investors, including certain matters that are required to be approved by a Brookfield Account under the Advisers Act. In addition, if a LPAC gives such approval or Brookfield acts pursuant to standards or procedures approved by the LPAC with respect to such conflict of interest or other matter, then Brookfield will not have any liability to the Brookfield Account or any of its Investors for actions in respect of such matter taken in good faith by Brookfield, including actions in the pursuit of its own interests. The members of the LPAC of a Brookfield Account may have direct or indirect interests in the activities of Brookfield or in investments and instruments, in some cases similar to those in which the Brookfield Account seeks to invest. Although the LPAC is intended to act as the representative of the investors of the Brookfield Account, LPAC members are under no obligation to act in the best interests of the Brookfield Account as a whole, may not have the same interests as all investors and may act in their best interests over such Brookfield Account's interests. Furthermore, the LPAC cannot be expected to be expert in the investment strategy of a Brookfield Account, and certain of its determinations may, in fact, adversely affect the performance of such Brookfield Account. This may result in potential conflicts of interest. In addition, LPAC members may receive information regarding the proposed investment activities of the Brookfield Account that is not generally available to the public or other Investors. There will be no obligation on the part of any LPAC member to make available for use by the Brookfield Account any information or strategies known to or developed by it and, in certain cases, they may be prohibited from doing so.

Brookfield Conflicts Management and Resolution Process. Brookfield is a global alternative asset manager with significant assets under management and a long history of owning, managing and

operating assets, businesses and investment vehicles across various industries, sectors, geographies and strategies. In addition, Brookfield's business activities continuously grow and evolve over time. As noted throughout this Brochure, a key element of the strategy of Brookfield Accounts is to leverage Brookfield's experience, expertise, broad reach, relationships and position in the market for investment opportunities and deal flow, financial resources, access to capital markets and operating needs. Brookfield believes that this is in the best interest of Brookfield Accounts and their investments. However, being part of this broader (and evolving) platform, as well as activities of and other considerations relating to Brookfield Accounts, gives rise to conflicts of interest. Dealing with conflicts of interest is difficult and complex, and it is not possible to predict all of the types of conflicts that will arise over the course of the life of Brookfield Accounts, particularly as a result of the potential growth and evolution of Brookfield's business activities. Brookfield will monitor conflicts of interest as set out in this Brochure, in accordance with its fiduciary duty to Brookfield Accounts; however, conflicts will not necessarily be managed or resolved in a manner that is favorable to any Brookfield Account.

In managing conflicts of interest situations that arise from time to time, Brookfield generally will be guided by its internal policies and procedures (as applicable) and applicable regulatory requirements, including its fiduciary obligations as set out in Brookfield Accounts' offering documents. Among other things, Brookfield has formed a Conflicts Committee, which is comprised of senior Brookfield executives, to oversee the management and resolution of conflicts of interest considerations that arise in the management of Brookfield's business activities, including management of Brookfield Accounts. The Conflicts Committee seeks to ensure that conflicts considerations are addressed in accordance with Brookfield's internal policies and procedures and applicable regulatory requirements, including its fiduciary duties to Brookfield Accounts as set out in such accounts' offering documents. In carrying out its responsibilities, the Conflicts Committee will, as it deems appropriate, review and approve specific matters presented to it and/or review and approve frameworks (and related parameters) for execution of particular types of transactions. In connection with the latter, the Conflicts Committee will (as it deems appropriate) appoint one or more individuals, pursuant to delegated authority, to oversee implementation of the frameworks and is deemed to approve transactions that are executed in accordance with pre-approved frameworks.

There can be no assurance that all conflicts of interest matters will be presented to the Conflicts Committee. In addition, the Conflicts Committee is comprised of senior executives of Brookfield that are not independent of Brookfield. As such, the Conflicts Committee itself is subject to conflicts of interest considerations. The Conflicts Committee will seek to act in good faith and to manage or resolve conflicts of interest considerations in a manner that it deems is fair and balanced, taking into account the facts and circumstances known to it at the time, and in accordance with Brookfield's policies and procedures and applicable regulatory requirements. However, there is no guarantee that the Conflicts Committee will make a decision that is most beneficial or favorable to any particular Brookfield Account or the Investors in connection with any particular conflict situation, or that it would not have reached a different decision if additional information were available to it.

As noted elsewhere in this Brochure, Brookfield is not required to and generally does not expect to seek approval from the LPAC of the Brookfield Account or from other Investors to manage the conflicts of interest situations that will arise from time to time (including conflicts of interest situations that were

not contemplated in this Brochure) unless required by applicable law or as otherwise set out in this Brochure or the Governing Documents. By investing in Brookfield Accounts, each Investor will be deemed to have acknowledged and agreed to the Brookfield Account being part of Brookfield's broader platform, the strategy of the Brookfield Account leveraging Brookfield's broader platform, conflicts of interest situations (including situations not contemplated in this Brochure) arising in the course of the life of the Brookfield Account, Brookfield's resolution of such conflicts situations as set out in this Brochure, and to have waived any and all claims with respect to the existence of any such conflicts of interest and any actions taken or proposed to be taken in respect thereof as set out herein.

The foregoing list of potential and actual conflicts of interest does not purport to be a complete enumeration or explanation of the conflicts attendant to an investment in any Brookfield Account. Additional conflicts may exist that are not presently known to Brookfield or are deemed immaterial. In addition, as the Brookfield Activities and the investment programs of Brookfield Accounts develop and change over time, an investment in any Brookfield Account may be subject to additional and different actual and potential conflicts of interest. Prospective investors should consult with their own advisers regarding the possible implications on their investment in any Brookfield Account of the conflicts of interest described herein.

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

Brookfield has adopted a code of business conduct and ethics (the "Code of Ethics") for its supervised persons, which sets out its standards, principles, commitments, policies, procedures, and guidelines. The Code of Ethics includes, among other things, provisions relating to duties to stakeholders, the confidentiality of client information, the creation of a positive work environment, employee personal conduct policies, the giving and/or receiving of gifts and entertainment, a prohibition on insider trading, personal securities trading procedures, and guidelines for reporting potential violations of the Code of Ethics. All supervised persons of Brookfield must acknowledge the terms of the Code of Ethics upon commencement of employment with Brookfield and annually thereafter.

Under the Code of Ethics, Brookfield's supervised persons are expected to, among other things:

- Always observe their fiduciary duties to investment management clients;
- Not take personal opportunities that are discovered through the use of property or information of the company or through their role with Brookfield;
- Protect the confidentiality of "non-public information" concerning the company, customers, clients, investments and others;
- Maintain a respectful work environment free from discrimination, violence and harassment;
- Not trade in the company's securities or any other company's securities if they possess material "non-public information" or during a blackout period;
- Know and comply with applicable laws, rules, regulations and policies; and
- Report potential violations of the Code of Ethics.

Clients or prospective clients may request a copy of the firm's Code of Ethics by contacting <u>ronald.fisher-dayn@brookfield.com</u>.

As discussed above in "Conflicts Relating to Investments by Other Brookfield Accounts" in Item 10, Brookfield buys and sells securities and interests for Brookfield Accounts in portfolio investments in which Brookfield and other Brookfield Accounts have material financial interests. Brookfield and other Brookfield Accounts also invest in the same securities and portfolio investments as a Brookfield Account, including at the same time. The various actual and potential conflicts that these practices present are discussed above. Conflicts of interest shall be managed and resolved as discussed in "Management and Resolution of Conflicts Generally" in Item 10 above.

From time to time, subject to and in accordance with applicable law and the terms of Brookfield's conflicts policy, Brookfield expects (but is under no obligation) to effect cross trades and/or principal transactions pursuant to which Brookfield Accounts purchase investments from or sell investments to Brookfield and/or other Brookfield Accounts. Pursuant to applicable law and Brookfield's conflicts policy, certain of these transactions will require approval of the applicable Brookfield Account's Investors (or LPAC or similar bodies), which approval will be deemed to constitute the approval of, and be binding upon, Brookfield Account and all Investors (in the case of approval of the LPAC or similar bodies).

In light of the potential conflicts of interest and regulatory considerations relating to cross trades and/or principal transactions, including among others Brookfield's conflicting division of loyalties and responsibilities to the parties in these transactions, Brookfield has developed policies and procedures in order to guide the effecting of such transactions. However, there can be no assurance that such transactions will be effected, or that such transactions will be affected in the manner that is most favorable to Brookfield Accounts as a party to any such transaction. For the avoidance of doubt, transactions among portfolio investments of Brookfield Accounts and portfolio investments of other Brookfield Accounts and/or Oaktree Accounts that get effected in the ordinary course will not be treated as cross trades or principal transactions and will not require approval of the applicable Brookfield Account's Investors (or LPAC or similar bodies) or the Conflicts Committee. See "Transactions with Portfolio Companies" in Item 10 above.

ITEM 12 – BROKERAGE PRACTICES

Brookfield generally has discretionary authority to determine, without obtaining specific client consent, the investments (including in securities) and the amount thereof to be bought or sold for a Brookfield Account, subject to the conditions and restrictions contained in a Brookfield Account's Governing Documents.

Brookfield Accounts generally do not conduct frequent transactions in publicly-traded securities requiring the use of a broker. In determining the brokers through whom, and commission rates and other transaction costs at which, securities transactions for the Brookfield Accounts are to be executed, Brookfield seeks to negotiate a combination of the most favorable commission and the best price obtainable, taking into account execution capability and trading expertise consistent with the effective execution of the transaction.

Brookfield enters into "soft dollars" arrangements from time to time when executing on transactions for Brookfield Accounts, but will do so only where Brookfield reasonably believes that the services benefit the Brookfield Accounts, and that the amount of commission was reasonable in relation to the value of

the brokerage and research services provided. Brookfield analyzes its use of client brokerage commissions quarterly to determine whether its use of soft dollar falls within the safe harbor provided by Section 28(e) of the Securities Exchange Act of 1934. Brookfield currently has soft dollar contracts open with one broker. The resources currently funded by these soft dollar relationships are primarily data/pricing feeds (i.e., Interactive Data Pricing and Reference Data, Inc., Factset, Bloomberg) and connectivity. Benefits received are used for the benefit of Brookfield clients generally. The receipt of such benefits creates a potential conflict of interest. To the extent that Brookfield uses client commission dollars to obtain research or brokerage services, it will not have to pay for those products and services itself, and Brookfield has an incentive to select or recommend a broker-dealer based on its interest in receiving the benefits, rather than on Brookfield Accounts' interest in receiving most favorable execution.

During 2022, Brookfield paid certain permitted costs via a soft dollar program with one US-based broker. These costs primarily comprised market data feeds and proprietary third-party research.

Brookfield does not consider, in selecting broker-dealers, whether the broker-dealer has referred clients to Brookfield and does not permit a Brookfield Account to direct brokerage to particular broker-dealers.

In the event that orders for the same security for more than one client are placed with the same broker, Brookfield may aggregate or "bunch" such orders across client accounts (including accounts advised by certain affiliates), although it will have no obligation to do so. If orders are aggregated, they will be allocated across the client accounts so that no account will be treated less favorably than another over time. While in some cases the aggregation of orders could have a detrimental effect upon the price or value of a security for a particular account, or upon the ability to complete an entire order, in other cases coordination and the ability to participate in volume transactions may be beneficial to the account. Brookfield may in its discretion choose not to aggregate orders, for example, where portfolio management decisions for clients are made separately or where aggregation could result in less favorable execution for a particular client.

ITEM 13 – REVIEW OF ACCOUNTS

The Brookfield Accounts' investment positions and accounts are monitored on a current basis, and a complete list of the accounts and positions is more formally reviewed as necessary. Such reviews are generally conducted by one or more members of a Brookfield Account's Investment Committee. Brookfield Accounts are audited on a yearly basis by a firm of independent public accountants.

Certain events may require an account review other than the periodic reviews. Such events include a transfer or withdrawal of an Investor interest in a Brookfield Account or a material change in the business of a portfolio investment.

Brookfield makes available the books and records of a Brookfield Account to its Investors as provided in its Governing Documents. In addition, Brookfield provides the following written reports to each Investor of a Brookfield Account:

- within a period ending no later than 120th day after the end of the fiscal year an annual report
 with audited financial statements of the Brookfield Account including an overview of the
 investment activities of the Brookfield Account during the fiscal year covered by the annual
 report; and
- within a period generally ending no later than the 60th day after the end of each of the first
 three fiscal quarters of each fiscal year, (i) an overview of the Brookfield Account's investments,
 (ii) a statement showing the distributions to each Investor during the applicable fiscal quarter,
 (iii) a reconciliation of changes in the capital accounts of Investors during the immediately
 preceding fiscal quarter and (iv) a description of any material event regarding the business of
 the Brookfield Account or dispositions of investments during the quarter covered by the report.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

Brookfield does not have any arrangements pursuant to which someone other than a Brookfield Account provides an economic benefit to Brookfield for providing investment advisory services to such Brookfield Account. See Items 5, 6 and 10 above for compensation that may be earned by Brookfield in connection with certain transactions, and Item 10 above for other services that may be provided by Brookfield in connection with a Brookfield Account's investments for which it may be compensated. As described in Item 5 above, certain supervised persons of Brookfield may obtain commitments from prospective investors to Brookfield Accounts while acting in that capacity.

ITEM 15 – CUSTODY

Brookfield may be deemed to have custody, as defined under Rule 206(4)-2 under the Advisers Act, of funds or securities of the Brookfield Accounts. With respect clients, Brookfield generally relies on the "audit exemption" under Rule 206(4)-2(b)(4) under the Advisers Act, which exempts an adviser to a limited partnership, limited liability company or other pooled investment vehicle from the requirement to deliver account statements to its clients if the adviser requires the vehicle to be audited annually by an independent public accountant that is registered with and subject to inspection by the Public Company Accounting Oversight Board and distributes the audited financial statements annually to the investors in the vehicles.

ITEM 16 – INVESTMENT DISCRETION

Brookfield has discretionary authority to manage the portfolios of certain Brookfield Accounts pursuant to their investment objectives, as set out in the applicable Governing Documents. Consent from Investors or a committee of representatives of Investors is required for a Brookfield Account to invest in securities or interests outside of its investment objectives, or as otherwise indicated by a Brookfield Account's investment management agreement with Brookfield.

ITEM 17 – VOTING CLIENT SECURITIES

Brookfield may be deemed to have authority to vote proxies relating to the portfolio investments in which the Brookfield Accounts invest. Therefore, Brookfield has adopted a set of policies and procedures

(together, the "Proxy Policy") in compliance with Rule 206(4)-6 under the Advisers Act. To the extent Brookfield exercises or is deemed to be exercising voting authority over Brookfield Account securities, the Proxy Policy is designed and implemented in a manner reasonably expected to ensure that voting with respect to proxy proposals, amendments, consents or resolutions (collectively, "proxies") is exercised in a manner that serves the best interest of the Brookfield Account, as determined by Brookfield in its discretion. Notwithstanding the foregoing, because proxy proposals and individual company facts and circumstances may vary, Brookfield may not always vote proxies in accordance with the Proxy Policy. In addition, many possible proxy matters are not covered in the Proxy Policy. Generally, Brookfield will vote proxies (i) in favor of management's recommendation for the election of the board of directors and (ii) to approve the financial statements as presented by management.

Each proxy is voted on a case-by-case basis taking into consideration any relevant facts and circumstances at the time of the vote. For matters covered in the Proxy Policy, generally the vote will be in accordance with the Proxy Policy. In situations where Brookfield wishes to vote differently from what is recommended in the Proxy Policy, or where a potential material conflict of interest relating to the proxy vote exists, Brookfield will take such actions as are required by the Proxy Policy.

Investors may request a copy of the Proxy Policy and the voting records relating to proxies of the Brookfield Account in which they have invested by contacting Brookfield using the contact information on the cover page of this Brochure.

ITEM 18 – FINANCIAL INFORMATION

Not applicable.

FORM ADV

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

Prin	nary Business Name: BROOKF	TELD ASSET MANAGE	MENT PIC US, LLC		CRD Number: 151599
	er-Than-Annual Amendment -				Rev. 10/202
7/6	/2023 3:08:39 PM				
WA	•	•	-	al of your application, revocation of your re See Form ADV General Instruction 4.	egistration, or criminal
Iter	n 1 Identifying Information		3 31		
	•	,	o .	contact you. If you are filing an <i>umbrella</i> vides information to assist you with filing a	•
A.	Your full legal name (if you are BROOKFIELD ASSET MANAG		r last, first, and middle names):		
B.	(1) Name under which you print BROOKFIELD ASSET MANAG	3	visory business, if different from Ite	em 1.A.	
	List on Section 1.B. of Schedule	D any additional name:	s under which you conduct your adv	visory business.	
	(2) If you are using this Form	ADV to register more t	han one investment adviser under	an umbrella registration, check this box 🗹	
	If you check this box, complete	a Schedule R for each re	elying adviser.		
C.	If this filing is reporting a charmame change is of \square your legal name or \square your			me (Item 1.B.(1)), enter the new name an	d specify whether the
D.	(2) If you report to the SEC as	s an <i>exempt reporting a</i> d	ent adviser, your SEC file number: dviser, your SEC file number: ers assigned by the SEC ("CIK Num		
	CIK Number				
	1590912				
E.	(1) If you have a number ("CR	?D Number") assigned b	by the FINRA's CRD system or by th	e IARD system, your <i>CRD</i> number: 15159	9
	If your firm does not have a CR	'D number, skip this Iter	ກ 1.E. Do not provide the CRD numb	ber of one of your officers, employees, or affi	'llates.
	(2) If you have additional CRD	Numbers, your additio	nal CRD numbers:		
			No Information Filed		
F.	Principal Office and Place of Bus	siness			
	(1) Address (do not use a P.C Number and Street 1: BROOKFIELD PLACE). Box):	Number and Street 2: 250 VESEY STREET, 15TH	H FLOOR	
	City: NEW YORK	State: New York	Country: United States	ZIP+4/Postal Code: 10281-1023	
	If this address is a private	e residence, check this	box: 🗆		
	you are applying for regist which you are applying for	ration, or are registered, registration or with who SEC as an exempt repor	l, with one or more state securities a om you are registered. If you are app	of business, at which you conduct investme authorities, you must list all of your offices in plying for SEC registration, if you are register five offices in terms of numbers of employee	n the state or states to red only with the SEC, or
	(2) Days of week that you no	•	ss at your <i>principal office and place</i> c	of business:	
	Normal business hours at 9:00 AM - 5:00 PM	this location:			

(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

(3) Telephone number at this location:

(4) Facsimile number at this location, if any:

212-417-7000

	the end of your most r 42	ecently completed fiscal year?					
G.	Mailing address, if different	from your <i>principal office and place o</i>	f business address:				
	Number and Street 1: Number and Street 2:						
	City:	State:	Country:	ZIP+4/Postal Code:			
	If this address is a private	e residence, check this box:					
Ⅎ.	If you are a sole proprietor	r, state your full residence address, if	different from your <i>principal</i>	office and place of business address in Item 1.F.:			
	Number and Street 1:	•	Number and Street 2:	·			
	City:	State:	Country:	ZIP+4/Postal Code:			
	Do you have one or more v LinkedIn)?	vebsites or accounts on publicly avail	able social media platforms ((including, but not limited to, Twitter, Facebook and		No O	
	If a website address serves addresses for all of the othe available social media platfo	as a portal through which to access ot r information. You may need to list mo	ther information you have pub ore than one portal address. D ent. Do not provide the individ	ly available social media platforms on Section 1.I. of Solished on the web, you may list the portal without listing on the web, you may list the portal without listing on the web ites or accounts of the lectronic mail (e-mail) addresses of employees or the light of the web items of the web item	ing n publi		
J.	Chief Compliance Officer						
	(1) Provide the name and o	contact information of your Chief Com Compliance Officer, if you have one. It		exempt reporting adviser, you must provide the conmander.	tact		
	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) ad	dress, if Chief Compliance Officer has	s one:				
	-	pany Act of 1940 that you advise for mber (if any):		ou, a <i>related person</i> or an investment company regisorities fificer services to you, provide the <i>person's</i> name and		ŀ	
<.		act Person: If a person other than th may provide that information here.	ne Chief Compliance Officer is	s authorized to receive information and respond to o	μesti	ons	
	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) ad	Idress, if contact person has one:					
_,	•	all of the books and records you are r ur <i>principal office and place of busine</i> ss	·	on 204 of the Advisers Act, or similar state law,	Yes ⊙	No O	
	If "yes," complete Section 1	.L. of Schedule D.			Voc	. No	
VI.	Are you registered with a t	foreign financial regulatory authority?			O	•	
	•	registered with a foreign financial regul ," complete Section 1.M. of Schedule D	3	ave an affiliate that is registered with a foreign financia	1		
					Yes	No	
٧.	Are you a public reporting of	company under Sections 12 or 15(d)	of the Securities Exchange A	ct of 1934?	0	\odot	
					Yes	No	
Э.	•	more in assets on the last day of you mate amount of your assets: \$10 billion	r most recent fiscal year?		0	•	

510 billion to less than \$50 billion

\$50 billion or more							
For nurnosos of Itom 1.0	only "assats" rafors to your total assats	rathor than the assets we	ou manago on hohalf of clients. Determine	vour total assots using			
	For purposes of Item 1.0. 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 <i>Legal Entity</i>	Identifier if you have one:						
	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 name name.	es and the jurisdictions in which you us	se them. You must comple	ete a separate Schedule D Section 1.B. fo	r each business			
Name: BROOKFIELD ASSET M.	ANAGEMENT PRIVATE INSTITUTIONAL C	APITAL ADVISER US, LLC					
Jurisdictions							
□ AL	<u>□</u> 1L	□ NE	□ sc				
□ AK	□ IN	□ NV	□ SD				
□ AZ	□ IA	□ NH	□ TN				
☐ AR	□ KS	□ NJ	□ TX				
□ CA	□ KY	□ NM	□ UT				
Со	□ LA	☑ NY	□ VT				
СТ	□ ME	□ NC	□VI				
□ DE	□ MD	□ ND	□VA				
□ DC	□ MA	□ он	□ WA				
□ FL	□мі	□ок	∥ □ w∨				
□ GA	□ MN	□ OR	□ wı				
□ GU	☐ MS	□ PA	□ wy				
□ HI	□ MO	□ PR	□ Other:				
□ID	□ MT	□ RI	Cottlei .				
	I IVII	LKI					
SECTION 1.F. Other Offices							
Complete the following inform	nation for each office, other than your <i>p</i>	orincipal office and place of	business, at which you conduct investmen	nt advisory business.			
	e Schedule D Section 1.F. for each local adviser, list only the largest twenty-five		or SEC registration, if you are registered obers of <i>employees</i>).	only with the SEC, or			
Number and Street 1:		Number and Stre	et 2:				
3-2-5 KASUMIGASEKI City:	State:	Country:	ZIP+4/Postal Code:				
TOKYO	State.	Japan	100-6005				
If this address is a private res	sidence, check this box:						
Telephone Number: 03-6457-9660	Facsimile N	Number, if any:					
	equired to be registered with FINRA or n Office Registration Form (Form BR), p	-	as a branch office location for a broker-onch Number here:	dealer or investment			
How many <i>employees</i> perform 9	n investment advisory functions from th	is office location?					
Are other business activities of	conducted at this office location? (check	k all that apply)					
(1) Broker-dealer (register		FF-37					
		n of a bank)					
,	(2) Bank (including a separately identifiable department or division of a bank)(3) Insurance broker or agent						

(4) Commodity pool operator of commodity tra	iding advisor (whether i	egistered or exempt iro	in registration)					
(6) Accountant or accounting firm								
(7) Lawyer or law firm								
(// Lawyer or law mm								
Describe any other investment-related business a	escribe any other investment-related business activities conducted from this office location:							
	n 1.F. for each location.	If you are applying for S	rsiness, at which you conduct investment advisory business. SEC registration, if you are registered only with the SEC, or rs of <i>employees</i>).					
Number and Street 1: 2101 ROSECRANS AVENUE		Number and Street 2:						
City:	State:	Country:	ZIP+4/Postal Code:					
EL SEGUNDO	California	United States	90245					
If this address is a private residence, check this b	oox:							
Telephone Number: 212-417-7000	Facsimile Number, if a	ny:						
If this office location is also required to be registed adviser on the Uniform Branch Office Registration		•	s a branch office location for a broker-dealer or investment h Number here:					
How many <i>employees</i> perform investment advisor 6	ry functions from this of	fice location?						
Are other business activities conducted at this off ☐ (1) Broker-dealer (registered or unregistered) ☐ (2) Bank (including a separately identifiable de ☐ (3) Insurance broker or agent ☐ (4) Commodity pool operator or commodity tra ☐ (5) Registered municipal advisor	partment or division of	a bank)	m registration)					
☐ (6) Accountant or accounting firm ☐ (7) Lawyer or law firm								
Describe any other investment-related business a	ctivities conducted from	this office location:						
	n 1.F. for each location.	If you are applying for S	siness, at which you conduct investment advisory business. SEC registration, if you are registered only with the SEC, or rs of <i>employees</i>).					
Number and Street 1: 733 EIGHTH AVE		Number and Street 2:						
City: SAN DIEGO	State: California	Country: United States	ZIP+4/Postal Code: 92101					
If this address is a private residence, check this b	oox:							
Telephone Number: (858) 481-8500	Facsimile Number, if a	ny:						
If this office location is also required to be registed adviser on the Uniform Branch Office Registration		•	s a branch office location for a broker-dealer or investment h Number here:					
How many <i>employees</i> perform investment advisor 5	ry functions from this of	fice location?						
Are other business activities conducted at this off \Box (1) Broker-dealer (registered or unregistered)	ice location? (check all	that apply)						

(2) Incurance broker or agent	tinent of division	ii di a balik)		
(4) Commodity pool possess on commodity to dim			at from registration)	
(4) Commodity pool operator or commodity tradin	ig advisor (whetr	ner registered or exemp	ot from registration)	
(5) Registered municipal advisor				
(6) Accountant or accounting firm				
(7) Lawyer or law firm				
Describe any other investment-related business activ	rities conducted f	from this office location:	:	
	F. for each locat	tion. If you are applying	of business, at which you conduct investment advisory busine g for SEC registration, if you are registered only with the SEC, umbers of employees).	
Number and Street 1:		Number and Street 2): ::	
2121 N PEARL STREET				
City:	State:	Country:	ZIP+4/Postal Code:	
DALLAS	Texas	United States	75201	
If this address is a private residence, check this box:				
Telephone Number:	Facsimile Numb	er, if any:		
212-417-7000				
If this office location is also required to be registered adviser on the Uniform Branch Office Registration For			rity as a branch office location for a broker-dealer or investme Branch Number here:	nt
How many <i>employees</i> perform investment advisory for 5	unctions from thi	is office location?		
Are other business activities conducted at this office (1) Broker-dealer (registered or unregistered) (2) Bank (including a separately identifiable departion of the commodity of the commodity pool operator or commodity trading the commodity pool operator or commodity trading the commodity of	tment or divisiong advisor (wheth	n of a bank) her registered or exemp		
	F. for each locat	tion. If you are applying	of business, at which you conduct investment advisory busine g for SEC registration, if you are registered only with the SEC, umbers of <i>employees</i>).	
Number and Street 1: 181 BAY STREET		Number and Str	reet 2:	
City: TORONTO	State:	Country: Canada	ZIP+4/Postal Code: M5J 2T3	
If this address is a private residence, check this box:				
Telephone Number: (416) 363-9491	Facsimile N	lumber, if any:		
If this office location is also required to be registered adviser on the Uniform Branch Office Registration For			rity as a branch office location for a broker-dealer or investme Branch Number here:	nt
How many <i>employees</i> perform investment advisory fu	unctions from thi	is office location?		

Are other business activities cor	nducted at this offic	ce location? (che	eck all that apply)					
(1) Broker-dealer (registered or unregistered)								
(2) Bank (including a separately identifiable department or division of a bank)								
(3) Insurance broker or agen	t							
(4) Commodity pool operator	or commodity trac	ling advisor (wh	ether registered or exempt	t from registration)				
(5) Registered municipal advi	(5) Registered municipal advisor							
(6) Accountant or accounting	firm							
(7) Lawyer or law firm								
Describe any other investment-i	related business ac	tivities conducte	ed from this office location:					
Complete the following information	ion for each office	other than you	r principal office and place of	of business, at which you conduct investment adviso	ory business			
	Schedule D Section	1.F. for each lo	cation. If you are applying	for SEC registration, if you are registered only with	-			
Number and Street 1:		Number and S						
LEVEL 16			G, DUBAI INTERNATIONAL					
City: DUBAI	State:	Country: United Arab E	mirates	ZIP+4/Postal Code: 507234				
If this address is a private resid	ence, check this bo	ох: П						
Telephone Number: 97144019211	Facsimile N	umber, if any:						
If this office location is also requadviser on the Uniform Branch C	· ·			ty as a branch office location for a broker-dealer or ranch Number here:	r investment			
How many <i>employees</i> perform ir 29	nvestment advisory	functions from	this office location?					
Are other business activities cor	nducted at this offic	ce location? (che	eck all that apply)					
(1) Broker-dealer (registered								
(2) Bank (including a separat	ely identifiable dep	artment or divis	sion of a bank)					
(3) Insurance broker or agen			·					
(4) Commodity pool operator		ling advisor (wh	ether registered or exempt	t from registration)				
(5) Registered municipal advi	•			,				
(6) Accountant or accounting								
(7) Lawyer or law firm								
Describe any other investment-i	related business ac	tivities conducte	ed from this office location:					
	Schedule D Section	1.F. for each lo	cation. If you are applying	of business, at which you conduct investment advisor for SEC registration, if you are registered only with mbers of employees).	•			
Number and Street 1: ONE CANADA SQUARE			Number and Street 2:					
City:		State:	Country:	ZIP+4/Postal Code:				
LONDON			United Kingdom	E14 5AA				
If this address is a private resid	ence, check this bo	ox:						
Telephone Number: 4402076593500		Facsimile Num	ber, if any:					
If this office location is also requadviser on the Uniform Branch C	_			ty as a branch office location for a broker-dealer or ranch Number here:	⁻ investment			

How many employees perform investment advisory functions from this office location?

181						
are other business activities conducted at this office location? (check all that apply) (1) Broker-dealer (registered or unregistered) (2) Bank (including a separately identifiable department or division of a bank) (3) Insurance broker or agent (4) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (5) Registered municipal advisor (6) Accountant or accounting firm						
(7) Lawyer or law firm						
Describe any other <i>investment-related</i> business activities	conducted from thi	s office location:				
Complete the following information for each office, other You must complete a separate Schedule D Section 1.F. for if you are an exempt reporting adviser, list only the larges	or each location. If y	you are applying for SEC r	registration, if you are registered only with the SEC, or			
Number and Street 1: 10 CARRINGTON STREET		Number and Street 2:				
City: SYDNEY	State:	Country: Australia	ZIP+4/Postal Code: NSW 2000			
If this address is a private residence, check this box: $\hfill \Box$						
Telephone Number: 61 2 9322 2000	Facsimile Number,	if any:				
If this office location is also required to be registered with adviser on the Uniform Branch Office Registration Form (I How many <i>employees</i> perform investment advisory function 158	Form BR), please pr	rovide the <i>CRD</i> Branch Nur				
Are other business activities conducted at this office local (1) Broker-dealer (registered or unregistered) (2) Bank (including a separately identifiable department (3) Insurance broker or agent (4) Commodity pool operator or commodity trading ad (5) Registered municipal advisor (6) Accountant or accounting firm (7) Lawyer or law firm	nt or division of a b	ank)	gistration)			
Describe any other investment-related business activities	conducted from thi	s office location:				
Complete the following information for each office, other than your <i>principal office and place of business</i> , 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 <i>exempt reporting adviser</i> , list only the largest twenty-five offices (in terms of numbers of <i>employees</i>).						
Number and Street 1:		Number and Street 2:				
GODREJ BKC City: MUMBAI	State:	BANDRA KURLA COMPLEX Country: India	ZIP+4/Postal Code: 400051			
If this address is a private residence, check this box: $\hfill \Box$						
Telephone Number: 912266000700	Facsimile Number, 912266000777	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 fu 36	nctions from this (office location?	
Are other business activities conducted at this office I (1) Broker-dealer (registered or unregistered) (2) Bank (including a separately identifiable depart (3) Insurance broker or agent (4) Commodity pool operator or commodity trading (5) Registered municipal advisor (6) Accountant or accounting firm (7) Lawyer or law firm	ment or division o	f a bank) registered or exempt from	registration)
Describe any other investment-related business activi	ties conducted fro	m this office location:	
	F. for each location	n. If you are applying for SE	ess, at which you conduct investment advisory business. C registration, if you are registered only with the SEC, or of employees).
Number and Street 1: 736 SOUTH 1ST ZHONGSHAN ROAD		Number and S	treet 2:
City: SHANGHAI	State:	Country: China	ZIP+4/Postal Code:
If this address is a private residence, check this box:			
Telephone Number: +86.2123060700	Facsimi	le Number, if any:	
If this office location is also required to be registered adviser on the Uniform Branch Office Registration For		•	branch office location for a broker-dealer or investment lumber here:
How many <i>employees</i> perform investment advisory full 33	nctions from this (office location?	
Are other business activities conducted at this office I (1) Broker-dealer (registered or unregistered) (2) Bank (including a separately identifiable depart (3) Insurance broker or agent (4) Commodity pool operator or commodity trading (5) Registered municipal advisor (6) Accountant or accounting firm (7) Lawyer or law firm	ment or division o	f a bank) registered or exempt from	registration)
	F. for each location	n. If you are applying for SE	ess, at which you conduct investment advisory business. C registration, if you are registered only with the SEC, or of employees).
Number and Street 1: 10 GUKJEGEUMYUNG-RO		Number and Street 2: YEONGDEUNGPO-GU	
City: SEOUL	State:	Country: Korea, South	ZIP+4/Postal Code: 07326
If this address is a private residence, check this box:			
Telephone Number: 8225972091	Facsimile Number 8225972010	, if any:	

f this office location is also required to be registered with FINRA or a <i>state securities authority</i> as a branch office location for a broker-dealer or investment adviser on the Uniform Branch Office Registration Form (Form BR), please provide the <i>CRD</i> Branch Number here:							
How many <i>employees</i> perform investment a	dvisory functions from th	is office location?					
re other business activities conducted at this office location? (check all that apply) (1) Broker-dealer (registered or unregistered) (2) Bank (including a separately identifiable department or division of a bank) (3) Insurance broker or agent (4) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (5) Registered municipal advisor (6) Accountant or accounting firm (7) Lawyer or law firm esscribe any other investment-related business activities conducted from this office location:							
	Section 1.F. for each loca	tion. If you are applying for SEC reg	at which you conduct investment advisory business. istration, if you are registered only with the SEC, or apployees).				
Number and Street 1: 655 NEW YORK AVENUE NW		Number and Street	t 2:				
City: WASHINGTON	State: District of Columbia	Country: United States	ZIP+4/Postal Code: 20001				
If this address is a private residence, check		Office States	20001				
Telephone Number: 2026386300	Facsimile Number, if any	<i>/</i> :					
If this office location is also required to be a adviser on the Uniform Branch Office Regist	•	_	ch office location for a broker-dealer or investment er here:				
How many <i>employees</i> perform investment a 10	dvisory functions from th	is office location?					
Are other business activities conducted at t (1) Broker-dealer (registered or unregist (2) Bank (including a separately identifia	ered)						
(3) Insurance broker or agent	ble department of divisio	ii di a balik)					
☐ (4) Commodity pool operator or commod ☐ (5) Registered municipal advisor	lity trading advisor (whet	her registered or exempt from regis	tration)				
(6) Accountant or accounting firm							
(7) Lawyer or law firm							
Describe any other investment-related busin	ness activities conducted	from this office location:					
	Section 1.F. for each loca	tion. If you are applying for SEC reg	at which you conduct investment advisory business. istration, if you are registered only with the SEC, or inployees).				
Number and Street 1: 1100 PEACHTREE ST NE		Number and Street 2:					
City: ATLANTA	State: Georgia	Country: United States	ZIP+4/Postal Code: 30309				
If this address is a private residence, check	this box:						

Telephone Number: 212-417-7000	Facsimile Number, if a	ny:						
If this office location is also required to be register adviser on the Uniform Branch Office Registration		•	ranch office location for a broker-dealer or investment imber here:					
How many <i>employees</i> perform investment advisory	y functions from this offi	ce location?						
Are other business activities conducted at this offi (1) Broker-dealer (registered or unregistered)	ce location? (check all th	nat apply)						
(1) Broker-dealer (registered of diffegistered) (2) Bank (including a separately identifiable dep	partment or division of a	bank)						
☐ (3) Insurance broker or agent		,						
(4) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration)								
(5) Registered municipal advisor								
(6) Accountant or accounting firm								
(7) Lawyer or law firm								
Describe any other investment-related business ac	ctivities conducted from t	this office location:						
	1.F. for each location. I	f you are applying for SEC	registration, if you are registered only with the SEC, or employees).					
Number and Street 1: 1 MEADOWLANDS PLAZA		Number and Street 2:						
3	State:	Country:	ZIP+4/Postal Code:					
EAST RUTHERFORD	New Jersey	United States	07073					
If this address is a private residence, check this be	ох: 🗖							
Telephone Number: 1212-417-7000	Facsimile Number, if any:							
If this office location is also required to be register adviser on the Uniform Branch Office Registration		•	ranch office location for a broker-dealer or investment imber here:					
How many <i>employees</i> perform investment advisory	y functions from this offi	ce location?						
Are other business activities conducted at this offi	ce location? (check all th	nat apply)						
☐ (1) Broker-dealer (registered or unregistered)☐ (2) Bank (including a separately identifiable dependent of the content of	partment or division of a	hank)						
(3) Insurance broker or agent	our time it or division or a	bunky						
\square (4) Commodity pool operator or commodity trad	ding advisor (whether re	gistered or exempt from re	egistration)					
\square (5) Registered municipal advisor								
(6) Accountant or accounting firm								
(7) Lawyer or law firm								
Describe any other investment-related business ac	ctivities conducted from t	this office location:						
	1.F. for each location. I	f you are applying for SEC	ss, at which you conduct investment advisory business. registration, if you are registered only with the SEC, or employees).					
Number and Street 1: 1200 SMITH STREET	Nui	mber and Street 2:						
City:		untry:	ZIP+4/Postal Code:					
HOUSTON	Texas Uni	ted States	77002					

If this address is a private residence, check this box	:: □							
Telephone Number: 212-417-7000	Facsimile Number, i	if any:						
If this office location is also required to be registered adviser on the Uniform Branch Office Registration Fo		-						
How many <i>employees</i> perform investment advisory 2	functions from this of	fice location?						
re other business activities conducted at this office location? (check all that apply) 1 (1) Broker-dealer (registered or unregistered)								
\square (2) Bank (including a separately identifiable depa	rtment or division of	a bank)						
\square (3) Insurance broker or agent								
☐ (4) Commodity pool operator or commodity tradi☐ (5) Registered municipal advisor	(4) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration)							
☐ (6) Accountant or accounting firm								
(7) Lawyer or law firm								
Describe any other investment-related business acti	vities conducted from	n this office location:						
Complete the following information for each office, other than your <i>principal office and place of business</i> , 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 <i>exempt reporting adviser</i> , list only the largest twenty-five offices (in terms of numbers of <i>employees</i>).								
Number and Street 1: 1180 PEACHTREE STREET NE		Number and Street 2: #3380						
City: ATLANTA	State: Georgia	Country: United States	ZIP+4/Postal Code: 30309					
If this address is a private residence, check this box	:: □							
Telephone Number: 404-975-4180	Facsimile Number, if	any:						
If this office location is also required to be registered adviser on the Uniform Branch Office Registration Fo		-						
How many <i>employees</i> perform investment advisory 8	functions from this of	fice location?						
Are other business activities conducted at this office	e location? (check all	that apply)						
☐ (1) Broker-dealer (registered or unregistered)☐ (2) Bank (including a separately identifiable depa	rtment or division of	a hank)						
(2) Bank (including a separately identifiable depart (3) Insurance broker or agent	Timent of division of	a balik)						
(4) Commodity pool operator or commodity tradi	ng advisor (whether i	registered or exempt from registrat	cion)					
(5) Registered municipal advisor								
(6) Accountant or accounting firm								
(7) Lawyer or law firm								
Describe any other investment-related business acti	vities conducted from	n this office location:						
Complete the following information for each office, You must complete a separate Schedule D Section if you are an <i>exempt reporting adviser</i> , list only the I	.F. for each location.	If you are applying for SEC registr	ration, if you are registered only with the SEC, or					

Number and Street 2:

ZIP+4/Postal Code:

L-2453 Country:

State:

Number and Street 1: 26A BOULEVARD ROYAL

City:

LUXEMBOURG		Luxembourg						
If this address is a private residence, check	this box:							
Telephone Number: +352-26459643	Facsimile Numb	oer, if any:						
If this office location is also required to be adviser on the Uniform Branch Office Regist	•	•	s a branch office location for a broker-dealer or in n Number here:	vestment				
How many <i>employees</i> perform investment a	dvisory functions from this	s office location?						
Are other business activities conducted at t	•	all that apply)						
(1) Broker-dealer (registered or unregist								
(2) Bank (including a separately identifia	ble department or division	of a bank)						
· · ·	(3) Insurance broker or agent(4) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration)							
(4) Commodity pool operator or commod (5) Registered municipal advisor	ity trading advisor (wheth	er registered or exempt fro	n registration)					
(6) Accountant or accounting firm								
(7) Lawyer or law firm								
Describe any other investment-related busin	ness activities conducted fr	rom this office location:						
,	Section 1.F. for each locati	on. If you are applying for S	siness, at which you conduct investment advisory SEC registration, if you are registered only with the rs of employees).					
Number and Street 1: 14646 N. KIERLAND BOULEVARD		Number and Street 2	:					
City: SCOTTSDALE	State: Arizona	Country: United States	ZIP+4/Postal Code: 85254					
If this address is a private residence, check	this box:							
Telephone Number:	Facsimile Numb	per, if any:						
212-417-7000								
If this office location is also required to be adviser on the Uniform Branch Office Regist	•	•	s a branch office location for a broker-dealer or in h Number here:	vestment				
How many <i>employees</i> perform investment a	dvisory functions from this	s office location?						
Are other business activities conducted at t		all that apply)						
(1) Broker-dealer (registered or unregist								
(2) Bank (including a separately identifia	ble department or division	of a bank)						
(3) Insurance broker or agent								
(4) Commodity pool operator or commod	ity trading advisor (wheth	er registered or exempt tro	m registration)					
☐ (5) Registered municipal advisor ☐ (6) Accountant or accounting firm								
(7) Lawyer or law firm								
Describe any other investment-related busin	ness activities conducted fr	rom this office location:						
	· .		siness, at which you conduct investment advisory SEC registration, if you are registered only with th					

if you are an exempt reporting adviser, list only the largest twenty-five offices (in terms of numbers of employees). Number and Street 1: Number and Street 2:

127 PUBLIC SQUARE			
City: CLEVELAND	State: Ohio	Country: United States	ZIP+4/Postal Code: 44114
f this address is a private residence, check this box	: 🗖		
Felephone Number: 2166216060	Facsimile Numb	per, if any:	
f this office location is also required to be registered adviser on the Uniform Branch Office Registration Fo			by as a branch office location for a broker-dealer or investment anch Number here:
How many <i>employees</i> perform investment advisory f 10	unctions from th	is office location?	
Are other business activities conducted at this office	location? (check	c all that apply)	
(1) Broker-dealer (registered or unregistered)			
(2) Bank (including a separately identifiable depar	rtment or division	n of a bank)	
(3) Insurance broker or agent			
(4) Commodity pool operator or commodity tradir	ng advisor (whetl	her registered or exempt	from registration)
(5) Registered municipal advisor			
(6) Accountant or accounting firm			
(7) Lawyer or law firm			
Describe any other <i>investment-related</i> business activ	vities conducted	from this office location:	
	.F. for each locat	tion. If you are applying	f business, at which you conduct investment advisory business. for SEC registration, if you are registered only with the SEC, or nbers of <i>employees</i>).
Number and Street 1: 4906 RICHARD ROAD SW		Number and Stre	eet 2:
City: CALGARY	State:	Country: Canada	ZIP+4/Postal Code: T3E 6L1
f this address is a private residence, check this box	: 🗖		
Telephone Number: 403-231-8900	Facsimile N	lumber, if any:	
f this office location is also required to be registered adviser on the Uniform Branch Office Registration Fo			by as a branch office location for a broker-dealer or investment anch Number here:
How many <i>employees</i> perform investment advisory f 3	unctions from th	is office location?	
Are other business activities conducted at this office (1) Broker-dealer (registered or unregistered)	location? (check	all that apply)	
(2) Bank (including a separately identifiable departion) (3) Insurance broker or agent	rtment or division	n of a bank)	
(4) Commodity pool operator or commodity tradir (5) Registered municipal advisor	ng advisor (whetl	her registered or exempt	from registration)
(6) Accountant or accounting firm (7) Lawyer or law firm			
Describe any other <i>investment-related</i> business activ	vities conducted	from this office location:	

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: 14261 DAS NAÇÕES UNIDAS AVENUE, SIDE B,	20TH FLOOR		Number and S	treet 2:	
City: SÃO PAULO		State:	Country: Brazil	ZIP+4/Postal Code: 04794000	
If this address is a private residence, check th	is box:				
Telephone Number: 55 11 2540 936		Facsimile Number, if any:			
If this office location is also required to be reg adviser on the Uniform Branch Office Registrat		•		ion for a broker-dealer or investment	
How many <i>employees</i> perform investment adv 112	isory functions from this office l	ocation?			
Are other business activities conducted at this \square (1) Broker-dealer (registered or unregistere \square (2) Bank (including a separately identifiable	ed)				
(3) Insurance broker or agent	·		detretion)		
 ☐ (4) Commodity pool operator or commodity ☐ (5) Registered municipal advisor ☐ (6) Accountant or accounting firm ☐ (7) Lawyer or law firm 	trading advisor (whether regist	tered or exempt from reg	istration)		
Describe any other <i>investment-related</i> busines	ss activities conducted from this	office location:			
Complete the following information for each of You must complete a separate Schedule D Sec if you are an exempt reporting adviser, list only	ction 1.F. for each location. If yo	ou are applying for SEC re	egistration, if yo	-	
Number and Street 1: 997 MORRISON DRIVE		Number and Street 2	:		
City: CHARLESTON	State: South Carolina	Country: United States	ZIP+ 2940	4/Postal Code: 3	
If this address is a private residence, check th	is box:				
Telephone Number: (833) 426-6739	Facsimile Number, if any:				
If this office location is also required to be reg adviser on the Uniform Branch Office Registrat		•		ion for a broker-dealer or investment	
How many <i>employees</i> perform investment advisory functions from this office location? 62					
Are other business activities conducted at this (1) Broker-dealer (registered or unregistered (2) Bank (including a separately identifiable (3) Insurance broker or agent (4) Commodity pool operator or commodity (5) Registered municipal advisor (6) Accountant or accounting firm (7) Lawyer or law firm	ed) e department or division of a bar	nk)	istration)		
Describe any other investment-related business	es activities conducted from this	office location:			

You must complete a separate Schedule D Section 1 if you are an exempt reporting adviser, list only the la			r SEC registration, if you are registered only with the SEC, or ers of <i>employees</i>).
Number and Street 1:		Number and Street 2:	
350 N ORLEANS STREET		SUITE 300	
City: CHICAGO	State: Illinois	Country: United States	ZIP+4/Postal Code: 60654
If this address is a private residence, check this box	: 🗖		
Telephone Number: 3129605000	Facsimile Number	er, if any:	
If this office location is also required to be registered adviser on the Uniform Branch Office Registration Fo		•	as a branch office location for a broker-dealer or investment och Number here:
How many <i>employees</i> perform investment advisory f	unctions from this	s office location?	
Are other business activities conducted at this office (1) Broker-dealer (registered or unregistered) (2) Bank (including a separately identifiable depart (3) Insurance broker or agent (4) Commodity pool operator or commodity tradir (5) Registered municipal advisor	rtment or division	of a bank)	rom registration)
(6) Accountant or accounting firm			
(7) Lawyer or law firm			
Describe any other <i>investment-related</i> business activ	vities conducted fi	rom this office location:	
	.F. for each locati	on. If you are applying for	ousiness, at which you conduct investment advisory business or SEC registration, if you are registered only with the SEC, or lers of employees).
Number and Street 1: 685 MARKET ST		Number and Street 2	2:
	tate:	Country:	ZIP+4/Postal Code:
SAN FRANCISCO C	alifornia	United States	94105
If this address is a private residence, check this box	: 🗖		
Telephone Number: F 212-417-7000	acsimile Number,	if any:	
If this office location is also required to be registered adviser on the Uniform Branch Office Registration Fo		_	as a branch office location for a broker-dealer or investment och Number here:
How many <i>employees</i> perform investment advisory f	unctions from this	s office location?	
Are other business activities conducted at this office (1) Broker-dealer (registered or unregistered) (2) Bank (including a separately identifiable depart (3) Insurance broker or agent (4) Commodity pool operator or commodity tradir (5) Registered municipal advisor (6) Accountant or accounting firm (7) Lawyer or law firm	rtment or division	of a bank)	rom registration)
Describe any other <i>investment-related</i> business active	vities conducted fr	rom this office location:	

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 Sch		tion. If you are applying for S	siness, at which you conduct investment advisory business. SEC registration, if you are registered only with the SEC, or as of employees).
Number and Street 1: 333 S GRAND AVE		Number and Street 2:	
City: LOS ANGELES	State: California	Country: United States	ZIP+4/Postal Code: 90071
If this address is a private resider	nce, check this box: L		
Telephone Number: 213.330.8020	Facsimile Number	, if any:	
•	red to be registered with FINRA or a lice Registration Form (Form BR), p	•	a branch office location for a broker-dealer or investment n Number here:
How many <i>employees</i> perform inv 18	estment advisory functions from th	is office location?	
☐ (1) Broker-dealer (registered o☐ (2) Bank (including a separately☐ (3) Insurance broker or agent	y identifiable department or divisio	n of a bank)	
(4) Commodity pool operator of (5) Registered municipal advisor	r commodity trading advisor (whet or	her registered or exempt from	m registration)
(6) Accountant or accounting fir			
(7) Lawyer or law firm			
Describe any other investment-rel	lated business activities conducted	from this office location:	
SECTION 1.I. Website Addresses			
			platforms where you control the content (including, but not a 1.1. for each website or account on a publicly available
Address of Website/Account on Pu	blicly Available Social Media Platfor	rm: HTTPS://WWW.BROOK	FIELD.COM/
SECTION 1.L. Location of Books a	and Records		
	-	. •	other than your <i>principal office and place of business</i> . You
must complete a separate scriedu	le D, Section 1.L. for each location	•	
Name of entity where books and IRON MOUNTAIN	records are kept:		
Number and Street 1: 1 FEDERAL STREET		Number and St	reet 2:
City: BOSTON	State: Massachusetts	Country: United States	ZIP+4/Postal Code: 02110
If this address is a private resider	nce, check this box:		
Telephone Number: 1 (866) 346-27	Facsimile number, if	any:	
This is (check one): O one of your branch offices or a	ffiliates.		

a third-party unaffiliated recordkeeper.

O other.				
Briefly describe the books and records kept at this PHYSICAL DOCUMENTATION	location.			
Name of entity where books and records are kept: GENEVA				
Number and Street 1: 600 TOWNSEND STREET		Number and Street	2:	
City: SAN FRANCISCO	State: California	Country: United States	ZIP+4/Postal Code: 94103	
If this address is a private residence, check this bo	x: 🗖			
Telephone Number: 8007270605	Facsimile 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 ELECTRONIC DATA	location.			
Name of entity where books and records are kept: MUFG INVESTOR SERVICES				
Number and Street 1: SUMMIT PLACE, 4TH FLOOR		Number and Stree		
City: NOVA SCOTIA	State:	Country: Canada	ZIP+4/Postal Code: B3J 3P6	
If this address is a private residence, check this bo	x: 🗖			
Telephone Number: 1 902 493 7000	Facsimile nu	umber, if any:		
This is (check one): O one of your branch offices or affiliates.				
a third-party unaffiliated recordkeeper.				
other.				
Briefly describe the books and records kept at this FUND ADMINISTRATOR AND AML SERVICE PROVIDER				
Name of entity where books and records are kept: BROOKFIELD ASSET MANAGEMENT LTD				
Number and Street 1: 181 BAY STREET		Number and Stree SUITE 300	et 2:	
City:	State:	Country:	ZIP+4/Postal Code:	
TORONTO		Canada	M5J 2T3	
If this address is a private residence, check this bo	x: 🗖			
Telephone Number:	Facsimile nu	umber, if any:		

(416) 365-9642

(416) 956-2300

This is (check one): one of your branch offices or affiliat	es.			
a third-party unaffiliated recordkeep				
O other.				
Briefly describe the books and records CERTAIN PERSONAL TRADING RECORDS		STMENT DECISIONS AND CONFL	LICT OF INTEREST RESOLUTION.	
Name of entity where books and record SS&C PRIVATE EQUITY SERVICES, INC.	ds are kept:			
Number and Street 1:		Number and Street 2:		
4 TIMES SQUARE		6TH FLOOR		
City:	State:	Country:	ZIP+4/Postal Code:	
NEW YORK	New York	United States	10036	
If this address is a private residence, c	heck this box:			
Telephone Number: 6469715000	Facsimile number	r, if any:		
This is (check one): O one of your branch offices or affiliat	es.			
 a third-party unaffiliated recordkee 	per.			
O other.				
FUND ADMINISTRATOR AND AML SERVIOR Name of entity where books and record SUNGARD AVAILABILITY SERVICES				
Number and Street 1: 410 COMMERCE BLVD.		Number and Street 2:		
City:	State:	Country:	ZIP+4/Postal Code:	
CARLSTADT	New Jersey	United States	07072	
If this address is a private residence, c	heck this box:			
Telephone Number: (201) 672-7600	Facsimile number,	if any:		
This is (check one): $_{ m C}$ one of your branch offices or affiliat	es.			
a third-party unaffiliated recordkeep	oer.			
O other.				
Briefly describe the books and records ELECTRONIC DATA	kept at this location.			
Name of entity where books and record SUNGARD AVAILABILITY SERVICES (CAN	•			
Number and Street 1:		Number and Street 2:		

State:

Country:

Canada

ZIP+4/Postal Code:

L5N 3K3

City:

MISSISSAUGA

If this address is a private residence, check this box:						
Telephone Number: (905) 821-2800						
This is (check one): one of your branch offices or affiliates.						
a third-party unaffiliated recordkeeper.						
O other.						
Briefly describe the books and records kept at ELECTRONIC DATA	this location.					
Name of entity where books and records are STATE STREET BANK AND TRUST COMPANY	kept:					
Number and Street 1: 19 LINCOLN ST, BOSTON		Number and Street 2	::			
City:	State:	Country:	ZIP+4/Postal Code:			
BOSTON	Massachusetts	United States	02111			
If this address is a private residence, check th	nis box:					
Telephone Number: (617) 451-1393	Facsimile number, if any:					
This is (check one): O one of your branch offices or affiliates.						
o a third-party unaffiliated recordkeeper.						
O other.						
Briefly describe the books and records kept at FUND ADMINISTRATOR AND AML SERVICE PRO						
Name of entity where books and records are SALESFORCE	kept:					
Number and Street 1:		Number and Street 2:				
415 MISSION STREET		3RD FLOOR				
City: SAN FRANCISCO	State: California	Country: United States	ZIP+4/Postal Code: 94105			
If this address is a private residence, check th	nis box:					
Telephone Number: (800) 667-6389	Facsimile number, if a (415) 901-7040	any:				
This is (check one): one of your branch offices or affiliates.						
a third-party unaffiliated recordkeeper.						
other.						
Briefly describe the books and records kept at ELECTRONIC DATA	this location.					

Name of entity where books and records are kept: ALTER DOMUS AUSTRALIA PTY LIMITED

LEVEL 9		61 YORK STREET		
City: SYDNEY	State:	Country: Australia	ZIP+4/Postal Code: NSW 2000	
If this address is a private residence, check this bo	x: 🗖			
Telephone Number: 61283306850	Facsimile numb	er, if any:		
This is (check one): one of your branch offices or affiliates.				
a third-party unaffiliated recordkeeper.				
O other.				
Briefly describe the books and records kept at this ELECTRONIC DATA	location.			
Name of entity where books and records are kept: GLOBAL RELAY COMMUNICATIONS INC.				
Number and Street 1: 286 MADISON AVENUE, 7TH FLOOR		Number and Street 2	:	
City: NEW YORK	State: New York	Country: United States	ZIP+4/Postal Code: 10016-6368	
If this address is a private residence, check this bo				
Telephone Number: (866) 484-6630	Facsimile number, if	f any:		
This is (check one): one of your branch offices or affiliates.				
a third-party unaffiliated recordkeeper.				
C other.				
Briefly describe the books and records kept at this ELECTRONIC COMMUNICATION	location.			
Name of entity where books and records are kept: BLOOMBERG L.P.				
Number and Street 1: 731 LEXINGTON AVENUE		Number and Street 2:		
City:	State:	Country:	ZIP+4/Postal Code:	
NEW YORK	New York	United States	10022	
If this address is a private residence, check this bo	x: 🗖			
Telephone Number: (212) 318-2000	Facsimile number, if a	nny:		
This is (check one): O one of your branch offices or affiliates.				
a third-party unaffiliated recordkeeper.				
other.				
Briefly describe the books and records kept at this ELECTRONIC DATA	location.			

Number and Street 2:

Number and Street 1:

Name of entity where books and records are kept: COMPLYSCI			
Number and Street 1: 136 MADISON AVENUE		Number and Street 2:	
City: NEW YORK	State: New York	Country: United States	ZIP+4/Postal Code: 10016
If this address is a private residence, check this bo	ox:		
Telephone Number: 212-327-1533	Facsimile number, if ar	ny:	
This is (check one): one of your branch offices or affiliates.			
a third-party unaffiliated recordkeeper.			
C other.			
Briefly describe the books and records kept at this SUPERVISED PERSONS PERSONAL TRADING RECOR			
Name of entity where books and records are kept: INTERNATIONAL FUND SERVICES (NA) LLC			
Number and Street 1: 1290 AVENUE OF THE AMERICAS		Number and Street 2: 6TH FLOOR	
City:	State:	Country:	ZIP+4/Postal Code:
NEW YORK	New York	United States	10104
If this address is a private residence, check this bo	ox: 🗖		
Telephone Number: 2123392700	Facsimile number, if ar	ny:	
This is (check one): O one of your branch offices or affiliates.			
a third-party unaffiliated recordkeeper.			
C other.			
Briefly describe the books and records kept at this FUND ADMINISTRATOR AND AML SERVICE PROVIDE			
Name of entity where books and records are kept: SS&C TECHNOLOGIES, INC.			
Number and Street 1: 5255 ORBITOR DRIVE		Number and Street 2:	
City: MISSISSAUGA	State:	Country: Canada	ZIP+4/Postal Code:
MI22122ANGA		Canada	L4W 5M6
If this address is a private residence, check this bo	ox:		
Telephone Number: 9056298000	Facsimile numbe	r, if any:	
This is (check one): one of your branch offices or affiliates.			
a third-party unaffiliated recordkeeper.			
$oldsymbol{c}$ other.			

Briefly describe the books and records kept at the AML RECORDS FOR PRIVATE FUND INVESTORS	is location.		
Name of entity where books and records are kep NTT COMMUNICATIONS	t:		
Number and Street 1: 757 3RD AVE		Number and Street 2: 14TH FLOOR	
City:	State:	Country:	ZIP+4/Postal Code:
NEW YORK	New York	United States	10017
If this address is a private residence, check this k	oox:		
Telephone Number: (212) 661-0810	Facsimile number, if an	y:	
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 the ELECTRONIC DATA	is location.		
Name of entity where books and records are kep MICROSOFT AZURE	t:		
Number and Street 1: ONE MICROSOFT WAY		Number and Street 2:	
City: REDMOND	State: Washington	Country: United States	ZIP+4/Postal Code: 98052
If this address is a private residence, check this b	oox:		
Telephone Number: (800) 285-7772	Facsimile 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 the ELECTRONIC DATA	is location.		
Name of entity where books and records are kep WORKDAY	t:		
Number and Street 1: 6110 STONERIDGE MALL ROAD		Number and Street 2:	
City: PLEASANTON	State: California	Country: United States	ZIP+4/Postal Code: 94588
If this address is a private residence, check this k	oox:		
Telephone Number: (877) 967-5329	Facsimile number, if an	y:	

~			ur branch offices or affiliates.
~			arty unaffiliated recordkeeper.
0 0	the	r.	
	-		be the books and records kept at this location. DATA
ECTI	ION	I 1.M	. Registration with Foreign Financial Regulatory Authorities
			No Information Filed
Respo	onse egi:	es to strati	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 on or submitting an <i>annual updating amendment</i> to your SEC registration. If you are filing an <i>umbrella registration</i> , the information in Item 2 vided for the <i>filing adviser</i> only.
į	anni orov	<i>ual u_l</i> /ides	er (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 odating 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 information to help you determine whether you may affirmatively respond to each of these items. adviser):
	V	(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 <i>annual updating</i> 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 <i>controls</i> , is <i>controlled</i> by, or is under common <i>control</i> with, an investment adviser that is registered with the SEC, and your <i>principal office and place of business</i> 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.
01			
C. I	Jnd	er st	ties Authority Notice Filings and State Reporting by Exempt Reporting Advisers ate laws, SEC-registered advisers may be required to provide to state securities authorities a copy of the Form ADV and any amendments they the SEC. These are called notice filings. In addition, exempt reporting advisers may be required to provide state securities authorities with a copy

This is (check one):

to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to direct your <i>notice filings</i> 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 <i>notice filings</i> or reports from going to state(s) that currently receive them, uncheck the box(es) next to those state(s).						
Jurisdictions						
□ AL	□ 1∟	∥ □ NE	□ SC			
□ AK	□ IN	∥ □ NV	□ SD			
□ AZ	□ IA	□ NH	□ _{TN}			
□ AR	□ KS	□ NJ	□ TX			
□ CA		□ NM	UT			
		III				
□ co	∥ □ LA	☑ NY	□ VT			
□ ст	□ ME	∥ □ NC	□ VI			
□ DE	□ MD	∥ □ ND	□ VA			
□ DC	∥ □ MA	□ он	□ WA			
□ FL	□ MI	□ ок	□ wv			
□ GA	□ MN	□ OR	□ wi			
□ GU	□ MS	□ PA	□ WY			
		III	► WY			
□н	∥ □ мо	□ PR				
□ ID	∥ □ MT	□ RI				
If you are relying on the exemption in rule 203A-2(b) from the prohibition on registration because you <i>control</i> , are <i>controlled</i> by, or are under common <i>control</i> with an investment adviser that is registered with the SEC and your <i>principal office and place of business</i> 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 - "SEC Number of Registered Investment Adviser"						
	· · · · · · · · · · · · · · · · · · ·	for Commission Registration within 120	<u> </u>			
within 120 days, you are requi	red to make certain representatio	9	viser that expects to be eligible for SEC registration ion. By checking the appropriate boxes, you will be			
register with the SEC within	120 days after the date my regis	stration with the SEC becomes effective.	e a reasonable expectation that I will be eligible to			
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					
		mption from the prohibition on registration	n, you are required to make certain representations			
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 registra	tion as an investment adviser wit	h the SEC, you must make both of these	representations:			
\square I have reviewed the applica	ble state and federal laws and ha	ave concluded that I am required by the I	aws of 15 or more states to register as an			
	e state securities authorities in tho		-			
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 <i>state securities authorities</i> of those states.						
If you are submitting your app	ual updating amendment you mus	t make this representation:				
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.						

SEC	TION 2.A.(12) SEC Exemptive <i>Order</i>				
	ou are relying upon an SEC <i>order</i> exempting you from the prohibition on registration, provide the following information:				
App	lication Number:				
803					
Dat	e of <i>order</i> :				
	a 3 Form of Organization u are filing an umbrella registration, the information in Item 3 should be provided for the filing adviser only.				
	How are you organized?				
7 (.	Corporation				
	O Sole Proprietorship				
	C Limited Liability Partnership (LLP)				
	O Partnership				
	Limited Liability Company (LLC)				
	C Limited Partnership (LP)				
	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.				
Iten	n 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)?				
	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.				
SEC	TION 4 Successions				
	No Information Filed				
	n 5 Information About Your Advisory Business - Employees, Clients, and Compensation				
	ponses 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 latory policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5.				
Em	gulatory policy. Part 1A Instruction 5.a. provides additional guidance to newly formed advisers for completing this Item 5. mployees				
If y	ou 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.

- 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?
 - (5) Approximately how many of the *employees* reported in 5.A. are licensed agents of an insurance company or agency?
 - (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?
 - (2) Approximately what percentage of your *clients* are non-*United States persons*? 28%
- 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 (1)(d) or (3)(d) 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 Client	(1) Number of Client(s)	(2) Fewer than 5 <i>Clients</i>	(3) Amount of Regulatory Assets under Management
(a) Individuals (other than high net worth individuals)			\$
(b) High net worth individuals			\$
(c) Banking or thrift institutions			\$
(d) Investment companies			\$
(e) Business development companies			\$
(f) Pooled investment vehicles (other than investment companies and business development companies)	89		\$ 154,676,461,324
(g) Pension and profit sharing plans (but not the plan participants or government pension plans)			\$
(h) Charitable organizations			\$
(i) State or municipal government entities (including government pension plans)			\$
(j) Other investment advisers			\$
(k) Insurance companies			\$
r	i		

	(I) Sovereign wealth funds and foreign official institutions			\$
	(m) Corporations or other businesses not listed above	3	V	\$ 6,651,777,039
	(n) Other: SECURITIES ISSUED BY POOLED INVESTMENT VEHICLES	7		\$ 940,886,569
Com	nnoncation Arrangoments			
	npensation Arrangements			
E.	You are compensated for your investment advisory services by (check all the	nat apply):		
	(1) A percentage of assets under your management(2) Hourly charges			
	☐ (2) Hourly charges ☐ (3) Subscription fees (for a newsletter or periodical)			
	(4) Fixed fees (other than subscription fees)			
	(5) Commissions			
	(6) Performance-based fees			
	(7) Other (specify):			
14	C. Lufamastian Abaut Varus Advisams Business - Basulatams Acceta Hudon			
	n 5 Information About Your Advisory Business - Regulatory Assets Under	wanagement		
Reç	gulatory Assets Under Management			
				Yes No
F.	(1) Do you provide continuous and regular supervisory or management se	rvices to securities p	portfolios?	⊙ ○
	(2) If yes, what is the amount of your regulatory assets under manageme	nt and total number	of accounts?	
	U.S. Dollar Amount		Total Numb	per of Accounts
	Discretionary: (a) \$ 159,981,488,878		(d) 95	
	Non-Discretionary: (b) \$ 2,287,636,054		(e) 4	
	Total: (c) \$ 162,269,124,932		(f) 99	
	Part 1A Instruction 5.b. explains how to calculate your regulatory assets completing this Item.	under management.	You must follow the	ese instructions carefully when
	(3) What is the approximate amount of your total regulatory assets under	management (rener	stad in Itam 5 F (2)	(c) abovo) attributable to clients who
	are non-United States persons?	management (repor	ted iii iteiii 5.i .(2)	(c) above, attributable to chems who
	\$ 9,089,016,967			
	 			
Iten	n 5 Information About Your Advisory Business - Advisory Activities			
Αd\	visory 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 "bu	siness development	t companies" that h	ave made an election pursuant to
	section 54 of the Investment Company Act of 1940) (4) Portfolio management for pooled investment vehicles (other than	- 1	amino)	
	 (4) Portfolio management for pooled investment vehicles (other than (5) Portfolio management for businesses (other than small businesses) 			registered investment companies and
	other pooled investment vehicles)	ses) or institutionar	cherits (other than i	egistered investment companies and
	(6) Pension consulting services			
	(7) Selection of other advisers (including <i>private fund</i> 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 a	ın investment adviso	ry contract to an inv	estment company registered under the
	Investment Company Act of 1940, including as a subadviser. If you check Itel		•	, ,
	investment companies to which you provide advice in Section 5.G.(3) of Sched			, 3
Н.	If you provide financial planning services, to how many clients did you prov	ride these services d	during your last fisca	al year?
	0 0			
	- 1 10			
	O 11 - 25			
	C 26 - 50			
	o 51 - 100			
	O 101 - 250			
	O 251 - 500			
1	- Mara than FOO			
	More than 500			
	More than 500 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 relation with those investors.	onship)
I.	(1) Do you participate in a wrap fee program?	Yes	No ©
	(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 wrap fee program?		
	\$ (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 Sche	edule	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 to wrap fee program, do not check Item 5.I.(1) or enter any amounts in response to Item 5.I.(2).	hroug Yes	
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	O	•
	investments? (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	•
K.	Separately Managed Account <i>Clients</i>		
	(4) 5	Yes	
	(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>)?	•	0
	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	•
	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 clients that you advise?	0	•
	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	•
	If yes, complete Section 5.K.(3) of Schedule D for each custodian.		
L.	Marketing Activities		
	(1) Do any of your advertisements include:	Yes	No
	(a) Performance results?	•	0
	(b) A reference to specific investment advice provided by you (as that phrase is used in rule 206(4)-1(a)(5))?	•	0
	(c) Testimonials (other than those that satisfy rule 206(4)-1(b)(4)(ii))?	•	0
	(d) Endorsements (other than those that satisfy rule 206(4)-1(b)(4)(ii))?	•	0
	(e) Third-party ratings?	•	0
	(2) If you answer "yes" to L(1)(c), (d), or (e) above, do you pay or otherwise provide cash or non-cash compensation, directly or indirectly, in connection with the use of <i>testimonials</i> , <i>endorsements</i> , or <i>third-party ratings</i> ?	0	•
	(3) Do any of your advertisements include hypothetical performance?	•	0
	(4) Do any of your advertisements include predecessor performance?	•	0

SECTION 5.G.(3) Advisers to Registered Investment Companies and Business Development Companies

No Information Filed

SECTION 5.1.(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.

Asse	et 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"

Ass	et Type	End of year
(i)	Exchange-Traded Equity Securities	0 %
(ii)	Non Exchange-Traded Equity Securities	0 %
(iii)	U.S. Government/Agency Bonds	0 %
(iv)	U.S. State and Local Bonds	0 %
(v)	Sovereign Bonds	0 %
(vi)	Investment Grade Corporate Bonds	0 %
(vii)	Non-Investment Grade Corporate Bonds	0 %
(viii)	Derivatives	0 %
(ix)	Securities Issued by Registered Investment Companies or Business Development Companies	0 %
(x)	Securities Issued by Pooled Investment Vehicles (other than Registered Investment Companies or Business Development Companies)	100 %
(xi)	Cash and Cash Equivalents	0 %

(xii) Other

Generally describe any assets included in "Other"

SECTION 5.K.(2) Separately Managed Accounts - Use of Borrowings and 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 Exposures					
			(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) 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.

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

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	N 5.K.(3) Custodians for Separately Managed Accounts		
	No Information Filed		
Item 6 C	Other Business Activities		
In this It	tem, we request information about your firm's other business activities.		
A. You	are actively engaged in business as a (check all that apply): (1) broker-dealer (registered or unregistered) (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 yo	ou 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.	'es No	
B. (1)	Are you actively engaged in any other business not listed in Item 6.A. (other than giving investment advice)?	0 0	
(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 nar	ne. 'es No)
(3)	Do you sell products or provide services other than investment advice to your advisory clients?	0 0	
	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 nar	1e.	
SECTION	N 6.A. Names of Your Other Businesses		
	No Information Filed		
SECTI ON	N 4 P (2) Description of Drimary Business		
	N 6.B.(2) Description of Primary Business e your primary business (not your investment advisory business):		

Describe other products or services you sell to your <i>client</i> . You may omit products and services that you listed in Section 6.B.(2) above.
f you engage in that business under a different name, provide that name:
em 7 Financial Industry Affiliations 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.
This part of Item 7 requires you to provide information about you and your related persons, including forcign affiliates. Your related persons are all of your advisory affiliates and any person that is an detect and any person that is an expectation of the person of the person of the person of the person that any person that is an expectation of the person of
ECTION 7.A. Financial Industry Affiliations
complete a separate Schedule D Section 7.A. for each <i>related person</i> listed in Item 7.A.
. Legal Name of <i>Related Person</i> : BROOKFIELD CAPITAL PARTNERS V GP LLC
. Primary Business Name of <i>Related Person</i> : BROOKFIELD CAPITAL PARTNERS V GP LLC
. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)
or Other
. Related Person's (a) CRD Number (if any):
(b) CIK Number(s) (if any): No Information Filed

5.	Rela	nted Person is: (check all that apply)		
	(a)			
	` ,	other investment adviser (including financial planners)		
	` ,	registered municipal advisor		
	` ,	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		
	.0.	banking or thrift institution		
	. ,	□ trust company		
	(j)	accountant or accounting firm		
	(k)	□ lawyer or law firm		
	(I)	insurance company or agency		
	(m)	pension consultant		
	` ,	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		
,	D	and the law are the law the maletal access?	Yes	
6.	ро у	you control or are you controlled by the related person?	0	⊙
7	Aro	you and the related person under common control?	_	_
7.	AIE,	you and the related person under common controls	•	0
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	_	_
Ο.	• ,			•
	(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 requite obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?		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.	ents' asse	ets:
		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: \square	Vaa	NI.
9	(a)	If the related person is an investment adviser, is it exempt from registration?	Yes	
,,		If the answer is yes, under what exemption?	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	•
		If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is reg		•
	(2)	No Information Filed	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
11.	Do y	you and the related person share any supervised persons?	•	0
			_	
12.	Do y	you and the <i>related person</i> share the same physical location?	•	0
1	Leas	al Name of <i>Related Person</i> :		
1.	_	OKFIELD BRP HOLDINGS (CANADA) INC.		
2.	Prim	nary Business Name of <i>Related Person</i> :		
	BRO	OKFIELD BRP HOLDINGS (CANADA) INC.		
2	D-1-	At al Demonstra CEC Ella Normbon (15 ann.) (a.m. 2001 - 0. 2011 - 2002)		
3.	reia -	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or			
	Othe	er er		
4.	Rela	ated Person's		
	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
	(2)	No Information Filed		
5.		ated Person is: (check all that apply)		
	` '	broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(-)	other investment adviser (including financial planners)		
	(c)	registered municipal advisor		
	(d)	registered security-based swap dealer		

(f) (g) (h) (i) (j) (k) (l) (m) (n) (o)	commodity pool operator or commodity trading advisor (whether registered or exempt from registration) futures commission merchant banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer		
Do y	ou control or are you controlled by the related person?	Yes	No ⊙
Are :	you and the <i>related person</i> under common <i>control</i> ?	•	0
(a) (b) (c)	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's</i> office responsible for <i>custody</i> of your <i>clients</i> Number and Street 1: Number 2:	0	
	· · · · · · · · · · · · · · · · · · ·		
		Yes	No
		0	⊙
(D)	if the answer is yes, under what exemption:		
		C red.	•
Do y	ou and the related person share any supervised persons?	$_{\odot}$	0
Do y	rou and the <i>related person</i> share the same physical location?	•	0
_			
	·		
Rela	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
- or Othe			
(b)	CIK Number(s) (if any):		
	No Information Filed		
(a)			
	(f) (g) (h) (i) (j) (k) (l) (m) (n) (o) (p) Do y Are : (a) (b) (b) (c) Legal BROC Rela (a) (b) Rela (a) (b) Rela (a) (b)	commontry pool certain or commontity trading advisor (whether registered or exempt from registration)	

	(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) \square sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	.,		
6.	Do you control or are you controlled by the related person?	Yes	s No	
7.	Are you and the <i>related person</i> under common <i>control</i> ?	•	0	
8.	(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	_	_	
G.	(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 require to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?	o ed	0	
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>client</i> Number and Street 1: Number and Street 2:	ıts' ass	ets:	
	City: State: Country: ZIP+4/Postal Code:			
	If this address is a private residence, check this box: \square	Var	- N.	
9.	(a) If the related person is an investment adviser, is it exempt from registration?	Yes ©		
	(b) If the answer is yes, under what exemption?			
	FOREIGN ADVISER TO NON-US FUND			
10.). (a) Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i> ?	_	0	
	(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 regis	stered.	٠	
	No Information Filed			
11.	. Do you and the related person share any supervised persons?	•	0	ı
12.	2. Do you and the <i>related person</i> share the same physical location?	•	0	ı
				_ _
1	Legal Name of <i>Related Person</i> :			
1.	BROOKFIELD SENIOR MEZZANINE REAL ESTATE FINANCE FUND GP L.P.			
2	Drim and Dualmass Name of Delated Dayson.			
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD SENIOR MEZZANINE REAL ESTATE FINANCE FUND GP L.P.			
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)			
0.	-			
	or Other			
4.				
	(a) CRD Number (if any):			
	(b) CIK Number(s) (if any):			
	No Information Filed			
5.				
	 (a)			
	(b) U other investment adviser (including financial planners)(c) T registered municipal advisor			
	(d) registered security-based swap dealer			
	(e) major security-based swap participant			
	(f) \square commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (g) \square futures commission merchant			
	(g) L futures commission merchant (h) D banking or thrift institution			
	(i) Tust company			
	(j) accountant or accounting firm			
	(k) □ lawyer or law firm (l) □ insurance company or agency			
	(ii) pension consultant			
	(n) real estate broker or dealer			
	(o) \square sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles			

	(p) 🗹 sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
6.	Do you control or are you controlled by the related person?	Yes O	
7.	Are you and the related person under common control?	•	0
8.	 (a) 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>? (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>? (c) 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>'s 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: □ 	C	
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.	(a) Is the related person registered with a foreign financial regulatory authority?(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 register.No Information Filed	C red.	0
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?	•	0
	Legal Name of <i>Related Person</i> : BROOKFIELD BRAZIL TIMBER GP MM II LLC Primary Business Name of <i>Related Person</i> : BROOKFIELD BRAZIL TIMBER GP MM II 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 (l) insurance company or agency (m) pension consultant (n) 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		
6.	Do you control or are you controlled by the related person?	Yes O	No ©
7.	Are you and the related person under common control?	6	_

8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	\circ	\odot
		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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients's</i>	isse	ts:
		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: \square		
			es/	No
9.		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	•
	(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. No Information Filed		~
11.	Do y	ou and the related person share any supervised persons?	⊙	0
12.	Do y	rou and the <i>related person</i> share the same physical location?	•	0
1	Lega	Il Name of <i>Related Person</i> :		
	_	CO INVEST I GP LIMITED		
2.		ary Business Name of <i>Related Person</i> : CO INVEST I GP LIMITED		
3.	Relat	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe			
4.		ted Person's CRD Number (if any):		
	(b)	CIK Number(s) (if any): No Information Filed		
5.	Relat	ted Person is: (check all that apply)		
	(a)	broker-dealer, municipal securities dealer, or government securities broker or dealer		
		other investment adviser (including financial planners)		
	` ,	registered municipal advisor registered security-based swap dealer		
	` ,	major security-based swap participant		
	(f)	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	107	futures commission merchant		
	` ,	banking or thrift institution trust company		
	• •	accountant or accounting firm		
	(k)	□ lawyer or law firm		
	.,	insurance company or agency		
	(m)	_ `		
	` '	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		
	4 /		es/	No
6.	Do y	ou control or are you controlled by the related person?	0	\odot
7.	Are y	you and the <i>related person</i> under common <i>control</i> ?	•	0
8.		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> ?	0	•
	. ,	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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients's</i> Number and Street 1:	isse	ts:
		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: \square	Yes	No
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	0	0
	(b)	If the answer is yes, under what exemption?		
10.		Is the related person registered with a foreign financial regulatory authority? If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registed.	_	•
11.	Do yo	No Information Filed but and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
12.	Do yo	ou and the <i>related person</i> share the same physical location?	•	0
1.	_	Name of <i>Related Person</i> : DKFIELD STRATEGIC REAL ESTATE PARTNERS III GP L.P.		
2.		ary Business Name of <i>Related Person</i> : DKFIELD STRATEGIC REAL ESTATE PARTNERS III GP L.P.		
3.	Relat -	ed Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othei	r		
4.		ed Person's CRD Number (if any):		
	(b)	CIK Number(s) (if any): No Information Filed		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m) (n) (o)	broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor 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 trust 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	No
6.	Do yo	ou control or are you controlled by the related person?		•
7.	Are y	ou and the related person under common control?	•	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	•
		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?		0
	• •	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients</i> Number and Street 1: City: State: Country: ZIP+4/Postal Code:	asse	ets:
		If this address is a private residence, check this box: \square	Yes	Nο
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	0	
	(b)	If the answer is yes, under what exemption?		

10.	(a) Is the related person registered with a foreign financial regulatory authority?	0	•	Ò
	(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 reach 100 No Information Filed	egistered.		
11.	Do you and the related person share any supervised persons?	•	C)
12.	Do you and the <i>related person</i> share the same physical location?	•	C	5
1.	Legal Name of Related Person:			
	SERA GLOBAL SECURITIES US LLC			
2.	Primary Business Name of <i>Related Person</i> : SERA GLOBAL SECURITIES US LLC			
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) 8 - 69752 or			
	Other			
4.	Related Person's			
	(a) CRD Number (if any): 283339			
	(b) CIK Number(s) (if any):			_
	CIK Number			
	1670331			_
5.	Related Person is: (check all that apply)			
	(a) For broker-dealer, municipal securities dealer, or government securities broker or dealer			
	(b) other investment adviser (including financial planners)			
	(c) \square registered municipal advisor			
	(d) \square registered security-based swap dealer			
	(e) \square major security-based swap participant			
	(f) \square commodity pool operator or commodity trading advisor (whether registered or exempt from registration)			
	(g) futures commission merchant			
	(h) banking or thrift institution			
	(i) \square trust company			
	(j) \square accountant or accounting firm			
	(k) \square lawyer or law firm			
	(I) \square insurance company or agency			
	(m) pension consultant			
	(n) \square 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	s Na	_
5.	Do you control or are you controlled by the related person?		•	
			•	,
7.	Are you and the <i>related person</i> under common <i>control</i> ?	•	C)
3.	(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	0	ð
	(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 req to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?		C	>
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>custody</i> of	lients' ass	ets	:
	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: \square	Yes	s Ni	r
9.	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?		O	
	(b) If the answer is yes, under what exemption?	~		
10.	(a) Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i> ?	0	e	ð
	(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 re No Information Filed	egistered.	•3	
11.	Do you and the related person share any supervised persons?	0	•	j

12	. Do y	you and the <i>related person</i> share the same physical location?	0	•
1.	_	al Name of <i>Related Person</i> : OKFIELD SINGAPORE PTE LTD		
2.		nary Business Name of <i>Related Person</i> : OKFIELD SINGAPORE PTE LTD.		
3.	Rela -	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		
4.	Rela (a)	ted Person's CRD Number (if any):		
	(b)	CIK Number(s) (if any): No Information Filed		
5.		ted Person is: (check all that apply)		
	(a) (b)	broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners)		
	(c)	registered municipal advisor		
	(d)	registered security-based swap dealer		
	(e)	major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	(f) (g)	futures commission merchant		
	(h)	□ banking or thrift institution		
	(i)	trust company		
	(j)	accountant or accounting firm lawyer or law firm		
	(k) (l)	☐ lawyer or law firm ☐ 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	you control or are you controlled by the related person?		•
			~	~
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	•	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	•
	(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'	asse	ets:
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code:		
		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?	\odot	0
	(b)	If the answer is yes, under what exemption? FOREIGN ADVISER		
10	. (a)	Is the related person registered with a foreign financial regulatory authority?	•	0
	(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 register Name of Country/English Name of Foreign Financial Regulatory Authority	ed.	
		Singapore - Monetary Authority of Singapore		
11	. Do y	you and the related person share any supervised persons?	⊙	0
12	. Do y	you and the <i>related person</i> share the same physical location?	•	0

1.	Legal Name of <i>Related Person</i> : BROOKFIELD REAL ESTATE FINANCE FUND VI GP, L.P.		
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD REAL ESTATE FINANCE FUND VI GP, L.P.		
2	Deleted Demonstra CEC File Number (if any) (a.m. 001 0 000)		
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 (l) 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		
6.	Do you control or are you controlled by the related person?	Yes	
7.	Are you and the <i>related person</i> under common <i>control</i> ?	•	(
8.	 (a) 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>? (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>? (c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> 	o o	(
	Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code:		
	City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
o	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes	
7.	(b) If the answer is yes, under what exemption?	0	(
10.	(a) Is the related person registered with a foreign financial regulatory authority?(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 register	C red.	(
	No Information Filed		
11.	Do you and the related person share any supervised persons?	•	(
12.	Do you and the related person share the same physical location?	•	-
1.	Legal Name of <i>Related Person</i> : BROOKFIELD INVESTMENT CONSULTING (SHANGHAI) CO. LTD.		
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD INVESTMENT CONSULTING (SHANGHAI) CO. LTD.		

3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or		
	Other		
4.	Related Person's		
4.	(a) CRD Number (if any):		
	(b) CIK Number(s) (if any): No Information Filed		
	No midmation riled		
5.	Related Person is: (check all that apply) (a)		
,	De van eesteel en ees van eesteelleel hot hee geleteel neueer?	Yes	
6.	Do you control or are you controlled by the related person?	0	•
7.	Are you and the related person under common control?	•	C
8.	 (a) 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>? (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>? (c) 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>' 	0	C
	Number and Street 1: Number and Street 2:	uss	,,,
	City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
		Yes	N
9.	(a) If the related person is an investment adviser, is it exempt from registration?	\odot	C
	(b) If the answer is yes, under what exemption? FOREIGN ADVISER TO NON-US FUNDS		
10.	(a) Is the related person registered with a foreign financial regulatory authority?	0	•
	(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 register. No Information Filed	~ed.	
11.	Do you and the related person share any supervised persons?	•	C
10	De varioned the related margen chara the come physical leasting?	_	
12.	Do you and the <i>related person</i> share the same physical location?	⊙	C
	Legal Name of <i>Related Person</i> : BROOKFIELD GLOBAL TIMBER FUND GP LP Primary Business Name of <i>Related Person</i> : BROOKFIELD GLOBAL TIMBER FUND GP LP		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or		
	Other		

4.	Rela	ated Person's		
	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any): No Information Filed		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m) (n) (o)	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?	O	
7.	Are	you and the related person under common control?	•	0
8.	(a) (b) (c)	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> ' Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	0	
		·	Yes	No
9.	(a)	If the related person 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	•
	(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 register No Information Filed	∍d.	
11.	Do y	you and the related person share any supervised persons?	•	0
12.	Doy	you and the <i>related person</i> share the same physical location?	0	0
1.	_	al Name of <i>Related Person</i> : OKFIELD AMERICAS INFRASTRUCTURE FUND (CANADIAN PIV) GP, INC.		
2.		nary Business Name of <i>Related Person</i> : OKFIELD AMERICAS INFRASTRUCTURE FUND (CANADIAN PIV) GP, INC.		
3.	-	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Oth	er		
4.	Rela (a)	ated Person's CRD Number (if any):		
	(b)	CIK Number(s) (if any):		

5.	Rela	ted Person is: (check all that apply)		
	(a)			
	` ,	other investment adviser (including financial planners)		
	. ,	registered municipal advisor		
	` ,	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		
	10,	banking or thrift institution		
		□ trust company		
	(j)	accountant or accounting firm		
	(k)	lawyer or law firm		
	• •	insurance company or agency		
	(m)			
	` ,	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		
	(ρ)	sponsor, general partner, managing member (or equivalent) or pooled investment vehicles	Yes	No
6.	Do v	ou control or are you controlled by the related person?	0	
	J			٠
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	•	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	•
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the	Ö	
	()	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> ?		
	(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	asse	ets:
		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: \square	\ <i>/</i>	N
Q	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes	
7.		,	0	О
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	0
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 registe		٠
	(2)	No Information Filed	ou.	
11.	Do y	ou and the related person share any supervised persons?	•	0
			~	~
12.	Do y	ou and the <i>related person</i> share the same physical location?	•	0
1.	_	Il Name of <i>Related Person</i> : OKFIELD GLOBAL FUNDS GP LIMITED		
	DRU	OKFIELD GLOBAL FUNDS GP LIMITED		
2.	Prim	ary Business Name of <i>Related Person</i> :		
		OKFIELD GLOBAL FUNDS GP LIMITED		
3.	Rela	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	-			
	or Othe			
	Othe			
4.	Rela	ted Person's		
		CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
		No Information Filed		
5	Polo	ted Person is: (check all that apply)		
J.		broker-dealer, municipal securities dealer, or government securities broker or dealer		
	` '	other investment adviser (including financial planners)		
	(c)	registered municipal advisor		
	(d)	registered security-based swap dealer		

	(f) (g) (h) (i) (j) (k) (l) (m) (n)	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 trust 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		
6.	Do y	you control or are you controlled by the related person?		No ⊙
7.	Are	you and the related person under common control?	•	0
	(a) (b) (c)	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> ' Number and Street 1:	0	o o ets:
		City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
			Yes	No
	(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?		
		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 registe No Information Filed	_	•
11.	Do y	you and the related person share any supervised persons?	•	0
12.	Do y	you and the <i>related person</i> share the same physical location?	•	0
	_	al Name of <i>Related Person</i> : OKFIELD REAL ESTATE FINANCE FUND V GP OF GP LLC		
		nary Business Name of <i>Related Person</i> : OKFIELD REAL ESTATE FINANCE FUND V GP OF GP LLC		
3.	Rela	nted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	- or Othe	er		
4.		ated Person's CRD Number (if any):		
	(b)	CIK Number(s) (if any): No Information Filed		
		NO IIIIOIMATION FIIEG		
	(a)(b)(c)(d)(e)(f)(g)(h)(i)	broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor 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 trust company		
	(i) (j)	trust company accountant or accounting firm		

	(k) 🗖 lawyer or law firm			
	(I)			
	(m) pension consultant			
	(n) \square real estate broker or dealer			
	(o) \square sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles			
	(p) 🗹 sponsor, general partner, managing member (or equivalent) of pooled investment vehicles			
		Ye	s N	lo
6.	Do you control or are you controlled by the related person?	С	(⊙
_				
1.	Are you and the <i>related person</i> under common <i>control</i> ?	•	(ಾ
8.	(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	_		_
Ο.		С		⊙
	(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> ?	red C) (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 clie	nts' as:	sets	s:
	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: \square	Vo	~ N	مام
9	(a) If the related person is an investment adviser, is it exempt from registration?		s N	
	(b) If the answer is yes, under what exemption?	С	(
	(b) If the answer is yes, under what exemption:			
10.	D. (a) Is the related person registered with a foreign financial regulatory authority?	0) (a
	(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 regi	~		<i>-</i>
11.	1. Do you and the related person share any supervised persons?	0) (0
				_
12.	2. Do you and the <i>related person</i> share the same physical location?	•) (0
				_
1	Logal Name of Polated Percent			
Ι.	Legal Name of <i>Related Person</i> : BSREP III-B ACCESS FUND GP LLC			
2.	Primary Business Name of Related Person:			
	BSREP III-B ACCESS FUND 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(e) (if any).			
	(b) CIK Number(s) (if any): No Information Filed			
5.	() ()			
	(a) Droker-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)			
	(f) □ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)(g) □ futures commission merchant			
	(h) Deanking or thrift institution			
	(i) Trust company			
	(j) □ accountant or accounting firm			
	(k) lawyer or law firm			
	(I) \square 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			

6.	Do you control or are you controlled by the related person?		•
7.	Are you and the related person under common control?	•	0
8.	(a) 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> ?	_	
0.	(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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1: Number 2:	'ass∈	∍ts:
	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?	\circ	\circ
	(b) If the answer is yes, under what exemption?		
10.	(a) Is the related person registered with a foreign financial regulatory authority?	0	•
	(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 register No Information Filed	red.	
11.	Do you and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
10	Day was and the malated manner than the come who wised be at its 2		
12.	Do you and the related person share the same physical location?	•	0
	Legal Name of <i>Related Person</i> : BROOKFIELD INFRASTRUCTURE FUND III GP LLC		
	BROOKITEED INITIATING TORE FORD IT GIVEES		
	Primary Business Name of <i>Related Person</i> : BROOKFIELD INFRASTRUCTURE FUND III GP LLC		
	BROOKFIELD INFRASTRUCTURE FUND III 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)		
J.	(a) Droker-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		
6	Do you control or are you controlled by the related person?	Yes	
J.	20 you control of the you controlled by the related persons	0	•
7.	Are you and the related person under common control?	•	0
8.	(a) 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> ?	0	

	(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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> and Street 1: Number and Street 2:	asse	ts:
		City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
			Yes	No
9.			\circ	0
	(b)	If the answer is yes, under what exemption?		
10.		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.	O ed.	•
11.	Do y	No Information Filed you and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
1 2	Do v	you and the <i>related person</i> share the same physical location?	_	_
1 2 .	БО у	you and the related person share the same physical location:	•	0
1.	_	al Name of <i>Related Person</i> : OKFIELD JAPAN KABUSHIKI KAISHA		
2.		nary Business Name of <i>Related Person</i> : OKFIELD JAPAN KABUSHIKI KAISHA		
3.	Rela	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		
4	Rela	ited Person's		
		CRD Number (if any):		
	(b)	CIK Number(s) (if any): No Information Filed		
5.		ted Person is: (check all that apply)		
	(a)			
	` ,	other investment adviser (including financial planners) registered municipal advisor		
	` ,	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		
	(i)	Trust company		
	(j)	accountant or accounting firm		
	(k)	☐ lawyer or law firm		
	(l)	insurance company or agency		
	(m)	pension consultant		
	(n)	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	No
5.	Do y	you control or are you controlled by the related person?	0	•
7.	Are y	you and the related person under common control?	•	0
3.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
	(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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> a	asse	ets:
	(-)	Number and Street 1: Number and Street 2:	3	
		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	
	(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 registe		0
		Name of Country/English Name of Foreign Financial Regulatory Authority		
	_	Japan - Financial Services Agency		
11.	ро у	ou and the related person share any supervised persons?	0	•
12.	Do y	ou and the related person share the same physical location?	0	•
1.	_	Il Name of <i>Related Person</i> : EP III AUSTRALIA SUB GP PTY LTD		
2.		ary Business Name of <i>Related Person</i> : EP III AUSTRALIA SUB GP PTY LTD		
3.	Rela:	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		
1	Pola	ted Person's		
4.		CRD Number (if any):		
	(b)	CIK Number(s) (if any): No Information Filed		
	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m) (n) (o) (p)	□ other investment adviser (including financial planners) □ registered municipal advisor □ 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 □ trust 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	No
6.	Do y	ou control or are you controlled by the related person?	0	•
7.	Are y	you and the <i>related person</i> under common <i>control</i> ?	•	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> ?	0	
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients</i> Number and Street 1: City: State: Country: ZIP+4/Postal Code:	asse	ts:
		If this address is a private residence, check this box:	V	p.
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes	
		If the answer is yes, under what exemption?	•	

10.	(a) Is the related person registered with a loreign infancial regulatory authority : (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 register. No Information Filed	_	©
11.	Do you and the related person share any supervised persons?	\odot	С
12.	Do you and the <i>related person</i> share the same physical location?	•	С
1.	Legal Name of Related Person:		
	BROOKFIELD CAPITAL PARTNERS GP LTD		
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD CAPITAL PARTNERS GP LTD		
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)		
	 (i) □ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (p) ☑ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles 		
5.	Do you control or are you controlled by the related person?	Yes	
7.	Are you and the <i>related person</i> under common <i>control</i> ?	•	C
3.	(a) 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> ?	0	e
	(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> ?		С
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	asse	ts:
2		Yes	
9.	(a) If the related person is an investment adviser, is it exempt from registration?(b) If the answer is yes, under what exemption?	0	•
10.	(a) Is the related person registered with a foreign financial regulatory authority?	0	•
	(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 register. No Information Filed	ed.	
11.	Do you and the related person share any supervised persons?	\odot	С

12.	bo you and the related person share the same physical location?	•	0
1.	Legal Name of <i>Related Person</i> : BROOKFIELD ASSET MANAGEMENT PIC CANADA, LP		
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD ASSET MANAGEMENT PIC CANADA, LP		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) 801 - 70688		
	or Other		
4.	Related Person's (a) CRD Number (if any): 151605		
	(b) CIK Number(s) (if any): CIK Number		
	1504716	_	
		′es	
			•
		⊙	0
8.			0
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> as Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
9.		es O	No ⊙
	(b) If the answer is yes, under what exemption?		•
10.	 (a) Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i>? (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 	_	•
11.	De view and the maletad manner also are any average of	•	0
12.	Do you and the <i>related person</i> share the same physical location?	•	0

1. Legal Name of Related Person:

	BROOKFIELD SENIOR MEZZANINE REAL ESTATE FINANCE FUND GP OF GP OFFICER LLC				
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD SENIOR MEZZANINE REAL ESTATE FINANCE FUND GP OF GP OFFICER 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(l) □ insurance company or agency				
	(m) pension consultant				
	 (n)				
	(p) ✓ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles				
6.	Do you control or are you controlled by the related person?	Yes			
7.	Are you and the related person under common control?	•	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	•		
	(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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients</i> Number and Street 1: Number 2:	'asse	؛ts:		
	City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \square				
	ii tiiis addiess is a private residence, check tiiis bux. Li	Yes	No		
9.	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?(b) If the answer is yes, under what exemption?	0	0		
10.	(a) Is the related person registered with a foreign financial regulatory authority?	0	•		
	(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 registe No Information Filed	red.	٠		
11.	Do you and the related person share any supervised persons?	•	0		
12.	Do you and the <i>related person</i> share the same physical location?	•	0		
1.	Legal Name of <i>Related Person</i> : BRAND CANADIAN SPECIAL FUNDING GP INC				
2.	Primary Business Name of <i>Related Person</i> :				
	BRAND CANADIAN SPECIAL FUNDING GP INC				
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)				
	(c) \square 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)(q) futures commission merchant				
	(g) futures commission merchant(h) banking or thrift institution				
	(i) 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	V	. NI.		
6.	Do you control or are you controlled by the related person?	Yes	. IVC		
			•		
7.	Are you and the related person under common control?	•	С		
8.	(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	O		
	(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the	0	С		
	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?	ı			
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients</i>	s'asse	ets:		
	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:				
	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	С		
	(b) If the answer is yes, under what exemption?				
10	(a) Is the related person registered with a foreign financial regulatory authority?	_	_		
10.	(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 register.		•		
	No Information Filed				
11.	Do you and the related person share any supervised persons?	\odot	С		
12	Do you and the <i>related person</i> share the same physical location?	_	_		
12.	Do you and the related person share the same physical location:	•	С		
1.	Legal Name of Related Person:				
	BROOKFIELD GLOBAL TRANSITION FUND GP S.A.R.L.				
2.	Primary Business Name of Related Person:				
	BROOKFIELD GLOBAL TRANSITION FUND GP S.A.R.L.				
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):				
	(a) one manipor (ii diry).				

	(b)	CIK Number(s) (if any):		
		No Information Filed		
5.	Rela (a) (b) (c) (d)	 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 municipal advisor registered security-based swap dealer 		
	(e) (f) (g) (h) (i) (j) (k) (l) (m) (n)	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 trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant real estate broker or dealer		
	(o) (p)	sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
	(-)		Yes	N
6.	Do y	you control or are you controlled by the related person?	\circ	6
7.	Are	you and the related person under common control?	•	(
8.	(a) (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> ?	0	
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1: 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 O	
	(b)	If the answer is yes, under what exemption?		•
10	()			
10		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 register No Information Filed	ed.	6
11	. Do y	you and the related person share any supervised persons?	•	(
12	. Do y	you and the <i>related person</i> share the same physical location?	•	(
1.	_	al Name of <i>Related Person</i> : OKFIELD BRAZIL LTD.		
2.		nary Business Name of <i>Related Person</i> : OKFIELD BRAZIL LTD.		
3.	Rela -	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		
4.		cred Person's CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
	ν-/	No Information Filed		
5.	Rela	ated Person is: (check all that apply)		

	(a)	☐ br	oker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b)	ot	ther investment adviser (including financial planners)		
	(c)	<pre>re</pre>	egistered municipal advisor		
	(d)	□ re	egistered security-based swap dealer		
	(e)	m m	ajor security-based swap participant		
	(f)	CC CC	ommodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	(g)	fu	tures commission merchant		
	(h)	☐ ba	anking or thrift institution		
	(i)	tre tre	ust company		
	(j)	ac	countant or accounting firm		
	(k)	la la	wyer or law firm		
	(l)	in	surance company or agency		
	(m)	п ре	ension consultant		
	(n)	<pre>re</pre>	eal estate broker or dealer		
	(o)	□ sp	oonsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p)	☑ sp	ponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
				Yes	No
6.	Do y	ou <i>cont</i>	trol or are you controlled by the related person?	0	\odot
7.	Are :	you and	the related person under common control?	•	0
8.	(a)	Does t	he related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	0
			are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the		
	(D)	•	nption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required	0	O
		•	ain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?		
	(c)		have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients' a	asse	ts:
	(0)	•	er and Street 1: Number and Street 2:	4000	
		City:	State: Country: ZIP+4/Postal Code:		
		•	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	0
	(b)	If the	answer is yes, under what exemption?		
	. ,				
10.	(a)	Is the	related person registered with a foreign financial regulatory authority?	0	0
			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 registere		107
	(6)	II the t	No Information Filed	ou.	
11	Do v	ou and		_	_
	<i>D</i> 0 <i>y</i>	ou and	the related person share any supervised persons.	⊙	0
12	Do v	ou and	the <i>related person</i> share the same physical location?	_	_
	20)	ou arra		⊙	0
					_
1.	_		e of Related Person:		
	WELI	LS STRI	EET PARTNERS MANAGER LLC		
•	Б.	_			
2.		-	siness Name of <i>Related Person</i> : EET PARTNERS MANAGER LLC		
	VVELI	LS SIKI	EET PARTNERS WANAGER LLC		
3	Pola	tad Para	son's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
J.	-	icu i ci s	30173 SECTILE NUMBER (II arry) (c.g., 001-, 0-, 000-, 002-)		
	or				
	Othe	er			
4.	Rela	ted Pers	son's		
	(a)	CRD N	umber (if any):		
	(b)	CIK Nu	umber(s) (if any):		
			No Information Filed		
5.	Rela	ted Pers	son is: (check all that apply)		
	(a)		oker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b)	ot	ther investment adviser (including financial planners)		
	(c)	re	egistered municipal advisor		
	(d)		egistered security-based swap dealer		
	(-)		ajor security-based swap participant		
	(f)	CC CC	ommodity 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 (l) ☐ 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 		
6.	Do you control or are you controlled by the related person?	Yes O	No ⊙
7.	Are you and the related person under common control?	•	0
8.	 (a) 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>? (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>? 	o	0
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients</i> Number and Street 1: Number and Street 2:	3′ ass∈	ets:
	City: State: Country: ZIP+4/Postal Code:		
	If this address is a private residence, check this box:	Yes	No
9.	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?(b) If the answer is yes, under what exemption?		0
10	(a) Is the related person registered with a foreign financial regulatory authority?	_	•
	(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 registed.		٠
4.4	No Information Filed		
11.	Do you and the related person share any supervised persons?	0	⊙
12.	Do you and the <i>related person</i> share the same physical location?	0	\odot
1.	Legal Name of <i>Related Person</i> : BROOKFIELD REAL ESTATE FINANCE FUND IV GP, LP		
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD REAL ESTATE FINANCE FUND IV GP, LP		
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)		
	(k) ☐ lawyer or law firm (l) ☐ 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	s No		
6.	Do you control or are you controlled by the related person?	0	⊙		
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	•		
	(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the	0	0		
	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 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 client.	s' ass	ets:		
	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: \square				
		Yes	s No		
9.	(a) If the related person is an investment adviser, is it exempt from registration?	0	0		
	(b) If the answer is yes, under what exemption?	~	~		
	(b) If the answer is yes, under what exemption:				
10	D. (a) Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i> ?	_	_		
10		0	⊙		
	(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 regist	ered.			
	No Information Filed				
11	I. Do you and the related person share any supervised persons?	\odot	0		
12	2. Do you and the <i>related person</i> share the same physical location?	•	0		
1.	Legal Name of Related Person:				
	BROOKFIELD SENIOR MEZZANINE REAL ESTATE FINANCE FUND GP OF GP LLC				
2.	j				
	BROOKFIELD SENIOR MEZZANINE REAL ESTATE FINANCE FUND GP OF GP LLC				
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)				
	Or Other				
	Other				
4.					
	(a) CRD Number (if any):				
			1		
	(b) CIK Number(s) (if any):				
	No Information Filed				
_	Polated Person is: (shock all that apply)				
5.	11 37				
	(a) Droker-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) Imajor 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) awyer 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	s No		
6.	Do you control or are you controlled by the related person?		•		
11		-			

7.	Are you and the related person under common control?	•	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	•
	(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 requi 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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clie</i> Number and Street 1: Number 2:	nts' asse	ets:
	City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \square		
9.	(a) If the related person is an investment adviser, is it exempt from registration?		No
7.	(b) If the answer is yes, under what exemption?	0	0
10.	 (a) Is the related person registered with a foreign financial regulatory authority? (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 region. No Information Filed 	C istered.	•
11.	. Do you and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
12.	. Do you and the <i>related person</i> share the same physical location?	0	0
1.	Legal Name of <i>Related Person</i> : BIP BERMUDA HOLDINGS I LIMITED		
2.			
	BIP BERMUDA HOLDINGS I LIMITED		
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)		
	 (h) □ banking or thrift institution (i) □ trust company (j) □ accountant or accounting firm (k) □ lawyer or law firm (l) □ 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 		
	(p) 🗹 sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	Yes	s No
6.	Do you control or are you controlled by the related person?	0	•
7.	Are you and the related person under common control?	•	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	•
	(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the	0	0

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 <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ? (c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> as Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
	II 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 0	
	(b) If the answer is yes, under what exemption?		
10.	0. (a) Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i> ?	0.0	
	(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with No Information Filed		
11.	1. Do you and the related person share any supervised persons?	⊙ ○	
12.	2. Do you and the <i>related person</i> share the same physical location?	⊙ ○	
	. Legal Name of <i>Related Person</i> : BIP BERMUDA HOLDINGS VI LIMITED . Primary Business Name of <i>Related Person</i> :		
۷.	BIP BERMUDA HOLDINGS VI LIMITED		
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 registratic (g) □ futures commission merchant (h) □ banking or thrift institution (i) □ trust company (j) □ accountant or accounting firm (k) □ lawyer or law firm (l) □ 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 	on) Yes No	
6.	. Do you control or are you controlled by the related person?	O •	
7.	. Are you and the related person under common control?	⊙ ○	
8.	. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you		
	(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, he presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related to obtain a surprise examination for your clients' funds or securities that are maintained at the related person's office restriction.	person and thus are not required son?	
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responded by the location of the <i>related person's</i> office responded by the location of the <i>related person's</i> office responded by the location of the <i>related person's</i> office responded by the location of the <i>related person's</i> office responded by the location of the <i>related person's</i> of the location of the location of the <i>related person's</i> of the location of the <i>related person's</i> of the location		
	If this address is a private residence, check this box: \square	Yes No	

9.	(a)	If the related person is an investment adviser, is it exempt from registration?	\circ	C
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	e
	(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.	ed.	•
11	D	No Information Filed		
11.	DO 2	you and the <i>related person</i> share any <i>supervised persons</i> ?	⊙	С
12.	Do y	you and the <i>related person</i> share the same physical location?	•	C
1.	_	al Name of <i>Related Person</i> : OKFIELD OAKTREE WEALTH SOLUTIONS LLC		
2.		nary Business Name of <i>Related Person</i> : OOKFIELD OAKTREE WEALTH SOLUTIONS LLC		
3.		ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) 70722		
	or Othe	$\circ r$		
	Oth			
4.		ated Person's		
	(a)	CRD Number (if any): 313390		
	(b)	CIK Number(s) (if any):		
		No Information Filed		
5.	Rela (a)	ated Person is: (check all that apply) Discrete Discrete All that apply in the securities broker or dealer. Discrete All that apply in the securities dealer, or government securities broker or dealer.		
	(a) (b)	other investment adviser (including financial planners)		
	(c)	registered municipal advisor		
	(d)	registered security-based swap dealer		
	(e) (f)	major security-based swap participantcommodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	(g)	futures commission merchant		
	(h)	banking or thrift institution		
	(i) (j)	 □ trust company □ accountant or accounting firm 		
	(k)	lawyer or law firm		
	(l)	insurance company or agency		
	(m) (n)	pension consultant 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		
6.	Do v	you <i>control</i> or are you <i>controlled</i> by the <i>related person</i> ?	Yes	
				٠
7.	Are	you and the related person under common control?	•	С
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
	(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	C
	(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's	asse	ets
		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:		
0	(6)		Yes	
9.	(a) (b)	If the <i>related person</i> is an investment adviser, is it exempt from registration? If the answer is yes, under what exemption?	0	С
	(D)	in the answer is yes, ander what exemption:		
10.		Is the related person registered with a foreign financial regulatory authority?	\odot	С
	(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 register. Name of Country/English Name of <i>Foreign Financial Regulatory Authority</i>	ed.	

	Canada - Ontario Securities Commission					
11.	Do you and the related person share any supervised persons?	•	0			
12.	Do you and the <i>related person</i> share the same physical location?	•	0			
1.	Legal Name of <i>Related Person</i> : BROOKFIELD PRIVATE CAPITAL (DIFC) LIMITED					
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD PRIVATE CAPITAL (DIFC) LIMITED					
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					
	Related Person is: (check all that apply) (a)	Yes O				
7.	Are you and the <i>related person</i> under common <i>control</i> ?	·				
8.	 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? (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? (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' Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: 	0	© 0			
	If this address is a private residence, check this box: \square	Yes	No			
9.	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?(b) If the answer is yes, under what exemption? FOREIGN ADVISOR	•	0			
10.	 (a) Is the related person registered with a foreign financial regulatory authority? (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 register. No Information Filed 		•			
11.	Do you and the related person share any supervised persons?	•	0			
12.	Do you and the <i>related person</i> share the same physical location?	•	0			

1.	_	il Name of <i>Related Person</i> : OKFIELD CAPITAL MANAGEMENT LIMITED					
2.		Primary Business Name of <i>Related Person</i> : BROOKFIELD CAPITAL MANAGEMENT LIMITED					
3.	Relat	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)					
	or Othe						
4.		ted Person's CRD Number (if any):					
	(b)	CIK Number(s) (if any): No Information Filed					
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m) (n) (o)	▼ other investment adviser (including financial planners) □ registered municipal advisor □ registered security-based swap dealer □ major security-based swap participant □ commodity pool operator or commodity trading advisor (whether registered or exempt from registration) □ tures commission merchant □ banking or thrift institution □ trust 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	Nc			
6.	Do y	ou control or are you controlled by the related person?	O				
7.	Are y	you and the <i>related person</i> under common <i>control</i> ?	•	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> '	o o asse	0			
		Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: □	Yes	Nc			
9.		If the <i>related person</i> is an investment adviser, is it exempt from registration?	•				
		If the answer is yes, under what exemption? FOREIGN ADVISER					
10.		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 register Name of Country/English Name of <i>Foreign Financial Regulatory Authority</i> Australia - Australian Securities and Investments Commission	⊙ ed.	0			
11.	Do y	ou and the related person share any supervised persons?	•	0			
12.	Do y	rou and the <i>related person</i> share the same physical location?	•	0			
				_			

1. Legal Name of Related Person:

	BID BREP AIV GP LIMITED		
2.	Primary Business Name of <i>Related Person</i> : BID BREP AIV GP LIMITED		
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)		
	 (k) □ lawyer or law firm (l) □ 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 		
6.		Yes O	
7.	Are you and the <i>related person</i> under common <i>control</i> ?	•	C
0	(a) 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> ?	_	_
8.	 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? (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? 	0	
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> a Number and Street 1:	asse	ts:
	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?(b) If the answer is yes, under what exemption?	0	С
10.	(a) Is the related person registered with a foreign financial regulatory authority?	0	-
	(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		٠
11.	Do you and the related person share any supervised persons?	•	С
12.	Do you and the <i>related person</i> share the same physical location?	•	С
1.	Legal Name of <i>Related Person</i> : BID I GP, LTD		
2.	Primary Business Name of <i>Related Person</i> : BID I GP, LTD		
2	Deleted Person's SEC File Number (if any) (e.g., 901, 9, 944, 902)		

	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) Double 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(l) □ 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 		
	Sponsor, general partner, managing member (or equivalent) or pooled investment venicles	Yes	No
6.	Do you control or are you controlled by the related person?	0	•
7.	Are you and the related person under common control?	•	С
8.	(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	e
	(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	С
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients</i>	'ass∈	ets:
	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 <i>related person</i> is an investment adviser, is it exempt from registration?	0	С
	(b) If the answer is yes, under what exemption?		
10.	(a) Is the related person registered with a foreign financial regulatory authority?	0	•
	(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 register	red.	
11	No Information Filed Do you and the <i>related person</i> share any <i>supervised persons</i> ?	_	_
11.	bo you and the related person share any supervised persons:	⊙	С
12.	Do you and the <i>related person</i> share the same physical location?	•	С
1.	Legal Name of Related Person:		
	BROOKFIELD CREDIT OPPORTUNITIES FUND GP, LLC		
2.	Primary Business Name of <i>Related Person</i> :		
	BROOKFIELD CREDIT OPPORTUNITIES FUND 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)	CTK Number(s) (if any): No Information Filed		
5.	Rela	ted Person is: (check all that apply)		
0.	(a) (b)	broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners)		
	(c)	registered municipal advisor		
	(d) (e)	registered security-based swap dealer 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) (j)	trust company accountant or accounting firm		
	(k)	lawyer or law firm		
	(I)	insurance company or agency		
	(m)	pension consultant		
	(n) (o)	real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(b)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
	4,7		⁄es	N
5.	Do y	ou control or are you controlled by the related person?	0	6
_	_			
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	⊙	(
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	
٥.	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the	0	
	(-)	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> ?		
	(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' a	asse	ts
		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: \Box		
			⁄es	N
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	0	C
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	6
		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	ed.	
11.	Do y	ou and the related person share any supervised persons?	•	C
12.	Do y	rou and the related person share the same physical location?	•	C
				_
1.	_	Il Name of <i>Related Person</i> : OKFIELD GLOBAL TRANSITION FUND GP LP		
2.		ary Business Name of <i>Related Person</i> :		
۷.		OKFIELD GLOBAL TRANSITION FUND GP LP		
3.	Rela -	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe			
_				
4.		ted Person's CRD Number (if any):		
	(b)	CIK Number(s) (if any): No Information Filed		
E	Polo	ted Person is: (check all that apply)		
J.	reid	ica i ci sori is. (ci ica ai triat appry)		

	(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)		
	107		futures commission merchant		
	` '		banking or thrift institution		
	(i)		trust company		
	٠,		accountant or accounting firm		
	` ,		lawyer or law firm		
	.,		insurance company or agency		
	(m)		pension consultant		
	(n)		real estate broker or dealer		
			sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p)	V	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
	_			Yes	
6.	Do y	ou co	ontrol or are you controlled by the related person?	\circ	\odot
7.	Are y	you a	nd the related person under common control?	\odot	\circ
8.	(a)	Does	s the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
	(b)	presi	ou are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the sumption 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 obtain a surprise examination for your <i>clients</i> funds or securities that are maintained at the <i>related person</i> ?	0	
	(c)	If yo	bu have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients's	asse	ts:
		Num	nber and Street 1: Number and Street 2:		
		City:	State: Country: ZIP+4/Postal Code:		
		If th	is address is a private residence, check this box: 🗖		
				Yes	No
9.	(a)	If the	e related person is an investment adviser, is it exempt from registration?	\circ	0
	(b)	If the	e answer is yes, under what exemption?		
10.	(a)	Is th	e related person registered with a foreign financial regulatory authority?	0	•
	(b)	If the	e answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registere	ed.	
			No Information Filed		
11.	Do y	ou ar	nd the related person share any supervised persons?	\odot	0
12.	Do y	ou ar	nd the <i>related person</i> share the same physical location?	•	0
1.	_		ne of <i>Related Person</i> : ELD INFRASTRUCTURE FUND IV GP LLC		
2.		•	usiness Name of <i>Related Person</i> : ELD INFRASTRUCTURE FUND IV GP LLC		
3.	Rela:	ted Pe	erson's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or				
	Othe	er			
4.			erson's		
	(a)	CRD	Number (if any):		
	(b)	CIK	Number(s) (if any):		
			No Information Filed		
E	Polo	tod D	preanis: (chack all that anniv)		
5.			erson is: (check all that apply) broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(-)		other investment adviser (including financial planners)		
	` '		registered municipal advisor		
	` '				
			registered security-based swap dealer major security-based swap participant		
	(e) (f)		commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	(1)				

	 (g) ☐ futures commission merchant (h) ☐ banking or thrift institution (i) ☐ trust company (j) ☐ accountant or accounting firm (k) ☐ lawyer or law firm (l) ☐ 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 		
6.	Do you control or are you controlled by the related person?		s No
7.	Are you and the related person under common control?	•	0
8.	(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 require to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	red O	O
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clier</i> Number and Street 1: Number and Street 2:	nts' asse	ets:
	City: State: Country: ZIP+4/Postal Code:		
	If this address is a private residence, check this box: \square	Vos	s No
9.	(a) If the related person is an investment adviser, is it exempt from registration?		0
	(b) If the answer is yes, under what exemption?		
10	o. (a) Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i> ?	_	_
10.	(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 regis		•
	No Information Filed		
11.	. Do you and the related person share any supervised persons?	•	0
12.	2. Do you and the <i>related person</i> share the same physical location?	•	0
1.	Legal Name of <i>Related Person</i> : BIF II NITRO GENERAL PARTNER (BERMUDA) LIMITED		
2.	Primary Business Name of <i>Related Person</i> : BIF II NITRO GENERAL PARTNER (BERMUDA) LIMITED		
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)		

	(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.	5. Do you control or are you controlled by the related person?	0 0
7.	7. Are you and the <i>related person</i> under common <i>control</i> ?	⊙ ○
8.	3. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to client	s? o o
	(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome	
	presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus a	
	to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custoa	y of your <i>clients'</i> 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.	9. (a) If the related person is an investment adviser, is it exempt from registration?	0 0
	(b) If the answer is yes, under what exemption?	~ ~
	(b) If the diswer is yes, dider what exemption.	
10	10. (a) Is the related person registered with a foreign financial regulatory authority?	0.0
10.		O O
	(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related process. No Information Filed	<i>Jerson</i> is registered.
11		
11.	I1. Do you and the related person share any supervised persons?	⊙ ○
12.	2. Do you and the related person share the same physical location?	⊙ ○
1.	I. Legal Name of <i>Related Person</i> : BSREP II BERMUDA GP L.P.	
	BSREP II BERMUDA GP L.P.	
2	Deliverant Dualities Manue of Deleted Demon	
2.	2. Primary Business Name of <i>Related Person:</i> BSREP II BERMUDA GP L.P.	
	BORLE II BERWOODA GE E.F.	
2	3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)	
3.	. Related Ferson's SECTHE Number (II arry) (e.g., 601-, 6-, 602-)	
	or	
	Other	
4.	1. Related Person's	
	(a) CRD Number (if any):	
	(a) The Namber (ii arry).	
	(b) CIK Number(s) (if any):	
	No Information Filed	
		I
5.	5. Related Person is: (check all that apply)	
	(a) Droker-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	
	(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	37 81
,	De view control on one view controlled by the control	Yes No
6.	5. Do you control or are you controlled by the related person?	0 0

7.	Are you and the related person under common control?	•	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	•
	(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 require 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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clie</i> Number and Street 1: Number 2:	nts' asse	ets:
	City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: \square		
9.	(a) If the related person is an investment adviser, is it exempt from registration?		No -
7.	(b) If the answer is yes, under what exemption?	0	0
10.	 (a) Is the related person registered with a foreign financial regulatory authority? (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 regingle. No Information Filed 	C istered.	•
11.	. Do you and the related person share any supervised persons?	•	0
12.	. Do you and the <i>related person</i> share the same physical location?	•	0
1.	Legal Name of <i>Related Person</i> : BROOKFIELD MULTI-STRATEGY FUND GP LLC		
0			
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD MULTI-STRATEGY FUND 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)		
	 (g) ☐ futures commission merchant (h) ☐ banking or thrift institution (i) ☐ trust company 		
	 (j) accountant or accounting firm (k) lawyer or law firm (l) 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	s No
6.	Do you control or are you controlled by the related person?	0	
7.	Are you and the related person under common control?	•	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	•
	(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the	0	0

presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required

	(c)	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's</i> office responsible for <i>custody</i> of your of 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:	clients' assets:
			Yes 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 0
		If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is reall the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is reall the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is reall the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is reall the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is really and the	egistered.
11.	Do y	you and the <i>related person</i> share any <i>supervised persons</i> ?	⊙ ○
12.	Do y	you and the <i>related person</i> share the same physical location?	• c
	LCM	al Name of <i>Related Person</i> : COPS V S.A.R.L. hary Business Name of <i>Related Person</i> :	
Z. 		COPS V S.A.R.L.	
3.	Relai -	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)	
	or Othe	er	
4.		ated Person's CRD Number (if any):	
	(b)	CIK Number(s) (if any): No Information Filed	
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m) (n) (o)	broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor 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 trust 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	Yes No
6.	Do y	you control or are you controlled by the related person?	0 0
7.	Are y	you and the related person under common control?	© 0
8.	(a) (b) (c)	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 rect 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 of 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:	

		\odot	
(b)) If the answer is yes, under what exemption? FOREIGN ADVISER TO NON-US FUNDS		
) (o). In the related person registered with a fereign financial regulatory outbority?	_	
). (a b		.od	С
(D	Name of Country/English Name of Foreign Financial Regulatory Authority	eu.	
	Luxembourg, Grand Duchy of - Commission to Surveillance of the Finance Sector		
. Do	you and the related person share any supervised persons?	0	0
. Do	you and the <i>related person</i> share the same physical location?	0	œ
			_
	gal Name of <i>Related Person</i> : REOF ASSET MANAGEMENT LLC		
	imary Business Name of <i>Related Person</i> : REOF ASSET MANAGEMENT LLC		
Re	elated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
or Ot	her		
	elated Person's		
(a)			
(b)) CIK Number(s) (if any): No Information Filed		
(c) (d) (e) (f) (g) (h) (i) (k) (l) (m) (n) (o) (p)	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 trust 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	Yes	Ne
Do	you <i>control</i> or are you <i>controlled</i> by the <i>related person</i> ?	0	
Ar	e you and the <i>related person</i> under common <i>control</i> ?	•	C
(a (b		0	0
(c)	Number and Street 1: City: Number and Street 2: Country: ZIP+4/Postal Code:	ass∈	ets:
	If this address is a private residence, check this box: \square	Yes	Νc
(a)		0	
) (a) Is the related person registered with a foreign financial regulatory authority?	_	-

	(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 registe No Information Filed	red.	~
11	. Do you and the related person share any supervised persons?	•	0
12	2. Do you and the <i>related person</i> share the same physical location?	•	0
1.	Legal Name of <i>Related Person</i> : BSREP III BERMUDA GP L.P.		
2.	Primary Business Name of <i>Related Person</i> : BSREP III BERMUDA GP L.P.		
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)		
6.	 (k) □ lawyer or law firm (l) □ 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 Do you control or are you controlled by the related person?	Yes	
		0	•
7.	Are you and the related person under common control?	•	0
8.	 (a) 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>? (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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients</i> Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	'ass€	ets:
9.	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?(b) If the answer is yes, under what exemption?	Yes	No O
10	 (a) Is the related person registered with a foreign financial regulatory authority? (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 registed. 	C ered.	•
11	No Information Filed 1. Do you and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
12	2. Do you and the <i>related person</i> share the same physical location?	•	0

1.	Legal Name of <i>Related Person</i> : BCP V ACCESS FUND GP LLC		
12.	Do you and the <i>related person</i> share the same physical location?	⊙	0
11.	Do you and the <i>related person</i> share any <i>supervised persons</i> ?	⊙	0
	(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	ed.	
10.	(a) Is the related person registered with a foreign financial regulatory authority?	0	•
	(b) If the answer is yes, under what exemption?		
9.	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes O	
	Number and Street 1: City: State: City: State: Country: Country: Number and Street 2: Country: Number and Street 2: Country: Country: Number and Street 2: Country: Number and Street 3: Number and Street 3: Country: Number and Street 3: Number and Street 3:	asse	15.
	 (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>? (c) 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>'s are maintained. 	0	0
3.	(a) 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> ?	0	<u>@</u>
7.	Are you and the <i>related person</i> under common <i>control</i> ?	•	0
6.	Do you control or are you controlled by the related person?	Yes O	
	 (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 (l) □ 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 		
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		
	(b) CIK Number(s) (if any): No Information Filed		
4.	Related Person's (a) CRD Number (if any):		
	or Other		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD INFRASTRUCTURE GROUP BERMUDA LIMITED		
1.	Legal Name of <i>Related Person</i> : BROOKFIELD INFRASTRUCTURE GROUP BERMUDA LIMITED		
			_

2. Primary Business Name of *Related Person*:

	BCP V ACCESS FUND GP LLC		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Others		
	Other		
4.	Related Person's (a) CRD Number (if any):		
	(b) CIK Number(s) (if any): No Information Filed		
	No mornation rilea		
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) \square registered municipal advisor		
	(d) □ registered security-based swap dealer (e) □ major security-based swap participant		
	(f) \square 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		
	(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	NI.
6.	Do you control or are you controlled by the related person?	0	
7.	Are you and the related person under common control?	•	C
8.	(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
	(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	C
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients</i> Number and Street 1: Number 2:	'asse	∍ts
	City: State: Country: ZIP+4/Postal Code:		
	If this address is a private residence, check this box: \square	Yes	No
9.	(a) If the related person is an investment adviser, is it exempt from registration?	0	C
	(b) If the answer is yes, under what exemption?		
10.	. (a) Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i> ?	0	•
	(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 registe No Information Filed	red.	•
11.	. Do you and the related person share any supervised persons?	•	C
12.	. Do you and the <i>related person</i> share the same physical location?	•	С
1.	Legal Name of <i>Related Person</i> : BROOKFIELD ADVISORS INDIA PRIVATE LIMITED		
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD ADVISORS INDIA PRIVATE LIMITED		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Other		

4.	4. Related Person's					
	(a)	CRD Number (if any):				
	(b)	CIK Number(s) (if any):				
		No Information Filed				
5	Rela	ted Person is: (check all that apply)				
		broker-dealer, municipal securities dealer, or government securities broker or dealer				
	` '	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)				
		futures commission merchant				
	` '	banking or thrift institution				
	` '	□ trust company□ accountant or accounting firm				
	0,	lawyer or law firm				
		insurance company or agency				
	(m)					
	(n)	real estate broker or dealer				
	(0)	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?	\circ	⊙		
7	۸					
1.	Are y	you and the <i>related person</i> under common <i>control</i> ?	⊙	0		
8	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	_	_		
		If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the	0	•		
	(0)	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	0	0		
		to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?				
	(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'	asse	ts:		
		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		
		If the answer is yes, under what exemption?				
	(2)	FOREIGN ADVISER TO NON-US FUNDS				
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	•	0		
	(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 register	_	~		
		Name of Country/English Name of Foreign Financial Regulatory Authority				
		India - Securities and Exchange Board of India				
11.	Do y	ou and the related person share any supervised persons?	•	0		
12.	Do y	you and the <i>related person</i> share the same physical location?	\odot	\circ		
1.	Lega	al Name of <i>Related Person</i> :				
	_	OKFIELD ADVISORS (HONG KONG) LIMITED				
		pary Business Name of Related Person:				
	BRO	OKFIELD ADVISORS (HONG KONG) LIMITED				
3.	Rela	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)				
	-					
	or Othe					
	∪ιπ€					
4.	Rela	ted Person's				
	(a)	CRD Number (if any):		1		

	(b)	CIK Number(s) (if any): No Information Filed		
	(a) (b) (c) (d) (e) (f) (g) (h) (h) (ii) (j) (k) (n) (o)	 □ other investment adviser (including financial planners) □ registered municipal advisor □ 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 □ trust 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 		
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	Yes	N
6. I	Оо у	ou control or are you controlled by the related person?	0	•
7. ,	Are y	you and the <i>related person</i> under common <i>control</i> ?	•	C
		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> ?	0	
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients's</i> Number and Street 1: City: State: Country: ZIP+4/Postal Code:		
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes	
		If the answer is yes, under what exemption?		•
10.		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.	⊙ ed.	C
		Name of Country/English Name of Foreign Financial Regulatory Authority Hong Kong - Securities and Futures Commission		
11.	Эо у	you and the related person share any supervised persons?	•	_
12. l	Эо у	rou and the <i>related person</i> share the same physical location?	•	
	_	Il Name of <i>Related Person</i> : Il GP S.A.R.L		
		ary Business Name of <i>Related Person</i> : I GP S.A.R.L		
3.	Relat	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe			
		ted Person's CRD Number (if any):		
	(b)	CIK Number(s) (if any): No Information Filed		
	(b)			

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		
	• • •	insurance company or agency		
	(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.	Во у	you control or are you controlled by the related person?	0	⊙
7.	Are y	you and the <i>related person</i> under common <i>control</i> ?	⊙	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		0
		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 require	ed	
		to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?		
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clier</i>	its' asse	ets:
		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 <i>related person</i> is an investment adviser, is it exempt from registration?	0	0
	(b)	If the answer is yes, under what exemption?	~	~
	(2)	The districtive for first enemption		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	•
		If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is regis	_	
	()	No Information Filed		
11.	Do y	you and the related person share any supervised persons?	•	0
	,			
12.	Do y	you and the related person share the same physical location?	•	0
	,		•	
1.	Lega	Il Name of <i>Related Person</i> :		
	BRO	OKFIELD SPECIAL INVESTMENTS FUND OFFICER GP LLC		
2.		ary Business Name of Related Person:		
	BRO	OKFIELD SPECIAL INVESTMENTS FUND OFFICER GP LLC		
2	Dolo	tod Damania CEC File Number (if any) (e.g. 001 0 007 000)		
3 .	reiai -	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or			
	Othe			
4.	Rela	ted Person's		
	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
		No Information Filed		
_	5 .			
5.		ted Person is: (check all that apply)		
		broker-dealer, municipal securities dealer, or government securities broker or dealer		
		other investment adviser (including financial planners)		
		registered municipal advisor registered security-based swap dealer		
		major security-based swap dealer major security-based swap participant		
	(e) (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 (l) ☐ 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 		
6.	Do you control or are you controlled by the related person?	Yes O	No ©
7.	Are you and the related person under common control?	•	0
8.	 (a) 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>? (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>? 	o d	0
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients</i> Number and Street 1: Number and Street 2:	s' asse	ets:
	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?		•
	(b) If the answer is yes, under what exemption?		
10	. (a) Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i> ?	_	_
10.	(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 register.		⊙
	No Information Filed		
11.	. Do you and the related person share any supervised persons?	•	0
12.	. Do you and the <i>related person</i> share the same physical location?	•	0
1.	Legal Name of <i>Related Person</i> : BROOKFIELD AMERICAS INFRASTRUCTURE FUND (DELAWARE PIV) GP, LLC		
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD AMERICAS INFRASTRUCTURE FUND (DELAWARE PIV) 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)		

	(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 7	ou control or are you controlled by the related person?	\circ	\odot
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	•	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	•
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the	Ö	0
	()	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> ?		
	(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	s' asse	ets:
		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: \square		
			Yes	No
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	0	0
	(b)	If the answer is yes, under what exemption?		
	(0)			
110). (a)	Is the related person registered with a foreign financial regulatory authority?	_	_
			0	⊚
	(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 registed.	ered.	
	_	No Information Filed		
	. роз	ou and the related person share any supervised persons?	⊙	\circ
12	2. Do y	ou and the <i>related person</i> share the same physical location?	⊙	\circ
1.	_	Name of Related Person:		
	BIF	I NITRO GENERAL PARTNER (BERMUDA) L.P.		
2.		ary Business Name of <i>Related Person</i> :		
	BIF	I NITRO GENERAL PARTNER (BERMUDA) L.P.		
3.	Rela	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	-			
	or			
	Othe			
4.		ted Person's		
	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
		No Information Filed		
5.	Rela	ted 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		
	(l)	insurance company or agency		
	(m)	pension consultant		
	(n)	real estate broker or dealer		
	(0)	sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
	457		Yes	No
6.	Do ۱	you control or are you controlled by the related person?		
3.			\circ	⊙

7.	Are you and the related person under common control?	•	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	•
	(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 requ 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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clic</i> Number and Street 1: Number 2:	ents' asse	ets:
	City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
9.	(a) If the related person is an investment adviser, is it exempt from registration?	Yes	
7.	(b) If the answer is yes, under what exemption?	0	0
10.	(a) Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i> ? (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 reg	O gistered.	•
11.	. Do you and the related person share any supervised persons?	•	0
12.	2. Do you and the <i>related person</i> share the same physical location?	•	0
1.	Legal Name of <i>Related Person</i> : BROOKFIELD BRAZIL AGRILAND MM LLC		
2			
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD BRAZIL AGRILAND MM 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) Guerran futures commission merchant (h) Guerran futures commission merchant (h) Guerran futures commission merchant 		
	 (i) L trust company (j) L accountant or accounting firm (k) L lawyer or law firm (l) I insurance company or agency 		
	(m) pension consultant		
	 (n)		
	(p) ☑ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
6.	Do you control or are you controlled by the related person?	Yes O	o No o
7.	Are you and the related person under common contro?	•	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	•
	(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the	0	0

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 <i>clients'</i> funds or securities that are maintained at the <i>related person?</i> (c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients</i> Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	'asse	ets:
		Yes	No
9.	(a) If the related person is an investment adviser, is it exempt from registration?(b) If the answer is yes, under what exemption?	0	0
10.	 (a) Is the related person registered with a foreign financial regulatory authority? (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 registe No Information Filed 	C red.	•
11.	Do you and the related person share any supervised persons?	•	0
12.	Do you and the <i>related person</i> share the same physical location?	•	0
	Legal Name of <i>Related Person</i> : BROOKFIELD CAPITAL PARTNERS V GP SARL Primary Business Name of <i>Related Person</i> :		
	BROOKFIELD CAPITAL PARTNERS V GP SARL		
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 (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 (trust company (j) accountant or accounting firm (k) lawyer or law firm (l) insurance company or agency (pension consultant (n) 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	No
6.	Do you control or are you controlled by the related person?	O	•
7.	Are you and the <i>related person</i> under common <i>control</i> ?	•	0
8.	 (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? (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? (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 	0	
	Number and Street 1: City: State: Number and Street 2: Country: ZIP+4/Postal Code:		
	If this address is a private residence, check this box: \square	Yes	No

9.	(a)	If the related person is an investment adviser, is it exempt from registration?	\circ	(
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	,
	(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. No Information Filed		•
11.	Do 7	you and the related person share any supervised persons?	\odot	(
12.	Do y	you and the related person share the same physical location?	•	(
1.	_	al Name of <i>Related Person</i> : TACAP ADVISORS PRIVATE LIMITED		
2.		nary Business Name of <i>Related Person</i> : TACAP ADVISORS PRIVATE LIMITED		
3.	Rela	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	- or			
	Othe	er		
4.	Rela	ted Person's		
	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
		No Information Filed		
5.	Rela (a)	ted Person is: (check all that apply) Display broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b)	other investment adviser (including financial planners)		
	(c)	registered municipal advisor		
	(d) (e)	registered security-based swap dealer major security-based swap participant		
	(f)	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	(g)	futures commission merchant		
	(h) (i)	□ banking or thrift institution□ trust company		
	(j)	accountant or accounting firm		
	(k)	lawyer or law firm		
	(l) (m)	☐ insurance company or agency☐ 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	N
6.	Do y	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> ?	•	(
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	6
	(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	(
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients's</i>	asse	∍ts
		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	N
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	⊙	(
	(b)	If the answer is yes, under what exemption? FOREIGN ADVISER TO NON-US FUNDS		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	,
	. ,	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.	ed.	*

		Name of Country/English Name of Foreign Financial Regulatory Authority		
		India - Securities and Exchange Board of India		
11.	Do yo	ou and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
12.	Do yo	ou and the <i>related person</i> share the same physical location?	•	0
1.	_	Name of <i>Related Person</i> : V BERMUDA GP LIMITED		
2.		ary Business Name of <i>Related Person</i> : V BERMUDA GP LIMITED		
3.	Relat	ed Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	r		
4.		ed Person's CRD Number (if any):		
	(b)	CIK Number(s) (if any): No Information Filed		
5.	(a)	ed Person is: (check all that apply) broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor		
	(e) (f) (g) (h)	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		
	(j) (k) (l) (m)	real estate broker or dealer		
	` ,	sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehiclessponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
6.	Do yo	ou control or are you controlled by the related person?	Yes O	No ⊙
7.	Are y	rou and the related person under common control?	•	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	•
		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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	asse	ts:
	(0)		Yes	
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	0
10.		Is the related person registered with a foreign financial regulatory authority? If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is register	C ed.	•
11.	Do yo	No Information Filed but and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
12.	Do yo	ou and the <i>related person</i> share the same physical location?	•	0

1.	Legal Name of <i>Related Person</i> : BROOKFIELD ASSET MANAGEMENT REINSURANCE PARTNERS LTD		
12.	Do you and the <i>related person</i> share the same physical location?	•	0
11.	Do you and the <i>related person</i> share any <i>supervised persons</i> ?	0	0
	(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 register. No Information Filed	ed.	
10.	(a) Is the related person registered with a foreign financial regulatory authority?	0	•
	(b) If the answer is yes, under what exemption?		
9.	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes O	
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	asse	ets:
3.	 (a) 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>? (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
		•	
	Are you and the <i>related person</i> under common <i>control?</i>	0	
4	(p) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles Do you <i>control</i> or are you <i>controlled</i> by the <i>related person</i> ?	Yes	
	 (g) ☐ futures commission merchant (h) ☑ banking or thrift institution (i) ☐ trust company (j) ☐ accountant or accounting firm (k) ☐ lawyer or law firm (l) ☐ 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 		
5.	Related Person is: (check all that apply) (a)		
	(b) CIK Number(s) (if any): No Information Filed		
4.	Related Person's (a) CRD Number (if any):		
	or Other		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
2.	Primary Business Name of <i>Related Person</i> : LCH EUROPEAN PORTFOLIO HOLDINGS LTD		
1.	Legal Name of <i>Related Person</i> : LCH EUROPEAN PORTFOLIO HOLDINGS LTD		

2. Primary Business Name of *Related Person*:

	BRO	OKFIELD ASSET MANAGEMENT REINSURANCE PARTNERS LTD		
3.	Rela	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or			
	Othe			
4.	Rela	ited Person's		
	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
		CIK Number		
		1837429		
5.	Rela (a)	ted Person is: (check all that apply) Display broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(a) (b)	other investment adviser (including financial planners)		
	(c)	registered municipal advisor		
	(d)	registered security-based swap dealer		
	(e)	major security-based swap participant		
	(f) (g)	commodity pool operator or commodity trading advisor (whether registered or exempt from registration) futures commission merchant		
	(h)	banking or thrift institution		
	(i)	□ trust company		
	(j)	accountant or accounting firm		
	(k)	lawyer or law firm		
	(l) (m)	☐ insurance company or agency ☐ 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	
6.	Do 7	you control or are you controlled by the related person?	0	•
7.	Are	you and the related person under common control?	•	C
8.	(a)	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> ?	0	_
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the		0
	` ,	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 <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?		
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1: Number 2:	asse	ts
		City: State: Country: ZIP+4/Postal Code:		
		If this address is a private residence, check this box: \square		
			Yes	
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	⊙	C
	(b)	If the answer is yes, under what exemption? FOREIGN ADVISER TO NON-US FUNDS		
10	. (a)	Is the related person registered with a foreign financial regulatory authority?	0	œ
	(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 register	_	10
		No Information Filed		
11	. Do y	you and the related person share any supervised persons?	•	O
12	. Do y	you and the <i>related person</i> share the same physical location?	•	C
1.	_	al Name of <i>Related Person</i> :		
	ROb	NW SUBHOLDINGS LLC		
2.		nary Business Name of <i>Related Person</i> :		
	ROP	NW SUBHOLDINGS LLC		
3.	Rela	ted 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)		
0.	(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 (l) 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	.,	
6	Do you <i>control</i> or are you <i>controlled</i> by the <i>related person</i> ?	Yes	
0.	Do you control of the you controlled by the related person.	0	٠
7.	Are you and the related person under common control?	•	С
8.	(a) 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> ?	0	0
	(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> ?		C
	(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' a	asse	ets:
	Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code:		
	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	С
	(b) If the answer is yes, under what exemption?		
10.	(a) Is the related person registered with a foreign financial regulatory authority?	0	•
	(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. No Information Filed	ed.	
11.	Do you and the related person share any supervised persons?	•	С
12.	Do you and the <i>related person</i> share the same physical location?	•	С
1.	Legal Name of <i>Related Person</i> : BROOKFIELD PRIVATE FUNDS HOLDINGS INC		
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD PRIVATE FUNDS HOLDINGS INC		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Other		
4	Delated Developin		
4.	Related Person's (a) CRD Number (if any):		

	(b)	CIK Number(s) (if any): No Information Filed		
5.	(a) (b)	 broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor 		
	(d)	registered municipal advisor registered security-based swap dealer major security-based swap participant		
	(f)	commodity pool operator or commodity trading advisor (whether registered or exempt from registration) futures commission merchant		
		banking or thrift institution trust company		
	(k)	accountant or accounting firm lawyer or law firm		
	(m)	_ `		
	(o)	sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
			Yes	N
		you control or are you controlled by the related person?	0	•
7.	Are y	you and the related person under common control?	•	C
8.		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	0	
	(c)	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's</i> office responsible for <i>custody</i> of your <i>clients'</i> a Number and Street 1: Number and Street 2:	asse	ts
		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?	Yes	
10		Is the related person registered with a foreign financial regulatory authority?	0	_
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. No Information Filed		
11.	Do y	you and the related person share any supervised persons?	•	C
12.	Do y	you and the <i>related person</i> share the same physical location?	•	C
1.	_	al Name of <i>Related Person</i> : DOKFIELD PROPERTY FINANCE ULC		
2.		nary Business Name of <i>Related Person</i> : DOKFIELD PROPERTY FINANCE ULC		
3.	Rela	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		
4.		ated Person's CRD Number (if any):		
	(b)	CIK Number(s) (if any): No Information Filed		
5.	Relat	ated Person is: (check all that apply) I broker-dealer, municipal securities dealer, or government securities broker or dealer		

	(b)	other investment adviser (including financial planners)		
	(c)	registered municipal advisor		
	• ,	registered security-based swap dealer		
	• ,	major security-based swap participant		
	. ,	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	107	futures commission merchant		
	` ,	□ banking or thrift institution□ trust company		
		accountant or accounting firm		
	•	□ lawyer or law firm		
	` ,	☐ 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		
			es/	No
6.	Do y	ou <i>control</i> or are you <i>controlled</i> by the <i>related person</i> ?	0	\odot
7	Aro	you and the <i>related person</i> under common <i>control</i> ?	_	_
7.	Ale	and the related person dider common control:	⊙	O
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
	(b)		o	
	()	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> ?		
	(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' a	ısse	ts:
		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:		NI -
9.	(a)		es	
,		If the answer is yes, under what exemption?	⊙	0
	(6)	FOREIGN ADVISER TO NON-US FUNDS		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	•
	(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	:d.	
11	Dov	No Information Filed ou and the <i>related person</i> share any <i>supervised persons</i> ?	_	_
11.	ро у	ou and the related person share any supervised persons?	⊙	0
12.	Do y	ou and the <i>related person</i> share the same physical location?	•	0
1.	Lega	l Name of <i>Related Person</i> :		
	BRO	DKFIELD TIMBER V MM LLC		
2.		ary Business Name of <i>Related Person</i> : DKFIELD TIMBER V MM LLC		
3.	Rela	red Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	- or			
	Othe	r		
1	Pola	red Person's		
٦.		CRD Number (if any):		
	(b)	CIK Number(s) (if any): No Information Filed		
		No Information Filed		
5.		red Person is: (check all that apply)		
	()	broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(-)	other investment adviser (including financial planners)		
	` ,	registered municipal advisor		
	` ,	registered security-based swap dealer major security-based swap participant		
	(e) (f)	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	V. /	and the state of t		

	 (g) ☐ futures commission merchant (h) ☐ banking or thrift institution (i) ☐ trust company (j) ☐ accountant or accounting firm (k) ☐ lawyer or law firm (l) ☐ 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 		
6.	Do you control or are you controlled by the related person?	Yes O	No ⊙
7.	Are you and the related person under common control?	•	0
8.	(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 require to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	red C	
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clien</i> Number and Street 1: Number and Street 2:	nts' asse	ets:
	City: State: Country: ZIP+4/Postal Code:		
	If this address is a private residence, check this box:	Yes	No
9.	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?(b) If the answer is yes, under what exemption?		0
10.). (a) Is the related person registered with a foreign financial regulatory authority?		⊙
	(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 reginal to the country of t	sterea.	
11.	. Do you and the related person share any supervised persons?	•	0
12.	2. Do you and the <i>related person</i> share the same physical location?	•	0
1.	Legal Name of <i>Related Person</i> : THAYER GP VI LLC		
2.	Primary Business Name of <i>Related Person</i> : THAYER GP VI 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) CIV Number(c) (if any).		
	(b) CIK Number(s) (if any): No Information Filed		
5.	Related Person is: (check all that apply) (a)		

	(m) pension consultant	
	(n)	
	(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 you control or are you controlled by the related person?	○ ⊙
7.	. Are you and the related person under common control?	⊙ ⊙
8.	. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients'	? o o
	(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome	
	presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus ar	~ ~ ~
	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 <i>clients'</i> assets:
	Number and Street 1: Number and Street 2:	
	City: Country: ZIP+4/Postal Code:	
	If this address is a private residence, check this box: \square	
		Yes No
9.	. (a) If the related person is an investment adviser, is it exempt from registration?	0 0
	(b) If the answer is yes, under what exemption?	
10.	0. (a) Is the related person registered with a foreign financial regulatory authority?	0 0
	(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related po	
	No Information Filed	sison is registered.
11	Do you and the related person share any supervised persons?	
	1. Do you and the related person share any supervised persons:	⊙ ೧
10	2. Do you and the related narrow shore the same why sized location?	
12.	2. Do you and the <i>related person</i> share the same physical location?	• c
1	. Legal Name of <i>Related Person</i> :	
1.	BROOKFIELD GLOBAL INFRASTRUCTURE ADVISOR LIMITED	
	DIGGINITED GEGS, E THINGSTONE ABVIGOR EIMITED	
2.	. Primary Business Name of <i>Related Person</i> :	
	BROOKFIELD GLOBAL INFRASTRUCTURE ADVISOR LIMITED	
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) \Box 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 you control or are you controlled by the related person?	0 0

7.	Are	you and the related person under common control?	•	0
3.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
	(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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1: Number 2:	asse	ts:
		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	No
	(b)	If the answer is yes, under what exemption? PARTICIPATING AFFILIATE OF ADVISER RELYING ON BAM PIC CANADA LP		
Ю.	(a)	Is the related person registered with a foreign financial regulatory authority?	•	0
	(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 register Name of Country/English Name of <i>Foreign Financial Regulatory Authority</i>	red.	
		United Kingdom - Financial Conduct Authority		
11.	Do y	you and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
2.	Do y	you and the <i>related person</i> share the same physical location?	•	0
Ι.	_	al Name of <i>Related Person</i> : DOKFIELD GLOBAL BUSINESS ADVISOR LIMITED		
2.		nary Business Name of <i>Related Person</i> : DOKFIELD GLOBAL BUSINESS ADVISOR LIMITED		
3.	Rela -	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		
1.	Rela (a)	ated Person's CRD Number (if any):		
	(b)	CIK Number(s) (if any): No Information Filed		
5 .	Rela	ated Person is: (check all that apply)		
	` ,	 □ broker-dealer, municipal securities dealer, or government securities broker or dealer ☑ other investment adviser (including financial planners) 		
	(b) (c)	registered municipal advisor		
	(d)	registered security-based swap dealer		
	(e) (f)	major security-based swap participantcommodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	(g)	futures commission merchant		
		banking or thrift institution		
	(i) (j)	 □ trust company □ accountant or accounting firm 		
	•	lawyer or law firm		
	(I)	insurance company or agency		
		pension consultant 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		
	Do y	you <i>control</i> or are you <i>controlled</i> by the <i>related person</i> ?	Yes O	No ⊙
7.	Are	you and the related person under common control?	•	0

8. (a) Does the *related person* act as a qualified custodian for your *clients* in connection with advisory services you provide to *clients*?

	(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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1: City: State: Country: ZIP+4/Postal Code:	ısse	ts:
		If this address is a private residence, check this box: \square		NI-
9	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes ⊙	
,,		If the answer is yes, under what exemption? PARTICIPATING AFFILIATE OF BROOKFIELD ASSET MANAGEMENT PIC ADVISER (PRIVATE EQUITY), L.P.	٠	
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 register	-q •	O
	(6)	Name of Country/English Name of Foreign Financial Regulatory Authority	, d.	
		United Kingdom - Financial Conduct Authority		\neg
11.	Do y	ou and the related person share any supervised persons?	•	0
12.	Do y	rou and the <i>related person</i> share the same physical location?	•	0
1.	_	al Name of <i>Related Person</i> : A GLOBAL SECURITIES CANADA LP		
2.		ary Business Name of <i>Related Person</i> : A GLOBAL SECURITIES CANADA LP		
3.	Relai	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe			
4.		ted Person's CRD Number (if any):		
	(b)	CIK Number(s) (if any): No Information Filed		
5.	(a) (b)	ted Person is: (check all that apply) broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor		
	(e)	registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	(g)	futures commission merchant banking or thrift institution		
		trust company		
	0,	accountant or accounting firm lawyer or law firm		
	` ,	insurance company or agency		
	(m)	pension consultant		
	(n)	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	V ~ ~	N-
6.	Do y	ou control or are you controlled by the related person?	Yes O	No ©
7.	Are y	you and the <i>related person</i> under common <i>control</i> ?		0
			~	~
8.		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> ?	_	•
	(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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1: 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?		S No
10.		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 register. Name of Country/English Name of <i>Foreign Financial Regulatory Authority</i> Canada - Ontario Securities Commission Other - CANADA - INVESTMENT INDUSTRY REGULATORY ORGANIZATION OF CANADA	ed.	0
		ou and the <i>related person</i> share any <i>supervised persons</i> ? ou and the <i>related person</i> share the same physical location?	0	• •
1.	_	I Name of <i>Related Person</i> : OKFIELD ASSET MGMT PRIVATE INST CAPITAL ADVISER (CREDIT), LLC		
2.		ary Business Name of <i>Related Person</i> : OKFIELD ASSET MGMT PRIVATE INST CAPITAL ADVISER (CREDIT), LLC		
3.		ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) - 79456		
4.	(a)	ted Person's CRD Number (if any): 170811 CIK Number(s) (if any): CIK Number 1621735		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (k) (l) (m) (n) (o)	broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor 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 trust 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	γως	s No
6.	Do y	ou control or are you controlled by the related person?	O	• NO
7.	Are y	you and the <i>related person</i> under common <i>control</i> ?	•	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's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1:	o o	ets:

		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	\odot
	(b)	If the answer is yes, under what exemption?		
10.		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 register No Information Filed	C ed.	•
11.	Do yo	ou and the related person share any supervised persons?	•	0
12.	Do yo	ou and the <i>related person</i> share the same physical location?	•	0
1.	_	l Name of <i>Related Person</i> : OKFIELD PUBLIC SECURITIES GROUP LLC		
2.		ary Business Name of <i>Related Person</i> : OKFIELD PUBLIC SECURITIES GROUP LLC		
3.		ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) - 34605		
4.	(a)	ted Person's CRD Number (if any): 110497		
	(b)	CIK Number(s) (if any): No Information Filed		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m) (n) (o)	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	No
6.	Do yo	ou control or are you controlled by the related person?	0	
7.	Are y	you and the <i>related person</i> under common <i>control</i> ?	•	0
8.	(a)	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> ?	0	•
	(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> ?	Ô	
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1: City: State: Country: ZIP+4/Postal Code:	isse	ts:
		If this address is a private residence, check this box: \square	Yes	Nο
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 related person registered with a foreign financial regulatory authority?	\odot	0
	(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 register	ed.	
		Name of Country/English Name of Foreign Financial Regulatory Authority		
		Canada - Alberta Securities Commission		
		Canada - British Columbia Securities Commission		
		Canada - Manitoba Securities Commission		
		Canada - New Brunswick Securities Commission		
		Canada - Nova Scotia Securities Commission		
		Canada - Ontario Securities Commission		
		Canada - Quebec, Financial Markets Authority		
		Canada - Saskatchewan Financial Services Commission		
		Ireland - Central Bank of Ireland		
11.	Do y	ou and the related person share any supervised persons?	\circ	•
12.	Do y	ou and the <i>related person</i> share the same physical location?	\circ	•
1.	_	Name of Related Person:		
	BRO	OKFIELD CAPITAL PARTNERS V (NON-CDN) GP LP		
	Б.			
2.		ary Business Name of <i>Related Person</i> : DKFIELD CAPITAL PARTNERS V (NON-CDN) GP LP		
	BROG	OKITELD CAPITAL PARTILES V (NON-CDN) OF EF		
3.	Relai	red Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
0.	-			
	or			
	Othe	r		
4.	Relat	red Person's		
	(a)	CRD Number (if any):		
	(1.)			
	(b)	CIK Number(s) (if any): No Information Filed		
		No illiormation i lieu		
5.	Relat	red Person is: (check all that apply)		
	(a)			
	(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		
	(l)	insurance company or agency		
	(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	Voo	. No
6	Do v	ou <i>control</i> or are you <i>controlled</i> by the <i>related person</i> ?		
6.	БО у	ou control of alle you controlled by the related person!	0	⊙
7	Arox	value and the related person under common central?	_	_
/.	Are y	vou and the related person under common control?	⊙	0
0	(2)	Does the related person set as a qualified system for your eligate in some eligate in some eligate in the relation with a difference of the control of the c	_	_
8.		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> ?	0	
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the	\circ	\circ
		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> ?		
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i>	355	atc.
	(c)	Number and Street 1: Number and Street 2:	asse	51 5 .
		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	0
	(b) If the answer is yes, under what exemption?		
10	(a) Is the related person registered with a foreign financial regulatory authority?	_	_
	(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 reach the substitution of the substitution of the substitution (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 reach the substitution of the substitution of the substitution (b).	C egistered.	٠
11.	Do you and the related person share any supervised persons?	•	0
12.	Do you and the <i>related person</i> share the same physical location?	•	0
1.	Legal Name of <i>Related Person</i> : BROOKFIELD FUNDS MANAGEMENT LIMITED		
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD FUNDS MANAGEMENT LIMITED		
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) CIV Number(c) (if appl)		
	(b) CIK Number(s) (if any): No Information Filed		
ō.	Related Person is: (check all that apply) (a)	Yes	No
5.	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> ?	•	0
3.	(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
	(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 req to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	C Juired	0
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>c</i> Number and Street 1: City: State: Country: ZIP+4/Postal Code:	lients' asse	ts:
	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 •	
	(b) If the answer is yes, under what exemption? FOREIGN ADVISER	٠	V

10. (a) Is the related person registered with a foreign financial regulatory authority?

	(D)	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	∋a.	
		Name of Country/English Name of Foreign Financial Regulatory Authority		
		Australia - Australian Securities and Investments Commission		
11.	Do y	ou and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
12.	Do y	ou and the <i>related person</i> share the same physical location?	•	0
1.	0	Name of <i>Related Person</i> :		
		OKFIELD REAL ESTATE FINANCE FUND VI GP OF GP LLC		
2.		ary Business Name of <i>Related Person:</i> DKFIELD REAL ESTATE FINANCE FUND VI GP OF GP LLC		
3.	Relat	red Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	r		
4.		red Person's		
		CRD Number (if any):		
	(b)	CIK Number(s) (if any): No Information Filed		
5.	Polat	red Person is: (check all that apply)		
Э.	(a)			
	(b)	other investment adviser (including financial planners)registered municipal advisor		
		registered municipal advisor registered security-based swap dealer		
	(e)	major security-based swap participant		
	• ,	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	.0.	futures commission merchant banking or thrift institution		
		□ trust company		
	(j)	accountant or accounting firm		
		lawyer or law firm		
	(l) (m)	insurance company or agencypension consultant		
	(n)			
		sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		N
6.	Do v	ou <i>control</i> or are you <i>controlled</i> by the <i>related person</i> ?	Yes O	
	,			٠
7.	Are y	you and the related person under common control?	•	0
8.		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> ?	0	
		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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> a Number and Street 1:	asse	ts:
		City: State: Country: ZIP+4/Postal Code:		
		If this address is a private residence, check this box: \square	Yes	No
9.		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.		Is the related person registered with a foreign financial regulatory authority?		•
	(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. No Information Filed	ed.	
11.	Do y	ou and the <i>related person</i> share any <i>supervised persons</i> ?	•	0

1. Digit Name of Natural Private 1880 P.S.A.R.I. 2. Internally submiss harms or Mathed Nation 1880 P.S.A.R.I. 3. Averaged Person's SCC File Number (if any) (e.g., 001), 0 , 065, 002.) - or - Ottes 1. Averaged Person's SCC File Number (if any); (b) CIK Number (a) Garget (in any); (c) CIK Number (a) Garget (in any); (d) CIK Number (if any); (e) CIK Number (if any); (f) Cit Internal Association (in any); (g) Cit Internal Association (in	12.	Do you and the related person share the same physical location:	•	0
3. Related Person's SCC File Number (if any) (e.g., 001-, 0-, 866-, 802-) or Other 4. Related respons (b) CSK Number (if any): (c) CSK Number (if any): (d) CSK Number (if any): (e) CSK Number (if any): (e) CSK Number (if any): (e) CSK Number (if any): (f) I before debte, number assault is debte, or general ment described in dealer (f) I registered numbered search (including financial planners) (g) I observed dealer, number assault is debted (g) I registered numbered wave periodicated (g) I registered assault-beload wave periodicated (g) I status sammission menthed (g) I beload assault in the status of the status	1.			
A Risked Person is: (drock all that alsoly) (a) CR Number (france): (drock all that alsoly) (b) Disk Number (france): (drock all that alsoly) (c) Disk Number (france): (drock all that alsoly) (d) Disk Number (france): (drock all that alsoly) (e) Disk Number (france): (drock all that alsoly) (f) Disk Number (france): (drock all that alsoly) (g) Disk Numbe	2.	·		
8- Alternate Previous (a) CRD Number (6 (Famy) (b) CRR Number(5) (Famy) No innormation Filed 5- Rether Previous (s. (check all that apply) (c) broken deater, multiplay securities deater, or government variaties broken or drawn (c) other incentional address (checking finenesial planenes) (d) registrated securities and securities deater (e) major security-based wave peritobant (f) commotity pool operator or commod by trod ing peritobant (g) incurses commission mechanic (g	3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
(a) CXX Number (if any): (b) CIX Number (c) (if any): No information Filed 5. Metabor Jesson is, (check all that apply) (c) broker-dealer, munidation because its dealer, or government securities broker or dealer (c) broker-dealer, munidation defects (d) registered security-based swap participation (e) registered dealerly-based swap participation (f) registered dealerly-based swap participation (g) registered or accounting from (g) broker dealerly registering or registered participation (g) registered dealerly-based swap participation (g) registered dealerly-based participation (g) registered dealerly-based participation (g) registered of dealer (g) 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 256(4)-2(f)(5)) from the related participation and trus are not required to dealer and surprise swapiniseth for 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 256(4)-2(f)(5)) from the related participation and trus are not required to dealer. (g) If you have answered "yes" to question 8,(a) ab				
Related Person is: (check all that apply)	4.			
(a) broker-dealer, municipal securities dealer, on povernment securities broken or dealer (b) continuestment advisor (including financial planners) (c) registered security-based swap dealer (c) registered security-based swap dealer (c) major scourty-based swap participant (d) Curvers commission merchant (e) broking or other institution (f) broking or that institution (g) accountant or accounting firm (g) accountant or accounting firm (g) accountant or accounting firm (g) porsion consultant (g) popular dealer broken or dealer (g) popular dealer broken (g) popular dealer dealer (g) popular dealer (g) pop				
(a) broker-dealer, municipal securities dealer, on povernment securities broken or dealer (b) continuestment advisor (including financial planners) (c) registered security-based swap dealer (c) registered security-based swap dealer (c) major scourty-based swap participant (d) Curvers commission merchant (e) broking or other institution (f) broking or that institution (g) accountant or accounting firm (g) accountant or accounting firm (g) accountant or accounting firm (g) porsion consultant (g) popular dealer broken or dealer (g) popular dealer broken (g) popular dealer dealer (g) popular dealer (g) pop				
(d) rogistored socurity-based swap participant (c) major security-based swap participant (d) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (e) Educates commission merchant (f) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (f) Insurance commission merchant (f) Insurance company (f) accountant or accounting firm (f) Insurance company or agency (f) pandon consultant (f) roal estato broker or dealer (g) sponsor or syndicator or limited pertnerships (or equivalent), excluding pooled investment vehicles (g) Sponsor, general partner, managing member (or equivalent) of pooled investment vehicles Yes No 6. Do you control or are you controlled by the related person? (g) If you are related person under common control? (g) If you are related person and as a qualified custodian for your clients in connection with advisory services you provide to clients? (g) If you are related person and as a qualified custodian for your clients in connection with advisory services you provide to clients? (g) If you are related person and as a qualified custodian for your clients in connection with advisory services you provide to clients? (g) If you are related person and as a qualified custodian for your clients in connection with advisory services you provide to clients? (g) If you are 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 and thus are not required to obtain a surprise examination for your clients funds or securities that are maintained at 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 of your clients' sasets. Number and Street 1: Number and Street 2: Number and Street 2: Number and Street 2: Number and Street 3: Number and Street 3: Number and Street 4: Number and S	5.	 (a) broker-dealer, municipal securities dealer, or government securities broker or dealer (b) other investment adviser (including financial planners) 		
trust company It is accounted to accounting firm		 (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) 		
(b) ☐ 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 or syndicator of limited partnerships (or equivalent) of pooled investment vehicles (p) ☑ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles Ves No 6. Do you control or are you controlled by the related person? (p) ☐ c 7. Are you and the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? (p) If you are related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? (p) If you are related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? (p) If you are related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? (p) If you are related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? (p) If you have answered "yes" to question 8.(a) above, provide the location of the related person? (p) If you have answered "yes" to question 8.(a) above, provide the location of the related persons office responsible for custody of your clients' assets: Number and Street 1: Number and Street 2: City: If this address is a private residence, check this box: Yes No Yes No Yes No Yes No (p) If the answer is yes, under what exemption? (p) 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 10. Do you and the related person share any supervised persons? 11. Do you and the related person share the same physical location?		(h) banking or thrift institution (i) trust company		
(m) pension consultant (n) real estate broker or dealer (o) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (p) sponsor or syndicator of limited partnerships (or equivalent) of pooled investment vehicles (p) sponsor or syndicator of limited partner, managing member (or equivalent) of pooled investment vehicles (p) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles Yes No Are you and the related person under common control? 6. Do you control or are you controlled by the related person? 7. Are you and the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? (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 that are maintained at the related person and thus are not required to obtain a surprise examination for your clients maintained at the related person soffice responsible for custody of your clients' assets: Number and Street 1: Output: Output:		(k) lawyer or law firm		
sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles Yes No Do you control or are you controlled by the related person? Are you and the related person under common control? Are you and the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? O C If you are registering or registered with the SEC and you have answered "yes," to question 8. (a) above, have you avercome 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? (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 Number and Street 1: Number and Street 1: Number and Street 1: Country: State: Country: If the related person is an investment adviser, is it exempt from registration? (b) If the related person is an investment adviser, is it exempt from registration? (c) If the answer is yes, under what exemption? 10. (a) Is the related person registered with a foreign financial regulatory authority with which the related person is registered. No Information Filed 11. Do you and the related person share any supervised persons? 12. Do you and the related person share the same physical location?		(m) pension consultant		
6. Do you control or are you controlled by the related person? 7. Are you and the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? (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? (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 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: 9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption? 10. (a) Is the related person registered with a foreign financial regulatory authority with which the related person is registered. No Information Filed 11. Do you and the related person share any supervised persons? (c) If the answer is yes, have a private residence. 12. Do you and the related person share the same physical location?		(o) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
8. (a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients? (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? (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: 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? (b) If the answer is yes, under what exemption? 10. (a) Is the related person registered with a foreign financial regulatory authority? (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. No Information Filed 11. Do you and the related person share any supervised persons? (c) O	,			
8. (a) 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> ? (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> 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> gerson? (c) 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: Yes No 9. (a) If the <i>related person</i> is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption? 10. (a) Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i> ? (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 11. Do you and the <i>related person</i> share any <i>supervised persons</i> ? Do you and the <i>related person</i> share the same physical location?	6.	Do you control or are you controlled by the related person?	0	•
(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? (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: 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? (b) If the answer is yes, under what exemption? 10. (a) Is the related person registered with a foreign financial regulatory authority? (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. No Information Filed 11. Do you and the related person share any supervised persons? 12. Do you and the related person share the same physical location?	7.	Are you and the <i>related person</i> under common <i>control</i> ?	•	0
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? (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? (b) If the answer is yes, under what exemption? 10. (a) Is the related person registered with a foreign financial regulatory authority? (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. No Information Filed 11. Do you and the related person share any supervised persons? O O 12. Do you and the related person share the same physical location?	8.		0	•
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? (b) If the answer is yes, under what exemption? 10. (a) Is the related person registered with a foreign financial regulatory authority? (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. No Information Filed 11. Do you and the related person share any supervised persons? © O		presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required		0
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? (b) If the answer is yes, under what exemption? 10. (a) Is the related person registered with a foreign financial regulatory authority? (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. No Information Filed 11. Do you and the related person share any supervised persons? (c) O 12. Do you and the related person share the same physical location?		Number and Street 1: Number and Street 2:	;′ass∈	ets:
9. (a) If the related person is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption? 10. (a) Is the related person registered with a foreign financial regulatory authority? (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. No Information Filed 11. Do you and the related person share any supervised persons? 12. Do you and the related person share the same physical location? 13. O you and the related person share the same physical location?				
(b) If the answer is yes, under what exemption? 10. (a) Is the related person registered with a foreign financial regulatory authority? (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. No Information Filed 11. Do you and the related person share any supervised persons? 12. Do you and the related person share the same physical location? 13. Do you and the related person share the same physical location?	9.	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?		
(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. No Information Filed 11. Do you and the related person share any supervised persons? 12. Do you and the related person share the same physical location? 13. Do you and the related person share the same physical location?				~
11. Do you and the <i>related person</i> share any <i>supervised persons</i> ? 12. Do you and the <i>related person</i> share the same physical location? C	10.	(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 registed	_	•
	11.		•	0
1. Legal Name of <i>Related Person</i> :	12.	Do you and the <i>related person</i> share the same physical location?	0	0
II. Edwar Harrio Of Molaton Foldoti.	1	Legal Name of <i>Related Person</i> :		

LCM CAPITAL LLP

2.		nary Business Name of <i>Related Person</i> : 1 CAPITAL LLP		
3.	Rela	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	- or			
	Oth	er		
4.	Rela	ated Person's		
	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
		No Information Filed		
5.	Rela (a)	ated Person is: (check all that apply) During broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b)	other investment adviser (including financial planners)		
	(c)	registered municipal advisor		
	(d) (e)	registered security-based swap dealer 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) (j)	 □ trust company □ accountant or accounting firm 		
	(k)	lawyer or law firm		
	(l)	insurance company or agency		
	(m)	pension consultant real estate broker or dealer		
	(n) (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	
6.	Do <u>'</u>	you control or are you controlled by the related person?	0	(
7.	Are	you and the related person under common control?	•	(
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	(
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the	Õ	
		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> ?		
	(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'	asse	ets
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code:		
		City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
			Yes	Ν
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	0	(
	(b)	If the answer is yes, under what exemption?		
10	. (a)	Is the related person registered with a foreign financial regulatory authority?	•	(
	(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 register	red.	
		Name of Country/English Name of Foreign Financial Regulatory Authority United Kingdom - Financial Conduct Authority		
11	Do :	you and the related person share any supervised persons?	_	_
' '	. во ,	you and the related person share any supervised persons:	0	(
12	. Do ː	you and the <i>related person</i> share the same physical location?	0	(
				_
1.	_	al Name of <i>Related Person</i> : III CANADA GP LP		
	דוט	III ONIMADA OL EF		
2.		nary Business Name of <i>Related Person</i> :		
	BIF	III CANADA GP LP		
3.	Rela	ated 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) Droker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b) \square other investment adviser (including financial planners)		
	(c) \square 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) utures 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) \square sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p) Sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	.,	
6.	Do you control or are you controlled by the related person?	Yes	No •
		~	•
7.	Are you and the <i>related person</i> under common <i>control</i> ?	•	С
8.	(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
	(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	С
	(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.	'asse	ets:
	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	
7.	(b) If the answer is yes, under what exemption?	0	C
10.	(a) Is the related person registered with a foreign financial regulatory authority?	-	⊚
	(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 registe No Information Filed	rea.	
11.	Do you and the related person share any supervised persons?	•	С
12	Do you and the <i>related person</i> share the same physical location?	_	_
12.	bo you and the related person share the same physical location:	•	С
1.	Legal Name of <i>Related Person</i> : CEE ALTERNATIVE INVESTMENTS MANAGEMENT S.A R.L		
	CLE ALTERNATIVE HAVESTWIENTS INFRANCEMENT S.A.K.E		
2.	Primary Business Name of <i>Related Person</i> : CEE ALTERNATIVE INVESTMENTS MANAGEMENT S.A R.L		
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.	Rela	ted Person is: (check all that apply)		
	` ,	broker-dealer, municipal securities dealer, or government securities broker or dealer		
	` '	other investment adviser (including financial planners) registered municipal advisor		
		registered security-based swap dealer		
	(e)	major security-based swap participant		
	` '	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	107	futures commission merchant banking or thrift institution		
	` '	trust company		
		accountant or accounting firm		
		lawyer or law firm		
	(l) (m)	□ insurance company or agency□ pension consultant		
		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		
,	Б		Yes	
6.	ро у	ou control or are you controlled by the related person?	\circ	6
7.	Are '	you and the <i>related person</i> under common <i>control</i> ?	•	,
			٠	•
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	6
	(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	(
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i>	ass∈	ets:
		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	N
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	\odot	0
	(b)	If the answer is yes, under what exemption?		
		FOREIGN ADVISER		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	ø
	(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 register		
		No Information Filed		
11.	Do y	you and the related person share any supervised persons?	\circ	6
12.	Do y	you and the <i>related person</i> share the same physical location?	•	,
				_
1.	_	al Name of <i>Related Person</i> :		
	BRO	OKFIELD CAPITAL PARTNERS II GP LP		
2.		ory Business Name of <i>Related Person</i> : OKFIELD CAPITAL PARTNERS II GP LP		
3.	Rela	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or			
	Othe			
4.	Rela	ted Person's		
	(a)	CRD Number (if any):		
	(h)	CIK Number(e) (if any).		
	(b)	CIK Number(s) (if any): No Information Filed		

5.	Related Person is: (check all that apply)		
	(a) Droker-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) I 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 you control or are you controlled by the related person?	0	•
7.	Are you and the related person under common contro?	•	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	•
	(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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients</i> Number and Street 1: Number 2:	:'asse	ets:
	City: State: Country: ZIP+4/Postal Code:		
	If this address is a private residence, check this box: \square		
		Yes	No
9.	(a) If the related person 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?(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 registeNo Information Filed		•
11.	Do you and the related person share any supervised persons?	•	0
12.	Do you and the <i>related person</i> share the same physical location?	0	0
1.	Legal Name of Related Person:		
	BOP NE SUBHOLDINGS LLC		
2.	Primary Business Name of <i>Related Person</i> : BOP NE SUBHOLDINGS 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) \square major security-based swap participant		

	(g) (h) (i) (j) (k) (l) (m) (n) (o)			
6.		you control or are you controlled by the related person?	Yes	
7.	Are '	you and the <i>related person</i> under common <i>control</i> ?	·	
8.	(a) (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> ?	0	
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients</i> . Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	asse	∍ts:
			Yes	Nc
9.	(a) (b)	If the <i>related person</i> is an investment adviser, is it exempt from registration? If the answer is yes, under what exemption?	0	0
10.		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 registe No Information Filed		•
11.	Do y	you and the related person share any supervised persons?	•	0
12.	Do y	you and the <i>related person</i> share the same physical location?	•	0
2.	SERA Prim SERA	al Name of <i>Related Person</i> : A GLOBAL REAL ESTATE GROUP GERMANY GMBH mary Business Name of <i>Related Person</i> : A GLOBAL REAL ESTATE GROUP GERMANY GMBH ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
4.		ated Person's CRD Number (if any):		
	(b)	CIK Number(s) (if any): No Information Filed		
5.	(a)(b)(c)(d)(e)(f)(g)	arted Person is: (check all that apply) □ broker-dealer, municipal securities dealer, or government securities broker or dealer □ other investment adviser (including financial planners) □ registered municipal advisor □ 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 □ trust company □ accountant or accounting firm □ lawyer or law firm		

	(l)	insurance company or agency		
	(m)	pension consultant		
	(n)	real estate broker or dealer		
	(o)			
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	V 0 0	Nia
6.	Do y	you control or are you controlled by the related person?	Yes Ö	
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	•	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	•
	(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	
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1: City: State: Country: ZIP+4/Postal Code:	ısse	ts:
		If this address is a private residence, check this box:		
0	(0)		Yes	
9.	(a) (b)	If the <i>related person</i> is an investment adviser, is it exempt from registration? If the answer is yes, under what exemption?	0	О
10	(0)	Is the related person registered with a fereign financial regulatory outbority?	_	_
10.	(a) (b)	Is the related person registered with a foreign financial regulatory authority? 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
		Name of Country/English Name of Foreign Financial Regulatory Authority		
11	D	Germany - German Federal Financial Supervisory Agency		
11.	טס אַ	you and the <i>related person</i> share any <i>supervised persons</i> ?	0	⊙
12.	Do y	you and the <i>related person</i> share the same physical location?	0	•
1.	Ŭ	al Name of <i>Related Person</i> : OOKFIELD INDIA INVESTMENT MANAGER PRIVATE LIMITED		
2.	Prim	nary Business Name of <i>Related Person</i> :		
		DOKFIELD INDIA INVESTMENT MANAGER PRIVATE LIMITED		
3.	Rela	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or			
	Oth	er er		
4.		ated Person's		
	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any): No Information Filed		
		No information rifled		
5.	Rela	ated 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) (g)	commodity pool operator or commodity trading advisor (whether registered or exempt from registration) futures commission merchant		
	(g) (h)	banking or thrift institution		
	(i)	trust company		
	(i) (j)	accountant or accounting firm		
	(k)	lawyer or law firm		
	(I)	insurance company or agency		
	(m)			
	(n)	real estate broker or dealer		
	(o)	sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p)	\square sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		

		Yε	es l	No
6.	Do you control or are you controlled by the related person?	C		•
7.	Are you and the related person under common control?	e	0	0
8.	 (a) 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>? (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 reto obtain a surprise examination for your <i>clients</i>' funds or securities that are maintained at the <i>related person</i>? (c) 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 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: 	clients' as		
9.	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?(b) If the answer is yes, under what exemption? FOREIGN ADVISER TO NON-US FUNDS	•	9	0
10.	O. (a) Is the related person registered with a foreign financial regulatory authority? (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 Name of Country/English Name of Foreign Financial Regulatory Authority India - Securities and Exchange Board of India	registered		0
11.	1. Do you and the <i>related person</i> share any <i>supervised persons</i> ?	e	9	0
12.	2. Do you and the <i>related person</i> share the same physical location?	•	•	0
2.	Legal Name of <i>Related Person</i> : BROOKFIELD CAPITAL PARTNERS LTD. Primary Business Name of <i>Related Person</i> : BROOKFIELD CAPITAL PARTNERS LTD. <i>Related Person's</i> SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) - or Other			
4.	(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 (l) □ 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	V	2c	No
6.	Do you control or are you controlled by the related person?		es i	No ⊙

7.	Are you and the related person under common control?	6	•	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	•
	(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 reto 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 <i>related person's</i> office responsible for <i>custody</i> of your Number and Street 1: Number and Street 2:	· clients' as	ssei	ts:
	City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:			
		Yo	es	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.	0. (a) Is the related person registered with a foreign financial regulatory authority?	(0	•
	(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 No Information Filed	registered	d.	
11.	. Do you and the related person share any supervised persons?	(•	0
12.	2. Do you and the <i>related person</i> share the same physical location?	•	•	0
1.	Legal Name of <i>Related Person</i> :			
	BROOKFIELD PROPERTY PARTNERS L.P.			
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD PROPERTY PARTNERS L.P.			
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)			
0.	(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) utures commission merchant (h) banking or thrift institution			
	(i) trust company			
	(j) accountant or accounting firm			
	(k) I lawyer or law firm (l) 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	Y	es	No
6.	Do you control or are you controlled by the related person?		0	•
7.	Are you and the related person under common control?	(•	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	•
	(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 reto obtain a surprise examination for your clients' funds or securities that are maintained at the related person?	Č	Ö	ō

	(c)	If you have answered "yes" to question 8. (a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> at Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	asse	ts:
_	<i>(</i>)		Yes	
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	0
	(6)	If the driswer is yes, under what exemption:		
10.			O	•
11		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 registere No Information Filed you and the <i>related person</i> share any <i>supervised persons</i> ?		_
	БО у	ou and the related person share any supervised persons:	⊙	0
12.	Do y	you and the <i>related person</i> share the same physical location?	0	0
1.	_	al Name of <i>Related Person</i> : OKFIELD CAPITAL SECURITIES LIMITED		
2.		nary Business Name of <i>Related Person</i> : OKFIELD CAPITAL SECURITIES LIMITED		
3.	Rela:	nted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		
4.		con Number (if anyl):		
	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any): No Information Filed		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m) (n) (o) (p)	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	
5.	Do y	you control or are you controlled by the related person?	0	•
7.	Are y	you and the <i>related person</i> under common <i>control</i> ?	•	0
3.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
	(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' a	asse	ts:
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code:		
		City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
_			Yes	No
1	121	If the related person is an investment adviser is it exempt from registration?		-

	(b)	If the answer is yes, under what exemption? FOREIGN ADVISER		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	\odot	C
	(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 registe	red.	
		Name of Country/English Name of Foreign Financial Regulatory Authority Australia - Australian Securities and Investments Commission		
	D			
11.	DO 2	you and the <i>related person</i> share any <i>supervised persons</i> ?	⊙	С
12.	Do y	you and the <i>related person</i> share the same physical location?	•	С
1.	_	al Name of <i>Related Person</i> : V BRAND CO-INVEST GP LP		
2.		nary Business Name of <i>Related Person</i> : V BRAND CO-INVEST GP LP		
3.	Rela	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe			
1		ated Person's		
4.	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any): No Information Filed		
		No information riled		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m) (o) (p)	broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor 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 trust 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 O	
6.	ро 2	you <i>control</i> or are you <i>controlled</i> by the <i>related person?</i>	0	•
7.	Are	you and the related person under common control?	•	С
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
	(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
	(c)	If you have answered "yes" to question 8. (a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients</i> Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	asse	:ts:
			Yes	No
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	0	С
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	•
	(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 registe	red.	_

	No Information Filed		
11.	Do you and the related person share any supervised persons?	•	0
12.	Do you and the related person share the same physical location?	•	0
1.	Legal Name of <i>Related Person</i> :		
	FFI MF VALUE ADD FUND III GP LLC		
2.	Primary Business Name of <i>Related Person</i> : FFI MF VALUE ADD FUND III 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)		
	(p) sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
6.	Do you control or are you controlled by the related person?	Yes	No ⊙
7.	Are you and the related person under common control?	•	0
8.	(a) 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> ?	0	•
	(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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	asse	ets:
0		Yes	
9.	(a) If the related person is an investment adviser, is it exempt from registration?(b) If the answer is yes, under what exemption?	O	0
10.	(a) Is the related person registered with a foreign financial regulatory authority?	0	•
	(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 register. No Information Filed	_	
11.	Do you and the related person share any supervised persons?	•	0
12.	Do you and the <i>related person</i> share the same physical location?	•	0

	Lcga	I Name of Related Person:		
	BRKE	B DISTRIBUIDORA DE TITULOS E VALORES MOBILIARIOS S.A.		
		ary Business Name of <i>Related Person</i> : 3 DISTRIBUIDORA DE TITULOS E VALORES MOBILIARIOS S.A.		
3.	Relat	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	r		
		ted Person's CRD Number (if any):		
	(b)	CIK Number(s) (if any): No Information Filed		
	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m) (n) (o)	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 ou control or are you controlled by the related person?	Yes	
		you and the <i>related person</i> under common <i>control</i> ?	·	
			_	
		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> ?	0	_
	(c)	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> Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	Yes	
	(b)	If the answer is yes, under what exemption? FOREIGN ADVISER TO NON-US FUNDS		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	•	0
	(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 registed. Name of Country/English Name of <i>Foreign Financial Regulatory Authority</i>		
		Brazil - Securities and Exchange Commission		
		Other - BRAZILIAN CENTRAL BANK		
11.	Do y	ou and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
		ou and the <i>related person</i> share the same physical location?		0

1. Legal Name of Related Person:

	PEN	BROOK CAPITAL ADVISORS PRIVATE LIMITED		
2.		nary Business Name of <i>Related Person</i> : BROOK CAPITAL ADVISORS PRIVATE LIMITED		
3.	Rela -	eted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		
4.	Rela	ited Person's		
	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any): No Information Filed		
5.	(a)	tred Person is: (check all that apply) □ broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor		
	` ,	registered security-based swap dealer		
	(f)	 □ 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		
	(i) (j)	□ trust company□ accountant or accounting firm		
	•	□ lawyer or law firm		
	(I)	insurance company or agency		
	(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		
6.	Do y	you control or are you controlled by the related person?	Yes O	
7.	Are	you and the related person under common control?	•	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	•
	(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.	ass∈	ets:
		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?	\circ	•
	(b)	If the answer is yes, under what exemption?		
10	(a)	Is the related person registered with a foreign financial regulatory authority?	_	_
10.	(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 registe Name of Country/English Name of <i>Foreign Financial Regulatory Authority</i>	ed.	
		India - Securities and Exchange Board of India		
11.	Do y	you and the related person share any supervised persons?	0	•
12.	Do y	you and the <i>related person</i> share the same physical location?	0	•
1	Logo	al Name of <i>Related Person</i> :		
1.	_	A GLOBAL SECURITIES UK LP		
2.		nary Business Name of <i>Related Person</i> : A GLOBAL SECURITIES UK LP		

3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or		
	Other		
,	Deleted Person's		
4.	Related Person's (a) CRD Number (if any):		
	(b) CIK Number(s) (if any): No Information Filed		
	No miornation riieu		
5.	Related Person is: (check all that apply) (a) verifies broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(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) utures commission merchant		
	(h) banking or thrift institution		
	(i) □ trust company(j) □ accountant or accounting firm		
	(k) I 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		
6	Do you control or are you controlled by the related person?	Yes	
0.	Do you control of are you controlled by the related person!	0	•
7.	Are you and the related person under common control?	•	0
8.	(a) 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> ?		•
	(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 require		0
	to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?		
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>client</i> Number and Street 1: Number and Street 2:	ıts' assı	ets:
	City: State: Country: ZIP+4/Postal Code:		
	If this address is a private residence, check this box: \square		
9.	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes	
7.	(b) If the answer is yes, under what exemption?	0	0
	(b) If the unswer is yes, under what exemption.		
10.	(a) Is the related person registered with a foreign financial regulatory authority?	•	0
	(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 reginal Name of Country/English Name of Foreign Financial Regulatory Authority	stered.	
	United Kingdom - Financial Conduct Authority		
11.	Do you and the related person share any supervised persons?	0	•
			•
12.	Do you and the related person share the same physical location?	0	•
1.	Legal Name of Related Person:		
	BIF IV ACCESS FUND GP LLC		
2.	Primary Business Name of Related Person:		
	BIF IV ACCESS FUND GP LLC		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Other		

4.	Rela	ated Person's		
	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any): No Information Filed		
5.	Relation (a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (n) (o) (p)	registered municipal advisor 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 trust 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	Vos	N
6.	Do y	you <i>control</i> or are you <i>controlled</i> by the <i>related person</i> ?	Yes	
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	•	(
8.	(a) (b) (c)	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> ' Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	C	ets
			Yes	Ν
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	0	(
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	6
	(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 register	ed.	
11.	Doy	No Information Filed you and the <i>related person</i> share any <i>supervised persons</i> ?	•	(
12.	Doy	you and the <i>related person</i> share the same physical location?	•	(
1.	_	al Name of <i>Related Person</i> : DOKFIELD AMERICAS INFRASTRUCTURE FUND GP, L.P.		
2.		nary Business Name of <i>Related Person</i> : DOKFIELD AMERICAS INFRASTRUCTURE FUND GP, L.P.		
3.	- or	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
4.	Other Relations (a)	ated Person's CRD Number (if any): CIK Number(s) (if any):		
		No Information Filad		

5.	Rela	nted 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		
		commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
		futures commission merchant		
	` '	banking or thrift institution		
	• •	trust company		
	•	accountant or accounting firm		
		lawyer or law firm		
		insurance company or agency		
	(m)			
		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		
	(p)		Yes	Nic
6	Do v	you control or are you controlled by the related person?		
Ο.	БО у	you control of are you controlled by the related person:	0	•
7	Aro.	view and the related person under common central?	_	_
1.	Are y	you and the <i>related person</i> under common <i>control</i> ?	⊙	0
_				
8.		Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	\circ	•
	(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	0	0
		to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person?</i>		
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i>	asse	ts:
		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	Nc
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	0	
		If the answer is yes, under what exemption?		•
	(6)	if the driswer is yes, under what exemption:		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	_	•
		If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is register		٠
	(6)	No Information Filed	Ju.	
11.	Do v	you and the related person share any supervised persons?	~	_
	Do y	you and the related person shall a dry supervised persons.	•	0
12	Do v	you and the <i>related person</i> share the same physical location?	_	_
12.	БО у	you and the related person share the same physical location:	•	0
				_
1.	Lega	al Name of <i>Related Person</i> :		
	_	OKFIELD PRIVATE ADVISORS LLC		
2.	Prim	nary Business Name of <i>Related Person</i> :		
	BRO	OKFIELD PRIVATE ADVISORS LLC		
3.		nted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
		58370		
	or			
	Othe			
4.	Pola	nted Person's		
4.		CRD Number (if any):		
	(a)	151423		
	(b)	CIK Number(s) (if any):		
	ζ-/	No Information Filed		
5.	Rela	nted 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		

	(f) (g) (h) (i) (j) (k) (l) (m) (n)	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 trust 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		
6.	Do y	you control or are you controlled by the related person?	es O	No ⊙
7.	Are :	you and the related person under common control?	•	0
8.	(a) (b) (c)	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> ' Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code:	0	
		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?		No
,,		If the answer is yes, under what exemption?	0	
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	•
	(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 register. No Information Filed	ed.	
11.	Do y	you and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
12.	Do y	you and the <i>related person</i> share the same physical location?	•	0
1.	_	al Name of <i>Related Person</i> : I PARTNERS CO V FCP-SIF		
2.		nary Business Name of <i>Related Person</i> : I PARTNERS CO V FCP-SIF		
3.	Rela	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		
4.		ated Person's CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
		No Information Filed		
5.	(a)(b)(c)(d)(e)(f)(g)	broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor 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 trust company 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 		
	 (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 N	lo
6.	Do you control or are you controlled by the related person?	0 0	•
7.	Are you and the related person under common control?	⊙ (0
8.	(a) 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> ?		_
0.	(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the	0 9	
	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	0 (
	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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients</i> Number and Street 1: Number and Street 2:	'assets	S:
	City: State: Country: ZIP+4/Postal Code:		
	If this address is a private residence, check this box: \Box		
		Yes N	lo
9.	(a) If the related person is an investment adviser, is it exempt from registration?	⊙ (0
	(b) If the answer is yes, under what exemption? FOREIGN ADVISER TO NON-US FUNDS		
	TOKETON ADVISER TO NON-03 FONDS		
10.	(a) Is the related person registered with a foreign financial regulatory authority?	⊙ (0
	(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 register.	red.	
	Name of Country/English Name of Foreign Financial Regulatory Authority		
	Luxembourg, Grand Duchy of - Commission to Surveillance of the Finance Sector		_
11.	Do you and the related person share any supervised persons?	0 (•
12.	Do you and the related person share the same physical location?	0 (•
			2
1	Legal Name of <i>Related Person</i> :		
1.	Legal Name of Nelated Ferson.		
	TITAN CO-INVESTMENT GP, LLC		
	TITAN CO-INVESTMENT GP, LLC		
2.	Primary Business Name of <i>Related Person</i> :		
2.			
	Primary Business Name of <i>Related Person</i> :		
	Primary Business Name of <i>Related Person</i> : TITAN CO-INVESTMENT GP, LLC		
3.	Primary Business Name of <i>Related Person</i> : TITAN CO-INVESTMENT GP, LLC Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) - or		
3.	Primary Business Name of <i>Related Person</i> : TITAN CO-INVESTMENT GP, LLC Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) -		
3.	Primary Business Name of <i>Related Person</i> : TITAN CO-INVESTMENT GP, LLC Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) - or		
3.	Primary Business Name of <i>Related Person</i> : TITAN CO-INVESTMENT GP, LLC Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) - or Other		
3.	Primary Business Name of <i>Related Person</i> : TITAN CO-INVESTMENT GP, LLC Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or Other Related Person's (a) CRD Number (if any):		
3.	Primary Business Name of <i>Related Person</i> : TITAN CO-INVESTMENT GP, LLC Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) - or Other Related Person's		
3.	Primary Business Name of <i>Related Person</i> : TITAN CO-INVESTMENT GP, LLC Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
3.	Primary Business Name of Related Person: TITAN CO-INVESTMENT GP, LLC Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
3.	Primary Business Name of Related Person: TITAN CO-INVESTMENT GP, LLC Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
3.	Primary Business Name of Related Person: TITAN CO-INVESTMENT GP, LLC Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
3.	Primary Business Name of Related Person: TITAN CO-INVESTMENT GP, LLC Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
3.	Primary Business Name of Related Person: TITAN CO-INVESTMENT GP, LLC Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
3.	Primary Business Name of Related Person: TITAN CO-INVESTMENT GP, LLC Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
3.	Primary Business Name of Related Person: TITAN CO-INVESTMENT GP, LLC Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
3.	Primary Business Name of Related Person: TITAN CO-INVESTMENT GP, LLC Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
3.	Primary Business Name of Related Person: TITAN CO-INVESTMENT GP, LLC Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
3.	Primary Business Name of <i>Related Person</i> : TITAN CO-INVESTMENT GP, LLC **Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
3.	Primary Business Name of Related Person: TITAN CO-INVESTMENT GP, LLC Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
3.	Primary Business Name of <i>Related Person</i> : TITAN CO-INVESTMENT GP, LLC **Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		

	(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 you control or are you controlled by the related person?		•
7.	Are you and the related person under common control?	•	0
8.	 (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>? (c) 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>' Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: □ 	0	
9.	(a) If the related person is an investment adviser, is it exempt from registration?	O	
	(b) If the answer is yes, under what exemption?		
10.	. (a) Is the related person registered with a foreign financial regulatory authority?	\circ	\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 register No Information Filed	ed.	
11.	. Do you and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
12.	. Do you and the <i>related person</i> share the same physical location?	•	0
	Legal Name of <i>Related Person</i> : BREOF ASSET MANAGEMENT (CANADA) LP Primary Business Name of <i>Related Person</i> : BREOF ASSET MANAGEMENT (CANADA) LP		
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)		
6.	Do you control or are you controlled by the related person?	Yes	No ©
		v	•
7	Are you and the related person under common control?	_	_

8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
		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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1: Number 2:	isset	is:
		City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	Yes	No
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?		0
		If the answer is yes, under what exemption? FOREIGN ADVISOR		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	•
		If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is register. No Information Filed	∌d.	
11.	Do y	ou and the related person share any supervised persons?	•	0
12.	Do y	ou and the related person share the same physical location?	•	0
1.	_	Il Name of <i>Related Person</i> : RTY IC CASUALTY II LLC		
2.		ary Business Name of <i>Related Person</i> : RTY IC CASUALTY II LLC		
3.	Relat -	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe			
4.		ted Person's CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
		No Information Filed		
5.		ted Person is: (check all that apply)		
	(a) (b)	broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners)		
	. ,	registered municipal advisor 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		
	107	banking or thrift institution		
	• •	trust company accountant or accounting firm		
	07	lawyer or law firm		
	• •	✓ insurance company or agency✓ pension consultant		
		pension consultant real estate broker or dealer		
	(o)	sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
	(p)		Yes	No
6.	Do y	ou control or are you controlled by the related person?	0	•
7.	Are y	you and the <i>related person</i> under common <i>control</i> ?	•	0
8.		Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
		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	0	0

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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients's</i> Number and Street 1: City: State: Country: ZIP+4/Postal Code:	asse	ts:
		If this address is a private residence, check this box: \square	⁄es	Nc
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	0	•
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	•
		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	ed.	
11.	Do y	ou and the related person share any supervised persons?	0	•
12.	Do y	ou and the related person share the same physical location?	•	0
1.	0	I Name of <i>Related Person</i> : OKFIELD STRATEGIC REAL ESTATE PARTNERS II GP L.P.		
2.		ary Business Name of <i>Related Person</i> : OKFIELD STRATEGIC REAL ESTATE PARTNERS II GP L.P.		
3.	Relat	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe			
4.	Relat	ted Person's		
	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any): No Information Filed		
5.		ted Person is: (check all that apply)		
	` ,	broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners)		
		registered municipal advisor		
		registered security-based swap dealer major security-based swap participant		
	` ,	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	(g)	futures commission merchant		
		banking or thrift institution		
	.,	trust company accountant or accounting firm		
		lawyer or law firm		
		insurance company or agency		
	(m)	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		
	(6)		⁄es	Nc
6.	Do y	ou control or are you controlled by the related person?	0	•
7.	Are y	you and the <i>related person</i> under common <i>control</i> ?	•	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	•
		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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> and the solution of the related person's office responsible for custody of your clients' and the solution of the related person's office responsible for custody of your clients' and the solution of the related person's office responsible for custody of your clients' and the solution of the related person's office responsible for custody of your clients' and the solution of the related person's office responsible for custody of your clients and the solution of the related person's office responsible for custody of your clients' and the solution of the related person's office responsible for custody of your clients.	asse	ts:
		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:		
			⁄es	Nc
9	(a)	If the related person is an investment adviser, is it exempt from registration?	_	_

	(b)	If the answer is yes, under what exemption?		
10.		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 register	c ed.	•
	5	No Information Filed		
11.	Do y	ou and the <i>related person</i> share any <i>supervised persons</i> ?	⊙	0
12.	Do y	ou and the <i>related person</i> share the same physical location?	•	0
1.	_	I Name of <i>Related Person</i> : P BIF II US MANAGER LLC		
2.		ary Business Name of <i>Related Person</i> : P BIF II US MANAGER LLC		
3.	Rela	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	- or			
	Othe			
4.	Rela	ted Person's		
	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
		No Information Filed		
	 (a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) 	broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor 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 trust 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	Yes	No
6.	Do y	ou <i>control</i> or are you <i>controlled</i> by the <i>related person</i> ?	0	⊙
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	•	0
8.	(a) (b) (c)	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> ' Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code:	O O asse	© O
		If this address is a private residence, check this box: \Box		
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes	No ©
	(b)	If the answer is yes, under what exemption?		U
10	(a)	Is the related person registered with a foreign financial regulatory authority?	_	
10.	(a) (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 register	ed.	•
 11.	Do y	No Information Filed ou and the <i>related person</i> share any <i>supervised persons</i> ?	0	_

12.	you and the <i>related person</i> share the same physical location?	•	0
1.	gal Name of <i>Related Person</i> : OOKFIELD BRAZIL TIMBER MM I LLC		
2.	mary Business Name of <i>Related Person</i> : OOKFIELD BRAZIL TIMBER MM I LLC		
3.	lated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	ner		
4.	lated Person's CRD Number (if any):		
	CIK Number(s) (if any): No Information Filed		
		es	No
6.	you control or are you controlled by the related person?	0	•
7.	e you and the related person under common control?	•	0
8.	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's</i> office responsible for <i>custody</i> of your <i>clients'</i> as Number and Street 1: Ountry: Ountry: ZIP+4/Postal Code: If this address is a private residence, check this box:	Sset	ts:
9.	If the related person is an investment adviser, is it exempt from registration?	es	
10.	If the answer is yes, under what exemption? Is the related person registered with a foreign financial regulatory authority? 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.	you and the related person share any supervised persons?	•	0
12.	you and the <i>related person</i> share the same physical location?	•	0

1. Legal Name of Related Person:

	BROOKFIELD GLOBAL CORE REAL ASSETS FUND GP LIMITED		
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD GLOBAL CORE REAL ASSETS FUND GP LIMITED		
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) awyer 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 you control or are you controlled by the related person?	0	
7.	Are you and the related person under common control?	•	С
8.	(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	O
	(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	С
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients</i>	'asse	ets:
	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	
9.	(b) If the answer is yes, under what exemption?	0	С
10.	 (a) Is the related person registered with a foreign financial regulatory authority? (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 registe No Information Filed 	red.	•
11.	Do you and the related person share any supervised persons?	•	С
12.	. Do you and the <i>related person</i> share the same physical location?	•	С
			_
1.	Legal Name of <i>Related Person</i> : BROOKFIELD PROPERTIES (CANADA) INC.		
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD PROPERTIES (CANADA) INC.		
2	Related Person's SEC File Number (if any) (e.g. 801- 8- 866- 802-)		

	or Othe	er		
4.		ated Person's		
	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
		NO ITHOLITIATION FIRE		
5.	(a) (b) (c) (d)	broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor 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 trust company accountant or accounting firm		
	(k)	□ lawyer or law firm		
	(l)	insurance company or agency		
	(m) (n)	pension consultant 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		
6.	Do v	you <i>control</i> or are you <i>controlled</i> by the <i>related person</i> ?	Yes	
0.	<i>D</i> 0)	you centrel of all o you centrelled by the rotated person.		•
7.	Are	you and the related person under common control?	•	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	•
	(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 requite obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	ired C	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clie</i> Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code:	ents' asse	ets:
		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	
,.	(b)	If the answer is yes, under what exemption?		0
	,			
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	•
	(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 reg No Information Filed	istered.	
11.	Do y	you and the related person share any supervised persons?	•	0
12.	Do y	you and the <i>related person</i> share the same physical location?	•	0
1.	_	al Name of <i>Related Person</i> : DOKFIELD INVESTMENTS CORPORATION		
2.		nary Business Name of <i>Related Person</i> : OOKFIELD INVESTMENTS CORPORATION		
3.	Rela -	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or			
	Othe	er e		
4.	Rela (a)	ated Person's CRD Number (if any):		

	(b)	CTK Number(s) (if any): No Information Filed		
5.	Rela	ted Person is: (check all that apply)		
Ο.	(a) (b)	broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners)		
	(c)	registered municipal advisor		
	(d) (e)	registered security-based swap dealer 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 accountant or accounting firm		
	(j) (k)	lawyer or law firm		
	(I)	insurance company or agency		
	(m)	pension consultant		
	(n)	real estate broker or dealer		
	(o) (p)	sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
	(β)		/es	N
5 .	Do y	ou control or are you controlled by the related person?	0	6
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	•	(
3.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	0
	(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	Ö	
		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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> a Number and Street 1:	isse	ts
		City: State: Country: ZIP+4/Postal Code:		
		If this address is a private residence, check this box: \square		
9.	(0)		es.	
•	(a) (b)	If the <i>related person</i> is an investment adviser, is it exempt from registration? If the answer is yes, under what exemption?	0	(
	(0)	if the aliswer is yes, under what exemption?		
Ο.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	¢
		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	ed.	
11.	Do 7	ou and the related person share any supervised persons?	•	(
12.	Do y	ou and the <i>related person</i> share the same physical location?	•	C
				=
1.	_	Il Name of <i>Related Person</i> : OKFIELD PREMIER REAL ESTATE PARTNERS US GP S.A.R.L		
2.		ary Business Name of <i>Related Person</i> : OKFIELD PREMIER REAL ESTATE PARTNERS US GP S.A.R.L		
3.		ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	- or			
	or Othe			
4.		ted Person's CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
	(10)	No Information Filed		
5.	Rela	ted 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		
	.,		commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
			futures commission merchant		
	` '		banking or thrift institution		
	` '		trust company		
	٠,		accountant or accounting firm		
	` ,		lawyer or law firm		
			insurance company or agency		
	(m)		pension consultant		
	(n)		real estate broker or dealer		
			sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p)	V	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
				Yes	No
6.	Do y	ou co	ontrol or are you controlled by the related person?	\circ	\odot
7.	Are y	you a	and the related person under common control?	\odot	\circ
8.	(a)	Does	s the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
	(b)	pres	ou are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the sumption 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 btain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	
	(c)		bu have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> a	asse	ts:
	(-)	•	nber and Street 1: Number and Street 2:		
		City			
		-	nis address is a private residence, check this box: 🗖		
				Yes	No
9.	(a)	If th	e related person is an investment adviser, is it exempt from registration?	0	0
	(b)	If th	ne answer is yes, under what exemption?		
10.	(a)	Is th	ne related person registered with a foreign financial regulatory authority?	0	•
	(b)	If th	e answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registere		~
	` ,		No Information Filed		
11.	Do y	ou ar	nd the related person share any supervised persons?	•	0
				~	~
12.	Do y	ou ar	nd the <i>related person</i> share the same physical location?	•	0
1.	_		me of <i>Related Person</i> : ELD RENEWABLE EU LIMITED		
2.		-	Business Name of <i>Related Person</i> : ELD RENEWABLE EU LIMITED		
3.	Relai	ted Pe	erson's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or				
	Othe	er			
4.	Relat	ted Pe	erson's		
	(a)	CRD	Number (if any):		
	(b)	CIK	Number(s) (if any):		
			No Information Filed		
_	Do!-	tod 5	ercenics (check all that apply)		
5.			erson is: (check all that apply) broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(-)		other investment adviser (including financial planners)		
	` '		registered municipal advisor		
	` '				
			registered security-based swap dealer major security-based swap participant		
	(e) (f)		commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	(1)				

	futures commission merchant banking or thrift institution trust 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		
6	o you control or are you controlled by the related person?		s No
Ο.	you control of are you controlled by the related person:	O	•
7.	e you and the <i>related person</i> under common <i>control</i> ?	•	0
8.	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 requir 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's</i> office responsible for <i>custody</i> of your <i>clients</i> . Number and Street 1:	ed	Ö
	City: State: Country: ZIP+4/Postal Code:		
	If this address is a private residence, check this box: \square	Yes	s No
9.	If the <i>related person</i> is an investment adviser, is it exempt from registration? If the answer is yes, under what exemption? FOREIGN ADVISOR	0	0
10.	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	C stered.	•
11.	o you and the related person share any supervised persons?	•	0
12.	o you and the <i>related person</i> share the same physical location?	•	0
1.	egal Name of <i>Related Person</i> : ROOKFIELD FALCON GP LP		
2.	rimary Business Name of <i>Related Person</i> : ROOKFIELD FALCON GP LP		
3.	elated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	ther		
4.	elated Person's) CRD Number (if any):		
	O) CIK Number(s) (if any): No Information Filed		
5.	elated Person is: (check all that apply) broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor 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 trust company accountant or accounting firm lawyer or law firm		

	(I) Insurance company or agency		
	(m) pension consultant		
	(n) real estate broker or dealer		
	(o) \square 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 N	VО
6.	Do you control or are you controlled by the related person?	0	•
7.	Are you and the related person under common control?	•	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	•
	(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 obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	***	0
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of Number and Street 1: Number and Street 2:	your <i>clients'</i> asset:	S:
	City: State: Country: ZIP+4/Postal Code:		
	If this address is a private residence, check this box:	Yes N	N۱۵
0	(a) If the volated never is an investment advisor is it averant from registration?		
9.	, , , , , , , , , , , , , , , , , , ,	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	•
	(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related personal No Information Filed	on is registered.	
11.	Do you and the related person share any supervised persons?	©	0
12.	2. Do you and the <i>related person</i> share the same physical location?	•	0
			=
1	Legal Name of <i>Related Person</i> :		
••	BROOKFIELD REAL ESTATE PARTNERS (Q) SIB GP LIMITED		
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD REAL ESTATE PARTNERS (Q) SIB GP LIMITED		
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) Droker-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)		
	(j) accountant or accounting firm		
	(k) lawyer or law firm (l) lawyer or law firm		
	(l) ☐ insurance company or agency (m) ☐ pension consultant		
	(iii) pension consultant (n) real estate broker or dealer		
	(i) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p) ✓ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		

6.	Do you control or are you controlled by the related person?	\circ	•
7.	Are you and the related person under common control?	•	0
8.	 (a) 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>? (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>? (c) 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>' Number and Street 1: 	O O	© O
	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 O	No O
	(b) If the answer is yes, under what exemption?		
10.	(a) Is the related person registered with a foreign financial regulatory authority?	0	•
	(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 register No Information Filed	ed.	
11.	Do you and the related person share any supervised persons?	•	0
12.	Do you and the <i>related person</i> share the same physical location?	•	0
1.	Legal Name of <i>Related Person</i> : BPOP INVESTOR SUBSIDIARY LLC		
2.	Primary Business Name of <i>Related Person</i> : BPOP INVESTOR SUBSIDIARY 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) Doroker-dealer, municipal securities dealer, or government securities broker or dealer (b) Doroker-dealer (including financial planners) (c) Positivestment advisor (d) Positivestment advisor 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 you control or are you controlled by the related person?	0	•
7.	Are you and the related person under common control?	•	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	•

	(b) (c)	If you are registering or registered with the SEC and you have answered "yes presumption that you are not operationally independent (pursuant to rule 206 to obtain a surprise examination for your <i>clients'</i> funds or securities that are rule you have answered "yes" to question 8.(a) above, provide the location of the	(4)-2(d)(5)) from the <i>related person</i> and thus are not required maintained at the <i>related person</i> ?	sset	
		Number and Street 1: Number and S			
		City: State: Country: If this address is a private residence, check this box: \square	ZIP+4/Postal Code:		
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?		es I	
<i>,</i> .	` ,		C	0	0
10.			Cocial regulatory authority with which the related person is registered		⊙
	(6)	No Information		••	
11.	Do y	you and the related person share any supervised persons?	e	•	0
12.	Do y	you and the <i>related person</i> share the same physical location?	6	•	0
1.	_	gal Name of <i>Related Person</i> :			
	BPG	G BERMUDA INSURANCE LIMITED			
2.		mary Business Name of <i>Related Person</i> : G BERMUDA INSURANCE LIMITED			
3.	Rela -	lated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)			
	or Othe	ner			
4.	Rela	lated Person's			
	(a)	CRD Number (if any):			
	(b)	CIK Number(s) (if any): No Information	on Filed		
5.		lated Person is: (check all that apply) Description broker-dealer, municipal securities dealer, or government securities broke	or or doctor		
	` ,		er or dealer		
	` ,				
	` ,	name.			
	` ,	commodity pool operator or commodity trading advisor (whether register	ed or exempt from registration)		
	107				
	• • •	□ trust company□ accountant or accounting firm			
	•	name of the state			
	• •	insurance company or agency			
	(m) (n)				
	(o)	sponsor or syndicator of limited partnerships (or equivalent), excluding po	poled investment vehicles		
	(p)	✓ sponsor, general partner, managing member (or equivalent) of pooled in		es I	No
6.	Do y	you control or are you controlled by the related person?)]	
7.	Are :	e you and the related person under common control?	e	•	0
8.	(a)	Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connect	ion with advisory services you provide to clients?	5	•
	(b)	If you are registering or registered with the SEC and you have answered "yes presumption that you are not operationally independent (pursuant to rule 206 to obtain a surprise examination for your <i>clients</i> ' funds or securities that are r	s," to question 8.(a) above, have you overcome the o(4)-2(d)(5)) from the <i>related person</i> and thus are not required	5	
	(c)	•	·	set	ts:
		Number and Street 1: Number and S			
		City: State: Country:	ZIP+4/Postal Code:		

		If this address is a private residence, check this box.	Yes	Nic
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	0	
	(b)	If the answer is yes, under what exemption?		
10	(-)	Leather related as a script and within a females financial as a state of the C		
10.	(a) (b)	Is the related person registered with a foreign financial regulatory authority? 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.	O 2d	•
	(6)	No Information Filed	Ju.	
11.	Do y	you and the related person share any supervised persons?	•	С
12	Do v	you and the <i>related person</i> share the same physical location?	_	_
12.	D0 3	and the related person share the same physical location:	•	С
1.	Lega	al Name of <i>Related Person</i> :		
	BRO	OKFIELD WEC CO-INVEST GP L.P		
2.	Prim	pary Business Name of <i>Related Person</i> :		
		OKFIELD WEC CO-INVEST GP L.P		
3.	Rela	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
•	-	1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1		
	or Othe	er		
	J 1111			
4.		ted Person's		
	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
		No Information Filed		
	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (n) (o) (p)	□ broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor 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 trust 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	Yes	No
6.	Do 7	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> ?	•	С
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
	(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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> and the state of the st	asse	ts:
		Number and Street 1: Number and Street 2: City: State: TID: 4/Dectal Code:		
		City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
			Yes	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	•

	(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 registere	∍d.	
11.	No Information Filed Do you and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
12.	Do you and the <i>related person</i> share the same physical location?	•	0
1.	Legal Name of <i>Related Person</i> : LIBERTY IC CASUALTY LLC		
2.	Primary Business Name of <i>Related Person</i> : LIBERTY IC CASUALTY 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		
		Yes ○	
7.	Are you and the <i>related person</i> under common <i>control</i> ?	•	0
8.	 (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>? (c) 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>' a Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: 	O O asse	c ets:
9.		O	
10.	(a) Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i>?(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		•
11.	Do you and the related person share any supervised persons?	0	•
12.	Do you and the related person share the same physical location?	0	0

1.	egal Name of <i>Related Person</i> : SOP NY PROPERTY SUBHOLDINGS I LLC		
2.	rimary Business Name of <i>Related Person</i> : 3OP NY PROPERTY SUBHOLDINGS I 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)		
	commodity pool operator or commodity trading advisor (whether registered or exempt from registration) g)		
	k) 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		
	p) 🗹 sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	Vaa	NI-
6.	Oo you control or are you controlled by the related person?	Yes O	
7.	are you and the <i>related person</i> under common <i>control</i> ?	•	0
3.	a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
	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
	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients's</i> Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code:	asse	ets:
	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?	O	
	b) If the answer is yes, under what exemption?		
10.	a) Is the related person registered with a foreign financial regulatory authority?	0	•
	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 registere. No Information Filed	ed.	
11.	o you and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
12.	oo you and the <i>related person</i> share the same physical location?	•	0
1.	egal Name of <i>Related Person</i> : BROOKFIELD RENEWABLE ENERGY GROUP LLC		

2. Primary Business Name of Related Person:

	BRO	OKFIELD RENEWABLE ENERGY GROUP LLC		
3.	801	eted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) - 122588		
	or Othe	er		
4.	Rela	ited Person's		
	(a)	CRD Number (if any):		
	(b)	316590 CIK Number(s) (if any):		
	(6)	CIK Number		
		1966545		
5.	Rela	ated Person is: (check all that apply)		
		broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b) (c)	other investment adviser (including financial planners) 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) (h)	futures commission merchant banking or thrift institution		
	(i)	trust company		
	(j)	accountant or accounting firm		
	(k)	lawyer or law firm		
	(l) (m)	☐ insurance company or agency☐ pension consultant		
	(n)	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		
6.	Do v	you control or are you controlled by the related person?	Yes	
0.	БО у	you control of are you controlled by the related persons	0	•
7.	Are	you and the related person under common control?	•	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	•
	(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> ?	Ö	
	(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'	ass∈	ets:
	(-)	Number and Street 1: Number 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	
	(b)	If the answer is yes, under what exemption?		
		FOREIGN ADVISOR		
10	(a)	Is the related person registered with a foreign financial regulatory authority?	0	_
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 register	_	•
	, ,	No Information Filed		
11.	Do y	you and the <i>related person</i> share any <i>supervised persons</i> ?	\odot	\circ
12	Dov	you and the related percenchare the same physical location?	_	_
12.	ро у	you and the <i>related person</i> share the same physical location?	⊙	0
1	Logo	al Name of <i>Related Person</i> :		
1.	U	OKFIELD GLOBAL FUNDS GP TRUSTEE LIMITED		
2.		nary Business Name of <i>Related Person</i> : OKFIELD GLOBAL FUNDS GP TRUSTEE LIMITED		
	טאט	OKTILLO GLODAL FONDO OF TROSTLE LIMITLD		
3.	Rela	nted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		

	or Other		
4.	Related Person's (a) CRD Number (if any):		
	(a) OND Number (ii arry).		
	(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) \square registered security-based swap dealer		
	(e) \square 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 		
	(h) □ banking or thrift institution(i) □ trust company		
	(j) accountant or accounting firm		
	(k) awyer or law firm		
	(I) Insurance company or agency		
	(m) □ pension consultant(n) □ real estate broker or dealer		
	(o) \square 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 you control or are you controlled by the related person?	\circ	⊙
7.	Are you and the related person under common control?	•	0
8.	(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	\circ	•
	(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the	\circ	0
	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> ?		
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i>	asse	∍ts:
	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 <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?	_	•
	(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 register		٠
	No Information Filed		
11.	Do you and the related person share any supervised persons?	\odot	0
12	Do you and the <i>related person</i> share the same physical location?	_	0
12.	be you and the related person share the same physical location.	•	0
			_
1	Legal Name of <i>Related Person</i> :		
١.	BROOKFIELD BPY HOLDINGS INC.		
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD BPY HOLDINGS INC.		
	BROOKITEED BY THOEDINGS INC.		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	- ОГ		
	Other		
4.	Related Person's (a) CRD Number (if any):		
	(a) OND Mailloof (il dily).		

	(b)	CIK Number(s) (if any): No Information Filed		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l)	ted Person is: (check all that apply) □ broker-dealer, municipal securities dealer, or government securities broker or dealer □ other investment adviser (including financial planners) □ registered municipal advisor □ registered security-based swap dealer □ major security-based swap participant □ commodity pool operator or commodity trading advisor (whether registered or exempt from registration) □ tutures commission merchant □ banking or thrift institution □ trust 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		
6.	Do y		Yes O	
7.	Are :	you and the related person under common control?	•	C
8.	(a) (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> ? If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code:		C
			Yes	
9.	(a) (b)	If the <i>related person</i> is an investment adviser, is it exempt from registration? If the answer is yes, under what exemption?	0	С
10.	(a) (b)	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	O ed.	•
11.	Do y	you and the related person share any supervised persons?	•	C
12.	Do y	you and the <i>related person</i> share the same physical location?	•	C
	BRO	al Name of <i>Related Person</i> : OKFIELD INFRASTRUCTURE FUND GP II LLC hary Business Name of <i>Related Person</i> : OKFIELD INFRASTRUCTURE FUND GP II LLC		
3.		ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
0.	or Othe			
4.		cred Person's CRD Number (if any):		
	(b)	CIK Number(s) (if any): No Information Filed		
5.		ted Person is: (check all that apply) Display to the properties by the control of the control o		

	 (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 		
6.		Yes O	
			٠
7.	Are you and the related person under common control?	⊙	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	•
	(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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> and Number and Street 1: Number and Street 2:	ısse	ts:
	City: State: Country: ZIP+4/Postal Code:		
	If this address is a private residence, check this box: \square	Yes	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	•
	(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. No Information Filed	∍d.	
11.		•	0
12.	. Do you and the <i>related person</i> share the same physical location?	•	0
1.	Legal Name of <i>Related Person</i> : SENIOR REAL ESTATE FINANCE ACCOUNT (N) GP, LLC		
	SENIOR REAL ESTATE TIMANCE ACCOUNT (N) GF, ELC		
2.	Primary Business Name of <i>Related Person</i> : SENIOR REAL ESTATE FINANCE ACCOUNT (N) 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)		
	(a) \square futures commission merchant		

	 (h) □ banking or thrift institution (i) □ trust company (j) □ accountant or accounting firm (k) □ lawyer or law firm 		
	(I) \square 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 you control or are you controlled by the related person?	0	•
7.	Are you and the related person under common control?	•	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	•
	(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
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients</i> Number and Street 1: Number and Street 2:	'asso	ets:
	City: State: Country: ZIP+4/Postal Code:		
	If this address is a private residence, check this box: \square	V -	. NI-
9	(a) If the related person is an investment adviser, is it exempt from registration?		s No
7.	(b) If the answer is yes, under what exemption?	0	0
	(b) If the driswer is yes, under what exemption.		
10.	. (a) Is the related person registered with a foreign financial regulatory authority?	0	•
	(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 registe No Information Filed	ered.	
11.	. Do you and the related person share any supervised persons?	•	0
12.	. Do you and the <i>related person</i> share the same physical location?	•	0
	Legal Name of <i>Related Person</i> : BROOKFIELD CAPITAL PARTNERS GP (SMA) LTD. Primary Business Name of <i>Related Person</i> : BROOKFIELD CAPITAL PARTNERS GP (SMA) LTD.		
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)		
5.	(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		
	` ,	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	Nc
6.	Do y	you control or are you controlled by the related person?	0	
7.	Are y	you and the related person under common control?	\odot	0
8.	(a)	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> ?	0	6
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the	0	
		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> ?		
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1: Number and Street 2:	asse	ts:
		City: State: Country: ZIP+4/Postal Code:		
		If this address is a private residence, check this box: \square	Yes	Nic
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	0	
	(b)	If the answer is yes, under what exemption?		
10	(a)	Le the valeted person registered with a femiliar financial regulatory outhority?	_	_
10.		Is the related person registered with a foreign financial regulatory authority? 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.	O ed	⊙
	(D)	No Information Filed	Ju.	
11.	Do y	you and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
12	Do v	you and the <i>related person</i> share the same physical location?	_	_
12.	БО у	you and the related person share the same physical location?	•	0
1.	_	al Name of <i>Related Person</i> : OKFIELD MANAGER (DIFC) EMPLOYEE MANAGEMENT LIMITED		
	DICO	ON TELD MANAGER (DITC) EMPLOTEE MANAGEMENT ENMITED		
2.		nary Business Name of <i>Related Person</i> :		
	BRO	OKFIELD MANAGER (DIFC) EMPLOYEE MANAGEMENT LIMITED		
3.	Rela	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	-			
	or Othe	er		
4.	Relai (a)	ated Person's CRD Number (if any):		
	(a)	CRE Number (if arry).		
	(b)	CIK Number(s) (if any): No Information Filed		
		No Illioi Hation Filed		
5.		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 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)		
		futures commission merchant		
		banking or thrift institution		
		 □ trust company □ accountant or accounting firm 		
	•	accountant or accounting firm lawyer or law firm		
	(I)	insurance company or agency		
	(m)			
	(n)	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	Nic
6.	Do <u>y</u>	you <i>control</i> or are you <i>controlled</i> by the <i>related person</i> ?	0	

7.	Are	you and the <i>related person</i> under common <i>control</i> ?	\odot	\circ
8.	(a)	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> ?	0	•
	(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> ?	Ö	Ö
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1: Number 2:	asse	ts:
		City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
			Yes	No
9.		If the related person is an investment adviser, is it exempt from registration?	⊙	\circ
	(b)	If the answer is yes, under what exemption? FOREIGN ADVISER TO NON-US FUND		
10). (a)	Is the related person registered with a foreign financial regulatory authority?	0	•
	(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 register. No Information Filed	ed.	
11	. Do y	you and the related person share any supervised persons?	\odot	0
12	. Do y	you and the <i>related person</i> share the same physical location?	•	0
1	Logs	al Name of <i>Related Person</i> :		
1.	_	OKFIELD INFRASTRUCTURE FUND IV GP S.A.R.L		
2.		nary Business Name of <i>Related Person</i> : OKFIELD INFRASTRUCTURE FUND IV GP S.A.R.L		
3.	Rela -	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		
4.	Rela (a)	ted Person's CRD Number (if any):		
	(4)			
	(b)	CIK Number(s) (if any): No Information Filed		
	5.			
5.	Rela (a)	ted Person is: (check all that apply) broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b)	other investment adviser (including financial planners)		
	(c)	registered municipal advisor		
	(d) (e)	registered security-based swap dealer major security-based swap participant		
	(e) (f)	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	(g)	futures commission merchant		
	(h)	banking or thrift institution		
	(i) (j)	 □ trust company □ accountant or accounting firm 		
	(k)	lawyer or law firm		
	(1)	insurance company or agency		
	(m)	pension consultant		
	(n)	real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(o) (p)	sponsor of syndicator of littled partnerships (or equivalent), excluding pooled investment vehicles 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?	0	\odot
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	•	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	•
	(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	0	0

		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's</i> office responsible for <i>custody</i> of your <i>clients'</i> and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	asset	ts:
			es/	No
9.			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	•
	(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. No Information Filed	ed.	
11.	Do y	ou and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
12.	Do y	ou and the <i>related person</i> share the same physical location?	•	0
1.	BRO	I Name of <i>Related Person</i> : DKFIELD SPECIAL OPPORTUNITIES FUND GP LLC ary Business Name of <i>Related Person</i> :		
		OKFIELD SPECIAL OPPORTUNITIES FUND GP LLC		
3.	Relat -	ed Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	r		
4.		ed Person's CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
		No Information Filed		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m) (n) (o) (p)		⁄es	No
6.	Do y	ou control or are you controlled by the related person?	0	•
7.	Are y	ou and the related person under common control?	•	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	•
		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's</i> office responsible for <i>custody</i> of your <i>clients'</i> and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
			ေဒ	. 40

9.	(a)	If the related person is all 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	•
		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 register No Information Filed	ed.	
11.	Do y	you and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
12.	Do y	you and the <i>related person</i> share the same physical location?	•	0
1.	_	al Name of <i>Related Person</i> : OKFIELD ASSET MANAGEMENT INSURANCE ADVISOR LLC		
2.		nary Business Name of <i>Related Person</i> : OKFIELD ASSET MANAGEMENT INSURANCE ADVISOR LLC		
3.		eted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) - 120634 er		
4.	(a)	cRD Number (if any): 312792 CIK Number(s) (if any): CIK Number 1895231		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m) (n) (o)	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	No
6.	Do y	you control or are you controlled by the related person?	0	
7.	Are :	you and the related person under common control?	•	0
8.		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's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code:	O O asse	0
		If this address is a private residence, check this box: \square	Yes	No
9.	. ,	If the related person is an investment adviser, is it exempt from registration?	0	•
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	•

	No Information Filed		
11.	Do you and the related person share any supervised persons?	\odot	0
12.	Do you and the <i>related person</i> share the same physical location?	•	0
1.	Legal Name of <i>Related Person</i> : BROOKFIELD BHS ADVISORS LLC		
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD BHS ADVISORS LLC		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) 801 - 118987 or		
	Other		
4.	Related Person's (a) CRD Number (if any): 309500		
	(b) CIK Number(s) (if any): No Information Filed		
	Related Person is: (check all that apply) (a)	Yes O	
7.	Are you and the <i>related person</i> under common <i>control</i> ?	•	0
8.	 (a) 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>? (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>? (c) 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>' and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: 	O O asse	o o
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?	V	٠
10.	 (a) Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i>? (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 	O ed.	•
11.	Do you and the related person share any supervised persons?	0	•
12.	Do you and the <i>related person</i> share the same physical location?	0	•

(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.

۱.	gal Name of <i>Related Person</i> : GRICULTURE FUND II GP, LLC		
2.	imary Business Name of <i>Related Person</i> : GRICULTURE FUND II GP, LLC		
3.	elated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	:her		
1.	elated Person's) CRD Number (if any):		
) CIK Number(s) (if any): No Information Filed		
5.	broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor 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 trust 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		
D.		res O	
7.	e you and the <i>related person</i> under common <i>control</i> ?	•	0
3.	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> ' and the provided responsible for the provided responsible f	o o	0
	Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
)		es 🙃	
, .) If the answer is yes, under what exemption?	0	0
10.) Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i> ?	0	•
) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registere No Information Filed	_	
Ι1.	you and the related person share any supervised persons?	•	0
12.	you and the <i>related person</i> share the same physical location?	•	0
1.	gal Name of <i>Related Person</i> : ROOKFIELD GLOBAL RENEWABLE ENERGY ADVISOR LIMITED		

2. Primary Business Name of *Related Person*:

	BROOKFIELD GLOBAL RENEWABLE ENERGY ADVISOR LIMITED		
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)		
6.	Do you control or are you controlled by the related person?	Yes	
7.	Are you and the related person under common control?	•	С
8.	 (a) 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>? (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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	asse	ets:
		Yes	
9.	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?(b) If the answer is yes, under what exemption? PARTICIPATING AFFILIATE OF ADVISER RELYING ON BAM PIC CANADA LP	•	С
10.	 (a) Is the related person registered with a foreign financial regulatory authority? (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 register. Name of Country/English Name of Foreign Financial Regulatory Authority United Kingdom - Financial Conduct Authority 	⊙ red.	C
11.	Do you and the related person share any supervised persons?	•	0
		~	~
12.	Do you and the <i>related person</i> share the same physical location?	•	С
1.	Legal Name of <i>Related Person</i> : BROOKFIELD CAPITAL PARTNERS V CO-INVEST (CDN) GP LP		
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD CAPITAL PARTNERS V CO-INVEST (CDN) GP LP		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		

	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)		
		Yes	
6.	Do you control or are you controlled by the related person?	0	•
7.	Are you and the related person under common control?	•	0
8.	 (a) 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>? (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>? (c) 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>' and Street 1:	O O asse	0
	If this address is a private residence, check this box: \square	Yes	Nc
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 <i>related person</i> registered with a <i>foreign financial regulatory authority</i>?(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	o red.	•
11.	Do you and the related person share any supervised persons?	•	0
12.	Do you and the <i>related person</i> share the same physical location?	•	0
1.	Legal Name of <i>Related Person</i> : SALI FUND PARTNERS LLC		
2.	Primary Business Name of <i>Related Person</i> : SALI FUND PARTNERS 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.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l)	broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor 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 trust 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		
6.	Do y		Yes O	
7.	Are :	you and the <i>related person</i> under common <i>control</i> ?	•	О
8.	(a) (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> ? If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code:		С
			Yes	No
9.	(a) (b)	If the <i>related person</i> is an investment adviser, is it exempt from registration? If the answer is yes, under what exemption?	0	С
10.	(a) (b)	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	O ed.	•
11.	Do y	you and the related person share any supervised persons?	•	C
12.	Do y	you and the <i>related person</i> share the same physical location?	•	C
1.	33RI Prim	al Name of <i>Related Person</i> : D STREET PARTNERS JV LLC hary Business Name of <i>Related Person</i> :		
	33RI	D STREET PARTNERS JV LLC		
3.	rela - or Othe	eted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
4.		cred Person's CRD Number (if any):		
	(b)	CIK Number(s) (if any): No Information Filed		
5.		nted Person is: (check all that apply) Display to the property of the propert		

	(b)	other investment adviser (including financial planners)		
	(c)	registered municipal advisor		
	(d)	registered security-based swap dealer		
	(e)	major security-based swap participant		
		commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	.0,	futures commission merchant		
		banking or thrift institution		
		trust company		
	0,	accountant or accounting firm		
		lawyer or law firm		
	(l) (m)	☐ insurance company or agency☐ pension consultant		
	(n)			
		sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
		sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
	(I-)		Yes	No
6.	Do y	you <i>control</i> or are you <i>controlled</i> by the <i>related person</i> ?	0	
			~	
7.	Are	you and the related person under common control?	•	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	•
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the		
	(6)	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' a	asse	ts:
		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: \square		
			Yes	No
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	\circ	\circ
	(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.		⊙
	(b)	No Information Filed	∃u.	
11	Do v	you and the related person share any supervised persons?	_	_
11.	БО у	ou and the related person share any supervised persons:	⊙	O
12.	Do y	you and the <i>related person</i> share the same physical location?	0	0
			~	
1	Leas	al Name of <i>Related Person</i> :		
1.	_	NW LOFT SUBHOLDINGS LLC		
2.	Prim	nary Business Name of <i>Related Person</i> :		
	ВОР	NW LOFT SUBHOLDINGS LLC		
3.	Rela	nted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	-			
	or Othe			
	Ottic			
4.	Rela	ated Person's		
	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
		No Information Filed		
E	D. '	ated Person in (sheek all that apply)		
Э.		nted Person is: (check all that apply)		
	` ,	broker-dealer, municipal securities dealer, or government securities broker or dealer other investment advisor (including financial planners)		
	` '	other investment adviser (including financial planners)registered municipal advisor		
	` ,	registered municipal advisor registered security-based swap dealer		
		major security-based swap dealer major security-based swap participant		
	(f)	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	(a)	futures commission merchant		

	(h)	banking or thrift institution		
	(i)	□ trust company		
	(j)	accountant or accounting firm		
	(k)	lawyer or law firm		
	• • • • • • • • • • • • • • • • • • • •	insurance company or agency		
	(m)			
		real estate broker or dealer species or syndicator of limited partnerships (or equivalent), excluding peoled investment vehicles		
	• • •	sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
	(P) '		Yes	No
6.	Do yo	ou control or are you controlled by the related person?		•
7.	Are y	ou and the related person under common control?	\odot	\circ
8.	(2)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	_	_
Ο.		If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the	0	•
	1	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'	asse	ets:
		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: \square	Yes	No
9.	(a)	If the related person is an investment adviser, is it exempt from registration?		
,		If the answer is yes, under what exemption?	0	0
	(b)	if the answer is yes, under what exemption?		
10.	(a)	Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i> ?	0	•
	(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 register No Information Filed		~
11.	Do yo	ou and the related person share any supervised persons?	\odot	0
12.	Do yo	ou and the <i>related person</i> share the same physical location?	•	0
1.	Legal	Name of <i>Related Person</i> :		
	_	OKFIELD PRIVATE EQUITY IV (NON-CDN) MM LTD		
2.		ary Business Name of <i>Related Person</i> : OKFIELD PRIVATE EQUITY IV (NON-CDN) MM LTD		
3.	Relat	ed Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	-			
	or			
	Other			
4.	Relati	ed Person's		
		CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
		No Information Filed		
5.	Relate	ed Person is: (check all that apply)		
	(a)	broker-dealer, municipal securities dealer, or government securities broker or dealer		
	` ,	other investment adviser (including financial planners)		
	٠,	registered municipal advisor		
		registered security-based swap dealer		
	(e)	major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
		commodity pool operator or commodity trading advisor (whether registered or exempt from registration)futures commission merchant		
		banking or thrift institution		
		□ trust company		
	(i) l			
		accountant or accounting firm		
	1	□ accountant or accounting firm □ lawyer or law firm		
	(j)			

	(ii) leaf estate broker of 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 		
	(p) E sponsor, general partner, managing member (or equivalent) or pooled investment venicles	Yes	. No
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> ?	•	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	•
	(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 require to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	Ö	Ö
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clien</i> Number and Street 1: City: State: Country: ZIP+4/Postal Code:	ts' asse	ets:
	If this address is a private residence, check this box: \square	Yes	No.
9.	(a) If the related person 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	•
	(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 regist No Information Filed	iered.	
11.	Do you and the related person share any supervised persons?	•	0
12.	Do you and the <i>related person</i> share the same physical location?	•	0
	BROOKFIELD BRASIL ASSET MANAGEMENT INVESTIMENTOS LTDA. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) 802 - 76218 or Other Related Person's (a) CRD Number (if any):		
	163311 (b) CIK Number(s) (if any):		
	No Information Filed		
5.	Related Person is: (check all that apply) (a)		
,		Yes	
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> ?	•	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	•
	(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> ?	Ô	Ö
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> a Number and Street 1: Number and Street 2:	asse	∍ts:
	City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
	·	Yes	No
9.	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?	\odot	\circ
	(b) If the answer is yes, under what exemption? PARTICIPATING AFFILIATE OF ADVISER RELYING ON UNIAO DE BANCO DE BRASILIEROS SA NO ACTION LETTER AND SUBSEQUENT LETTERS		
10.	(a) Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i> ?	•	0
	(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	ed.	
	Name of Country/English Name of Foreign Financial Regulatory Authority		
	Brazil - Securities and Exchange Commission		
11.	Do you and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
12	Do you and the <i>related person</i> share the same physical location?	_	_
12.	20 you and the related person share the same physical location:	•	0
	Legal Name of <i>Related Person</i> :		
	FFI MF VALUE ADD FUND II GP LLC		
	Primary Business Name of <i>Related Person</i> : FFI MF VALUE ADD FUND II GP LLC		
2	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
3.	-		
	Other		
4.	Related Person's		
	(a) CRD Number (if any):		
	(b) CIK Number(s) (if any):		
	No Information Filed		
_			
	Related Person is: (check all that apply) (a) \square broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b) \square other investment adviser (including financial planners)		
	(c) registered municipal advisor		
	(d) 🗖 registered security-based swap dealer (e) 🗖 major security-based swap participant		
	(e) $lacksquare$ major security-based swap participant (f) $lacksquare$ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	(g) \square futures commission merchant		
	(h) 🗖 banking or thrift institution		
	(i) Trust company		
	(j) 🔲 accountant or accounting firm (k) 🗖 lawyer or law firm		
	(I) \square insurance company or agency		
	(m) \square pension consultant		
	(n) \square real estate broker or dealer		
	(o) \square sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (p) $ olimits$ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
		Yes	No
6.	Do you control or are you controlled by the related person?		•
7	And you and the related nemerous under company and a second of the Company of the		
1.	Are you and the <i>related person</i> under common <i>control</i> ?	•	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	•

	(b) (c)	presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>relate</i> to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related per</i>	d person and thus are not required rson?	sets	
		Number and Street 1: Number and Street 2:			
		City: State: Country: ZIP+4/Postal If this address is a private residence, check this box: \Box	Code:		
Q.	(a)	(a) If the related person is an investment adviser, is it exempt from registration?	Ye		
<i>,</i> .			O) (O
10.) (⊙
	(5)	No Information Filed	which the rolated person is registered.		
11.	Do y	Do you and the related person share any supervised persons?	•) (0
12.	Do y	Do you and the <i>related person</i> share the same physical location?	•) (0
1.	_	Legal Name of <i>Related Person</i> : EVERYDAY FINANCE DAC			
2.		Primary Business Name of <i>Related Person</i> :			
۷.		EVERYDAY FINANCE DAC			
3.	Rela -	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)			
	or Othe	or Other			
4	D-1-	Delated Demands			
4.	(a)	Related Person's (a) CRD Number (if any):			
	(b)	(b) CIK Number(s) (if any): No Information Filed			
_	D-1-	Deleted Demonity (check all that apply)			
5.	(a)				
	` ,				
	. ,				
	• •		on)		
	• • •				
	` ,				
		(I)			
	. ,				
	(Þ)	(b) Sponsor, general partner, managing member (or equivalent) or pooled investment venicles	Ye	s N	VО
6.	Do y	Do you control or are you controlled by the related person?	0) (0
7.	Are :	Are you and the <i>related person</i> under common <i>control</i> ?	•) (0
8.	(a)		•) (•
	(b)	(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>relate</i> to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related per</i>	d person and thus are not required) (0
	(c)			sets	s:
		Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal	Code:		

		Ti this address is a private residence, check this box.	Yes	Nic
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	0	
	(b)	If the answer is yes, under what exemption?		
10	(-)	Leather related representational within a females financial representation of the control of the		
10.	(a) (b)	Is the related person registered with a foreign financial regulatory authority? 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.	O 2d	•
	(6)	No Information Filed	Ju.	
11.	Do y	you and the related person share any supervised persons?	0	•
1 2	Do v	you and the <i>related person</i> share the same physical location?	_	_
12.	D0 3	and the related person share the same physical location:	•	С
1.	Lega	al Name of <i>Related Person</i> :		
	ВОР	W31 SUBHOLDINGS LLC		
2.	Prim	pary Business Name of <i>Related Person</i> :		
		W31 SUBHOLDINGS LLC		
3.	Rela	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	-			
	or Othe	er		
	J (11)			
4.		ted Person's		
	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
		No Information Filed		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m) (o) (p)		Yes	No
6.	Do 7	ou control or are you controlled by the related person?	0	•
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	•	С
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
	(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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> and the state of the st	asse	ts:
		Number and Street 1: Number and Street 2: City: State: TID: 4/Dectal Code:		
		City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
			Yes	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	•

	(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.	∍d.	
11.	No Information Filed Do you and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
12.	Do you and the <i>related person</i> share the same physical location?	•	0
1.	Legal Name of <i>Related Person</i> : BROOKFIELD CAPITAL PARTNERS V (CDN) GP LP		
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD CAPITAL PARTNERS V (CDN) GP LP		
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		
		Yes O	
7.	Are you and the related person under common control?	•	0
8.	 (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>? (c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> a Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: 	O O asse	c ets:
9.		0	
10.	(a) Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i>?(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		•
11.	Do you and the related person share any supervised persons?	•	0
12.	Do you and the <i>related person</i> share the same physical location?	0	0

1.	Legal Name of <i>Related Person</i> : BSREP II CANADA GP L.P.		
2.	Primary Business Name of <i>Related Person</i> : BSREP II CANADA GP L.P.		
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		
ō.	Related Person is: (check all that apply) (a)	e N	
5.		s N	
7.	Are you and the <i>related person</i> under common <i>control</i> ?		0
3.		sets	0
		s N	10
9.	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?		0
	(b) If the answer is yes, under what exemption?		
10.	 (a) Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i>? (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 		⊙
11.	Do you and the related person share any supervised persons?	(0
12.	Do you and the <i>related person</i> share the same physical location?		0
1	Legal Name of <i>Related Person</i> :		

2. Primary Business Name of Related Person:

LINK FINANCIAL OUTSOURCING LTD

	LINK FINANCIAL OUTSOURCING LTD		
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)		
	(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	Vaa	NI.
6.	Do you control or are you controlled by the related person?	Yes	
7.	Are you and the related person under common control?	•	С
8.	 (a) 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>? (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>? 		С
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	ass€	ets:
		Yes	No
9.	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?(b) If the answer is yes, under what exemption?	0	С
10.	 (a) Is the related person registered with a foreign financial regulatory authority? (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 register. No Information Filed 	C red.	©
11.	Do you and the related person share any supervised persons?	0	œ
12.	Do you and the related person share the same physical location?	•	С
1.	Legal Name of <i>Related Person</i> : BROOKFIELD SINGLE FAMILY RENTAL GP LLC		
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD SINGLE FAMILY RENTAL GP LLC		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Other		

4.	Rela	ated Person's		
	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any): No Information Filed		
5.	(a) (b) (c) (d)	 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 municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registration) 		
	(g) (h) (i) (j)	futures commission merchant banking or thrift institution trust 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	No
5.	Do y	you control or are you controlled by the related person?	0	•
7.	Are	you and the related person under common control?	•	0
8.		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> ?	0	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	asse	ets:
		·	Yes	No
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	\circ	\circ
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	•
	(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 register No Information Filed	_	~
11.	Do y	you and the related person share any supervised persons?	\odot	0
12.	Do y	you and the <i>related person</i> share the same physical location?	•	0
1.	_	al Name of <i>Related Person</i> : SE SUBHOLDINGS LLC		
2.		nary Business Name of <i>Related Person</i> : P SE SUBHOLDINGS LLC		
3.	Rela -	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		
4.	<i>Rela</i> (a)	ated Person's CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
		No Information Filed		

5.	Related Person is: (check all that apply) (a)		
6.	Do you control or are you controlled by the related person?	Yes O	
7.	Are you and the related person under common control?	•	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.	(a) 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> (b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the	0	⊙
	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> ?		
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i>	asse	ets:
	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 related person is an investment adviser, is it exempt from registration?	Yes	
,	(b) If the answer is yes, under what exemption?	0	0
10.	(a) Is the related person registered with a foreign financial regulatory authority?		⊙
	(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 register No Information Filed	eu.	
11.	. Do you and the related person share any supervised persons?	•	0
12.	. Do you and the <i>related person</i> share the same physical location?	•	0
1.	Legal Name of <i>Related Person</i> : BROOKFIELD CAPITAL PARTNERS II GP (NR) LP		
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD CAPITAL PARTNERS II GP (NR) LP		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Other		
	Offici		
4.	Related Person's (a) CRD Number (if any):		
	(a) OND Namber (ii arry).		
	(b) CIK Number(s) (if any): No Information Filed		
5.	Related Person is: (check all that apply)		
	(a) Droker-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 (l) ☐ 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	
	Do you control or are you controlled by the related person?	0	
1.	Are you and the related person under common control?	⊙	0
8.	 (a) 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>? (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>? (c) 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>' Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: □ 		o ets:
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.	(a) Is the related person registered with a foreign financial regulatory authority?(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 register.No Information Filed		•
11.	Do you and the related person share any supervised persons?	•	0
12.	Do you and the <i>related person</i> share the same physical location?	•	0
1.	Legal Name of <i>Related Person</i> : BROOKFIELD REAL ESTATE PARTNERS (A) SIB GP LIMITED		
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD REAL ESTATE PARTNERS (A) SIB GP LIMITED		
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)		

	(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) \square 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 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> ?	_	_
, .	The you and the related person under common control.	⊙	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	•
	(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> ?	Õ	Õ
	(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'	asse	ets:
	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	0
	(b) If the answer is yes, under what exemption?		
10.	(a) Is the related person registered with a foreign financial regulatory authority?	\circ	\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 register	⁻ed.	
11	No Information Filed Do you and the <i>related person</i> share any <i>supervised persons</i> ?	_	_
' ' '	Do you and the related person share any supervised persons:	⊙	0
12.	Do you and the <i>related person</i> share the same physical location?	•	0
1	Legal Name of <i>Related Person</i> :		
1.	BPR OP, LP		
2.	Primary Business Name of <i>Related Person</i> :		
	BPR OP, LP		
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) Durker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b) other investment adviser (including financial planners)(c) registered municipal advisor		
	(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		
6.	Do you control or are you controlled by the related person?	Yes O	
7.	Are you and the related person under common control?	•	0
8.	 (a) 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>? (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>? (c) 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>' 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: □ 	C	
9.	(a) If the related person is an investment adviser, is it exempt from registration?	Yes	
	(b) If the answer is yes, under what exemption?		
	(a) Is the related person registered with a foreign financial regulatory authority?(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 register No Information Filed	C red.	0
11.	Do you and the <i>related person</i> share any <i>supervised persons?</i>	•	0
12.	Do you and the <i>related person</i> share the same physical location?	•	0
	Legal Name of <i>Related Person</i> : BROOKFIELD PREMIER REAL ESTATE PARTNERS GP L.P. Primary Business Name of <i>Related Person</i> : BROOKFIELD PREMIER REAL ESTATE PARTNERS GP L.P.		
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 (l) insurance company or agency (m) pension consultant (n) 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		
6.	Do you control or are you controlled by the related person?	Yes O	No ⊙
7.	Are you and the related person under common control?	_	_

8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	\circ	⊙
	(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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1: City: State: Country: ZIP+4/Postal Code:	isse	ts:
		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	
	(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 register No Information Filed		•
11.	Do y	you and the related person share any supervised persons?	•	0
12.	Do y	you and the <i>related person</i> share the same physical location?	•	0
1	1	Nomes of Deleted Demon		
 	_	al Name of <i>Related Person</i> : OKFIELD INVESTMENT MANAGEMENT (CANADA) ULC		
2.		nary Business Name of <i>Related Person</i> : OKFIELD INVESTMENT MANAGEMENT (CANADA) ULC		
3.	Relai	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	er		
4.		ted Person's CRD Number (if any):		
	(b)	CIK Number(s) (if any): No Information Filed		
5.		ted Person is: (check all that apply) broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b)	other investment adviser (including financial planners) registered municipal advisor		
	` '	registered security-based swap dealer		
	` '	major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	10,	futures commission merchant		
	. ,	□ banking or thrift institution□ trust company		
	` '	accountant or accounting firm		
	` ,	lawyer or law firm		
	(l) (m)	☐ insurance company or agency☐ pension consultant		
		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?		⊙
7.	Are y	you and the <i>related person</i> under common <i>control</i> ?	•	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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1: Number 2:	ısse	ts:

		City: State: Country: ZIP+4/Postal Code:		
		If this address is a private residence, check this box: \square		
			Yes	No
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	0	⊙
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	•	0
	(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 registed	red.	
		Name of Country/English Name of Foreign Financial Regulatory Authority		
		Canada - Alberta Securities Commission		
		Canada - British Columbia Securities Commission		
		Canada - Manitoba Securities Commission		
		Canada - New Brunswick Securities Commission		
		Canada - Nova Scotia Securities Commission		
		Canada - Ontario Securities Commission		
		Canada - Quebec, Financial Markets Authority		
		Canada - Saskatchewan Financial Services Commission		
		Ireland - Central Bank of Ireland		
11	Do v			_
11.	Бо у	ou and the <i>related person</i> share any <i>supervised persons</i> ?	0	⊙
12.	Do y	ou and the <i>related person</i> share the same physical location?	0	•
1.	Lega	I Name of Related Person:		
	BID I	II-A GP LTD.		
2.		ary Business Name of Related Person:		
	BID I	II-A GP LTD.		
3	Relat	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
0.	-			
	or			
	Othe			
	5.			
4.		ted Person's		
	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
		No Information Filed		
5.	Relat	ted 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)		
		registered municipal advisor		
		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 trust company		
		accountant or accounting firm		
	•	□ lawyer or law firm		
		insurance company or agency		
	(m)			
		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 <i>control</i> or are you <i>controlled</i> by the <i>related person</i> ?	\circ	⊙
7	Arc :	you and the related person under common control?	_	
/.	ALE)	you and the <i>related person</i> under common <i>control</i> ?	⊙	0
8.	(a)	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> ?	_	

	(b) (c)	presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>n</i>	the related person and thus are not required related person?	ets:
		Number and Street 1: Number and Street 2:		
		City: State: Country: ZIP+ If this address is a private residence, check this box: \square	+4/Postal Code:	
9.	(a)	a) If the related person is an investment adviser, is it exempt from registration?	Yes	
<i>,</i> .	` ,		O	0
10.				•
	(5)	No Information Filed	northy with which the related person is registered.	
11.	Do y	Do you and the related person share any supervised persons?	•	0
12.	Do y	Do you and the <i>related person</i> share the same physical location?	•	0
1.	_	egal Name of <i>Related Person</i> : BID II GP S.A.R.L		
2.		Primary Business Name of <i>Related Person</i> : BID II GP S.A.R.L		
3.	Rela	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	or Other		
4.	Rela	Related Person's		
	(a)			
	(b)	b) CIK Number(s) (if any): No Information Filed		
5.	Pola	Related Person is: (check all that apply)		
J.	(a)	a) Droker-dealer, municipal securities dealer, or government securities broker or dealer		
	` ,			
	. ,			
	(g)	g)	registration)	
		_		
	•			
	` ,			
		m) pension consultant		
	` ,	·	vahiclas	
	. ,		verneres	
6	Do v	Do you control or are you controlled by the related person?	Yes	
Ο.	БО ў	o you control of are you controlled by the related person!	O	⊙
7.	Are y	Are you and the related person under common control?	•	0
8.	(a) (b)		a) above, have you overcome the the <i>related person</i> and thus are not required	0
	(c)		·	ets:
		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: \square			
9.	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?(b) If the answer is yes, under what exemption?	Yes		No C
10.	(a) Is the related person registered with a foreign financial regulatory authority?(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person.No Information Filed	C erson is registered.		•
11.	11. Do you and the related person share any supervised persons?	•)	0
12.	12. Do you and the <i>related person</i> share the same physical location?	•)	0
1.	I. Legal Name of <i>Related Person</i> : BROOKFIELD TECHNOLOGY PARTNERS II GP L.P.			
2.	2. Primary Business Name of <i>Related Person</i> : BROOKFIELD TECHNOLOGY PARTNERS II GP L.P.			
3.	3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or Other			
4.	1. Related Person's (a) CRD Number (if any):			
	(b) CIK Number(s) (if any): No Information Filed			
5.	A 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 (l) □ 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	s I	No
6.	5. Do you control or are you controlled by the related person?	0)	•
7.	7. Are you and the related person under common control?	•)	0
8.	 (b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus ar to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person?</i> (c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: 	the or e not required)	© O
	If this address is a private residence, check this box: \square	Yes	s I	No
9.	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?(b) If the answer is yes, under what exemption?	0)	0
10.	10. (a) Is the related person registered with a foreign financial regulatory authority?	0	}	0

	(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 register.	red.	
11.	No Information Filed Do you and the <i>related person</i> share any <i>supervised persons</i> ?	•	О
12.	Do you and the <i>related person</i> share the same physical location?	•	С
1.	Legal Name of Related Person: BROOKFIELD ANNUITY COMPANY		
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD ANNUITY COMPANY		
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)		
	 (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) \square sponsor, general partner, managing member (or equivalent) of pooled investment vehicles	Yes	No
5.	Do you control or are you controlled by the related person?	0	•
7.	Are you and the related person under common control?	•	С
3.	(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
	(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	С
	(c) If you have answered "yes" to question 8. (a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1: City: State: Country: ZIP+4/Postal Code:	asse	∍ts:
	If this address is a private residence, check this box:	Yes	Ne
9.	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?	0	
	(b) If the answer is yes, under what exemption?		
10.	(a) Is the related person registered with a foreign financial regulatory authority?	⊙	С
	(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 register. Name of Country/English Name of Foreign Financial Regulatory Authority Other - CANADA - OFFICE OF THE SUPERINTENDENT OF FINANCIAL INSTITUTIONS	ea.	
11	Do you and the <i>related person</i> share any <i>supervised persons</i> ?	_	_
	5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5 5	\circ	

ا	Legal Name of <i>Related Person</i> : BROOKFIELD TIMBERLANDS FUND V GP, LLC		
	Primary Business Name of <i>Related Person</i> : BROOKFIELD TIMBERLANDS FUND V GP, LLC		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Other		
	Related Person's (a) CRD Number (if any):		
	(b) CIK Number(s) (if any): No Information Filed		
	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)		
	(j) Laccountant 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 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> ?	•	0
	(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
	(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?	0	0
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients</i> Number and Street 1: Number and Street 2:	'asse	ets:
	City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
	If this address is a private residence, check this box. \square	Yes	No
	(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.		0	•
	(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 registed. No Information Filed	red.	
11.	Do you and the related person share any supervised persons?	•	0
12.	Do you and the <i>related person</i> share the same physical location?	•	0
1.	Legal Name of <i>Related Person</i> :		

BROOKFIELD AUSTRALIA FUNDS MANAGEMENT LIMITED

2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD AUSTRALIA FUNDS MANAGEMENT LIMITED			
3.	Relat	red Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	r		
	Othe			
4.		red Person's CRD Number (if any):		
	(u)	one namber (if any).		
	(b)	CIK Number(s) (if any): No Information Filed		
5.	Relat	red Person is: (check all that apply)		
	` ,	broker-dealer, municipal securities dealer, or government securities broker or dealer		
		other investment adviser (including financial planners)		
	` '	registered municipal advisor registered security-based swap dealer		
	` ,	major security-based swap dealer major security-based swap participant		
	(f)	commodity pool operator or commodity trading advisor (whether registered or exempt from registration) futures commission merchant		
	(h)	banking or thrift institution		
	` '	trust company		
	•	accountant or accounting firm		
	` '	□ lawyer or law firm□ insurance company or agency		
	(n) (m)			
		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		
6.	Do yo	ou control or are you controlled by the related person?	Yes O	No ⊙
7.	Are y	ou and the related person under common control?	•	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	•
		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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1:	asse	ets:
		City: State: Country: ZIP+4/Postal Code:		
		If this address is a private residence, check this box: \square	Ves	No
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	⊙	0
		If the answer is yes, under what exemption? FOREIGN ADVISER	·	Č
10		Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i> ?	0	_
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 register	_	0
	(2)	Name of Country/English Name of Foreign Financial Regulatory Authority	Ju.	
		Australia - Australian Securities and Investments Commission		
11.	Do y	ou and the related person share any supervised persons?	•	0
12.	Do y	ou and the <i>related person</i> share the same physical location?	•	0
1.	_	I Name of <i>Related Person</i> : DKFIELD REAL ESTATE FINANCE FUND V GP, L.P.		
2.		ary Business Name of <i>Related Person</i> : DKFIELD REAL ESTATE FINANCE FUND V GP, L.P.		

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)		
	 (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 		
	(p) = openion, general partition, managing member (or equivalent) or pooled involution ventions	Yes	s Nc
6.	Do you control or are you controlled by the related person?	0	•
7.	Are you and the related person under common control?	•	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	•
	(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 req to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?		0
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>custody</i> of	lients' asse Yes	
9.	(a) If the related person is an investment adviser, is it exempt from registration?		O
	(b) If the answer is yes, under what exemption?	~	~
10.	 (a) Is the related person registered with a foreign financial regulatory authority? (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 re No Information Filed 		•
11.	Do you and the related person share any supervised persons?	•	0
12.	. Do you and the <i>related person</i> share the same physical location?	•	0
1.	Legal Name of <i>Related Person</i> : BROOKFIELD BB CO-INVEST GP LLC		
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD BB CO-INVEST GP LLC		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Other		
4.	Related Person's		

	(b)	CIK Number(s) (if any):		
		No Information Filed		
5.	(a) (b) (c) (d) (e) (f)	ted Person is: (check all that apply) □ broker-dealer, municipal securities dealer, or government securities broker or dealer □ other investment adviser (including financial planners) □ registered municipal advisor □ 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		
	(h) (i) (j) (k) (l) (m) (n) (o)	banking or thrift institution trust company accountant or accounting firm lawyer or law firm insurance company or agency pension consultant		
	" '		'es	No
6.	Do y	ou control or are you controlled by the related person?	0	⊙
7.	Are y	you and the related person under common control?	•	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> ?		⊙ ○
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	sse	ts:
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	es O	No
,		If the answer is yes, under what exemption?		
10.		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	O ed.	•
11.	Do y	ou and the related person share any supervised persons?	•	0
12.	Do y	ou and the <i>related person</i> share the same physical location?	•	0
	_	I Name of <i>Related Person</i> : ONE SERIES A MANAGER LLC		
		ary Business Name of <i>Related Person</i> : ONE SERIES A MANAGER LLC		
3.	Relat	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	r		
4.		ted Person's CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
	(~)	No Information Filed		

(a) CRD Number (if any):

5.	Related Person is: (check all that apply)		
	(a) D broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b) \square 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) □ trust company(j) □ accountant or accounting firm		
	(k) ☐ lawyer or law firm		
	(i) insurance company or agency		
	(m) pension consultant		
	(n) \square real estate broker or dealer		
	(o) \square sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p) v sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
		Yes	No
6.	Do you control or are you controlled by the related person?	0	•
7.	Are you and the related person under common control?	•	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	•
	(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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients</i> ' Number and Street 1: Number 2:	'ass∈	∍ts:
	City: State: Country: ZIP+4/Postal Code:		
	If this address is a private residence, check this box: \square		
		Yes	No
9.	(a) If the related person 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? (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 register. No Information Filed 		•
11.	. Do you and the related person share any supervised persons?	•	0
12.	. Do you and the <i>related person</i> share the same physical location?	•	0
1.	Legal Name of <i>Related Person</i> : BROOKFIELD REAL ESTATE PARTNERS (K) GP LIMITED		
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD REAL ESTATE PARTNERS (K) GP LIMITED		
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		

	(g) (h) (i) (j) (k) (l) (m) (n)			
6.	Do y	you <i>control</i> or are you <i>controlled</i> by the <i>related person</i> ?	Yes O	
7.	Are :	you and the related person under common control?	•	
8.	(a)	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> ?	0	
.	(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	
	(c)	If you have answered "yes" to question 8. (a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients</i> Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	asse	ets:
		The dadings is a private residence, check this box.	Yes	Nc
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	0
		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 registe No Information Filed		0
11.	Do y	you and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
12.	Do y	you and the <i>related person</i> share the same physical location?	•	0
2.	Prima BRO0	al Name of <i>Related Person</i> : OKFIELD SUPER-CORE INFRASTRUCTURE PARTNERS GP LLC nary Business Name of <i>Related Person</i> : OKFIELD SUPER-CORE INFRASTRUCTURE PARTNERS GP LLC		
3.	error or Othe	er		
4.		ated Person's CRD Number (if any):		
	(b)	CIK Number(s) (if any): No Information Filed		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i)	broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor 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 trust company accountant or accounting firm lawyer or law firm		

	(m) pension consultant			
	(n)			
	(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			
		Ye	s l	Vo
6.	6. Do you control or are you controlled by the related person?	0) (•
7.	7. Are you and the <i>related person</i> under common <i>control</i> ?	•)	0
8.	8. (a) 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> ?	0) (•
	(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 to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?	t required) (0
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of younger and Street 1: Number and Street 2:	our <i>clients'</i> ass	set	S:
	City: State: Country: ZIP+4/Postal Code:			
	If this address is a private residence, check this box:			
9.	9. (a) If the <i>related person</i> is an investment adviser, is it exempt from registration?	Ye		
<i>,</i> .	(b) If the answer is yes, under what exemption?	O) (O
10	10 (a) In the residence of a citation of within a femalism financial and with a citation.			
10.	10. (a) Is the related person registered with a foreign financial regulatory authority?	O Lio no mintono di		⊙
	(b) If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person No Information Filed	is registered.		
11.	11. Do you and the related person share any supervised persons?	•) (0
12.	12. Do you and the related person share the same physical location?	•) (0
1.	Legal Name of <i>Related Person</i> : BROOKFIELD OFFICE PROPERTIES EXCHANGE LP			
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD OFFICE PROPERTIES EXCHANGE LP			
3.	3. Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)			
	or Other			
4.	4. Related Person's			
	(a) CRD Number (if any):			
	(b) CIK Number(s) (if any): No Information Filed			
	No mismation riled			
5.	 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)			
	(k) ☐ lawyer or law firm (l) ☐ 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			
		Ye	s N	No

6.	Do you control or are you controlled by the related person?	0	•
7.	Are you and the related person under common control?	•	0
8.	 (a) 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>? (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>? (c) 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>' Number and Street 1: 	O O	© O
	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?(b) If the answer is yes, under what exemption?	Yes O	No
10	(a) Is the related person registered with a foreign financial regulatory authority?	_	
10.	(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 registe No Information Filed	ed.	•
11.	Do you and the related person share any supervised persons?	•	0
12.	Do you and the <i>related person</i> share the same physical location?	•	0
1.	Legal Name of <i>Related Person</i> : BROOKFIELD OFFICE PROPERTIES INC.		
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD OFFICE PROPERTIES INC.		
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 (i) □ accountant or accounting firm (k) □ lawyer or law firm (l) □ 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		
6.	Do you control or are you controlled by the related person?	Yes	_
	Are you and the <i>related person</i> under common <i>control</i> ?	o ⊚	0
8.	(a) 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> ?	0	•
			- 11

	(b)	presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related p</i> to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i>	erson and thus are not required on?	sets	
	()	Number and Street 1: Number and Street 2:			
		City: State: Country: ZIP+4/Postal Country: \square If this address is a private residence, check this box: \square	le:		
9.	(a)	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?		s N	
<i>,</i> .	` ,		C) (O
10.) (•
		No Information Filed	, , , , , , , , , , , , , , , , , , , ,		
11.	Do y	Do you and the related person share any supervised persons?	•) (0
12.	Do y	Do you and the <i>related person</i> share the same physical location?	•) (0
1.	Lega	Legal Name of <i>Related Person</i> :			
	BRO	BROOKFIELD REAL ESTATE FINANCE FUND VI AIV GP LP			
2.		Primary Business Name of <i>Related Person</i> : BROOKFIELD REAL ESTATE FINANCE FUND VI AIV GP LP			
3.	Rela -	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)			
	or Othe	or Other			
4.	Rela	Related Person's			
	(a)	(a) CRD Number (if any):			
	(b)	(b) CIK Number(s) (if any): No Information Filed			
5.		Related Person is: (check all that apply) (a)			
	` ,				
	` ,				
	` ,				
	` ,	(f) commodity pool operator or commodity trading advisor (whether registered or exempt from registration)			
	107				
	• • •				
	` '				
	• •	(I) \square insurance company or agency (m) \square pension consultant			
	` ,				
	(ρ)	sponsor, general partner, managing member (or equivalent) or pooled investment venicles	Ye	s N	Νo
6.	Do y	Do you control or are you controlled by the related person?	C) (•
7.	Are :	Are you and the related person under common control?	e) (0
8.	(a)	(a) Does the <i>related person</i> act as a qualified custodian for your <i>clients</i> in connection with advisory services you	provide to clients?) (•
	(b)	(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person to obtain a surprise examination for your clients' funds or securities that are maintained at the related person	erson and thus are not required) (0
	(c)			set	s:
		Number and Street 1: Number and Street 2:	1-		
		City: State: Country: ZIP+4/Postal Coo	ie:		

		Ti this address is a private residence, check this box.	/es	Nic
9.	(a)		0	
	(b)	If the answer is yes, under what exemption?		
10.		Is the related person registered with a foreign financial regulatory authority? If the answer is vest list the name and country, in English of each foreign financial regulatory authority with which the related person is registered.	0	•
	(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. No Information Filed	eu.	
11.	Do y	ou and the related person share any supervised persons?	•	С
	_			
12.	ро 2	ou and the <i>related person</i> share the same physical location?	⊙	С
				_
1	Logo	al Name of <i>Related Person</i> :		
1.	_	EP III ACCESS FUND GP LIMITED		
2.		ary Business Name of <i>Related Person</i> : EP III ACCESS FUND GP LIMITED		
3.	Rela	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	- or			
	Othe			
4.	Rela	ted Person's		
-		CRD Number (if any):		
	(h)	CIK Number(s) (if any):		
	(b)	No Information Filed		
5.	Rela	ted Person is: (check all that apply)		
Ο.		broker-dealer, municipal securities dealer, or government securities broker or dealer		
	(b)	other investment adviser (including financial planners)		
		registered municipal advisor		
	(d) (e)	registered security-based swap dealer 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□ trust company		
	(i) (j)	accountant or accounting firm		
	(k)	□ lawyer or law firm		
	(l)	insurance company or agency		
	(m) (n)	pension consultant 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		
6.	Do v	you control or are you controlled by the related person?	es.	
Ο.	БО у	ou control of are you controlled by the related person:	0	•
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	•	O
8.	(a)	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> ?	0	
	(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	0	0
		to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?		
	(c)	If you have answered "yes" to question 8. (a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> and Street 2.	isse	ts:
		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: \Box		
o	(2)		es.	
9.	(a) (b)	If the answer is yes, under what exemption?	0	0
	(2)	and another to jour under another terms		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	æ

	(0)	No Information Filed	eu.	
11	. Do y	you and the related person share any supervised persons?	•	C
12	. Do y	you and the <i>related person</i> share the same physical location?	•	C
				_
1.	_	al Name of <i>Related Person</i> : OKFIELD PIRE PTY LIMITED		
2.		nary Business Name of <i>Related Person</i> : OKFIELD PIRE PTY LIMITED		
3.	Rela	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Oth	er		
4.		ated Person's CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
	(-)	No Information Filed		
5.	(a) (b) (c) (d)	broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer		
	(e) (f) (g)	major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registration) futures commission merchant		
	(h) (i) (j) (k)	 □ banking or thrift institution □ trust company □ accountant or accounting firm □ lawyer or law firm 		
	(l) (m)	insurance company or agency pension consultant		
	(n)	real estate broker or dealer		
	(o) (p)	sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
			Yes	N
6.	Do 3	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> ?	•	C
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	G
	(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	C
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients's</i> Number and Street 1:	ass∈	∍ts
		City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
	(2)		Yes	
9.	(a) (b)	If the <i>related person</i> is an investment adviser, is it exempt from registration? If the answer is yes, under what exemption?	•	C
	(~)	FOREIGN ADVISOR		
10	. (a)	Is the related person registered with a foreign financial regulatory authority?	0	0
	(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. No Information Filed	ed.	
11	. Do y	you and the related person share any supervised persons?	•	C
12	. Do v	you and the <i>related person</i> share the same physical location?	_	,

l.	egal Name of <i>Related Person</i> :		
	F PROPERTIES LP		
2.	Primary Business Name of <i>Related Person</i> : F PROPERTIES LP		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Other		
1.	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)		
	e)		
	i)		
	m) 🗖 pension consultant n) 🗖 real estate broker or dealer		
	o) \square 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	Nic
).	Oo you control or are you controlled by the related person?	Ö	
7.	are you and the related person under common control?	•	0
3.	a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
	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 reconstructed 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 <i>related person's</i> office responsible for <i>custody</i> of your Number and Street 1: Number and Street 2:	clients' asse	ets:
	City: State: Country: ZIP+4/Postal Code:		
	If this address is a private residence, check this box: \square	Yes	Nc
9.	a) If the related person is an investment adviser, is it exempt from registration?	0	0
	b) If the answer is yes, under what exemption?		
0.	a) Is the related person registered with a foreign financial regulatory authority?	0	•
	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 r No Information Filed	registered.	
11.	Oo you and the related person share any supervised persons?	•	0
2.	Oo you and the <i>related person</i> share the same physical location?	•	0

 Legal Name of Related Person: BROOKFIELD REAL ASSETS HYBRID FUND GP LLC

2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD REAL ASSETS HYBRID FUND GP LLC			
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)			
	or out			
	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)	Vos	s No	
6.	Do you control or are you controlled by the related person?		• NO	
7.	Are you and the related person under common control?	•	0	
8.	(a) 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>?(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the	0	⊙ ○	
	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?			
	(c) If you have answered "yes" to question 8. (a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1: City: State: Country: ZIP+4/Postal Code:	'asse	ets:	
	If this address is a private residence, check this box: \square	Yes	No	
9.	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?(b) If the answer is yes, under what exemption?	0	0	
10.	(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 register	_	•	
11.	No Information Filed Do you and the <i>related person</i> share any <i>supervised persons</i> ?	•	0	
12.	Do you and the <i>related person</i> share the same physical location?	•	0	
1.	Legal Name of <i>Related Person</i> : BROOKFIELD REAL ESTATE FINANCE FUND VI AIV GP OF GP LIMITED			
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD REAL ESTATE FINANCE FUND VI AIV GP OF GP LIMITED			
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)			
	or .			

	Other State of the Control of the Co		
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		
6.	Do you <i>control</i> or are you <i>controlled</i> by the <i>related person</i> ?	Yes	
0.	o you control of are you controlled by the related person!	0	•
7.	Are you and the related person under common control?	•	0
8.	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> ? (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 require to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the <i>related person</i> ?	0	0
	Number and Street 1: City: State: Country: Number and Street 2: City: State: Country: Number and Street 2: Country: ZIP+4/Postal Code:		
9.	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes	
7.	(b) If the answer is yes, under what exemption?	O	0
10.	(a) Is the related person registered with a foreign financial regulatory authority?	0	•
	(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 registed. No Information Filed	tered.	
11.	Do you and the related person share any supervised persons?	\odot	0
12.	Do you and the <i>related person</i> share the same physical location?	•	0
1.	egal Name of <i>Related Person</i> : RISKCORP INC		
2.	Primary Business Name of <i>Related Person</i> : RISKCORP INC		
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):		

5.		nted Person is: (check all that apply) Description broker-dealer, municipal securities dealer, or government securities broker or dealer		
	` ,	other investment adviser (including financial planners)		
	` ,	registered municipal advisor		
	` ,	registered security-based swap dealer		
	(e) (f)	major security-based swap participantcommodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
		futures commission merchant		
	10,	□ banking or thrift institution		
	(i)	Tust company		
	(j)	accountant or accounting firm		
	` ,	□ lawyer or law firm☑ insurance company or agency		
	(l) (m)			
		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		
,	Do.		Yes	
Ο.	ро у	you control or are you controlled by the related person?	0	•
7.	Are	you and the related person under common control?	•	_
	7 0		٠	
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	6
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the	0	
		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> ?		
	(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'	asse	ts
		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	N
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	\circ	C
	(b)	If the answer is yes, under what exemption?		
10	(a)	Is the related person registered with a foreign financial regulatory authority?	_	_
10.	(a) (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 register	• ed	C
	(6)	Name of Country/English Name of Foreign Financial Regulatory Authority	cu.	
		Other - REGISTERED INSURANCE BROKERS OF ONTARIO		
11.	Do y	you and the <i>related person</i> share any <i>supervised persons</i> ?	•	C
12.	Do y	you and the <i>related person</i> share the same physical location?	\odot	C
				_
1.	_	al Name of <i>Related Person</i> :		
	BRO	OKFIELD PRIVATE CAPITAL (UK) LIMITED		
2.		nary Business Name of <i>Related Person</i> : OKFIELD PRIVATE CAPITAL (UK) LIMITED		
2				
٥.	ке <i>іа</i> -	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or			
	Othe	er er		
4.	Polo	nted Person's		
→.	(a)	CRD Number (if any):		
	. /			
	(b)	CIK Number(s) (if any):		
		No Information Filed		
5.	Rela	ated Person is: (check all that apply)		

(a) For 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) (g)		commodity pool operator or commodity trading advisor (whether registered or exempt from registration) futures commission merchant		
	(g) (h)		banking or thrift institution		
	(i)		trust company		
	(j)		accountant or accounting firm		
	(k)		lawyer or law firm		
	(l)		insurance company or agency		
	(m)		pension consultant		
	` ,		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		N.L.
,	Do v	/OLL C		es.	
•	<i>D</i>	04 0	ienti el el el e geu centi eneu eg tille l'elateu person.	0	٠
	Are :	you	and the <i>related person</i> under common <i>control</i> ?	⊙	С
١.	(a)	Doe	es the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
	(b)	_	ou are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the sumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required	0	С
		to c	obtain a surprise examination for your clients' funds or securities that are maintained at the related person?		
	(c)	-	ou have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> a mber and Street 1: Number and Street 2:	isse	ts:
		City			
			his address is a private residence, check this box: \square		
				es/	No
١.				⊙	C
	(b)		he answer is yes, under what exemption? REIGN ADVISER TO NON-US FUNDS		
0.	(a)	ls t	he related person registered with a foreign financial regulatory authority?		_
	(b)		he answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is registere	ed.	_
			me of Country/English Name of Foreign Financial Regulatory Authority ited Kingdom - Financial Conduct Authority		
1	Do v			_	_
١.	БО у	ou a	and the related person share any supervised persons:	⊙	С
2.	Do y	ou a	and the related person share the same physical location?	•	C
	_		me of <i>Related Person</i> :		
	BRE	F PAF	RADISE GP LLC		
	Prim	ary I	Business Name of <i>Related Person</i> :		
	BREI	F PAI	RADISE GP LLC		
١.	Rela	ted F	Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	- or				
	Othe	er			
	Dolo	tod [Person's		
	(a)		D Number (if any):		
	(4)	ONL	Final Liber (ii dily).		
	(b)	CIK	Number(s) (if any): No Information Filed		
	Rela	ted F	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) (e)		registered security-based swap dealer major security-based swap participant		
		-	THE REPORT OF THE PROPERTY OF		

	(f)	commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
		futures commission merchant		
		banking or thrift institution		
		trust company		
	•	accountant or accounting firm lawyer or law firm		
		insurance company or agency		
	(m)			
	(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		
6.	Do y	ou control or are you controlled by the related person?		s No ⊙
7.	Are y	ou and the <i>related person</i> under common <i>control</i> ?	•	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	•
	(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	o	Õ
		to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?	-	
	(c)	f you have answered "yes" to question 8.(a) above, provide the location of the related person's office responsible for custody of your clients	s'assı	ets:
		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:	Ves	s No
9.	(a)	If the related person is an investment adviser, is it exempt from registration?		0
		If the answer is yes, under what exemption?	~	
	(-)			
10.	(a)	s the related person registered with a foreign financial regulatory authority?	0	•
	(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 registed	ered.	
		No Information Filed		
11.	Во у	ou and the <i>related person</i> share any <i>supervised persons</i> ?	⊙	0
12	Do v	ou and the <i>related person</i> share the same physical location?	_	0
1.	Lega BBFF	Name of <i>Related Person</i> : LLC		
2	Drim	ry Business Name of <i>Related Person</i> :		
∠.	BBFF			
3.	Rela	ed Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
٥.	-	2. 2.22 2.2.1.10		
	or Otho			
	Othe			
4.	Rela	ed Person's		
	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
	(6)	No Information Filed		
_				
5.		ed Person is: (check all that apply) broker-dealer, municipal securities dealer, or government securities broker or dealer		
		broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners)		
		registered municipal advisor		
	` ,	registered security-based swap dealer		
		major security-based swap participant		
		commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	.0.	futures commission merchant		
		banking or thrift institution		
	(i) (j)	trust company accountant or accounting firm		
	(J) (k)	lawyer or law firm		
	. /			

	(l)	insurance company or agency		
	(m)	pension consultant		
	(n)	_		
	(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		
,	D	or and the land on the standard lead by the analysis of the standard manager.	Yes	
6.	D0 2	you <i>control</i> or are you <i>controlled</i> by the <i>related person</i> ?	\circ	•
7	۸ro	you and the <i>related person</i> under common <i>control</i> ?	_	_
1.	Are	you and the related person under common control?	⊙	0
8.	(2)	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> ?	_	_
Ο.	(a)		0	
	(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'	asse	ts:
		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: \square		
0	(0)	If the related person is an investment advisor, is it evenent from registration?	Yes	
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	0	0
	(b)	If the answer is yes, under what exemption?		
10	(0)	In the related person registered with a fereign financial regulatory authority?	_	_
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	•
	(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 register. No Information Filed	ea.	
11	Do v	you and the related person share any supervised persons?	_	_
		gea and the related person share any supervised persons.	⊙	0
12.	Do ۱	you and the related person share the same physical location?		0
	- 3	general control (and a control of general control of general control of general control of general control of	•	
1.	_	al Name of <i>Related Person</i> : OOKFIELD INFRASTRUCTURE FUND IV OFFICER GP LLC		
2.		nary Business Name of <i>Related Person</i> : DOKFIELD INFRASTRUCTURE FUND IV OFFICER GP LLC		
	BRO	JONNIELD INI KASTROCTORE FOND IV OTTICER OF LEC		
3.	Rela	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	-			
	or			
	Othe	er er		
1	Pols	ated Person's		
4.	(a)	CRD Number (if any):		
	(4)	one warness (ii arry).		
	(b)	CIK Number(s) (if any):		
		No Information Filed		
5.	Pols	ated Person is: (check all that apply)		
J.				
	(a) (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		
	(l)	insurance company or agency		
	(m)			
	(n) (o)	real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(b)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
	\ ~ /	The state of the s		

6.	Do you control or are you controlled by the related person?	0	•
7.	Are you and the related person under common control?	•	0
8.	 (a) 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>? (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>? (c) 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>' Number and Street 1: 	O O	O ets:
	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?(b) If the answer is yes, under what exemption?	Yes O	No C
10	(a) Is the related percent registered with a foreign financial regulatory outbority?		
10.	(a) Is the related person registered with a foreign financial regulatory authority?(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 registed.No Information Filed	C red.	•
11.	Do you and the related person share any supervised persons?	•	0
12.	Do you and the <i>related person</i> share the same physical location?	•	0
1.	Legal Name of <i>Related Person</i> : BROOKFIELD TK CO-INVEST GP LP		
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD TK CO-INVEST GP LP		
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)		
	 (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 (l) □ 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 		
6	Do you control or are you controlled by the related person?	Yes	_
	Are you and the <i>related person</i> under common <i>control?</i>	0	•
		•	
8.	(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	\circ	•

	(b)	to obtain a surprise examination for your clients' funds or securities the	rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are not required	
			er and Street 2:	
		City: State: Count If this address is a private residence, check this box: \square	ry: ZIP+4/Postal Code:	
0	(0)	If the <i>related person</i> is an investment adviser, is it exempt from registr	Yes N	
9.	(a) (b)	If the answer is yes, under what exemption?	ration?	O
	(-)			
10.				•
	(b)	· · · · · · · · · · · · · · · · · · ·	ign financial regulatory authority with which the related person is registered. formation Filed	
11.	Do y	you and the related person share any supervised persons?	⊙ (0
12.	Do y	you and the related person share the same physical location?	⊙	0
1.	Lega	al Name of <i>Related Person</i> :		
	BRO	OOKFIELD CAPITAL PARTNERS V (CDN II) GP LP		
2.		nary Business Name of <i>Related Person</i> : DOKFIELD CAPITAL PARTNERS V (CDN II) GP LP		
3.	Rela -	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Oth∈	er		
4.	Rela	ated Person's		
	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any): No In	formation Filed	
5.		ated Person is: (check all that apply) During broker-dealer, municipal securities dealer, or government securiti	es broker or dealer	
	` ,	other investment adviser (including financial planners)		
	` ,	registered municipal advisor registered security-based swap dealer		
	` ,	major security-based swap participant		
	` ,	commodity pool operator or commodity trading advisor (whether futures commission merchant	registered or exempt from registration)	
	10,	banking or thrift institution		
	• • •	trust company		
	•	accountant or accounting firmlawyer or law firm		
	` ,	insurance company or agency		
	(m)			
	` ,	real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excl	uding pooled investment vehicles	
	` ,	 ✓ sponsor, general partner, managing member (or equivalent) of persons of syndicator or immed partnerships (or equivalent). 		
			Yes N	ИO
6.	Do y	you control or are you controlled by the related person?	0	⊙
7.	Are :	you and the related person under common control?	⊙ (0
8.	(a)	Does the related person act as a qualified custodian for your clients in		•
	(b)	If you are registering or registered with the SEC and you have answe presumption that you are not operationally independent (pursuant to to obtain a surprise examination for your <i>clients'</i> funds or securities the	rule 206(4)-2(d)(5)) from the related person and thus are not required	0
	(c)	If you have answered "yes" to question 8.(a) above, provide the local	tion of the related person's office responsible for custody of your clients' assets	S:
		Number and Street 1:NumbCity:State:Count	er and Street 2: ry: ZIP+4/Postal Code:	

		if this address is a private residence, check this box.	Yes	Nic
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	0	
	(b)	If the answer is yes, under what exemption?		
10	(-)			
10.		Is the related person registered with a foreign financial regulatory authority? 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.	O 2d	•
	(6)	No Information Filed	Ju.	
11.	Do y	ou and the related person share any supervised persons?	•	C
12	Do v	ou and the <i>related person</i> share the same physical location?	_	_
12.	<i>D</i> 0 y	od dna the related person share the same physical location.	•	C
_				
1.	Lega	Il Name of <i>Related Person</i> :		
	BSRI	EP III AUSTRALIA GP PTY LTD		
2.	Prim	ary Business Name of <i>Related Person</i> :		
	BSRI	EP III AUSTRALIA GP PTY LTD		
3.	Rela	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	-			
	or Othe			
4.		CPD Number (if any):		
	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any): No Information Filed		
		No Information Filed		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l)	broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advlsor 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 trust 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	Yes	No
6.	Do y	ou control or are you controlled by the related person?	0	•
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	•	C
8.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
	(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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> and the second seco	asse	ts:
		Number and Street 1: Number and Street 2: City: State: 7IP + 4/Postal Code:		
		City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
			Yes	Nc
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	_

	(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.	∍d.	
11.	No Information Filed Do you and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
12.	Do you and the <i>related person</i> share the same physical location?	•	0
1.	Legal Name of <i>Related Person</i> : BROOKFIELD STRATEGIC REAL ESTATE PARTNERS III GP LLC		
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD STRATEGIC REAL ESTATE PARTNERS III 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		
		Yes O	
7.	Are you and the <i>related person</i> under common <i>control</i> ?	•	0
8.	 (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>? (c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> a Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: 	O O asse	c ets:
9.		0	
10.	(a) Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i>?(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		•
11.	Do you and the related person share any supervised persons?	•	0
12.	Do you and the <i>related person</i> share the same physical location?	•	0

1.	_	ame of <i>Related Person</i> : AP INVESTMENT ADVISORS PRIVATE LIMITED		
2.		Business Name of <i>Related Person</i> : AP INVESTMENT ADVISORS PRIVATE LIMITED		
3.	Related	Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Other			
4.		Person's PD Number (if any):		
	(b) C	K Number(s) (if any): No Information Filed		
5.	Related (a) [(b) [(c) [(d) [(e) [(f) [(g) [(h) [(i) [(k) [(m) [(n) [(o) [(p) [(p) [(d)	Person is: (check all that apply) broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor 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 trust 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	Nc
6.	Do you	control or are you controlled by the related person?	O	
7.	Are you	and the related person under common control?	•	0
8.	(a) D	nes the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
	pı	you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the esumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required obtain a surprise examination for your clients' funds or securities that are maintained at the related person?	0	0
	N C	you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> umber and Street 1: ty: State: Country: ZIP+4/Postal Code: this address is a private residence, check this box:	' asse	ts:
0			Yes	
9.	(b) If	the <i>related person</i> is an investment adviser, is it exempt from registration? the answer is yes, under what exemption? REIGN ADVISER TO NON-US FUNDS	0	0
10.	(b) If	the related person registered with a foreign financial regulatory authority? the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is register ame of Country/English Name of Foreign Financial Regulatory Authority adia - Securities and Exchange Board of India	⊙ red.	0
11		and the related person share any supervised persons?	•	0

1. Legal Name of Related Person: BROOKFIELD CANADA RENEWABLE MANAGER LP

2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD CANADA RENEWABLE MANAGER LP		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or		
	Other		
1.	Related Person's (a) CRD Number (if any): 325790		
	(b) CIK Number(s) (if any):		
	No Information Filed		
ō.	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 registered security-based swap dealer 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 pension consultant (n) 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	: N
ò.	Do you control or are you controlled by the related person?	O	
7.	Are you and the <i>related person</i> under common <i>control</i> ?	•	(
3.	(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	(
	(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 require to obtain a surprise examination for your clients' funds or securities that are maintained at the related person?	ed C	(
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>client</i> Number and Street 1: Number 2:	ıts' asse	ets
	City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:		
		Yes	N
9.	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?	•	(
	(b) If the answer is yes, under what exemption? PARTICIPATING AFFILIATE OF ADVISER RELYING ON BREG LLC		
10.	(a) Is the related person registered with a foreign financial regulatory authority?	0	(
	(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 regis No Information Filed	stered.	
11.	Do you and the related person share any supervised persons?	•	(
12.	Do you and the <i>related person</i> share the same physical location?	•	(
	Legal Name of <i>Related Person</i> : BOP MW RETAIL SUBHOLDINGS LLC Primary Business Name of <i>Related Person</i> : BOP MW RETAIL SUBHOLDINGS 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)		
	(c) \square 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) \square 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 you control or are you controlled by the related person?	0	•
7.	Are you and the related person under common control?	•	С
8.	(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	e
	(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	0	С
	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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients</i> Number and Street 1: Number and Street 2:	'asse	ets:
	City: State: Country: ZIP+4/Postal Code:		
	If this address is a private residence, check this box: \square	V	
9.	(a) If the related person is an investment adviser, is it exempt from registration?	Yes	
	(b) If the answer is yes, under what exemption?	~	
10			
10.	(a) Is the related person registered with a foreign financial regulatory authority?(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 registed		•
	No Information Filed	reu.	
11.	Do you and the related person share any supervised persons?	\odot	С
12	Do you and the <i>related person</i> share the same physical location?	_	_
12.	bo you and the related person share the same physical location:	•	С
			_
1.	Legal Name of <i>Related Person</i> : TRICAP INDIA CAPITAL PRIVATE LIMITED		
	TRICAF INDIA CAFITAL FRIVATE LIMITED		
2.	Primary Business Name of <i>Related Person</i> :		
	TRICAP INDIA CAPITAL PRIVATE LIMITED		
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		
		No initiation rilea		
5.	Rela	ted 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) (g)	commodity pool operator or commodity trading advisor (whether registered or exempt from registration) futures commission merchant		
	-	banking or thrift institution		
	(i)	□ trust company		
	(j)	accountant or accounting firm		
	(k)	☐ lawyer or law firm		
	(I)	insurance company or agency		
	(m)			
		real estate broker or dealer sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(o) (p)	sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
	(I-)		Yes	N
6.	Do y	ou control or are you controlled by the related person?	0	e
7.	Are	you and the <i>related person</i> under common <i>control</i> ?	\odot	(
3.	(a)	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> ?	_	
J.	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the	0	
	(6)	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	(
	(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'	ass€	ets
		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	N
9.	(a)	If the related person is an investment adviser, is it exempt from registration?	\odot	(
	(b)	If the answer is yes, under what exemption?		
		FOREIGN ADVISER TO NON-US FUNDS		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?		(
	(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 register		•
		Name of Country/English Name of Foreign Financial Regulatory Authority		
		India - Securities and Exchange Board of India		
11.	Do 7	ou and the related person share any supervised persons?	\odot	(
12	Do v	you and the <i>related person</i> share the same physical location?	_	
12.	D0 3	and the related person share the same physical location:	⊙	(
1.	Leas	al Name of <i>Related Person</i> :		
١.	_	OKFIELD INDIA INFRASTRUCTURE MANAGER PRIVATE LIMITED		
2.		ary Business Name of <i>Related Person</i> :		
	BKO	OKFIELD INDIA INFRASTRUCTURE MANAGER PRIVATE LIMITED		
3.	Rela	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	-			
	or Othe	er -		
4.		ted Person's		
	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
		No Information Filed		

5.	Relai	ted 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		
		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		
		trust company		
	•	accountant or accounting firm		
		lawyer or law firm		
	• •	insurance company or agency		
	(m)			
	` ,	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		
	(p)		Yes	Nic
6	Do v	you control or are you controlled by the related person?		
Ο.	БО у	you control of are you controlled by the related person:	0	•
7	Aro.,	view and the related person under common central?	_	_
1.	Are y	you and the <i>related person</i> under common <i>control</i> ?	⊙	0
_				
8.		Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	\circ	⊚
	(b)	If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the	\circ	0
		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 related person?		
		to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?		+0.
	(c)	If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i>	asse	:IS:
		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?	•	
	(b)	If the answer is yes, under what exemption?		
		FOREIGN ADVISOR		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	•
		If the answer is yes, list the name and country, in English of each foreign financial regulatory authority with which the related person is register	_	٠
	(6)	No Information Filed	Ju.	
11.	Do v	you and the related person share any supervised persons?		_
	20)		٠	0
12	Do v	you and the <i>related person</i> share the same physical location?	_	_
12.	БО у	you and the related person share the same physical location:	•	0
1.	Lega	al Name of <i>Related Person</i> :		
	_	OKFIELD DTLA GP LLC		
2.	Prim	nary Business Name of <i>Related Person</i> :		
	BRO	OKFIELD DTLA GP LLC		
3.	Relat	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	-			
	or			
	Othe	er e		
	D /			
4.		oted Person's		
	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
	(10)	No Information Filed		
5.	Rela	eted Person is: (check all that apply)		
		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 (l) ☐ 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	
	Do you control or are you controlled by the related person?	0	
1.	Are you and the related person under common contro?	⊙	0
8.	 (a) 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>? (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>? (c) 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>' Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: □ 	'ass∈	o ets:
9.	(a) If the related person is an investment adviser, is it exempt from registration?	Yes	
	(b) If the answer is yes, under what exemption?		
10.	(a) Is the related person registered with a foreign financial regulatory authority?(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 register.No Information Filed	C red.	•
11.	Do you and the related person share any supervised persons?	•	0
12.	Do you and the <i>related person</i> share the same physical location?	•	0
1.	Legal Name of <i>Related Person</i> : BROOKFIELD BHS ADVISORS (UK) LIMITED		
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD BHS ADVISORS (UK) LIMITED		
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)		

	(1.)	accountant or accounting firm		
	` '	☐ lawyer or law firm ☐ insurance company or agency		
	• • •	pension consultant		
	(n)	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	' 05	No
6.	Do y	you control or are you controlled by the related person?		•
	J			
7.	Are	you and the related person under common control?	•	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	⊙
	(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'	sse	ts:
		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?		No ⊙
	(b)	If the answer is yes, under what exemption?	~	
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	•	\circ
	(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 register Name of Country/English Name of <i>Foreign Financial Regulatory Authority</i>	d.	
		United Kingdom - Financial Conduct Authority		
11.	Do y	you and the <i>related person</i> share any <i>supervised persons</i> ?	0	•
12.	Do y	you and the <i>related person</i> share the same physical location?	0	•
1.	_	al Name of <i>Related Person</i> : OKFIELD SUPER-CORE INFRASTRUCTURE PARTNERS GP OF GP LLC		
2.		nary Business Name of <i>Related Person</i> : OKFIELD SUPER-CORE INFRASTRUCTURE PARTNERS GP OF GP LLC		
3.	Rela	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	- or			
	Othe	er er		
4	Dolo	ated Person's		
4.	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
	(~)	No Information Filed		
				ı
5.	Rela	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 municipal advisor registered security-based swap dealer		
	` ,	major security-based swap dealer 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) (j)	□ trust company□ accountant or accounting firm		
	(k)	□ lawyer or law firm		
	(I)	insurance company or agency		
	(m) (n)	pension consultant real estate broker or dealer		
	(11)	- rear estate profes 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 you control or are you controlled by the related person?	0	
7.	Are you and the related person under common control?	•	0
8.	 (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>? (c) 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>' Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: D 	C C asse	o ts:
9.	(a) If the related person is an investment adviser, is it exempt from registration?	0	
	(b) If the answer is yes, under what exemption?	~	~
10.	o. (a) Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i> ?	0	•
	(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 register No Information Filed	_	
11.	. Do you and the related person share any supervised persons?	⊙	0
12.	2. Do you and the <i>related person</i> share the same physical location?	•	0
3.	Primary Business Name of <i>Related Person</i> : BROOKFIELD GLOBAL TRANSITION FUND OFFICER GP LLC Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) or Other Related Person's (a) CRD Number (if any): No Information Filed		
5.	(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 (l) □ 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 you control or are you controlled by the related person?	O	
7.	Are you and the related person under common control?	0	0

3.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
		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 <i>related person's</i> office responsible for <i>custody</i> of your <i>clients'</i> Number and Street 1: City: State: Country: ZIP+4/Postal Code:	asse	ets:
		If this address is a private residence, check this box:	Yes	No
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	O	O
	(b)	If the answer is yes, under what exemption?		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?	0	•
	(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 register No Information Filed	ed.	
11.	Do y	you and the related person share any supervised persons?	•	0
12.	Do y	you and the <i>related person</i> share the same physical location?	•	0
1.	_	al Name of <i>Related Person</i> : OKFIELD CAPITAL PARTNERS (BERMUDA) LTD		
2.		ary Business Name of <i>Related Person</i> : OKFIELD CAPITAL PARTNERS (BERMUDA) LTD		
3.	Rela	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe			
4.		ted Person's CRD Number (if any):		
	(b)	CIK Number(s) (if any):		
		No Information Filed		
5.		ted Person is: (check all that apply) Display the properties of t		
	` ,	other investment adviser (including financial planners) registered municipal advisor		
	(d)	registered security-based swap dealer		
	` ,	major security-based swap participant commodity pool operator or commodity trading advisor (whether registered or exempt from registration)		
	10,	futures commission merchant		
	` ,	□ banking or thrift institution□ trust company		
		□ accountant or accounting firm □ lawyer or law 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		
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		_
5.	Do y	ou control or are you controlled by the related person?	Yes O	No ⊙
7.	Are y	you and the <i>related person</i> under common <i>control</i> ?	•	0
3.	(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	0	•
	(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'	ass∈	∍ts:

		Number and Street 1:	Number and Street 2:		
		City: State: If this address is a private residence, check this box: \Box	Country:	ZIP+4/Postal Code:	
					Yes No
	9. (a) (b)	If the <i>related person</i> is an investment adviser, is it exempt from the answer is yes, under what exemption?	om registration?		0 0
		in the driswer is yes, drider what exemption.			
	10. (a) (b)	Is the <i>related person</i> registered with a <i>foreign financial regula</i> If the answer is yes, list the name and country, in English of	3	atory authority with which the related person	C
	11 Do	you and the related person share any supervised persons?	No Information Filed		
	II. DO	you and the related person share any supervised persons?			⊙ ○
	12. Do y	you and the related person share the same physical location?			• o
		al Name of <i>Related Person</i> : OKFIELD EUROPEAN REAL ESTATE PARTNERSHIP GP S.A.R.L			
		nary Business Name of <i>Related Person</i> : OKFIELD EUROPEAN REAL ESTATE PARTNERSHIP GP S.A.R.L			
	3. Rela	ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802	2-)		
	- or				
	Oth	er			
	4. Rela	ited Person's			
	(a)	CRD Number (if any):			
	(b)	CIK Number(s) (if any):			
			No Information Filed		
	5. Relation (a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (n) (o) (p)	broker-dealer, municipal securities dealer, or government other investment adviser (including financial planners) registered municipal advisor registered security-based swap dealer major security-based swap participant commodity pool operator or commodity trading advisor futures commission merchant banking or thrift institution trust 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 equival sponsor, general partner, managing member (or equival	(whether registered or exe	mpt from registration)	Yes No
	6. Do y	you control or are you controlled by the related person?			0 0
	7. Are	you and the related person under common control?			⊙ ○
	8. (a) (b) (c)	Does the <i>related person</i> act as a qualified custodian for your If you are registering or registered with the SEC and you had presumption that you are not operationally independent (put to obtain a surprise examination for your <i>clients'</i> funds or set If you have answered "yes" to question 8.(a) above, provide Number and Street 1:	ave answered "yes," to que rsuant to rule 206(4)-2(d)(ecurities that are maintaine e the location of the <i>related</i> Number and Street 2:	estion 8.(a) above, have you overcome the (5)) from the <i>related person</i> and thus are no d at the <i>related person</i> ? If person's office responsible for <i>custody</i> of your content of the c	·
		City: State: If this address is a private residence, check this box: \square	Country:	ZIP+4/Postal Code:	
	0 ()				Yes No
	9. (a) (b)	If the <i>related person</i> is an investment adviser, is it exempt from the answer is yes, under what exemption?	om registration?		0 0
- 1	(D)	ii dio anovor io you, anaor what cachiblidit!			

10.	(a) Is the related person registered with a foreign financial regulatory authority?	0	•
	(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 regist No Information Filed	ered.	
11.	Do you and the related person share any supervised persons?	•	0
12.	Do you and the related person share the same physical location?	•	0
1.	Legal Name of <i>Related Person</i> : BRE COLOMBIA GP LIMITED		
2.	Primary Business Name of <i>Related Person</i> : BRE COLOMBIA GP LIMITED		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Other		
1.	Related Person's		
	(a) CRD Number (if any):		
	(b) CIK Number(s) (if any): No Information Filed		
5. 7.	Related Person is: (check all that apply) (a)		. Nc ⊚
•		•	
3.	 (a) 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>? (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>? (c) 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>. 	o	© O
	Number and Street 1: 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	No O
	(b) If the answer is yes, under what exemption?		0
10.	(a) Is the related person registered with a foreign financial regulatory authority?	0	•
	(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 regist No Information Filed	iered.	٠
11.	Do you and the related person share any supervised persons?	•	0

12.	Do you and the <i>related person</i> share the same physical location?	⊙ ○
1.	Legal Name of <i>Related Person</i> : BROOKFIELD MANAGEMENT EQUITY PLANS LIMITED	
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD MANAGEMENT EQUITY PLANS LIMITED	
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	
	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 (l) □ 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 you control or are you controlled by the related person?	0 0
7.	Are you and the related person under common control?	© 0
8.	 (a) 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>? (b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome t presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus are to obtain a surprise examination for your <i>clients</i>' funds or securities that are maintained at the <i>related person</i>? 	not required
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office responsible for <i>custody</i> of Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	of your <i>clients'</i> assets: Yes 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.		© O
	Name of Country/English Name of Foreign Financial Regulatory Authority	oon is registered.
11	Australia - Australian Securities and Investments Commission Do you and the <i>related person</i> share any <i>supervised persons</i> ?	
	Do you and the <i>related person</i> share the same physical location?	• •
12.	20 you and the related person share the sume physical location.	• o

1.	Legal Name of <i>Related Person</i> : BROOKFIELD ASSET MANAGEMENT KOREA LIMITED	
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD ASSET MANAGEMENT KOREA LIMITED	
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)	
0.		
	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) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (h) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (g) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (g) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (g) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (g) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (g) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (h) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (h) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (h) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (h) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (h) Commodity pool operator or commodity trading advisor (whether registered or exempt from registration) (h) Commodity pool operator or commodity pool operator o	
	 (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 	
	 (i) □ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles (p) □ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles 	
6.	Do you control or are you controlled by the related person?	Yes No
7.	Are you and the related person under common control?	⊙ ○
8.	(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you pr	rovide to <i>clients</i> ?
	(b) If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related per to obtain a surprise examination for your <i>clients</i> ' funds or securities that are maintained at the related person?	rson and thus are not required
	(c) If you have answered "yes" to question 8.(a) above, provide the location of the <i>related person's</i> office response Number and Street 1: City: State: Country: ZIP+4/Postal Code	-
	If this address is a private residence, check this box: \square	Yes 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?	⊙ ○
	(b) If the answer is yes, list the name and country, in English of each <i>foreign financial regulatory authority</i> with which Name of Country/English Name of Foreign Financial Regulatory Authority South Korea - Financial Supervisory Commission / Financial Supervisory Service	ch the <i>related person</i> is registered.
11.	Do you and the <i>related person</i> share any <i>supervised persons</i> ?	○ ⊙
12.	Do you and the <i>related person</i> share the same physical location?	0 0
1.	Legal Name of <i>Related Person</i> : BIF II GP HOLDINGS BERMUDA LIMITED	
2.	Primary Business Name of <i>Related Person</i> : BIF II GP HOLDINGS BERMUDA LIMITED	

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)		
	(c) registered municipal advisor		
	(d) registered security-based swap dealer(e) major security-based swap participant		
	(e) I 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 you control or are you controlled by the related person?	0	œ
7.	Are you and the <i>related person</i> under common <i>control</i> ?	•	_
		٠	
8.	(a) Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients?	\circ	
	(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	С
	(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'	'ass∈	ets:
	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:		
0	(a) If the <i>related person</i> is an investment adviser, is it exempt from registration?	Yes	
7.	(b) If the answer is yes, under what exemption?	0	С
	(e) It the answer is yes, and one inputer.		
10.	(a) Is the related person registered with a foreign financial regulatory authority?	\circ	•
	(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 register. No Information Filed	red.	
11.	Do you and the related person share any supervised persons?	•	С
12.	Do you and the <i>related person</i> share the same physical location?	•	_
			_
1.	Legal Name of <i>Related Person</i> : BROOKFIELD LISTED INFRASTRUCTURE GP LLC		
	BROOKITEED EIGTED IN WASTROOTORE OF EEG		
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD LISTED INFRASTRUCTURE GP LLC		
	DIGGINITED LIGITED HALMOTHOUTONE OF LEG		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Other		
	Other		

4.	Rela	ated Person's		
	(a)	CRD Number (if any):		
	(b)	CIK Number(s) (if any): No Information Filed		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (j) (k) (l) (m)			
	(p)	sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
	(1)		Yes	No
6.	Do y	you control or are you controlled by the related person?	0	•
7.	Are	you and the related person under common control?	•	0
8.	(a) (b) (c)	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> ' Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	0	
			Yes	No
9.	(a)	If the related person 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	0
	(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 register		~
11.	Doy	No Information Filed you and the <i>related person</i> share any <i>supervised persons</i> ?	•	0
12.	Doy	you and the <i>related person</i> share the same physical location?	•	0
1.	_	al Name of <i>Related Person</i> : OOKFIELD CAPITAL PARTNERS IV GP LTD		
2.		nary Business Name of <i>Related Person</i> : OOKFIELD CAPITAL PARTNERS IV GP LTD		
3.	Rela -	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Oth	er		
4.	Rela (a)	ated Person's CRD Number (if any):		
	(b)	CIK Number(s) (if any):		

5.	Rela	ated 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		
	(l)	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		
		Y	Yes	No
6.	Do y	you control or are you controlled by the related person?	0	•
7.	Are	you and the related person under common control?	•	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	~
		If you are registering or registered with the SEC and you have answered "yes," to question 8.(a) above, have you overcome the		
	(b)	presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the related person and thus are not required	\circ	О
		to obtain a surprise examination for your <i>clients'</i> funds or securities that are maintained at the <i>related person</i> ?		
	(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' a	3000	te.
	(0)	Number and Street 1: Number and Street 2:	1330	ι3.
		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	
		If the answer is yes, under what exemption?		
	(b)	PARTICIPATING AFFILIATE OF BROOKFIELD ASSET MANAGEMENT PIC ADVISER (PRIVATE EQUITY), L.P.		
		TAKTICITATING ALTIELATE OF BROOKFILLD ASSET WANAGEWENT TO ADVISER (FRIVATE EQUITY), E.T.		
10	(a)	Is the related person registered with a foreign financial regulatory authority?	_	_
10.			_	•
	(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	ea.	
	Б			
11.	Do 2	you and the <i>related person</i> share any <i>supervised persons</i> ?	⊙	0
12.	Do y	you and the <i>related person</i> share the same physical location?	⊙	0
1.	_	al Name of <i>Related Person</i> :		
	BRO	OKFIELD SPECIAL INVESTMENTS FUND GP LLC		
_				
2.		nary Business Name of <i>Related Person</i> :		
	BRO	OKFIELD SPECIAL INVESTMENTS FUND GP LLC		
2	D-1-	Atad Barrana (a CEC Ella Niverbar (if arr.)) (a. r. 2001 - 0. 2001 - 2002)		
3.	кеіа	ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	- or			
	Othe	er		
	Othic			
4.	Rela	ated Person's		
4.				
	(a)	CAD Number (if arry).		
	(b)	CIK Number(s) (if any):		
	(~)	No Information Filed		
5.	Rela	ated Person is: (check all that apply)		
	(b)	other investment adviser (including financial planners)		
	(c)	registered municipal advisor		

	 (d)		
	(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 		
	(b) Sponsor, general partner, managing member (or equivalent) or pooled investment venicles	Yes	No
6.	Do you control or are you controlled by the related person?	0	•
7.	Are you and the related person under common control?	•	0
8.	 (a) 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>? (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>? (c) 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>'. 	0	
	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	
7.	(a) If the related person is an investment adviser, is it exempt from registration?(b) If the answer is yes, under what exemption?	0	О
10			
10.	(a) Is the related person registered with a foreign financial regulatory authority?(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 registeNo Information Filed	_	•
11.	Do you and the related person share any supervised persons?	•	0
12.	Do you and the <i>related person</i> share the same physical location?	•	0
1.	Legal Name of <i>Related Person</i> : BROOKFIELD PROPERTIES BRASIL REALTY ADMINISTRAÇÕES DE IMÓVEIS LTDA.		
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD PROPERTIES BRASIL REALTY ADMINISTRAÇÕES DE IMÓVEIS LTDA.		
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)		

	(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) \square sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles		
	(p) \square sponsor, general partner, managing member (or equivalent) of pooled investment vehicles		
		Yes	No
6.	Do you control or are you controlled by the related person?	0	\odot
7.	Are you and the related person under common contro?	•	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	•
	(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	'ass	ets:
	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: \square	V	. N.a
9	(a) If the related person is an investment adviser, is it exempt from registration?		No.
,.		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	•
	(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 registe	red.	
	No Information Filed		
11.	Do you and the related person share any supervised persons?	\odot	\circ
10			
12.	Do you and the <i>related person</i> share the same physical location?	⊙	0
1.	Legal Name of <i>Related Person</i> : BROOKFIELD PROPERTY PREFERRED EQUITY INC.		
2.	Primary Business Name of <i>Related Person</i> : BROOKFIELD PROPERTY PREFERRED EQUITY INC.		
3.	Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or		
	Other State of the Control of the Co		
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)		
5.	(a) D 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) I lawyer or law firm		
	(I) insurance company or agency		
	(m) pension consultant		
	(n) \square 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		
6.	Do y	you control or are you controlled by the related person?	es O	
7.	Are y	you and the <i>related person</i> under common <i>control</i> ?	•	0
8.	(a) (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	0	⊙○
	(c)	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's</i> office responsible for <i>custody</i> of your <i>clients'</i> and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box:	sse	ts:
9.	(a)	If the <i>related person</i> is an investment adviser, is it exempt from registration?	′es ⊙	
		If the answer is yes, under what exemption? FOREIGN ADVISER OF NON-US FUNDS		
10.	(a)	Is the related person registered with a foreign financial regulatory authority?		•
	(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. No Information Filed	d.	
11.	Do y	you and the related person share any supervised persons?	•	0
12.	Do y	you and the <i>related person</i> share the same physical location?	•	0
2.	Prim BRO	OKFIELD ASSET MANAGEMENT PIC ADVISER (PRIVATE EQUITY), L.P. nary Business Name of <i>Related Person</i> : OKFIELD ASSET MANAGEMENT PIC ADVISER (PRIVATE EQUITY), L.P. ted Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-)		
	or Othe	- 79916 er		
4.	(a)	ted Person's CRD Number (if any): 171207 CIK Number(s) (if any):		
		CIK Number 1666925		
5.	(a) (b) (c) (d) (e) (f) (g) (h) (i) (k) (l) (m) (n)	ted Person is: (check all that apply) broker-dealer, municipal securities dealer, or government securities broker or dealer other investment adviser (including financial planners) registered municipal advisor 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 trust 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		
6.	Do y	you control or are you controlled by the related person?	es O	

Are	re you and the related person under common control?	•	0	
(a)	Does the related person act as a qualified custodian for your clients in connection with advisory services you provide to clients	s? o	•	
(b)		***	0	
(c)		y of your <i>clients'</i> asse	ets:	
	City: Country: ZIP+4/Postal Code:			
	If this address is a private residence, check this box.	Yes	s Nc	
(a)	a) If the related person is an investment adviser, is it exempt from registration?	0	•	
(b)	o) If the answer is yes, under what exemption?			
(a)	a) Is the related person registered with a foreign financial regulatory authority?	0	•	
(b)	o) 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</i> part No Information Filed	<i>person</i> is registered.		
Do y	o you and the related person share any supervised persons?	•	0	
Do y	o you and the related person share the same physical location?	•	0	
	(á (k (k (k	 (a) 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>. (b) If you are registering or registered with the SEC and you have answered "yes," to question 8. (a) above, have you overcome presumption that you are not operationally independent (pursuant to rule 206(4)-2(d)(5)) from the <i>related person</i> and thus a to obtain a surprise examination for your <i>clients</i>' funds or securities that are maintained at the <i>related person</i>? (c) 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> Number and Street 1: City: State: Country: ZIP+4/Postal Code: If this address is a private residence, check this box: □ (a) If the <i>related person</i> is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption? (a) Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i>? (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> and thus a contraction of the related person and thus a contraction of the rela	(a) 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> ? (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> ? (c) 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> ' asson 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 (a) If the <i>related person</i> is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption? (a) Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i> ? (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 Do you and the <i>related person</i> share any <i>supervised persons</i> ?	(a) 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> ? (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> ? (c) 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: Yes No (a) If the <i>related person</i> is an investment adviser, is it exempt from registration? (b) If the answer is yes, under what exemption? (a) Is the <i>related person</i> registered with a <i>foreign financial regulatory authority</i> ? (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 Do you and the <i>related person</i> share any <i>supervised persons</i> ?

Iten	n 7	Private Fund Reporting		
			Yes	No
В. А	Are	you an adviser to any private fund?	•	0
i i	sent epc 7.B. nste n el	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 tence 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 exemply private adviser, and another SEC-registered adviser or SEC exempt reporting adviser reports this information with respect to any such private fund in (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 ead, complete Section 7.B.(2) of Schedule D. Wither 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 alphabe, 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 continuation.	ppt n Section ou must betical	n
	desi	ignation in place of the fund's name.		
SEC	TIC	ON 7.B.(1) <i>Private Fund</i> Reporting		
A.	PR	IVATE FUND		
<u> Ir</u>	<u>ifor</u>	mation About the <i>Private Fund</i>		
1	•	(a) Name of the <i>private fund</i> : 1114 6TH AVENUE HOLDINGS LLC		
		(b) Private fund identification number:		
		(include the "805-" prefix also)		
		805-1574896927		
2	•	Under the laws of what state or country is the <i>private fund</i> organized:		
		State: Country: Delaware United States		
		Belaware Crimed States		
3		(a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):		
		No Information Filed		
		(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
		Filing Adviser/Relying Adviser Name		
		BROOKFIELD ASSET MANAGEMENT PIC US, LLC		
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 <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.		
		No Information Filed		
			Yes N	0
6		(a) Is this a "master fund" in a master-feeder arrangement?	0 0	9
		(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		
		No Illiormation Filed		
			Yes N	0
		(c) Is this a "feeder fund" in a master-feeder arrangement?	. C3 N	3
		(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 6	9
		Name of <i>private fund</i> :		
		Private fund identification number:		
		(include the "805-" prefix also)		
111				

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 the feeder funds answer the following questions:	r eac	h of
	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 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 multiple classes (or series) of shares or interests, 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"?	_	⊙
	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.	L	
	(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 <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 <i>private fund</i> ?		
	C hedge fund C liquidity fund C private equity fund real estate fund C securitized asset fund C venture capital fund C Other private	te fur	าd:
	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> : \$ 1,337,122,835		
<u>Ow</u>	vnership		
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 documents of the fund).	<u> </u>	
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> : 84%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 16%		
	(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 C
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		
_		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 question 17.(a) is "no," leave this question blank.	to	
	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	⊙

		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	•
	NO7	TE: For purposes of this question, do not consider feeder funds of the private fund.		
	App 0%	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
<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 ⊙
22.	If ye	es, provide the <i>private fund's</i> Form D file number (if any):		
		No Information Filed		
3. SE	ERVI	CE PROVIDERS		
Aud	itors	<u>S</u>	۷e،	s No
23.	(a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	·	0
		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	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 audition you must complete questions (b) through (f) separately for each auditing firm.	ng firm	١,
		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 audifirm, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm:	gnitik	
		DELOITTE & TOUCHE LLP		
		(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:		
		NEW YORK New York United States	Voo	Na
		(d) Is the auditing firm an independent public accountant?	Yes I	O
			•	
		(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
		If yes, Public Company Accounting Oversight Board-Assigned Number: 34		
		(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?	•	0
			Ve	s No
		Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	•	0
	(h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified of	pinion	s?
		• 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	s availa	able.
Prin	ne B	<u>Broker</u>		
0.				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 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
Custo	dia	
25. (a		Yes No 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 are supported by the private fund uses are supported by the private fund uses.
		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 <i>private fund</i> uses. If the <i>private fund</i> uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.
		(b) Legal name of custodian: JPMORGAN CHASE
		(c) Primary business name of custodian: JPMORGAN CHASE
		(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: State: Country: NEW YORK New York United States
		Yes No
		(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):
		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)
Admir	nist	<u>trator</u> Yes No
26. (a	a)	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 questions (b) through (f) separately for each administrator.
		No Information Filed
	l	
	our	ng 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 related person?
re	elev	ude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any vant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including rations) was the valuation determined by such <i>person</i> .
Marke	ete	
28. (a	a)	Yes No Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?
(0	,	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 you must complete questions (b) through (g) separately for each marketer.

No Information Filed

А. Р	PRIVATE FUND	
Info	ormation About the <i>Private Fund</i>	
1.	 (a) Name of the private fund: ALEXANDRITE LAKE HOLDINGS L.P. (b) Private fund identification number: (include the "805-" prefix also) 805-3042717106 	
2.	Under the laws of what state or country is the <i>private fund</i> organized: State: Country: United Kingdom	
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity): No Information Filed	
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.	
	Filing Adviser/Relying Adviser Name BROOKFIELD REAL ESTATE CANADIAN ADVISER L.P.	
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	
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 No
	 (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) 	Yes No
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.	7.B.(1)
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 the feeder funds answer the following questions:	or each of
	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 al 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 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"?	Yes 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

	(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	•
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	ate fun	nd:
	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> : \$ 485,344,349		
Owi	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 documents of the fund).	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> : 0%		
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 O	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 100%		
You	ur Advisory Services		
17.	(a) Are you a subadviser to this <i>private fund</i> ?	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 question 17.(a) is "no," leave this 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 <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	C e answ	⊙ ′er
	to question 18.(a) is "no," leave this question blank. No Information Filed		
	No miormation riled	Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	• •
	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 <i>private fund</i> 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 *private fund's* Form D file number (if any):

No Information Filed

B. SERVICE PROVIDERS

B. SERVI	ICE PROVIDERS		
Auditor	<u>'S</u>		
22 (a)	(1) Are the private fund's financial statements subject to an annual audit?		es No
23. (a)	(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 <i>private fund</i> uses more than one auditing	na fir	_
	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 audifirm, you must complete questions (b) through (f) separately for each auditing firm.	iting	
	(b) Name of the auditing firm: DELOITTE LLP		
	(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:		
	LONDON United Kingdom	Yes	No
	(d) Is the auditing firm an independent public accountant?	⊙	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 1147		
	(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?	•	0
		V	es No
(g)	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?		0 (
(h)	Do all of the reports prepared by the auditing firm for the <i>private fund</i> since your last <i>annual updating amendment</i> contain unqualified o	pinio	ns?
	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	s ava	ilable
Prime E	Broker		
		Υє	es No
24. (a)	Does the <i>private fund</i> use one or more prime brokers?	C	•
	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 fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	ne <i>pri</i>	vate
	No Information Filed		
Custodi	i <mark>an</mark>	Υ¢	es No
25. (a)	Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?		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 puses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	orivat	e fun
	No Information Filed		

			'es No
26.	(a)	Does the private fund use an administrator other than your firm?	0
		If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one administrate	, you
		must complete questions (b) through (f) separately for each administrator.	
		No Information Filed	
		No Information Filed	
27.	you	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 ur <i>related person</i> ? 0%	not
	Inc	clude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any evant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including ocations) was the valuation determined by such <i>person</i> .	g
Maı	<u>rket</u>		voc No
28	(a)	Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	es No
20.	(a)	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor,	O O
		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 fuses</i> . 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	
4 DI		ATE FUND	
A. Pi	≺I <i>VP</i>	ATE FUND	
Info	rma	ation About the Private Fund	
1.	(a)	Name of the private fund:	
		BEREP 30 FENCHURCH CO-INVEST SCSP	
	(b)		
		(include the "805-" prefix also)	
		805-9608305860	
2.	Un	der the laws of what state or country is the <i>private fund</i> organized:	
		State: Country:	
		Luxembourg	
2	(-)	Name (a) of Consul Borton Manager Trustee on Birector (an appropriate in a significant propriate)	
3.	(a)	Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):	
		No Information Filed	
	(h)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.	
		ling Adviser/Relying Adviser Name	
		ROOKFIELD GLOBAL PROPERTY ADVISOR LIMITED	
4.	The	e 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	
	V	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940	
5.	Lis	t the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.	
		ame of Country/English Name of Foreign Financial Regulatory Authority	
	Lu	exembourg, Grand Duchy of - Commission to Surveillance of the Finance Sector	
,	, .		es No
6.		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?	

No Information Filed

<u>Administrator</u>

	(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? 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 for the master-feeder arrangement or reporting on the funds separately.	7.B.(1)
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), fo the feeder funds answer the following questions:	r each	of
	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 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 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"?	Yes	
Ο.	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?	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	•
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>priva</i>	te funa	:
	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> : \$ 86,936,421		
Ow	vnershi <u>p</u>		
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 documents of the fund).	€	
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> : 10%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%	Vaa	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> ?	Yes	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		

10%

Yes No

Test Advisory Services 7. (a) Are you a subadvisor to this <i>private fund</i> ? 7. (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." leave this question blank. 8. (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> ? 8. (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> ? 8. (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> ? 9. (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. 8. (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> ? 9. Are your <i>clients</i> solicited to invest in the <i>private fund</i> ? 9. Are your <i>clients</i> solicited to invest in the <i>private fund</i> ? 9. Are your <i>clients</i> solicited to invest in the <i>private fund</i> ? 9. Are your <i>clients</i> solicited to invest in the <i>private fund</i> ? 10% 10% 10% 11. Has the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1923? 11. Has the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1923? 12. If yes, provide the <i>private fund</i> 's Form D file number (if any): 13. (a) (1) Are the <i>private fund</i> 's financial statements subject to an annual audit? 14. (c) If the answer to question 23. (a) (1) is "yes," are the financial statements prepared in accordance with U.S. CAAP? 15. (c) If the answer to question 23. (a) (1) is "yes," are the financial statements prepared in accordance with U.S. CAAP?			
			6
(b)		wer to	
	No Information Filed		
		Ye	s N
		~	_
(b)		he ans	wer
	No Information Filed		
). Ar	e your <i>clients</i> solicited to invest in the <i>private fund</i> ?		
NO	OTE: For purposes of this question, do not consider feeder funds of the private fund.		
ivat	e Offerina		
	 	Ye	s N
I. Ha	as the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	С	6
) If	yes, provide the <i>private fund's</i> Form D file number (if any):		
2. 11	No Information Filed		
SERV udito	o <u>rs</u>		
SERV udito	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	6	
SERV udito	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	6	
SERV udito	(1) Are the <i>private fund's</i> 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 <i>private fund</i> uses more than one audity.	6	
SERV udito	(1) Are the <i>private fund's</i> 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 <i>private fund</i> uses more than one audit you must complete questions (b) through (f) separately for each auditing firm.	ting fir) (
SERV udito	(1) Are the <i>private fund's</i> 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 <i>private fund</i> uses more than one audity our 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.	ting fir	
SERV udito	(1) Are the <i>private fund</i> '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 <i>private fund</i> uses more than one audityou 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 are firm, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm: ERNST YOUNG SA (c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):	ting fir	
SERV udito	(1) Are the <i>private fund</i> '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 <i>private fund</i> uses more than one audityou 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 are firm, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm: ERNST YOUNG SA	ting fir	
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SERV udito	(2) 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 audityou must complete questions: 1 Record(s) Filed. 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 audityou must complete questions: 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 are firm, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm: ERNST YOUNG SA (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country): City: State: Country:	ting fir) () (m,
SERV udito	(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 audity our 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 private fund uses more than one are firm, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm: ERNST YOUNG SA (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country): City: City: State: Country: LUXENBOURG	ting fir uditing	No (
SERV udito	(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 audi 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 private fund uses more than one as firm, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm: ERNST YOUNG SA (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country): City: City: State: Country: Luxembourg (d) Is the auditing firm an independent public accountant?	ting fir uditing 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?

⊙ ○

you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the rep	ui i is avallable.
<u>ker</u>	
pes the <i>private fund</i> use one or more prime brokers?	Yes No
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.	~ ~
and uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	
No Information Filed	
	V N-
pes the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?	Yes No
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 ses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	
No Information Filed	
<u>ator</u>	
oes the <i>private fund</i> use an administrator other than your firm?	Yes No
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 admin	⊙ ○ nistrator, you
ust complete questions (b) through (f) separately for each administrator.	<u> </u>
dditional Administrator Information - 4 December 7 Filed	
dditional Administrator Information : 1 Record(s) Filed.	
additional Administrator Information: T 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.	
If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one	
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.	
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:	
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: ALTER DOMUS (c) Location of administrator (city, state and country): City: State: Country:	
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: ALTER DOMUS (c) Location of administrator (city, state and country):	Vas No
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: ALTER DOMUS (c) Location of administrator (city, state and country): City: State: Country:	Yes No ○ •
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: ALTER DOMUS (c) Location of administrator (city, state and country): City: State: Country: LUXEMBOURG Luxembourg (d) Is the administrator a <i>related person</i> of 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 questions (b) through (f) separately for each administrator. (b) Name of administrator: ALTER DOMUS (c) Location of administrator (city, state and country): City: LUXEMBOURG State: Country: Luxembourg	
	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. No Information Filed The answer to question 24.(a) is "yes," respond to questions (b) through (e) separately for each prime broker. No Information Filed 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 answer to question 25.(a) is "yes," respond to questions (b) through (g) separately for each custodian. No Information Filed The answer to question 25.(a) is "yes," respond to questions (b) through (g) separately for each custodian. No Information Filed 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 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 other than your firm?

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

allocations) was the valuation determined by such person.

Marketers

Yes No

	No Information Filed	
λ. P	PRIVATE FUND	
nfc	ormation About the <i>Private Fund</i>	
1.	(a) Name of the private fund:	
	BPREP CROWN CO-INVEST L.P. (b) Private fund identification number:	
	(include the "805-" prefix also) 805-2374551310	
2.	Under the laws of what state or country is the <i>private fund</i> organized:	
۷.	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):	
	No Information Filed	
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.	
	Fillian Advison/Dalving AdvisonNone	
	Filing Adviser/Relying Adviser Name	
	BROOKFIELD ASSET MANAGEMENT PIC US, LLC	
4.	BROOKFIELD ASSET MANAGEMENT PIC US, LLC 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	
	BROOKFIELD ASSET MANAGEMENT PIC US, LLC 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	
	BROOKFIELD ASSET MANAGEMENT PIC US, LLC 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	
4 .	BROOKFIELD ASSET MANAGEMENT PIC US, LLC 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 List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.	Yes No
	BROOKFIELD ASSET MANAGEMENT PIC US, LLC 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 List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.	Yes No
5.	BROOKFIELD ASSET MANAGEMENT PIC US, LLC 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 List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. No Information Filed (a) Is this a "master fund" in a master-feeder arrangement? (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?	
5.	BROOKFIELD ASSET MANAGEMENT PIC US, LLC 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 List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. No Information Filed	
5.	BROOKFIELD ASSET MANAGEMENT PIC US, LLC 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 List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. No Information Filed (a) Is this a "master fund" in a master-feeder arrangement? (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?	
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5.	BROOKFIELD ASSET MANAGEMENT PIC US, LLC 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 List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. No Information Filed (a) Is this a "master fund" in a master-feeder arrangement? (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	O 6
5.	BROOKFIELD ASSET MANAGEMENT PIC US, LLC 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 List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. No Information Filed (a) Is this a "master fund" in a master-feeder arrangement? (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 (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?	O 6
5.	BROOKFIELD ASSET MANAGEMENT PIC US, LLC 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 List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. No Information Filed (a) Is this a "master fund" in a master-feeder arrangement? (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 (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:	Yes No
5.	BROOKFIELD ASSET MANAGEMENT PIC US, LLC 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 List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. No Information Filed (a) Is this a "master fund" in a master-feeder arrangement? (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 (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)	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

	multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
		Yes	No
8.	(a) Is this private fund 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 whether they are also <i>private funds</i> or registered investment companies.	į.	
	(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> ?		
	C hedge fund C liquidity fund C private equity fund C real estate fund C securitized asset fund C venture capital fund C Other priva	te fun	ıd:
	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> : \$ 136,983,264		
<u>Ow</u>	<u>vnership</u>		
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 related persons (even if different from the amount set forth in the organizational documents of the fund).	<u>;</u>	
13.	Approximate number of the <i>private fund's</i> beneficial owners:		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%		
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> : 50%		
Υοι	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 question 17.(a) is "no," leave this question blank.	to	
	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 to question 18.(a) is "no," leave this question blank.	answ	er
	No Information Filed		
4.0		Yes	
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	•
	NOTE. FOI PUI POSES OF UITS QUESTION, AO NOT CONSIDER RECUEI TUNOS OF UITE PHVALE TUNO.		
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0%		

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

the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? s, provide the <i>private fund</i> 's Form D file number (if any): n D file number 312467 E PROVIDERS		es No
n D file number 312467		
312467		
		$\overline{}$
E PROVIDERS		
	v	/ NI
1) Are the <i>private fund's</i> financial statements subject to an annual audit?		es No o o
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
	ting fi	rm,
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 at firm, you must complete questions (b) through (f) separately for each auditing firm.	uditing	j
(b) Name of the auditing firm: ERNST & YOUNG LLP		
(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:		
NEW YORK New York United States	Voc	s Na
(d) Is the auditing firm an independent public accountant?	©	0
(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
If yes, Public Company Accounting Oversight Board-Assigned Number: 42		
(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?	•	0
		es No
	(⊙ c
Oo all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	opinio	ons?
⊙ Yes C No C 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	t is ava	ailable.
<u>oker</u>	Y	es No
Does the <i>private fund</i> use one or more prime brokers?		0 0
	the <i>pr</i>	ivate
No Information Filed		
	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 at firm, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm: ERNST & YOUNG LLP (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country): City: State: Country: NEW YORK New York United States (d) Is the auditing firm registered with the Public Company Accounting Oversight Board? If yes, Public Company Accounting Oversight Board-Assigned Number: 42 (d) 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? Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's necessors? 20 all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified of yes O No O Report Not Yet Received." you must promptly file an amendment to your Form ADV to update your response when the report open in the private fund use one or more prime broker? It has answer to question 24. (a) is "yes," respond to questions (b) through (e) separately for each prime broker.	(c) If the answer to question 23. (a) (1) is "yes." are the financial statements prepared in accordance with U.S. GAR? 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 to answer to 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, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm: ERNST & YOUNG LIP (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country): City: State: Country: New York United States Yes (d) Is the auditing firm an independent public accountant? (e) Is the auditing firm an independent public accountant? (f) If "yes, Public Company Accounting Oversight Board Assigned Number: 42 (f) If "yes, Public Company Accounting Oversight Board Assigned Number: 42 (g) 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? Yes the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's revestors? Or If "yes" to (e) above, is the auditing firm for the private fund since your last annual updating amendment contain unqualified opinic (e) Yes O No O Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is and other private fund use one or more prime brokers? Y 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 some or than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

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

Addi		nformation : 1 Record(s) Filed.		
	·		estions (b) through g) below for each custodian the <i>private fund</i> us questions (b) through (g) separately for each custodian.	ses. If the <i>pi</i>
(b)	Legal name of cus JPMORGAN CHASE			
(c)	Primary business r JPMORGAN CHASE			
(d)	The location of the	e custodian's office responsible for a	custody of the private fund's assets (city, state and country):	
	City: NEW YORK	State: New York	Country: United States	
	NEW TORK	NOW TOTAL	office States	Υ
(e)	Is the custodian a	related person of your firm?		C
(f)	If the custodian is	a broker-dealer, provide its SEC req	egistration number (if any):	
	- CRD Number (if an	y):		
				s legal entity
(g)	identifier (if any)	not a broker-dealer, or is a broker-	-dealer but does not have an SEC registration number, provide it	
	identifier (if any)	not a broker-dealer, or is a broker-	-dealer but does not have an SEC registration number, provide it	
rato	identifier (if any)	e an administrator other than your t		
rator Does	identifier (if any) r the private fund use answer to question	e an administrator other than your t	firm? ions (b) through (f) below. If the <i>private fund</i> uses more than one	
Does If the	identifier (if any) The the private fund use answer to question complete questions	e an administrator other than your t n 26.(a) is "yes," respond to questio	firm? ions (b) through (f) below. If the <i>private fund</i> uses more than one h administrator.	
Does If the must	identifier (if any) T the private fund use answer to question complete questions itional Administrate the answer to quest	e an administrator other than your for 26.(a) is "yes," respond to questices (b) through (f) separately for each or Information: 1 Record(s) Filed ion 26.(a) is "yes," respond to question 26.(a) is "yes," respond to ques	firm? ions (b) through (f) below. If the <i>private fund</i> uses more than one h administrator.	administrat
Does If the must Addi If t adr	identifier (if any) T the private fund use answer to question complete questions itional Administrate the answer to quest	e an administrator other than your for 26.(a) is "yes," respond to questic (b) through (f) separately for each for Information: 1 Record(s) Filed from 26.(a) is "yes," respond to quest to complete questions (b) through (frator:	firm? ions (b) through (f) below. If the <i>private fund</i> uses more than one h administrator. i. stions (b) through (f) below. If the <i>private fund</i> uses more than o	administrat
Does If the must Addi If t adr (b)	identifier (if any) T the private fund use answer to question complete questions itional Administrate the answer to quest ministrator, you mu Name of administr	e an administrator other than your for 26.(a) is "yes," respond to questic (b) through (f) separately for each for Information: 1 Record(s) Filed from 26.(a) is "yes," respond to quest to complete questions (b) through (frator:	firm? ions (b) through (f) below. If the <i>private fund</i> uses more than one h administrator. i. stions (b) through (f) below. If the <i>private fund</i> uses more than o	administrat
Does If the must Addi If t adr (b)	identifier (if any) T the private fund use answer to question complete questions itional Administrate the answer to quest ministrator, you mu Name of administr	e an administrator other than your for 26.(a) is "yes," respond to questics (b) through (f) separately for each or Information: 1 Record(s) Filed ion 26.(a) is "yes," respond to quests to complete questions (b) through (crator:	firm? ions (b) through (f) below. If the <i>private fund</i> uses more than one h administrator. i. stions (b) through (f) below. If the <i>private fund</i> uses more than o	administrat
Does If the must Addi If t adr (b)	the private fund used answer to question complete questions itional Administrate the answer to question in the answer to q	e an administrator other than your to perform 26. (a) is "yes," respond to question (b) through (f) separately for each cor Information: 1 Record(s) Filed ion 26. (a) is "yes," respond to quest to complete questions (b) through (cator: RPORATION	firm? Jons (b) through (f) below. If the <i>private fund</i> uses more than one h administrator. J. Stions (b) through (f) below. If the <i>private fund</i> uses more than one h administrator.	ne
Does of the must had address (b)	identifier (if any) T the private fund use answer to question complete questions itional Administrate the answer to quest ministrator, you mu Name of administr STATE STREET COIL Location of admini City: BOSTON	e an administrator other than your for 26.(a) is "yes," respond to questic (b) through (f) separately for each cor Information: 1 Record(s) Filed ion 26.(a) is "yes," respond to quest to complete questions (b) through (contraction) are the complete for the complete questions (b) through (contraction) are the contraction. State:	firm? Ions (b) through (f) below. If the <i>private fund</i> uses more than one h administrator. I. Stions (b) through (f) below. If the <i>private fund</i> uses more than one (f) separately for each administrator. Country:	ne
Does If the must Addi If t adr (b) (c)	the private fund used answer to question complete questions itional Administrate the answer to question in the administrator, you muture. Name of administrator in the street color of administrator in the administrator in the street color in the street col	e an administrator other than your to n 26. (a) is "yes," respond to questics (b) through (f) separately for each or Information: 1 Record(s) Filed ion 26. (a) is "yes," respond to quests complete questions (b) through (rator: RPORATION Istrator (city, state and country): State: Massachusetts or a related person of your firm?	firm? Ions (b) through (f) below. If the <i>private fund</i> uses more than one h administrator. 1. Stions (b) through (f) below. If the <i>private fund</i> uses more than or (f) separately for each administrator. Country: United States	e administrat ne Yes
Does If the must Addi If t adr (b) (c)	the private fund used answer to question complete questions itional Administrate the answer to quest ministrator, you muture. Name of administrator STATE STREET COIL Location of adminicity: BOSTON Is the administrate Does the administrator.	e an administrator other than your for 26.(a) is "yes," respond to questic (b) through (f) separately for each cor Information: 1 Record(s) Filed (ion 26.(a) is "yes," respond to quests to complete questions (b) through (for each complete questions (b) through (for each country): Stator: RPORATION State: Massachusetts or a related person of your firm?	firm? Ions (b) through (f) below. If the <i>private fund</i> uses more than one h administrator. I. Stions (b) through (f) below. If the <i>private fund</i> uses more than of (f) separately for each administrator. Country: United States	e administrat ne Ye:
Does If the must Addi If t adr (b) (c)	the private fund used answer to question complete questions itional Administrate the answer to quest ministrator, you muture. Name of administrator STATE STREET COIL Location of adminicity: BOSTON Is the administrate Does the administrator.	e an administrator other than your for 26.(a) is "yes," respond to questic (b) through (f) separately for each cor Information: 1 Record(s) Filed (ion 26.(a) is "yes," respond to quests to complete questions (b) through (for each complete questions (b) through (for each country): Stator: RPORATION State: Massachusetts or a related person of your firm?	firm? Ions (b) through (f) below. If the <i>private fund</i> uses more than one h administrator. 1. Stions (b) through (f) below. If the <i>private fund</i> uses more than or (f) separately for each administrator. Country: United States	e administrat ne Yes

27. Dui your related person?

100%

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.

ivia	rkete		es	Nο
28.	(a)	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, 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 you must complete questions (b) through (g) separately for each marketer.	or	
		No Information Filed		
А. Р	RIVA	TE FUND		
Info	rmat	tion About the <i>Private Fund</i>		
1.		Name of the <i>private fund</i> : BPREP MENLO CO-INVEST L.P. Private fund identification number: (include the "805-" prefix also) 805-9593085482		
2.	Unc	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 <i>persons</i> serving in a similar capacity):		
		No Information Filed		
	(b)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	Fili	ing Adviser/Relying Adviser Name		
	BR	OOKFIELD ASSET MANAGEMENT PIC US, LLC		
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		
			es I	No
6.			0	⊙
	(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> ? No Information Filed		
		Y	es I	No
			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? Name of <i>private fund</i> :		
		Private fund identification number: (include the "805-" prefix also)		
		FE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7. the master-feeder arrangement or reporting on the funds separately.	3. (1))

No Information Filed

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:

	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 multiple classes (or series) of shares or interests, 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"? NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investmen 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> ?		
	O hedge fund O liquidity fund O private equity fund or real estate fund O securitized asset fund O venture capital fund O Other private	ate fur	nd:
	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> : \$ 37,365,558		
<u>Ow</u>	vnership		
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 documents of the fund).	Э	
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> :		
15.	. (a) What is the approximate percentage of the <i>private fund</i> 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	No O
	Company Act of 1940, are sales of the fund limited to qualified clients?		
16.	. What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%		
<u>You</u>	ur Advisory Services		
17.	. (a) Are you a subadviser to this <i>private fund</i> ?	Yes	ino ⊙
	(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 question 17.(a) is "no," leave this question blank.	· to	
	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	•
	(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 to question 18.(a) is "no," leave this question blank.	answ	er
	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.

		ly what percentage or you	T cheris has invested in the private h	unu:		
Private Offering 21. Has the private And ever relied on an exemption from registration of its securities under Regulation D of the Securities act of 1933? © C 22. If yes, provide the private fund vibrary form D file number (if any): Form D file number						
21. F	las the <i>priva</i>	ate fund ever relied on an e	exemption from registration of its sec	curities under Regulation D of the Securities Act of 1933?		_
22. I	f yes, provid	de the <i>private fund's</i> Form	D file number (if any):			
_		·	, <i>3,</i>			
	021-452965					
B. SEF	VICE PROVI	DERS				
<u>Audit</u>	<u>ors</u>					
23 <i>(</i>	a) (1) Aro t	ha <i>nrivata fund's</i> financial	statements subject to an annual and	it?	_	
25. (·	•		_	_
		·	, , ,			
				•	ting fir	m,
	Addition	nal Auditor Information :	1 Record(s) Filed.			
		•	•		uditing	
	(b) Na	ame of the auditing firm:				
	ER	RNST & YOUNG LLP				
	(c) Th	ne location of the auditing	firm's office responsible for the <i>privat</i>	re fund's audit (city, state and country):		
		-				
	NE	EW YORK	New York	United States		
						No
	(a) 15	the auditing firm an indep	endent public accountant?		•	
	(e) Is	the auditing firm registere	ed with the Public Company Accounting	ng Oversight Board?	•	0
			unting Oversight Board-Assigned Nun	nber:		
		•	auditing firm subject to regular inspe	ction by the Public Company Accounting Oversight Board in	•	0
					Υє	es No
(•		cial statements for the most recently	completed fiscal year distributed to the private fund's	•	
(h) Do all of	the reports prepared by t	ne auditing firm for the <i>private fund</i> s	ince your last annual updating amendment contain unqualified	opinio	ns?
	• Yes	O No O Report Not Yet R	eceived			
	If you ch	eck "Report Not Yet Receive	ed," you must promptly file an amendr	ment to your Form ADV to update your response when the report	t is avai	ilable.
Prim	e Broker					
24 (a) Does the	e <i>private fund</i> use one or m	nore prime brokers?		_	es No
Z4. (If the an	swer to question 24.(a) is	"yes," respond to questions (b) thro	ough (e) below for each prime broker the <i>private fund</i> uses. If by through (e) separately for each prime broker.	the pri	_
			No Inforr	mation Filed		

	formation : 1 Record(s) Filed.		
· ·		through g) below for each custodian the <i>private</i> (b) through (g) separately for each custodian.	<i>fund</i> uses. If the
(b) Legal name of cust JPMORGAN CHASE			
(c) Primary business n JPMORGAN CHASE			
(d) The location of the	custodian's office responsible for <i>custody</i> o	f the <i>private fund's</i> assets (city, state and country)):
City:	State:	Country:	
NEW YORK	New York	United States	
(e) Is the custodian a	related person of your firm?		
(f) If the custodian is a	a broker-dealer, provide its SEC registration	number (if any):	
- CRD Number (if any):		
(g) If the custodian is identifier (if any)	not a broker-dealer, or is a broker-dealer b	ut does not have an SEC registration number, pro	vide its <i>legal enti</i>
trato <u>r</u>			
Does the <i>private fund</i> use If the answer to question		nrough (f) below. If the <i>private fund</i> uses more tha	an one administra
Does the <i>private fund</i> use If the answer to question must complete questions	·	-	an one administra
Does the <i>private fund</i> use If the answer to question must complete questions	26.(a) is "yes," respond to questions (b) through (f) separately for each adminis	-	an one administra
Does the <i>private fund</i> use If the answer to question must complete questions Additional Administrate If the answer to question	26.(a) is "yes," respond to questions (b) through (f) separately for each administration : 1 Record(s) Filed.	trator. through (f) below. If the <i>private fund</i> uses more to	
Does the <i>private fund</i> use If the answer to question must complete questions Additional Administrate If the answer to question	26.(a) is "yes," respond to questions (b) the control of the contr	trator. through (f) below. If the <i>private fund</i> uses more to	
Does the <i>private fund</i> use If the answer to questions Madditional Administrate If the answer to questions administrator, you musting	26.(a) is "yes," respond to questions (b) the control of the contr	trator. through (f) below. If the <i>private fund</i> uses more to	
Does the <i>private fund</i> use If the answer to questions Additional Administrate If the answer to questions (b) Name of administrate STATE STREET COR	26.(a) is "yes," respond to questions (b) the control of the contr	trator. through (f) below. If the <i>private fund</i> uses more to	
Does the <i>private fund</i> use If the answer to questions Additional Administrate If the answer to questions (b) Name of administrate STATE STREET COR	26.(a) is "yes," respond to questions (b) the control of the contr	through (f) below. If the <i>private fund</i> uses more to the stelly for each administrator.	
Does the <i>private fund</i> use If the answer to questions Additional Administrate If the answer to questions (b) Name of administrate STATE STREET COR	26.(a) is "yes," respond to questions (b) the control of the contr	trator. through (f) below. If the <i>private fund</i> uses more to	
Does the <i>private fund</i> use If the answer to questions Additional Administrato If the answer to questions (b) Name of administrators STATE STREET COR (c) Location of administrators City: BOSTON	26.(a) is "yes," respond to questions (b) the control of the contr	through (f) below. If the <i>private fund</i> uses more that the state of t	than one
Does the <i>private fund</i> use If the answer to questions Additional Administrato If the answer to questions (b) Name of administrators STATE STREET COR (c) Location of administrators City: BOSTON	26.(a) is "yes," respond to questions (b) the control of the contr	through (f) below. If the <i>private fund</i> uses more that the state of t	than one
Does the <i>private fund</i> use If the answer to questions Additional Administrate If the answer to questions If the answer to question administrator, you must administrator, you must start a STATE STREET COR (c) Location of administration administrator (city: BOSTON (d) Is the administrator	26.(a) is "yes," respond to questions (b) the control of the contr	through (f) below. If the <i>private fund</i> uses more to stelly for each administrator. Country: United States	than one
Does the private fund use If the answer to questions Additional Administrato If the answer to questions Additional Administrato If the answer to question administrator, you muse (b) Name of administrator STATE STREET COR (c) Location of administrator City: BOSTON (d) Is the administrator (e) Does the administrator	26.(a) is "yes," respond to questions (b) the (b) through (f) separately for each administed for Information: 1 Record(s) Filed. On 26.(a) is "yes," respond to questions (b) the complete questions (b) through (f) separately for each administrator: PORATION Strator (city, state and country): State: Massachusetts The a related person of your firm?	through (f) below. If the <i>private fund</i> uses more to stelly for each administrator. Country: United States	than one

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*?

		vant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (includications) was the valuation determined by such <i>person</i> .	g	
<u>Ma</u>	rkete	e <u>rs</u>		
20	(2)	Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	Yes	
20.	(a)	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, 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 f</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		
Δ Ρ	21./Δ	TE FUND		
		ion About the <i>Private Fund</i>		
mc	ımaı	ion about the Private Fund		
1.	(a)	Name of the private fund:		
		BPREPA BROOKFIELD PLACE CO-INVEST TRUST		
	(b)	Private fund identification number: (include the "805-" prefix also)		
		805-9847102287		
2.	Und	er the laws of what state or country is the <i>private fund</i> organized:		
۷.	Ond	State: Country:		
		Australia		
3.	(a)	Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
		No Information Filed		
		If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
		ng Adviser/Relying Adviser Name DOKFIELD ASSET MANAGEMENT PIC US, LLC		
		G HOLDINGS GROUP INC.		
	BRO	OOKFIELD PROPERTY GROUP AUSTRALIA PTY LTD		
4.		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		
		(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		
	(0)		es.	
6.		Is this a "master fund" in a master-feeder arrangement? 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	⊙
	(b)	No Information Filed		
			/es	No
		Is this a "feeder fund" in a master-feeder arrangement?	\circ	⊙
	(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)		
	NOT	E: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7	.B.(1	i)

for the master-feeder arrangement or reporting on the funds separately.

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any

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) the feeder funds answer the following questions:	, for eac	:h of
	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 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 i multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund	if it issue	
		Yes	s 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 companies.	nent	
	(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	s 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 <i>private fund</i> ?		
	• hedge fund • liquidity fund • private equity fund • real estate fund • securitized asset fund • venture capital fund • Other particles.	rivate fu	nd:
	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> : \$ 125,338,080		
<u>Ow</u>	<u>nership</u>		
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 organizational documents of the fund).	the	
13.	Approximate number of the <i>private fund's</i> beneficial owners: 0		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> 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> ?	0	0
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 100%		
<u>Υοι</u>	ur Advisory Services	Va	- N-
17.	(a) Are you a subadviser to this <i>private fund</i> ?	Ö	s 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," 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 <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 to question 18.(a) is "no," leave this question blank.	the answ	ver

	No Information Filed		
		Ye	es N
19.	are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	C	9
	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> ?		
Pri۱	te 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		es N
22.	f yes, provide the <i>private fund's</i> Form D file number (if any):		
	No Information Filed		
3. SI	RVICE PROVIDERS		
Aud	<u>ors</u>	Y	es N
23.	a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?		9 (
	(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 <i>private fund</i> uses more than or you must complete questions (b) through (f) separately for each auditing firm.	ne auditing fir	m,
	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 firm, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm: DELOITTE TOUCHE TOHMATSU	,	
	(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:		
	SYDNEY Australia	Yes	No
	(d) Is the auditing firm an independent public accountant?	•	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If you Public Company Assounting Oversight Board Assigned Number.		
	If yes, Public Company Accounting Oversight Board-Assigned Number: 1070		
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Boa accordance with its rules?	rd in 👩	0
		Y	es N
	g) Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	(•
	h) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqu	ualified opinic	ns?
	⊙ 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	e report is ava	ilable
<u>Prir</u>	e Broker	Y	es N
24.	a) Does the <i>private fund</i> 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 <i>private fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	ses. If the pr	ivate

No Information Fil	ed
--------------------	----

a) Does the <i>private fund</i> 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 <i>private fund</i> uses. 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 <i>private fund</i> uses fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian. (b) Legal name of custodian: BROOKFIELD AUSTRALIA FUNDS MANAGEMENT LIMITED. (c) Primary business name of custodian: BROOKFIELD AUSTRALIA FUNDS MANAGEMENT LIMITED. (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: SYDNEY State: Country: Australia (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): 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>labentifier</i> (if any)	, and the second
Additional Custodian Information: 1 Record(s) Filed. If the answer to question 25.(a) is "yes," respond to questions (b) through (g) separately for each custodian the private fund uses fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian. (b) Legal name of custodian: BROOKFIELD AUSTRALIA FUNDS MANAGEMENT LIMITED (c) Primary business name of custodian: BROOKFIELD AUSTRALIA FUNDS MANAGEMENT LIMITED. (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): City: State: Country: SYDNEY Australia (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): CRD Number (if any):	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 fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian. (b) Legal name of custodian: BROOKFIELD AUSTRALIA FUNDS MANAGEMENT LIMITED (c) Primary business name of custodian: BROOKFIELD AUSTRALIA FUNDS MANAGEMENT LIMITED. (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): City: State: Country: SYDNEY Australia (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): CRD Number (if any):	Yes No
fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian. (b) Legal name of custodian: BROOKFIELD AUSTRALIA FUNDS MANAGEMENT LIMITED (c) Primary business name of custodian: BROOKFIELD AUSTRALIA FUNDS MANAGEMENT LIMITED. (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): City: State: Country: Australia (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): 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 leantifier (if any)	Yes No
BROOKFIELD AUSTRALIA FUNDS MANAGEMENT LIMITED (c) Primary business name of custodian: BROOKFIELD AUSTRALIA FUNDS MANAGEMENT LIMITED. (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): City: State: Country: SYDNEY Australia (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): - 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 leadentifier (if any)	
BROOKFIELD AUSTRALIA FUNDS MANAGEMENT LIMITED. (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: State: Country: SYDNEY Australia (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): - 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>le identifier</i> (if any)	
City: State: Country: Australia (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): - 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 leadentifier (if any)	
City: State: Country: Australia (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): - 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 leadentifier (if any)	
 (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):	
 (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 leadentifier (if any) 	
 (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 leadentifier (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 leadentifier (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 le identifier (if any)	
identifier (if any)	
rator_	egal entity
	Yes N
oes the <i>private fund</i> use an administrator other than your firm?	⊙ (
f 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 ad nust complete questions (b) through (f) separately for each administrator.	lministrator, you
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: ALTER DOMUS AUSTRALIA PTY LIMITED	
(c) Location of administrator (city, state and country):	
City: State: Country:	
SYDNEY Australia	
	Yes No
(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) private	

27.	you 97% Incl rele	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 related person? defined person? defined person of the person carried out the valuation procedure established for that asset, if any, including obtaining and the valuation of the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (included cations) was the valuation determined by such <i>person</i> .	ny	
<u>Ma</u>	rkete	<u>ers</u>		
20	(0)	December white find the continue of company other than you are your armitization marketing numbers?	Yes	
28.	(a)	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 solicito 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</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.	or, or	•
		No Information Filed		
 А. Р	RIVA ⁻	TE FUND		
Info	rmat	tion About the <i>Private Fund</i>		
1.		Name of the <i>private fund</i> : BPY RETAIL HOLDINGS LLC Private fund identification number:		
		(include the "805-" prefix also) 805-1305408491		
2.	Und	ler the laws of what state or country is the <i>private fund</i> organized: State: Country:		
		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):		
		No Information Filed		
	/I- \			
		If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund. Ing Adviser/Relying Adviser Name		
		OOKFIELD ASSET MANAGEMENT PIC US, LLC		
4.		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.		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		
		NO THIOTHIALION FILEA		
			Yes I	No
		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? Name of <i>private fund</i> :		
		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), the feeder funds answer the following questions:	for eac	h of
	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 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 multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
		Yes	s 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 whether they are also <i>private funds</i> or registered investment companies.	nt	
	(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	s 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 <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund or real estate fund O securitized asset fund O venture capital fund O Other 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 O hedge fu	⁄ate fui	nd:
	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> : \$ 3,445,895,116		
<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 torganizational documents of the fund).	he	
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> : 53%		
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	S No
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 48%		
<u> Υοι</u>	ur Advisory Services		
17.	(a) Are you a subadviser to this <i>private fund</i> ?		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 answ 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?	0	_

	to question 18.(a) is "no," leave this question blank. No Information Filed		
	No Information Filed		
10	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?		s No
17.	NOTE: For purposes of this question, do not consider feeder funds of the private fund.	С	•
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 53%		
Priv	vate Offering		
		Ye	s No
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?	•	0
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number		
	021-328313		
3. SE	ERVICE PROVIDERS		
Aud	<u>litors</u>	Υє	es 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?	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 aud you must complete questions (b) through (f) separately for each auditing firm.	iting fir	m,
	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 a firm, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm: DELOITTE & TOUCHE LLP	auring	
	(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:		
	CHICAGO Illinois United States		
	(d) Is the auditing firm an independent public accountant?	Yes	
	(a) is the additing firm an independent public accountant:	•	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 34		
	(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?	•	0
		V.	o Ne
	(g) Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?		es No
	(h) Do all of the reports prepared by the auditing firm for the <i>private fund</i> since your last <i>annual updating amendment</i> contain unqualified	oinigo b	ns?
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the repor	t is ava	lable.
<u>Prir</u>	me Broker		
24	(a) Does the <i>private fund</i> use one or more prime brokers?		es No
∠4.	(a) boos the private rand ase one or more prime brokers:		•

<u>an</u>			
Does the private fu	nduse any custodians (including the prime bro	okers listed above) to hold some or all of its assets?	Y
If the answer to qu		b) through (g) below for each custodian the <i>private fund</i> uses	. If the <i>priva</i>
Additional Custod	lian Information : 1 Record(s) Filed.		
	•	(b) through g) below for each custodian the <i>private fund</i> use ons (b) through (g) separately for each custodian.	es. If the <i>priv</i>
(b) Legal name o	of custodian:		
(c) Primary busi US BANK	ness name of custodian:		
(d) The location	of the custodian's office responsible for custod	ly of the <i>private fund's</i> assets (city, state and country):	
City: ST. PAUL	State: Minnesota	Country: United States	
			Ye
(e) Is the custoo	lian a related person of your firm?		0
(f) If the custod	ian is a broker-dealer, provide its SEC registra	ion number (if any):	
- CRD Number	(if any):		
(g) If the custod identifier (if a		r but does not have an SEC registration number, provide its	legal entity
<u>trator</u>			
Does the <i>private fu</i>	nd use an administrator other than your firm?		Υ
·	estion 26.(a) is "yes," respond to questions (b stions (b) through (f) separately for each adm) through (f) below. If the <i>private fund</i> uses more than one a inistrator.	administrator
	No	Information Filed	
ng your last fiscal y	year, what percentage of the <i>private fund's</i> ass	ets (by value) was valued by a <i>person</i> , such as an administra	ator, that is
vant quotes, and (i	•	tion procedure established for that asset, if any, including obsubscriptions, redemptions or distributions, and fee calculatio	
<u>ers</u>			
	nd use the services of someone other than you	uor your <i>employees</i> for marketing purposes?	Υ

		No Information Filed	
A. P	RIVAT	E FUND	
Info	<u>rmati</u>	ion About the <i>Private Fund</i>	
1.		Name of the <i>private fund</i> : BREF ONE, LLC	
	(Private fund identification number: (include the "805-" prefix also) 805-5026214371	
2.	Unde	er the laws of what state or country is the <i>private fund</i> organized:	
		State: Country: Delaware United States	
3.	(a) I	Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):	
		No Information Filed	
		If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund. In adviser/Relying Adviser Name	
		OKFIELD REAL ESTATE FINANCIAL PARTNERS LLC	
 4. 5. 		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 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.		Is this a "master fund" in a master-feeder arrangement?	0 0
	(b) I	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
		Is this a "feeder fund" in a master-feeder arrangement?	0 0
		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)	
		E: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section he master-feeder arrangement or reporting on the funds separately.	า 7.B.(1)
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 eeder funds answer the following questions:	or each of
		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.

Yes No

(a) Is this private fund 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 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
₽.	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 private fund?		
	O hedge fund O liquidity fund O private equity fund or real estate fund O securitized asset fund O venture capital fund O Other private	te fun	d:
	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> : \$ 100,530,108		
<u>Dw</u>	nership_		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 10,000,000		
	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 documents of the fund).	!	
13.	Approximate number of the <i>private fund's</i> beneficial owners: 9		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 33%		
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> : 100%		
/ou	ur Advisory Services		
		Yes	No
17.	(a) Are you a subadviser to this <i>private fund</i> ?	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 question 17.(a) is "no," leave this question blank.	το	
	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>(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 section 18.	C answe	⊙ er
	to question 18.(a) is "no," leave this question blank. No Information Filed		
	No miormation riicu	Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	⊙
	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> ? 33%		
Oriv	vate Offering		
111	rate offering	Ves	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?

_	orm D file number	nd's Form D file number (if any):		
02	21-66850			
R SEDV	ICE PROVIDERS			
b. SLRV	ICL PROVIDERS			
<u>Auditor</u>	<u>'S</u>			Voc No
23. (a)	(1) Are the <i>private fund's</i>	s financial statements subject to a	an annual audit?	Yes No
	(2) If the answer to que	stion 23.(a)(1) is "yes," are the f	inancial statements prepared in accordance with U.S. GAAP?	O
	·	n 23.(a)(1) is "yes," respond to d tions (b) through (f) separately f	questions (b) through (h) below. If the <i>private fund</i> uses more than one audit for each auditing firm.	ting firm,
	Additional Auditor Info	ormation : 1 Record(s) Filed.		
		ion 23.(a)(1) is "yes," respond to te questions (b) through (f) sepa	o questions (b) through (h) below. If the <i>private fund</i> uses more than one autrately for each auditing firm.	uditing
	(b) Name of the auditi	ng firm:		
	DELOITTE & TOUC	HE LLP		
	(c) The location of the	e auditing firm's office responsible	e for the <i>private fund's</i> audit (city, state and country):	
	City:	State:	Country:	
	MIAMI	Florida	United States	Yes No
	(d) Is the auditing firm	n an <i>independent public accountar</i>	nt?	⊙O
	(e) Is the auditing firm	m registered with the Public Comp	pany Accounting Oversight Board?	o 0
	If yes, Public Com	pany Accounting Oversight Board	I-Assigned Number:	
	(f) If "yes" to (e) abo	9	o regular inspection by the Public Company Accounting Oversight Board in	⊙ ○
				Yes No
(g)	Are the <i>private fund's</i> au investors?	dited financial statements for the	e most recently completed fiscal year distributed to the private fund's	⊙ ೧
(h)	Do all of the reports pre	pared by the auditing firm for the	e private fund since your last annual updating amendment contain unqualified	opinions?
		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>	<u>Broker</u>			
24 (2)	Doos the private fundus	e one or more prime brokers?		Yes No
24. (a)	If the answer to question	n 24.(a) is "yes," respond to que	estions (b) through (e) below for each prime broker the <i>private fund</i> uses. If the the through (e) separately for each prime broker.	C © the <i>private</i>
	rana ases more than one	prime broker, you must comple	te questions (b) through (e) separately for each prime broker.	
			No Information Filed	
Custod	<u>ian</u>			
25 ()	Door the militate Co. /	o ony quotediana (hariv !	prime brokers listed above) to hold some and the second of	Yes No
∠ɔ. (a)	If the answer to question	n 25.(a) is "yes," respond to que	estions (b) through (g) below for each custodian the <i>private fund</i> uses. If the ions (b) through (g) separately for each custodian.	© C private fund

Additional Custodian Information : 1 Record(s) Filed.

	City:	an's office responsible for <i>custod</i> y State:	,	Country:		
	NEW YORK	New York		United States		Yes N
	(e) Is the custodian a related p	person of your firm?				0 6
	(f) If the custodian is a broker	-dealer, provide its SEC registrati	ion number (if a	ny):		
	- CRD Number (if any):					
	(g) If the custodian is not a br identifier (if any)	oker-dealer, or is a broker-dealer	r but does not h	ave an SEC registration	number, provide its	legal entity
inistr	rator					
inistr	rator					Ves
	r <mark>rator</mark> Does the <i>private fund</i> use an adm	ninistrator other than your firm?				Yes O
(a) D	Does the <i>private fund</i> use an adm	is "yes," respond to questions (b)		ow. If the <i>private fund</i> (uses more than one a	0
(a) D	Does the <i>private fund</i> use an adm	•		ow. If the <i>private fund</i> (uses more than one a	
(a) D	Does the <i>private fund</i> use an adm	is "yes," respond to questions (b) ough (f) separately for each admi			uses more than one a	0
(a) D	Does the <i>private fund</i> use an adm If the answer to question 26.(a) must complete questions (b) thro	is "yes," respond to questions (b) ough (f) separately for each admin	inistrator. Information File	d		C administrator, y
(a) D If m Durin	Does the <i>private fund</i> use an adm If the answer to question 26.(a) must complete questions (b) thro	is "yes," respond to questions (b) ough (f) separately for each admi	inistrator. Information File	d		C administrator, y
Durin your nclude	Does the <i>private fund</i> use an adm If the answer to question 26.(a) must complete questions (b) thro If the answer to question 26.(a) must complete questions (b) thro If the answer to question 26.(a) If the answer to question 26.(a)	is "yes," respond to questions (b) ough (f) separately for each adminished by the separately for each admini	Information Filedets (by value) watton procedure e	d as valued by a <i>person</i> , stablished for that asse	such as an administra et, if any, including ol	oadministrator, you
Ouring your nolucteleval	Does the <i>private fund</i> use an adm If the answer to question 26.(a) must complete questions (b) thro In gyour last fiscal year, what per I related person? I de only those assets where (i) so I vant quotes, and (ii) the valuation ations) was the valuation determ	is "yes," respond to questions (b) ough (f) separately for each adminished by the separately for each admini	Information Filedets (by value) watton procedure e	d as valued by a <i>person</i> , stablished for that asse	such as an administra et, if any, including ol	administrator, your ator, that is not obtaining any ons (including
Ouringour 20% Included Televis	Does the <i>private fund</i> use an adm If the answer to question 26.(a) must complete questions (b) thro In gyour last fiscal year, what per related person? Ide only those assets where (i) so yant quotes, and (ii) the valuation ations) was the valuation determines.	is "yes," respond to questions (b) ough (f) separately for each adminished by the separately for each admini	Information Filed ets (by value) was tion procedure e subscriptions, red	d as valued by a <i>person</i> , stablished for that asse demptions or distribution	such as an administrated as an administrated as an administrated as an administrated as a succession of the calculation of the	on administrator, y administrator, y attor, that is not obtaining any
Ourin your nclude eters (a) C Y s	Does the private fund use an adm If the answer to question 26.(a) must complete questions (b) thro mg your last fiscal year, what per related person? Ide only those assets where (i) s vant quotes, and (ii) the valuatio ations) was the valuation determ TS Does the private fund use the ser You must answer "yes" whether similar person. If the answer to question of the private fund use the private fund use the ser	is "yes," respond to questions (b) bugh (f) separately for each adminished (b) separately for each adminished (centage of the <i>private fund's</i> assessed (cen	Information Filed ets (by value) water tion procedure esubscriptions, red u or your <i>employ</i> agent, consultanto questions (b)	d as valued by a <i>person</i> , stablished for that assedemptions or distribution to the formal designation of the following through (g) below for the designation of the following through (g) below for the designation of the following through (g) below for the designation of the following through (g) below for the designation of the following through (g) below for the designation of the following through (g) below for the designation of the designatio	such as an administrate, at, if any, including of ons, and fee calculationses? Such as an administrate, and fee calculations and fee calculations are calculated as a considerate and a constant and a c	administrator, y ator, that is not otaining any ons (including Yes oner solicitor, or the private fund
Durin your O Include relevant allocates (a) D Y s	Does the private fund use an adm If the answer to question 26.(a) must complete questions (b) thro mg your last fiscal year, what per related person? Ide only those assets where (i) s vant quotes, and (ii) the valuatio ations) was the valuation determ TS Does the private fund use the ser You must answer "yes" whether similar person. If the answer to question of the private fund use the private fund use the ser	is "yes," respond to questions (b) bugh (f) separately for each adminished (f) separat	Information Filed ets (by value) water tion procedure esubscriptions, red u or your <i>employ</i> agent, consultanto questions (b)	d as valued by a <i>person</i> , stablished for that assedemptions or distribution to the formal through (g) below for the design of t	such as an administrate, at, if any, including of ons, and fee calculationses? Such as an administrate, and fee calculations and fee calculations are calculated as a considerate and a constant and a c	administrator, y ator, that is not otaining any ons (including Yes oner solicitor, or the private fund

A. PRIV

Information About the Private Fund

- 1. (a) Name of the *private fund*:
 - BREF PARADISE JV L.P.
 - (b) Private fund identification number: (include the "805-" prefix also) 805-7867977447

	State: Country:		
	Cayman Islands		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):		
	No Information Filed		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	Filing Adviser/Relying Adviser Name		
	BROOKFIELD ASSET MANAGEMENT PIC US, LLC		
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 194		
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 194	40	
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
	Name of Country/English Name of Foreign Financial Regulatory Authority		
	Cayman Islands - Cayman Islands Monetary Authority		
		Yes	No.
5.	(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	•
	(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 private fund:		
	Private fund identification number: (include the "805-" prefix also)		
	(morado ino dee prenado)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Sec	tion 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 eac	h 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 substantiall	ly all of th	noir
	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	-	
	multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund	d.	
_		Yes	No.
3.	(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 investre vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	nent	
	(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	0	\odot
	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 p	orivate fur	nd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		

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

11.	Current gross asset value of the <i>private fund</i> : \$ 429,805,376		
<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 documents of the fund).		
13.	Approximate number of the <i>private fund's</i> beneficial owners: 6		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 42%		
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 O	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 100%		
You	ur Advisory Services		
17		Yes	
17.	(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," leave this 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 <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 atto question 18.(a) is "no," leave this question blank. No Information Filed		er
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	©
	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> ? 42%		
<u>Priv</u>	vate Offering		
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?	Yes ©	No O
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number		
	021-374900		
B. SI	ERVICE PROVIDERS		
Aud	<u>litors</u>		
		Yes	No
23.	(a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	⊙	\circ
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	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 you must complete questions (b) through (f) separately for each auditing firm.	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 firm, you must complete questions (b) through (f) separately for each auditing firm.	auditing	g	
	(b) Name of the auditing firm:			
	DELOITTE & TOUCHE LLP			
	(a) The leastion of the auditing firm's office responsible for the private fund's audit (situestate and country).			
	(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:			
	MIAMI Florida United States			
		Ye	s No)
	(d) Is the auditing firm an independent public accountant?	•	0	
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0	
	If yes, Public Company Accounting Oversight Board-Assigned Number: 34			
	(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?	n ⊙	0	
			'es	No
(g)	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?		•	0
(h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unquality	ied opini	ons?	
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the rep	ort is av	ailab	le.
ime E	<u>Broker</u>			
		Υ	'es	No
l. (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 <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	If the pi	rivate	è
	No Information Filed			
ustodi	ian			
<u>ustoui</u>		Υ	'es	No
. (a)	Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?		•	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 uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	the <i>priva</i>	ite fu	nd
	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. I fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	f the <i>pri</i> v	vate	
	(b) Legal name of custodian: JPMORGAN CHASE & CO.			
	(c) Primary business name of custodian: JPMORGAN CHASE & CO.			
	(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: State: Country:			
	NEW YORK New York United States	٧a	s No	$\ $
	(e) Is the custodian a <i>related person</i> of your firm?	0	5 IVC	
			•	

	(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)	
<u>Adm</u>	<u>strator</u>	
26.	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 administrato must complete questions (b) through (f) separately for each administrator.	es No
	No Information Filed	
	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 ur <i>related person</i> ? Solution consists a same of the <i>private fund's</i> assets (by value) was valued by a <i>person</i> , such as an administrator, that is ur <i>related person</i> ? Solution consists a same of the person carried out the valuation procedure established for that asset, if any, including obtaining any evant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including occations) was the valuation determined by such <i>person</i> .	
Marl		'es No
28.	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, 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 you must complete questions (b) through (g) separately for each marketer.	o o
	No Information Filed	
A. PR	ATE FUND	
Infor	ation About the <i>Private Fund</i>	
	Name of the <i>private fund</i> : BREF TWO, LLC Private fund identification number: (include the "805-" prefix also) 805-6859463798	
2.	der the laws of what state or country is the <i>private fund</i> organized: State: Country: Delaware United States	
3.	Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):	
	No Information Filed	
	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund. ROOKFIELD REAL ESTATE FINANCIAL PARTNERS LLC	
4.	e 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	

	No Information Filed		
		Yes	No
Ó.	(a) Is this a "master fund" in a master-feeder arrangement?	\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		
	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? 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 for the master-feeder arrangement or reporting on the funds separately.	7.B.(1)
	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 the feeder funds answer the following questions:	r each	า of
	No Information Filed		
	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 is multiple classes (or series) of shares or interests, 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 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> ?	Yes O	No ⊙
		Yes	No
	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	
Ο.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund or real estate fund O securitized asset fund O venture capital fund O Other private	te fun	ıd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
1.	Current gross asset value of the <i>private fund</i> : \$ 21,840,165		
)WI	n <u>ership</u>		
2.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 25,000,000		
	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 of the fund).	!	
3.	Approximate number of the <i>private fund's</i> beneficial owners: 5		
	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :		

60%

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

15.	15. (a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of 0%	funds:	
		Yes No	5
	(b) If the private fund qualifies for the exclusion from the definition of investment company under section 3(c) Company Act of 1940, are sales of the fund limited to qualified clients?		
16.	16. What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 40%		
You	Your Advisory Services		
17	17 (a) Are you a subadviser to this private fund?	Yes No	
17.	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 question 17.(a) is "no," leave this question blank.	the <i>private fund</i> . If the answer to)
	No Information Filed		1
		Yes No	_ o
18.	18. (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the section of the section o	ne private fund? O	j
	(b) If the answer to question 18.(a) is "yes," provide the name and SEC file number, if any, of the other advis to question 18.(a) is "no," leave this question blank.	sers to the <i>private fund</i> . If the answer	
	No Information Filed		
		Yes No)
19.	19. Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0 @)
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	20. Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i>?60%		
<u>Pri</u>	Private Offering		
0.1		Yes No)
21.	21. Has the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the S	Securities Act of 1933?)
22.	22. If yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number		
	021-107422		
3. S	3. SERVICE PROVIDERS		
Λ	<u>Auditors</u>		
Au	<u>Additors</u>	Yes N	o
23.	23. (a) (1) Are the private fund's financial statements subject to an annual audit?	· 0	5
	(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 <i>private fur</i> you must complete questions (b) through (f) separately for each auditing firm.	nd uses more than one 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</i> if firm, you must complete questions (b) through (f) separately for each auditing firm.	und uses more than one auditing	
	(b) Name of the auditing firm: DELOITTE & TOUCHE LLP		
	(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and count	ry):	
	City: State: Country:		
	NEW YORK New York United States	V 81	
	(d) Is the auditing firm an independent public accountant?	Yes No	
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	• o	

	If yes, Public Company Accounting Oversight Board-Assigned Number: 34	
	(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?	⊙ ○
		Yes No
(g)	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> 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	d opinions?
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the repor	rt is available.
Prime	<u>Broker</u>	
24 (-)		Yes No
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 <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	C • f the <i>private</i>
	No Information Filed	
Custod	<u>lian</u>	
25 (a)	Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?	Yes No
20. (u)	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 uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	© C ne private fund
	Additional Custodian Information : 2 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 t fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	he <i>private</i>
	(b) Legal name of custodian: JPMORGAN CHASE & CO.	
	(c) Primary business name of custodian: JPMORGAN CHASE & CO.	
	(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: State: Country:	
	NEW YORK New York United States	Yes No
	(e) Is the custodian a <i>related person</i> of your firm?	0 0
	(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 of identifier (if any)	entity
	If the appropriate question 25 (a) is lived if appropriate questions (i) if the appropriate question 25 (a) is lived if appropriate questions (ii) if the appropriate questions (iii) is a second of the appropriate question (iii) is a second of the appropriate questi	de a comb
	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 t fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	ne <i>private</i>

(b) Legal name of custodian: WELLS FARGO BANK, N.A.

	(c)	Primary business name WELLS FARGO BANK, N.					
			W 1 60				
	(a)	City:	odian's office responsible for <i>cust</i> State:		s assets (city, state and count ountry:	try):	
		NEW YORK	New York		nited States		
						Ye	s No
	(e)	Is the custodian a relat	ed person of your firm?			0	•
	(f)	If the custodian is a bro	ker-dealer, provide its SEC regist	ration number (if any):			
		CRD Number (if any):					
	(g)	If the custodian is not a identifier (if any)	broker-dealer, or is a broker-dea	aler but does not have	an SEC registration number,	provide its <i>legal entity</i>	
Admin	istrato	-					
Admin						١	es No
26. (a)		·	administrator other than your firm				0 0
			a) is "yes," respond to questions hrough (f) separately for each ad	_	If the <i>private fund</i> uses more	than one administrato	r, you
			١	No Information Filed			
0% Increl	% clude c levant	•	i) such <i>person</i> carried out the valation used for purposes of investoermined by such <i>person</i> .	•			
Marke	<u>ters</u>					,	/aa Na
28. (a)) Does	s the <i>private fund</i> use the	services of someone other than y	you or your <i>employees</i>	for marketing purposes?	,	res No
	You r	must answer "yes" whetl ar <i>person</i> . If the answer t	ner the <i>person</i> acts as a placemer o question 28.(a) is "yes," respor more than one marketer you mus	nt agent, consultant, find to questions (b) thro	nder, introducer, municipal advough (g) below for each such	marketer the <i>private fu</i>	or
			١	No Information Filed			
A. PRIV	ATE FUI	ND					
Informa	ation A	about the <i>Private Fund</i>					
1. (a)) Name	e of the <i>private fund</i> :					
		BROOKFIELD PCI L.P.					
(b)		te fund identification num					
		ude the "805-" prefix also)				
	გ <u>ე</u> 5-	3011595894					
2. Ur	nder the	e laws of what state or c	ountry is the <i>private fund</i> organize	ed:			

Country: United States

State:

Delaware

3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
	No Information Filed		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund. Filing Adviser/Relying Adviser Name		
	BROOKFIELD ASSET MANAGEMENT PIC US, LLC		
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		
		Vas	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	0	(O
	(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 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 for the master-feeder arrangement or reporting on the funds separately.	7.B.(1)
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 the feeder funds answer the following questions:	r eacl	n of
	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 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 is		
	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"?		No
Ο.	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?	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	•
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	te fur	nd:
	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> :		
	\$ O		

<u>Ownership</u>

	\$ 10,000,000		
	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 documents of the fund).		
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	
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 100%		
You	ur Advisory Services	Voc	N.
17	(a) Are you a subadviser to this <i>private fund</i> ?	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," leave this question blank.		
	No Information Filed		
		Yes	N
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 a to question 18.(a) is "no," leave this question blank.	inswe	er —
	No Information Filed		_
10	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	Yes	
. , .	NOTE: For purposes of this question, do not consider feeder funds of the private fund.	0	
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0%		
Priv	vate Offering	Yes	N
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		
. SE	ERVICE PROVIDERS		
Aud	<u>ditors</u>	V	.
23.	(a) (1) Are the <i>private fund's</i> 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?	•	
	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 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 complete questions (b) through (f) separately for each auditing firm.	ng	
	(b) Name of the auditing firm:		

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

	E	ERNST & YOUNG LLP					
	(c) 1	The location of the aud	ting firm's office responsible	e for the <i>private fund's</i> au	udit (city, state and country):		
		City:	State:	,	Country:		
		NEW YORK	New York		United States	Yes	No
	(d) I	s the auditing firm an	independent public accountar	nt?		©	0
	(e) I	s the auditing firm reg	istered with the Public Comp	pany Accounting Oversig	ht Board?	•	0
		f ves Public Company	Accounting Oversight Board	-Assigned Number			
		42	Accounting eversight bound	Assigned Number.			
		f "yes" to (e) above, is accordance with its rule		regular inspection by th	ne Public Company Accounting Oversight Board in	n o	0
						Ye	s No
(g)	Are the investo	•	financial statements for the	most recently complete	d fiscal year distributed to the <i>private fund's</i>	•	0
(h)	Do all d	of the reports prepared	by the auditing firm for the	private fund since your I	ast annual updating amendment contain unquali	fied opinior	าร?
	Yes	O No O Report Not	et Received				
	If you d	check "Report Not Yet R	eceived," you must promptly	file an amendment to you	ır Form ADV to update your response when the re	port is avail	'able.
<u>Prime l</u>	<u>Broker</u>						
						Ye	s No
24. (a)		•	or more prime brokers?			0	•
		· ·		. ,	elow for each prime broker the <i>private fund</i> uses (e) separately for each prime broker.	. If the <i>priv</i>	⁄ate
				No Information File	d		
<u>Custod</u>	<u>ian</u>						
						Ye	s No
25. (a)			,		e) to hold some or all of its assets?	•	_
		· ·	(a) is "yes," respond to que n, you must complete quest		elow for each custodian the <i>private fund</i> uses. If arately for each custodian.	the <i>private</i>	: fund
	Additi	onal Custodian Inforr	nation : 2 Record(s) Filed.				
		·			pelow for each custodian the <i>private fund</i> uses. I	f the <i>privat</i>	te
		Legal name of custodia BANK OF AMERICA	n:				
		Primary business name BANK OF AMERICA	of custodian:				
	(d) 1	Γhe location of the cus	odian's office responsible fo	or custody of the private i	fund's assets (city, state and country):		
		City: NEW YORK	State: New York		Country: United States		
	ľ	NEW YORK	new fork		United States	Yes	No
	(e) I	s the custodian a relai	ed person of your firm?			0	•
	(f) I	f the custodian is a bro	oker-dealer, provide its SEC	registration number (if a	ny):		
		CRD Number (if any):					

·		through g) below for each custodian the <i>priva</i> (b) through (g) separately for each custodian.	•
(b) Legal name of custodian: J.P. MORGAN CHASE			
(c) Primary business name of course. J.P. MORGAN CHASE	ustodian:		
(d) The location of the custodia	n's office responsible for <i>custody</i> of	the <i>private fund's</i> assets (city, state and coun	try):
City: NEW YORK	State: New York	Country: United States	
NEW TORK	New TOLK	United States	
(e) Is the custodian a related pe	erson 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 bro identifier (if any)	ker-dealer, or is a broker-dealer bu	ut does not have an SEC registration number,	provide its <i>legal enti</i>
<u>trator</u>			
Does the <i>private fund</i> use an admi	·		
Does the <i>private fund</i> use an admi	·	nrough (f) below. If the <i>private fund</i> uses more trator.	than one administra
Does the <i>private fund</i> use an admi If the answer to question 26.(a) is	s "yes," respond to questions (b) th ugh (f) separately for each administ	•	than one administra
Does the <i>private fund</i> use an admi If the answer to question 26.(a) is must complete questions (b) throu Additional Administrator Inform If the answer to question 26.(a)	s "yes," respond to questions (b) thugh (f) separately for each administination: 1 Record(s) Filed.	trator. through (f) below. If the <i>private fund</i> uses mo	
Does the <i>private fund</i> use an admi If the answer to question 26.(a) is must complete questions (b) throu Additional Administrator Inform If the answer to question 26.(a)	s "yes," respond to questions (b) thugh (f) separately for each administration: 1 Record(s) Filed. I is "yes," respond to questions (b)	trator. through (f) below. If the <i>private fund</i> uses mo	
Does the <i>private fund</i> use an admi If the answer to question 26.(a) is must complete questions (b) throu Additional Administrator Inform If the answer to question 26.(a) administrator, you must comple	s "yes," respond to questions (b) thugh (f) separately for each administration: 1 Record(s) Filed. I is "yes," respond to questions (b)	trator. through (f) below. If the <i>private fund</i> uses mo	
Does the <i>private fund</i> use an admi If the answer to question 26.(a) is must complete questions (b) throu Additional Administrator Inform If the answer to question 26.(a) administrator, you must comple (b) Name of administrator:	s "yes," respond to questions (b) thugh (f) separately for each administration: 1 Record(s) Filed. is "yes," respond to questions (b) te questions (b) through (f) separate	trator. through (f) below. If the <i>private fund</i> uses mo	
Does the <i>private fund</i> use an admi If the answer to question 26.(a) is must complete questions (b) throu Additional Administrator Inform If the answer to question 26.(a) administrator, you must comple (b) Name of administrator: MUFG INVESTOR SERVICES (c) Location of administrator (circity:	s "yes," respond to questions (b) thugh (f) separately for each administration: 1 Record(s) Filed. is "yes," respond to questions (b) te questions (b) through (f) separate	through (f) below. If the <i>private fund</i> uses mo tely for each administrator. Country:	
Does the <i>private fund</i> use an admi If the answer to question 26.(a) is must complete questions (b) throu Additional Administrator Inform If the answer to question 26.(a) administrator, you must comple (b) Name of administrator: MUFG INVESTOR SERVICES (c) Location of administrator (ci	s "yes," respond to questions (b) thugh (f) separately for each administration: 1 Record(s) Filed. is "yes," respond to questions (b) te questions (b) through (f) separately for each administration is "yes," respond to questions (b) through (f) separately for each administration is "yes," respond to questions (b) through (f) separately for each administration is "yes," respond to questions (b) through (f) separately for each administration is "yes," respond to questions (b) the question is "yes," respond to questions (b) the question is "yes," respond to questions (b) the question is "yes," respond to question (b) the question (b) the question (c) the question	through (f) below. If the <i>private fund</i> uses mo tely for each administrator.	ore than one
Does the <i>private fund</i> use an admi If the answer to question 26.(a) is must complete questions (b) throu Additional Administrator Inform If the answer to question 26.(a) administrator, you must comple (b) Name of administrator: MUFG INVESTOR SERVICES (c) Location of administrator (circity:	s "yes," respond to questions (b) thugh (f) separately for each administration: 1 Record(s) Filed. is "yes," respond to questions (b) te questions (b) through (f) separately for each administration is "yes," respond to questions (b) through (f) separately fity, state and country): State:	through (f) below. If the <i>private fund</i> uses mo tely for each administrator. Country:	
Does the <i>private fund</i> use an admilif the answer to question 26. (a) is must complete questions (b) throughout the answer to question 26. (a) administrator Inform If the answer to question 26. (a) administrator, you must comple (b) Name of administrator: MUFG INVESTOR SERVICES (c) Location of administrator (circity: ONTARIO (d) Is the administrator a relater (e) Does the administrator prepared.	s "yes," respond to questions (b) thugh (f) separately for each administration: 1 Record(s) Filed. is "yes," respond to questions (b) te questions (b) through (f) separately for each administration is "yes," respond to questions (b) te questions (b) through (f) separately fity, state and country): State:	through (f) below. If the <i>private fund</i> uses mo tely for each administrator. Country:	ore than one

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*.

Ma	rkete	<u>ers</u>	.,	
28.	(a)	Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	Yes	No
	(-)	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor 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 i</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.	or	
		No Information Filed		
A. P	RIVA ⁻	TE FUND		
Info	ormat	tion About the <i>Private Fund</i>		
1	(-)	Name of the probable found		
1.	(a)	Name of the <i>private fund</i> : BROOKFIELD BSREP FUNDING LLC		
	(h)	Private fund identification number:		
	(D)	(include the "805-" prefix also)		
		805-2123568719		
2.	Unc	der the laws of what state or country is the <i>private fund</i> organized:		
۷.	UTIC	State: Country:		
		Delaware United States		
3.	(a)	Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):		
		No Information Filed		
	(b)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
		ing Adviser/Relying Adviser Name		
		OOKFIELD STRATEGIC REAL ESTATE PARTNERS GP LLC		
4	Th			
4.		e 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 private fund identification number (if any) of the feeder funds investing in this private fund?		
		No Information Filed		
			Yes	
		Is this a "feeder fund" in a master-feeder arrangement?	0	•
	(a)	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)		
		TE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7 the master-feeder arrangement or reporting on the funds separately.	.B.(1	1)
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 feeder funds answer the following questions:	each	of

No Information Fi

	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all		
	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 i multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	issue	t
		Yes	No
8.	(a) Is this <i>private fund</i> a "fund of funds"?	\circ	\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	Nο
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 <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund or real estate fund O securitized asset fund O venture capital fund O Other private	te fun	d:
	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> : \$ 517,193,865		
<u>Ow</u>	<u>vnership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 10,000,000		
	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 documents of the fund).		
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%		
		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> : 100%		
You	ur Advisory Services		
17.	(a) Are you a subadviser to this <i>private fund</i> ?	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 question 17.(a) is "no," leave this question blank.	to	
	No Information Filed		
_		Yes	
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>(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.(b) 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.(c) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i>.	O answ	⊙ er
	to question 18.(a) is "no," leave this question blank. No Information Filed		
		Yes	No
10	Are your clients solicited to invest in the private fund?	162	140

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%		
Priv	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?	Ye	s No ©
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	No Information Filed		
) CE	RVICE PROVIDERS		
5. SE	RVICE PROVIDERS		
<u>Aud</u>	<u>itors</u>		
23	(a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?		s No
20.	(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 <i>private fund</i> uses more than one auditing 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 audifirm, you must complete questions (b) through (f) separately for each auditing firm.	liting	
	(b) Name of the auditing firm: DELOITTE & TOUCHE LLP		
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country): City: TORONTO State: Canada		
	(d) Is the auditing firm an independent public accountant?	Yes	
	(a) is the additing firm an independent public accountant:	•	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 1208		
	(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?	•	0
		Ye	s No
	(g) Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	•	0
	(h) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified of	pinior	าร?
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report i	s avail	lable.
<u>Prin</u>	ne Broker		- N-
24.	(a) Does the <i>private fund</i> use one or more prime brokers?	Ye O	s No
	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 fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.		_
	No Information Filed		

		nformation : 2 Record(s) Filed.		
	·		•	through g) below for each custodian the b) through (g) separately for each custo	·
(b)	Legal name of cus BANK OF AMERICA				
(c)	Primary business r BANK OF AMERICA				
(d)	The location of the	e custodian's office respo	nsible for <i>custody</i> of	the private fund's assets (city, state and	country):
	City:	State:		intry:	
	SAN	Texas	Uni	ted States	
(0)	lo the quetodies o	related nersen of vour fire			Ye
(e)	is the custodian a	related person of your fire	m?		C
(f)	If the custodian is	a broker-dealer, provide	its SEC registration	number (if any):	
(.)	-	a broker addier, provide	nto obo registration	names (ir any).	
	CRD Number (if any	y):			
	identifier (if any)				
	identifier (if any)				
	he answer to quest		•	through g) below for each custodian the	·
fun	he answer to quest	ne custodian, you must o	•		·
fund (b)	he answer to quest d uses more than o Legal name of cus	ne custodian, you must o todian: BANK name of custodian:	•		·
(b)	he answer to quest d uses more than o Legal name of cus JPMORGAN CHASE Primary business r JPMORGAN CHASE	ne custodian, you must o todian: BANK name of custodian: BANK	complete questions (b) through (g) separately for each custo	odian.
(b)	he answer to quest d uses more than o Legal name of cus JPMORGAN CHASE Primary business r JPMORGAN CHASE	todian: BANK name of custodian: BANK e custodian's office respo	complete questions (odian.
(b)	he answer to quest d uses more than o Legal name of cus JPMORGAN CHASE Primary business r JPMORGAN CHASE	todian: BANK name of custodian: BANK e custodian's office respo	complete questions (b) through (g) separately for each custo	odian.
(b) (c) (d)	he answer to quest d uses more than o Legal name of cust JPMORGAN CHASE Primary business r JPMORGAN CHASE The location of the City: NEW YORK	todian: BANK hame of custodian: BANK custodian's office respo	nsible for <i>custody</i> of ate:	b) through (g) separately for each custo the <i>private fund's</i> assets (city, state and Country:	country):
(b) (c) (d)	he answer to quest d uses more than o Legal name of cust JPMORGAN CHASE Primary business r JPMORGAN CHASE The location of the City: NEW YORK	todian: BANK name of custodian: BANK e custodian's office respo	nsible for <i>custody</i> of ate:	b) through (g) separately for each custo the <i>private fund's</i> assets (city, state and Country:	country):
(b) (c) (d)	he answer to quest d uses more than o Legal name of cus: JPMORGAN CHASE Primary business r JPMORGAN CHASE The location of the City: NEW YORK Is the custodian a	todian: BANK hame of custodian: BANK custodian's office respo	nsible for <i>custody</i> of ate: ew York m?	the <i>private fund's</i> assets (city, state and Country: United States	country):
(b) (c) (d)	he answer to quest d uses more than o Legal name of cus: JPMORGAN CHASE Primary business r JPMORGAN CHASE The location of the City: NEW YORK Is the custodian a	todian: BANK hame of custodian: BANK custodian's office respo Sta Ne related person of your first	nsible for <i>custody</i> of ate: ew York m?	the <i>private fund's</i> assets (city, state and Country: United States	odian.

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

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

Additional Administrator Information: 1 Record(s) Filed.

must complete questions (b) through (f) separately for each administrator.

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

⊙ ⊙

⊙ ⊙

				estions (b) through (f) below. If the <i>private fund</i> uses more than one (f) separately for each administrator.	
		(b) Name of administrato			
		(c) Location of administra	ator (city, state and country): State:	Country:	
		ATLANTA	Georgia	United States	
					Yes No
		(d) Is the administrator a	related person of your firm?		○ ⊙
				account statements to the <i>private fund's</i> investors? to some but not all investors) ${f C}$ No (provided to no investors)	
		''	• •	who sends the investor account statements to the (rest of the) private ent to the (rest of the) private fund's investors, respond "not applicable	
27.	your 0% Incli rele	related person? ude only those assets where	e (i) such <i>person</i> carried out the luation used for purposes of inv	nd's assets (by value) was valued by a <i>person</i> , such as an administrate evaluation procedure established for that asset, if any, including obtaivestor subscriptions, redemptions or distributions, and fee calculations	ining any
		Does the <i>private fund</i> use the You must answer "yes" whe similar <i>person</i> . If the answer	ether the <i>person</i> acts as a place to question 28.(a) is "yes," res	han you or your <i>employees</i> for marketing purposes? ement agent, consultant, finder, introducer, municipal advisor or other espond to questions (b) through (g) below for each such marketer the must complete questions (b) through (g) separately for each markete	private fund
				No Information Filed	
A. PI	RIVAT	E FUND			
<u>Info</u>	rmat	ion About the <i>Private Fund</i>	1		
1.	(b)	Name of the <i>private fund:</i> BROOKFIELD DTLA HOLDING Private fund identification nu (include the "805-" prefix al 805-6865814337	mber:		
2.	Und	er the laws of what state or	country is the <i>private fund</i> orga	janized:	
		State: Delaware	Co	Country: Inited States	
3.	(a)	Name(s) of General Partner	Manager, Trustee, or Directors	s (or <i>persons</i> serving in a similar capacity):	
				No Information Filed	
	/L. N	I.E. Ellipson or a second of	ion identification of		
		If filing an <i>umbrella registrat</i>		nd/or relying adviser(s) that sponsor(s) or manage(s) this private fund.	

BROOKFIELD ASSET MANAGEMENT PIC US, LLC

	(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	
6.	(a) Is this a "master fund" in a master-feeder arrangement?(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?	0	⊚
	No Information Filed		
	No information riled		
		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	\circ	•
	(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 for the master-feeder arrangement or reporting on the funds separately.	7.B.(1)
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 the feeder funds answer the following questions:	each	of
	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 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 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 private fund 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 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?	\circ	С
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	
10	What type of fund is the <i>private fund</i> ?		
10.	O hedge fund O liquidity fund O private equity fund or real estate fund or securitized asset fund or venture capital fund or other private	ta func	۸.
	Theage fund a liquidity fund a private equity fund a real estate fund a securitized asset fund a venture capital fund a other private	e runa	١.
	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> : \$ 3,717,773,000		
<u>Ow</u>	<u>vnership</u>		
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 documents of the fund).		

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

13. Approximate number of the *private fund's* beneficial owners:

14.	Wha	at is the approximate percentage of the <i>private</i>	e fund beneficially owned b	y you and your <i>related persons</i> :		
15.	(a) 0%	What is the approximate percentage of the <i>pi</i>	rivate fund beneficially owr	ed (in the aggregate) by funds of funds:		
	(b)	If the private fund qualifies for the exclusion for the company Act of 1940, are sales of the fund lin		ment company under section 3(c)(1) of the Investment	Yes O	No
16.	Wha	at is the approximate percentage of the <i>private</i>	<i>e fund</i> beneficially owned b	y non- <i>United States persons</i> :		
<u>You</u>	ur Ad	visory Services			.,	
17.	(a)	Are you a subadviser to this <i>private fund</i> ?			Yes	ivo •
	(b)	If the answer to question 17.(a) is "yes," prov question 17.(a) is "no," leave this question bla		number, if any, of the adviser of the private fund. If the answ	wer to	
			No Inform	ation Filed		
10	(2)	Do any invostment advisors (other than the in	wastmant advisars listed in	Section 7.B.(1).A.3.(b)) advise the <i>private fund</i> ?	Yes	
10.			vide the name and SEC file	number, if any, of the other advisers to the <i>private fund</i> . If t	C the answ	⊙ ⁄er
			No Inform	ation Filed		
			_		Yes	No
19.		your <i>clients</i> solicited to invest in the <i>private full</i> E: For purposes of this question, do not conside		a fund	0	⊙
	7007	E. For purposes or this question, do not conside	r recuer runus or the privati	, rana.		
20.	App 53%	roximately what percentage of your <i>clients</i> has	s invested in the <i>private fu</i>	nd?		
<u>Pri</u>	vate	Offering				
21.	Has	the private fund ever relied on an exemption f	rom registration of its sec	urities under Regulation D of the Securities Act of 1933?	Yes	No ⊙
22.	If y	es, provide the <i>private fund's</i> Form D file numbe	er (if any):			
			No Informat	ion Filed		
B. S	ERVI	CE PROVIDERS				
<u>Auc</u>	ditors	i.			Vas	s No
23.	(a)	(1) Are the <i>private fund's</i> financial statements	subject to an annual audi	?	•	0
		(2) If the answer to question 23.(a)(1) is "yes	s," are the financial statem	ents prepared in accordance with U.S. GAAP?	•	0
		If the answer to question 23.(a)(1) is "yes," ryou must complete questions (b) through (f)	•	rough (h) below. If the <i>private fund</i> uses more than one audig firm.	ting firm	١,
		Additional Auditor Information : 1 Record(s	s) Filed.			
		If the answer to question 23.(a)(1) is "yes,' firm, you must complete questions (b) throu	•	through (h) below. If the <i>private fund</i> uses more than one au auditing firm.	uditing	
		(b) Name of the auditing firm: DELOITTE & TOUCHE LLP				
		(c) The location of the auditing firm's office City:	responsible for the <i>private</i> State:	e fund's audit (city, state and country): Country:		
		NEW YORK	New York	United States		
		(d) Is the auditing firm an independent publi	ic accountant?		Yes N	No C

) Is the auditing firm registered with the Public Company Accounting Oversight Board?		_
	If yes, Public Company Accounting Oversight Board-Assigned Number: 34		
(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?	•	(
		V	'es
	the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's estors?		⊙
) Do a	all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	opini	ons
© \	ves C No C Report Not Yet Received		
If yo	ou check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report	is ava	ailal
Broke	er		
		Υ	'es
) Doe	s the <i>private fund</i> use one or more prime brokers?		0
	te 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 if uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	the pi	riva
	No Information Filed		
<u>lian</u>			
	s the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?	_	′es ⊙
Doe	s 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 same than one custodian, you must complete questions (b) through (g) separately for each custodian.	-	_
) Doe If th uses	be 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	-	•
) Doe If th uses	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 smore than one custodian, you must complete questions (b) through (g) separately for each custodian.	priva	⊙ nte i
) Doe If th uses Add	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 smore than one custodian, you must complete questions (b) through (g) separately for each custodian. ditional Custodian Information: 1 Record(s) Filed. 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	priva	⊙ nte i
Add	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 smore than one custodian, you must complete questions (b) through (g) separately for each custodian. ditional Custodian Information: 1 Record(s) Filed. 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 substance of the custodian, you must complete questions (b) through (g) separately for each custodian.	priva	⊙ nte i
Add If fu (b)	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 smore than one custodian, you must complete questions (b) through (g) separately for each custodian. ditional Custodian Information: 1 Record(s) Filed. 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 substance of custodian, you must complete questions (b) through (g) separately for each custodian. Legal name of custodian: JP MORGAN CHASE	priva	⊙ nte
Add If fu (b)	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 smore than one custodian, you must complete questions (b) through (g) separately for each custodian. ditional Custodian Information: 1 Record(s) Filed. 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 duses more than one custodian, you must complete questions (b) through (g) separately for each custodian. Legal name of custodian: JP MORGAN CHASE Primary business name of custodian: JP MORGAN CHASE 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: State: Country:	priva	⊙ nte i
Add If fu (b)	the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the smore than one custodian, you must complete questions (b) through (g) separately for each custodian. ditional Custodian Information: 1 Record(s) Filed. the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the private fund uses. If the duses more than one custodian, you must complete questions (b) through (g) separately for each custodian. Legal name of custodian: JP MORGAN CHASE Primary business name of custodian: JP MORGAN CHASE The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):	e priva	⊙ inte
Add If fu (b) (c)	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 smore than one custodian, you must complete questions (b) through (g) separately for each custodian. ditional Custodian Information: 1 Record(s) Filed. 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 duses more than one custodian, you must complete questions (b) through (g) separately for each custodian. Legal name of custodian: JP MORGAN CHASE Primary business name of custodian: JP MORGAN CHASE 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: State: Country:	priva	onte
Add If fu (b) (c)	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 smore than one custodian, you must complete questions (b) through (g) separately for each custodian. ditional Custodian Information: 1 Record(s) Filed. 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 answer to question 25.(a) is "yes," respond to questions (b) through (g) separately for each custodian the <i>private fund</i> uses. If the answer to question one custodian, you must complete questions (b) through (g) separately for each custodian. Legal name of custodian: JP MORGAN CHASE Primary business name of custodian: JP MORGAN CHASE 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: NEW YORK New York United States United States	ye:	onte
Add (c)	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 smore than one custodian, you must complete questions (b) through (g) separately for each custodian. ditional Custodian Information: 1 Record(s) Filed. 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 answer to question 25.(a) is "yes," respond to questions (b) through (g) separately for each custodian the <i>private fund</i> uses. If the answer to question one custodian, you must complete questions (b) through (g) separately for each custodian. Legal name of custodian: JP MORGAN CHASE Primary business name of custodian: JP MORGAN CHASE 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: NEW YORK New York United States United States	ye:	⊙ inte

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

Yes No

0 0

		must complete questions (b) through (f) separately for each administrator.		ou
		No Information Filed		
27.	you 0%			
	rele	lude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining arevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (included that it is a cations) was the valuation determined by such <i>person</i> .	-	
Mar	kete	<u>ers</u>		_
28.	(a)	Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	Yes	•
		You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicito 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</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		
				=
		TE FUND		
nfoı	ma†	tion About the <i>Private Fund</i>		
1.	(a)	Name of the <i>private fund</i> : BROOKFIELD FAIRFIELD U.S. MULTIFAMILY VALUE ADD FUND II DEV PF L.P.		
	(b)	Private fund identification number: (include the "805-" prefix also) 805-4220193254		
2.	Unc	der 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):		
		No Information Filed		_
		If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund. ing Adviser/Relying Adviser Name		
		MF ADVISOR LLC		_
4.		e 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		
	V	(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 <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered. No Information Filed		
			Yes	N
6.		Is this a "master fund" in a master-feeder arrangement? 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	•
		No Information Filed		_
	(c)	Is this a "feeder fund" in a master-feeder arrangement?	Yes	1
		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	

	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 for the master-feeder arrangement or reporting on the funds separately.	7.B.(1)
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 the feeder funds answer the following questions:	r each	n of
	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 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 multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	issue	d
_	(a) In the contract of the state of the stat	Yes	
3.	(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 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?	0	\circ
2		Yes	
) .	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	te fun	nd:
	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> : \$ 71,102,496		
	\$ 71,162,176		
<u>Ow</u>	<u>nership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 50,000,000		
	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 documents of the fund).	;	
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> : 0%		
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> : 100%		
۷œ	ur Advisory Services		
, UL	II MANISCI Y COI VICCO	Yes	No

O

Name of private fund:

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

	ivam	e of adviser to private fund	<u> </u>	SEC file number CRD numl	oer	
	BRO	OKFIELD ASSET MANAGEMEN	NT PIC US, LLC	801-72031 151599		
					Ye	s No
(a)	Do ar	ny investment advisers (other	er than the investment advisers liste	ed in Section 7.B.(1).A.3.(b)) advise the <i>private fund</i> ?	0	•
(b)		eanswer to question 18.(a) estion 18.(a) is "no," leave		C file number, if any, of the other advisers to the private fund.	If the ansv	wer
			No Inf	formation Filed		
Are	your (clients solicited to invest in t	the <i>private fund</i> ?		Ye:	s No
NC	TE: Foi	r purposes of this question, a	lo not consider feeder funds of the pr	rivate fund.		
Ap		ately what percentage of yo	our <i>clients</i> has invested in the <i>priva</i>	te fund?		
ivate	Offer	ina				
		<u></u>			Ye	s No
. Ha	s the p	<i>private fund</i> ever relied on ar	exemption from registration of its	securities under Regulation D of the Securities Act of 1933?	•	0
	•	ovide the <i>private fund's</i> Form	n D file number (if any):			
	rm D f 1-203	ile number 812				
SERV	ICE PRO	OVIDERS				
udito	<u>'s</u>					
(a)	(1) 1.	we the private foundle financia		a.udi#2	Ye	s No
i. (a)	(1) AI	re the <i>private rund's</i> financia	I statements subject to an annual a	audit?	•	
	(2) If	the answer to question 23	(a)(1) is "yos " aro tho financial sta		_	
		·	•	atements prepared in accordance with U.S. GAAP?	•	0
	If the	answer to question 23.(a)(•	atements prepared in accordance with U.S. GAAP? b) through (h) below. If the <i>private fund</i> uses more than one a	•	0
	If the	answer to question 23.(a)((1) is "yes," respond to questions (b through (f) separately for each aud	atements prepared in accordance with U.S. GAAP? b) through (h) below. If the <i>private fund</i> uses more than one a	•	0
	If the you n Addi	e answer to question 23.(a)(nust complete questions (b) tional Auditor Information he answer to question 23.(a)	(1) is "yes," respond to questions (through (f) separately for each auch : 1 Record(s) Filed.	b) through (h) below. If the <i>private fund</i> uses more than one a diting firm. (b) through (h) below. If the <i>private fund</i> uses more than one a diting firm.	cuditing firr	0
	If the you n Addi If t	e answer to question 23.(a)(nust complete questions (b) tional Auditor Information he answer to question 23.(a)	(1) is "yes," respond to questions (through (f) separately for each audit : 1 Record(s) Filed. a)(1) is "yes," respond to questions	b) through (h) below. If the <i>private fund</i> uses more than one a diting firm. (b) through (h) below. If the <i>private fund</i> uses more than one a diting firm.	cuditing firr	0
	If the you n Addi If t	e answer to question 23.(a) (nust complete questions (b) tional Auditor Information he answer to question 23.(an, you must complete question)	(1) is "yes," respond to questions (through (f) separately for each audit : 1 Record(s) Filed. a)(1) is "yes," respond to questions	b) through (h) below. If the <i>private fund</i> uses more than one a diting firm. (b) through (h) below. If the <i>private fund</i> uses more than one a diting firm.	cuditing firr	0
	Addi If the you n Addi If t firm (b)	e answer to question 23.(a)(nust complete questions (b) tional Auditor Information the answer to question 23.(an, you must complete question, you must complete question) Rame of the auditing firm: ERNST & YOUNG LLP The location of the auditing	(1) is "yes," respond to questions (to through (f) separately for each audit in the second (s) Filed. (a) (1) is "yes," respond to questions ons (b) through (f) separately for each audit in the second (s) firm's office responsible for the property of the second (s) is "yes," respond to questions ons (b) through (f) separately for each audit in the second (s) is "yes," respond to questions ons (b) through (f) separately for each audit in the second (s) is "yes," respond to questions on (s) it	b) through (h) below. If the <i>private fund</i> uses more than one a diting firm. (b) through (h) below. If the <i>private fund</i> uses more than one a diting firm. (c) (b) through (h) below. If the <i>private fund</i> uses more than one each auditing firm.	cuditing firr	0
	Addi If the you n Addi If t firm (b)	e answer to question 23.(a)(nust complete questions (b) tional Auditor Information he answer to question 23.(an, you must complete question) Name of the auditing firm: ERNST & YOUNG LLP	(1) is "yes," respond to questions (to through (f) separately for each audit : 1 Record(s) Filed. a)(1) is "yes," respond to questions ons (b) through (f) separately for e	b) through (h) below. If the <i>private fund</i> uses more than one a diting firm. (b) through (h) below. If the <i>private fund</i> uses more than one a diting firm. (c) (b) through (h) below. If the <i>private fund</i> uses more than one each auditing firm.	cuditing firr	0
	Addi If the you n Addi (b)	e answer to question 23.(a)(nust complete questions (b) tional Auditor Information the answer to question 23.(an, you must complete question) Name of the auditing firm: ERNST & YOUNG LLP The location of the auditing City: NEW YORK	(1) is "yes," respond to questions (to through (f) separately for each audit : 1 Record(s) Filed. (a) (1) is "yes," respond to questions ons (b) through (f) separately for each audit in the property of the	b) through (h) below. If the <i>private fund</i> uses more than one a diting firm. (b) through (h) below. If the <i>private fund</i> uses more than one a diting firm. (c) through (h) below. If the <i>private fund</i> uses more than one each auditing firm.	uditing firm auditing	m,
	Addi If the you n Addi (b)	e answer to question 23.(a)(nust complete questions (b) tional Auditor Information the answer to question 23.(an, you must complete question) Name of the auditing firm: ERNST & YOUNG LLP The location of the auditing City:	(1) is "yes," respond to questions (to through (f) separately for each audit : 1 Record(s) Filed. (a) (1) is "yes," respond to questions ons (b) through (f) separately for each audit in the property of the	b) through (h) below. If the <i>private fund</i> uses more than one a diting firm. (b) through (h) below. If the <i>private fund</i> uses more than one a diting firm. (c) through (h) below. If the <i>private fund</i> uses more than one each auditing firm.	uditing firm	m,
	Addi If the you n Addi (b) (c)	e answer to question 23.(a)(nust complete questions (b) tional Auditor Information the answer to question 23.(an, you must complete question, you must complete question) Name of the auditing firm: ERNST & YOUNG LLP The location of the auditing City: NEW YORK Is the auditing firm an index	(1) is "yes," respond to questions (to through (f) separately for each audit : 1 Record(s) Filed. (a) (1) is "yes," respond to questions ons (b) through (f) separately for each audit in the property of the	b) through (h) below. If the <i>private fund</i> uses more than one a diting firm. (b) through (h) below. If the <i>private fund</i> uses more than one a diting firm. (c) (b) through (h) below. If the <i>private fund</i> uses more than one each auditing firm. (c) (ivate fund's audit (city, state and country): Country: United States	uditing firm auditing	No C
	Addi If the you n Addi (b) (c)	e answer to question 23.(a)(nust complete questions (b) tional Auditor Information the answer to question 23.(a) n, you must complete question Name of the auditing firm: ERNST & YOUNG LLP The location of the auditing City: NEW YORK Is the auditing firm an inde	(1) is "yes," respond to questions (to through (f) separately for each audit in the separately for	b) through (h) below. If the <i>private fund</i> uses more than one a diting firm. (b) through (h) below. If the <i>private fund</i> uses more than one a diting firm. (c) (b) through (h) below. If the <i>private fund</i> uses more than one each auditing firm. (c) (ivate fund's audit (city, state and country): Country: United States	uditing firm auditing Yes	No C
	Addi If the you n Addi If t firm (b) (c)	tional Auditor Information the answer to question 23.(a)(a)(b) tional Auditor Information the answer to question 23.(a)(a)(b) the answer to question 23.(a)(b) the answer to question 23.(a)(b) the answer to question 23.(a) the auditing firm: ERNST & YOUNG LLP The location of the auditing City: NEW YORK Is the auditing firm an index Is the auditing firm registe If yes, Public Company Acce 42	(1) is "yes," respond to questions (to through (f) separately for each audit in through (f) separately for each audit in the separat	b) through (h) below. If the <i>private fund</i> uses more than one a diting firm. (b) through (h) below. If the <i>private fund</i> uses more than one a diting firm. (c) (b) through (h) below. If the <i>private fund</i> uses more than one each auditing firm. (c) (ivate fund's audit (city, state and country): Country: United States	e auditing Yes O	No C
	If the you n Addi If t firm (b) (c)	e answer to question 23.(a)(enust complete questions (b) tional Auditor Information the answer to question 23.(a) the answer to question 24.(a) the answer to question 24.(a) the answer to question 25.(a) the answer to question 25.(a) the ans	(1) is "yes," respond to questions (to through (f) separately for each audit in through (f) separately for each audit in the separat	b) through (h) below. If the <i>private fund</i> uses more than one a diting firm. (b) through (h) below. If the <i>private fund</i> uses more than one a diting firm. (c) (b) through (h) below. If the <i>private fund</i> uses more than one each auditing firm. (c) (ivate fund's audit (city, state and country): Country: United States (inting Oversight Board? Number:	Yes O	No C

				Y
	the <i>private fund</i> use one or r	•	o) through (e) below for each prime broker the <i>private fu</i>	iunduses If the nr
	•		ions (b) through (e) separately for each prime broker.	ind uses. If the μ
		No	Information Filed	
<u>ın</u>				Y
If the	answer to question 25.(a) is	s "yes," respond to questions (k	okers listed above) to hold some or all of its assets? b) through (g) below for each custodian the <i>private fund</i> through (g) separately for each custodian.	duses. If the <i>priva</i>
Addit	tional Custodian Informatio	on : 2 Record(s) Filed.		
fund	·		(b) through g) below for each custodian the <i>private fun</i> ons (b) through (g) separately for each custodian.	nd uses. If the <i>priv</i>
	J.P. MORGAN CHASE BANK			
(c)	Primary business name of c J.P. MORGAN CHASE BANK	ustodian:		
(d)	The location of the custodia City:	n's office responsible for <i>custoa</i> State:	dy of the <i>private fund's</i> assets (city, state and country): Country:	
	PHOENIX	Arizona	United States	Yes
(e)	Is the custodian a related pe	erson of your firm?		0
(f)	If the custodian is a broker-	-dealer, provide its SEC registra	tion number (if any):	
	CRD Number (if any):			
(g)	If the custodian is not a broidentifier (if any)	oker-dealer, or is a broker-deale	er but does not have an SEC registration number, provid	le its <i>legal entity</i>
	·		(b) through g) below for each custodian the <i>private fun</i> ons (b) through (g) separately for each custodian.	nd uses. If the <i>priv</i>
(b)	Legal name of custodian: SUMITOMO MITSUI BANKING	G CORP		
(c)	Primary business name of c SUMITOMO MITSUI BANKING			
	The location of the custodia	·	dy of the private fund's assets (city, state and country):	
(d)	011	Ctoto	Country:	
	City: NEW YORK	State: New York	United States	

		(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)	
<u>Adn</u>	<u>ninis</u>	<u>trator</u>	
26	(a)	Doos the private funduce on administrator other than your firm?	No
20.		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, y must complete questions (b) through (f) separately for each administrator.	ou ∕ou
		No Information Filed	
27.		ng 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 related person?	
	rele	ude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any vant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including rations) was the valuation determined by such <i>person</i> .	
<u>Mar</u>	kete		
28.	(a)	Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	No ⊙
		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 you must complete questions (b) through (g) separately for each marketer.	
		No Information Filed	
A. PF	TAVIS	E FUND	
<u>Info</u>	<u>mat</u>	ion About the <i>Private Fund</i>	
1.		Name of the private fund:	
	(b)	BROOKFIELD FAIRFIELD U.S. MULTIFAMILY VALUE ADD FUND II PF, L.P. Private fund identification number: (include the "805-" prefix also) 805-5717024359	
2.	Und	er 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):	
		No Information Filed	
	(b)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.	
	Fili	ng Adviser/Relying Adviser Name	
	VAN	IF ADVISOR LLC	
4.	V	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.

CRD Number (if any):

	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	•
	(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 for the master-feeder arrangement or reporting on the funds separately.	7.B.(1)
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 the feeder funds answer the following questions:	or eacl	า of
	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 a	ll of th	neir
	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 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"?	Yes	
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 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?	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.)?	Yes O	No ⊙
10.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund or real estate fund or securitized asset fund or venture capital fund or other private equity fund or real estate fund or securitized asset fund or venture capital fund or other private equity fun	ate fur	nd:
	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> : \$ 652,177		
<u>Ow</u>	<u>vnership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$50,000,000		
	NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in thorganizational documents of the fund).	е	
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> : 0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		

0%

(e) if the previous rand qualities for the exclusion from the detertion of investment company under section 3(c)(1) of the investment Company Act of 1940, are sales of the fund limited to qualified clients? 10. What is the approximate percentage of the private And beneficially owned by non-United States persons: 10098 **Your Advisory Services** 17. (e) Are you a sunardvisor to this private fund? (a) If the answer to question 17. (a) is "yes," provide the name and SEC file number, if any, of the advisor of the private fund? (b) If the answer to private fund SEC file number (RD in RECORTIFIC ASSET MANAGEMENT PIC US. ILC SEC file number, if any, of the advisor of the private fund? (b) On any investment advisors (other than the investment advisors listed in Section 7.8. (1) A3 (b)) advise the private fund? (c) If the answer to question 18. (a) is "yes," provide the name and SEC file number, if any, of the other advisors to the private fund? (d) If the answer to question 18. (a) is "yes," provide the name and SEC file number, if any, of the other advisors to the private fund? (d) If the answer to question 18. (a) is "yes," provide the name and SEC file number, if any, of the other advisors to the private fund? (ii) If the answer to question 18. (a) is "yes," provide the name and SEC file number, if any, of the other advisors to the private fund? (iii) If the answer to question 18. (a) is "yes," the private funds of the private fund. 20. Approximately what percentage of your clients has invested in the private fund. 21. Lyes, provide the private funds financial statements subject to an annual audit? (2) If yes, provide the private funds financial statements subject to an annual audit? (3) If the answer to question 23. (a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than firm, you must complete questions 2. (a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than firm, you must complete questions (b) through (f) separately	Yes No o o o o o o o o o o o o o o o o o o
Your Advisory Services 17. (a) Are you a subadvisor to this private fund? (b) If the answer to question 17 (a) is "yes," provide the name and SLC file number, if any, of the advisor of the private fund. If the question 17 (a) is "no," leave this question blank. Name of advisor to private fund 800.KFIELD ASSET MANAGEMENT PIC US, LLC 801-72031 18. (a) Do any Investment advisors (other than the investment advisors listed in Section 7.8 (1) A.3.(b)) advise the private fund. (b) If the enswer to question 18 (a) is "yes," provide the name and SEC file number, if any, of the other advisors to the private fund to question 18 (b) is "no." leave this question blank. No Information Filed 19. Are your client's solicited to invest in the private fund? NOTE: For purposes of this question, do not consider fooder funds of the private fund? ONE Private Offering 21. Hay so, provide the private fund's form D file number (if any): Form D file number [021-203812 23. (a) (1) Are the private fund's financial statements subject to an annual audit? (c) If the answer to question 23.(a) (1) is "yes," respond to questions propaged in accordance with U.S. GAAP? If the answer to question 23.(b) (1) is "yes," respond to questions (b) through (i) below. If the private fund uses more than on 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.(c) (1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than firm, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm:	⊙ ○
17. (a) Are you a subadvisor to this <i>private tund?</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 question 17 (a) is "no." (cave this question blank. Name of adviser to private fund SEC file number GRD m (BROCKFILLD ASSET MANAGEMENT PIC US, LLC 801-72031 811-72031 811-89	⊙ ○
17. (a) Are you a subadvisor to this <i>private tund?</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 question 17 (a) is "no." (cave this question blank. Name of adviser to private fund SEC file number GRD m (BROCKFILLD ASSET MANAGEMENT PIC US, LLC 801-72031 811-72031 811-89	⊙ ○
(8) 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 question 17.(a) is "no," leave this question blank. Name of adviser to private fund B01-72031 B1599	~ ~
question 17 (a) is "no," leave this question blank. Name of adviser to private fund SEC file number QRD miles	answer to
Name of adviser to private fund BROOKFIELD ASSET MANAGEMENT PIC US, LLC B01-72031 15159	
18. (a) Do any investment advisors (other than the investment advisors 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 advisors to the <i>private fund</i> to question 18 (a) is "no," leave this question blank. No Information Filed 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. 20. Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 6% 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 1932 22. If yes, provide the <i>private fund's</i> Form D file number (if any): Form D file number 021-203812 23. (a) (1) Are the <i>private fund's</i> 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 <i>private fund</i> uses more than on 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 firm, you must complete questions (b) through (f) separately for each auditing firm.	nber
(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 fun</i> to question 18.(a) is "no," leave this question blank. No Information Filed 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% Private Offering 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 22. If yes, provide the <i>private fund's</i> Form D file number (if any): Form D file number 021-203812 8. SERVICE PROVIDERS Auditors 23. (a) (1) Are the <i>private fund's</i> 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 <i>private fund</i> uses more than on 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 firm, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm:	
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firm, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm:	additing IIIII,
	additing IIIIII,
EKINOT & TOUING LLP	
(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:	
NEW YORK New York United States	
(d) Is the auditing firm an independent public accountant?	
(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	e auditing
If yes, Public Company Accounting Oversight Board-Assigned Number:	re auditing Yes No

	(f) If "yes" to (e) above, is the auditing firm subject to reg accordance with its rules?	ular inspection by the Public Company Accounting Oversight Board in	⊙ ○				
(g)	Are the <i>private fund's</i> audited financial statements for the moinvestors?	st recently completed fiscal year distributed to the <i>private fund's</i>	Yes No				
(h)	Do all of the reports prepared by the auditing firm for the private property prepared by the auditing firm for the private property prepared by the auditing firm for the private property property prepared by the auditing firm for the private property property prepared by the auditing firm for the private property pro	rate fund since your last annual updating amendment contain unqualified op	pinions?				
	If you check "Report Not Yet Received," you must promptly file a	an amendment to your Form ADV to update your response when the report is	; available.				
<u>Prime I</u>	<u>Broker</u>						
24. (a)	Does the <i>private fund</i> use one or more prime brokers?		Yes No				
, ,		ns (b) through (e) below for each prime broker the <i>private fund</i> uses. If the uestions (b) through (e) separately for each prime broker.					
		No Information Filed					
Custod	<u>an</u>		Yes No				
25. (a)	Does the <i>private fund</i> use any custodians (including the prime	brokers listed above) to hold some or all of its assets?	© 0				
	If the answer to question 25.(a) is "yes," respond to question uses more than one custodian, you must complete questions	as (b) through (g) below for each custodian the <i>private fund</i> uses. If the p_i (b) through (g) separately for each custodian.					
	Additional Custodian Information : 2 Record(s) Filed.						
	fund uses more than one custodian, you must complete que (b) Legal name of custodian:	ons (b) through g) below for each custodian the <i>private fund</i> uses. If the pestions (b) through (g) separately for each custodian.	private				
	JPMORGAN CHASE & CO. (c) Primary business name of custodian:						
	JPMORGAN CHASE & CO.						
	(d) The location of the custodian's office responsible for <i>cu</i>	stody of the private fund's assets (city, state and country):					
	City: State:	Country:					
	PHOENIX Arizona	United States	Yes No				
	(e) Is the custodian a <i>related person</i> of your firm?		O 0				
	(f) If the custodian is a broker-dealer, provide its SEC regis	stration number (if any):					
	- CRD Number (if any):						
	(g) If the custodian is not a broker-dealer, or is a broker-didentifier (if any)	ealer but does not have an SEC registration number, provide its <i>legal enti</i>	ity				
	If the answer to question 25.(a) is "yes," respond to questifund uses more than one custodian, you must complete que	ons (b) through g) below for each custodian the <i>private fund</i> uses. If the pestions (b) through (g) separately for each custodian.	private				
	(b) Legal name of custodian: SUMITOMO MITSUI BANKING CORP						

you 0% Inc rel allo arket	lude only those assets where (i) sevant quotes, and (ii) the valuation ocations) was the valuation determined by the ser and the ser are similar person. If the answer to questions assets where	vices of someone other than you or the <i>person</i> acts as a placement age uestion 28.(a) is "yes," respond to d	scriptions, redemptions or distributions, and fee calculations of the consultant, finder, introducer, municipal advisor of questions (b) through (g) below for each such market uplete questions (b) through (g) separately for each market producer.	Yes N C r other solicitor, or ter the private fund
you 0% Inc rel allo arket	lude only those assets where (i) sevant quotes, and (ii) the valuation ocations) was the valuation determined. Book the private fund use the ser	n used for purposes of investor substined by such <i>person</i> . vices of someone other than you or	scriptions, redemptions or distributions, and fee calculations are considered as a second consistency of the constant of the c	lations (including Yes N
you 0% Inc rel allo	lude only those assets where (i) sevant quotes, and (ii) the valuation determinations) was the valuation determination	n used for purposes of investor sub		ulations (including
you 0% Inc rel allo	lude only those assets where (i) sevant quotes, and (ii) the valuation determinations) was the valuation determination	n used for purposes of investor sub		
you 0% Ind rel	lude only those assets where (i) sevant quotes, and (ii) the valuatio	n used for purposes of investor sub		
	ır related person?		n procedure established for that asset if any includir	
		centage of the <i>private fund's</i> assets	(by value) was valued by a person, such as an admir	nistrator, that is not
		No Inf	ormation Filed	
	•	ugh (f) separately for each adminis	nrough (f) below. If the <i>private fund</i> uses more than o trator.	me auministrator, you
o. (a)	Does the <i>private fund</i> use an adm	•	(f) balance 16 the analysis found to a second them.	0 0
<u>dmini</u>	<u>strator</u>			Yes N
	identifier (if arry)			
	(g) If the custodian is not a broidentifier (if any)	oker-dealer, or is a broker-dealer b	ut does not have an SEC registration number, provide	e its <i>legal entity</i>
	- CRD Number (if any):			
	(f) If the custodian is a broker	-dealer, provide its SEC registration	number (if any):	
	(e) Is the custodian a related p	erson of your firm?		Yes No
	NEW YORK	New York	United States	Vac No
	(d) The location of the custodia City:	an's office responsible for <i>custody</i> of State:	f the <i>private fund's</i> assets (city, state and country): Country:	

A. P	PRIVATE FUND	
Info	ormation About the <i>Private Fund</i>	
1.	 (a) Name of the <i>private fund</i>: BROOKFIELD FAIRFIELD U.S. MULTIFAMILY VALUE ADD FUND II, L.P. (b) <i>Private fund</i> identification number: (include the "805-" prefix also) 805-8391546034 	
2.	Under 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):	
	No Information Filed	
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund. Filing Adviser/Relying Adviser Name	
	VAMF ADVISOR LLC	
 4. 5. 	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 List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.	
	No Information Filed	
6.	(a) Is this a "master fund" in a master-feeder arrangement?	Yes No
	(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	
	(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:	Yes No ○ •
	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 for the master-feeder arrangement or reporting on the funds separately.	7.B.(1)
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 the feeder funds answer the following questions:	each of
	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 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 multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	

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

8. (a) Is this *private fund* a "fund of funds"?

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?	• • • • • • • • • • • • • • • • • • •	0
<u>Priv</u>	vate Offering	Yes	No
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0%		
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.		
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	O	⊙
	No Information Filed	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 to question 18.(a) is "no," leave this question blank.	answ	er
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	©
	DICORTILLO ASSET INIMINACLINIENT FIG US, ELC	Yes	
	question 17.(a) is "no," leave this question blank. Name of adviser to private fund SEC file number CRD number		
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 <i>private fund</i>. If the answer	⊙ to	0
<u>Υοι</u>	ur Advisory Services	Yes	No
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 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 qualified clients?	•	0
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
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 65%		
13.	Approximate number of the <i>private fund's</i> beneficial owners: 4		
	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 of the fund).)	
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 50,000,000		
<u>Ow</u>	nershi <u>p</u>		
11.	Current gross asset value of the <i>private fund</i> : \$ 115,228,608		
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
	O hedge fund O liquidity fund O private equity fund or real estate fund O securitized asset fund O venture capital fund O Other private	te fun	d:
10.	What type of fund is the <i>private fund</i> ?		
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 Ö	No ⊙
	(b) If yes, does the private fund invest in funds managed by you or by a related person?		0
	vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.		

	rm D file number				
B. SFRV	ICE PROVIDERS				
D. OLIV	TOE THO VIBERO				
<u>Audito</u>	<u>'S</u>				Yes No
23. (a)	(1) Are the private fun	d's financial statements su	bject to an annual au	dit?	⊙ ○
	(2) If the answer to quality	uestion 23.(a)(1) is "yes,"	are the financial state	ments prepared in accordance with U.S. GAAP?	⊙ ○
	·	ion 23.(a)(1) is "yes," respections (b) through (f) sep	•	through (h) below. If the <i>private fund</i> uses more than one audiing firm.	ting firm,
	Additional Auditor In	nformation : 1 Record(s) I	Filed.		
		estion 23.(a)(1) is "yes," replete questions (b) through	•	o) through (h) below. If the <i>private fund</i> uses more than one auch auditing firm.	uditing
	(b) Name of the aud				
	(c) The location of	he auditing firm's office re	sponsible for the <i>priva</i>	ate fund's audit (city, state and country):	
	City:	S	tate:	Country:	
	NEW YORK	N	ew York	United States	Yes No
	(d) Is the auditing f	irm an <i>independent public a</i>	accountant?		⊙○○
	(e) Is the auditing f	irm registered with the Pul	blic Company Account	ing Oversight Board?	⊙ ○
	If yes, Public Co	mpany Accounting Oversig	ght Board-Assigned Nu	ımber:	
	(f) If "yes" to (e) a accordance with	_	subject to regular insp	ection by the Public Company Accounting Oversight Board in	• o
					Yes No
(g)	Are the <i>private fund's</i> investors?	audited financial statemen	ts for the most recent	ly completed fiscal year distributed to the private fund's	© 0
(h)		repared by the auditing fire	m for the <i>private fund</i>	since your last annual updating amendment contain unqualified	opinions?
	⊙ Yes ○ No ○ Repo		,		·
	·		promptly file an amend	lment to your Form ADV to update your response when the report	' is available.
Prime	<u> Broker</u>				.,
24. (a)	Does the <i>private fund</i>	use one or more prime bro	okers?		Yes No
	· ·		•	rough (e) below for each prime broker the <i>private fund</i> uses. If (b) through (e) separately for each prime broker.	the <i>private</i>
			No Info	rmation Filed	
Custod	<u>ian</u>				· ·
25. (a)	Does the <i>private fund</i>	use any custodians (includ	ing the prime brokers	listed above) to hold some or all of its assets?	Yes No
. /	If the answer to quest	ion 25.(a) is "yes," respor	nd to questions (b) the	ough (g) below for each custodian the <i>private fund</i> uses. If the ugh (g) separately for each custodian.	

Additional Custodian Information : 2 Record(s) Filed.

JPMORGAN CHAS	ustodian: SE & CO.		
(c) Primary business JPMORGAN CHAS			
(d) The location of the	he custodian's office responsible for <i>cust</i>	ody of the private fund's assets (city, state and co	ountry):
City: PHOENIX	State: Arizona	Country: United States	
	a related person of your firm?		
	is a broker-dealer, provide its SEC registi	ration number (if any)	
- CRD Number (if a	·	attorr number (ii any).	
CRD Number (II a	miy).		
(g) If the custodian identifier (if any)	is not a broker-dealer, or is a broker-dea	aler but does not have an SEC registration number	er, provide its <i>legal enti</i>
		ns (b) through g) below for each custodian the p	
<i>fund</i> uses more than	one custodian, you must complete ques	tions (b) through (g) separately for each custodi	an.
(b) Legal name of cu SUMITOMO MITS	ustodian: UI BANKING CORP		
SUMITOMO MITS (c) Primary business	UI BANKING CORP		
SUMITOMO MITS (c) Primary business SUMITOMO MITS	UI BANKING CORP s name of custodian: UI BANKING CORP	ody of the <i>private fund's</i> assets (city, state and co	ountry):
SUMITOMO MITS (c) Primary business SUMITOMO MITS (d) The location of the City:	UI BANKING CORP s name of custodian: UI BANKING CORP he custodian's office responsible for <i>cust</i>	Country:	ountry):
SUMITOMO MITS (c) Primary business SUMITOMO MITS (d) The location of the sum of the su	UI BANKING CORP s name of custodian: UI BANKING CORP he custodian's office responsible for <i>cust</i>		
SUMITOMO MITS (c) Primary business SUMITOMO MITS (d) The location of the City: NEW YORK	UI BANKING CORP s name of custodian: UI BANKING CORP he custodian's office responsible for <i>cust</i>	Country:	
SUMITOMO MITS (c) Primary business SUMITOMO MITS (d) The location of the City: NEW YORK (e) Is the custodian	UI BANKING CORP s name of custodian: UI BANKING CORP he custodian's office responsible for <i>cust</i> State: New York	Country: United States	
SUMITOMO MITS (c) Primary business SUMITOMO MITS (d) The location of the City: NEW YORK (e) Is the custodian	UI BANKING CORP Is name of custodian: UI BANKING CORP The custodian's office responsible for customer State: New York a related person of your firm? is a broker-dealer, provide its SEC registing.	Country: United States	
SUMITOMO MITS (c) Primary business SUMITOMO MITS (d) The location of the City: NEW YORK (e) Is the custodian (f) If the custodian	UI BANKING CORP Is name of custodian: UI BANKING CORP The custodian's office responsible for customer State: New York a related person of your firm? is a broker-dealer, provide its SEC registing.	Country: United States	
SUMITOMO MITS (c) Primary business SUMITOMO MITS (d) The location of the City: NEW YORK (e) Is the custodian (f) If the custodian - CRD Number (if a	ui Banking CORP s name of custodian: ui Banking CORP he custodian's office responsible for customer State: New York a related person of your firm? is a broker-dealer, provide its SEC registions):	Country: United States	
SUMITOMO MITS (c) Primary business SUMITOMO MITS (d) The location of the City: NEW YORK (e) Is the custodian - CRD Number (if a continuous)	ui Banking CORP s name of custodian: ui Banking CORP he custodian's office responsible for customer State: New York a related person of your firm? is a broker-dealer, provide its SEC registions):	Country: United States ration number (if any):	
SUMITOMO MITS (c) Primary business SUMITOMO MITS (d) The location of the City: NEW YORK (e) Is the custodian (f) If the custodian - CRD Number (if a second content of the custodian)	ui Banking CORP s name of custodian: ui Banking CORP he custodian's office responsible for customer State: New York a related person of your firm? is a broker-dealer, provide its SEC registions):	Country: United States ration number (if any):	
SUMITOMO MITS (c) Primary business SUMITOMO MITS (d) The location of the City: NEW YORK (e) Is the custodian (f) If the custodian - CRD Number (if a custodian identifier (if any)	ui Banking CORP s name of custodian: ui Banking CORP he custodian's office responsible for customer State: New York a related person of your firm? is a broker-dealer, provide its SEC registions):	Country: United States ration number (if any): aler but does not have an SEC registration number	
SUMITOMO MITS (c) Primary business SUMITOMO MITS (d) The location of the City: NEW YORK (e) Is the custodian (f) If the custodian - CRD Number (if a custodian identifier (if any) (g) If the custodian identifier (if any)	IN BANKING CORP Is name of custodian: UI BANKING CORP The custodian's office responsible for customer State: New York Is a related person of your firm? The provide its SEC registions and the provide its SEC registions and the provide its a broker-dealer, or is a broker-dealer. The provided its SEC registrates are provided its sections and the provided its sections.	Country: United States ration number (if any): aler but does not have an SEC registration number ? (b) through (f) below. If the private fund uses more	er, provide its <i>legal enti</i>

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any

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?

<u>Ma</u>	rkete	<u>ers</u>		
			Yes	No
28.	(a)	Does the private fund use the services of someone other than you or your employees for marketing purposes?	\circ	•
		You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, 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 more than one marketer you must complete questions (b) through (g) separately for each marketer.		
		No Information Filed		
A. P	RIVA	TE FUND		
Info	rmo	tion About the Drivate Fund		
IIIIC	<u>л ппа</u>	tion About the <i>Private Fund</i>		
1.	(a)	Name of the private fund:		
		BROOKFIELD FAIRFIELD U.S. MULTIFAMILY VALUE ADD FUND III PF L.P.		
	(b)	Private fund identification number:		
		(include the "805-" prefix also)		
		805-3741759168		
2.	Unc	der the laws of what state or country is the <i>private fund</i> organized:		
۷.	OTIC	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):		
0.	(d)	No Information Filed		
		No The Hiller Theu		
	(b)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	Fill	ing Adviser/Relying Adviser Name		
	VA	MF ADVISOR LLC		
4.		e private fund (check all that apply; you must check at least one):		
	V	(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		
	121	(2) qualifies for the exclusion from the definition of investment company drider section 3(c)(7) of the investment company Act of 1940		
5.	List	t 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?		
	Na	me of private fund Private fund identification number		
	BR	OOKFIELD FAIRFIELD VAMF III ACCESS FUND, L.P. 805-8161125933		
	RE	PREMIER BROOKFIELD FAIRFIELD VAMF III ONSHORE FEEDER, LP 805-6754850050		
			.	Na
	(c)	Is this a "feeder fund" in a master-feeder arrangement?	Yes	
		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?	О	•
	(u)	Name of <i>private fund</i> :		
		Defends 6 and interesting according		
		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.

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.

	ne 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 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 multiple classes (or series) of shares or interests, 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"?	_	\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			
		Vaa	NI.			
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	⊙			
10.	What type of fund is the <i>private fund</i> ?					
	O hedge fund O liquidity fund O private equity fund or real estate fund O securitized asset fund O venture capital fund O Other private	te fun	d:			
	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> : \$ 128,299,496					
<u>Ow</u>	nership_					
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :					
	\$ 10,000,000					
	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 of the fund).	?				
13.	Approximate number of the <i>private fund's</i> beneficial owners: 15					
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%					
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 20%					
	(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> : 15%					
You	ur Advisory Services					
17.	(a) Are you a subadviser to this <i>private fund</i> ?	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 question 17.(a) is "no," leave this question blank.		~			
	Name of adviser to private fund SEC file number CRD number					
	BROOKFIELD ASSET MANAGEMENT PIC US, LLC 801-72031 151599					
10	(a) Do any investment advisors (other than the investment advisors listed in Castian 7.D. (1) A.2. (b)) advisor the material for the	Yes				
ΙŎ.	(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	C answ	⊙ er			

to question 18.(a) is "no," leave this question blank.

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

10	And your eligate collected to invest in the private fixed	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	•
	NOTE. For purposes of this question, do not consider recuer runds of the private rund.		
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0%		
<u>Priv</u>	vate Offering	Ves	s 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 yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number		
	021-27581501		
B. SI	ERVICE PROVIDERS		
Auc	<u>litors</u>	Vo	s No
23.	(a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	res ©	0 0
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	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 audit 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 au firm, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm: ERNST & YOUNG LLP	diting	
	(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:		
	NEW YORK New York United States		
	(d) Is the auditing firm an independent public accountant?	Yes	
	(d) Is the auditing firm an independent public accountant?	⊙	
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 42		
	(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?	•	0
		3.5	_ a :
	(g) Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	Yes	S No
	(h) Do all of the reports prepared by the auditing firm for the <i>private fund</i> since your last <i>annual updating amendment</i> contain unqualified	opinion	s?
		·	
	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 availa	able.
<u>Prir</u>	me Broker	Ye	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 private fund uses. 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 answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses.	_	_

fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

	the <i>private fund</i> use any cust	odians (including the prime br	rokers listed above) to hold some or all of its assets?	
			(b) through (g) below for each custodian the <i>private fund</i> uses. If th) through (g) separately for each custodian.	ne <i>pri</i>
	tional Custodian Informatio) tillough (g) separately for each custodian.	
			s (b) through g) below for each custodian the <i>private fund</i> uses. If ions (b) through (g) separately for each custodian.	the p
	Legal name of custodian: CAPITAL ONE			
	Primary business name of cu CAPITAL ONE	ustodian:		
(d)	The location of the custodiar	n's office responsible for <i>custo</i>	ody of the <i>private fund's</i> assets (city, state and country):	
	City:	State:	Country:	
	DALLAS	Texas	United States	١
(e)	Is the custodian a related pe	erson of your firm?		(
(0)				
(f)	- If the custodian is a broker-o	dealer, provide its SEC registra	ation number (if any):	
	CRD Number (if any):			
	identifier (if any)		ler but does not have an SEC registration number, provide its <i>legal</i>	
			is (b) through g) below for each custodian the <i>private fund</i> uses. If find its ions (b) through (g) separately for each custodian.	the μ
	Legal name of custodian: SUMITOMO MITSUI BANKING	CORP		
(c)	Primary business name of cu SUMITOMO MITSUI BANKING			
	The location of the custodian	ו's office responsible for <i>custo</i>	ody of the private fund's assets (city, state and country):	
	City: NEW YORK	State: New York	Country: United States	
(d)		New Tork	officed States	`
(d)				
(d)	Is the custodian a related pe	erson of your firm?		
(d) (e)	Is the custodian a related pe	erson of your firm? dealer, provide its SEC registra	ation number (if any):	(
(d) (e) (f)	Is the custodian a related pe	•	ation number (if any):	(

	Yes	N
(a) Does the private fund use an administrator other than your firm?	\circ	6
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 must complete questions (b) through (f) separately for each administrator.	or, yo	ou
No Information Filed		
During 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 i your <i>related person</i> ? 0%	s not	
Include only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining ar relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (includ allocations) was the valuation determined by such <i>person</i> .	-	
<u>keters</u>		_
(a) Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	Yes	
You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor 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</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) Name of the <i>private fund</i>: BROOKFIELD FAIRFIELD U.S. MULTIFAMILY VALUE ADD FUND III, L.P. (b) <i>Private fund</i> identification number: (include the "805-" prefix also) 805-4227697754 Under the laws of what state or country is the <i>private fund</i> organized: State: Country: 		
Delaware United States		
(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
No Information Filed		
(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund. Filing Adviser/Relying Adviser Name VAMF ADVISOR LLC		
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		
List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered. No Information Filed		
No Information Filed	Yes	N
List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered. No Information Filed (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> ?	Yes •	N _i

805-8161125933

805-6754850050

BROOKFIELD FAIRFIELD VAMF III ACCESS FUND, L.P.

RE PREMIER BROOKFIELD FAIRFIELD VAMF III ONSHORE FEEDER, LP

	(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? 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 for the master-feeder arrangement or reporting on the funds separately.	7.B.(1))
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 the feeder funds answer the following questions:	r each	of
	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 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 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"?	Yes I	
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 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?	0	0
		Yes I	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 or real estate fund O securitized asset fund O venture capital fund O Other <i>priva</i>	te 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> : \$ 494,867,437		
<u>Ow</u>	vnership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 10,000,000		
	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 documents of the fund).	ž	
13.	Approximate number of the <i>private fund's</i> beneficial owners: 12		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 41%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 6%	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> ?	Yes 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%

Yes No

(k	b) If the	e 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)
(1	•	tion 17.(a) is "no," leave this question	•	me number, if any, of the adviser	of the private rana. If the	ariswer to	,
	Nam	ne of adviser to private fund		SEC file number	er CRD nun	nber	
	BRO	OKFIELD ASSET MANAGEMENT PIC US	S, LLC	801-72031	151599		
						Y	es No
•	•	ny investment advisers (other than t		. , . , , , , , , , , , , , , , , , , ,	•		o
(k	(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 to question 18.(a) is "no," leave this question blank.						swer
	No Information Filed						
						V	es No
19. A	re your	clients solicited to invest in the priva	nte fund?				୦ .୧
	3	r purposes of this question, do not cor		√ate fund.		,	
			,				
20. A	pproxin	nately what percentage of your client	ts has invested in the private	e fund?			
0	%						
<u>Privat</u>	te Offer	ring				V	es No
21. H	las the i	private fund ever relied on an exempt	tion from registration of its s	securities under Regulation D of th	ne Securities Act of 1933?		es 140 ⊙ 0
	,					,	
22. If	f yes, pr	rovide the <i>private fund's</i> Form D file n	umber (if any):				
F	orm D	file number					
C	021-275	815					
B. SER	VICE PR	POVIDERS					
B. SER	VICE PR	POVIDERS					
B. SER'		POVIDERS					
Audito	<u>ors</u>		ents subject to an annual of	.d:b1		Y	
Audito	<u>ors</u> a) (1) A	are the <i>private fund's</i> financial statem	Ž		ith II S. CAAD2	•	⊙ c
Audito	ors a) (1) A (2) I	are the <i>private fund's</i> financial statem f the answer to question 23.(a)(1) is	s "yes," are the financial stat	ements prepared in accordance w		(′es No ⊙ C ⊙ C
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(g)	Are the private fund's audited fina investors?	ncial statements for the most r	recently completed fiscal year distributed to the private fund's	• o
(h)) Do all of the reports prepared by	the auditing firm for the private	e fund since your last annual updating amendment contain unqualified opir	nions?
	⊙ Yes ○ No ○ Report Not Yet	Received		
	If you check "Report Not Yet Recei	ved," you must promptly file an a	amendment to your Form ADV to update your response when the report is a	vailable.
<u>Prime</u>	<u>Broker</u>			
24 (a)) Does the <i>private fund</i> use one or	mora nrima hrokars?		Yes No
24. (u,	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 particular stions (b) through (e) separately for each prime broker.	O
		No	lo Information Filed	
Custoo	<u>dian</u>			
				Yes No
25. (a)	If the answer to question 25.(a)	is "yes," respond to questions (prokers listed above) to hold some or all of its assets? (b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>prival</i> by through (g) separately for each custodian.	⊙ C vate fund
	Additional Custodian Informati	on : 2 Record(s) Filed.		
			ns (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>pr</i> tions (b) through (g) separately for each custodian.	rivate
	(b) Legal name of custodian: CAPITAL ONE BANK			
	(c) Primary business name of a CAPITAL ONE BANK	:ustodian:		
	(d) The location of the custodia	an's office responsible for <i>custo</i>	ody of the private fund's assets (city, state and country):	
	City:	State:	Country:	
	DALLAS	Texas	United States	es No
	(e) Is the custodian a related p	person of your firm?	c	
	(f) If the custodian is a broker	-dealer, provide its SEC registra	ation number (if any):	
	CRD Number (if any):			
	(g) If the custodian is not a broidentifier (if any)	oker-dealer, or is a broker-deal	aler but does not have an SEC registration number, provide its legal entity	,
			ns (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>pr</i> tions (b) through (g) separately for each custodian.	ivate
	(b) Legal name of custodian: SUMITOMO MITSUI BANKIN	G CORP		
	(c) Primary business name of a SUMITOMO MITSUI BANKIN			
	(d) The location of the custodia	an's office responsible for <i>custo</i>	ody of the private fund's assets (city, state and country):	
	City:	State:	Country:	
	NEW YORK	New York	United States	es No

(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):
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)
<u>Administrator</u>
Yes It 26. (a) 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 private fund uses more than one administrator, you must complete questions (b) through (f) separately for each administrator.
No Information Filed
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 <i>person</i> 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 <i>person</i> .
<u>Marketers</u> Yes I
28. (a) 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 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 you must complete questions (b) through (g) separately for each marketer.
No Information Filed
A. PRIVATE FUND
Information About the Private Fund
 (a) Name of the private fund: BROOKFIELD OPPORTUNITY ZONE PARTNERS REIT LLC (b) Private fund identification number: (include the "805-" prefix also) 805-1024215677
 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):
No Information Filed
(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.
Filing Adviser/Relying Adviser Name BROOKFIELD ASSET MANAGEMENT PIC US, LLC

4.	The <i>private fund</i> (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (check all that apply; you must check at least one): [In the private fund (c		
	(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 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?	\circ	•
	(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 for the master-feeder arrangement or reporting on the funds separately.	7.B.(´	1)
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 the feeder funds answer the following questions:	each	ı of
	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 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 is multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	ssue	d
8.	(a) Is this private fund a "fund of funds"?	Yes	
	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?	0	0
		Yes	No
9.		0	
10.	. What type of fund is the <i>private fund</i> ?		
	C hedge fund C liquidity fund C private equity fund C real estate fund C securitized asset fund c venture capital fund C Other private	e fun	d:
	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> : \$ 1,000,640,945		
<u>Ov</u>	<u>vnership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 250,000		
	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 of the fund).		
13.	. Approximate number of the <i>private fund's</i> beneficial owners:		

5. (a)	%		
0%) 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
5. Wł	hat is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
our A	Advisory Services		
7 ()		Yes	No
) Are you a subadviser to this <i>private fund?</i>) 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.	⊙
(0)	question 17.(a) is "no," leave this question blank.	10	
	No Information Filed		
		Yes	No
3. (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 to question 18.(a) is "no," leave this question blank.	answ	er
	No Information Filed		
		Yes	No
	e your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	⊙
NC	OTE: For purposes of this question, do not consider feeder funds of the private fund.		
I. Ha	as the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	\odot	0
2. If '	ves, provide the <i>private fund's</i> Form D file number (if any):		
_	yes, provide the <i>private fund's</i> Form D file number (if any):		
Fc			
Fc 02	prm D file number 21-341503 VICE PROVIDERS	Yes	
SERV	prm D file number 21-341503 VICE PROVIDERS	Yes	No C
SERV	orm D file number 21-341503 VICE PROVIDERS	_	No C
SERV	orm D file number 21-341503 VICE PROVIDERS ors (1) Are the private fund's financial statements subject to an annual audit?	⊙ ⊙	No C C
SERV	orm D file number 21-341503 VICE PROVIDERS ors (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	⊙ ⊙	No C C
SERV	orm D file number 21-341503 VICE PROVIDERS (1) Are the <i>private fund's</i> 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 <i>private fund</i> uses more than one auditing you must complete questions (b) through (f) separately for each auditing firm.	⊙ ⊙ g firm	No C C
SERV	orm D file number 21-341503 VICE PROVIDERS (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 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 private fund uses more than one auditing firm.	⊙ ⊙ g firm	No C C
SERV	orm D file number 21-341503 FIGE PROVIDERS TO (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 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 private fund uses more than one audit firm, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm: DELOITTE LLP	⊙ ⊙ g firm	No C C
SERV	orm D file number 21-341503 //ICE PROVIDERS //ICE PROVI	⊙ ⊙ g firm	No C C
SERV	orm D file number 21-341503 PICE PROVIDERS ITS (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 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 private fund uses more than one audit firm, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm: DELOITTE LLP (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):	⊙ ⊙ g firm	No C C
SERV	orm D file number 21-341503 ACCE PROVIDERS ITS Of (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 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 private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. (b) Name of the auditing firm: DELOITTE LLP (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country): City: TORONTO State: Country: Canada	⊙ ⊙ g firm	No C C

14. What is the approximate percentage of the *private fund* beneficially owned by you and your *related persons*:

	e) Is the auditing firm registered with the Public Company Accounting Oversight Board?		,
	If yes, Public Company Accounting Oversight Board-Assigned Number: 1208		
(f		•	
		Υ	e:
	the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> estors?		•
	all of the reports prepared by the auditing firm for the <i>private fund</i> since your last <i>annual updating amendment</i> contain unqualified	opini	or
•	res C No C Report Not Yet Received		
If y	ou check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report	is ava	ail
Broke	er		
		Y	e:
	s the <i>private fund</i> use one or more prime brokers?		0
	ne 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 discussion of the di	:he pi	riv
	No Information Filed		
<u>ian</u>			
Doe	s the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets? ne 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		•
Doe If th			•
Doe If th	ne 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		•
Doe If th use	ne 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 s more than one custodian, you must complete questions (b) through (g) separately for each custodian.	priva	o
Doe If the use: Add	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 smore than one custodian, you must complete questions (b) through (g) separately for each custodian. ditional Custodian Information: 1 Record(s) Filed. 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	priva	©
Doe If th use: Add	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 smore than one custodian, you must complete questions (b) through (g) separately for each custodian. ditional Custodian Information: 1 Record(s) Filed. 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 answer than one custodian, you must complete questions (b) through (g) separately for each custodian.	priva	o
Doe If th use: Add If fu (t)	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 smore than one custodian, you must complete questions (b) through (g) separately for each custodian. ditional Custodian Information: 1 Record(s) Filed. 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 answer than one custodian, you must complete questions (b) through (g) separately for each custodian. b) Legal name of custodian: BANK OF AMERICA	priva	⊙
Doe If th use: Add If fu (t)	the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the smore than one custodian, you must complete questions (b) through (g) separately for each custodian. ditional Custodian Information: 1 Record(s) Filed. the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the private fund uses. If the answer than one custodian, you must complete questions (b) through (g) separately for each custodian. b) Legal name of custodian: BANK OF AMERICA Primary business name of custodian: BANK OF AMERICA The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): City: State: Country:	priva	
Doe If th use: Add If fu (t)	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 smore than one custodian, you must complete questions (b) through (g) separately for each custodian. ditional Custodian Information: 1 Record(s) Filed. 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 small uses more than one custodian, you must complete questions (b) through (g) separately for each custodian. b) Legal name of custodian: BANK OF AMERICA Primary business name of custodian: BANK OF AMERICA The location of the custodian's office responsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country):	priva	⊙ ate
Doe If the use Add (c)	the answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the smore than one custodian, you must complete questions (b) through (g) separately for each custodian. ditional Custodian Information: 1 Record(s) Filed. the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the private fund uses. If the answer than one custodian, you must complete questions (b) through (g) separately for each custodian. b) Legal name of custodian: BANK OF AMERICA Primary business name of custodian: BANK OF AMERICA The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): City: State: Country:	priva	onte //at
Doe If th use Add (c)	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 smore than one custodian, you must complete questions (b) through (g) separately for each custodian. ditional Custodian Information: 1 Record(s) Filed. 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 small uses more than one custodian, you must complete questions (b) through (g) separately for each custodian. b) Legal name of custodian: BANK OF AMERICA Primary business name of custodian: BANK OF AMERICA 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: State: Country: WILMINGTON Delaware United States	e priv	rate
Doe If th use Add (c)	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 smore than one custodian, you must complete questions (b) through (g) separately for each custodian. ditional Custodian Information: 1 Record(s) Filed. 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 answer to question 25.(a) is "yes," respond to questions (b) through g) separately for each custodian the <i>private fund</i> uses. If the answer to question 25.(a) is "yes," respond to questions (b) through g) separately for each custodian the <i>private fund</i> uses. If the answer to question on a custodian, you must complete questions (b) through (g) separately for each custodian. Despute the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the private fund uses. 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 answer to questions (b) through g) below for each custodian the private fund uses. If the answer to questions (b) through g) below for each custodian the private fund uses. If the answer to questions (b) through g) below for each custodian the private fund uses. If the answer to questions (b) through g) below for each custodian the private fund uses. If the answer to questions (b) through g) below for each custodian the private fund uses. If the answer to questions (b) through g) below for each custodian.	e priv	ente

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

Yes No

O

	Additional Administrator Informa	ition : 1 Record(s) Filed.		
	If the answer to question 26.(a) i administrator, you must complete		b) through (f) below. If the <i>private fund</i> uses more arately for each administrator.	e than one
	(b) Name of administrator: STATE STREET GLOBAL SERVI	CES		
	STATE STREET GLODAL SERVI	CES		
	(c) Location of administrator (city	y, state and country):		
	City:	State:	Country:	
	ATLANTA	Georgia	United States	Yes No
	(d) Is the administrator a related	person of your firm?		0 0
	(a) Does the administrator prepa	are and send investor account	statements to the <i>private fund's</i> investors?	
			e but not all investors) ONo (provided to no invest	tors)
			ds the investor account statements to the (rest of e (rest of the) private fund's investors, respond "no	• •
r	nclude only those assets where (i) suc	used for purposes of investor s	ion procedure established for that asset, if any, incubscriptions, redemptions or distributions, and fee	0 0
l r a	nclude only those assets where (i) succelevant quotes, and (ii) the valuation ullocations) was the valuation determine the service. a) Does the private fund use the service of you must answer "yes" whether the similar person. If the answer to questions assets where the similar person.	used for purposes of investor so need by such <i>person</i> . ces of someone other than you be <i>person</i> acts as a placement a stion 28.(a) is "yes," respond to	ubscriptions, redemptions or distributions, and fee or your <i>employees</i> for marketing purposes? gent, consultant, finder, introducer, municipal adviso questions (b) through (g) below for each such m	Yes I isor or other solicitor, or narketer the private fund
l r a	nclude only those assets where (i) succelevant quotes, and (ii) the valuation ullocations) was the valuation determine the service. a) Does the private fund use the service of you must answer "yes" whether the similar person. If the answer to questions assets where the similar person.	used for purposes of investor so need by such <i>person</i> . ces of someone other than you e <i>person</i> acts as a placement a stion 28.(a) is "yes," respond to than one marketer you must contact.	ubscriptions, redemptions or distributions, and fee or your <i>employees</i> for marketing purposes?	Yes I isor or other solicitor, or narketer the private fund
l r a	nclude only those assets where (i) succelevant quotes, and (ii) the valuation ullocations) was the valuation determine the service. a) Does the private fund use the service of you must answer "yes" whether the similar person. If the answer to questions assets where the similar person.	used for purposes of investor so need by such <i>person</i> . ces of someone other than you e <i>person</i> acts as a placement a stion 28.(a) is "yes," respond to than one marketer you must contact.	or your <i>employees</i> for marketing purposes? gent, consultant, finder, introducer, municipal advice questions (b) through (g) separately for each such momplete questions (b) through (g) separately for each	Yes I isor or other solicitor, or narketer the private fund
I read and a second and a second and a second a	nclude only those assets where (i) succelevant quotes, and (ii) the valuation ullocations) was the valuation determine the service. a) Does the private fund use the service of you must answer "yes" whether the similar person. If the answer to questions assets where the similar person.	used for purposes of investor so need by such <i>person</i> . ces of someone other than you e <i>person</i> acts as a placement a stion 28.(a) is "yes," respond to than one marketer you must contact.	or your <i>employees</i> for marketing purposes? gent, consultant, finder, introducer, municipal advice questions (b) through (g) separately for each such momplete questions (b) through (g) separately for each	Yes I isor or other solicitor, or narketer the private fund
I road	nclude only those assets where (i) succelevant quotes, and (ii) the valuation ullocations) was the valuation determined teters a) Does the private fund use the service You must answer "yes" whether the similar person. If the answer to quest uses. If the private fund uses more	used for purposes of investor so need by such <i>person</i> . ces of someone other than you e <i>person</i> acts as a placement a stion 28.(a) is "yes," respond to than one marketer you must contact.	or your <i>employees</i> for marketing purposes? gent, consultant, finder, introducer, municipal advice questions (b) through (g) separately for each such momplete questions (b) through (g) separately for each	Yes I isor or other solicitor, or narketer the private fund
rk (celevant quotes, and (ii) the valuation use the valuation was the valuation determined by the private fund use the service. You must answer "yes" whether the similar person. If the answer to quest uses. If the private fund uses more was was more to the private fund uses more	used for purposes of investor so ned by such <i>person</i> . ces of someone other than you e <i>person</i> acts as a placement a stion 28.(a) is "yes," respond to than one marketer you must converge to the converge t	or your <i>employees</i> for marketing purposes? gent, consultant, finder, introducer, municipal advice questions (b) through (g) separately for each such momplete questions (b) through (g) separately for each	Yes isor or other solicitor, or narketer the private fund
	Include only those assets where (i) such elevant quotes, and (ii) the valuation of the valuation of the private fund use the service of the private fund use the service of the private fund uses more uses. If the private fund uses more uses. If the private fund uses more of the private fund uses more of the private fund: BROOKFIELD PREMIER REAL ESTATE of the private fund identification number: (include the "805-" prefix also)	used for purposes of investor soled by such person. ces of someone other than you e person acts as a placement a stion 28.(a) is "yes," respond to than one marketer you must convert the soleton of the soleton acts as a placement a stion 28.(a) is "yes," respond to the soleton of the soleton acts as a placement a stion 28.(a) is "yes," respond to the soleton of the soleton acts as a placement a stion 28.(a) is "yes," respond to the soleton of the soleton acts as a placement as stion 28.(a) is "yes," respond to the soleton of the soleton acts as a placement as stion 28.(a) is "yes," respond to the soleton of the soleton acts as a placement as stion 28.(a) is "yes," respond to the soleton of the soleton of the soleton acts as a placement as stion 28.(a) is "yes," respond to the soleton of the	or your <i>employees</i> for marketing purposes? gent, consultant, finder, introducer, municipal advice questions (b) through (g) separately for each such momplete questions (b) through (g) separately for each	Yes isor or other solicitor, or narketer the private fund
	celevant quotes, and (ii) the valuation of the private fund uses more was a linear fund uses more was a linear person. If the answer to quest uses. If the private fund uses more was also and the private fund uses more was a linear person. If the answer to quest uses. If the private fund uses more was also and the private fund: BROOKFIELD PREMIER REAL ESTATE and identification number: (include the "805-" prefix also) 805-7757212011	used for purposes of investor soled by such person. ces of someone other than you e person acts as a placement a stion 28.(a) is "yes," respond to than one marketer you must convert the soleton of the soleton acts as a placement a stion 28.(a) is "yes," respond to the soleton of the soleton acts as a placement a stion 28.(a) is "yes," respond to the soleton of the soleton acts as a placement a stion 28.(a) is "yes," respond to the soleton of the soleton acts as a placement as stion 28.(a) is "yes," respond to the soleton of the soleton acts as a placement as stion 28.(a) is "yes," respond to the soleton of the soleton acts as a placement as stion 28.(a) is "yes," respond to the soleton of the soleton of the soleton acts as a placement as stion 28.(a) is "yes," respond to the soleton of the	or your <i>employees</i> for marketing purposes? gent, consultant, finder, introducer, municipal advioustions (b) through (g) below for each such momplete questions (b) through (g) separately for each such momplete questions (b) through (g) separately for each such momplete questions (b) through (g) separately for each such momplete questions (b) through (g) separately for each such momplete questions (b) through (g) separately for each such momplete questions (b) through (g) separately for each such momplete questions (b) through (g) separately for each such momplete questions (b) through (g) separately for each such momplete questions (b) through (g) separately for each such momplete questions (b) through (g) separately for each such momplete questions (b) through (g) separately for each such momplete questions (b) through (g) separately for each such momplete questions (b) through (g) separately for each such momplete questions (b) through (g) separately for each such momplete questions (g) through (g) separately for each such momplete questions (g) through (g) separately for each such momplete questions (g) through (g) separately for each such momplete questions (g) through (g) separately for each such momplete questions (g) through (g) separately for each such momplete questions (g) through (g) separately for each such momplete questions (g) through (g) separately for each such momplete questions (g) through (g) separately for each such momplete questions (g) through (g) separately for each such momplete questions (g) through (g) separately for each such momplete questions (g) separatel	Yes I isor or other solicitor, or narketer the private fund
I raaaakk (celevant quotes, and (ii) the valuation of the private fund uses more uses. If the private fund: BROOKFIELD PREMIER REAL ESTATE (include the "805-" prefix also) 805-7757212011	used for purposes of investor's ned by such person. ces of someone other than you e person acts as a placement a stion 28.(a) is "yes," respond than one marketer you must convert than one marketer you be not converted. No expectation of the private fund organized: Ye is the private fund organized: Country: United St	or your <i>employees</i> for marketing purposes? gent, consultant, finder, introducer, municipal advioustions (b) through (g) below for each such momplete questions (b) through (g) separately for each such momplete questions. Information Filed	Yes Notes of the control of the cont

	BROOKFIELD ASSET MANAGEMENT PIC US, LLC		
1.	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
D.	(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	•
	(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-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 the feeder funds answer the following questions:	each	ı of
	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 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 is multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	issue	d
2	(a) Is this <i>private fund</i> a "fund of funds"?	Yes	
J.	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	0	•
	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?	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
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	te fun	id:
	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> : \$ 559,948,436		
<u>)w</u>	<u>vnership</u>		
2.	Minimum investment commitment required of an investor in the <i>private fund</i> :		

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

Filing Adviser/Relying Adviser Name

\$ 5,000,000

organizational documents of the fund).

13.	App 23	proximate number of the <i>private fund's</i> beneficial owners:		
14.	Wha	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 <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		
			'es	No
		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 <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
You	ır Ad	dvisory Services	'es	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 <i>private fund</i> . If the answer t question 17.(a) is "no," leave this question blank.		
		No Information Filed		
10			'es	No
18.	(b)	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 atto question 18.(a) is "no," leave this question blank.		⊙ er
		No Information Filed		
		•	'es	No
19.	Are	your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	•
	NO7	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>Pri</u>	vate	Offering	'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
22.	If ye	es, provide the <i>private fund's</i> Form D file number (if any):		
		rm D file number		
	021	1-27414002		
B. S	ERVI	CE PROVIDERS		
Aud	ditors	<u>s</u>		
			es/	No
23.		(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	⊙	0
		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	⊙	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 you must complete questions (b) through (f) separately for each auditing firm.	irm,	
		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 auditir firm, you must complete questions (b) through (f) separately for each auditing firm.	g	
		(b) Name of the auditing firm: ERNST & YOUNG LLP		
		(a) The location of the auditing firm's office reasonable for the private fundio sudit (situate to the sudit)		
		(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country): City: Country:		

		Yes	s No
	(d) Is the auditing firm an independent public accountant?	•	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 42		
	(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 No
_	are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> nivestors?	(• c
(h)	Oo all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualifie	oinigo t	ons?
	Yes ○ No ○ 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 repo	t is ava	ıilable.
Prime B	<u>oker</u>	Y	es No
24. (a)	Ooes the <i>private fund</i> use one or more prime brokers?		0 0
	f 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. It was used to the prime broker, you must complete questions (b) through (e) separately for each prime broker.	the pri	ivate
	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? 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 th	(es No • O te fund
	ses 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 <i>private fund</i> uses. If t fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	he <i>priva</i>	ate
	(b) Legal name of custodian: JPMORGAN CHASE & CO.		
	(c) Primary business name of custodian: JPMORGAN CHASE & CO.		
	(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: State: Country: NEW YORK New York United States		
	(e) Is the custodian a <i>related person</i> of your firm?	Yes O	s No ⊙
	(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 identifier</i> (if any)	entity	

NEW YORK

New York

United States

(f)	Does the marketer market the <i>private fund</i> through one or more websites?	Yes	No ©
(g)	If the answer to question 28.(f) is "yes," list the website address(es): No Information Filed		
or si	must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other so imilar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the duses. If the <i>private fund</i> uses more than one marketer, you must complete questions (b) through (g) separately for each marketer.	priva	ate
		Yes	No
(b)	Is the marketer a <i>related person</i> of your firm?	•	0
	Name of the marketer: BROOKFIELD INVESTMENT MANAGEMENT (CANADA) INC		
(d)	If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-):		
	and CRD Number (if any):		
	Location of the marketer's office used principally by the <i>private fund</i> (city, state and country):		
	City: State: Country: Canada		
(f)	Does the marketer market the <i>private fund</i> through one or more websites?	Yes	No ©
()	, , , , , , , , , , , , , , , , , , ,		
(g)	If the answer to question 28.(f) is "yes," list the website address(es): No Information Filed		
or si	must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other so imilar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer the duses. If the <i>private fund</i> uses more than one marketer, you must complete questions (b) through (g) separately for each marketer.	priva	ate
4.		Yes	No
(b)	Is the marketer a related person of your firm?	•	0
	Name of the marketer: BROOKFIELD PRIVATE ADVISORS LLC		
	If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-): 8 - 68370		
	and CRD Number (if any): 151423		
(e)	Location of the marketer's office used principally by the <i>private fund</i> (city, state and country):		
	City: State: Country: NEW YORK New York United States		
(f)	Does the marketer market the private fund through one or more websites?	Yes	_
(f)	Does the marketer market the <i>private fund</i> through one or more websites?	0	•
(g)	If the answer to question 28.(f) is "yes," list the website address(es): No Information Filed		

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*

				Yes	No
(b) Is the marketer	a <i>related person</i> of your firm	n?		•	0
(c) Name of the ma	arketer: RIVATE CAPITAL (UK) LIMITE	D			
(d) If the marketer	is registered with the SEC,	its file number (<i>e.g.</i> , 801	-, 8-, or 866-):		
and CRD Numb	er (if any):				
e) Location of the	marketer's office used princ	ipally by the <i>private fund</i>	(city, state and country):		
City:	State:		ntry:		
LONDON		Offic	ed Kingdom	Yes	No
(f) Does the mark	eter market the <i>private fund</i>	through one or more we	ebsites?	0	•
				~	-
(g) If the answer t	o question 28.(f) is "yes," lis	st the website address(e	s):		
		No Inform	ation Filed		
or similar <i>person</i> . If	the answer to question 28.0	(a) is "yes," respond to (consultant, finder, introducer, municipa questions (b) through (g) below for each omplete questions (b) through (g) separ	n such marketer the <i>priv</i>	ate
or similar <i>person</i> . If ind uses. If the <i>pr</i> is the marketer is the marketer	the answer to question 28.0 ivate fund uses more than or a related person of your firm	(a) is "yes," respond to one marketer, you must c	questions (b) through (g) below for each	n such marketer the <i>priv</i>	ate
or similar <i>person</i> . If fund uses. If the <i>pr</i> (b) Is the marketer (c) Name of the marketer	the answer to question 28.0 ivate fund uses more than or a related person of your firm	(a) is "yes," respond to one marketer, you must c	questions (b) through (g) below for each	n such marketer the <i>priv</i> rately for each marketer Yes	ate
or similar <i>person</i> . If fund uses. If the <i>pr</i> (b) Is the marketer (c) Name of the marketer BROOKFIELD SI	the answer to question 28.0 ivate fund uses more than or a related person of your firm	(a) is "yes," respond to denote the marketer, you must confirm the marketer.	questions (b) through (g) below for each omplete questions (b) through (g) separ	n such marketer the <i>priv</i> rately for each marketer Yes	ate
or similar <i>person</i> . If fund uses. If the <i>pr</i> (b) Is the marketer (c) Name of the marketer BROOKFIELD SI	the answer to question 28.0 ivate fund uses more than or a related person of your firm arketer: NGAPORE PTE. LTD is registered with the SEC,	(a) is "yes," respond to denote the marketer, you must confirm the marketer.	questions (b) through (g) below for each omplete questions (b) through (g) separ	n such marketer the <i>priv</i> rately for each marketer Yes	ate
or similar person. If fund uses. If the profession (b) Is the marketer (c) Name of the marketer BROOKFIELD Stand CRD Number (e) Location of the	the answer to question 28.0 ivate fund uses more than or a related person of your firm arketer: NGAPORE PTE. LTD is registered with the SEC,	(a) is "yes," respond to come marketer, you must come must come marketer, you	questions (b) through (g) below for each omplete questions (b) through (g) separed. -, 8-, or 866-):	n such marketer the <i>priv</i> rately for each marketer Yes	ate
or similar person. If fund uses. If the profession (b) Is the marketer BROOKFIELD Side (d) If the marketer and CRD Number	the answer to question 28.0 ivate fund uses more than or a related person of your firm arketer: NGAPORE PTE. LTD is registered with the SEC, er (if any):	(a) is "yes," respond to come marketer, you must come	questions (b) through (g) below for each omplete questions (b) through (g) separ	rately for each marketer Yes ①	N. C
or similar person. If fund uses. If the profession of the marketer of the City: SINGAPORE	the answer to question 28.0 ivate fund uses more than or a related person of your firm arketer: NGAPORE PTE. LTD is registered with the SEC, er (if any):	(a) is "yes," respond to come marketer, you must come marketer, you must come? its file number (e.g., 801) ipally by the private functions State:	questions (b) through (g) below for each omplete questions (b) through (g) separed and country: Country: Singapore	n such marketer the <i>priv</i> rately for each marketer Yes	N C
or similar person. If fund uses. If the process. If the process is the process is the process. If the process is the proces	the answer to question 28.0 ivate fund uses more than or a related person of your firm arketer: NGAPORE PTE. LTD is registered with the SEC, er (if any): marketer's office used prince	(a) is "yes," respond to come marketer, you must come marketer, you must come? its file number (e.g., 801) ipally by the private fund State: through one or more we set the website address(e.g.)	questions (b) through (g) below for each omplete questions (b) through (g) separate (city, state and country): Country: Singapore	rately for each marketer Yes Yes	N C

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the *private fund*:

BROOKFIELD PREMIER REAL ESTATE PARTNERS AUSTRALIA

(b) *Private fund* identification number: (include the "805-" prefix also) 805-7439955644

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

State: Country:

3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):		
	No Information Filed		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	Filing Adviser/Relying Adviser Name		
	BROOKFIELD ASSET MANAGEMENT PIC US, LLC		
	BPG HOLDINGS GROUP INC.		
	BROOKFIELD PROPERTY GROUP AUSTRALIA PTY LTD		
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.		
	Name of Country/English Name of Foreign Financial Regulatory Authority		
	Luxembourg, Grand Duchy of - Commission to Surveillance of the Finance Sector		
	Other - SWITZERLAND, MONT FONT		
	Other - GERMANY, BAFIN		
		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> ?		٠
	No Information Filed		
	No information riled		
		Vos	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? Name of <i>private fund</i> :		
	Name of private rund.		
	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	on 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), the feeder funds answer the following questions:	for eacl	h of
	the reeder 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 th	neir
	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		
	multiple classes (or series) of shares or interests, 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	∍nt	
	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	\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	0	\odot
	Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?		
10.	What type of fund is the private fund?		
	• hedge fund C liquidity fund C private equity fund C real estate fund C securitized asset fund C venture capital fund C Other pri	vate fur	nd:

11.		rent gross asset value of the <i>private fund</i> : 78,439,754		
<u>Ow</u>	ners	ship		
12.	\$8	imum investment commitment required of an investor in the <i>private fund</i> : ,175,600		
		TE: 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 anizational documents of the fund).		
13.	App	proximate number of the <i>private fund's</i> beneficial owners:		
14.	Wh.	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 <i>private fund</i> 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 of the fund limited to qualified clients?	0	0
16.	Wh.	at is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : %		
You	ur Ac	dvisory Services	Yes	No
17.	(a)	Are you a subadviser to this <i>private fund</i> ?	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 question 17.(a) is "no," leave this question blank.	to	
		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)	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 ato question 18.(a) is "no," leave this question blank.	answ	er
		No Information Filed		
			Yes	No
19.		your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	⊙
	NO	TE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	App 199	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
<u>Pri</u>	<u>vate</u>	Offering	V	N
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
22.	If y	es, provide the <i>private fund's</i> Form D file number (if any):		
		rm D file number		
	02	1-317315		
B. S	ERVI	CE PROVIDERS		
Aud	ditor	<u>S</u>	Yes	No
23.	(a)	(1) Are the private fund's financial statements subject to an annual audit?	es ⊙	0
	\- /	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	0

 $NOTE: For \ definitions \ of \ these \ fund \ types, \ please \ see \ Instruction \ 6 \ of \ the \ Instructions \ to \ Part \ 1A.$

Ac	ditional Auditor Information : 1 Record(s) Filed.		
	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 actual rm, you must complete questions (b) through (f) separately for each auditing firm.	uditing	J
(DELOITTE TOUCHE TOHMATSU		
(The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country): City: Country:		
	SYDNEY Australia	Voc	. No
	d) Is the auditing firm an independent public accountant?	(e)	0
		•	
	e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 1070		
(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?	•	0
		Υ	es No
	the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> estors?	(• c
Do	all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	opinio	ons?
•	v		
	Yes O No O Report Not Yet Received		
	Yes \circ No \circ Report Not Yet Received ou check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report	t is ava	nilable.
If y	ou check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report	t is ava	ailable.
lf y Brok	ou check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report		ailable. es No
If y Brok Do	ou check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report	Y	es No
If y Brok Do	er the private fund 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 private fund uses. If	Y	es No
Brok Doo If t	es the private fund 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 private fund uses. If d uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	Y	es No
If y Brok Do	es the private fund 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 private fund uses. If d uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	Y (es No
Brok Do If t furn lian	es the private fund 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 private fund uses. If d uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	Y the pr	es No
Brok Do If t furn Iian If t	er es the private fund use one or more prime brokers? he answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If d uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker. No Information Filed	Y Y	es No o co ivate es No o C
Brok Doo If t fun Iian If t use	er es the private fund use one or more prime brokers? he answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If d uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker. No Information Filed es the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets? he answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the	Y Y	es No o de ivate
Brok If to If to If to If to According to the second	er es the private fund use one or more prime brokers? he answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If d uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker. No Information Filed es 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 smore than one custodian, you must complete questions (b) through (g) separately for each custodian.	Y Y e priva	es No
Brok Do If t fun If t use Ac	er es the private fund use one or more prime brokers? he answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If d uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker. No Information Filed es the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets? he answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the smore than one custodian, you must complete questions (b) through (g) separately for each custodian. ditional Custodian Information: 1 Record(s) Filed.	Y Y e priva	es No
Doo If the function of the second sec	er es the private fund use one or more prime brokers? the answer to question 24.(a) is "yes," respond to questions (b) through (e) separately for each prime broker the private fund uses. If d uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker. No Information Filed es 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 smore than one custodian, you must complete questions (b) through (g) separately for each custodian. ditional Custodian Information: 1 Record(s) Filed. The answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. 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 answer to question 25.(a) is "yes," respond to questions (b) through (g) separately for each custodian.	Y Y e priva	es No ivate es No • C
Doo If the function of the second sec	er set the private fund use one or more prime brokers? he answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If d uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker. No Information Filed set the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets? he answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the smore than one custodian, you must complete questions (b) through (g) separately for each custodian. ditional 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 und uses more than one custodian, you must complete questions (b) through (g) separately for each custodian. AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED Primary business name of custodian: AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED	Y Y e priva	es No
Doo If the function of the following states of the function of	er set the private fund 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 private fund uses. If d uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker. No Information Filed The answer to question 25. (a) is "yes," respond to questions (b) through (g) below for each custodian the private fund uses. If the smore than one custodian, 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) separately for each custodian. If the answer to question 25. (a) is "yes," respond to questions (b) through (g) separately for each custodian. If the answer to question 25. (a) is "yes," respond to questions (b) through (g) separately for each custodian the private fund uses. If the answer to question 25. (a) is "yes," respond to questions (b) through (g) separately for each custodian the private fund uses. If the answer to question 25. (a) is "yes," respond to questions (b) through (g) separately for each custodian. Legal name of custodian: AUSTRALIA AND NEW ZEALAND BANKING GROUP LIMITED	Y Y e priva	es No

	(e) Is the custodian a <i>related person</i> of your firm?		0 0
	(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 n identifier (if any)	ot have an SEC registration number, provid	e its <i>legal entity</i>
<u>Admini</u>	<u>inistrator</u>		
26 (a)	(a) Does the <i>private fund</i> use an administrator other than your firm?		Yes No
20. (a)	If the answer to question 26.(a) is "yes," respond to questions (b) through (f) must complete questions (b) through (f) separately for each administrator.	below. If the <i>private fund</i> uses more than o	
	Additional Administrator Information : 1 Record(s) Filed.		
	If the answer to question 26.(a) is "yes," respond to questions (b) through administrator, you must complete questions (b) through (f) separately for e (b) Name of administrator: ALTER DOMUS AUSTRALIA PTY LIMITED	•	n one
	(c) Location of administrator (city, state and country):		
	City: State:	Country:	
	SYDNEY	Australia	Yes No
	(d) Is the administrator a <i>related person</i> of your firm?		0 0
	(e) Does the administrator prepare and send investor account statements • Yes (provided to all investors) • Some (provided to some but not all	•	
	(f) If the answer to question 26.(e) is "no" or "some," who sends the investors? If investor account statements are not sent to the (rest of the ADMINISTRATOR PREPARES THE ACCOUNT STATEMENTS BUT THE ALFUND'S INVESTORS.	ne) private fund's investors, respond "not ap	plicable."
you	During your last fiscal year, what percentage of the <i>private fund's</i> assets (by value your <i>related person</i> ? 98%	e) was valued by a <i>person</i> , such as an admir	nistrator, that is not
rele	Include only those assets where (i) such <i>person</i> carried out the valuation procedurelevant quotes, and (ii) the valuation used for purposes of investor subscriptions allocations) was the valuation determined by such <i>person</i> .	•	
<u>Market</u>	<u>keters</u>		
28. (a)	(a) Does the <i>private fund</i> use the services of someone other than you or your <i>em</i>	ployees for marketing purposes?	Yes No
	You must answer "yes" whether the <i>person</i> acts as a placement agent, consusting similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions uses. If the <i>private fund</i> uses more than one marketer you must complete que	(b) through (g) below for each such market	r other solicitor, or ter the <i>private fund</i>
	Additional Marketer Information : 3 Record(s) Filed.		
	You must answer "yes" whether the person acts as a placement agent, con	sultant 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

(b)	Is the marketer a related person of your firm?	•	•	0
(c)	Name of the marketer: BROOKFIELD PRIVATE ADVISORS LLC			
(d)	If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-):			
	8 - 68370 and CRD Number (if any): 151423			
(e)	Location of the marketer's office used principally by the <i>private fund</i> (city, state and country):			
	City: State: Country: NEW YORK New York United States			
	New York Clinton Clinton Clinton	Yes	s l'	No
(f)	Does the marketer market the <i>private fund</i> through one or more websites?	0	•	•
(g)	If the answer to question 28.(f) is "yes," list the website address(es):			
	No Information Filed			
or s	u must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other 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 duses. If the <i>private fund</i> uses more than one marketer, you must complete questions (b) through (g) separately for each ma	ne <i>pri</i> v	vat	
(b)	Is the marketer a <i>related person</i> of your firm?	Yes ©	s P	No Ö
(c)	Name of the marketer: BROOKFIELD PRIVATE CAPITAL (UK) LIMITED			
(d)	If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-):			
	and CRD Number (if any):			
(e)	Location of the marketer's office used principally by the <i>private fund</i> (city, state and country):			
	City: State: Country: United Kingdom			
(5)		Yes	s N	No
(f)	Does the marketer market the <i>private fund</i> through one or more websites?	0	•	⊙
(g)	If the answer to question 28.(f) is "yes," list the website address(es): No Information Filed			
You	ı must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other s	solicit	or,	
or s	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 duses. If the <i>private fund</i> uses more than one marketer, you must complete questions (b) through (g) separately for each marketer.	ne <i>pri</i> n rkete	<i>vat</i> r.	e
(b)	Is the marketer a <i>related person</i> of your firm?	Yes		© No
(c)	Name of the marketer: DBJ SECURITIES CO., LTD.			
(d)	If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-):			
	and CRD Number (if any):			

	(e) Location of the marketer's office used principally by the <i>private fund</i> (city, state and country):		
	City: State: Country:		
	TOKYO Japan		
		Yes	No
	(f) Does the marketer market the <i>private fund</i> through one or more websites?	0	⊙
	(g) If the answer to question 28.(f) is "yes," list the website address(es):		
	No Information Filed		
A. P	RIVATE FUND		
Info	ormation About the <i>Private Fund</i>		
1.	(a) Name of the private fund:		
	BROOKFIELD PREMIER REAL ESTATE PARTNERS BPY LLC		
	(b) Private fund identification number:		
	(include the "805-" prefix also)		
	805-9814594889		
2.	Under the laws of what state or country is the private fund organized:		
	State: Country:		
	Delaware United States		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):		
	No Information Filed		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund. Filing Adviser/Relying Adviser Name BROOKFIELD ASSET MANAGEMENT PIC US, LLC		
4.	The private fund (check all that apply; you must check at least one):		
4.	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 194	10	
	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 194		
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
	No Information Filed		
		Υ	es 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		
)	'es 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 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, Sect for the master-feeder arrangement or reporting on the funds separately.	ion 7.	B.(1)
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) the feeder funds answer the following questions:	, for €	each of

No Information Filed

	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 multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
_		Yes	
8.	(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 whether they are also <i>private funds</i> 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
		.,	
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	
10			
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</i>	to fun	d
	e neage rund inquidity rund in private equity rund in real estate rund in securitized asset rund in venture capital rund in other private	te run	a:
	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> : \$ 185,569,414		
<u>Ow</u>	<u>nership</u>		
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 documents of the fund).		
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>You</u>	ur Advisory Services		
17.	(a) Are you a subadviser to this <i>private fund</i> ?	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 question 17.(a) is "no," leave this question blank.	to	
	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 atto question 18.(a) is "no," leave this question blank.	answ	эr
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	•
	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*?

<u>Priv</u>	ate Offering		
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?	Yes •	s No
	3	•	
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number 021-27414001		
	021-27414001		
B. SE	RVICE PROVIDERS		
Audi	<u>itors</u>	Vo	s No
23.	(a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	· ·	S 140
	(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 <i>private fund</i> uses more than one aud you must complete questions (b) through (f) separately for each auditing firm.	iting firn	∩,
	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 a firm, you must complete questions (b) through (f) separately for each auditing firm.	uditing	
	(b) Name of the auditing firm: ERNST & YOUNG LLP		
	(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: NEW YORK New York United States		
		Yes	No
	(d) Is the auditing firm an independent public accountant?	•	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 42		
	(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?	•	0
	(g) Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i>		s No
	investors?	•	0
	(h) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	lopinion	ıs?
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the repor	t is availa	able.
<u>Prim</u>	ne Broker	Vo	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 <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	_	
	No Information Filed		

Additional odstodian	Information : 1 Record(s) Filed.		
·	·	(b) through g) below for each custodian the <i>private fund</i> uses. If ns (b) through (g) separately for each custodian.	the
(b) Legal name of cu			
(c) Primary business JP MORGAN CHAS			
(d) The location of the	he custodian's office responsible for <i>custod</i> y	of the <i>private fund's</i> assets (city, state and country):	
City:	State:	Country:	
NEW YORK	New York	United States	
			,
(e) Is the custodian	a related person of your firm?		
(f) If the custodian i	is a broker-dealer, provide its SEC registrati	on number (if any):	
- CRD Number (if a	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</i>	enti
identifier (if any) rator Does the private fund u	use an administrator other than your firm?		
rator Does the <i>private fund</i> uf the answer to questi	, and the second	through (f) below. If the <i>private fund</i> uses more than one admin	
rator Does the <i>private fund</i> uf the answer to question must complete question	on 26.(a) is "yes," respond to questions (b)	,	
rator Does the private fund use the answer to question to to q	ion 26.(a) is "yes," respond to questions (b) ins (b) through (f) separately for each adminator Information : 1 Record(s) Filed.	(b) through (f) below. If the <i>private fund</i> uses more than one	
rator Does the private fund use the answer to question to to q	ion 26.(a) is "yes," respond to questions (b) ins (b) through (f) separately for each adminator Information: 1 Record(s) Filed. Stion 26.(a) is "yes," respond to questions (bust complete questions (b) through (f) separator:	(b) through (f) below. If the <i>private fund</i> uses more than one	
rator Does the private fund use of the answer to question the distribution of the answer to question the distribution of administrator, you make the distribution of administrator of the state of the state of the distribution of the state	ion 26.(a) is "yes," respond to questions (b) ins (b) through (f) separately for each adminator Information: 1 Record(s) Filed. Stion 26.(a) is "yes," respond to questions (b) through (f) separately for each adminator Information: 0 (b) through (f) separator: ORPORATION	(b) through (f) below. If the <i>private fund</i> uses more than one	
rator Does the private fund use of the answer to question the distribution of the answer to question the distribution of administrator, you make the distribution of administrator of the state of the state of the distribution of the state	ion 26.(a) is "yes," respond to questions (b) ins (b) through (f) separately for each adminator Information: 1 Record(s) Filed. Stion 26.(a) is "yes," respond to questions (bust complete questions (b) through (f) separator:	(b) through (f) below. If the <i>private fund</i> uses more than one	
rator Does the private fund use of the answer to question the private fund of the answer to question the additional Administrator. If the answer to question administrator, you must complete question the administrator. (b) Name of administrator strates of the answer to question administrator. (c) Location of administrator.	ion 26.(a) is "yes," respond to questions (b) ins (b) through (f) separately for each administrator Information: 1 Record(s) Filed. Stion 26.(a) is "yes," respond to questions (b) instrator (city, state and country): State:	(b) through (f) below. If the <i>private fund</i> uses more than one arately for each administrator. Country:	
rator Does the private fund use of the answer to question to the answer to question to the additional Administration of administrator, you must be administrator, you must be administrator of administration of	ion 26.(a) is "yes," respond to questions (b) ins (b) through (f) separately for each administrator Information: 1 Record(s) Filed. Stion 26.(a) is "yes," respond to questions (b) through (f) separately for each administrator: ORPORATION nistrator (city, state and country):	(b) through (f) below. If the <i>private fund</i> uses more than one arately for each administrator.	istra
rator Does the private fund use of the answer to question the private question that complete question that comple	ion 26.(a) is "yes," respond to questions (b) ins (b) through (f) separately for each administrator Information: 1 Record(s) Filed. stion 26.(a) is "yes," respond to questions (nust complete questions (b) through (f) separateristrator: ORPORATION nistrator (city, state and country): State: Massachusetts	(b) through (f) below. If the <i>private fund</i> uses more than one arately for each administrator. Country:	
rator Does the private fund use of the answer to question the private question that complete question that comple	ion 26.(a) is "yes," respond to questions (b) ins (b) through (f) separately for each administrator Information: 1 Record(s) Filed. Stion 26.(a) is "yes," respond to questions (b) instrator (city, state and country): State:	(b) through (f) below. If the <i>private fund</i> uses more than one arately for each administrator. Country:	istr <i>a</i>
rator Does the private fund use of the answer to question to the private fund use of administration of administrator, you make the private of administrator, you make the private of administrator of administrat	ion 26.(a) is "yes," respond to questions (b) ins (b) through (f) separately for each administrator Information: 1 Record(s) Filed. stion 26.(a) is "yes," respond to questions (nust complete questions (b) through (f) separateristrator: ORPORATION nistrator (city, state and country): State: Massachusetts	(b) through (f) below. If the <i>private fund</i> uses more than one arately for each administrator. Country: United States	istra
rator Does the private fund use of the answer to question the private question that complete question that comple	ion 26.(a) is "yes," respond to questions (b) ins (b) through (f) separately for each administrator Information: 1 Record(s) Filed. Stion 26.(a) is "yes," respond to questions (b) instrator (city, state and country): State: Massachusetts ator a related person of your firm?	(b) through (f) below. If the <i>private fund</i> uses more than one arately for each administrator. Country: United States	istr <i>a</i>

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any

100%

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

	ano	cations) was the valuation determined by such <i>person</i> .		
Ma	rkete	<u>ers</u>		
			Yes	No
28.	(a)	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 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 f</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. P	RIVA ⁻	TE FUND		
Info	ormat	tion About the Private Fund		
1.	(a)	Name of the <i>private fund</i> :		
	` ,	BROOKFIELD PREMIER REAL ESTATE PARTNERS EUROPE SCSP		
	(b)	Private fund identification number:		
		(include the "805-" prefix also)		
		805-5180823309		
2.	Und	der the laws of what state or country is the <i>private fund</i> organized:		
		State: Country: Luxembourg		
3.	(a)	Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):		
		No Information Filed		
		If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
		ing Adviser/Relying Adviser Name OOKFIELD GLOBAL PROPERTY ADVISOR LIMITED		
	DK	OOKITEED GEODAE FROFERIT ADVISOR EIIVITED		
4.	The	e 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		
	V	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
_				
5.		the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. me of Country/English Name of Foreign Financial Regulatory Authority		
		xembourg, Grand Duchy of - Commission to Surveillance of the Finance Sector		
			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		
			⁄es	No
	(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)		
	NIOT	TE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7	R /1	1)
		the master-feeder arrangement or reporting on the funds separately.	(1	,

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

relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including

	the	feeder funds answer the following questions:		
		No Information Filed		
	asse	E: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all ets 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 it it it it it it it it is classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	ssue	d
8.	(a)	Is this <i>private fund</i> a "fund of funds"?		No
0.	NOT	FE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment icles, 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
9.		ing your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment appany Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?		No ⊙
10.	Wha	at type of fund is the <i>private fund</i> ?		
	⊙ ₁	nedge fund $^{f O}$ liquidity fund $^{f O}$ private equity fund $^{f O}$ real estate fund $^{f O}$ securitized asset fund $^{f O}$ venture capital fund $^{f O}$ Other <i>privat</i>	e fun	nd:
	NOT	E: 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> : 524,792,999		
<u>Ow</u>	ners	<u>hip</u>		
12.	\$ 5,	imum investment commitment required of an investor in the <i>private fund</i> : 000,000 TE: 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		
		anizational documents of the fund).		
13.	App 21	roximate number of the <i>private fund's</i> beneficial owners:		
14.	Wha	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 <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		
	(1.)		Yes	
		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 <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
<u> You</u>	ur Ad	lvisory Services		
17.	(a)	Are you a subadviser to this <i>private fund</i> ?	Yes	No ©
		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 question 17.(a) is "no," leave this 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 <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 attended to question 18.(a) is "no," leave this question blank.	nsw	er
		No Information Filed		

9.	Are	your <i>clients</i> solicited to invest in the <i>private fund?</i>		5	⊙
	NOT	TE: For purposes of this question, do not consider feeder funds of the private fund.			
20.	App 15%	roximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?			
Priv	/ate	Offering			
			Ye	es l	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?	e	•	0
22.		es, provide the <i>private fund's</i> Form D file number (if any):			
		m D file number			
	021	1-453791			
. SE	ERVI(CE PROVIDERS			
Aud	litors	<u>s</u>			
٠.	(-)			es	No
3.		(1) Are the <i>private fund's</i> 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?			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 audity you must complete questions (b) through (f) separately for each auditing firm.	iting fir	rm,	
		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 artific firm, you must complete questions (b) through (f) separately for each auditing firm.	uditing	j	
		(b) Name of the auditing firm: ERNST YOUNG SA			
		(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:			
		LUXENBOURG Luxembourg			
		(d) Is the auditing firm an independent public accountant?	Yes ©	s No	
		(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	С	,
		If yes, Public Company Accounting Oversight Board-Assigned Number: 1367			
		(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?	•	С)
			Y	es	No
		Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	(•	0
	(h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	l opinic	ons?	>
		If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report	t is ava	ıilab	le.
Prir	ne B	<u>roker</u>			
04	(a)	Does the <i>private fund</i> use one or more prime brokers?		es	_
. च .		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	_		⊙ ~
		fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	$m \in pn$.val	U

No Information Filed

		., .,
25. (a)) Does the <i>private fund</i> 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 <i>private fund</i> uses. uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	~ ~
	No Information Filed	
<u>Admini</u>	<u>istrator</u>	
26 (a)) Does the <i>private fund</i> use an administrator other than your firm?	Yes No
20. (a)	If the answer to question 26.(a) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one ac	⊙ C Iministrator, 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: ALTER DOMUS	
	(c) Location of administrator (city, state and country):	
	City: State: Country:	
	LUXEMBOURG Luxembourg	Yes No
	(d) Is the administrator a <i>related person</i> of your firm?	0 0
	(e) Does the administrator prepare and send investor account statements to the <i>private fund's</i> investors? • Yes (provided to all investors) • 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) prival investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."	
you 91° Ind rele	uring 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 administrative related person? % clude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obt levant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculation ocations) was the valuation determined by such <i>person</i> .	aining any
<u>Market</u>	<u>ters</u>	Yes No
28. (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 similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer through. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.	e <i>private fund</i>
	No Information Filed	

1. (a) Name of the *private fund*:

Information About the Private Fund

	(b) Private fund identification number:		
	(include the "805-" prefix also) 805-3689136373		
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):		
	No Information Filed		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	Filing Adviser/Relying Adviser Name		
	BROOKFIELD ASSET MANAGEMENT PIC US, LLC		
4.	The private fund (check all that apply; you must check at least one):		
т.	(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
5.	(a) Is this a "master fund" in a master-feeder arrangement?	\circ	\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	•
	(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	7.B.(1	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 the feeder funds answer the following questions:	each	ı of
	the reced rands answer the renewing 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 cassets 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 is multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
		Yes	No
3.	(a) Is this private fund 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 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	Nο
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.)?		

BROOKFIELD PREMIER REAL ESTATE PARTNERS L.P.

10. What type of fund is the *private fund*?

$oldsymbol{\circ}$ hedge fund $oldsymbol{\circ}$ liquidity fund $oldsymbol{\circ}$ private equity fund $oldsymbol{\circ}$ real estate fund $oldsymbol{\circ}$ securitized asset fund $oldsymbol{\circ}$ venture capita		ate fun	nd:
	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> : \$ 5,235,584,411		
<u>Ow</u>	nershi <u>p</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 5,000,000 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 documents of the fund).	ne	
13.	Approximate number of the <i>private fund's</i> beneficial owners: 112		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 4%		
15.	(a) What is the approximate percentage of the <i>private fund</i> 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 O	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 48%		
You	ur Advisory 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 <i>private fund</i>. If the answer question 17.(a) is "no," leave this question blank.	er to	•
	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 to question 18.(a) is "no," leave this question blank.	e answ	er
	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>Pri</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?	ves ⊙	No
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number		
	021-274140		
B. S	ERVICE PROVIDERS		

<u>Auditors</u>

23. (a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	•	0
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	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 audit you must complete questions (b) through (f) separately for each auditing firm.	ing firr	n,
	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 au firm, you must complete questions (b) through (f) separately for each auditing firm.	diting	
	(b) Name of the auditing firm: ERNST & YOUNG LLP		
	(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:		
	NEW YORK New York United States		
	(d) Is the auditing firm an independent public accountant?	Yes ©	No C
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 42		
	(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?	•	0
(11)	Do all of the reports prepared by the auditing firm for the <i>private fund</i> since your last <i>annual updating amendment</i> contain unqualified • 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	·	
<u>Prime E</u>	<u>Broker</u>	۷e	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 fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	:he <i>pri</i> v	_
	No Information Filed		
Custodi	ian		
		Ye	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?	•	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 uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	private	; fund
	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 fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	e <i>priva</i> :	te
	(b) Legal name of custodian: JP MORGAN CHASE		
	(c) Primary business name of custodian: JP MORGAN CHASE		

	City:	State:	Country:	
	NEW YORK	New York	United States	
	(e) Is the custodian a	related person of your firm?		Yes No
	(f) If the custodian is	a broker-dealer, provide its SEC registratio	n number (if any):	
	- CRD Number (if any	/):		
	(g) If the custodian is identifier (if any)	not a broker-dealer, or is a broker-dealer	out does not have an SEC registration number, p	rovide its <i>legal entity</i>
Admini	<u>istrator</u>			
				Yes No
26. (a)	·	e an administrator other than your firm?		⊙ ○
	·	(b) through (f) separately for each admini	through (f) below. If the <i>private fund</i> uses more t strator.	han one administrator, you
	Additional Administrato	or Information : 1 Record(s) Filed.		
	· ·	on 26.(a) is "yes," respond to questions (bst complete questions (b) through (f) separ) through (f) below. If the <i>private fund</i> uses more ately for each administrator.	e than one
	(b) Name of administra			
	(c) Location of adminis	strator (city, state and country):		
	City: BOSTON	State: Massachusetts	Country: United States	
	BOSTON	wassachusetts	office States	Yes No
	(d) Is the administrate	or a related person of your firm?		o
		rator prepare and send investor account so all investors) Some (provided to some	atements to the $\emph{private fund's}$ investors? but not all investors) $oldsymbol{\mathbb{C}}$ No (provided to no inves	itors)
			s the investor account statements to the (rest of (rest of the) private fund's investors, respond "n	
yo 10 Ind rel	ur <i>related person</i> ? 0% clude only those assets wh evant quotes, and (ii) the	ere (i) such <i>person</i> carried out the valuation	s (by value) was valued by a <i>person</i> , such as an	cluding obtaining any
Market	<u>ters</u>			Yes No
28. (a)	Does the <i>private fund</i> use	e the services of someone other than you o	or your <i>employees</i> for marketing purposes?	⊙ O
	similar person. If the answ	ver to question 28.(a) is "yes," respond to	ent, consultant, finder, introducer, municipal advi questions (b) through (g) below for each such n mplete questions (b) through (g) separately for e	narketer the <i>private fund</i>
	Additional Marketer In	formation : 6 Record(s) Filed.		
		" whether the <i>person</i> acts as a placement.	agent, consultant, finder, introducer, municipal ac	dvisor 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.

(d) The location of the custodian's office responsible for *custody* of the *private fund's* assets (city, state and country):

(b)	Is the marketer a related person of your firm?	⊙	Ö
(c)	Name of the marketer: BROOKFIELD ADVISORS (HONG KONG) LTD		
(d)	If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-):		
	and CRD Number (if any):		
(e)	Location of the marketer's office used principally by the <i>private fund</i> (city, state and country): City: State: Country: HONG KONG Hong Kong	Vaa	Na
(f)	Does the marketer market the <i>private fund</i> through one or more websites?	Yes	⊙
(g)	If the answer to question 28.(f) is "yes," list the website address(es): No Information Filed		
or s	must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other 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 duses. If the <i>private fund</i> uses more than one marketer, you must complete questions (b) through (g) separately for each marketer.	ie <i>priv</i>	ate
(b)	Is the marketer a <i>related person</i> of your firm?	Yes ©	No O
(c)	Name of the marketer: BROOKFIELD INVESTMENT CONSULTING (SHANGHAI) CO., LTD		
(d)	If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-):		
	and CRD Number (if any):		
(e)	Location of the marketer's office used principally by the <i>private fund</i> (city, state and country): City: State: Country:		
	SHANGHAI China	Yes	No
(f)	Does the marketer market the <i>private fund</i> through one or more websites?	Ö	⊙
(g)	If the answer to question 28.(f) is "yes," list the website address(es): No Information Filed		
or s	u must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other s 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 d uses. If the <i>private fund</i> uses more than one marketer, you must complete questions (b) through (g) separately for each marketer.	ie <i>priv</i> i	ate
		Yes	No
(b)	Is the marketer a related person of your firm?	•	0
(c)	Name of the marketer: BROOKFIELD INVESTMENT MANAGEMENT (CANADA) INC.		
(d)	If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-):		

and CRD Number (if any):

		ice used principally by the private		
	City: TORONTO	State:	Country: Canada	
	TORONTO		Canada	Yes N
(f)	Does the marketer market the	e <i>private fund</i> through one or more	e websites?	0 (
				```
(g)	If the answer to question 28.	(f) is "yes," list the website addre	ss(es):	
		No Inf	ormation Filed	
or s	imilar <i>person</i> . If the answer to	question 28.(a) is "yes," respond	ent, consultant, finder, introducer, municipal action to questions (b) through (g) below for each substituted that the complete questions (b) through (g) separate	ich marketer the <i>private</i>
				Yes N
(b)	Is the marketer a related pers	on of your firm?		<b>©</b> (
(c)	Name of the marketer:	NDC LLC		
	BROOKFIELD PRIVATE ADVISO	INS LLU		
(d)	If the marketer is registered v	vith the SEC, its file number (e.g.,	801-, 8-, or 866-):	
	8 - 68370			
	and CRD Number (if any): 151423			
	151423			
(e)	Location of the marketer's off	ice used principally by the private	fund (city, state and country):	
	City:	State:	Country:	
	NEW YORK	New York	United States	
(f)	Doos the marketer market the	e <i>private fund</i> through one or more	n wahsitas?	Yes N
(1)	Does the marketer market th	e private rana tili odgir one or mor	e websites:	0 6
(g)	If the answer to question 28.	(f) is "yes," list the website addre	ss(es):	
		No Inf	ormation Filed	
or s	imilar person. If the answer to	question 28.(a) is "yes," respond	ent, consultant, finder, introducer, municipal action to questions (b) through (g) below for each substituted that the complete questions (b) through (g) separate	ich marketer the <i>private</i>
				Yes N
(b)	Is the marketer a related pers	on of your firm?		⊙ (
(c)	Name of the marketer: BROOKFIELD PRIVATE CAPITA	(IIK) LIMITED		
	DIVOORITEED PRIVATE CAPITA	L (UN) LIWITED		
(d)	If the marketer is registered v	vith the SEC, its file number (e.g.,	801-, 8-, or 866-):	
	-			
	and CRD Number (if any):			
<i>(</i> )				
	City:	ice used principally by the <i>private</i> State:	Country:	
	LONDON		United Kingdom	
				Yes N
(f)	Does the marketer market the	e <i>private fund</i> through one or more	e websites?	0 0
(g)	If the answer to question 28.	(f) is "yes," list the website addre		
		N. I. C	ormation Filed	

You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such mar <i>fund</i> uses. If the <i>private fund</i> uses more than one marketer, you must complete questions (b) through (g) separately for each such marketer.		orivate	Š
	Y	es N	lo
	(b) Is the marketer a related person of your firm?	0 0	)
	(c) Name of the marketer:		
	BROOKFIELD SINGAPORE PTE. LTD		
	(d) If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-):		
	and CRD Number (if any):		
	(e) Location of the marketer's office used principally by the <i>private fund</i> (city, state and country):		
	City: State: Country:		
	SINGAPORE Singapore		_
	(f) Doos the marketer market the private fund through one or more websites?	es N	_
	(i) Does the market the private fund through one of more websites?	) (	9
	(g) If the answer to question 28.(f) is "yes," list the website address(es):		
	No Information Filed		
A. PF	RIVATE FUND		
Info	rmation About the Private Fund		
1	(a) Name of the private fund		
1.	(a) Name of the <i>private fund</i> :  BROOKFIELD PROPERTIES OFFICE PARTNERS LLC		
	(b) Private fund identification number:		
	(include the "805-" prefix also)		
	805-1727387256		
2.	Under the laws of what state or country is the <i>private fund</i> organized:		
	State: Country: Delaware United States		
	Delaware Office States		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):		
	No Information Filed		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	Filing Adviser/Relying Adviser Name  BROOKFIELD ASSET MANAGEMENT PIC US, LLC		
	DICOMO PELO MODEL INMINIOCINIENT FIO GO, ELO		
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		
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
	No Information Filed		
,		Ye	s 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		
	INO THIOTHAUOH FIEU		

	(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?  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 for the master-feeder arrangement or reporting on the funds separately.	′.B.(´	1)
	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 the feeder funds answer the following questions:	each	n of
	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 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 is multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		d
	(a) Is this private fund 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 whether they are also <i>private funds</i> or registered investment companies.	0	•
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	$\circ$	0
	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	No <b>⊙</b>
0.	What type of fund is the <i>private fund</i> ?		
	C hedge fund C liquidity fund C private equity fund c real estate fund C securitized asset fund C venture capital fund C Other private	e fun	nd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
1.	Current gross asset value of the <i>private fund</i> : \$ 1,490,008,483		
w	<u>vnership</u>		
2.	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 documents of the fund).		
3.	Approximate number of the <i>private fund's</i> beneficial owners:  2		
4.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 84%		
5.	(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 O	No O
6.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%		

Your Advisory Services

		Ye	
(a	) Are you a subadviser to this <i>private fund</i> ?	(	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 answerstion 17.(a) is "no," leave this question blank.	wer to	
	No Information Filed		
		Ye	es
(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 to question 18.(a) is "no," leave this question blank.	the ans	SW
	No Information Filed		
		Ye	es
Ar	re your <i>clients</i> solicited to invest in the <i>private fund</i> ?	(	
N	OTE: For purposes of this question, do not consider feeder funds of the private fund.		
	oproximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
<u>at</u>	e Offering	Ye	es
Há	as the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	6	
lf	yes, provide the <i>private fund's</i> Form D file number (if any):		
	orm D file number		
O ERN	/ICE PROVIDERS	Y	e:
O ER\	/ICE PROVIDERS  Prs  (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	(	•
0 ER\	/ICE PROVIDERS	(	• •
0 ER\	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 audit	(	•
O ER\	ICE PROVIDERS  (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 audity you must complete questions (b) through (f) separately for each auditing firm.	( iting fi	• m
O ER\	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 audityou must complete question : 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 audityou must complete questions (b) through (f) separately for each auditing firm.	( iting fi	• rm
O IR\	(1) Are the <i>private fund's</i> 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 <i>private fund</i> uses more than one audity ou 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 are firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:	( iting fi	• rm
O R\	(2) 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 audityou must complete question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one audityou 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 private fund uses more than one are firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):  City: State: Country:	( iting fi	• rm
O R\	(1) Are the <i>private fund's</i> 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 <i>private fund</i> uses more than one audityou 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 are firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):	iting fir	⊙ rn
0 R\	(2) 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 audityou must complete question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the private fund uses more than one audityou 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 private fund uses more than one are firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):  City: State: Country:	( iting fi	o rr
R\	(1) Are the <i>private fund's</i> 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 <i>private fund</i> uses more than one audityou 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 are firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (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:  New York  United States	titing find the desired value of the desired value	on the state of th
R\	(2) 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 audiyou 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 (f) below. If the private fund uses more than one audiyou 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 private fund uses more than one are firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):  City:  State:  Country:  New York  United States  (d) Is the auditing firm an Independent public accountant?	titing find the variation of the variati	on the state of th
O IR\	(2) 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 aud 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 private fund uses more than one aud 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 private fund uses more than one are firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):  City:  State:  Country:  NEW YORK  New York  United States  (d) Is the auditing firm registered with the Public Company Accounting Oversight Board?	titing find the variation of the variati	⊙ rn

investors?

: E	<u>Broker</u>			
				Yes
a)	•	"yes," respond to questions (b)	through (e) below for each prime broker the <i>private fund</i> uses. If the ns (b) through (e) separately for each prime broker.	O priv
			nformation Filed	
di	a <u>n</u>			
1)	If the answer to question 25.(a) is	"yes," respond to questions (b)	ers listed above) to hold some or all of its assets?  through (g) below for each custodian the <i>private fund</i> uses. If the <i>pri</i> nrough (g) separately for each custodian.	Ye: <b>⊙</b> ivate
	Additional Custodian Informatio	<u> </u>		
	fund uses more than one custodian:		b) through g) below for each custodian the <i>private fund</i> uses. If the <i>pr</i> is (b) through (g) separately for each custodian.	oriva
	JP MORGAN CHASE  (c) Primary business name of cu  JP MORGAN CHASE	ıstodian:		
	(d) The location of the custodiar	's office responsible for custody	of the <i>private fund's</i> assets (city, state and country):	
	City: NEW YORK	State: New York	Country: United States	
	(e) Is the custodian a related pe	rson of your firm?		es O
	(f) If the custodian is a broker-o	dealer, provide its SEC registratio	on number (if any):	
	- CRD Number (if any):			
	(g) If the custodian is not a brol identifier (if any)	ker-dealer, or is a broker-dealer	but does not have an SEC registration number, provide its legal entity	у
nis	<u>strator</u>			Υe
a)	Does the private fund use an admir	nistrator other than your firm?		С
	If the answer to question 26.(a) is must complete questions (b) throu		through (f) below. If the <i>private fund</i> uses more than one administratistrator.	tor,

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

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*.

ivia	rkete	<del>13</del>	Yes	No		
28.	(a)	Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	0	•		
		You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, 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 fu</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. P	RIVAT	TE FUND				
Info	ormat	tion About the <i>Private Fund</i>				
1.	(a)	Name of the <i>private fund</i> :				
		BROOKFIELD REAL ESTATE FINANCE FUND IV, L.P.				
	(b)	Private fund identification number:				
		(include the "805-" prefix also)				
		805-2884099709				
2.	Und	ler the laws of what state or country is the <i>private fund</i> organized:				
۷.		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):				
		No Information Filed				
		If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.				
		ing Adviser/Relying Adviser Name  OOKFIELD ASSET MANAGEMENT PIC US, LLC				
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?	$\circ$	$\odot$		
	(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?		•		
	(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 private fund:				
		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 the master-feeder arrangement or reporting on the funds separately.	7.B.(1	)		

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
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	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 th	neir
	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 is multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
0			No
8.	(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 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> ?	_	_
	(e) It yes, does the private rand invest in rands managed by year of by a related person.		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	•
10.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund or real estate fund O securitized asset fund O venture capital fund O Other <i>privat</i>	te fur	nd:
	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> :		
	\$ 61,895,509		
<u>Ow</u>	nership_		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 10,000,000		
	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 documents of the fund).		
13.	Approximate number of the <i>private fund's</i> beneficial owners:  37		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 18%		
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
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 68%		
<u>Υοι</u>	ur Advisory Services		
17	(a) Are you a subadviser to this <i>private fund</i> ?	_	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 question 17.(a) is "no," leave this question blank.	to	•
	No Information Filed		
	1.5 montation mod	۷۵۶	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> ?	nes	. 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 a to question 18.(a) is "no," leave this question blank.		
	No Information Filed		
		Yes	No
19.	Are your clients solicited to invest in the private fund?	0	•

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> ?  18%		
<u>Priv</u>	vate Offering		
		Ye	s No
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?	•	0
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number		
	021-213343		
B. SI	ERVICE PROVIDERS		
Aud	<u>litors</u>		
23	(a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	_	s No
20.	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	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 audi		
	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 at firm, you must complete questions (b) through (f) separately for each auditing firm.	uditing	
	(b) Name of the auditing firm:		
	DELOITTE & TOUCHE LLP		
	(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:		
	NEW YORK New York United States	Yes	Na
	(d) Is the auditing firm an independent public accountant?	©	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	0	0
	If yes, Public Company Accounting Oversight Board-Assigned Number:  34		
	(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?	•	0
		Ye	s No
	(g) Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	O	0
	(h) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	opinior	ns?
	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 avai	lable.
<u>Prir</u>	me Broker	۷e	s No
24.	(a) Does the <i>private fund</i> use one or more prime brokers?	C	
	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 <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	the <i>pri</i> v	
	No Information Filed		

Additional Custodian Infor	mation : 1 Record(s) Filed.		
		(b) through g) below for each custodian the <i>private</i> as (b) through (g) separately for each custodian.	e fund uses. If the p
(b) Legal name of custodi JPMORGAN CHASE & C			
(c) Primary business nam JPMORGAN CHASE & C			
(d) The location of the cus	stodian's office responsible for <i>custod</i> y	of the <i>private fund's</i> assets (city, state and country	y):
City:	State:	Country:	
NEW YORK	New York	United States	,
(e) Is the custodian a rela	nted person of your firm?		Y
	,		,
(f) If the custodian is a bi	roker-dealer, provide its SEC registrati	on number (if any):	
-			
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 or	ovide its <i>legal entit</i>
(g) If the custodian is not identifier (if any)	a broker-dealer, or is a broker-dealer	but does not have an SEC registration number, pr	ovide its <i>legal entit</i>
	a broker-dealer, or is a broker-dealer	but does not have an SEC registration number, pr	ovide its <i>legal entit</i>
identifier (if any)  trator  Does the private fund use an	administrator other than your firm?		
identifier (if any)  trator  Does the private fund use an If the answer to question 26	administrator other than your firm?	through (f) below. If the <i>private fund</i> uses more th	
identifier (if any)  trator  Does the private fund use an If the answer to question 26 must complete questions (b)	administrator other than your firm? .(a) is "yes," respond to questions (b)	through (f) below. If the <i>private fund</i> uses more th	
identifier (if any)  trator  Does the private fund use and If the answer to question 26 must complete questions (b)  Additional Administrator II  If the answer to question 2	administrator other than your firm?  (a) is "yes," respond to questions (b) through (f) separately for each admining the content of the conte	through (f) below. If the <i>private fund</i> uses more the histrator.  (b) through (f) below. If the <i>private fund</i> uses more	nan one administra
identifier (if any)  trator  Does the private fund use and If the answer to question 26 must complete questions (b)  Additional Administrator I	administrator other than your firm?  (a) is "yes," respond to questions (b) through (f) separately for each administration: 1 Record(s) Filed.  26.(a) is "yes," respond to questions (b) through (f) separately for each administration in the context of the contex	through (f) below. If the <i>private fund</i> uses more the histrator.  (b) through (f) below. If the <i>private fund</i> uses more	nan one administra
identifier (if any)  trator  Does the private fund use and If the answer to question 26 must complete questions (b)  Additional Administrator I  If the answer to question administrator, you must contain the contained by the con	administrator other than your firm?  (a) is "yes," respond to questions (b) through (f) separately for each administration: 1 Record(s) Filed.  26.(a) is "yes," respond to questions (b) through (f) separately for each administration in the context of the contex	through (f) below. If the <i>private fund</i> uses more the histrator.  (b) through (f) below. If the <i>private fund</i> uses more	nan one administra
identifier (if any)  trator  Does the private fund use and If the answer to question 26 must complete questions (b)  Additional Administrator I  If the answer to question administrator, you must consider the complete of administrator of the complete of administrator of the complete of administrator of the complete of	administrator other than your firm?  (a) is "yes," respond to questions (b) through (f) separately for each administration: 1 Record(s) Filed.  26.(a) is "yes," respond to questions (b) through (f) separately for each administration in the following formula is a separately for each administration in the following for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately	through (f) below. If the <i>private fund</i> uses more the nistrator.  (b) through (f) below. If the <i>private fund</i> uses more arately for each administrator.  Country:	nan one administra
identifier (if any)  trator  Does the private fund use an If the answer to question 26 must complete questions (b)  Additional Administrator II  If the answer to question administrator, you must complete to the complete of	administrator other than your firm?  .(a) is "yes," respond to questions (b) through (f) separately for each administration: 1 Record(s) Filed.  26.(a) is "yes," respond to questions (b) through (f) separately for each administration in the following formula is the first through (f) separately for (city, state and country):	through (f) below. If the <i>private fund</i> uses more the nistrator.  (b) through (f) below. If the <i>private fund</i> uses more arately for each administrator.	nan one administra
identifier (if any)  trator  Does the private fund use and If the answer to question 26 must complete questions (b)  Additional Administrator I  If the answer to question administrator, you must consider the complete of administrator of of administra	administrator other than your firm?  (a) is "yes," respond to questions (b) through (f) separately for each administration: 1 Record(s) Filed.  26.(a) is "yes," respond to questions (b) through (f) separately for each administration in the following formula is a separately for each administration in the following for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following for each administration in the following formula is a separately for each administration in the following formula is a separately for each administration in the following formula is a separately	through (f) below. If the <i>private fund</i> uses more the nistrator.  (b) through (f) below. If the <i>private fund</i> uses more arately for each administrator.  Country:	nan one administra
identifier (if any)  trator  Does the private fund use an If the answer to question 26 must complete questions (b)  Additional Administrator II  If the answer to question administrator, you must complete to the complete of	administrator other than your firm?  .(a) is "yes," respond to questions (b) through (f) separately for each administration: 1 Record(s) Filed.  26.(a) is "yes," respond to questions (b) through (f) separately for each administration in the following forms of the following forms of the following forms of your firm?	through (f) below. If the <i>private fund</i> uses more the nistrator.  (b) through (f) below. If the <i>private fund</i> uses more arately for each administrator.  Country:	nan one administra than one

<u>Custodian</u>

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*?

94% 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? 0 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: BROOKFIELD REAL ESTATE FINANCE FUND V, L.P.

Country:

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

□ (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

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

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

(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?

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

**United States** 

No Information Filed

No Information Filed

No Information Filed

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)

Yes No

Yes No

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 $\circ$ 

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(b) *Private fund* identification number: (include the "805-" prefix also)

Filing Adviser/Relying Adviser Name

BROOKFIELD ASSET MANAGEMENT PIC US, LLC

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

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

(a) Is this a "master fund" in a master-feeder arrangement?

(c) Is this a "feeder fund" in a master-feeder arrangement?

for the master-feeder arrangement or reporting on the funds separately.

Name of private fund:

Private fund identification number: (include the "805-" prefix also)

805-6224899453

State:

Delaware

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 the feeder funds answer the following questions:	r each	า of
	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 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 multiple classes (or series) of shares or interests, 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"?		•
	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.	t	
	(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 private fund?		
	C hedge fund C liquidity fund C private equity fund ereal estate fund C securitized asset fund C venture capital fund C Other private	te fun	ıd:
	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> : \$ 1,262,739,728		
<u>Ow</u>	<u>vnership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 10,000,000		
	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 documents of the fund).	è	
13.	Approximate number of the <i>private fund's</i> beneficial owners: 99		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 14%		
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.
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 70%		
You	ur Advisory Services		
17.	(a) Are you a subadviser to this <i>private fund</i> ?	Yes	No ①
	(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 question 17.(a) is "no," leave this question blank.		٠
	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</li></ul>	O answ	<b>⊙</b> ∕er
	to question 18.(a) is "no," leave this question blank.	answ	CI.

No Information Filed

		Ye	s No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	•
	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> ?  14%		
Priv	vate Offering		
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?	Ye:	s No
		•	
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number 021-265601		
3. SI	ERVICE PROVIDERS		
Auc	<u>litors</u>		
0.0		Ye	s No
23.	(a) (1) Are the <i>private fund's</i> 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 <i>private fund</i> uses more than one aud you must complete questions (b) through (f) separately for each auditing firm.	iting firr	n,
	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 a firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:	uditing	
	DELOITTE & TOUCHE LLP		
	(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:  NEW YORK New York United States		
		Yes	No
	(d) Is the auditing firm an independent public accountant?	•	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number:  34		
	(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?	•	0
	(g) Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	Ye <b>⊙</b>	s No
	(h) Do all of the reports prepared by the auditing firm for the <i>private fund</i> since your last <i>annual updating amendment</i> contain unqualified	d opinio	ns?
	⊙ 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 repor	t is avai	lable.
Prir	ne Broker		
		Ye	s No
24.	(a) Does the <i>private fund</i> use one or more prime brokers?	С	
	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 <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	the <i>pri</i> v	⁄ate

No Information Filed

## Custodian

VAS	Nic

	nation: 3 Record(s) Filed.		
		) through g) below for each custodian the <i>private</i> (b) through (g) separately for each custodian.	e fund uses. If the
(b) Legal name of custodiar JPMORGAN CHASE	າ:		
(c) Primary business name JP MORGAN CHASE	of custodian:		
(d) The location of the custo	odian's office responsible for <i>custody</i> o	f the <i>private fund's</i> assets (city, state and country	y):
City:	State:	Country:	
NEW YORK	New York	United States	
(e) Is the custodian a <i>relate</i>	ed person of your firm?		
(f) If the custodian is a bro	ker-dealer, provide its SEC registration	number (if any):	
-			
CRD Number (if any):			
		) through g) below for each custodian the <i>private</i> (b) through (g) separately for each custodian.	e fund uses. If the
fund uses more than one cu  (b) Legal name of custodiar	า:		
	า:		
(b) Legal name of custodiar			
<ul><li>(b) Legal name of custodiar US BANK TRUST</li><li>(c) Primary business name US BANK TRUST</li></ul>	of custodian:	f the <i>private fund's</i> assets (city, state and countr <u>y</u>	y):
<ul><li>(b) Legal name of custodian US BANK TRUST</li><li>(c) Primary business name US BANK TRUST</li><li>(d) The location of the custo City:</li></ul>	of custodian: odian's office responsible for <i>custody</i> o State:	Country:	y):
<ul><li>(b) Legal name of custodian US BANK TRUST</li><li>(c) Primary business name US BANK TRUST</li><li>(d) The location of the customatical customatics in the customatics of the customatics in the cus</li></ul>	of custodian: odian's office responsible for <i>custody</i> o		y):
<ul><li>(b) Legal name of custodian US BANK TRUST</li><li>(c) Primary business name US BANK TRUST</li><li>(d) The location of the custo City:</li></ul>	of custodian: odian's office responsible for <i>custody</i> o State: New York	Country:	y):
<ul> <li>(b) Legal name of custodian US BANK TRUST</li> <li>(c) Primary business name US BANK TRUST</li> <li>(d) The location of the custodity: <ul> <li>NEW YORK</li> </ul> </li> <li>(e) Is the custodian a related</li> </ul>	of custodian: odian's office responsible for <i>custody</i> o State: New York	Country: United States	y):
<ul> <li>(b) Legal name of custodian US BANK TRUST</li> <li>(c) Primary business name US BANK TRUST</li> <li>(d) The location of the custodity: <ul> <li>NEW YORK</li> </ul> </li> <li>(e) Is the custodian a related</li> </ul>	of custodian:  odian's office responsible for <i>custody</i> o  State:  New York  ed person of your firm?	Country: United States	y):

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: WELLS FARGO BANK, N.A.				
	(c)	Primary business name of cus WELLS FARGO BANK, N.A.	stodian:			
	(d)	The location of the custodian	's office responsible for <i>custod</i> y	y of the <i>private fund's</i> assets (city, state and country):		
		City:	State:	Country:		
		NEW YORK	New York	United States	Yes N	Vo.
	(e)	Is the custodian a related per	rson of your firm?		_	•
	(f)	If the custodian is a broker-d	ealer, provide its SEC registrat	ion number (if any):		
		CRD Number (if any):				
	(g)	If the custodian is not a brok identifier (if any)	er-dealer, or is a broker-deale	r but does not have an SEC registration number, provide its <i>lega</i>	al entity	
<u>Admini</u>	<u>istrato</u>	r				
2/ (a)	. Dass	the products found use on educin	introduce ather there was a firma?		Yes	
26. (a)		the <i>private fund</i> use an admin	•	) through (f) below. If the <i>private fund</i> uses more than one admi	inistrator v	C (OLL
			gh (f) separately for each admi		mstrator, y	ou
	Add	itional Administrator Informa	ition : 1 Record(s) Filed.			
	11		is "yes," respond to questions e questions (b) through (f) sep	(b) through (f) below. If the <i>private fund</i> uses more than one arately for each administrator.		
	(b)	Name of administrator: SS&C				
	(c)	Location of administrator (city	v. state and country):			
		City:	State:	Country:		
		ATLANTA	Georgia	United States	., .,	
	(4)	Is the administrator a related	nerson of your firm?		Yes No	,
	(4)	13 the daministrator a related	person of your min.		0 0	
	(e)	•		statements to the <i>private fund's</i> investors? e but not all investors) Ono (provided to no investors)		
	(f)	•		nds the investor account statements to the (rest of the) private are (rest of the) private fund's investors, respond "not applicable."		
		our last fiscal year, what perce ted person?	ntage of the <i>private fund's</i> asse	ets (by value) was valued by a <i>person</i> , such as an administrator,	, that is not	:
96		ou percent				
rel	evant	•	used for purposes of investor s	tion procedure established for that asset, if any, including obtain ubscriptions, redemptions or distributions, and fee calculations (		
Market	<u>ters</u>				Yes	. NI-
28. (a)	) Does	the <i>private fund</i> use the service	ces of someone other than vou	or your <i>employees</i> for marketing purposes?	res O	. IVC
(/		,	j	agent, consultant, finder, introducer, municipal advisor or other s	_	•3

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	
<b>А</b> . Р	RIVAT	E FUND	
Info	rmat	ion About the <i>Private Fund</i>	
1.	(a)	Name of the <i>private fund</i> :	
		BROOKFIELD REAL ESTATE FINANCE FUND VI, L.P.	
		Private fund identification number: (include the "805-" prefix also)	
		805-4763878647	
2.	Und	er 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):	
		No Information Filed	
		If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.  ng Adviser/Relying Adviser Name	
		DOKFIELD ASSET MANAGEMENT PIC US, LLC	
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	
	V	(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	
		Ye	es 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	
			es No
	(c)	Is this a "feeder fund" in a master feeder arrangement?	) (O
		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?	- 10
		Name of private fund:	
		Private fund identification number: (include the "805-" prefix also)	
		E: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.E the master-feeder arrangement or reporting on the funds separately.	3.(1)
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 eaction feeder funds answer the following questions:	ach of
		No Information Filed	
		E: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of ets 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 iss	

multiple classes (or series) of shares or interests, 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"?	$\circ$	$\odot$
	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
	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 <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	e fun	d:
	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> : \$ 1,477,999,947		
<u>Owr</u>	<u>nership</u>		
	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 10,000,000		
	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 documents of the fund).		
	Approximate number of the <i>private fund's</i> beneficial owners:  67		
	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 13%		
	(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> ?	O	0
	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 74%		
You	ır Advisory Services		
	<del></del>	Yes	No
17.	(a) Are you a subadviser to this <i>private fund</i> ?	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 question 17.(a) is "no," leave this question blank.	to	
	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) 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 a to question 18.(a) is "no," leave this question blank.	answe	er
	No Information Filed		
10		Yes	_
	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	⊙
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
	13%		
<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?

 $\odot$   $\circ$ 

	m D file number					
02	21-377778					
B. SERV	ICE PROVIDERS					
Auditor	<u>~s</u>		<b>N</b> I -			
23. (a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	Yes •	ON			
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	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 audit you must complete questions (b) through (f) separately for each auditing firm.	ing 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 au firm, you must complete questions (b) through (f) separately for each auditing firm.	diting				
	(b) Name of the auditing firm:  DELOITTE & TOUCHE LLP					
	(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:					
	NEW YORK New York United States	Yes N	No			
	(d) Is the auditing firm an independent public accountant?	_	0			
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	٥			
	If yes, Public Company Accounting Oversight Board-Assigned Number:  34					
	(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?	© (	0			
		Yes	No			
(g)	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	•	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	s?			
	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 availa	ble.			
<u>Prime l</u>	<u>Broker</u>					
24. (a)	Does the <i>private fund</i> use one or more prime brokers?	Yes	No ⊙			
(a)	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 than one prime broker, you must complete questions (b) through (e) separately for each prime broker.					
	No Information Filed					
Custod	<u>ian</u>	Yes	NI-			
25. (a)	Does the <i>private fund</i> 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 <i>private fund</i> uses. If the uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.					

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

Additional Custodian Information: 2 Record(s) Filed.

В.

	•	•	) through g) below for each custodian the <i>private fund</i> (b) through (g) separately for each custodian.	uses. If the <i>private</i>
(b)	Legal name of custodian: JPMORGAN CHASE & CO			
(c)	Primary business name of custodian JPMORGAN CHASE & CO	:		
(d)			of the <i>private fund's</i> assets (city, state and country):	
	City: NEW YORK	State: New York	Country: United States	
(e)	Is the custodian a related person of y	your firm?		Yes No
(f)	If the custodian is a broker-dealer, p	provide its SEC registration	n number (if any):	
	CRD Number (if any):			
(g)	If the custodian is not a broker-deal identifier (if any)	er, or is a broker-dealer b	out does not have an SEC registration number, provide	its <i>legal entity</i>
fur	-		) through g) below for each custodian the <i>private fund</i> (b) through (g) separately for each custodian.	uses. If the <i>private</i>
(c)	Primary business name of custodian US BANK TRUST	:		
(d)	The location of the custodian's office City: NEW YORK	e responsible for <i>custody</i> o State: New York	of the <i>private fund's</i> assets (city, state and country):  Country:  United States	
(e)	Is the custodian a related person of y	your firm?		Yes No
(f)	If the custodian is a broker-dealer, p	provide its SEC registration	n number (if any):	
	CRD Number (if any):			
(g)	If the custodian is not a broker-deal identifier (if any)	er, or is a broker-dealer b	out does not have an SEC registration number, provide	its <i>legal entity</i>
trato	<u>r</u>			
Does	the <i>private fund</i> use an administrator	other than your firm?		Yes No
	,	<i>y</i>		(Z) (C)

## <u>Administ</u>

26. (a)

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:

SS&C

	'	(c) Location	of administrator (city,	state and country):		
		City:		State:	Country:	
		ATLANTA		Georgia	United States	
					Yes N	a
		(d) Is the ad	ministrator a related pe	erson of your firm?	0 6	,
		(e) Does the	administrator prepare	e and send investor accou	unt statements to the <i>private fund's</i> investors?	
		• •			some but not all investors) \(\int\) No (provided to no investors)	
		(p		) Decine (provided to se	one but not all investors) The (provided to no investors)	
			·		sends the investor account statements to the (rest of the) private fund's o the (rest of the) private fund's investors, respond "not applicable."	
27.	your <i>re</i>	elated person	?		assets (by value) was valued by a <i>person</i> , such as an administrator, that is no duation procedure established for that asset, if any, including obtaining any	t
	releva	nt quotes, ar	•	ed for purposes of investo	or subscriptions, redemptions or distributions, and fee calculations (including	
Иаг	<u>rketers</u>					
						s No
28.	(a) Do	es the <i>priva</i>	te fund use the services	of someone other than y	you or your <i>employees</i> for marketing purposes?	⊙
	sin	nilar <i>person</i> .	If the answer to questi	on 28.(a) is "yes," respor	nt agent, consultant, finder, introducer, municipal advisor or other solicitor, or nd to questions (b) through (g) below for each such marketer the <i>private fund</i> st complete questions (b) through (g) separately for each marketer.	
				ı	No Information Filed	
. PF	RIVATE I	FUND				
afo	rmation	About the	Private Fund			
110	imatioi	TADOUT THE T	-Tivate Fund			
۱.	(a) Na	me of the pr	ivate fund:			
	BR	OOKFIELD RI	EAL ESTATE PARTNERS	(C) L.P.		
			ntification number:			
	(in	clude the "80	05-" prefix also)			
	80	5-41307502	99			
2.	Under	the laws of v	vhat state or country is	s the <i>private fund</i> organize	zed:	
	Sta	ate:		Count	try:	
	De	laware		United	ed States	
3.	(a) Na	me(s) of Ger	neral Partner, Manager,	Trustee, or Directors (or	r <i>persons</i> serving in a similar capacity):	
		. ,		•	o Information Filed	
	(b) If 1	filing an <i>umb</i>	rella registration, identif	y the <i>filing adviser</i> and/or	r relying adviser(s) that sponsor(s) or manage(s) this private fund.	
	Filing	Adviser/Re	lying Adviser Name			
	BROOI	KFIELD ASSE	T MANAGEMENT PIC US	, LLC		
1.	The pri	ivate fund (ch	neck all that apply; you	must check at least one)	):	
					company under section 3(c)(1) of the Investment Company Act of 1940	
		•			company under section 3(c)(7) of the Investment Company Act of 1940	
<u>.</u>	List the	e name and o	country, in Fnalish of e	each <i>foreign financial regul</i>	platory authority with which the private fund is registered.	
			J. =g5, 51 C	J	J	

No Information Filed

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		
	(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?	О	•
	Name of private fund:		
	Name of private rana.		
	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 for the master-feeder arrangement or reporting on the funds separately.	7.B.( ⁻	1)
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 the feeder funds answer the following questions:	r each	ı of
	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 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 multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
0	(a) Is this private fund a "found of founds"?	Yes	
8.	(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 whether they are also <i>private funds</i> or registered investment companies.	ι	
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	$\circ$	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.)?	O	
10.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund or real estate fund or securitized asset fund or venture capital fund or other private.	ite fun	ıd:
	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> : \$ 199,118,557		
<u>Ow</u>	<u>rnership</u>		
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 documents of the fund).	<b>)</b>	
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> : 1%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		

Yes No

		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
16.	Wha	t is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :			
You	ır Ad	visory Services			
17.	(a)	Are you a subadviser to this <i>private fund</i> ?		es	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 answ question 17.(a) is "no," leave this question blank.		,	٠
		No Information Filed			
			Ye	es	No
18.	(b)	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 th to question 18.(a) is "no," leave this question blank.	_		C
		No Information Filed			
			Ye	es	No
19.	Are	your <i>clients</i> solicited to invest in the <i>private fund</i> ?	(	0	•
	NOT	E: For purposes of this question, do not consider feeder funds of the private fund.			
20.	Appı 0%	roximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?			
<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?		es	No O
22.	If y∈	es, provide the <i>private fund's</i> Form D file number (if any):			
	For	m D file number			
	021	-371316			
B. S	ERVIC	CE PROVIDERS			
Aud	litors		v		
23.	(a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?		es	No O
		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?		⊙	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 auditiyou 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 audifirm, you must complete questions (b) through (f) separately for each auditing firm.	diting	J	
		(b) Name of the auditing firm:  DELOITTE LLP			
		(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City:  TORONTO  State:  Canada			
			Yes	N	o
		(d) Is the auditing firm an independent public accountant?	•	C	5
		(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	C	)

	(f) If "yes" to (e) above, is the auditing accordance with its rules?	g firm subject to regular ins	pection by the Public Company Accounting Oversight Board in	• c
				Yes No
(9	g) Are the private fund's audited financial sta investors?	itements for the most recen	tly completed fiscal year distributed to the private fund's	<ul><li>€ 0</li></ul>
(h		ting firm for the private fund	d since your last <i>annual updating amendment</i> contain unqualified o	opinions?
`	• Yes • No • Report Not Yet Received	,	, s	•
	·		dment to your Form ADV to update your response when the report i	is available.
Prime	<u>Broker</u>			
94 (a	a) Does the <i>private fund</i> use one or more pri	ime brokers?		Yes No
	If the answer to question 24.(a) is "yes,"	respond to questions (b) th	nrough (e) below for each prime broker the <i>private fund</i> uses. If the following the broker (b) through (e) separately for each prime broker.	~ ~
		No Info	ormation Filed	
Custo	dian			
usto	<u>uian</u>			Yes No
.5. (a	a) Does the <i>private fund</i> use any custodians	(including the prime broker	s listed above) to hold some or all of its assets?	<ul><li>0</li></ul>
	If the answer to question 25.(a) is "yes," uses more than one custodian, you must		brough (g) below for each custodian the <i>private fund</i> uses. If the pugh (g) separately for each custodian.	private fund
	Additional Custodian Information : 1 Re	ecord(s) Filed.		
	fund uses more than one custodian, you  (b) Legal name of custodian:		through g) below for each custodian the <i>private fund</i> uses. If the (b) through (g) separately for each custodian.	e private
	(c) Primary business name of custodian BANK OF AMERICA	า:		
	(d) The location of the custodian's office	e responsible for <i>custody</i> of	the <i>private fund's</i> assets (city, state and country):	
	City:	State:	Country:	
	NEW YORK	New York	United States	Waa Na
	(e) Is the custodian a related person of	your firm?		Yes No
	(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 identifier (if any)	ıler, or is a broker-dealer bu	ut does not have an SEC registration number, provide its <i>legal en</i>	ntity
ا ماست	sietrotor			
<u> amır</u>	<u>nistrator</u>			Yes No
.6. (a	a) Does the <i>private fund</i> use an administrato	r other than your firm?		0 0
	If the answer to question 26.(a) is "yes," must complete questions (b) through (f)		rough (f) below. If the <i>private fund</i> uses more than one administ rator.	
		No Info	ormation Filed	

27		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 i or <i>related person</i> ?	s not		
0% Include only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtained relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculation allocations) was the valuation determined by such <i>person</i> .					
Ma	rkete	e <u>rs</u>			
			Yes	No	
28	(a)	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 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</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. F	RIVA	TE FUND			
Info	orma	tion About the <i>Private Fund</i>			
1	(a)	Nome of the private fund			
1.	(a)	Name of the <i>private fund</i> :  BROOKFIELD REAL ESTATE PARTNERS (K) L.P.			
	(b)	Private fund identification number:			
		(include the "805-" prefix also) 805-9733744593			
2.	Und	der the laws of what state or country is the <i>private fund</i> organized:			
		State: Country:			
		Cayman Islands			
3.	(a)	Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):			
		No Information Filed			
	(b)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.			
		ing Adviser/Relying Adviser Name			
	BR	OOKFIELD ASSET MANAGEMENT PIC US, LLC			
4	<b>T</b> 1				
4.	In∈	e 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			
	V	(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.			
		me of Country/English Name of Foreign Financial Regulatory Authority			
	Ca	yman Islands - Cayman Islands Monetary Authority			
			Yes	No	
6.		Is this a "master fund" in a master-feeder arrangement?  If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?	0	•	
	(b)	No Information Filed			
	, .		Yes	No	
		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?	0	•	
	(u)	Name of <i>private fund</i> :			
		Private fund identification number: (include the "805-" prefix also)			

	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 substassets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this que multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master	estion if it issue er fund.	ed				
-			s No				
8.		_	•				
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled in vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	nvestment					
	(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	s No				
9.	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.)?	ent O	•				
10.	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 O	ther <i>private fui</i>	nd:				
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.						
11.	11. Current gross asset value of the <i>private fund</i> : \$ 321,541,110						
<u>Ow</u>	<u>Ownership</u>						
12.	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 forganizational documents of the fund).	orth in the					
13.	13. Approximate number of the <i>private fund's</i> beneficial owners:  2						
14.	<ul><li>14. What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i>:</li></ul>						
15.	15. (a) What is the approximate percentage of the <i>private fund</i> 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 qualified clients?	nt o	0				
16.	16. What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 100%						
You	Your Advisory Services						
		Yes	s No				
17.	17. (a) Are you a subadviser to this <i>private fund</i> ?	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 question 17.(a) is "no," leave this question blank.	ne answer to					
	No Information Filed						

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)

10.	(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 ans	o <b>o</b> swer					
	to question 18.(a) is "no," leave this question blank.  No Information Filed							
	No milormation Filed		es 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.		, 6					
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?							
<u>Priv</u>	ate Offering							
		Υ€	es No					
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?	0	9 0					
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):							
	Form D file number							
	021-368680							
	RVICE PROVIDERS							
	<u>tors</u>	Y	es No					
23.	(a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	(	• c					
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?		• c					
	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 or firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  ERNST & YOUNG							
	(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:							
	NEW YORK New York United States							
	(d) Is the auditing firm an <i>independent public accountant</i> ?		No					
	(a) 13 the additing him an independent public decountants	•	0					
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0					
	If yes, Public Company Accounting Oversight Board-Assigned Number: 42							
	(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?	•	0					
	(a) Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's		es No					
	(g) Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	(	⊙ c					
	(h) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualifie	oiniqo b	ns?					
	• Yes • No • Report Not Yet Received	rt la -	vilat- '					
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the repo	T IS AVA	ııable.					
<u>Prir</u>	ne Broker	٧	es No					

24. (a) Does the *private fund* use one or more prime brokers?

rund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.				
No Information Filed				
<u>Custodian</u>				
Yes No. (a) Does the <i>private fund</i> 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 <i>private fund</i> uses. If the <i>private fund</i> 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 <i>private fund</i> uses. If the <i>private fund</i> uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.				
(b) Legal name of custodian:  JP MORGAN CHASE				
(c) Primary business name of custodian:  JP MORGAN CHASE				
(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: State: Country: LONDON United Kingdom				
Yes No				
(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):				
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)				
<u>Administrator</u>				
Yes No. (a) 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 questions (b) through (f) separately for each administrator.				
No Information Filed				
27. During 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> ?  0%				
Include 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) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such <i>person</i> .				
<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.

Yes No

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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

No Information Filed	

Private Fund  orivate fund: REAL ESTATE PARTNERS F LP entification number: 305-" prefix also) 724  what state or country is the private fund organized:
what state or country is the private fund organized: Country: United States  eneral Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity): No Information Filed  brella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.  elying Adviser Name L ESTATE PARTNERS F GP LLC  check all that apply: you must check at least one): or the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 or the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 or the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 or the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 or the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 or the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 or the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 or the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 or the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 or the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 or the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 or the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 or the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 or the exclusion from the definition of investment company under section 3(c)(7) of t
REAL ESTATE PARTNERS F LP entification number: 305-" prefix also) 724  what state or country is the private fund organized:
Country: United States  eneral Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):  No Information Filed  brella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.  relying Adviser Name  L ESTATE PARTNERS F GP LLC  check all that apply; you must check at least one): or the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 or the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
No Information Filed  brella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.  elying Adviser Name  L ESTATE PARTNERS F GP LLC  check all that apply; you must check at least one):  or the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940  or the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
check all that apply; you must check at least one): or the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 or the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 or the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
or the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 or the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.  No Information Filed
ter fund" in a master-feeder arrangement?
s the name and private fund identification number (if any) of the feeder funds investing in this private fund?
No Information Filed
Yester fund" in a master-feeder arrangement?  So the name and private fund identification number (if any) of the master fund in which this private fund invests?  Ite fund:
entification number: 305-" prefix also)
complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B. eder arrangement or reporting on the funds separately.
single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each answer the following questions:
No Information Filed
3

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

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8. (a) Is this *private fund* a "fund of funds"?

	venicies, 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.)?	0	•
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	ate fur	nd:
	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> :		
	\$ 1,799,402,863		
<u>Ow</u>	znership		
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 documents of the fund).	e	
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> : 0%		
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 O	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 100%		
You	ur Advisory Services	.,	
17.	(a) Are you a subadviser to this <i>private fund</i> ?	Yes	INO €
	(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 question 17.(a) is "no," leave this question blank.		٠
	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	$\odot$
	(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 to question 18.(a) is "no," leave this question blank.	answ	er
	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	⊙
	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>P</u> riv	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?	•	$\circ$

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

02	1-155740			_
B. SERVI	CE PROVIDERS			
Auditor	s.			
Additor	<u>2</u>	Υ¢	es N	ic
23. (a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	0	•	0
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	(		9
	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 audit you must complete questions (b) through (f) separately for each auditing firm.	ing fir	m,	
	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 auditim, you must complete questions (b) through (f) separately for each auditing firm.	diting		
	(b) Name of the auditing firm:  DELOITTE & TOUCHE LLP			
	(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:			
	TORONTO			
	(d) to the auditing firm an independent public accountant?	Yes	No	
	(d) Is the auditing firm an independent public accountant?	⊙	О	
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0	
	If yes, Public Company Accounting Oversight Board-Assigned Number: 1208			
	(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?	•	0	
		Υ¢	es N	lc
(g)	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?		9 (	
(h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	opinio	ns?	
	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 ava	ilable	),
Prime E	<u>Broker</u>	٧	es N	ic
24. (a)	Does the <i>private fund</i> 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 <i>private fund</i> uses. If t <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	he <i>pri</i>		
	No Information Filed			
Custodi	<u>an</u>	٧،	es N	ıc
25. (a)	Does the <i>private fund</i> 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 <i>private fund</i> uses. If the uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	_		_
	Additional Custodian Information : 1 Record(s) Filed.			
				f

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

Form D file number

В.

	(b) Legal name of custodian: JPMORGAN CHASE BANK			
	(c) Primary business name of JPMORGAN CHASE BANK	custodian:		
			the private fund's assets (city, state and coun	try):
	City: NEW YORK	State: New York	Country: United States	
	(e) Is the custodian a <i>related</i>	person of your firm?		Yes No ○ •
	(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 br identifier (if any)	oker-dealer, or is a broker-dealer bu	it does not have an SEC registration number,	provide its <i>legal entity</i>
ninis	trator			
	<u></u>			Yes N
(a)	Does the <i>private fund</i> use an adn	ninistrator other than your firm?		Yes N
	Does the <i>private fund</i> use an adn  If the answer to question 26.(a)	•	rough (f) below. If the <i>private fund</i> uses more rator.	0 (
	Does the <i>private fund</i> use an adn  If the answer to question 26.(a)	is "yes," respond to questions (b) though (f) separately for each adminis	,	0 (
	Does the <i>private fund</i> use an adn  If the answer to question 26.(a)  must complete questions (b) thre	is "yes," respond to questions (b) though (f) separately for each administ	ormation Filed	than one administrator, you
Duri your	Does the <i>private fund</i> use an adn  If the answer to question 26.(a)  must complete questions (b) thre	is "yes," respond to questions (b) though (f) separately for each administ	rator.	than one administrator, you
Duri your 0% Inclu	Does the <i>private fund</i> use an adm  If the answer to question 26.(a) must complete questions (b) thre  and your last fiscal year, what per  are related person?  ude only those assets where (i) s	is "yes," respond to questions (b) though (f) separately for each administ No Information (b) No Information (c) No Information	ormation Filed	than one administrator, you administrator, that is not including obtaining any
Duri your 0% Inclu relev alloc	Does the <i>private fund</i> use an adm  If the answer to question 26.(a) must complete questions (b) three  Ing your last fiscal year, what per related person?  ude only those assets where (i) so your quotes, and (ii) the valuation cations) was the valuation determined.	is "yes," respond to questions (b) though (f) separately for each administ No Information (b) No Information (c) No Information	rator.  promation Filed  (by value) was valued by a <i>person</i> , such as ar procedure established for that asset, if any, if	than one administrator, you administrator, that is not including obtaining any see calculations (including
Duri your 0% Inclu relev alloc	Does the <i>private fund</i> use an admost the answer to question 26.(a) must complete questions (b) through the following your last fiscal year, what per related person?  The private fund use an admost the private for related person?  The private fund use an admost the private for related person?  The private fund use an admost the private for related person?  The private fund use an admost the private for related person?  The private fund use an admost the private for related person (b) through the private for related person?  The private fund use an admost the private for related person (c) the private fund use an admost the private fund use and the private fund use an admost the private fund use and the priv	is "yes," respond to questions (b) though (f) separately for each administ No Infection of the private fund's assets such person carried out the valuation used for purposes of investor substantial by such person.	rator.  promation Filed  (by value) was valued by a <i>person</i> , such as ar procedure established for that asset, if any, if	than one administrator, you administrator, that is not including obtaining any
Duri your 0% Inclu relev alloc	Does the <i>private fund</i> use an adm  If the answer to question 26. (a) must complete questions (b) three  Ing your last fiscal year, what per related person?  Indee only those assets where (i) so want quotes, and (ii) the valuation cations) was the valuation determined.  In the answer "yes" whether similar person. If the answer to question 26. (a)	is "yes," respond to questions (b) though (f) separately for each administrated (b) though (f) separately for each administrated (c) separately fo	rator.  crimation Filed  (by value) was valued by a <i>person</i> , such as an procedure established for that asset, if any, is scriptions, redemptions or distributions, and fe	than one administrator, you had administrator, that is not including obtaining any see calculations (including  Yes Notes or other solicitor, or marketer the private fund
Duri your 0% Inclu relev alloc rkete (a)	Does the <i>private fund</i> use an adm  If the answer to question 26. (a) must complete questions (b) three  Ing your last fiscal year, what per related person?  Indee only those assets where (i) so want quotes, and (ii) the valuation cations) was the valuation determined.  In the answer "yes" whether similar person. If the answer to question 26. (a)	is "yes," respond to questions (b) though (f) separately for each administrated (b) though (f) separately for each administrated (c) separately fo	rator.  crmation Filed  (by value) was valued by a <i>person</i> , such as an procedure established for that asset, if any, is criptions, redemptions or distributions, and features, and features, into consultant, finder, introducer, municipal adjuestions (b) through (g) below for each such	than one administrator, you had administrator, that is not including obtaining any see calculations (including  Yes Notes or other solicitor, or marketer the private fund
Duri your 0% Inclu relev alloc rkete (a)	Does the <i>private fund</i> use an adm  If the answer to question 26. (a) must complete questions (b) three  Ing your last fiscal year, what per related person?  Indee only those assets where (i) so want quotes, and (ii) the valuation cations) was the valuation determined.  In the answer "yes" whether similar person. If the answer to question 26. (a)	is "yes," respond to questions (b) though (f) separately for each administrated (b) though (f) separately for each administrated (c) separately fo	commation Filed  (by value) was valued by a <i>person</i> , such as an procedure established for that asset, if any, is criptions, redemptions or distributions, and features to the consultant, finder, introducer, municipal adductions (b) through (g) below for each such polete questions (b) through (g) separately for	than one administrator, you administrator, that is not including obtaining any see calculations (including  Yes I

A. PRIVA

## Information About the Private Fund

1. (a) Name of the private fund:

BROOKFIELD REAL ESTATE SECONDARIES A L.P.

(b) Private fund identification number: (include the "805-" prefix also) 805-4657450299

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):		
	No Information Filed		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.  Filing Adviser/Relying Adviser Name		
	BROOKFIELD ASSET MANAGEMENT PIC US, LLC		
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?	$\circ$	$\odot$
	(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	•
	(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)		
7.	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 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 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 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 multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	issue	ed
8.	(a) Is this <i>private fund</i> a "fund of funds"?		No.
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 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?	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		No
9.	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 <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 priva	te fur	าd:
	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>Owr</u>	<u>ners</u>	<u>hip</u>		
12.		imum investment commitment required of an investor in the <i>private fund</i> : 0,000,000		
	NOT	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 anizational documents of the fund).		
13.	App 2	roximate number of the <i>private fund's</i> beneficial owners:		
	Wha	at is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :		
	(a) 0%	What is the approximate percentage of the <i>private fund</i> 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 qualified clients?	Yes	No O
16.	Wha	at is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
<u>You</u>	r Ad	lvisory Services		
17	(-)		Yes	No
17.		Are you a subadviser to this <i>private fund?</i> 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 question 17.(a) is "no," leave this question blank.	to	•
		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 <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 to question 18.(a) is "no," leave this question blank.	<b>C</b> answ	<b>⊙</b> er
		No Information Filed		
			Yes	No
19.	Are	your clients solicited to invest in the private fund?	0	•
	NOT	E: For purposes of this question, do not consider feeder funds of the private fund.		
	App 0%	roximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
<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 O
22.		es, provide the <i>private fund's</i> Form D file number (if any):		_
		m D file number 1-429417		
B. SE		CE PROVIDERS		
<u>Aud</u>	itors			
			Yes	No
23.	(a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	⊙	0
		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	⊙	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 you must complete questions (b) through (f) separately for each auditing firm.	g firm	,

Additional Auditor Information : 1 Record(s) Filed.

		•	ons (b) through (f) separately for ea	(b) through (h) below. If the private fund uses more than one a ach auditing firm.	iuaitin	g
	(b)	Name of the auditing firm: ERNST & YOUNG LLP				
	(c)	The location of the auditino	firm's office responsible for the <i>pri</i>	vate fund's audit (city, state and country):		
		City:	State:	Country:		
		NEW YORK	New York	United States		
						s No
	(d)	Is the auditing firm an inde	pendent public accountant?		•	0
	(e)	Is the auditing firm registe	red with the Public Company Accou	nting Oversight Board?	•	0
		If yes, Public Company Acc	ounting Oversight Board-Assigned N	Number:		
	(f)	If "yes" to (e) above, is the accordance with its rules?	e auditing firm subject to regular ins	spection by the Public Company Accounting Oversight Board in	0	0
					Υ	es No
(g)	Are the invest		ancial statements for the most recer	ntly completed fiscal year distributed to the <i>private fund's</i>		0
(h)	Do all	of the reports prepared by	the auditing firm for the private fun	d since your last annual updating amendment contain unqualifie	d opini	ons?
	<b>⊙</b> Ye	s O No O Report Not Yet	Received			
		·		ndment to your Form ADV to update your response when the repo	t is av	ailable.
Prime I	Prokor					
<u>FIIIIle I</u>	<u> Si Okei</u>				Υ	es No
24. (a)	Does	the <i>private fund</i> use one or	more prime brokers?			0 0
		•		hrough (e) below for each prime broker the <i>private fund</i> uses. It is (b) through (e) separately for each prime broker.	the p	rivate
			No Inf	formation Filed		
Custod	<u>ian</u>					′es No
25 (a)	Does	the <i>nrivate fund</i> use any cus	stodians (including the prime broke)	rs listed above) to hold some or all of its assets?	1	
20. (u)	If the	answer to question 25.(a)	is "yes," respond to questions (b) t	hrough (g) below for each custodian the <i>private fund</i> uses. If through (g) separately for each custodian.	e <i>priva</i>	<b>⊙</b> C ate fund
	Addi	tional Custodian Informati	on : 2 Record(s) Filed.			
		· ·		) through g) below for each custodian the <i>private fund</i> uses. If t (b) through (g) separately for each custodian.	he <i>pri</i> v	/ate
	(b)	Legal name of custodian: BANK OF AMERICA				
	(c)	Primary business name of o	custodian:			
	(d)	The location of the custodia	an's office responsible for <i>custody</i> o	f the <i>private fund's</i> assets (city, state and country):		
		City:	State:	Country:		
		NEW YORK	New York	United States		
	(0)	Is the custodian a <i>related</i> p	person of your firm?			s No
	ㅁ (면)	is the custoulan a related p	<i>ocisuli</i> ui yuul IIIII!!		0	⊙

CRD Number (			
	ii arry):		
(g) If the custodia identifier (if an		aler but does not have an SEC registration number, provide its <i>leg</i>	gal enti
		ons (b) through g) below for each custodian the <i>private fund</i> uses. stions (b) through (g) separately for each custodian.	If the
(b) Legal name of J.P. MORGAN (			
(c) Primary busing	ess name of custodian: CHASE		
(d) The location o	of the custodian's office responsible for <i>cust</i>	tody of the private fund's assets (city, state and country):	
City: NEW YORK	State: New York	Country: United States	
TVEVV TOTAL	INCAN TOLK	Officed States	
(e) Is the custodi	an a related person of your firm?		
(f) If the custodia	an is a broker-dealer, provide its SEC regist	ration number (if any):	
CRD Number (	(if any):		
(g) If the custodia identifier (if an		aler but does not have an SEC registration number, provide its <i>leg</i>	gal enti
_		aler but does not have an SEC registration number, provide its <i>leg</i>	gal enti
identifier (if an	ny)		gal enti
identifier (if an trator  Does the private fund if the answer to que	ny) and use an administrator other than your firm	n? (b) through (f) below. If the <i>private fund</i> uses more than one adn	
identifier (if an identifier)  Erator  Does the private fun identifier (if an identifier)  If the answer to que identifier (if an identifier)	ny)  nd use an administrator other than your firm estion 26.(a) is "yes," respond to questions	n? (b) through (f) below. If the <i>private fund</i> uses more than one adn	
identifier (if an identifier (if an identifier)  Does the private fund if the answer to que must complete ques  Additional Adminis	d use an administrator other than your firm estion 26.(a) is "yes," respond to questions tions (b) through (f) separately for each adstrator Information: 1 Record(s) Filed.	n? (b) through (f) below. If the <i>private fund</i> uses more than one administrator.  ns (b) through (f) below. If the <i>private fund</i> uses more than one	
identifier (if an identifier (if an identifier)  Does the private fund if the answer to que must complete ques  Additional Adminis	ed use an administrator other than your firm estion 26.(a) is "yes," respond to questions tions (b) through (f) separately for each adstrator Information: 1 Record(s) Filed.  Strator 26.(a) is "yes," respond to question a must complete questions (b) through (f) separately for each adstrator.	n? (b) through (f) below. If the <i>private fund</i> uses more than one administrator.  ns (b) through (f) below. If the <i>private fund</i> uses more than one	
identifier (if an identifier (if an identifier)  Does the private fund if the answer to quest to a identified	ed use an administrator other than your firm estion 26.(a) is "yes," respond to questions tions (b) through (f) separately for each adstrator Information: 1 Record(s) Filed.  Strator 26.(a) is "yes," respond to question a must complete questions (b) through (f) separately for each adstrator.	n? (b) through (f) below. If the <i>private fund</i> uses more than one administrator.  ns (b) through (f) below. If the <i>private fund</i> uses more than one	
identifier (if an identifier (if an identifier)  Does the private fund if the answer to quest to a identified	ed use an administrator other than your firm estion 26.(a) is "yes," respond to questions ations (b) through (f) separately for each adstrator Information: 1 Record(s) Filed.  Strator 26.(a) is "yes," respond to question a must complete questions (b) through (f) so nistrator:  OR SERVICES	n? (b) through (f) below. If the <i>private fund</i> uses more than one administrator.  ns (b) through (f) below. If the <i>private fund</i> uses more than one	
identifier (if an identifier (if an identifier)  Does the private fund of the answer to quest to must complete quest identified iden	d use an administrator other than your firm estion 26. (a) is "yes," respond to questions tions (b) through (f) separately for each adstrator Information: 1 Record(s) Filed.  uestion 26. (a) is "yes," respond to question a must complete questions (b) through (f) so nistrator:  OR SERVICES	n?  (b) through (f) below. If the <i>private fund</i> uses more than one administrator.  Ins (b) through (f) below. If the <i>private fund</i> uses more than one separately for each administrator.  Country:	ministra
identifier (if an identifier (if an identifier)  Does the private fund of the answer to quest to must complete quest identified iden	and use an administrator other than your firm estion 26.(a) is "yes," respond to questions attions (b) through (f) separately for each adstrator Information: 1 Record(s) Filed.  But a strator Information: 1 Record	n?  (b) through (f) below. If the <i>private fund</i> uses more than one administrator.  Ins (b) through (f) below. If the <i>private fund</i> uses more than one separately for each administrator.  Country:	ministra

	your	related person?	5 1101	
	relev	ude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining ar vant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (includ cations) was the valuation determined by such <i>person</i> .	-	
<u>Maı</u>	kete	e <u>rs</u>		
28	(2)	Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	Yes	
20.		You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicito 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</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.	r, or	•
		No Information Filed		
4. PI	RIVAT	TE FUND		
nfo	rmati	ion About the <i>Private Fund</i>		
1.	(b)	Name of the <i>private fund</i> : BROOKFIELD REAL ESTATE SECONDARIES B L.P.  Private fund identification number: (include the "805-" prefix also) 805-4134659593		
2.	Unde	er 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):		
		No Information Filed		
	(b)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
		ng Adviser/Relying Adviser Name		
	BRC	DOKFIELD ASSET MANAGEMENT PIC US, LLC		
4.		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		
6.	(2)	Is this a "master fund" in a master-feeder arrangement?	Yes	
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> ?	О	⊙
		No Information Filed		
			Yes	No
	(c)	Is this a "feeder fund" in a master-feeder arrangement?	_	<b>⊙</b>
		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)

	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 a 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 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"?	Yes	
Ο.	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.	_	٠
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	С
		Yes	s 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 <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund or real estate fund O securitized asset fund O venture capital fund O Other private	ate fun	nd:
	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>Ov</u>	<u>vnership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 10,000,000		
	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 th organizational documents of the fund).	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> : 2%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		
	0%	Yes	: Nc
	(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%		
Yo	ur Advisory Services		
	(a) Are you a subadviser to this <i>private fund</i> ?	Yes	
17	(a) The you a subadvisor to this private fulla:	0	⊙
17.	(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 question 17.(a) is "no," leave this question blank.	r to	

	to question 18.(a) is "no," leave this question blank.		
	No Information Filed		
10	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?		s No
17.	NOTE: For purposes of this question, do not consider feeder funds of the private fund.	0	⊙
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  0%		
<u>Priv</u>	vate Offering	Vo	s 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?	•	
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number		
	021-42941702		
B. SI	ERVICE PROVIDERS		
Auc	<u>litors</u>	Ye	s No
23.	(a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	•	0
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	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 audi you must complete questions (b) through (f) separately for each auditing firm.	ting firn	n,
	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 autifirm, you must complete questions (b) through (f) separately for each auditing firm.	uditing	
	(b) Name of the auditing firm:  ERNST & YOUNG LLP		
	(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:		
	NEW YORK New York United States	Voc	Na
	(d) Is the auditing firm an independent public accountant?	Yes ©	O NO
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	⊙	0
	If yes, Public Company Accounting Oversight Board-Assigned Number:		
	42		
	(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?	•	0
	(a) Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's		s No
	(g) Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	•	0
	(h) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	opinior	าร?
	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 avail	able.
<u>Prir</u>	me Broker		
2.4	(a) December private funduos and ar mare primes brokens?		s No
∠4.	(a) Does the private fund 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 *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	Inform	nation	Filod
171()	ппоп	танст	FILECT

_			
Ci	ısta	าตเ	ar

ises	e answer to question 25.(a) is "yes,"	respond to questions (b) the	rs listed above) to hold some or all of its assets?  hrough (g) below for each custodian the <i>private fund</i> uses. If the rough (g) separately for each custodian.	priv
Addi	itional Custodian Information : 2 Re	ecord(s) Filed.		
			) through g) below for each custodian the <i>private fund</i> uses. If the (b) through (g) separately for each custodian.	e <i>pr</i> .
(b)	Legal name of custodian: BANK OF AMERICA			
(c)	Primary business name of custodiar BANK OF AMERICA	า:		
(d)	The location of the custodian's offic	e responsible for <i>custody</i> o	f the <i>private fund's</i> assets (city, state and country):	
	City: NEW YORK	State: New York	Country: United States	
	NEW TORK	NCW FOIR	office States	Υe
(e)	Is the custodian a related person of	your firm?		0
(f)	If the custodian is a broker-dealer,	provide its SEC registration	ı number (if any):	
	CRD Number (if any):			
	identifier (if any) the answer to question 25.(a) is "yes	," respond to questions (b)	ut does not have an SEC registration number, provide its <i>legal en</i> ) through g) below for each custodian the <i>private fund</i> uses. If the (b) through (g) separately for each custodian.	
	·	a must complete questions	(b) through (g) separately for each custodian.	
fun	Legal name of custodian:			
fun	Legal name of custodian: J.P. MORGAN CHASE			
fun	J.P. MORGAN CHASE	า:		
(b)	J.P. MORGAN CHASE  Primary business name of custodiar J.P. MORGAN CHASE		f the <i>private fund's</i> assets (city, state and country):	
(b)	J.P. MORGAN CHASE  Primary business name of custodian J.P. MORGAN CHASE  The location of the custodian's offic City:	e responsible for <i>custody</i> o	Country:	
(b)	J.P. MORGAN CHASE  Primary business name of custodian J.P. MORGAN CHASE  The location of the custodian's office	e responsible for <i>custody</i> o		Υe
(b) (c) (d)	J.P. MORGAN CHASE  Primary business name of custodian J.P. MORGAN CHASE  The location of the custodian's offic City:	e responsible for <i>custody</i> o State: New York	Country:	
(b) (c) (d)	J.P. MORGAN CHASE  Primary business name of custodian J.P. MORGAN CHASE  The location of the custodian's offic City:  NEW YORK	e responsible for <i>custody</i> o State: New York your firm?	Country: United States	Ye C

				es No
26.	(a)	Does the <i>private fund</i> use an administrator other than your firm	•	⊙ ○
		must complete questions (b) through (f) separately for each ac	s (b) through (f) below. If the <i>private fund</i> uses more than one administrator dministrator.	, you
		Additional Administrator Information : 1 Record(s) Filed.		
		If the answer to question 26.(a) is "yes," respond to question administrator, you must complete questions (b) through (f) s	ons (b) through (f) below. If the <i>private fund</i> uses more than one separately for each administrator.	
		(b) Name of administrator:  MUFG INVESTOR SERVICES		
		(c) Location of administrator (city, state and country):		
		City: State	Country:	
		ONTARIO	Canada	
			Yes	No
		(d) Is the administrator a <i>related person</i> of your firm?	0	•
		(e) Does the administrator prepare and send investor account of Yes (provided to all investors) Some (provided to s	unt statements to the <i>private fund's</i> investors?  ome but not all investors) Ono (provided to no investors)	
			sends the investor account statements to the (rest of the) <i>private fund's</i> o the (rest of the) <i>private fund's</i> investors, respond "not applicable."	
<u>Maı</u>	allo kete	ocations) was the valuation determined by such <i>person</i> .  ers		
				es No
28.	(a)	similar person. If the answer to question 28.(a) is "yes," respon	you or your <i>employees</i> for marketing purposes?  Int agent, consultant, finder, introducer, municipal advisor or other solicitor, on the solicitor of the solicitor, on the solicitor of t	
			No Information Filed	
A. PF	RIVA	TE FUND		
<u>Info</u>	rma:	ation About the <i>Private Fund</i>		
1.	(a)	Name of the <i>private fund</i> :		
		BROOKFIELD REAL ESTATE SECONDARIES C L.P.		
	(b)	Private fund identification number: (include the "805-" prefix also) 805-1431794235		
2.	Unc	der the laws of what state or country is the <i>private fund</i> organiz	red:	
		State: Count		
		Delaware Unite	d States	
3.	(a)	Name(s) of General Partner, Manager, Trustee, or Directors (or	persons serving in a similar capacity):	

No Information Filed

<u>Administrator</u>

	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.  Filing Adviser/Relying Adviser Name						
	BROOKFIELD ASSET MANAGEMENT PIC US, LLC						
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?	$\circ$	$\odot$				
	(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	•				
	(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 private fund:						
	Private fund identification number: (include the "805-" prefix also)						
	(mendad the edge promit deep)						
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.	7.B.(	1)				
	To the master-reeder arrangement or reporting on the runds separatery.						
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	n of				
	the feeder funds answer the following questions:						
	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 th	eir				
	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						
	multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	Yes	Na				
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		٠				
	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?	$\circ$	$\circ$				
		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	$\odot$				
	company net et 17710 (ether than meney market rands), to the extent provided in metadetion e.e.,						
10.	What type of fund is the private fund?						
	C hedge fund C liquidity fund C private equity fund c real estate fund C securitized asset fund C venture capital fund C 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> :						
	\$ O						
<u>Ow</u>	<u>rnership</u>						

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

\$ 10,000,000

	organizational documents of the fund).	ਰ	
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> : 2%		
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> : 100%		
You	ur Advisory Services	Yes	No
17.	(a) Are you a subadviser to this <i>private fund</i> ?	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 question 17.(a) is "no," leave this 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?	$\circ$	$\odot$
	(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 to question 18.(a) is "no," leave this question blank.	answe	er
	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	•
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 <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes ©	No O
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number		
	021-42941701		
8. SI	ERVICE PROVIDERS		
Aud	ditors		
		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?	•	$\circ$
	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 you must complete questions (b) through (f) separately for each auditing firm.	g 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 audi firm, you must complete questions (b) through (f) separately for each auditing firm.	ting	
	(b) Name of the auditing firm:  ERNST & YOUNG LLP		

	(c) The location of the audit	ing firm's office responsible for the pri	ivate fund's audit (city, state and country):	
	City: NEW YORK	State: New York	Country: United States	
				Yes No
	(d) Is the auditing firm an ir	ndependent public accountant?		⊙ ೧
	(e) Is the auditing firm regis	stered with the Public Company Accou	inting Oversight Board?	⊙ ೧
	If yes, Public Company A	Accounting Oversight Board-Assigned I	Number:	
	42			
	(f) If "yes" to (e) above, is accordance with its rules		spection by the Public Company Accounting Oversight Board in	• • •
				Yes N
(g)	Are the <i>private fund's</i> audited f investors?	inancial statements for the most rece	ntly completed fiscal year distributed to the <i>private fund's</i>	⊙ (
(h)	Do all of the reports prepared	by the auditing firm for the private fur	nd since your last annual updating amendment contain unqualif	ied opinions?
	O Yes O No O Report Not You	et Received		
	If you check "Report Not Yet Re	ceived," you must promptly file an ame	endment to your Form ADV to update your response when the rep	oort is available
Prime I	Broker			
				Yes N
24. (a)	Does the <i>private fund</i> use one	·		0 0
	·		through (e) below for each prime broker the <i>private fund</i> uses. as (b) through (e) separately for each prime broker.	If the <i>private</i>
		No In	formation Filed	
Custodi	lon			
Custodi	<u>ian</u>			Yes N
25. (a)	Does the <i>private fund</i> use any	custodians (including the prime broke	ers listed above) to hold some or all of its assets?	<b>⊙</b> (
	•		through (g) below for each custodian the <i>private fund</i> uses. If rough (g) separately for each custodian.	the <i>private fur</i>
	Additional Custodian Inform	ation : 2 Record(s) Filed.		
	11	•	b) through g) below for each custodian the <i>private fund</i> uses. In (b) through (g) separately for each custodian.	f the <i>private</i>
	(b) Legal name of custodian BANK OF AMERICA	:		
	(c) Primary business name of BANK OF AMERICA	of custodian:		
	(d) The location of the custo	odian's office responsible for <i>custody</i> c	of the <i>private fund's</i> assets (city, state and country):	
	City: NEW YORK	State: New York	Country: United States	
	NEW YORK	New York	United States	Yes No
	(e) Is the custodian a relate	d person of your firm?		0 0
	(f) If the custodian is a brok	ker-dealer, provide its SEC registration	n number (if any):	
	- CRD Number (if any):			
	(g) If the custodian is not a	broker-dealer, or is a broker-dealer t	out does not have an SEC registration number, provide its <i>leg</i> a	al entity

		hrough g) below for each custodian the <i>private</i> b) through (g) separately for each custodian.	fund uses. If the _i
(b) Legal name of custodian: J.P. MORGAN CHASE			
(c) Primary business name of J.P. MORGAN CHASE	custodian:		
(d) The location of the custodi		he <i>private fund's</i> assets (city, state and country)	):
City: NEW YORK	State: New York	Country: United States	
			,
(e) Is the custodian a related p	person of your firm?		
(f) If the custodian is a broker	-dealer, provide its SEC registration r	number (if any):	
- CRD Number (if any):			
(g) If the custodian is not a br identifier (if any)	oker-dealer, or is a broker-dealer but	does not have an SEC registration number, pro	ovide its <i>legal enti</i> i
	ninistrator other than your firm?		
Does the <i>private fund</i> use an adm	is "yes," respond to questions (b) thr	ough (f) below. If the <i>private fund</i> uses more tha ator.	an one administra
Does the <i>private fund</i> use an adm	is "yes," respond to questions (b) through (f) separately for each administr		an one administr <i>a</i>
Does the <i>private fund</i> use an adm  If the answer to question 26.(a)  must complete questions (b) thro  Additional Administrator Inform  If the answer to question 26.(a)	is "yes," respond to questions (b) through (f) separately for each administremation: 1 Record(s) Filed.	hrough (f) below. If the <i>private fund</i> uses more	
Does the <i>private fund</i> use an administrator Information (b) through the answer to questions (b) through the answer to question 26.(a) administrator, you must complete the private function (b) Name of administrator:	is "yes," respond to questions (b) through (f) separately for each administremation: 1 Record(s) Filed.  a) is "yes," respond to questions (b) the ete questions (b) through (f) separate	hrough (f) below. If the <i>private fund</i> uses more	
Does the <i>private fund</i> use an adm  If the answer to question 26.(a) must complete questions (b) thro  Additional Administrator Inform  If the answer to question 26.(a) administrator, you must complete the administrator, you must complete the administrator.	is "yes," respond to questions (b) through (f) separately for each administremation: 1 Record(s) Filed.  a) is "yes," respond to questions (b) the ete questions (b) through (f) separate	hrough (f) below. If the <i>private fund</i> uses more	
Additional Administrator Informal If the answer to question 26.(a administrator, you must complete (b) Name of administrator:	is "yes," respond to questions (b) through (f) separately for each administremation: 1 Record(s) Filed.  a) is "yes," respond to questions (b) the ete questions (b) through (f) separate	hrough (f) below. If the <i>private fund</i> uses more	
Does the <i>private fund</i> use an adm  If the answer to question 26. (a) must complete questions (b) thro  Additional Administrator Inform  If the answer to question 26. (a administrator, you must complete administrator; MUFG INVESTOR SERVICES (c) Location of administrator (a City:	is "yes," respond to questions (b) through (f) separately for each administremation: 1 Record(s) Filed.  a) is "yes," respond to questions (b) the ete questions (b) through (f) separate	ator.  hrough (f) below. If the <i>private fund</i> uses more ely for each administrator.  Country:	
Does the <i>private fund</i> use an adm  If the answer to question 26.(a) must complete questions (b) thro  Additional Administrator Inform  If the answer to question 26.(a administrator, you must complete administrator:  MUFG INVESTOR SERVICES  (c) Location of administrator (administrator)	is "yes," respond to questions (b) through (f) separately for each administremation: 1 Record(s) Filed.  a) is "yes," respond to questions (b) the ete questions (b) through (f) separated city, state and country):	hrough (f) below. If the <i>private fund</i> uses more ely for each administrator.	
Does the <i>private fund</i> use an adm  If the answer to question 26. (a) must complete questions (b) thro  Additional Administrator Inform  If the answer to question 26. (a administrator, you must complete administrator:  MUFG INVESTOR SERVICES  (c) Location of administrator (a City:	is "yes," respond to questions (b) through (f) separately for each administremation: 1 Record(s) Filed.  a) is "yes," respond to questions (b) the ete questions (b) through (f) separated city, state and country):  State:	ator.  hrough (f) below. If the <i>private fund</i> uses more ely for each administrator.  Country:	than one
Does the <i>private fund</i> use an adm  If the answer to question 26.(a) must complete questions (b) thro  Additional Administrator Inform  If the answer to question 26.(a administrator, you must complete administrator; MUFG INVESTOR SERVICES  (c) Location of administrator (a City: ONTARIO  (d) Is the administrator a <i>relation</i> (d) Is the administrator (d) Is the administr	is "yes," respond to questions (b) through (f) separately for each administremation: 1 Record(s) Filed.  a) is "yes," respond to questions (b) the ete questions (b) through (f) separated city, state and country):  State:	ator.  hrough (f) below. If the <i>private fund</i> uses more ely for each administrator.  Country:	than one
Does the <i>private fund</i> use an adm  If the answer to question 26. (a) must complete questions (b) thro  Additional Administrator Inform  If the answer to question 26. (a administrator, you must complete administrator, you must complete administrator:  MUFG INVESTOR SERVICES  (c) Location of administrator (a City:  ONTARIO  (d) Is the administrator a relational present the present and the present	is "yes," respond to questions (b) through (f) separately for each administremation: 1 Record(s) Filed.  a) is "yes," respond to questions (b) the ete questions (b) through (f) separate city, state and country):  State:  State:	hrough (f) below. If the <i>private fund</i> uses more ely for each administrator.  Country: Canada	than one

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>Ma</u>	rket	<u>ers</u>		
28.	(a)	Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	Yes	
20.	(u)	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor 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</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. P	RIVA	TE FUND		
Info	<u>orma</u>	tion About the <i>Private Fund</i>		
1.		Name of the <i>private fund</i> :  BROOKFIELD SENIOR MEZZANINE REAL ESTATE FINANCE FUND L.P.  Private fund identification number: (include the "805-" prefix also)		
		805-3690993105		
2.	Und	der 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):  No Information Filed		
	Fil	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.  ing Adviser/Relying Adviser Name  OOKFIELD ASSET MANAGEMENT PIC US, LLC		
4.	The	e 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?	$\circ$	$\odot$
	(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	•
	(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)		
		TE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section the master-feeder arrangement or reporting on the funds separately.	7.B.(1	1)
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 feeder funds answer the following questions:	each	ı of

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 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 multiple classes (or series) of shares or interests, 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"?	$\circ$	$\odot$
	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.	t	
	(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	•
10.	What type of fund is the private fund?		
	• hedge fund • liquidity fund • private equity fund • real estate fund • securitized asset fund • venture capital fund • Other private of the	te fur	nd:
	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> : \$ 1,407,222,231		
<u>Ow</u>	<u>vnership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :		
	\$ 5,000,000 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 documents of the fund).	<b>)</b>	
13.	Approximate number of the <i>private fund's</i> beneficial owners:  24		
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: 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 qualified clients?	0	0
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 70%		
You	ur Advisory Services	<b>V</b>	NI-
17.	(a) Are you a subadviser to this <i>private fund</i> ?	res	No <b>⊙</b>
	(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 question 17.(a) is "no," leave this 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?	$\circ$	•
	(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 to question 18.(a) is "no," leave this question blank.	answ	er
	No Information Filed		
			No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	•

NOTE: For purposes of this question, do not consider feeder funds of the private fund.

	1%		
<u>Priv</u>	vate Offering		
		Ye	s No
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?	•	0
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number		
	021-300813		
B. SI	ERVICE PROVIDERS		
Auc	<u>ditors</u>		
		Ye	s No
23.	(a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	•	0
	(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 <i>private fund</i> uses more than one audityou must complete questions (b) through (f) separately for each auditing firm.	ting firr	m,
	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 autirm, you must complete questions (b) through (f) separately for each auditing firm.	ıditing	
	(b) Name of the auditing firm:		
	ERNST & YOUNG LLP		
	(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:  NEW YORK New York 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?	_	
	(e) is the additing him registered with the rubile company Accounting Oversight Board:	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number:		
	42		
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in	•	0
	accordance with its rules?		
		Ye	s No
	(g) Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	e	0
	(h) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	opinior	ns?
	⊙ Yes C No C 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 avai	lable.
<u>Prir</u>	me Broker		
24	(a) Does the <i>private fund</i> use one or more prime brokers?		s No
24.	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>nri</i> v	
	fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	piri	
	No Information Filed		

20. Approximately what percentage of your *clients* has invested in the *private fund*?

<u>Custodian</u>

Adai	tional Custodian Informat	tion : 4 Record(s) Filed.		
	•		through g) below for each custodian the <i>private i</i> (b) through (g) separately for each custodian.	<i>fund</i> uses. If the <i>pr</i>
(b)	Legal name of custodian: JP MORGAN CHASE & CO.			
(c)	Primary business name of JP MORGAN CHASE & CO.	custodian:		
(d)	The location of the custod	ian's office responsible for <i>custody</i> of	the <i>private fund's</i> assets (city, state and country)	:
	City:	State:	Country:	
	NEW YORK	New York	United States	Ye
(e)	Is the custodian a related	person of your firm?		c
(0)			(15	
(†)	If the custodian is a broke	r-dealer, provide its SEC registration	number (if any):	
	CRD Number (if any):			
(g)	If the custodian is not a b identifier (if any)	roker-dealer, or is a broker-dealer bu	ut does not have an SEC registration number, pro	vide its <i>legal entity</i>
If th	identifier (if any) he answer to question 25.(	a) is "yes," respond to questions (b)	through g) below for each custodian the <i>private i</i> (b) through (g) separately for each custodian.	
If th	identifier (if any) he answer to question 25.(	a) is "yes," respond to questions (b)	through g) below for each custodian the <i>private i</i>	
If the fund	identifier (if any)  he answer to question 25.( d uses more than one custo  Legal name of custodian:	a) is "yes," respond to questions (b) odian, you must complete questions	through g) below for each custodian the <i>private i</i>	
If the fund (b)	identifier (if any)  he answer to question 25.( d uses more than one custo  Legal name of custodian:  STATE STREET BANK  Primary business name of  STATE STREET BANK	(a) is "yes," respond to questions (b) odian, you must complete questions custodian:	through g) below for each custodian the <i>private i</i>	fund uses. If the pr
If the fund (b)	identifier (if any)  he answer to question 25.( d uses more than one custo  Legal name of custodian:  STATE STREET BANK  Primary business name of  STATE STREET BANK  The location of the custod  City:	(a) is "yes," respond to questions (b) odian, you must complete questions custodian:  ian's office responsible for <i>custody</i> of State:	through g) below for each custodian the <i>private i</i> (b) through (g) separately for each custodian.  The private fund's assets (city, state and country)  Country:	fund uses. If the pr
If the fund (b)	identifier (if any)  he answer to question 25.( d uses more than one custo  Legal name of custodian:  STATE STREET BANK  Primary business name of  STATE STREET BANK  The location of the custod	(a) is "yes," respond to questions (b) odian, you must complete questions custodian:	through g) below for each custodian the <i>private i</i> (b) through (g) separately for each custodian.  The private fund's assets (city, state and country)	fund uses. If the pr
If the fund (b)	identifier (if any)  he answer to question 25.( d uses more than one custo  Legal name of custodian:  STATE STREET BANK  Primary business name of  STATE STREET BANK  The location of the custod  City:	(a) is "yes," respond to questions (b) odian, you must complete questions custodian:  ian's office responsible for <i>custody</i> of State:  New York	through g) below for each custodian the <i>private i</i> (b) through (g) separately for each custodian.  The private fund's assets (city, state and country)  Country:	fund uses. If the pr
If the fund (b) (c) (d)	he answer to question 25.( d uses more than one custo Legal name of custodian: STATE STREET BANK  Primary business name of STATE STREET BANK  The location of the custod City: NEW YORK  Is the custodian a related	(a) is "yes," respond to questions (b) odian, you must complete questions custodian:  ian's office responsible for <i>custody</i> of State:  New York	through g) below for each custodian the <i>private is</i> (b) through (g) separately for each custodian.  The <i>private fund's</i> assets (city, state and country)  Country: United States	fund uses. If the pr
If the fund (b) (c) (d)	he answer to question 25.( d uses more than one custo Legal name of custodian: STATE STREET BANK  Primary business name of STATE STREET BANK  The location of the custod City: NEW YORK  Is the custodian a related	(a) is "yes," respond to questions (b) odian, you must complete questions custodian:  ian's office responsible for <i>custody</i> of State:  New York  person of your firm?	through g) below for each custodian the <i>private is</i> (b) through (g) separately for each custodian.  The <i>private fund's</i> assets (city, state and country)  Country: United States	fund uses. If the pr

(b) Legal name of custodian: US BANK TRUST

(c)	Primary business name o US BANK TRUST	custodian:		
(d)	The location of the custoo	lian's office responsible for <i>custody</i>	of the <i>private fund's</i> assets (city, state and country	<i>(</i> ):
	City:	State:	Country:	•
	NEW YORK	New York	United States	
				Yes N
(e)	Is the custodian a related	person of your firm?		0 (
(f)	If the custodian is a broke	er-dealer, provide its SEC registrati	on number (if any):	
	CRD Number (if any):			
(g)	If the custodian is not a bidentifier (if any)	oroker-dealer, or is a broker-dealer	but does not have an SEC registration number, pr	ovide its <i>legal entity</i>
	•		(b) through g) below for each custodian the <i>private</i> as (b) through (g) separately for each custodian.	fund uses. If the private
(b)	Legal name of custodian: WELLS FARGO BANK, N.A.			
(c)	Primary business name o WELLS FARGO	custodian:		
(d)	The location of the custor	lian's office responsible for <i>custody</i>	of the <i>private fund's</i> assets (city, state and country	<i>(</i> ):
	City:	State:	Country:	.,,.
	NEW YORK	New York	United States	
				Yes N
(e)	Is the custodian a related	person of your firm?		0 6
(f)	If the custodian is a broke	er-dealer, provide its SEC registrati	on number (if any):	
	CRD Number (if any):			
(g)	If the custodian is not a bidentifier (if any)	proker-dealer, or is a broker-dealer	but does not have an SEC registration number, pr	ovide its <i>legal entity</i>
strator	<u>-</u>			
Does	the <i>private fund</i> use an ad	ministrator other than your firm?		Yes
If the	answer to question 26.(a	•	through (f) below. If the <i>private fund</i> uses more that the state of the contract of the contr	onan one administrator, yo
		rmation : 1 Record(s) Filed.		
	•	(a) is "yes," respond to questions ( plete questions (b) through (f) sepa	b) through (f) below. If the <i>private fund</i> uses more arately for each administrator.	than one
(b)	Name of administrator: STATE STREET GLOBAL SE	RVICES		
(c)	Location of administrator	(city, state and country):		
	City:	State:	Country:	
	ATLANTA	Georgia	United States	
				Yes No
(d)	Is the administrator a rela	ated person of your firm?		0.0

		(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 are not sent to the (rest of the) private fund's investors, respond "not applicable."		
27.	your	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 n related person?	ot	
	rele	ude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any vant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including cations) was the valuation determined by such <i>person</i> .		
<u>Mar</u>	<u>kete</u>	ers		
28.	(a)	Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	es	No ⊙
_0.		You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, o 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 fun</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.	r	٠
		No Information Filed		
——————————————————————————————————————	RIVAT	TE FUND		=
nto	<u>rmat</u>	ion About the <i>Private Fund</i>		
1.		Name of the private fund:		
		BROOKFIELD SINGLE FAMILY RENTAL L.P.  Private fund identification number:		
		(include the "805-" prefix also)		
		805-8029785083		
2.		er 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):		
		No Information Filed		
	(b)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	Fili	ng Adviser/Relying Adviser Name		
	BRC	DOKFIELD SINGLE FAMILY RENTAL MANAGER LLC		
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		
	V	(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	(2)		es	
υ.		Is this a "master fund" in a master-feeder arrangement?  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		
		Ye	es	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?  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 for the master-feeder arrangement or reporting on the funds separately.	7.B.(	[1)
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 the feeder funds answer the following questions:	eacl	h of
	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 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 i multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	issue	ed
		Yes	No
8.	(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	0	•
	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
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.)?	res O	o No 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	e fur	าd:
	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> : \$ 328,346,313		
<u>Ow</u>	<u>vnership</u>		
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 documents of the fund).		
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> : 26%		
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> ?		No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 75%		

(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 answ question 17.(a) is "no," leave this question blank.		
	No Information Filed		
		Υe	es
(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 <i>private fund</i> . If the to question 18.(a) is "no," leave this question blank.	he ans	SW€
	No Information Filed		
		Ye	es
	e your <i>clients</i> solicited to invest in the <i>private fund</i> ?	(	
NC	OTE: For purposes of this question, do not consider feeder funds of the private fund.		
Ap 0%	oproximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
vate	e Offering		
		Υe	es
На	as the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	0	9
	yes, provide the <i>private fund's</i> Form D file number (if any):		
	orm D file number 21-371316		
102			
ERV dito	ICE PROVIDERS  rs  (1) Are the <i>private fund's</i> financial statements subject to an annual audit?		es •
ERV dito	<u>rs</u>	(	
ERV dito	rs  ) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	(	•
ERV dito	(1) Are the <i>private fund's</i> 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 <i>private fund</i> uses more than one audit	(	•
ERV dito	(1) Are the <i>private fund's</i> 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 <i>private fund</i> uses more than one audit you must complete questions (b) through (f) separately for each auditing firm.	ting fir	• m,
ERV dito	(1) Are the <i>private fund's</i> 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 <i>private fund</i> uses more than one audit 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 auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one auditions are the private fund uses more than one	ting fir	• m
ERV dito	(1) Are the <i>private fund's</i> 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 <i>private fund</i> uses more than one audit 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 auditim, you must complete questions (b) through (f) separately for each auditing firm.	ting fir	• m
ERV	(1) Are the <i>private fund's</i> 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 <i>private fund</i> uses more than one audit 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 auditim, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:	ting fir	• m
ERV	(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 audity 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 private fund uses more than one auditirm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  ERNST & YOUNG  (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):  City: State: Country:	ting fir	• • •m
ERV	(1) Are the <i>private fund</i> '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 <i>private fund</i> uses more than one audit 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 auditim, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  ERNST & YOUNG  (c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):	ting fir	• m
ERV	(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 audity 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 private fund uses more than one auditirm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  ERNST & YOUNG  (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):  City: State: Country:	ting fir	• m
ERV	(2) 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 audityou 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 private fund uses more than one audityou 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 private fund uses more than one auditirm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  ERNST & YOUNG  (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):  City:  State:  Country:  NEW YORK  New York  United States	ting fir	• m
ERV	(1) Are the <i>private fund's</i> 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 <i>private fund</i> uses more than one audit 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, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  ERNST & YOUNG  (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:  NEW YORK  New York  United States  (d) Is the auditing firm an <i>independent public accountant?</i>	ting fir	
ERV	(2) 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 audity 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 (f) below. If the private fund uses more than one audity 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 private fund uses more than one auditim, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  ERNST & YOUNG  (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):  City: State: Country:  NEW YORK New York United States  (d) Is the auditing firm an independent public accountant?  (e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	ting fir	• m

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

<u>Prime E</u>	<u>Broker</u>			Yes No
24. (a)	Does the private fund use one or	more prime brokers?		0 0
	•		through (e) below for each prime broker the <i>priva</i> s (b) through (e) separately for each prime broke	•
		No In	formation Filed	
<u>Custodi</u>	<u>an</u>			Yes No
25. (a)	Does the <i>private fund</i> use any cu	istodians (including the prime broke	rs listed above) to hold some or all of its assets?	
			chrough (g) below for each custodian the <i>private</i> rough (g) separately for each custodian.	
	Additional Custodian Informat	ion : 1 Record(s) Filed.		
			) through g) below for each custodian the <i>private</i> (b) through (g) separately for each custodian.	e fund uses. If the private
	(b) Legal name of custodian: BANK OF AMERICA			
	(c) Primary business name of BANK OF AMERICA	custodian:		
	(d) The location of the custod	ian's office responsible for <i>custody</i> o State:	of the <i>private fund's</i> assets (city, state and country Country:	y):
	NEW YORK	New York	United States	
	(e) Is the custodian a related	person of your firm?		Yes No
	(f) If the custodian is a broke	r-dealer, provide its SEC registration	number (if any):	
	- CRD Number (if any):			
	(g) If the custodian is not a b identifier (if any)	roker-dealer, or is a broker-dealer b	out does not have an SEC registration number, pr	ovide its <i>legal entity</i>
<u>Adminis</u>	<u>strator</u>			Yes No
26. (a)	Does the <i>private fund</i> use an adr	ninistrator other than your firm?		res no
	If the answer to question 26.(a)	·	hrough (f) below. If the <i>private fund</i> uses more the strator.	
		No In	formation Filed	
	ring your last fiscal year, what pe or <i>related person</i> ?	rcentage of the <i>private fund's</i> assets	(by value) was valued by a person, such as an a	administrator, that is not
0% Inc		such <i>person</i> carried out the valuatio	n procedure established for that asset, if any, inc	cluding 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.

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 • Report Not Yet Received

Ma	rkete	ers ers		
20	(0)	Does the private fundues the carvines of company other than you or your ampleyees for marketing purposes?	Yes	
28.	(a)	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 solicitors.		•
		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</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.	und	
		No Information Filed		
A. P	RIVA	TE FUND		
Info	ormat	tion About the <i>Private Fund</i>		
1.	(a)	Name of the <i>private fund</i> :		
٠.	(4)	BROOKFIELD STRATEGIC REAL ESTATE PARTNERS A L.P.		
	(h)	Private fund identification number:		
	(6)	(include the "805-" prefix also)		
		805-9671408463		
2.	Und	der 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):		
		No Information Filed		$\neg$
	(h)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
		ing Adviser/Relying Adviser Name		
		OOKFIELD STRATEGIC REAL ESTATE PARTNERS GP LLC		
4.	The	e 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		
	V	(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	•
		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		
		No micrimatori riica		
			Yes	No
	(c)	Is this a "feeder fund" in a master-feeder arrangement?	0	•
	• •	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?		•
	(G)	Name of private fund:		
		Private fund identification number:		
		(include the "805-" prefix also)		
	NO	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-feeder arrangement or reporting on the funds separately.		
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	ı of
	ше	feeder funds answer the following questions:		

No Information Filed

	assets in a single fund ("master fund").	7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if interests, and each class (or series) invests substantially all of its assets in a single master fund.	it issue	
			Yes	No
8.	8. (a) Is this <i>private fund</i> a "fund of funds"	'?	0	$\odot$
	·	ly, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investme e also <i>private funds</i> or registered investment companies.	ent	
	(b) If yes, does the <i>private fund</i> invest i	in funds managed by you or by a <i>related person</i> ?	0	0
			Yes	No
9.		eate fund invest in securities issued by investment companies registered under the Investment ey market funds," to the extent provided in Instruction 6.e.)?		•
10.	10. What type of fund is the <i>private fund</i> ?			
	$^{f C}$ hedge fund $^{f C}$ liquidity fund $^{f C}$ priva	ate equity fund $oldsymbol{\circ}$ real estate fund $oldsymbol{\circ}$ securitized asset fund $oldsymbol{\circ}$ venture capital fund $oldsymbol{\circ}$ Other $pro$	ivate fur	nd:
	NOTE: For definitions of these fund type	es, please see Instruction 6 of the Instructions to Part 1A.		
11.	11. Current gross asset value of the <i>private</i> \$ 237,067,432	fund:		
<u>Ow</u>	<u>Ownership</u>			
12.	<ul><li>12. Minimum investment commitment requires</li><li>\$ 10,000,000</li></ul>	red of an investor in the <i>private fund</i> :		
	NOTE: Report the amount routinely requorganizational documents of the fund).	uired of investors who are not your <i>related persons</i> (even if different from the amount set forth in	the	
13.	<ul><li>13. Approximate number of the <i>private fund</i></li><li>22</li></ul>	's beneficial owners:		
14.	14. What is the approximate percentage of 0%	the private fund beneficially owned by you and your related persons:		
15.	15. (a) What is the approximate percentag	e of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		
			Yes	No
	(b) If the private fund qualifies for the e Company Act of 1940, are sales of t	exclusion from the definition of investment company under section 3(c)(1) of the Investment the fund limited to <i>qualified clients</i> ?	0	0
16.	16. What is the approximate percentage of 75%	the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
<u>Yo</u>	Your Advisory Services			
17	17 (a) Are you a subadvisor to this private	fund	Yes	
17.	<ul><li>17. (a) Are you a subadviser to this <i>private</i></li><li>(b) If the answer to question 17.(a) is '</li></ul>	'yes," provide the name and SEC file number, if any, of the adviser of the <i>private fund</i> . If the answ	ver to	•
	question 17.(a) is "no," leave this q	uestion blank.		
		No Information Filed		
			Yes	No
18.		than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	O ho answ	•
	(b) If the answer to question 18.(a) is to question 18.(a) is "no," leave thi	'yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the squestion blank.	ie answ	er
		No Information Filed		
<i>-</i> -	<b>.</b>			No
19.	19. Are your clients solicited to invest in the	private fund?	0	⊙

NOTE: For purposes of this question, do not consider feeder funds of the private fund.

20. App 0%	roximately what percentage of your <i>clients</i> has invested in the <i>private fund?</i>		
<u>Private</u>	<u>Offering</u>		
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?	Yes ©	s No
22. If ye	es, provide the <i>private fund's</i> Form D file number (if any):		
For	m D file number		
021	1-179039		
B. SERVIO	CE PROVIDERS		
Auditors	<u>5</u>	Ye	s No
23. (a)	(1) Are the <i>private fund's</i> 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 <i>private fund</i> uses more than one auditi 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 audifirm, you must complete questions (b) through (f) separately for each auditing firm.	liting	
	(b) Name of the auditing firm:  DELOITTE & TOUCHE LLP		
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City:  TORONTO  State:  Canada		
		Yes	No
	(d) Is the auditing firm an independent public accountant?	•	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 1208		
	(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?	•	0
		Ye	s No
	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	•	0
(h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified of	pinior	ıs?
	© Yes C No C 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	s avail	able.
<u>Prime B</u>	<u>roker</u>		- 11-
24 (2)	Does the <i>private fund</i> use one or more prime brokers?	_	s No
	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 fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	ne <i>priv</i>	~
	No Information Filed		

Additio	nal Custodian Information : :	2 Record(s) Filed.		
	•		rough g) below for each custodian the <i>priva</i> through (g) separately for each custodian.	ate fund uses. If the pa
	egal name of custodian: ANK OF AMERICA			
	rimary business name of custo ANK OF AMERICA	dian:		
(d) Th	ne location of the custodian's o	office responsible for <i>custody</i> of th	ne <i>private fund's</i> assets (city, state and count	try):
	ity: AN ANTONIO	State: Texas	Country: United States	
SF	AN ANTONIO	Texas	offited States	Υ
(e) Is	the custodian a related person	n of your firm?		C
(f) If	the custodian is a broker-deal	er, provide its SEC registration nu	ımber (if any):	
-				
CF	RD Number (if any):			
(g) If	the custodian is not a broker-	dealer, or is a broker-dealer but o	does not have an SEC registration number, ¡	provide its <i>legal entit</i> y
id	dentifier (if any) answer to question 25.(a) is '	'yes," respond to questions (b) th	rough g) below for each custodian the <i>priva</i>	ate fund uses. If the pa
If the fund u	answer to question 25.(a) is '		rough g) below for each custodian the <i>priva</i> through (g) separately for each custodian.	ate fund uses. If the pa
If the fund u  (b) Le  JP	answer to question 25.(a) is 'uses more than one custodian, egal name of custodian:	you must complete questions (b)		nte fund uses. If the pi
If the fund u  (b) Le  JP  (c) Pr	answer to question 25.(a) is 'uses more than one custodian, egal name of custodian: PMORGAN CHASE BANK rimary business name of custo PMORGAN CHASE BANK	you must complete questions (b)		
If the fund u  (b) Le JP  (c) Pr JP  (d) Th	answer to question 25.(a) is 'uses more than one custodian, egal name of custodian: PMORGAN CHASE BANK Timary business name of custom PMORGAN CHASE BANK The location of the custodian's	you must complete questions (b)  dian:  office responsible for <i>custody</i> of the	through (g) separately for each custodian.  The private fund's assets (city, state and count Country:	
If the fund u  (b) Le JP  (c) Pr JP  (d) Th	answer to question 25.(a) is 'uses more than one custodian, egal name of custodian: PMORGAN CHASE BANK Timary business name of custom PMORGAN CHASE BANK The location of the custodian's one location of the custodian's of t	you must complete questions (b)  dian:  office responsible for <i>custody</i> of the	through (g) separately for each custodian.  The private fund's assets (city, state and count	try):
If the fund u  (b) Le JP  (c) Pr JP  (d) Tr Ci	answer to question 25.(a) is 'uses more than one custodian, egal name of custodian: PMORGAN CHASE BANK Timary business name of custom PMORGAN CHASE BANK The location of the custodian's	you must complete questions (b)  dian:  office responsible for <i>custody</i> of the State:  New York	through (g) separately for each custodian.  The private fund's assets (city, state and count Country:	try):
If the fund u  (b) Le JP  (c) Pr JP  (d) Th Ci NE	answer to question 25.(a) is 'asses more than one custodian, egal name of custodian: PMORGAN CHASE BANK Timary business name of custo PMORGAN CHASE BANK The location of the custodian's of the custodian's of the custodian's of the custodian a related person the custodian a relate	you must complete questions (b)  dian:  office responsible for <i>custody</i> of the State:  New York	through (g) separately for each custodian.  The private fund's assets (city, state and count Country: United States	
If the fund u  (b) Le JP  (c) Pr JP  (d) Tr Ci NE  (e) Is  (f) If	answer to question 25.(a) is 'asses more than one custodian, egal name of custodian: PMORGAN CHASE BANK Timary business name of custo PMORGAN CHASE BANK The location of the custodian's of the custodian's of the custodian's of the custodian a related person the custodian a relate	you must complete questions (b)  dian:  office responsible for <i>custody</i> of the State:  New York  of your firm?	through (g) separately for each custodian.  The private fund's assets (city, state and count Country: United States	try):

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

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

Additional Administrator Information: 1 Record(s) Filed.

must complete questions (b) through (f) separately for each administrator.

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

⊙ ⊙

⊙ ⊙

		•	26.(a) is "yes," respond to question complete questions (b) through (f) se	s (b) through (f) below. If the <i>private fund</i> use eparately for each administrator.	s more than one		
		(b) Name of administrate					
		(c) Location of administr	ator (city, state and country):				
	City: State: Country:						
		ATLANTA	Georgia	United States	Yes No		
		(d) Is the administrator	a related person of your firm?		0 0		
			·	nt statements to the $private\ fund's$ investors? me but not all investors) $igcap_{igcap}$ No (provided to no	investors)		
				sends the investor account statements to the (the (rest of the) private fund's investors, response.	•		
27.	your 0% Inclurelev	related person?  de only those assets wher ant quotes, and (ii) the va	e (i) such <i>person</i> carried out the valu	ssets (by value) was valued by a <i>person</i> , such uation procedure established for that asset, if a subscriptions, redemptions or distributions, a	any, including obtaining any		
<u>Ma</u>	rketer	<u>'s</u>			V N-		
28.	(a) [	Does the <i>private fund</i> use t	ne services of someone other than y	ou or your <i>employees</i> for marketing purposes?	Yes No		
	9	similar <i>person</i> . If the answe	r to question 28.(a) is "yes," respon	t agent, consultant, finder, introducer, municip d to questions (b) through (g) below for each c complete questions (b) through (g) separatel	al advisor or other solicitor, or such marketer the <i>private fund</i>		
			N	lo Information Filed			
A. PI	RIVAT	E FUND					
Info	<u>rmati</u>	on About the <i>Private Fun</i>	<u>d</u>				
1.	E	Name of the <i>private fund</i> : BROOKFIELD STRATEGIC RE Private fund identification n	TAL ESTATE PARTNERS A1 L.P.				
	(	include the "805-" prefix a 305-2491787596					
2.	Unde	r the laws of what state o	country is the <i>private fund</i> organize	d:			
		State: Delaware	Countr United	ry: States			
3.	(a) [	Name(s) of General Partne		persons serving in a similar capacity):			
			No	Information Filed			
	(b) I	f filing an <i>umbrella registra</i>	tion, identify the filing adviser and/or	relying adviser(s) that sponsor(s) or manage(s)	this <i>private fund</i> .		
		<b>ng Adviser/Relying Advis</b> OKFIELD REAL ESTATE PAF					

4.	The <i>private fund</i> (check all that apply; you must check at least one):  [Insert the private fund (check all that apply; you must check at least one):  [Insert the private fund (check all that apply; you must check at least one):  [Insert the private fund (check all that apply; you must check at least one):  [Insert the private fund (check all that apply; you must check at least one):  [Insert the private fund (check all that apply; you must check at least one):  [Insert the private fund (check all that apply; you must check at least one):  [Insert the private fund (check all that apply; you must check at least one):  [Insert the private fund (check all that apply; you must check at least one):  [Insert the private fund (check all that apply; you must check at least one):  [Insert the private fund (check all that apply; you must check at least one):  [Insert the private fund (check all that apply; you must check at least one):  [Insert the private fund (check all that apply; you must check at least one):  [Insert the private fund (check all that apply; you must check at least one):  [Insert the private fund (check all that apply; you must check at least one):  [Insert the private fund (check all that apply; you must check at least one):  [Insert the private fund (check all that apply; you must check at least one):  [Insert the private fund (check all that apply; you must check at least one):  [Insert the private fund (check all that apply; you must check at least one):  [Insert the private fund (check all that apply; you must check at least one):  [Insert the private fund (check all that apply; you must check at least one):  [Insert the private fund (check all that apply; you must check at least one):  [Insert the private fund (check all that apply; you must check at least one):  [Insert the private fund (check all that apply; you must check at least one):  [Insert the private fund (check all that apply; you must check at least one):  [Insert the private fund (check all that apply; you must check at least one):				
	(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 private fund identification number (if any) of the feeder funds investing in this private fund?				
	No Information Filed				
		<b>V</b>	N.I		
	(c) Is this a "feeder fund" in a master-feeder arrangement?	Yes			
	<ul><li>(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?</li><li>Name of private fund:</li></ul>		•		
	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 for the master-feeder arrangement or reporting on the funds separately.	7.B.(	1)		
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 the feeder funds answer the following questions:	each	າ of		
	No Information Filed				
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 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 i multiple classes (or series) of shares or interests, 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 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> ?	Yes	d Nc ⊙		
	(b) If yes, does the <i>private fund</i> fivest in funds managed by you of by a <i>related person?</i>	0	0		
		Yes	Nc		
9.		0			
10.	What type of fund is the <i>private fund</i> ?				
	C hedge fund C liquidity fund C private equity fund c real estate fund C securitized asset fund C venture capital fund C Other private	e fun	d:		
	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> : \$ 97,465,122				
<u>Ow</u>	vnership				
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 10,000,000				
	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 documents of the fund).				

13. Approximate number of the *private fund's* beneficial owners:

14.	Wha	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 <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	No O
16.	Wha	at is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
You	ur Ad	lvisory Services		
17.	(a)	Are you a subadviser to this <i>private fund</i> ?	Yes	(O)
		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 question 17.(a) is "no," leave this question blank.		~
		No Information Filed		
10			Yes	No
18.	(b)	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 atto question 18.(a) is "no," leave this question blank.	<b>O</b> answe	<b>⊙</b> er
		No Information Filed		
			Yes	No
19.		your <i>clients</i> solicited to invest in the <i>private fund</i> ?  "E: For purposes of this question, do not consider feeder funds of the private fund.	0	⊙
	NOT	L. For purposes of this question, do not consider feeder funds of the private fund.		
20.	App 0%	roximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
<u>Pri</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
22.		es, provide the <i>private fund's</i> Form D file number (if any):		
		I-199711		
B. S	ERVI(	CE PROVIDERS		
Aud	ditors		Yes	No
23.	(a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	• •	0
		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	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 you must complete questions (b) through (f) separately for each auditing firm.	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 auditifirm, you must complete questions (b) through (f) separately for each auditing firm.	ng	
		(b) Name of the auditing firm:  DELOITTE & TOUCHE LLP		
		(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:		
		TORONTO Canada Y	es N	lo
		(d) Is the auditing firm an <i>independent public accountant</i> ?		.

	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?		$\odot$	C
	If yes, Public Company Accounting Oversight Board-Assigned Number: 1208			
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Bo accordance with its rules?	ard in	•	•
			V	
	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	S	Ye	es D
)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain under	qualified o	pinic	ns
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the	he report i	s ava	ila
Ві	<u>Broker</u>			
			Ye	es
	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> fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	uses. If th	ne <i>pri</i>	V2
	No Information Filed			
dia	<u>an</u>		V	36
			Ye	es
)	an  Does the <i>private fund</i> 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 <i>private fund</i> use	es. If the /	6	0
)	Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?	es. If the <i>j</i>	6	9
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	Does the <i>private fund</i> 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 <i>private fund</i> use uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Additional Custodian Information: 2 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> use <i>fund</i> uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.		orivat	e i
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	Does the <i>private fund</i> 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 <i>private fund</i> use uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Additional Custodian Information: 2 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> use <i>fund</i> uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  (b) Legal name of custodian:  BANK OF AMERICA  (c) Primary business name of custodian:  BANK OF AMERICA  (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):		privat	e
	Does the <i>private fund</i> 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 <i>private fund</i> use uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Additional Custodian Information: 2 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> use <i>fund</i> uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  (b) Legal name of custodian:  BANK OF AMERICA  (c) Primary business name of custodian:  BANK OF AMERICA  (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:  State:  Country:  SAN ANTONIO  Texas  United States		e priva	ee
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	Does the <i>private fund</i> 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 <i>private fund</i> use uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Additional Custodian Information: 2 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 more than one custodian, you must complete questions (b) through (g) separately for each custodian.  (b) Legal name of custodian:  BANK OF AMERICA  (c) Primary business name of custodian:  BANK OF AMERICA  (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:  SAN ANTONIO  Texas  United States  (e) Is the custodian a <i>related person</i> of your firm?		e priva	e
	Does the <i>private fund</i> 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 <i>private fund</i> use uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Additional Custodian Information: 2 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 more than one custodian, you must complete questions (b) through (g) separately for each custodian.  (b) Legal name of custodian:  BANK OF AMERICA  (c) Primary business name of custodian:  BANK OF AMERICA  (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:  SAN ANTONIO  Texas  United States  (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):	ses. If the	Yes C	e

fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

	(b) Legal name of custodia  JPMORGAN CHASE BAN			
	(c) Primary business name JPMORGAN CHASE BAN			
	(d) The location of the cus	todian's office responsible for custody	of the <i>private fund's</i> assets (city, state and country):	
	City:	State:	Country:	
	NEW YORK	New York	United States	Yes No
	(e) Is the custodian a rela	ted person of your firm?		O O
	(f) If the custodian is a br	oker-dealer, provide its SEC registrati	on number (if any):	
	CRD Number (if any):			
	(g) If the custodian is not identifier (if any)	a broker-dealer, or is a broker-dealer	but does not have an SEC registration number, provide its	legal entity
<u>Admir</u>	nistrator			
0///				Yes No
26. (a		administrator other than your firm?	there is the second of the sec	⊙ ○
	· •	through (f) separately for each admin	through (f) below. If the <i>private fund</i> uses more than one anistrator.	administrator, you
	Additional Administrator In	nformation : 1 Record(s) Filed.		
		26.(a) is "yes," respond to questions (mplete questions (b) through (f) sepa	(b) through (f) below. If the <i>private fund</i> uses more than on arately for each administrator.	ne
	(b) Name of administrator STATE STREET GLOBAL			
	(c) Location of administrat	or (city, state and country):		
	City:	State:	Country:	
	ATLANTA	Georgia	United States	
	(d) Is the administrator a	related person of your firm?		Yes No
	(d) 13 the administrator a	related person or your mini:		0 0
			statements to the <i>private fund's</i> investors?  but not all investors)   No (provided to no investors)	
	' '		nds the investor account statements to the (rest of the) <i>private</i> (rest of the) <i>private</i> fund's investors, respond "not applicate fund".	
	our related person?	percentage of the <i>private fund's</i> asse	ts (by value) was valued by a <i>person</i> , such as an administr	ator, that is not
re	•	nation used for purposes of investor s	ion procedure established for that asset, if any, including oubscriptions, redemptions or distributions, and fee calculations	
Marke	eters			
	<b>.</b>			Yes No
28. (a	a) Does the <i>private fund</i> use the	e services of someone other than you	or your employees for marketing purposes?	0 0

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. F	RIVAT	TE FUND	
<u>l nf</u>	<u>ormat</u>	tion About the <i>Private Fund</i>	
1.	(b)	Name of the <i>private fund</i> : BROOKFIELD STRATEGIC REAL ESTATE PARTNERS B L.P.  Private fund identification number: (include the "805-" prefix also) 805-7892550301	
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 <i>persons</i> serving in a similar capacity):	
		No Information Filed	
	(b)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.	
		ing Adviser/Relying Adviser Name	
	BRO	OOKFIELD STRATEGIC REAL ESTATE PARTNERS GP LLC	
5.	F	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  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 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	
	(d)	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?  Name of <i>private fund</i> :  Private fund identification number:  (include the "805-" prefix also)	Yes No
		FE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7 the master-feeder arrangement or reporting on the funds separately.	'.B.(1)
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 feeder funds answer the following questions:	each of
		No Information Filed	
	NOT		6.11

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 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"?	$\circ$	$\odot$
	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.)?	0	•
10.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund or real estate fund O securitized asset fund O venture capital fund O Other private	e fun	d:
	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> : \$ 370,638,675		
<u>Ow</u>	nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 10,000,000		
	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 documents of the fund).		
13.	Approximate number of the <i>private fund's</i> beneficial owners:  16		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :  0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%	Vaa	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> ?	Yes	O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%		
Vai	ur Advisony Comvisos		
<u> 100</u>	ur Advisory Services	Yes	Nο
17.	(a) Are you a subadviser to this <i>private fund</i> ?	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 question 17.(a) is "no," leave this question blank.		Č
	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 atto question 18.(a) is "no," leave this question blank.	ารพย	er
	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?

 $\circ$   $\circ$ 

Fo	rm D file number						
02	21-179041						
B. SERV	ICE PROVIDERS						
Auditor	<u>'S</u>	Yes	. No				
23. (a)	(1) Are the private fund's financial statements subject to an annual audit?	•	0				
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	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 audit you must complete questions (b) through (f) separately for each auditing firm.	ting firm	١,				
	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 au firm, you must complete questions (b) through (f) separately for each auditing firm.	ıditing					
	(b) Name of the auditing firm:  DELOITTE & TOUCHE LLP						
	(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:						
	TORONTO	Yes N	\la				
	(d) Is the auditing firm an independent public accountant?	_	0				
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	·	0				
	If yes, Public Company Accounting Oversight Board-Assigned Number: 1208						
	(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?	© (	0				
		Yes	. No				
(g)	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	•	0				
(h)	Do all of the reports prepared by the auditing firm for the <i>private fund</i> since your last <i>annual updating amendment</i> contain unqualified	opinions	s?				
	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 availa	ble.				
<u>Prime</u>	<u>Broker</u>	Yes	: No				
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 t fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	_	_				
	No Information Filed						
Custod	<u>lan</u>						
OF (-)	Door the private fundure any quetodians (including the prime brokers listed above) to bold over the control	Yes					
∠5. (a)	Does the <i>private fund</i> 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 <i>private fund</i> uses. If the	<b>⊙</b> private:	<b>C</b> fund				
	uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	private	. ai iu				

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

Additional Custodian Information: 2 Record(s) Filed.

В.

fui	nd uses more than one custodian, you must	complete questions (b) the	nrough (g) separately for each custodia	n.
(b)	Legal name of custodian: BANK OF AMERICA			
(c)	Primary business name of custodian: BANK OF AMERICA			
(d)	The location of the custodian's office response	onsible for <i>custody</i> of the	private fund's assets (city, state and co	untry):
	City:	State:	Country:	
	SAN ANTONIO	Texas	United States	Yes No
(e)	Is the custodian a <i>related person</i> of your fi	rm?		0 0
(f)	If the custodian is a broker-dealer, provide	e its SEC registration num	ber (if any):	
	- CRD Number (if any):			
(g)	If the custodian is not a broker-dealer, or identifier (if any)	is a broker-dealer but do	es not have an SEC registration numbe	r, provide its <i>legal entity</i>
fui	the answer to question 25.(a) is "yes," resp nd uses more than one custodian, you must Legal name of custodian: JPMORGAN CHASE BANK			
(c)	Primary business name of custodian: JPMORGAN CHASE BANK			
(d)	The location of the custodian's office response	onsible for <i>custody</i> of the	private fund's assets (city, state and co	untry):
	3	tate:	Country:	
	NEW YORK N	ew York	United States	Yes No
(e)	Is the custodian a <i>related person</i> of your fi	rm?		0 0
(f)	If the custodian is a broker-dealer, provide	e its SEC registration num	ber (if any):	
	CRD Number (if any):			
(g)	If the custodian is not a broker-dealer, or identifier (if any)	is a broker-dealer but do	es not have an SEC registration numbe	r, provide its <i>legal entity</i>
rato	o <u>r</u>			
_				Yes N

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

## <u>Administ</u>

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

 $\circ$ 

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 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:

STATE STREET GLOBAL SERVICES

		(c) Lo	ocation of adm	inistrator (city, state and	d country):			
			ty:		ate:	Country:		es No
		A	ΓLANTA	Ge	orgia	United States		
						Y	∍s No	
		(d) Is	the administr	ator a <i>related person</i> of g	your firm?	C	•	
		(e) Do	nes the admin	istrator prepare and ser	nd investor acc	count statements to the private fund's investors?		
			) 103 (p. 011d00	a to an investors, Deen	no (provided te	o seme but het an investors) (in the three her investors)		
				•			;	
27.	your 0%	related	person?	, ,	·			
	relev	vant quo	otes, and (ii) t	he valuation used for pu	urposes of inves		-	
Maı	kete	<u>rs</u>						
							Yes I	۷c
28.	(a) I	Does th	e <i>private fund</i> (	use the services of some	eone other tha	an you or your <i>employees</i> for marketing purposes?	0	0
		similar <i>p</i>	person. If the a	nswer to question 28.(a	a) is "yes," resp	pond to questions (b) through (g) below for each such marketer the private		
						No Information Filed		
PI	RIVAT	E FUND						
nfo	<u>rmati</u>	ion Aboı	ut the <i>Private</i>	<u>: Fund</u>				
1.	(a) I	Name of	f the <i>private fu</i>	ınd:				
	I	BROOKF	IELD STRATEG	GIC REAL ESTATE PARTNE	ERS C L.P.			
	` '							
			·	enx also)				
	,	003-431	17033723					
2.	Unde	er the la	nws of what sta	ate or country is the <i>pri</i>	vate fund organ	nized:		
		State:		,	•			
	[	Delawar	-e			•		
2	(a) I	Nama (a)	) of Company Do	ortner Meneger Truetes	on Dinastana (	(or persons continue in a similar consett.)		
3.	(a) I	name(s,	or General Pa	arther, Manager, Trustee				
						No Information Filed		_
	(b) I	If filina a	an <i>umbrella red</i>	gistration, identify the file	<i>ina adviser</i> and/	/or relving adviser(s) that sponsor(s) or manage(s) this private fund.		
				<u> </u>	g uuvieer uivar	, or resping duries (e) that epones (e) or manage(e) this private raina		
			Is the administrator a rolated person of your firm?  Does the administrator prepare and send investor account statements to the private fund's investors?  Pyes (provided to all investors) Some (provided to some but not all investors) No (provided to no investors)  If the answer to question 26 (c) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors. respond "not applicable."  If the answer to question 26 (c) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors, respond "not applicable."  If the answer to question 26 (c) is "no" or "some," who sends the investor account statements to the (rest of the) private fund's investors, respond "not applicable."  If the answer the question of the private fund's assets (by value) was valued by a person, such as an administrator, that is not expressed. The private fund is a person, such as an administrator, that is not expressed in the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including s) was the valuation determined by such person.  The private fund use the services of someone other than you or your employees for marketing purposes?  Or or person. If the answer to question 28 (b) is "yes," respond to questions (b) through (g) below for each such marketer the private fund in the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No Information Filed  Does the Private Fund  Place of the Private Fund  Filed STRALESIGE REALESTATE PARTNERS CLP or found intension number:  de the "805" prefix also;  131985725					
								_
1	The	nrivate t	fund (check all	that apply: you must ch	neck at least on	ne)·		
••		•						
_	1 != 1 .	+ la o :-	o ond	in Facility of 1. C	alon flater !			
١.	LIST 1	ше пат	ie and country,	, in English, of each <i>fore</i>	ayıı ımancıal reg	guiatory authority with which the <i>private fund</i> 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	Na
	(c) Is this a "feeder fund" in a master-feeder arrangement?		(O
	(d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?		٠
	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 for the master-feeder arrangement or reporting on the funds separately.	7.B.(	1)
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 the feeder funds answer the following questions:	or each	n of
	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 al 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 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"?	Yes	
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 investmen vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	nt O	•
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	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.)?	Yes O	No ⊙
10.	. What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund or real estate fund or securitized asset fund or venture capital fund or other private.	ate fun	nd:
	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> : \$ 411,136,326		
<u>Ow</u>	vnership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 10,000,000		
	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 of the fund).	е	
13.	. Approximate number of the <i>private fund's</i> beneficial owners:  13		
14.	. What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :  0%		
15.	. (a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		

Yes No

	(	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> ?	С	) !	0
16.	Wha	t is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :			
You	ur Adv	visory Services			
			Ye	s N	10
17.		Are you a subadviser to this <i>private fund?</i> 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 answe	er to	5 (	⊙
	(	question 17.(a) is "no," leave this question blank.			
		No Information Filed			
18	(a) I	Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	_	s N	_
10.		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	C e ans		⊙
		to question 18.(a) is "no," leave this question blank.			
		No Information Filed			
			Ye	s N	10
19.	_	your <i>clients</i> solicited to invest in the <i>private fund</i> ?	О	) (	⊙
	NOT	E: For purposes of this question, do not consider feeder funds of the private fund.			
20.	Appr	oximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?			
	0%				
<u>Pri</u>	vate (	<u>Offering</u>	Ve	es N	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):			
		m D file number			
	021	-179043			
B. S	ERVIC	E PROVIDERS			
Λι.	ditors				
Aut	aitoi s		Υє	es l'	No
23.	(a)	(1) Are the private fund's financial statements subject to an annual audit?	•		0
			70	3	_
		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	_	$\circ$
		(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 <i>private fund</i> uses more than one auditing you must complete questions (b) through (f) separately for each auditing firm.	•	9	О
	<u>}</u>	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	•	9	0
	<u>}</u>	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 you must complete questions (b) through (f) separately for each auditing firm.	ng fir	m,	
	<u>}</u>	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 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.	ng fir	m,	
	<u>}</u>	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 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 audifirm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (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:	ng fir	m,	
	<u>}</u>	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 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 audifirm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):	ng firm	m,	
	<u>}</u>	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 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 audifirm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (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:	ng firm	No	
	<u>}</u>	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 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 audifirm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):  City:  State:  Country:  TORONTO  Canada	ng firm	m,	
	<u>}</u>	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 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 audifirm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):  City:  State:  Country:  TORONTO  Canada	ng firm	No	
	<u>}</u>	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 for 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 audifirm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (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:  TORONTO  Canada  (d) Is the auditing firm an <i>independent public accountant?</i>	ng firm	No	

	(f) If "yes" to (e) above, is the auditing firm subject accordance with its rules?	t to regular inspect	ion by the Public Company Accounting Oversigh	t Board in 👩 O
				Yes No
(g)	Are the <i>private fund's</i> audited financial statements for investors?	the most recently (	completed fiscal year distributed to the private for	
(h)	Do all of the reports prepared by the auditing firm for	the <i>private fund</i> sin	ce your last <i>annual updating amendment</i> contain	unqualified opinions?
	If you check "Report Not Yet Received," you must promp	otly file an amendme	ent to your Form ADV to update your response who	en the report is available
Prime I	<u>Broker</u>			Yes N
24. (a)	Does the <i>private fund</i> use one or more prime brokers?			0 6
	If the answer to question 24.(a) is "yes," respond to a fund uses more than one prime broker, you must comp	•	•	
		No Informa	ation Filed	
Custodi	<u>an</u>			V N
25 (a)	Does the <i>private fund</i> use any custodians (including the	e nrime hrokers lis	ted above) to hold some or all of its assets?	Yes N
23. (a)	If the answer to question 25.(a) is "yes," respond to a uses more than one custodian, you must complete que	questions (b) throu	gh (g) below for each custodian the <i>private fund</i>	• (uses. If the <i>private fun</i>
	Additional Custodian Information : 2 Record(s) File	ed.		
	If the answer to question 25.(a) is "yes," respond to fund uses more than one custodian, you must complete (b) Legal name of custodian:  BANK OF AMERICA	•	,	nd uses. If the <i>private</i>
	(c) Primary business name of custodian: BANK OF AMERICA			
	(d) The location of the custodian's office responsible	e for <i>custody</i> of the	private fund's assets (city, state and country):	
	City: SAN ANTONIO	State: Texas	Country: United States	
	SAN ANTONIO	Texas	officed States	Yes No
	(e) Is the custodian a <i>related person</i> of your firm?			0 ⊚
	(f) If the custodian is a broker-dealer, provide its Si	EC registration nun	nber (if any):	
	CRD Number (if any):			
	(g) If the custodian is not a broker-dealer, or is a bidentifier (if any)	roker-dealer but do	pes not have an SEC registration number, provic	le its <i>legal entity</i>
	If the answer to question 25.(a) is "yes," respond to fund uses more than one custodian, you must complete.	•	,	nd uses. If the <i>private</i>
	(b) Legal name of custodian:  JPMORGAN CHASE BANK			
	(c) Primary business name of custodian:  JPMORGAN CHASE BANK			

City:	C+a+a:	Country	
NEW YORK	State: New York	Country: United States	
			Yes No
(e) Is the custodian a relate	ed person of your firm?		0 0
(f) If the custodian is a bro	ker-dealer, provide its SEC registration	on number (if any):	
- CRD Number (if any):			
(g) If the custodian is not a identifier (if any)	broker-dealer, or is a broker-dealer	but does not have an SEC registration number, provide	its legal entity
ator			Yes No
oes the <i>private fund</i> use an a	dministrator other than your firm?		⊙ ○
•	•	•	ne administrator, you
Additional Administrator Inf	formation : 1 Record(s) Filed.		
•		•	one
administrator, you must con	nplete questions (b) through (f) sepa	rately for each administrator.	
(b) Name of administrator:			
STATE STREET GLOBAL S	SERVICES		
(c) Location of administrato	r (city, state and country):		
City: ATLANTA	State: Georgia	Country: United States	
			Yes No
(d) Is the administrator a re	elated person of your firm?		0 0
(e) Does the administrator	prepare and send investor account s	tatements to the <i>private fund's</i> investors?	
• Yes (provided to all in	nvestors) OSome (provided to some	but not all investors) ${\color{red}C}$ No (provided to no investors)	
•		· · · · · · · · · · · · · · · · · · ·	·
investors? If investor ac	count statements are not sent to the	e (rest of the) <i>private fund's</i> investors, respond "not app	licable."
g your last fiscal year, what _l	percentage of the <i>private fund's</i> asset	s (by value) was valued by a <i>person</i> , such as an admin	istrator, that is not
related person?			
de only those assets where (i	i) such <i>person</i> carried out the valuati	on procedure established for that asset, if any, including	g obtaining any
ant quotes, and (ii) the valua	ation used for purposes of investor su		
<u>S</u>			
oes the <i>private fund</i> use the	services of someone other than you	or your <i>employees</i> for marketing purposes?	Yes No
milar <i>person</i> . If the answer to	o question 28.(a) is "yes," respond to	questions (b) through (g) below for each such market	er the <i>private fund</i>
ses. If the <i>private fund</i> uses r	more than one marketer you must co	mplete questions (b) through (g) separately for each m	arketer.
	(f) If the custodian is a bro- CRD Number (if any):  (g) If the custodian is not a identifier (if any)  rator  Does the private fund use an a f the answer to question 26. (nust complete questions (b) the complete questions (b) the complete question 26 administrator. STATE STREET GLOBAL STATE STATE STATE STATE STATE STATE STATE STREET GLOBAL STATE	CRD Number (if any):  (g) If the custodian is not a broker-dealer, or is a broker-dealer identifier (if any)  (g) If the custodian is not a broker-dealer, or is a broker-dealer identifier (if any)  (g) If the custodian is not a broker-dealer, or is a broker-dealer identifier (if any)  (g) If the answer to question 26. (a) is "yes," respond to questions (b) nust complete questions (b) through (f) separately for each administrator Information: 1 Record(s) Filed.  (g) If the answer to question 26. (a) is "yes," respond to questions (administrator, you must complete questions (b) through (f) separately for each administrator;  STATE STREET GLOBAL SERVICES  (c) Location of administrator (city, state and country):  City: State:  ATLANTA Georgia  (d) Is the administrator a related person of your firm?  (e) Does the administrator prepare and send investor account some (f) If the answer to question 26. (e) is "no" or "some," who send investors? If investor account statements are not sent to the investors? If investor account statements are not sent to the country of the person?  (d) Is the answer to question 26. (e) is "no" or "some," who send investors? If investor account statements are not sent to the country of the person?  (d) Is the answer to question used for purposes of investor subtions) was the valuation determined by such person.  (e) Does the private fund use the services of someone other than you ou must answer "yes" whether the person acts as a placement againliar person. If the answer to question 28. (a) is "yes," respond to the private fund use the services of someone other than you ou must answer "yes" whether the person acts as a placement againliar person. If the answer to question 28. (a) is "yes," respond to the private fund use the services of someone other than you ou must answer "yes" whether the person acts as a placement againliar person. If the answer to question 28. (a) is "yes," respond to the private fund use the services of someone other than you include the person acts as a placement agai	(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 indentifier (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 indentifier (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 indentifier (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 indentifier (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 indentifier (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 indentifier (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 indentifier (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 indentifier and sent the private fund uses more than administrator.  (a) If the answer to question 2.6 (a) is "yes," respond to questions (b) through (i) below. If the private fund uses more than administrator, you must complete questions (b) through (i) below. If the private fund uses more than administrator.  (b) Name of administrator:  (c) Name of administrator (city, state and country):  (c) Location of administrator (city, state and country):  (c) Location of administrator (city, state and country):  (c) Location of administrator (city, state and country):  (d) It the administrator a related person of your firm?  (e) Does the administrator prepare and send investor account statements to the private fund is nevestors?  (e) Location of administrator a related person of your firm?  (f) If the answer t

1.	(a) Name of the private fund:		
	BROOKFIELD STRATEGIC REAL ESTATE PARTNERS II BPY LLC		
	(b) Private fund identification number:  (include the "805-" prefix also)		
	805-9674750080		
2	Under the laws of what state or country is the <i>private fund</i> organized:		
2.	State: Country:		
	Delaware United States		
2	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
3.	No Information Filed		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	Filing Adviser/Relying Adviser Name		
	BROOKFIELD ASSET MANAGEMENT PIC US, LLC		
4			
4.	The <i>private fund</i> (check all that apply; you must check at least one):  [In the private fund (check all that apply; you must check at least one):  [In the private fund (check all that apply; you must check at least one):  [In the private fund (check all that apply; you must check at least one):  [In the private fund (check all that apply; you must check at least one):  [In the private fund (check all that apply; you must check at least one):  [In the private fund (check all that apply; you must check at least one):  [In the private fund (check all that apply; you must check at least one):  [In the private fund (check all that apply; you must check at least one):  [In the private fund (check all that apply; you must check at least one):  [In the private fund (check all that apply; you must check at least one):  [In the private fund (check all that apply; you must check at least one):  [In the private fund (check all that apply; you must check at least one):  [In the private fund (check all that apply; you must check at least one):  [In the private fund (check all that apply; you must check at least one):  [In the private fund (check all that apply; you must check at least one):  [In the private fund (check all that apply; you must check at least one):  [In the private fund (check all that apply; you must check at least one):  [In the private fund (check all that apply; you must check at least one):  [In the private fund (check all that apply; you must check at least one):  [In the private fund (check all that apply; you must check at least one):  [In the private fund (check all that apply; you must check at least one):  [In the private fund (check all that apply; you must check at least one):  [In the private fund (check all that apply; you must check at least one):  [In the private fund (check all that apply; you must check at least one):  [In the private fund (check all that apply; you must check at least one):  [In the private fund (check all that apply; you must check at least one):  [In the private fund (c		
	<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.		
	No Information Filed		
6	(a) Is this a "master fund" in a master-feeder arrangement?	Yes	
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> ?	0	•
	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?  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 for the master feeder arrangement or reporting on the funds constally.	7.B.(1	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		
	No Illioimation rilea		
	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 th	eir
	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 i multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	ssued	k
		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 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> ?	_	_
	(2) II 300, 4005 the private rand invest in rands managed by you or by a related person:	$\circ$	O

Information About the Private Fund

	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 or real estate fund or securitized asset fund or venture capital fund or other private equity fund or capital fund or other private equity fund or capital fund or other private equity fund or capital fu	ate fund	<b>d</b> :
	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> : \$ 2,625,053,831		
<u>Ow</u>	<u>vnership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 10,000,000		
	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 documents of the fund).	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	Yes	No O
	Company Act of 1940, are sales of the fund limited to qualified clients?		
16.			~
	Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?  What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
Υοι	Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?  What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  100%  ur Advisory Services	Yes	No
Υοι	Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?  What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  100%	0	
Υοι	Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?  What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  100%  ur 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	0	No
Υοι	Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?  What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  100%  ur 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 question 17.(a) is "no," leave this question blank.	0	No ©
<b>You</b>	Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?  What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  100%  ur 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 question 17.(a) is "no," leave this question blank.	C er to	No ©
<b>You</b>	Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?  What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  100%  Let 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 question 17.(a) is "no," leave this 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 to question 18.(a) is "no," leave this question blank.	O er to Yes	No ⊙ No ⊙
<b>You</b>	Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?  What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  100%  If 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 question 17.(a) is "no," leave this 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	O er to Yes	No ⊙ No ⊙
17.	Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?  What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  100%  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 question 17.(a) is "no," leave this 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> ?  No Information Filed  No Information Filed	O er to Yes	No • No •
17.	Company Act of 1940, are sales of the fund limited to qualified clients?  What is the approximate percentage of the private fund beneficially owned by non-United States persons:  100%  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 question 17.(a) is "no," leave this 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 to question 18.(a) is "no," leave this question blank.  No Information Filed  Are your clients solicited to invest in the private fund?	Yes O enswe	No
17.	Company Act of 1940, are sales of the fund limited to <i>qualified clients</i> ?  What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  100%  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 question 17.(a) is "no," leave this 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> ?  No Information Filed  No Information Filed	Yes Oer to	No
17. 18.	Company Act of 1940, are sales of the fund limited to qualified clients?  What is the approximate percentage of the private fund beneficially owned by non-United States persons:  100%  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 question 17.(a) is "no," leave this 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 to question 18.(a) is "no," leave this question blank.  No Information Filed  Are your clients solicited to invest in the private fund?	Yes Oer to	No
17. 18.	Company Act of 1940, are sales of the fund limited to qualified clients?  What is the approximate percentage of the private fund beneficially owned by non-United States persons:  100%  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 question 17.(a) is "no," leave this 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. 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?	Yes O enswee	No © No © No
17. 18. 19. 20.	Company Act of 1940, are sales of the fund limited to qualified clients?  What is the approximate percentage of the private fund beneficially owned by non-United States persons:  100%  ar 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 question 17. (a) is "no," leave this 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 to question 18. (a) is "no," 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?  100%	Yes O Yes O Yes O	No
17. 18. 19. 20. Priv	Company Act of 1940, are sales of the fund limited to qualified clients?  What is the approximate percentage of the private fund beneficially owned by non-United States persons:  100%  ar 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 question 17. (a) is "no," leave this 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?  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?  100%  Value Offering	Yes O Yes O Yes O	No

B. SERVICE PROVIDERS

Audito	<u>ors</u>		
23 (3	a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?		es No
23. (6	(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 <i>private fund</i> uses more than one audit 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 autirm, you must complete questions (b) through (f) separately for each auditing firm.	uditing	
	(b) Name of the auditing firm:  DELOITTE LLP		
	(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:  TORONTO Canada		
		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?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 1208		
	(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?	•	0
(g (h	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?  Do all of the reports prepared by the auditing firm for the <i>private fund</i> since your last <i>annual updating amendment</i> contain unqualified  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	·	ons?
<u>Prime</u>	e Broker		
24. (a	a) Does the <i>private fund</i> use one or more prime brokers?	Ye	es No
2 (8	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 fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	the <i>pri</i>	
	No Information Filed		
<u>Custo</u>	<u>dian</u>		
Prime 24. (a	a) Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?		es No
	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 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 <i>private fund</i> uses. If the fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	e <i>priva</i>	ate
	(b) Legal name of custodian:  BANK OF AMERICA, N.A.		
	(c) Primary business name of custodian:		

	BANK OF AMERICA, N.A.			Yes No  Yes No  Yes No  Te fund uses more than one administrator, you  te fund uses more than one  Yes No  Yes
(d) -	The location of the custod	lian's office responsible for <i>custody</i> of	the <i>private fund's</i> assets (city, state and country):	
	City:	State:	Country:	red States  Yes No  C  Fin SEC registration number, provide its legal entity  Yes No  The private fund uses more than one administrator, you  If the private fund uses more than one administrator, you  If the private fund uses more than one administrator.  Country: United States  Yes No  The private fund's investors?  O No (provided to no investors)  In statements to the (rest of the) private fund's erund's investors, respond "not applicable."  ENTS TO FISDX AFTER REVIEW AND APPROVAL BY THE  Itued by a person, such as an administrator, that is not dished for that asset, if any, including obtaining any tions or distributions, and fee calculations (including the private fund) or marketing purposes?  Yes No  The private fund uses more than one administrator, that is not fine fund's investors.
l l	NEW YORK	the custodian's office responsible for <i>custody</i> of the <i>private fund</i> 's assets (city, state and country):  State: New York United States  Yes  as related person of your firm?  O  It is a broker-dealer, provide its SilC registration number (it any): any):  It is not a broker-dealer, or is a broker-dealer but ones not have an SilC registration number, provide its <i>legal entity</i> It is not a broker-dealer, or is a broker-dealer but ones not have an SilC registration number, provide its <i>legal entity</i> It is not a broker-dealer, or is a broker-dealer but ones not have an SilC registration number, provide its <i>legal entity</i> It is not a broker-dealer, or is a broker-dealer but ones not bave an SilC registration number, provide its <i>legal entity</i> It is not a broker-dealer, or is a broker-dealer but ones not bave an SilC registration number, provide its <i>legal entity</i> It is not a broker-dealer, or is a broker-dealer but ones not bave an SilC registration number, provide its <i>legal entity</i> It is not a broker-dealer, or is a broker-dealer but ones not bave an SilC registration number, provide its <i>legal entity</i> It is not a broker-dealer, or is a broker-dealer but ones not bord but one in the private fund uses more than one administrator in (b) through (f) below. If the <i>private fund</i> uses more than one must complete questions; (b) through (f) below. If the <i>private fund</i> uses more than one must complete questions; (c) through (f) below. If the <i>private fund</i> uses more than one must complete questions; (c) through (f) below. If the <i>private fund</i> uses more than one must complete questions; (c) through (f) below. If the <i>private fund</i> uses more than one must complete questions; (c) through (f) below. If the <i>private fund</i> uses more than one must complete questions; (c) through (f) below. If the <i>private fund</i> uses more than one must complete questions; (c) through (f) below. If the <i>private fund</i> uses more than one must complete questions; (c) through (f) below. If the <i>private fund</i> uses more than one must complete		
(e)	Is the custodian a <i>related</i>	person of your firm?		
(f)	If the custodian is a broke	er-dealer, provide its SEC registration	number (if any):	
- (	- CRD Number (if any):			
	If the custodian is not a bidentifier (if any)	roker-dealer, or is a broker-dealer bu	ut does not have an SEC registration number, provide	e its <i>legal entity</i>
<u>inistrator</u>				Yes No
	·	•		
	•		•	ne administrator, you
Additi	ional Administrator Info	mation : 1 Record(s) Filed.		
	·	•	•	n one
(b) !	Name of administrator:			
(	STATE STREET BANK AND	TRUST COMPANY		
(6)	Location of administrator	(city, ctate and country);		
	City:	. 3	Country:	
	BOSTON	Massachusetts	•	
(4)	Is the administrator a <i>rel</i> a	ated person of your firm?		
(u) 1		rea persorr or your min:		0 0
(e) I	Does the administrator pr	repare and send investor account star	tements to the private fund's investors?	
	• Yes (provided to all inv	estors) $_{f C}$ Some (provided to some bu	ut not all investors) O No (provided to no investors)	
i -	investors? If investor acco	ount statements are not sent to the (	rest of the) private fund's investors, respond "not app	olicable."
	ur last fiscal year, what pend person?	ercentage of the <i>private fund's</i> assets	(by value) was valued by a <i>person</i> , such as an admin	istrator, that is not
% nclude onl elevant qu	ly those assets where (i) uotes, and (ii) the valuati	on used for purposes of investor subs	•	0 0
ters				
) Doest	he <i>private fund</i> use the se	ervices of someone other than you or	your <i>employees</i> for marketing purposes?	
You mu similar	ust answer "yes" whether person. If the answer to o	r the <i>person</i> acts as a placement ager question 28.(a) is "yes," respond to q	nt, consultant, finder, introducer, municipal advisor or questions (b) through (g) below for each such market	other solicitor, or ser the <i>private fund</i>
uses. I	n the private fullu uses IIII	no than one marketer you must comp	piete questions (b) tillough (g) separately for each fi	iai NCtGL.

No Information Filed

A. P	PRIVATE FUND		
<u>Info</u>	ormation About the <i>Private Fund</i>		
1.	<ul> <li>(a) Name of the private fund: BROOKFIELD STRATEGIC REAL ESTATE PARTNERS II-A (ER) L.P.</li> <li>(b) Private fund identification number: (include the "805-" prefix also)</li> </ul>		
	805-4942854171		
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):		
	No Information Filed		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.  Filing Adviser/Relying Adviser Name		
	BROOKFIELD ASSET MANAGEMENT PIC US, LLC		
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		
	No miormation i neu		
		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-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 the feeder funds answer the following questions:	or each	of
	No Information Filed		
	To information in the		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially a		
	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 multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
C	(a) Is this private fund a "fund of funds"?	Yes	
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 whether 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	0
10.	What type of fund is the <i>private fund</i> ?		
	C hedge fund C liquidity fund C private equity fund F real estate fund C securitized asset fund C venture capital fund C Other private of the contract of the	ite fun	nd:
	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> : \$ 139,826,239		
<u>Ow</u>	nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 10,000,000		
	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 documents of the fund).	Э	
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> : 0%		
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 qualified clients?	O	0
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 100%		
You	r Advisory Services		
		Yes	No
17.	(a) Are you a subadviser to this <i>private fund?</i>	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 question 17.(a) is "no," leave this question blank.	to	
	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</li></ul>	<b>C</b> answe	<b>⊙</b> er
	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	⊙
	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		
24	Healtha private fundaver relied on an everentian from monistration of the requirities while Describetion Desc	Yes	_
∠۱.	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?	⊙	0

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

Form D file number

021-23803903			
ERVICE PROVIDERS	Yes No  (1) Are the <i>private fund's</i> 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?  (3) 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.		
<u>itors</u>			
			Yes N
(a) (1) Are the <i>private fund's</i> financial	statements subject to an annual audit?		· 0
(2) If the answer to question 23.(	a)(1) is "yes," are the financial statements	prepared in accordance with U.S. GAAP?	<b>©</b> (
	-		ne auditing firm,
Additional Auditor Information	: 1 Record(s) Filed.		
	(1) is "yes," respond to questions (b) throunds (b) throunds (b) through (f) separately for each audit	igh (h) below. If the <i>private fund</i> uses more than	one auditing
mini, you must complete questic	ins (b) through (i) separately for each addition	ng mm.	
(b) Name of the auditing firm:			
DELOITTE LLP			
(a) The leasting of the 1999	final afficación de la familia	/	
	firm's office responsible for the private fund		
City:	State:	Country:	
TORONTO		Canada	

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in

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

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.

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

No Information 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

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

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

fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

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

uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

**(** 

**(** 

 $\circ$ 

Yes No

Yes No

0 0

Yes No

⊙ ⊙

(d) Is the auditing firm an independent public accountant?

accordance with its rules?

24. (a) Does the *private fund* use one or more prime brokers?

Additional Custodian Information: 1 Record(s) Filed.

Prime Broker

Custodian

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

If yes, Public Company Accounting Oversight Board-Assigned Number:

B.

	Legal name of custodia BANK OF AMERICA, N.A.			
(c)	Primary business name BANK OF AMERICA, N.A.			
(d)	The location of the cust	todian's office responsible for <i>custody</i> o	f the <i>private fund's</i> assets (city, state and countr	-y):
	City:	State:	Country:	
	NEW YORK	New York	United States	V N-
(e)	Is the custodian a relat	<i>'ed person</i> of your firm?		Yes No ○ •
(f)	If the custodian is a bro	oker-dealer, provide its SEC registration	number (if any):	
	- CRD Number (if any):			
(g)	If the custodian is not a identifier (if any)	a broker-dealer, or is a broker-dealer b	ut does not have an SEC registration number, p	rovide its <i>legal entity</i>
Administrato	<u>r</u>			
				Yes N
26. (a) Does	the <i>private fund</i> use an	administrator other than your firm?		⊙ (
		(a) is "yes," respond to questions (b) the through (f) separately for each administ	nrough (f) below. If the <i>private fund</i> uses more t trator.	han one administrator, you
Add	itional Administrator In	formation : 1 Record(s) Filed.		
adı		mplete questions (b) through (f) separa	through (f) below. If the <i>private fund</i> uses morestely for each administrator.	e than one
(c)	Location of administrate	or (city, state and country):		
	City:	State:	Country:	
	BOSTON	Massachusetts	United States	
(-1)		and the discussion of the configuration of the conf		Yes No
(a)	is the administrator a r	related person of your firm?		0 0
(e)	Does the administrator	prepare and send investor account sta	atements to the <i>private fund's</i> investors?	
		nvestors) O Some (provided to some b	out not all investors) $_{ m C}$ No (provided to no inves	tors)
	·	account statements are not sent to the	s the investor account statements to the (rest o (rest of the) <i>private fund's</i> investors, respond "n ACCOUNT STATEMENTS TO FISDX AFTER REVIEW	ot applicable."
(f)	THE ADMINISTRATOR PI REGISTRANT.			

<u>Marketers</u>

Yes No

28. (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 person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or

	No Information Filed	
A. PI	PRIVATE FUND	
Info	ormation About the <i>Private Fund</i>	
1.	(a) Name of the private fund:	
	BROOKFIELD STRATEGIC REAL ESTATE PARTNERS II-A L.P.  (b) Private fund identification number:	
	(include the "805-" prefix also)	
	805-6156661907	
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):	
	No Information Filed	
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.	
	Filina Adviser/Relvina Adviser Name	
4.	Filing Adviser/Relying Adviser Name  BROOKFIELD ASSET MANAGEMENT PIC US, LLC  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 194  (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 194	
<b>4</b> .	BROOKFIELD ASSET MANAGEMENT PIC US, LLC  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 194	
	BROOKFIELD ASSET MANAGEMENT PIC US, LLC  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 194  ☐ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 194	
5.	BROOKFIELD ASSET MANAGEMENT PIC US, LLC  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 194  ☐ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 194  List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.  No Information Filed	
	BROOKFIELD ASSET MANAGEMENT PIC US, LLC  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 194  (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 194  List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed  (a) Is this a "master fund" in a master-feeder arrangement?	.0
5.	BROOKFIELD ASSET MANAGEMENT PIC US, LLC  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 194  ☐ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 194  List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.  No Information Filed	Yes No
5.	BROOKFIELD ASSET MANAGEMENT PIC US, LLC  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 194  ☐ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 194  List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed  (a) Is this a "master fund" in a master-feeder arrangement?  (b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?	Yes No
5.	BROOKFIELD ASSET MANAGEMENT PIC US, LLC  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 194  ☐ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 194  List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed  (a) Is this a "master fund" in a master-feeder arrangement?  (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
5.	BROOKFIELD ASSET MANAGEMENT PIC US, LLC  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 194  (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 194  List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed  (a) Is this a "master fund" in a master-feeder arrangement?  (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
5.	BROOKFIELD ASSET MANAGEMENT PIC US, LLC  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 194  ☐ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 194  List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed  (a) Is this a "master fund" in a master-feeder arrangement?  (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
5.	BROOKFIELD ASSET MANAGEMENT PIC US, LLC  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 194  (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 194  List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed  (a) Is this a "master fund" in a master-feeder arrangement?  (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  (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:	Yes No
5.	BROOKFIELD ASSET MANAGEMENT PIC US, LLC  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 194  (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 194  List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed  (a) Is this a "master fund" in a master-feeder arrangement?  (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  (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?	Yes No
5.	BROOKFIELD ASSET MANAGEMENT PIC US, LLC  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 194  (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 194  List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed  (a) Is this a "master fund" in a master-feeder arrangement?  (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  (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:	Yes No
5.	BROOKFIELD ASSET MANAGEMENT PIC US, LLC  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 194  (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 194  List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed  (a) Is this a "master fund" in a master-feeder arrangement?  (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  (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)	Yes No
5.	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 194 ☐ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 194 ☐ (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 194 ☐ List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed  (a) Is this a "master fund" in a master-feeder arrangement? (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  (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:  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 the master-feeder arrangement or reporting on the funds separately.	Yes No

	multiple classes (or series) of shares or interests, 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 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.)?	0	•
10.	What type of fund is the private fund?		
	O hedge fund O liquidity fund O private equity fund or real estate fund O securitized asset fund O venture capital fund O Other priva	te fun	ıd:
	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> : \$ 2,615,113,462		
<u>Ow</u>	<u>rnership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 10,000,000		
	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 documents of the fund).	<u>;</u>	
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> : 0%		
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 qualified clients?	0	0
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 81%		
Υοι	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 question 17.(a) is "no," leave this question blank.	to	
	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 to question 18.(a) is "no," leave this question blank.	answe	er
	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%		

	D file number		
021-2	38039		
VICE	PROVIDERS		
ors			
( ) (1)		Υ	es
	Are the <i>private fund's</i> financial statements subject to an annual audit?  If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?		⊙
lf t	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 audi		<b>⊙</b> rm
	u must complete questions (b) through (f) separately for each auditing firm.  Iditional Auditor Information: 1 Record(s) Filed.		
	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 au	uditing	1
	irm, you must complete questions (b) through (f) separately for each auditing firm.	· arting	
	(b) Name of the auditing firm:		
	DELOITTE LLP		
	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:		
	TORONTO		
	d) Is the auditing firm an independent public accountant?	Yes ©	.
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	
	If yes, Public Company Accounting Oversight Board-Assigned Number: 1208		
(	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?	•	
		Y	es
-	e the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> restors?	(	•
h) Do	all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	opinio	nc
•	Yes O No O Report Not Yet Received		
If y	ou check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report	is ava	ila
e Brok	<u>ker</u>	v	
(a) Do	es the <i>private fund</i> use one or more prime brokers?	Y	es O
If t	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 and uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.		_
	No Information Filed		
odian			
<u>raiai l</u>		Υ	_

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

uses more than one custodian, 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 private fund uses. If the private fund

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

⊙ ○

	·	<ul><li>(b) through g) below for each custodian the private fund ns (b) through (g) separately for each custodian.</li></ul>	duses. If the
(b) Legal name of cu BANK OF AMERICA			
(c) Primary business BANK OF AMERICA			
		of the private fund's assets (city, state and country):	
City: NEW YORK	State: New York	Country: United States	
NEW TOTAL	New Territ	omica states	
(e) Is the custodian	a related person of your firm?		
(f) If the custodian is	s a broker-dealer, provide its SEC registrat	ion number (if any):	
- CRD Number (if a	ny):		
(g) If the custodian is identifier (if any)	s not a broker-dealer, or is a broker-deale	but does not have an SEC registration number, provide	e its <i>legal ent</i>
Does the <i>private fund</i> us f the answer to question	•	) through (f) below. If the <i>private fund</i> uses more than o	ne administr
f the answer to question	·	,	ne administr
Does the <i>private fund</i> use of the answer to question must complete question additional Administra of the answer to question and the answer to question is question in the answer to question is question in the answer to question in the answer to question in the answer to question in question in the answer to question in the answer to question in question in the answer to question in the answer to question in question in the answer to question in que	on 26.(a) is "yes," respond to questions (but is (b) through (f) separately for each admitted tor Information: 1 Record(s) Filed.  tion 26.(a) is "yes," respond to questions	nistrator.  (b) through (f) below. If the <i>private fund</i> uses more than	
Does the <i>private fund</i> use of the answer to question the function of the answer to question the answer to question the answer to question the administrator, you must be administrator, you must be a second to the answer to question the answer the answer to question the answer the answer to question the answer to questio	on 26.(a) is "yes," respond to questions (bus (b) through (f) separately for each admitter Information: 1 Record(s) Filed.  tion 26.(a) is "yes," respond to questions just complete questions (b) through (f) separately	nistrator.  (b) through (f) below. If the <i>private fund</i> uses more than	
Does the <i>private fund</i> use of the answer to question the function of the answer to question the function of the answer to question of the function of the funct	on 26.(a) is "yes," respond to questions (bus (b) through (f) separately for each admitter Information: 1 Record(s) Filed.  tion 26.(a) is "yes," respond to questions just complete questions (b) through (f) separately	nistrator.  (b) through (f) below. If the <i>private fund</i> uses more than	
Does the <i>private fund</i> use of the answer to question the function of the answer to question the answer to question the answer to question the answer to question of the answe	on 26.(a) is "yes," respond to questions (bus (b) through (f) separately for each admitter Information: 1 Record(s) Filed.  tion 26.(a) is "yes," respond to questions just complete questions (b) through (f) separator:	nistrator.  (b) through (f) below. If the <i>private fund</i> uses more than	
f the answer to question  Additional Administra  If the answer to question  Additional Administra  If the answer to question  (b) Name of administ STATE STREET BA  (c) Location of administ City:	on 26.(a) is "yes," respond to questions (bus (b) through (f) separately for each administration: 1 Record(s) Filed.  Ition 26.(a) is "yes," respond to questions cust complete questions (b) through (f) separater:  NK AND TRUST COMPANY	nistrator.  (b) through (f) below. If the <i>private fund</i> uses more than arately for each administrator.  Country:	
f the answer to question  Additional Administra  If the answer to question  Additional Administra  If the answer to question  (b) Name of administra  STATE STREET BA  (c) Location of administra	on 26.(a) is "yes," respond to questions (bus (b) through (f) separately for each administration : 1 Record(s) Filed.  Ition 26.(a) is "yes," respond to questions just complete questions (b) through (f) separater:  NK AND TRUST COMPANY  Inistrator (city, state and country):	(b) through (f) below. If the <i>private fund</i> uses more than arately for each administrator.	n one
f the answer to question  Additional Administra  If the answer to question  Additional Administra  If the answer to question  (b) Name of administrator, you must start STREET BA  (c) Location of administrator, BOSTON	on 26.(a) is "yes," respond to questions (bus (b) through (f) separately for each administration : 1 Record(s) Filed.  Ition 26.(a) is "yes," respond to questions cust complete questions (b) through (f) separator:  NK AND TRUST COMPANY  Institution (city, state and country):  State:	nistrator.  (b) through (f) below. If the <i>private fund</i> uses more than arately for each administrator.  Country:	n one
f the answer to question  Additional Administra  If the answer to question  Additional Administra  If the answer to question  (b) Name of administrator, you must state STREET BA  (c) Location of administrator, BOSTON  (d) Is the administrator	on 26.(a) is "yes," respond to questions (bus (b) through (f) separately for each administration : 1 Record(s) Filed.  Ition 26.(a) is "yes," respond to questions cust complete questions (b) through (f) separater:  NK AND TRUST COMPANY  Instrator (city, state and country):  State:  Massachusetts  Itor a related person of your firm?	(b) through (f) below. If the <i>private fund</i> uses more than arately for each administrator.  Country: United States	
f the answer to question  Additional Administra  If the answer to question  Additional Administra  If the answer to question  (b) Name of administrator, you must strate STREET BA  (c) Location of administrator, good of administra	on 26.(a) is "yes," respond to questions (bus (b) through (f) separately for each administration:  Itor Information: 1 Record(s) Filed.  Ition 26.(a) is "yes," respond to questions cust complete questions (b) through (f) separater:  NK AND TRUST COMPANY  Instrator (city, state and country):  State:  Massachusetts  Itor a related person of your firm?	(b) through (f) below. If the <i>private fund</i> uses more than arately for each administrator.  Country: United States	n one
f the answer to question  Additional Administra  If the answer to question  Additional Administra  If the answer to question  (b) Name of administrator, you must strate STREET BA  (c) Location of administrator, good of administra	on 26.(a) is "yes," respond to questions (bus (b) through (f) separately for each administration:  Itor Information: 1 Record(s) Filed.  Ition 26.(a) is "yes," respond to questions cust complete questions (b) through (f) separater:  NK AND TRUST COMPANY  Instrator (city, state and country):  State:  Massachusetts  Itor a related person of your firm?	(b) through (f) below. If the <i>private fund</i> uses more than arately for each administrator.  Country: United States	n one

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?

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  $\ensuremath{\textit{person}}.$ 

Ma	rkete	<u>ers</u>		
			Yes	No
28.		Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	0	⊙
		You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor 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</i> and the private of the pri		
		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		
		No information riled		
Δ DI	ΣΙ\/ΔΤ	TE FUND		
Α. Ι Ι	XI VAI			
Info	rmat	tion About the <i>Private Fund</i>		
1.	(a)	Name of the private fund:		
		BROOKFIELD STRATEGIC REAL ESTATE PARTNERS II-B L.P.		
	` ,	Private fund identification number:		
		(include the "805-" prefix also) 805-7818296473		
		003-7010270473		
2.	Und	er 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):		
0.		No Information Filed		
	(b)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
		ing Adviser/Relying Adviser Name		
	BRO	OOKFIELD ASSET MANAGEMENT PIC US, LLC		
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		
	V	(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 <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.		
		No Information Filed		
,	( )		Yes	
6.		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	Nο
	(c)	Is this a "feeder fund" in a master-feeder arrangement?	0	•
		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 private fund:		
		Private fund identification number:		
		(include the "805-" prefix also)		
	МОТ	E: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section	7.B.(	1)
		the master-feeder arrangement or reporting on the funds separately.	(	- /
7	If w	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	oack	n of

No Information Filed

the feeder funds answer the following questions:

	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all 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 multiple classes (or series) of shares or interests, 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 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?	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 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	te fur	ıd:
	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> : \$ 2,264,985,387		
<u>Ow</u>	vnership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 10,000,000		
	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 documents of the fund).	<u>,</u>	
13.	Approximate number of the <i>private fund's</i> beneficial owners:  36		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%		
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 qualified clients?	Yes	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 29%		
You	ur Advisory Services		
17.	(a) Are you a subadviser to this <i>private fund</i> ?	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 question 17.(a) is "no," leave this question blank.		٠
	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
	(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 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> ?	_	

NOTE: For purposes of this question, do not consider feeder funds of the private fund.

20. Ap	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
Private	e Offering		
21. Ha	s the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes ©	s No
22. If	yes, provide the <i>private fund's</i> Form D file number (if any):		
Fo	orm D file number		
02	21-23803901		
. SERV	ICE PROVIDERS		
Audito	rs		
		Ye	s No
23. (a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	•	0
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	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 audit you must complete questions (b) through (f) separately for each auditing firm.	ting firn	n,
	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 at firm, you must complete questions (b) through (f) separately for each auditing firm.	uditing	
	(b) Name of the auditing firm:  DELOITTE LLP		
	(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:		
	TORONTO	V	N
	(d) Is the auditing firm an independent public accountant?	Yes ©	O
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 1208		
	(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?	•	0
		Ye	s No
(g)	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	•	0
(h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	opinior	ns?
	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 avail	lable.
Prime	<u>Broker</u>		
24 (6)	Does the <i>private fund</i> use one or more prime brokers?	Ye	s No
24. (a _.	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 <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	C the <i>priv</i>	≀ate

	tional Custodian Infor	rmation : 1 Record(s) Filed.		
	·	•	) through g) below for each custodian the <i>private fu</i> (b) through (g) separately for each custodian.	<i>und</i> uses. If the
	Legal name of custodi BANK OF AMERICA, N.			
	Primary business nam BANK OF AMERICA, N.			
(d)	The location of the cu	stodian's office responsible for custody of	of the <i>private fund's</i> assets (city, state and country):	
	City:	State:	Country:	
	NEW YORK	New York	United States	
(e)	Is the custodian a rela	ated person of your firm?		
(f)	If the custodian is a b	roker-dealer, provide its SEC registration	n number (if any):	
	- CRD Number (if any):			
trator Does		n administrator other than your firm?		
	·	6.(a) is "yes," respond to questions (b) t ) through (f) separately for each adminis	hrough (f) below. If the <i>private fund</i> uses more than strator.	n one administra
Addit	tional Administrator I	nformation : 1 Record(s) Filed.		
If th	· ·		) through (f) below. If the <i>private fund</i> uses more thately for each administrator.	nan one
adm		omplete questions (b) through (i) separ-		
	Name of administrator			
	Name of administrator	r:		
(b)	STATE STREET BANK A	r: AND TRUST COMPANY		
(b)	STATE STREET BANK A	r: AND TRUST COMPANY ator (city, state and country):	Country:	
(b)	STATE STREET BANK A	r: AND TRUST COMPANY	Country: United States	
(b)	STATE STREET BANK A Location of administra City: BOSTON	r: AND TRUST COMPANY ator (city, state and country): State: Massachusetts	•	Ye
(b)	STATE STREET BANK A Location of administra City: BOSTON	r: AND TRUST COMPANY ator (city, state and country): State:	•	Y
(b) (c)	STATE STREET BANK A  Location of administra  City: BOSTON  Is the administrator a  Does the administrator	r: AND TRUST COMPANY  ator (city, state and country):     State:     Massachusetts  a related person of your firm?  or prepare and send investor account states	•	C

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

Yes No

	rele	evant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (includ cations) was the valuation determined by such <i>person</i> .	•	
Ma	rkete	<u>ers</u>		
20	(-)		Yes	
28.	(a)	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 solicito 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</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. P	RIVA	TE FUND		
<u>Info</u>	orma	tion About the <i>Private Fund</i>		
1.	(a)	Name of the <i>private fund</i> :  BROOKFIELD STRATEGIC REAL ESTATE PARTNERS II-C (ER) LP		
	(b)	Private fund identification number: (include the "805-" prefix also) 805-4465025285		
2.	Unc	der 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):		
		No Information Filed		
	(b)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	Fil	ing Adviser/Relying Adviser Name		
	BR	OOKFIELD ASSET MANAGEMENT PIC US, LLC		
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.		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		
	(c)	Is this a "feeder fund" in a master-feeder arrangement?	Yes	
		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> :	0	•
		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.

your related person?

0%

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 a 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 multiple classes (or series) of shares or interests, 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 whether they are also <i>private funds</i> or registered investment companies.	ıt			
	(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	•		
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 equity fund o real estate fund o securitized asset fund o venture capital fund o other private equity fund o other priv	ate fur	าd:		
	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> : \$ 32,240,787				
Ow	nership				
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 10,000,000				
	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 documents of the fund).	е			
13.	Approximate number of the <i>private fund's</i> beneficial owners:				
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%				
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 <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 100%				
Υοι	ur Advisory Services				
17.	(a) Are you a subadviser to this <i>private fund</i> ?	Yes	Nc ⊙		
	(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 question 17.(a) is "no," leave this question blank.	r to			
	No Information Filed				
4-		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</li></ul>	0	⊙		

10		Yes	s 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.	О	•
	NOTE. For purposes of this question, do not consider recuer runds of the private rund.		
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  0%		
<u>Priv</u>	vate Offering	Vas	s 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 yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number		
	021-23803902		
B. SI	ERVICE PROVIDERS		
Auc	<u>litors</u>	Vo	s No
23.	(a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	(e)	0
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	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 audityou 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 autirm, you must complete questions (b) through (f) separately for each auditing firm.	ıditing	
	(b) Name of the auditing firm:  DELOITTE LLP		
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City:  Country:		
	TORONTO		
		Yes	No
	(d) Is the auditing firm an independent public accountant?	•	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 1208		
	(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?	•	0
		Va	s No
	(g) Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	• • • • • • • • • • • • • • • • • • •	
	(h) Do all of the reports prepared by the auditing firm for the <i>private fund</i> since your last <i>annual updating amendment</i> contain unqualified	opinion	ıs?
	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 availa	able.
<u>Prir</u>	me Broker	Ve	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 private fund uses. If	_	_

fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

No Information Filed	
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	·			below for each custodian the <i>priv</i> eparately for each custodian.	rate runu uses. It the priva
		ormation : 1 Record(s) File		eparatery for each custodian.	
	•	•	•	g) below for each custodian the <i>pr</i> gh (g) separately for each custodia	•
(b)	Legal name of custor BANK OF AMERICA, N				
(c)	Primary business na BANK OF AMERICA, N				
(d)	The location of the c	custodian's office responsible	e for <i>custody</i> of the <i>priva</i>	te fund's assets (city, state and co	untry):
	City: NEW YORK	State: New Yo	rk	Country: United States	
	NEW TORK	Mew 10	I N	officed States	Ye
(e)	Is the custodian a re	elated person of your firm?			0
(f)	If the custodian is a	broker-dealer, provide its S	EC registration number (	if any):	
	_				
	CRD Number (if any)	:			
(g)			roker-dealer but does no	t have an SEC registration numbe	r, provide its <i>legal entity</i>
trator Does	If the custodian is no identifier (if any)  The private fund use a	ot a broker-dealer, or is a b	your firm?		,
trator Does If the	If the custodian is no identifier (if any)  the private fund use a answer to question 2	ot a broker-dealer, or is a b	your firm? Juestions (b) through (f)	t have an SEC registration numbe	,
Does If the must	If the custodian is no identifier (if any)  The private fund use a complete questions (	ot a broker-dealer, or is a b an administrator other than 26.(a) is "yes," respond to c	your firm? Juestions (b) through (f) r each administrator.		•
Does If the must  Addi	If the custodian is no identifier (if any)  the private fund use a sanswer to question 2 complete questions ( tional Administrator  the answer to question	ot a broker-dealer, or is a bean administrator other than 26.(a) is "yes," respond to a b) through (f) separately fo	your firm?  Juestions (b) through (f)  r each administrator.  Filed.  o questions (b) through (	below. If the <i>private fund</i> uses mo	re than one administrato
Does If the must  Addi  If tI adn	If the custodian is no identifier (if any)  the private fund use a sanswer to question 2 complete questions (  tional Administrator  the answer to question inistrator, you must	an administrator other than 26. (a) is "yes," respond to 0 b) through (f) separately fo Information: 1 Record(s) and 26. (a) is "yes," respond to complete questions (b) through (b) through (complete questions (b) through (complete questions (b) through (complete questions (b) through (complete questions (d))	your firm?  Juestions (b) through (f)  r each administrator.  Filed.  o questions (b) through (	below. If the <i>private fund</i> uses mo	re than one administrato
Does If the must  Addi  If tl adn  (b)	If the custodian is no identifier (if any)  the private fund use a sanswer to question 2 complete questions (  tional Administrator  the answer to question ministrator, you must  Name of administrate  STATE STREET BANK	an administrator other than 26.(a) is "yes," respond to 0 b) through (f) separately fo Information: 1 Record(s) and 26.(a) is "yes," respond to complete questions (b) through (complete questions	your firm? Juestions (b) through (f) r each administrator.  Filed. O questions (b) through (b) Dough (f) separately for ea	below. If the <i>private fund</i> uses mo	re than one administrato
Does If the must  Addi  If tl adn  (b)	If the custodian is no identifier (if any)  the private fund use a sanswer to question 2 complete questions ( tional Administrator  the answer to question ministrator, you must  Name of administrate STATE STREET BANK  Location of administrate City:	an administrator other than 26. (a) is "yes," respond to 0 b) through (f) separately fo Information: 1 Record(s)  n 26. (a) is "yes," respond to complete questions (b) through (complete questions) (b) through (city, state and country State:	your firm? Juestions (b) through (f) r each administrator.  Filed. O questions (b) through (b) Dough (f) separately for ea	below. If the <i>private fund</i> uses mo  f) below. If the <i>private fund</i> uses rech administrator.  Country:	re than one administrato
Does If the must  Addi  If tl adn  (b)	If the custodian is no identifier (if any)  the private fund use a sanswer to question 2 complete questions ( tional Administrator  the answer to question inistrator, you must  Name of administrator  STATE STREET BANK  Location of administrator	an administrator other than 26.(a) is "yes," respond to b) through (f) separately for a complete questions (b) through (complete questions (b) through (complete questions (b) through (city, state and country arator (city, state arator	your firm? Juestions (b) through (f) r each administrator.  Filed. O questions (b) through (b) Dough (f) separately for ea	below. If the <i>private fund</i> uses mo  f) below. If the <i>private fund</i> uses r ch administrator.	re than one administrato
Does If the must  Addi  If tl adn  (b)	If the custodian is no identifier (if any)  The private fund use a sanswer to question 2 complete questions (  tional Administrator  the answer to question ministrator, you must  Name of administrate  STATE STREET BANK  Location of administrate  City:  BOSTON	an administrator other than 26. (a) is "yes," respond to 0 b) through (f) separately fo Information: 1 Record(s)  n 26. (a) is "yes," respond to complete questions (b) through (complete questions) (b) through (city, state and country State:	your firm?  Juestions (b) through (f)  r each administrator.  Filed.  O questions (b) through (b)  O ugh (f) separately for each	below. If the <i>private fund</i> uses mo  f) below. If the <i>private fund</i> uses rech administrator.  Country:	re than one administrato

(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."

<ul> <li>27. During 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 no your <i>related person</i>?</li> <li>0%</li> <li>Include 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) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including</li> </ul>	
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	
Include 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) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including	
allocations) was the valuation determined by such <i>person</i> .	
<u>Marketers</u>	No
28. (a) Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	<b>⊙</b>
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 you must complete questions (b) through (g) separately for each marketer.	
No Information Filed	

	PRIVATE FUND	
nfo	ormation About the Private Fund	
1.	<ul> <li>(a) Name of the <i>private fund</i>: BROOKFIELD STRATEGIC REAL ESTATE PARTNERS II-C L.P.</li> <li>(b) <i>Private fund</i> identification number: (include the "805-" prefix also)</li> <li>805-9689300904</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):	
	No Information Filed	
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.	
	Filing Adviser/Relying Adviser Name	
	BROOKFIELD ASSET MANAGEMENT PIC US, LLC	
<ol> <li>4.</li> <li>5.</li> </ol>	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  List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.	
	No Information Filed	
,		es No
6.	<ul><li>(a) Is this a "master fund" in a master-feeder arrangement?</li><li>(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?</li></ul>	0 0
	No Information Filed	
	(a) La thia a "fandar fund" in a magatar fandar armangarant?	es No
	(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> :	0 0
	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. for the master-feeder arrangement or reporting on the funds separately.	B.(1)
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 the feeder funds answer the following questions:	ach of
	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 or 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 is multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	

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

 $\circ$ 

8. (a) Is this *private fund* a "fund of funds"?

	venicles, regardless of whether they are also <i>private runds</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.)?	0	•
10.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund or real estate fund or securitized asset fund or venture capital fund or other private.	ate fur	ıd:
	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> : \$ 1,994,879,498		
<u>Ow</u>	<u>nership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 10,000,000		
	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 thorganizational documents of the fund).	е	
13.	Approximate number of the <i>private fund's</i> beneficial owners:  39		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%		
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 C
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 88%		
You	ur Advisory Services	<b>V</b>	NI-
17.	(a) Are you a subadviser to this <i>private fund</i> ?	Yes	(O)
	(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 question 17.(a) is "no," leave this 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 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</li></ul>	O	<b>⊙</b> er
	to question 18.(a) is "no," leave this question blank.		<u> </u>
	No Information Filed		
10		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	⊙
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 <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	• • • • • • • • • • • • • • • • • • •	0
		407	-

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

02	1-23803904		
B. SERVI	CE PROVIDERS		
Auditor	r <u>s</u>		
		Ye	es No
23. (a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	(	9 0
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	9	9 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 audit you must complete questions (b) through (f) separately for each auditing firm.	ing fir	m,
	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 au firm, you must complete questions (b) through (f) separately for each auditing firm.	diting	
	(b) Name of the auditing firm:  DELOITTE LLP		
	(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:		
	TORONTO		
	(d) Is the suditing firm on independent public association?	Yes	No
	(d) Is the auditing firm an independent public accountant?	⊙	О
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 1208		
	(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?	•	0
		Υ¢	es No
(g)	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	6	9 0
(h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	opinio	ns?
	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 ava	ilable
Prime E	<u>Broker</u>	٧	es No
24. (a)	Does the <i>private fund</i> use one or more prime brokers?	(	0 6
	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 t <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	he <i>pri</i>	
	No Information Filed		
Custodi	i <u>an</u>	Υ¢	es No
25. (a)	Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?		9 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 uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	privat	
	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

Form D file number

В.

(c)	Primary business na BANK OF AMERICA,						
(4)	The location of the	custodian's office re	esponsible for <i>custody</i>	of the private fund!	e assots (city, stato	and country):	
(u)	City:	custoulari s office re	State:	•	untry:	and country).	
	NEW YORK		New York	Un	ited States		,
(e)	Is the custodian a	related person of you	ur firm?				
(f)	If the custodian is a	broker-dealer, pro	vide its SEC registration	on number (if any):			
	- CRD Number (if any	):					
(g)	If the custodian is i	not a broker-dealer,	or is a broker-dealer	but does not have	an SEC registration	number, provide its	legal entit
rotor							
	•						
rator							
	the <i>private fund</i> use	an administrator ot	ther than your firm?				
Does If the must	answer to question	26.(a) is "yes," res (b) through (f) sepa	pond to questions (b) arately for each admin	•	If the <i>private fund</i> u	uses more than one a	dministra
Does If the must  Addi	answer to question complete questions tional Administrato	26.(a) is "yes," res (b) through (f) sepa r Information : 1 R	pond to questions (b) arately for each admin	histrator. b) through (f) belov	v. If the <i>private fund</i>		
Does If the must  Addi  If the adm	answer to questions complete questions tional Administrato he answer to question ninistrator, you mus	26.(a) is "yes," res (b) through (f) sepa  r Information: 1 R  on 26.(a) is "yes," res complete question  tor:	pond to questions (b) arately for each admin eccord(s) Filed.  espond to questions (l) s (b) through (f) sepa	histrator. b) through (f) belov	v. If the <i>private fund</i>		
Does If the must  Addi  If the adm	answer to questions complete questions tional Administrato he answer to question ninistrator, you mus	26.(a) is "yes," res (b) through (f) sepa  r Information: 1 R  on 26.(a) is "yes," res complete question  tor:	pond to questions (b) arately for each admin eccord(s) Filed.  espond to questions (l) s (b) through (f) sepa	histrator. b) through (f) belov	v. If the <i>private fund</i>		
Does If the must  Addi  If the adn  (b)	answer to question complete questions tional Administrator ne answer to question ninistrator, you must Name of administrator STATE STREET BANK	26.(a) is "yes," res (b) through (f) sepa  r Information: 1 R  on 26.(a) is "yes," res complete question  tor: C AND TRUST COMPA	pond to questions (b) arately for each administrately	histrator. b) through (f) belov	v. If the <i>private fund</i> ninistrator.		
Does If the must  Addi  If the adn  (b)	answer to questions complete questions tional Administrato he answer to question ninistrator, you mus  Name of administra  STATE STREET BANK	26.(a) is "yes," res (b) through (f) sepa  r Information : 1 R  on 26.(a) is "yes," res complete question  tor: C AND TRUST COMPA	pond to questions (b) arately for each adminized and the second (s) Filed.  espond to questions (list) is (b) through (f) separations (f) sepa	histrator. b) through (f) belov	v. If the <i>private fund</i>		
Does If the must  Addi  If the adm  (b)	answer to questions complete questions tional Administrato the answer to question inistrator, you mus Name of administra STATE STREET BANI Location of adminis City: BOSTON	26.(a) is "yes," res (b) through (f) sepa  r Information: 1 R  on 26.(a) is "yes," res complete question  ttor: C AND TRUST COMPA  trator (city, state ar  State: Massachu	pond to questions (b) arately for each administrately for each administrated.  Record(s) Filed.  espond to questions (is (b) through (f) sepand to the country):  usetts	histrator. b) through (f) belov	v. If the <i>private fund</i> ninistrator. Country:		3
Does If the must  Addi  If the adm  (b)	answer to questions complete questions tional Administrator ne answer to question ninistrator, you must Name of administrator STATE STREET BANK Location of adminis City:	26.(a) is "yes," res (b) through (f) sepa  r Information: 1 R  on 26.(a) is "yes," res complete question  ttor: C AND TRUST COMPA  trator (city, state ar  State: Massachu	pond to questions (b) arately for each administrately for each administrated.  Record(s) Filed.  espond to questions (is (b) through (f) sepand to the country):  usetts	histrator. b) through (f) belov	v. If the <i>private fund</i> ninistrator. Country:		Ye
Does If the must  Addi  If the adm  (b)  (c)	answer to questions  tional Administrato  te answer to question  ne answer to question  ninistrator, you mus  Name of administra  STATE STREET BANI  Location of adminis  City:  BOSTON  Is the administrato  Does the administrato	26.(a) is "yes," res (b) through (f) sepa  r Information: 1 R  on 26.(a) is "yes," res complete question  tor: C AND TRUST COMPA  trator (city, state ar State: Massachu	pond to questions (b) arately for each administrately for each administrated.  Record(s) Filed.  espond to questions (is (b) through (f) sepand to the country):  usetts	b) through (f) below that the posterior is the posterior.	v. If the <i>private fund</i> ninistrator. Country: United States	d uses more than one	Ύ€
Does If the must  Addi  If the adm  (b)  (c)  (d)  (e)	answer to question complete questions tional Administrator he answer to question inistrator, you must Name of administrator STATE STREET BANI Location of administrator BOSTON  Is the administrator Does the administrator Yes (provided to If the answer to quinvestors? If investions	26. (a) is "yes," res (b) through (f) sepa  r Information: 1 R  on 26. (a) is "yes," res complete question  tor: C AND TRUST COMPA  trator (city, state ar State: Massachu  a related person of ator prepare and se all investors) So  estion 26. (e) is "no or account stateme	pond to questions (b) arately for each adminited and the ecord(s) Filed.  espond to questions (list (b) through (f) sepand to country):  usetts  your firm?	b) through (f) below the property of the investor acces (rest of the) priva	v. If the <i>private fund</i> ninistrator.  Country: United States  rivate fund's investors)  O No (provided fount statements to the fund's investors,	duses more than one ors? to no investors) the (rest of the) priva	Ye O ate fund's ole."

Marketers

allocations) was the valuation determined by such person.

Yes No

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

relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including

	No Information Filed	
PR	RIVATE FUND	
or	rmation About the <i>Private Fund</i>	
	(a) Name of the <i>private fund</i> :	
	BROOKFIELD STRATEGIC REAL ESTATE PARTNERS III-A L.P.  (b) <i>Private fund</i> identification number:	
	(include the "805-" prefix also) 805-4388019181	
	Under the laws of what state or country is the <i>private fund</i> organized:	
	State: Country:	
	Delaware United States	
	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):	
	No Information Filed	
	(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> .	
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.  Filing Adviser/Relying Adviser Name  BROOKFIELD ASSET MANAGEMENT PIC US, LLC  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	
	Filing Adviser/Relying Adviser Name  BROOKFIELD ASSET MANAGEMENT PIC US, LLC  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	
	Filing Adviser/Relying Adviser Name  BROOKFIELD ASSET MANAGEMENT PIC US, LLC  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	
	Filing Adviser/Relying Adviser Name  BROOKFIELD ASSET MANAGEMENT PIC US, LLC  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 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
	Filing Adviser/Relying Adviser Name  BROOKFIELD ASSET MANAGEMENT PIC US, LLC  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 List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed	
	Filing Adviser/Relying Adviser Name  BROOKFIELD ASSET MANAGEMENT PIC US, LLC  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 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
	Filing Adviser/Relying Adviser Name  BROOKFIELD ASSET MANAGEMENT PIC US, LLC  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 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) 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 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) 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 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) 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 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) 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 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) 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 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) 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 (2) qualifies for the exclusion f	Yes No
	Filing Adviser/Relying Adviser Name  BROOKFIELD ASSET MANAGEMENT PIC US, LLC  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 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) 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 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) 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 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) 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 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) 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 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) 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 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) 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 (2) qualifies for the exclusion f	Yes No
	Filing Adviser/Relying Adviser Name  BROOKFIELD ASSET MANAGEMENT PIC US, LLC  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 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) 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 (2) 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)(1) of the Investment Company Act of 1940 (2) 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)(1) of the Investment Company Act of 1940 (2) 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)(1) of the Investment Company Act of 1940 (2) 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)(1) of the Investment Company Act of 1940 (2) 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 Investment Company Act of 1940 (2) qualifies for the Investment Company Act of 1940 (2) qualifies for the Investment Company Act of 1	Yes No
	Filing Adviser/Relying Adviser Name  BROOKFIELD ASSET MANAGEMENT PIC US, LLC  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 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) 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 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) 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 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 (2) 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)(1) of the Investment Company Act of 1940 (2) 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)(1) of the Investment Company Act of 1940 (2) 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)(1) of the Investment Company Act of 1940 (2) qualifies for the Investment Company Act of 1940 (2) qualifies for the Investment Company Act of 1940 (2) qualifies for the Investment Company Act of 1	Yes No
	Filing Adviser/Relying Adviser Name  BROOKFIELD ASSET MANAGEMENT PIC US, LLC  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 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) 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 (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) 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 (2) 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)(1) of the Investment Company Act of 1940 (2) 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 3(c)(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion 3(c)(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion 3(c)(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion 3(c)(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion 3(c)(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion 3(c)(1) of the Investment Company Act of 1940 (2) qualifies for the exclusion 3(c)(1) of the Investment Company Act of 1940 (2) qualifies for the Investment Company Act of 1940 (2) qualifies for the Investment Company Act of 1940 (2) qualifies for the Investment Compan	Yes No
	Filing Adviser/Relying Adviser Name  BROOKFIELD ASSET MANAGEMENT PIC US, LLC  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 (2) qualifies for the exclusion from the definition of investment company under section 3(c) (7) 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 (2) qualifies for the exclusion from the definition of investment company under section 3(c) (7) 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 (2) 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) (1) of the Investment Company Act of 1940 (2) qualifies for the exclusion from the definition Filed  (a) Is this a "master fund" in a master-feeder arrangement?  (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  (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)	Yes No

	multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
			No
8.	(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 investmen vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	ı	
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	0	0
0	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment		No -
9.	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 <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	te fur	าd:
	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> :		
	\$ 3,778,966,628		
<u>Ow</u>	<u>vnership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :		
	\$ 10,000,000  NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in the	3	
	organizational documents of the fund).		
13.	Approximate number of the <i>private fund's</i> beneficial owners:		
	88		
14.	. What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :		
	0%		
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		No
	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> :		
	19%		
You	ur 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 question 17.(a) is "no," leave this question blank.	to	
	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 to question 18.(a) is "no," leave this question blank.	answ	⁄er
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	$\circ$	⊙
	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%		

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

<u>Priv</u>	ate Offering		
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?	Ye <b>⊙</b>	s No
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number		
	021-300950		
3. S	RVICE PROVIDERS		
Aud	<u>tors</u>	٧	es No
23.	(a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	6	_
	(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 <i>private fund</i> uses more than one a 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 firm, you must complete questions (b) through (f) separately for each auditing firm.	auditing	
	(b) Name of the auditing firm:  DELOITTE LLP		
	(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:		
	TORONTO		
		Yes	No
	(d) Is the auditing firm an independent public accountant?	•	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 1208		
	(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?	©	0
		Υє	es No
	(g) Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	•	0
	(h) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualif	ed opinio	ns?
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the rep	ort is avai	ilable.
<u>Priı</u>	ne Broker	V	as No
24.	(a) Does the <i>private fund</i> use one or more prime brokers?	Ye	es No
	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. fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.		
	No Information Filed		
Cus	<u>odian</u>		
		Y€	es No

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

Addi		ormation : 1 Record(s) Filed.			
	·	n 25.(a) is "yes," respond to ques custodian, you must complete qu			·
(b)	Legal name of custod J.P. MORGAN CHASE				
(c)	Primary business nar J.P. MORGAN CHASE				
(d)	The location of the cu	ustodian's office responsible for <i>c</i> a	ustody of the private fund	''s assets (city, state and	d country):
	City: NEW YORK	State: New York		ountry: nited States	
	TIEW TOTAL	NOW TOTAL	0.	mod otatos	
(e)	Is the custodian a re	lated person of your firm?			
(f)	If the custodian is a k	oroker-dealer, provide its SEC reg	jistration number (if any)	:	
	- CRD Number (if any):				
	If the custodian is no	ot a broker-dealer, or is a broker-	dealer but does not have	an SEC registration nur	mber, provide its <i>legal enti</i>
rator Does	identifier (if any)  r the private fund use a	n administrator other than your f	irm?		
rator Does	identifier (if any)  r  the private fund use a e answer to question 2	n administrator other than your f 6.(a) is "yes," respond to questio b) through (f) separately for each	irm? ons (b) through (f) below.	If the <i>private fund</i> uses	s more than one administra
Does If the	identifier (if any)  r  the private fund use a e answer to question 2 c complete questions (b	6.(a) is "yes," respond to questio	irm? ons (b) through (f) below. administrator.	If the <i>private fund</i> uses	s more than one administra
Does If the must  Addi	identifier (if any)  r  the private fund use a e answer to question 2 complete questions (bitional Administrator	6.(a) is "yes," respond to question through (f) separately for each	irm? ons (b) through (f) below. administrator. tions (b) through (f) belo	w. If the <i>private fund</i> us	
Does If the must  Addi  If the adm	identifier (if any)  r  the private fund use a e answer to question 2 complete questions (bitional Administrator	6.(a) is "yes," respond to question through (f) separately for each information: 1 Record(s) Filed.  26.(a) is "yes," respond to question to question to question to question (b) through (for:	irm? ons (b) through (f) below. administrator. tions (b) through (f) belo	w. If the <i>private fund</i> us	
Does If the must  Addi  If the adn  (b)	identifier (if any)  T  the private fund use a e answer to question 2 complete questions (but itional Administrator  the answer to question ministrator, you must do not administrate STATE STREET BANK of the answer to question ministrator.	6.(a) is "yes," respond to question through (f) separately for each information: 1 Record(s) Filed.  26.(a) is "yes," respond to question to question to question to question (b) through (for:	irm? ons (b) through (f) below. administrator. tions (b) through (f) belo	w. If the <i>private fund</i> us	
Does If the must  Addi  If the adn  (b)	identifier (if any)  T  the private fund use a e answer to question 2 complete questions (bitional Administrator  the answer to question ministrator, you must describe the STATE STREET BANK of Location of administrator City:	6.(a) is "yes," respond to question through (f) separately for each information: 1 Record(s) Filed.  26.(a) is "yes," respond to question to question (b) through (for:  AND TRUST COMPANY  ator (city, state and country):  State:	irm? ons (b) through (f) below. administrator. tions (b) through (f) belo	w. If the <i>private fund</i> us ninistrator. Country:	
Does If the must  Addi  If the adn  (b)	identifier (if any)  the private fund use a e answer to question 2 complete questions (bitional Administrator the answer to question ministrator, you must of STATE STREET BANK in Location of administrator.	6.(a) is "yes," respond to question through (f) separately for each information: 1 Record(s) Filed.  26.(a) is "yes," respond to quest complete questions (b) through (for:  AND TRUST COMPANY  ator (city, state and country):	irm? ons (b) through (f) below. administrator. tions (b) through (f) belo	w. If the <i>private fund</i> us ninistrator.	ses more than one
Does If the must  Addi  If the adm  (b)	identifier (if any)  T  the private fund use a e answer to question 2 complete questions (but itional Administrator  the answer to question ministrator, you must do start STREET BANK of Location of administrator City:  BOSTON	6.(a) is "yes," respond to question through (f) separately for each information: 1 Record(s) Filed.  26.(a) is "yes," respond to question to question (b) through (for:  AND TRUST COMPANY  ator (city, state and country):  State:	irm? ons (b) through (f) below. administrator. tions (b) through (f) belo	w. If the <i>private fund</i> us ninistrator. Country:	
Does If the must  Addi  If the adn  (b)  (c)	identifier (if any)  the private fund use a e answer to question 2 complete questions (bitional Administrator  the answer to question ministrator, you must do administrator, you must do state STATE STREET BANK of Location of administrator city:  BOSTON  Is the administrator adminis	6.(a) is "yes," respond to question through (f) separately for each information: 1 Record(s) Filed.  26.(a) is "yes," respond to question complete questions (b) through (for:  AND TRUST COMPANY  ator (city, state and country):  State:  Massachusetts	irm? ons (b) through (f) below. administrator.  tions (b) through (f) belof) separately for each administrator.	w. If the <i>private fund</i> us ninistrator.  Country: United States	ses more than one

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*.

Ma	rkete	er <u>s</u>								
28	(a)	Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	Yes	No ⊙						
20.		You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor 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</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. Pl	RIVA	TE FUND								
Info	rmat	tion About the <i>Private Fund</i>								
1.		Name of the private fund:								
		BROOKFIELD STRATEGIC REAL ESTATE PARTNERS III-B ACCESS FUND L.P.								
	` '	Private fund identification number:  (include the "805-" prefix also)								
		805-7132336273								
		605-7132330273								
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):								
		No Information Filed								
	(b)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.								
		ing Adviser/Relying Adviser Name								
		OOKFIELD ASSET MANAGEMENT PIC US, LLC								
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								
	(c)	Is this a "feeder fund" in a master-feeder arrangement?	Yes							
			⊙	0						
		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> :								
		BROOKFIELD STRATEGIC REAL ESTATE PARTNERS III-B L.P.								
		Private fund identification number:								
		(include the "805-" prefix also)								
		805-5505202871								
		TE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section the master-feeder arrangement or reporting on the funds separately.	7.B.(´	1)						
7.	If yo	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), fo	r each	ı of						

No Information Filed

the feeder funds answer the following questions:

	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 multiple classes (or series) of shares or interests, 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"?  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> ?		
	O hedge fund O liquidity fund O private equity fund or real estate fund O securitized asset fund O venture capital fund O Other private	ate fur	nd:
	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> : \$ 30,617,458		
<u>Ow</u>	<u>vnership</u>		
12.	<ul><li>Minimum investment commitment required of an investor in the <i>private fund</i>:</li><li>\$ 0</li></ul>		
	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 thorganizational documents of the fund).	е	
13.	Approximate number of the <i>private fund's</i> beneficial owners: 73		
14.	. What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> 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	No
16.	. What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  0%		
You	ur Advisory Services		
17.	. (a) Are you a subadviser to this <i>private fund</i> ?	Yes	No <b>⊙</b>
	(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 question 17.(a) is "no," leave this question blank.	r to	٠
	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 to question 18.(a) is "no," leave this question blank.	answ	ver
	No Information Filed		
			No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	•

NOTE: For purposes of this question, do not consider feeder funds of the private fund.

20. App 0%	roximately what percentage of your <i>clients</i> has invested in the <i>private fund?</i>		
<u>Private</u>	<u>Offering</u>		
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?	Ye: <b>⊙</b>	s No
22. If ye	es, provide the <i>private fund's</i> Form D file number (if any):		
For	m D file number		
021	1-330352		
B. SERVIO	CE PROVIDERS		
Auditors	<u>5</u>	Υe	s No
23. (a)	(1) Are the <i>private fund's</i> 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 <i>private fund</i> uses more than one auditi	ng firr	
	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 audiful firm, you must complete questions (b) through (f) separately for each auditing firm.	liting	
	(b) Name of the auditing firm:  DELOITTE LLP		
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City:  TORONTO  State:  Canada		
		Yes	No
	(d) Is the auditing firm an independent public accountant?	•	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 1208		
	(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?	•	0
		Ye	s No
	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	•	0
(h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified of	pinior	าร?
	• 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 i	s avaii	able.
<u>Prime B</u>	<u>roker</u>		- N-
24 (2)	Does the <i>private fund</i> use one or more prime brokers?	_	s No
	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 fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	ne <i>pri</i> v	
	No Information Filed		

		No Info	rmation Filed	
ninistr	rator			Yes
(a) D	ooes the <i>private fund</i> us	se an administrator other than your firm?		•
	·	on 26.(a) is "yes," respond to questions (b) thens (b) through (f) separately for each administ	rough (f) below. If the <i>private fund</i> uses more that rator.	n one administrator, yo
,	Additional Administra	itor Information : 1 Record(s) Filed.		
	·	stion 26.(a) is "yes," respond to questions (b) ust complete questions (b) through (f) separat	chrough (f) below. If the <i>private fund</i> uses more the ely for each administrator.	nan one
	(b) Name of administ STATE STREET BA	trator: ANK AND TRUST COMPANY		
	(c) Location of admir	nistrator (city, state and country):		
	City:	State:	Country:	
	BOSTON	Massachusetts	United States	Yes No
	(d) Is the administra	tor a related person of your firm?		Yes No
		strator prepare and send investor account stat	·	- )
	res (provided	to all investors) o some (provided to some bu	t not all investors) O No (provided to no investor	S)
		•	the investor account statements to the (rest of the est of the) private fund's investors, respond "not	• •
our % nclud eleva	related person? de only those assets want quotes, and (ii) the	where (i) such <i>person</i> carried out the valuation	by value) was valued by a <i>person</i> , such as an adr procedure established for that asset, if any, inclu criptions, redemptions or distributions, and fee ca	ding obtaining any
eter	<u>s</u>			Yes
a) D	oes the <i>private fund</i> us	se the services of someone other than you or	your <i>employees</i> for marketing purposes?	0
S	imilar <i>person</i> . If the an	swer to question 28.(a) is "yes," respond to q	t, consultant, finder, introducer, municipal advisor uestions (b) through (g) below for each such mar lete questions (b) through (g) separately for each	keter the <i>private fund</i>
		No Info	rmation Filed	

1. (a) Name of the private fund:

(b) *Private fund* identification number: (include the "805-" prefix also)

BROOKFIELD STRATEGIC REAL ESTATE PARTNERS III-B L.P.

Yes No

	NOTE: For definitions of these fund types, please see instruction 6 of the instructions to Part TA.		
11.	Current gross asset value of the <i>private fund</i> : \$ 3,929,414,400		
<u>Ow</u>	<u>vnership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 10,000,000		
	NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in organizational documents of the fund).	the	
13.	Approximate number of the <i>private fund's</i> beneficial owners:  68		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%		
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 O	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 4%		
Υοι	ur Advisory Services		
17	(a) Are you a subadviser to this private fund?	Yes	_
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 answertion 17.(a) is "no," leave this question blank.</li></ul>	wer to	•
	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 to question 18.(a) is "no," leave this question blank.	the answe	er
	No Information Filed		
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	Yes	
. , .	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 •	No
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number 021-30095002		
	021-30093002		
3. SI	ERVICE PROVIDERS		
Auc	<u>ditors</u>		
22	(a) (1) Are the private fund's financial statements subject to an annual audit?	Yes	
۷٠.	ta) ta) me the private rand a maneral atatementa adoptet to an annual adult!	(*)	0

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

Add	ditional Auditor Information : 1 Record(s) Filed.			
lf t	f the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) below. If the <i>private fund</i> uses mo	ore than one audi	iting	
firr	irm, you must complete questions (b) through (f) separately for each auditing firm.			
(b)	b) Name of the auditing firm:			
	DELOITTE LLP			
(c)	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:			
	TORONTO		Yes	Nia
(d)	d) Is the auditing firm an <i>independent public accountant</i> ?		• • • • • • • • • • • • • • • • • • •	0
			·	
(e)	e) Is the auditing firm registered with the Public Company Accounting Oversight Board?		•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number:			
	1208			
(f)	f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversi	aht Board in	_	_
	accordance with its rules?	giit Boara iii	•	0
Ara t	e the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private</i>	o fundic		es l'
	estors?	e iuliu s	(	•
Do a	all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contains	ain unqualified o _l	pinic	ns?
<b>⊙</b> γ	Yes O No O Report Not Yet Received			
If yo	you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response v	when the report is	ava	ilable
<b>.</b> .				
<u>Broke</u>	<u>er</u>		Y	es N
Does	es the <i>private fund</i> use one or more prime brokers?		(	0 (
	he answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the <i>privat</i> and uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker		e pri	ivate
	No Information Filed			
<u>lian</u>				
			Ye	es l
	es the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?		_	•
	he answer to question 25.(a) is "yes," respond to questions (b) through (g) below for each custodian the <i>private fu</i> es more than one custodian, you must complete questions (b) through (g) separately for each custodian.	<i>und</i> uses. If the <i>p</i>	rivat	te fui
Add	ditional Custodian Information : 1 Record(s) Filed.			
11	f the answer to question 25.(a) is "yes," respond to questions (b) through g) below for each custodian the <i>private</i> and uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	fund uses. If the	priva	ate
fur	b) Legal name of custodian:  J.P. MORGAN CHASE & CO.			
fur (b)				
(b)	J.P. MORGAN CHASE & CO.  c) Primary business name of custodian: J.P. MORGAN CHASE & CO.	):		
(b)	J.P. MORGAN CHASE & CO. c) Primary business name of custodian:	):		

		No
	(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):	
	- CRD Number (if any):	
	CRD Number (if arry).	
	(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)	
<u>Admini</u>	<u>istrator</u>	
	Y	es No
26. (a)		• •
	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 must complete questions (b) through (f) separately for each administrator.	, you
	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:	
	STATE STREET BANK AND TRUST COMPANY	
	(c) Location of administrator (city, state and country):	
	City: State: Country:	
	BOSTON Massachusetts United States	
	Yes  (d) Is the administrator a <i>related person</i> of your firm?	No ©
	(e) Does the administrator prepare and send investor account statements to the <i>private fund's</i> investors?  • Yes (provided to all investors) • 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) <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."	
	uring 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 a ur <i>related person</i> ?	ot
rel	clude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any levant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including ocations) was the valuation determined by such <i>person</i> .	ı
Market		oc NI-
28 (a)	Does the private fundure the convices of company other than you or your employees for marketing purposes?	es No
20. (d)	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, a 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 fun</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 DD1) (A		

A. PRIVATE FUND

1.	(a) Name of the private fund:		
	BROOKFIELD STRATEGIC REAL ESTATE PARTNERS III-C ACCESS FUND L.P.		
	(b) Private fund identification number:		
	(include the "805-" prefix also)		
	805-5064020821		
2.	Under the laws of what state or country is the <i>private fund</i> organized:		
	State: Country:		
	Cayman Islands		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
	No Information Filed		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	Filing Adviser/Relying Adviser Name		
	BROOKFIELD ASSET MANAGEMENT PIC US, LLC		
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		
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
	Name of Country/English Name of Foreign Financial Regulatory Authority		
	Cayman Islands - Cayman Islands Monetary Authority		
		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		
	No mormation med		
		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	⊙	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 private fund:		
	BROOKFIELD STRATEGIC REAL ESTATE PARTNERS III-C L.P.		
	Private fund identification number:		
	(include the "805-" prefix also) 805-4596592243		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.	7.B.(	1)
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), fo the feeder funds answer the following questions:	r each	n of
	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 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 multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
_		Yes	
8.	(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 whether they are also <i>private funds</i> or registered investment companies.	t	
	(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	Nc
9.	During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment	0	•
	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 p	rivate 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> : \$ 2,745,633	
<u>Ow</u>	<u>nership</u>	
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 organizational documents of the fund).	the
13.	Approximate number of the <i>private fund's</i> beneficial owners:  6	
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%	
15.	(a) What is the approximate percentage of the <i>private fund</i> 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 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	Voc No
17.	(a) Are you a subadviser to this <i>private fund</i> ?	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 answerton 17.(a) is "no," leave this 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 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 to question 18.(a) is "no," leave this question blank.	the answer
	No Information Filed	
10		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 0
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  0%	
<u>Priv</u>	vate Offering	
	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?	Yes No
21.		
	If yes, provide the <i>private fund's</i> Form D file number (if any):	
	If yes, provide the <i>private fund's</i> Form D file number (if any):  Form D file number	

<u>Auditor</u>	<u>rs</u>	Vo	s No
23. (a)	) (1) Are the <i>private fund's</i> 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?	•	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 audit you must complete questions (b) through (f) separately for each auditing firm.	ting firr	m,
	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 au firm, you must complete questions (b) through (f) separately for each auditing firm.	uditing	
	(b) Name of the auditing firm:  DELOITTE LLP		
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City:  TORONTO  State:  Country:  Canada		
		Yes	No
	(d) Is the auditing firm an independent public accountant?	•	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 1208		
	(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?	•	0
(g) (h)	<ul> <li>Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors?</li> <li>Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified</li> </ul>	•	
	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 avail	lable.
<u>Prime</u>	<u>Broker</u>		
24 (-)	). Done the animate found was an arrange universal banks and	Ye	s No
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 fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	the <i>pri</i> v	o <b>o</b> ∨ate
	No Information Filed		
Custod	<u>Jian</u>		
		Ye	s No
25. (a)	Does the <i>private fund</i> 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 <i>private fund</i> uses. If the uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	<b>C</b> private	
	No Information Filed		
<u>Admini</u>	<u>istrator</u>		
26. (a)	) Does the <i>private fund</i> use an administrator other than your firm?		s No
(-)	· ·	100	10.7

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.

	•		estions (b) through (f) below. If t (f) separately for each administr	•	one
	(b) Name of administrato	r:			
	STATE STREET BANK A				
	(c) Location of administra	ator (city, state and country):			
	City:	State:	Cour	ntry:	
	BOSTON	Massachusetts		ed States	
	(d) Is the administrator a	a <i>related person</i> of your firm?			Yes No
			to some but not all investors)		
	Tes (provided to al	ii iiivestors) O some (brovided	to some but not all investors) O	No (provided to no investors)	
			who sends the investor account sent to the (rest of the) private fur	•	
γοι	ir related person?	at percentage of the <i>private fur</i>	nd's assets (by value) was valued	by a <i>person</i> , such as an adminis	strator, that is no
)%	lude only those assets where	e (i) such <i>person</i> carried out th		I for that asset if any including	obtaining any
ele	evant quotes, and (ii) the va ecations) was the valuation d	luation used for purposes of in	vestor subscriptions, redemptions	· ·	itions (including
ele allo	ocations) was the valuation d	luation used for purposes of in	·	· ·	itions (including
ele allo	•	luation used for purposes of in	·	· ·	itions (including Yes
ele allo <b>et</b>	ers	luation used for purposes of in letermined by such <i>person</i> .	·	s or distributions, and fee calcula	
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BROOKFIELD ASSET MANAGEMENT PIC US, LLC

4.	(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7)						
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.	<ul><li>(a) Is this a "master fund" in a master-feeder arrangement?</li><li>(b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds in the feed</li></ul>	vesting in this <i>private fund</i> ?	Yes No				
	Name of <i>private fund</i> BROOKFIELD STRATEGIC REAL ESTATE PARTNERS III-C ACCESS FUND L.P.	Private fund identification number 805-5064020821					
	BROOKFIELD STRATEGIC REAL ESTATE PARTNERS III-C ACCESS FUND L.P.	805-5064020821					
			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 fund in Name of <i>private fund</i> :	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 arrangement regardless of whether for the master-feeder arrangement or reporting on the funds separately.	you are filing a single Schedule D, Section	n 7.B.(1)				
7.	If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the feeder funds answer the following questions:	the instructions to this Section 7.B.(1),	for each of				
	No Information Filed						
8.	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "mast multiple classes (or series) of shares or interests, and each class (or series) invests substantially (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 vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	ter fund" for purposes of this question if all of its assets in a single master fund.	it issued Yes No				
	(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 compan Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.0	•	0 6				
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 f	und $^{f C}$ venture capital fund $^{f C}$ Other $\it pri$	vate 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> : \$ 39,107,449						
<u>Ow</u>	<u>nership</u>						
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 10,000,000  NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even organizational documents of the fund).	if different from the amount set forth in t	he				

13. Approximate number of the *private fund's* beneficial owners:

14.	. What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :  0%		
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 qualified clients?	0	0
16.	. What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 21%		
You	our Advisory Services		
17	. (a) Are you a subadviser to this <i>private fund</i> ?	_	No -
17.	<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 private fund. If the answer question 17.(a) is "no," leave this question blank.</li></ul>	r to	•
	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 to question 18.(a) is "no," leave this question blank.	answ	/er
	No Information Filed		
4.0		Yes	No.
19.	. Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	⊙
	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>Pri</u>	ivate 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 O
22.	. If yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number		
	021-30095001		
	SERVICE PROVIDERS		
		Yes	s No
23.	. (a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	•	0
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	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 you must complete questions (b) through (f) separately for each auditing firm.	ıg firm	١,
	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 aud firm, you must complete questions (b) through (f) separately for each auditing firm.	ting	
	(b) Name of the auditing firm:  DELOITTE LLP		
	(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:		
	TORONTO		

Yes No

	d) Is the auditing firm an <i>independent public accountant?</i>	⊙	0
(6	e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 1208		
(f	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?	•	C
		Υ	es
_	e the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> estors?	•	•
(h) Do	all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	opinio	ons
⊙	Yes O No O Report Not Yet Received		
If y	ou check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report	is ava	ailak
e Brok	<u>er</u>	v	es
(a) Doe	es the <i>private fund</i> use one or more prime brokers?		es Ö
	he 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 duses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.		
	No Information Filed		
	No Information Filed		
odian	No Information Filed		
(a) Doe	es 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 es more than one custodian, you must complete questions (b) through (g) separately for each custodian.		es • te fu
(a) Doe	es the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets? he 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		•
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(a) Doe  If the use  Add  If for (i)	es the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  he 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 es more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Iditional 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 und uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Ib) Legal name of custodian:  J.P. MORGAN CHASE & CO.  C) Primary business name of custodian:  J.P. MORGAN CHASE & CO.  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: State: Country:	priva	<b>⊙</b> te fu
(a) Doe  If the use  Add  If for (i)	es 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 est more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Iditional 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 und uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  b) Legal name of custodian:  J.P. MORGAN CHASE & CO.  C) Primary business name of custodian:  J.P. MORGAN CHASE & CO.  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):	priva	• tte fu
(a) Doe  If the use  Add  If for (i)	es the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  he 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 es more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Iditional 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 und uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Ib) Legal name of custodian:  J.P. MORGAN CHASE & CO.  C) Primary business name of custodian:  J.P. MORGAN CHASE & CO.  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: State: Country:	priva	• No
(a) Doe  If the use  Add  If for (a) (c)	es the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  he 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 es more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Iditional 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 und uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Ib) Legal name of custodian:  J.P. MORGAN CHASE & CO.  Ic) Primary business name of custodian:  J.P. MORGAN CHASE & CO.  Id) 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:  State:  Country:  New York  United States	e priv	• tte fu
(a) Doe  If the use  Add  If for (a) (c)	es the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  he 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 is more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Iditional 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 und uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Ib) Legal name of custodian:  J.P. MORGAN CHASE & CO.  Ic) Primary business name of custodian:  J.P. MORGAN CHASE & CO.  If 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:  State:  Country:  New YORK  New York  United States  Is the custodian a <i>related person</i> of your firm?	e priv	• N

	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 a		, , , -
	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 on administrator, you must complete questions (b) through (f) separately for each administrator.	Э	
	(b) Name of administrator:  STATE STREET BANK AND TRUST COMPANY		
	(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?	0	•
	(e) Does the administrator prepare and send investor account statements to the <i>private fund's</i> investors?		
	• Yes (provided to all investors) • 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) privinvestors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicate fund".		
relev	ude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obvant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations cations) was the valuation determined by such <i>person</i> .		not g
Inclurelev	vant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculation cations) was the valuation determined by such <i>person</i> .	ons (includin	g
Inclurelev alloc	vant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculation cations) was the valuation determined by such <i>person</i> .	ons (includin	g
Inclured relevallocentes allocentes relevallocentes relevantes relevant	vant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculation cations) was the valuation determined by such <i>person</i> .	er solicitor, he <i>private fu</i>	g <b>′es</b> O
Inclurelevalloc	vant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculation cations) was the valuation determined by such <i>person</i> .  Preservate fund 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 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 person acts as a placement agent, consultant, finder, introducer, municipal advisor or other than person.	er solicitor, he <i>private fu</i>	g <b>′es</b> O
Inclurelevalloc	vant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculation cations) was the valuation determined by such <i>person</i> .  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 similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer to uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.	er solicitor, he <i>private fu</i>	g <b>′es</b> O
Inclurelevalloc	vant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculation cations) was the valuation determined by such <i>person</i> .  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 similar <i>person</i> . If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer to uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.	er solicitor, he <i>private fu</i>	g <b>′es</b> O
Inclured allocal alloc	vant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations at the valuation determined by such person.  Prescriptions  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 similar person. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer to uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No Information Filed	er solicitor, he <i>private fu</i>	g <b>′es</b> O
relevalloconde (a)	vant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculation cations) was the valuation determined by such <i>person</i> .  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 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 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	er solicitor, he <i>private fu</i>	g <b>(es</b> <b>O</b> or
Inclured allocal alloc	vant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations actions) was the valuation determined by such person.  TS  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 similar person. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer that uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer fund to the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer fund to the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer fund to the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer fund to the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer fund to the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer fund to the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer fund uses more than one marketer fund uses more fund to the private fund uses for the private fund uses for fund uses for fund uses for fund uses fund to the private fund uses fund to t	er solicitor, he <i>private fu</i>	g <b>′es</b> O
relevalloo rkete  (a)  RIVAT  ormat  (a)  (b)	vant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculationations) was the valuation determined by such person.  The second subscriptions are demptions or distributions, and fee calculationations are demptions or distributions, and fee calculationation cations) was the valuation determined by such person.  The second subscriptions are demptionally subscriptions are demptionally subscriptions, redemptions or distributions, and fee calculational cations.  The second subscriptions are demptions or distributions, and fee calculational cations.  The second subscriptions are demptions or distributions, and fee calculational cations.  The second subscriptions are demptions or distributions, and fee calculationations are demptions or distributions, and fee calculational cations.  The second subscriptions are demptions or distributions, and fee calculational cations.  The second subscriptions are demptions or distributions, and fee calculational cations.  The second subscriptions are demptions or distributions, and fee calculational cations.  The second subscriptions are demptions or distributions, and fee calculational cations.  The second subscriptions are demptions or distributions, and fee calculations.  The second subscriptions are demptions or distributions, and fee calculations.  The second subscriptions are demptions or distributions, and fee calculations.  The second subscription are demptions or distributions, and fee calculations.  The second subscription are demptions or distributions, and fee calculations.  The second subscription are demptions or distributions, and fee calculations.  The second subscription are demptions or distributions, and fee calculations.  The second subscription are demptions or distributions, and fee calculations.  The second subscription are demptions or distributions.  The second subscription are demptions or distributions.  The second subscription are demptions or distributions.  The second subscription are de	er solicitor, he <i>private fu</i>	g <b>′es</b> <b>Č</b> or
Inclured relevant allocal relevant alloc	vant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculationations) was the valuation determined by such person.  TS  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 similar person. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer to uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No Information Filed  TE FUND  To About the Private Fund  Name of the private fund:  BROOKFIELD STRATEGIC REAL ESTATE PARTNERS IV-A L.P.  Private fund identification number:  (include the "805-" prefix also)	er solicitor, he <i>private fu</i>	g <b>′es</b> O
relevallocontribution (a)  (b)  Inclure relevallocontribution (a)	vant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations at the valuation determined by such person.  The valuation determined uses from a provided from the valuation of the private fund uses more than one marketer you must complete questions (b) through (g) separately for each market in the private fund uses more than one marketer you must complete questions (b) through (g) separately for each market in the private fund uses more than one marketer you must complete questions (b) through (g) separately for each market in the private fund uses more than one marketer you must complete questions (b) through (g) separately for each market in the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer to uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer to uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer to uses. If the private fund uses more than one marketer you must complete questions (b) through (g) below for each such marketer to uses. If the private fund uses more than one marketer to uses. If the private fund uses more than you or your employees for marketing purposes?  The valuation of the private fund uses more than you or your employees for marketing purposes?  The valuation of the private fund uses more than you or your employees for marketing purposes?  The valuation of the private fund uses more than you or your employees for marketing purposes?  The valuation of the private fund uses more than you or you or you or you or you or you	er solicitor, he <i>private fu</i>	g <b>′es</b> O
relevallocontribution (a)  (b)  Undo	vant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculationations) was the valuation determined by such person.  TS  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 similar person. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such marketer to uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer. In the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer. In the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.  No Information Filed  TE FUND  Ion About the Private Fund  Name of the private fund:  BROOKFIELD STRATEGIC REAL ESTATE PARTNERS IV-A L.P.  Private fund identification number:  (include the "805-" prefix also)  805-2551507984  er the laws of what state or country is the private fund organized:	er solicitor, he <i>private fu</i>	g <b>(es</b> <b>O</b> or

No Information Filed

Yes No

	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	Filing Adviser/Relying Adviser Name		
	BROOKFIELD ASSET MANAGEMENT PIC US, LLC		
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>		
	(2) qualifies for the exclusion from the definition of investment company under section 5(c)(7) of the investment company Act of 1740		
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?	$\circ$	$\odot$
	(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	• •
	(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 private fund:		
	Private fund identification number: (include the "805-" prefix also)		
	(melade the doo prefix diso)		
	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 the feeder funds answer the following questions:	eacl	า of
	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 th	ıeir
	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		
	multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	W	N
8.	(a) Is this <i>private fund</i> a "fund of funds"?	Yes	
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 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?	$\circ$	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	⊙
	company Act of 1740 (other than money market funds, to the extent provided in instruction o.e.):		
10.	What type of fund is the private fund?		
	O hedge fund O liquidity fund O private equity fund or real estate fund O securitized asset fund O venture capital fund O Other private	te fur	nd:
	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> :		
	\$ 757,056,898		
<u>Ow</u>	<u>nership</u>		
12	Minimum investment commitment required of an investor in the <i>private fund</i> :		
	\$ 10,000,000		

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

13.	Арр 77	proximate number of the <i>private fund's</i> beneficial owners:		
14.	Wha	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 <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		
			Yes O	No O
16.	Wha	at is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
You	ur Ac	dvisory Services	·	<b>N</b> 1-
17	(a)	Are you a subadviser to this <i>private fund</i> ?	_	No
17.		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," leave this question blank.	0	•
		No Information Filed		
			⁄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	•
	(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 atto question 18.(a) is "no," leave this question blank.	nsw	er
		No Information Filed		
			<b>r</b> es	No
19.	Are	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.	App 0%	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
<u>Priv</u>	<u>vate</u>	Offering		
21.	Has	s the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes <b>⊙</b>	No O
22.	If y	res, provide the <i>private fund's</i> Form D file number (if any):		
	For	rm D file number		
	02	1-405400		
B. S	ERVI	CE PROVIDERS		
Aud	ditor	<u>s</u>		
			Yes	No
23.	(a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	⊙	0
		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	⊙	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 you must complete questions (b) through (f) separately for each auditing firm.	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 complete questions (b) through (f) separately for each auditing firm.	ıg	
		(b) Name of the auditing firm:		
		DELOITTE & TOUCHE LLP		

organizational documents of the fund).

	(c) T	The location of the auditin	g firm's office responsible	for the <i>private t</i>	fund's audit (city	y, state and country):		
		City: FORONTO	S	itate:		Country: Canada		
	'	TORONTO				Canada	۷e،	s No
	(d) I	s the auditing firm an <i>ind</i> e	ependent public accountar	nt?			•	0
	(e) I	s the auditing firm registe	ered with the Public Comp	cany Accounting	Oversight Board	d?	•	0
		f yes, Public Company Aco	counting Oversight Board	-Assigned Numb	per:			
		f "yes" to (e) above, is th accordance with its rules?	•	regular inspecti	ion by the Public	c Company Accounting Oversight Bo	oard in 🌀	0
(a)	Aro the	a private fund's audited final	ancial statements for the	most recently o	nomploted figural	wear distributed to the private fund		es No
(g)	investo	•	ancial statements for the	most recently co	completed fiscal	year distributed to the <i>private fund</i>	S	• c
(h)				private fund sind	ce your last <i>ann</i>	<i>ual updating amendment</i> contain ur	nqualified opinio	ons?
		O No O Report Not Yet		6!1		ADI/ to an determination of the second	<i>tla a managet la accept</i>	- !   -   -   -
	If you d	check "Report Not Yet Rece	eived," you must promptly	file an amendmei	ent to your Form .	ADV to update your response when	the report is ava	ailable.
Prime E	<u>Broker</u>							
							Υ	es No
24. (a)		he <i>private fund</i> use one or	•	otions (b) through	ah (a) balaw fan	and writes broken the writeste fund	duasa If the m	O O
		•			•	each prime broker the <i>private fund</i> parately for each prime broker.	ruses. If the pr	rivate
				No Informa	ation Filed			
Custodi	<u>ian</u>							
25 (-)	D +1						Υ	es No
25. (a)		•				old some or all of its assets? eeach custodian the <i>private fund</i> us	sos If the priva	• C
		nore than one custodian, y			-	·	es. If the <i>priva</i>	ne runc
	Additi	onal Custodian Informat	ion : 1 Record(s) Filed.					
	If the	answer to guestion 25 (	a) is "yes " respond to g	uestions (b) three	ough a) holow fo	or each custodian the <i>private fund</i> u	usos If the priv	rato
		·				arately for each custodian.	ises. If the <i>priv</i>	rate
		Legal name of custodian:						
		Primary business name of IPM MARKET	custodian:					
	(d) T	The location of the custod	ian's office responsible fo	or <i>custody</i> of the	private fund's as	ssets (city, state and country):		
		City:		State:	Count			
		SAN ANTONIO		Texas	United	d States	Ye:	s No
	(e) I	s the custodian a <i>related</i>	person of your firm?				0	•
	(f) I	f the custodian is a broke	r-dealer, provide its SEC	registration num	nber (if any):			
		CRD Number (if any):						
		f the custodian is not a bidentifier (if any)	roker-dealer, or is a brok	er-dealer but do	oes not have an	SEC registration number, provide i	ts <i>legal entity</i>	

		ministrator other than your firm?		⊙ (	٦
	swer to question 26.(a)	·	) through (f) below. If the <i>private fund</i> uses more than one adminininistrator.		
Addition	al Administrator Infor	mation : 1 Record(s) Filed.			
	•	a) is "yes," respond to questions lete questions (b) through (f) sep	(b) through (f) below. If the <i>private fund</i> uses more than one arately for each administrator.		
	me of administrator: ATE STREET GLOBAL SEF	RVICES			
(c) Loc	cation of administrator (	(city, state and country):			
City	y: _ANTA	State: Georgia	Country: United States		
AIL	LANTA	Georgia	United States	Yes No	
(d) Is t	the administrator a <i>rela</i>	ted person of your firm?		0 0	
	·	·	statements to the <i>private fund's</i> investors? e but not all investors) ONO (provided to no investors)		
	·		nds the investor account statements to the (rest of the) <i>private funded</i> in the control of the	nd's	
evant quot	tes, and (ii) the valuation	•	ion procedure established for that asset, if any, including obtainin	ng any	
ocations) w	vas the valuation deterr	on used for purposes of investor s mined by such <i>person</i> .	ubscriptions, redemptions or distributions, and fee calculations (ir		
ocations) w cers	vas the valuation deterr	·	·	ncluding	0
<u>ers</u>		mined by such <i>person</i> .	·		
Does the You must	private fund use the selt t answer "yes" whether erson. If the answer to q	rvices of someone other than you the <i>person</i> acts as a placement a question 28.(a) is "yes," respond to	ubscriptions, redemptions or distributions, and fee calculations (in	Yes N O G icitor, or	
Does the You must	private fund use the selt t answer "yes" whether erson. If the answer to q	rvices of someone other than you the person acts as a placement a question 28.(a) is "yes," respond to the than one marketer you must contain the contains and the contains the contains and the contains and the contains are than one marketer you must contains and the contains are than one marketer you must contains and the contains are than one marketer you must contains and the contains are the the	ubscriptions, redemptions or distributions, and fee calculations (in or your <i>employees</i> for marketing purposes?  Igent, consultant, finder, introducer, municipal advisor or other solutions (b) through (g) below for each such marketer the <i>pri</i>	Yes N O G icitor, or	
Does the You must	private fund use the selt t answer "yes" whether erson. If the answer to q	rvices of someone other than you the person acts as a placement a question 28.(a) is "yes," respond to the than one marketer you must contain the contains and the contains the contains and the contains and the contains are than one marketer you must contains and the contains are than one marketer you must contains and the contains are than one marketer you must contains and the contains are the the	or your <i>employees</i> for marketing purposes?  Igent, consultant, finder, introducer, municipal advisor or other solutions (b) through (g) below for each such marketer the <i>pri</i> complete questions (b) through (g) separately for each marketer.	Yes N O G icitor, or	
Does the You must	private fund use the selt t answer "yes" whether erson. If the answer to q	rvices of someone other than you the person acts as a placement a question 28.(a) is "yes," respond to the than one marketer you must contain the contains and the contains the contains and the contains and the contains are than one marketer you must contains and the contains are than one marketer you must contains and the contains are than one marketer you must contains and the contains are the the	or your <i>employees</i> for marketing purposes?  Igent, consultant, finder, introducer, municipal advisor or other solutions (b) through (g) below for each such marketer the <i>pri</i> complete questions (b) through (g) separately for each marketer.	Yes N O G icitor, or	
Does the You must similar pe uses. If the	private fund use the selt t answer "yes" whether erson. If the answer to q	rvices of someone other than you the person acts as a placement a question 28.(a) is "yes," respond to the than one marketer you must contain the contains and the contains the contains and the contains and the contains are than one marketer you must contains and the contains are than one marketer you must contains and the contains are than one marketer you must contains and the contains are the the	or your <i>employees</i> for marketing purposes?  Igent, consultant, finder, introducer, municipal advisor or other solutions (b) through (g) below for each such marketer the <i>pri</i> complete questions (b) through (g) separately for each marketer.	Yes N O G icitor, or	
Does the You must similar pe uses. If the	private fund use the selt answer "yes" whether erson. If the answer to que he private fund uses mo	rvices of someone other than you the person acts as a placement a question 28.(a) is "yes," respond to the than one marketer you must contain the contains and the contains the contains and the contains and the contains are than one marketer you must contains and the contains are than one marketer you must contains and the contains are than one marketer you must contains and the contains are the the	or your <i>employees</i> for marketing purposes?  Igent, consultant, finder, introducer, municipal advisor or other solutions (b) through (g) below for each such marketer the <i>pri</i> complete questions (b) through (g) separately for each marketer.	Yes N O G icitor, or	
Does the You must similar pe uses. If the state of the st	private fund use the set answer "yes" whether erson. If the answer to question he private fund uses months to the Private Fund the private fund:	rvices of someone other than you the <i>person</i> acts as a placement a question 28.(a) is "yes," respond fore than one marketer you must converted by the converte	or your <i>employees</i> for marketing purposes?  Igent, consultant, finder, introducer, municipal advisor or other solutions (b) through (g) below for each such marketer the <i>pri</i> complete questions (b) through (g) separately for each marketer.	Yes N O G icitor, or	

Country:

United States

805-1614798297

State:

Delaware

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

3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
	No Information Filed		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	Filing Adviser/Relying Adviser Name		
	BROOKFIELD ASSET MANAGEMENT PIC US, LLC		
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 <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.  No Information Filed		
	No michigan med	Yes	No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	0	<b>⊙</b>
	(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> ?		٠
	No Information Filed		
		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	$\circ$	$\odot$
	(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)		
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 the feeder funds answer the following questions:	each	n of
	No Information Filed		
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 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 is multiple classes (or series) of shares or interests, 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"?	issue <b>Yes</b>	d
	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?	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	•
10.	. What type of fund is the <i>private fund</i> ?		
	C hedge fund C liquidity fund C private equity fund c real estate fund C securitized asset fund C venture capital fund C Other private	e fur	nd:
	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> : \$ 970,974,877		

<u>Ownership</u>

12.		mum investment commitment required of an investor in the <i>private fund</i> :	
		0,000,000 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	
		anizational documents of the fund).	
13.	Appr 89	roximate number of the <i>private fund's</i> beneficial owners:	
14.	Wha	at is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :	
15.	(a) 1%	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 No
16.	Wha	at is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :	
<u> You</u>	ır Ad	lvisory Services	Yes No
17.	(a)	Are you a subadviser to this <i>private fund</i> ?	0 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 question 17.(a) is "no," leave this question blank.	~ ~
		No Information Filed	
			Yes No
18.	(b)	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 atto question 18.(a) is "no," leave this question blank.	O © inswer
		No Information Filed	
			Yes No
19.	Are	your clients solicited to invest in the private fund?	0 0
	NOT	E: For purposes of this question, do not consider feeder funds of the private fund.	
20.	Appı 0%	roximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?	
<u>Pri</u>	vate (	Offering	
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?	Yes No
22.	If ye	es, provide the <i>private fund's</i> Form D file number (if any):	
		m D file number	
	021	I-40540003	
B. S	ERVIC	CE PROVIDERS	
Aud	ditors		
		<del>-</del>	Yes No
23.	(a)	(1) Are the private fund's financial statements subject to an annual audit?	• 0
		(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 <i>private fund</i> uses more than one auditing you must complete questions (b) through (f) separately for each auditing firm.	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 audit firm, you must complete questions (b) through (f) separately for each auditing firm.	ng

		ame of the auditing firm: ELOITTE LLP				
	(a) TI		effice weep and the few the private for			
		ity:	office responsible for the <i>private fun</i> State:	Country:		
		ORONTO		Canada		
	(d) Is	the auditing firm an <i>independent</i>	public accountant?		Yes No	
	(a) Is	the auditing firm registered with	the Public Company Accounting Ov	versight Board?		
	(0) 13	the additing him registered with	the rubble company Accounting Ov	versight board:	⊙ ೧	
		yes, Public Company Accounting 208	Oversight Board-Assigned Number:			
		"yes" to (e) above, is the auditing cordance with its rules?	g firm subject to regular inspection	by the Public Company Accounting Oversight Board in	• ⊙ ○	
					Yes N	ıo
(9	g) Are the investor	•	atements for the most recently com	npleted fiscal year distributed to the private fund's	© (	
(h				your last <i>annual updating amendment</i> contain unqualif	led opinions?	
		O No O Report Not Yet Received				
	If you cl	heck "Report Not Yet Received," you	ı must promptly file an amendment	to your Form ADV to update your response when the rep	oort is available	٠.
<u>Prime</u>	Broker				Voc. N	۱.
24. (a	a) Does th	e <i>private fund</i> use one or more pri	ime brokers?		Yes N	
				(e) below for each prime broker the <i>private fund</i> uses. rough (e) separately for each prime broker.	If the <i>private</i>	
			No Informatio	on Filed		
Custo	<u>dian</u>					
25. (a	a) Does th	e <i>private fund</i> use any custodians	(including the prime brokers listed	above) to hold some or all of its assets?	Yes N	
	If the a	nswer to question 25.(a) is "yes,"	respond to questions (b) through	(g) below for each custodian the <i>private fund</i> uses. If		
	uses mo	ore than one custodian, you must	complete questions (b) through (g	y) separately for each custodian.		
	Additio	onal Custodian Information : 1 Ro	ecord(s) Filed.			
				gh g) below for each custodian the <i>private fund</i> uses. I bugh (g) separately for each custodian.	f the <i>private</i>	
		egal name of custodian: PM MARKET				
		rimary business name of custodiar PM MARKET	า:			
	(d) TI	ne location of the custodian's offic	e responsible for <i>custody</i> of the <i>pr</i> .	ivate fund's assets (city, state and country):		
		ity: AN ANTONIO	State: Texas	Country: United States		
		AN ANTONIO	TCAUS	Officed States	Yes No	
	(e) Is	the custodian a <i>related person</i> of	your firm?		0 0	
	(f) If	the custodian is a broker-dealer,	provide its SEC registration numbe	er (if any):		
		RD Number (if anv):				

Admini	<u>strator</u>				
04 ( )				Yes	s No
26. (a)	Does the <i>private fund</i> use an administra	· ·		• introton	_
	must complete questions (b) through (f	•	gh (f) below. If the <i>private fund</i> uses more than one admini or.	.strator, y	you
	Additional Administrator Information	: 1 Record(s) Filed.			
	If the answer to question 26.(a) is "you administrator, you must complete question 26. (b) Name of administrator:	•	ough (f) below. If the <i>private fund</i> uses more than one for each administrator.		
	STATE STREET GLOBAL SERVICES				
	(c) Location of administrator (city, sta	ate and country):			
	City:	State:	Country:		
	ATLANTA	Georgia	United States		
				Yes No	<b>o</b>
	(d) Is the administrator a related pers	son of your firm?		0 0	)
you 0% Inc rela allo	(f) If the answer to question 26.(e) investors? If investor account states in the state of the s	is "no" or "some," who sends the tements are not sent to the (rest	investor account statements to the (rest of the) <i>private fun</i> of the) <i>private fund's</i> investors, respond "not applicable."  value) was valued by a <i>person</i> , such as an administrator, the private established for that asset, if any, including obtaining tions, redemptions or distributions, and fee calculations (in	that is not	t
Market	<u>ers</u>			Voc	s No
28. (a)	Does the <i>private fund</i> use the services of	of someone other than you or vou	r <i>employees</i> for marketing purposes?	n es	S 140
	You must answer "yes" whether the pe similar person. If the answer to question	rson acts as a placement agent, c n 28.(a) is "yes," respond to ques	consultant, finder, introducer, municipal advisor or other soltions (b) through (g) below for each such marketer the <i>pri</i> ve questions (b) through (g) separately for each marketer.	licitor, or	
		No Informa	ation Filed		
A. PRIVA	TE FUND				
Informa	tion About the <i>Private Fund</i>				
1. (a)	Name of the <i>private fund</i> :				

(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)

BROOKFIELD STRATEGIC REAL ESTATE PARTNERS IV-C (ER) SCSP

(b) *Private fund* identification number: (include the "805-" prefix also)

805-6109210699

	State: Country:		
	Luxembourg		
2	(a) Name (a) of Cananal Bostons, Managar, Trustae, or Directors (or narrang consider in a circular canacity).		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):  No Information Filed		
	NO INIOI Mation Filed		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	Filing Adviser/Relying Adviser Name		
	BROOKFIELD ASSET MANAGEMENT PIC US, LLC		
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.		
	Name of Country/English Name of Foreign Financial Regulatory Authority  Bermuda - Bermuda Monetary Authority		
	Berniada - Berniada Monetary Authority		
6.	(a) Is this a "master fund" in a master-feeder arrangement?	Yes	No.
Ο.	(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> ?	О	•
	No Information Filed		
	No Thio mation Thea		
		Yes	s No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	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 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	or eac	h 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 a		
	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 multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	issue	ed
		Yes	. No
8.	(a) Is this private fund 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	nt	
	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
0	During your lost fined your did the private fund in yest in accurities issued by investment appropriate registered under the Investment		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 priva	ate fur	nd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		

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

11.	Current gross asset value of the <i>private fund</i> :  \$ 70,642,876		
<u>Ow</u>	nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 10,000,000		
	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 documents of the fund).	<b>;</b>	
13.	Approximate number of the <i>private fund's</i> beneficial owners: 45		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :  0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 1%		
	(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 C
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 2%		
You	ur Advisory Services		
17	(a) Are you a subadviser to this <i>private fund</i> ?	Yes	
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 question 17.(a) is "no," leave this question blank.</li></ul>	to	•
	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 to question 18.(a) is "no," leave this question blank.</li></ul>	<b>C</b> answ	<b>⊙</b> er
	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 <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes ©	No O
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number		
	021-40540002		
B. SI	ERVICE PROVIDERS		
Auc	<u>litors</u>	Vaa	NI-
23	(a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	Yes	INO
20.	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	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 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 th firm, you must complete questions (b) through (f) separately for each auditing firm.	an one auditii	ng	
	(b) Name of the auditing firm:  DELOITTE LLP			
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City:  TORONTO  State:  Canada			
	(d) Is the auditing firm an independent public accountant?	Y.	es	No C
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	)	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 1208			
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Be accordance with its rules?	oard in 🥫	)	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 investors?	1's	•	С
(h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain ur	nqualified opir	nion	s?
	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 a	vaila	able.
ime E	<u>Broker</u>			
4. (a)	Does the <i>private fund</i> use one or more prime brokers?		Yes	s No
(-)	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 more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	duses. If the	priva	_
	No Information Filed			
<u>ustodi</u>	<u>lian</u>		Yes	s No
5. (a)	Does the private fund use any custodians (including the prime brokers listed above) to hold some or all of its assets?		$\odot$	C
	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 more than one custodian, you must complete questions (b) through (g) separately for each custodian.	ses. If the <i>pri</i> v	/ate	fund
	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 more than one custodian, you must complete questions (b) through (g) separately for each custodian.	uses. If the <i>pr</i>	rivati	9
	(b) Legal name of custodian:  JPM MARKET			
	(c) Primary business name of custodian:  JPM MARKET			
	(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: State: Country:			
	SAN ANTONIO Texas United States	V	es	No
	(e) Is the custodian a <i>related person</i> of your firm?	C		<b>⊙</b>
		~		_

	(f) If the custodian is a brok	er-dealer, provide its SEC registrat	ion number (if any):	
	- CRD Number (if any):			
	(g) If the custodian is not a identifier (if any)	broker-dealer, or is a broker-dealei	r but does not have an SEC registration numbe	r, provide its <i>legal entity</i>
Adminis	strator			
				Yes No
26. (a)	,	dministrator other than your firm?		<b>⊙</b> 0
		a) is "yes," respond to questions (b _. nrough (f) separately for each admi	) through (f) below. If the <i>private fund</i> uses mo nistrator.	re than one administrator, you
	Additional Administrator Info	ormation : 1 Record(s) Filed.		
		(a) is "yes," respond to questions plete questions (b) through (f) sepa	(b) through (f) below. If the <i>private fund</i> uses rarately for each administrator.	nore than one
	(b) Name of administrator:			
	STATE STREET GLOBAL S	ERVICES		
	(c) Location of administrator	c(city, state and country): State:	Country:	
	ATLANTA	Georgia	United States	
	(d) Is the administrator a re	lated person of your firm?		Yes No
	(a) 13 the dammistrator a 76	ated person or your min.		<b>⊙</b> ○
		·	statements to the <i>private fund's</i> investors? e but not all investors) ONO (provided to no in	vestors)
			nds the investor account statements to the (response (rest of the) <i>private fund's</i> investors, response	•
you 0% Inc rele	ir related person?	such <i>person</i> carried out the valuat tion used for purposes of investor s	ets (by value) was valued by a <i>person</i> , such as tion procedure established for that asset, if any subscriptions, redemptions or distributions, and	r, including obtaining any
<u>Markete</u>	<u>ers</u>			Yes No
. (a)	Does the private fund use the s	ervices of someone other than you	or your employees for marketing purposes?	0 0
	similar person. If the answer to	question 28.(a) is "yes," respond to	agent, consultant, finder, introducer, municipal to questions (b) through (g) below for each suc omplete questions (b) through (g) separately f	ch marketer the private fund
		No	Information Filed	
. PRIVA	TE FUND			
forma	tion About the <i>Private Fund</i>			

<u>Inform</u>

1. (a) Name of the private fund:

BROOKFIELD STRATEGIC REAL ESTATE PARTNERS IV-C L.P.

	(include the "805-" prefix also)		
	805-2865964971		
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):		
	No Information Filed		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	Filing Adviser/Relying Adviser Name		
	BROOKFIELD ASSET MANAGEMENT PIC US, LLC		
₽.	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 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>		
	2) qualifies for the exercise the definition of investment semiparty and of exercise exercise exercise to the exercise e		
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
).	(a) Is this a "master fund" in a master-feeder arrangement?	$\circ$	$\odot$
	(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?		·
	(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 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 the feeder funds answer the following questions:	r each	n of
	No Information Filed		
	The fine fine fine fine fine fine fine fin		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all 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		
	multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
		Yes	No
3.	(a) Is this private fund 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 whether they are also <i>private funds</i> or registered investment companies.	t	
	(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	•
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:

(b) Private fund identification number:

	NOTE. For definitions of these fund types, please see instruction of the instructions to fact. TA.		
11.	Current gross asset value of the <i>private fund</i> : \$ 900,947,502		
<u>Ow</u>	<u>vnership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 10,000,000		
	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 of the fund).	3	
13.	Approximate number of the <i>private fund's</i> beneficial owners:  109		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%		
15.	(a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 1%		
		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> : 23%		
<u> You</u>	ur Advisory Services	Voo	NI-
17.	(a) Are you a subadviser to this <i>private fund</i> ?	0	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 question 17.(a) is "no," leave this question blank.		٠
	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 to question 18.(a) is "no," leave this question blank.	answ	/er
	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>Pri</u>	vate Offering	Vos	. 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 yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number		
	021-40540002		
B. S	ERVICE PROVIDERS		
Aud	<u>ditors</u>		
		Yes	s No

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

<b>A</b>	dditional 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 autirm, you must complete questions (b) through (f) separately for each auditing firm.	uditing	
	(b) Name of the auditing firm:		
	DELOITTE LLP		
	(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:  TORONTO Canada		
		Yes	No
	(d) Is the auditing firm an independent public accountant?	⊙	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 1208		
	(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?	•	0
		Ye	es No
	te the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's	6	0
	vestors? o all of the reports prepared by the auditing firm for the <i>private fund</i> since your last <i>annual updating amendment</i> contain unqualified	opinio	nc2
	Yes No Report Not Yet Received	Оринс	113:
	you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report	la ava	., , ,
	you check Report Not Let Received, you must promptly hie arrament to your form ADV to apacte your response when the report	is ava	iiabie.
<b>.</b>		is ava	парте.
<u>Bro</u>	ker		
			es No
D If	<u>ker</u>	Ye	es No
D ₁	ker  bes 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	Ye	es No
D If	ker  Des the private fund 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 private fund uses. If and uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	Ye	es No
If fu	ker  Des the private fund 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 private fund uses. If and uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	Ye (	es No O ⊙ ivate
If fu	ker  Des the private fund 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 private fund uses. If and uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	Ye	es No O ⊙ ivate
If fu	ker  bes the private fund 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 private fund uses. If and uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed	Ye	es No ivate
If function of the state of the	bes 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 and uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed  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	Ye	es No ivate
If fu	bes 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 and uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed  best 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 design more than one custodian, you must complete questions (b) through (g) separately for each custodian.	Ye (	es No
If fu	bes 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 and uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed  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 less more than one custodian, 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 <i>private fund</i> uses. If the	Ye (	es No
Diff fu	bes 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 not uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.  No Information Filed  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 less more than one custodian, 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) separately for each custodian the <i>private fund</i> uses. If the fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian the private fund uses. If the fund uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	Ye (	es No

	City: SAN ANTONIO	State: Texas	Country: United States	
				Yes No
	(e) Is the custodian a related	d person of your firm?		○ ●
	(f) If the custodian is a broke	er-dealer, provide its SEC registration	on number (if any):	
	- CRD Number (if any):			
	(g) If the custodian is not a k identifier (if any)	broker-dealer, or is a broker-dealer	but does not have an SEC registration number	er, provide its <i>legal entity</i>
<u>ninistr</u>	ator			Yes No
(a) D	oes the <i>private fund</i> use an ad	Iministrator other than your firm?		• O
	•	) is "yes," respond to questions (b) rough (f) separately for each admin	through (f) below. If the <i>private fund</i> uses moistrator.	
	Additional Administrator Info			
	•	(a) is "yes," respond to questions (l plete questions (b) through (f) sepa	b) through (f) below. If the <i>private fund</i> uses rately for each administrator.	more than one
	(b) Name of administrator:			
	STATE STREET GLOBAL SE	ERVICES		
	(c) Location of administrator	(city, state and country):		
	City:	State:	Country:	
	ATLANTA	Georgia	United States	Vac No
	(d) Is the administrator a rela	lated person of your firm?		Yes No ⊙ O
	(e) Does the administrator n	renare and send investor accounts	statements to the <i>private fund's</i> investors?	
	•	•	but not all investors) No (provided to no in	nvestors)
	· ·		ds the investor account statements to the (re	
L	investors? If investor acc	count statements are not sent to the	e (rest of the) <i>private fund's</i> investors, respon	d "not applicable."
Durin				
your <i>i</i>	g your last listal year, what perelated person?	ercentage of the <i>private rund's</i> asser	s (by value) was valued by a <i>person</i> , such as	s an auministrator, that is not
0%				
eleva		ion used for purposes of investor su	on procedure established for that asset, if an ubscriptions, redemptions or distributions, and	
поса				
	<u>S</u>			Yes No
eters		ervices of someone other than you	or your <i>amployees</i> for marketing nurnoses?	
keters (a) D Yo si	oes the <i>private fund</i> use the second ou must answer "yes" whethe imilar <i>person</i> . If the answer to	er the <i>person</i> acts as a placement acquestion 28.(a) is "yes," respond to	or your <i>employees</i> for marketing purposes? gent, consultant, finder, introducer, municipal o questions (b) through (g) below for each su mplete questions (b) through (g) separately	advisor or other solicitor, or ch marketer the <i>private fund</i>
<b>ceters</b> (a) D Yo si	oes the <i>private fund</i> use the second ou must answer "yes" whethe imilar <i>person</i> . If the answer to	er the <i>person</i> acts as a placement ag question 28.(a) is "yes," respond to core than one marketer you must co	gent, consultant, finder, introducer, municipal o questions (b) through (g) below for each su mplete questions (b) through (g) separately	advisor or other solicitor, or ch marketer the <i>private fund</i>
eters (a) D Yo si	oes the <i>private fund</i> use the second ou must answer "yes" whethe imilar <i>person</i> . If the answer to	er the <i>person</i> acts as a placement ag question 28.(a) is "yes," respond to core than one marketer you must co	gent, consultant, finder, introducer, municipal o questions (b) through (g) below for each su	advisor or other solicitor, or ch marketer the <i>private fund</i>

1.	(a) Name of the <i>private fund</i> :		
	BROOKFIELD STRATEGIC REAL ESTATE PARTNERS US REGIONAL FUND A L.P.		
	(b) Private fund identification number:		
	(include the "805-" prefix also)		
	805-6811390762		
2.	Under the laws of what state or country is the <i>private fund</i> organized:		
	State: Country:		
	Delaware United States		
3.			
	No Information Filed		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	Filing Adviser/Relying Adviser Name		
	BROOKFIELD STRATEGIC REAL ESTATE PARTNERS GP LLC		
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.		
Ο.	No Information Filed		
		Ves	s 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	s 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:		
	Drivate fund identification number:		
	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, Sectio for the master-feeder arrangement or reporting on the funds separately.	n 7.B.(	(1)
	ist the master reeds, arrangement or reporting on the ramas separatery.		
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), 1	or eac	h 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 a	all of th	heir
	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		
	multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
		Yes	s No
8.		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 investme vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	nt	
	(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	s No
9.	During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment	0	•

	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 or real estate fund O securitized asset fund O venture capital fund O Other private	ate fur	าd:
	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> : \$ 1,590,574		
<u>Ow</u>	nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 10,000,000		
	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 documents of the fund).	Э	
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> : 0%		
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>You</u>	ur Advisory Services	V	
17.	(a) Are you a subadviser to this <i>private fund</i> ?	Yes	OI/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 question 17.(a) is "no," leave this question blank.		٠
	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</li></ul>	<b>C</b> answ	<b>⊙</b> /er
	to question 18.(a) is "no," leave this question blank.		
	No Information Filed		
10	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	Yes	
17.	NOTE: For purposes of this question, do not consider feeder funds of the private fund.	0	•
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 <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes ©	No O
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number		
	021-180159		

B. SERVICE PROVIDERS

Auditor	<u>rs</u>	Va	o Ne
23. (a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	re ©	s No
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	e	
	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 audit you must complete questions (b) through (f) separately for each auditing firm.	ng firr	n,
	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 audifum, you must complete questions (b) through (f) separately for each auditing firm.	gnitik	
	(b) Name of the auditing firm:  DELOITTE AND TOUCHE LLP		
	(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:		
	TORONTO		
	(d) Is the auditing firm an <i>independent public accountant</i> ?	Yes	_
		•	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 1208		
	(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?	•	0
	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?  Do all of the reports prepared by the auditing firm for the <i>private fund</i> since your last <i>annual updating amendment</i> contain unqualified of 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	© opinior	
Prime l	<u>Broker</u>	V	s No
24. (a)	Does the <i>private fund</i> use one or more prime brokers?	re O	
. ,	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 t <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	_	_
	No Information Filed		
Custod	<u>lian</u>		
25 (a)	Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?	Ye	s No
20. (u)	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 uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	private	) C e fund
	Additional Custodian Information : 2 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>fund</i> uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	e priva	te
	(b) Legal name of custodian:  BANK OF AMERICA		

(c)	Primary business name of BANK OF AMERICA	custodian:		
(d)	The location of the custodi	an's office responsible for custody of	the <i>private fund's</i> assets (city, state and cour	ntry):
	City:	State:	Country:	•
	SAN ANTONIO	Texas	United States	
				Yes N
(e)	Is the custodian a related	person of your firm?		0 (
(f)	If the custodian is a broker	r-dealer, provide its SEC registration	number (if any):	
	CRD Number (if any):			
(g)	If the custodian is not a br identifier (if any)	roker-dealer, or is a broker-dealer bu	ut does not have an SEC registration number,	provide its <i>legal entity</i>
	•		through g) below for each custodian the <i>priv</i> (b) through (g) separately for each custodian	•
(b)	Legal name of custodian: JP MORGAN CHASE BANK			
(c)	Primary business name of JP MORGAN CHASE BANK	custodian:		
(4)	The location of the custodi	an's office responsible for custody of	the <i>private fund's</i> assets (city, state and cour	atry).
(u)	City:	State:	Country:	iti y).
	NEW YORK	New York	United States	
				Yes N
(e)	Is the custodian a related	person of your firm?		0 6
(f)	If the custodian is a broker	r-dealer, provide its SEC registration	number (if any):	
	CRD Number (if any):			
(g)	If the custodian is not a bridentifier (if any)	roker-dealer, or is a broker-dealer bu	ut does not have an SEC registration number,	provide its <i>legal entity</i>
strator	<u>-</u>			
Does	the <i>private fund</i> use an adn	ninistrator other than your firm?		Yes
If the	answer to question 26.(a)	•	nrough (f) below. If the <i>private fund</i> uses more trator.	than one administrator, yo
Addi	tional Administrator Infor	mation : 1 Record(s) Filed.		
	·	a) is "yes," respond to questions (b) ete questions (b) through (f) separa	through (f) below. If the <i>private fund</i> uses motely for each administrator.	ore than one
(b)	Name of administrator:	DVICES		
	STATE STREET GLOBAL SEF	VVIOLO		
(c)	Location of administrator (	city, state and country):		
	City:	State:	Country:	
	ATLANTA	Georgia	United States	
				Yes No
(d)	Is the administrator a rela	ted person of your firm?		റെ

		(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) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."		
27.		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 ar <i>related person</i> ?	not	
	0%			
	rele	lude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any evant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (includin cations) was the valuation determined by such <i>person</i> .		
Ma	rkete	<u>ers</u>		
28	(2)	Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	es -	
20.	(a)	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor,	O 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 fu</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 D	DI) (A:	TE EUNIO		
A. PI	RIVA	TE FUND		
<u>Info</u>	rma	tion About the Private Fund		
1	(0)	Name of the <i>private fund</i> :		
1.	(a)	BROOKFIELD STRATEGIC REAL ESTATE PARTNERS US REGIONAL FUND B L.P.		
	(b)	Private fund identification number:		
		(include the "805-" prefix also)		
		805-1142753772		
2.	Und	der the laws of what state or country is the <i>private fund</i> organized:		
		State: Country: Delaware United States		
		Delaware Officed States		
3.	(a)	Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):		
		No Information Filed		
	(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	e private fund (check all that apply; you must check at least one):		
٦.		(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940		
	V	(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		
_			'es	No
6.		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		
		Y	'es	No
	(c)		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?  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 for the master-feeder arrangement or reporting on the funds separately.	'.B.(1	1)
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 the feeder funds answer the following questions:	each	ı of
	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 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 is multiple classes (or series) of shares or interests, 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"?	$\circ$	$\odot$
	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.)?	0	•
10.	What type of fund is the private fund?		
	O hedge fund O liquidity fund O private equity fund or real estate fund O securitized asset fund O venture capital fund O Other private	e fun	d:
	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> : \$ 19,331,770		
<u>Ow</u>	<u>vnership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 10,000,000		
	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 documents of the fund).		
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> : 0%		
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 O	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 100%		

(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 answ		_
	question 17.(a) is "no," leave this question blank.	ver to	
	No Information Filed		
		Ye	s No
8. (a)	) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	О	•
(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 question 18.(a) is "no," leave this question blank.	he ans	wer
	No Information Filed		
ΙΟ Λη	e your <i>clients</i> solicited to invest in the <i>private fund</i> ?		s No
	OTE: For purposes of this question, do not consider feeder funds of the private fund.	С	•
•	oproximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
0% Private	e Offering		
		Ye	s No
21. Ha	as the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	œ	0
22. If <u>'</u>	yes, provide the <i>private fund's</i> Form D file number (if any):		
	orm D file number		
02	21-200177		
?3. (a)	) (1) Are the <i>private fund's</i> 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 audit		
	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 autiful firm, you must complete questions (b) through (f) separately for each auditing firm.	uditing	
	(b) Name of the auditing firm:		
	DELOITTE AND TOUCHE LLP		
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):		
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City:  TORONTO  State:  Canada	Yes	_
	(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:	Yes <b>⊙</b>	No O
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City:  TORONTO  State:  Canada		_
	(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:  TORONTO Canada  (d) Is the auditing firm an <i>independent public accountant</i> ?	•	_
	<ul> <li>(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country): <ul> <li>City:</li> <li>State:</li> <li>Country:</li> <li>TORONTO</li> <li>Canada</li> </ul> </li> <li>(d) Is the auditing firm an <i>independent public accountant</i>?</li> <li>(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?</li> <li>If yes, Public Company Accounting Oversight Board-Assigned Number:</li> </ul>	•	_
	<ul> <li>(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:  TORONTO  Canada</li> <li>(d) Is the auditing firm an <i>independent public accountant</i>?</li> <li>(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?</li> <li>If yes, Public Company Accounting Oversight Board-Assigned Number: 1208</li> <li>(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in</li> </ul>	© ©	0
(g)	<ul> <li>(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:  TORONTO  Canada</li> <li>(d) Is the auditing firm an <i>independent public accountant</i>?</li> <li>(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?</li> <li>If yes, Public Company Accounting Oversight Board-Assigned Number: 1208</li> <li>(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight Board in</li> </ul>	© ©	O O O

_				
	the private fund use one or more prim			
	•		gh (e) below for each prime broker the <i>private fu</i> through (e) separately for each prime broker.	ind uses. If the
		No Informa	ation Filed	
<u>n</u>				
lf th∈		espond to questions (b) throu	ted above) to hold some or all of its assets?  gh (g) below for each custodian the <i>private fund</i> (g) separately for each custodian.	uses. If the <i>pri</i>
Addi	itional Custodian Information : 2 Rec	ord(s) Filed.		
		•	ough g) below for each custodian the <i>private fund</i> hrough (g) separately for each custodian.	d uses. If the $ ho$
(b)	Legal name of custodian: BANK OF AMERICA N.A.			
(c)	Primary business name of custodian: BANK OF AMERICA N.A.			
(d)	The location of the custodian's office	responsible for <i>custody</i> of the	private fund's assets (city, state and country):	
	City: SAN ANTONIO	State: Texas	Country: United States	
				١
(e)	Is the custodian a related person of you	our firm?		•
(f)	If the custodian is a broker-dealer, pr	rovide its SEC registration nur	nber (if any):	
	CRD Number (if any):			
(g)	If the custodian is not a broker-deale identifier (if any)	er, or is a broker-dealer but do	oes not have an SEC registration number, provide	e its <i>legal entit</i>
		•	ough g) below for each custodian the <i>private fund</i> hrough (g) separately for each custodian.	$d$ uses. If the $\mu$
	Legal name of custodian: JP MORGAN CHASE BANK	, , , , , , , , , , , , , , , , , , , ,		
(c)	Primary business name of custodian: JP MORGAN CHASE BANK			
(d)	The location of the custodian's office	responsible for <i>custody</i> of the	private fund's assets (city, state and country):	
	City:	State:	Country:	
	NEW YORK	New York	United States	
				Υ

	CRD Number (if any):		
	(g) If the custodian is not a broker-dealer, or is a br identifier (if any)	oker-dealer but does not have an SEC registration number, provide its legal entity	
Adminis	trator		
26 (a)	Does the <i>private fund</i> use an administrator other than y	Yes our firm?	_
		estions (b) through (f) below. If the <i>private fund</i> uses more than one administrator, ye	ou
	Additional Administrator Information : 1 Record(s)	iled.	
	If the answer to question 26.(a) is "yes," respond to administrator, you must complete questions (b) through	questions (b) through (f) below. If the <i>private fund</i> uses more than one gh (f) separately for each administrator.	
	(b) Name of administrator: STATE STREET GLOBAL SERVICES		
	(c) Location of administrator (city, state and country	;	
	City: State: Georgia	Country: United States	
	ALDINIA	Yes No	·
	(d) Is the administrator a related person of your firm?	○ ●	
	(e) Does the administrator prepare and send investor	or account statements to the <i>private fund's</i> investors?	
		ed to some but not all investors) $ar{\mathbb{C}}$ No (provided to no investors)	
	II	e," who sends the investor account statements to the (rest of the) private fund's sent to the (rest of the) private fund's investors, respond "not applicable."	
you 0% Incl rele	related person?  ude only those assets where (i) such person carried out	fund's assets (by value) was valued by a person, such as an administrator, that is not the valuation procedure established for that asset, if any, including obtaining any investor subscriptions, redemptions or distributions, and fee calculations (including	
Markete	<u>rs</u>		
28 (a)	Does the <i>private fund</i> use the services of someone other	Yes  r than you or your <i>employees</i> for marketing nurnoses?	
	You must answer "yes" whether the <i>person</i> acts as a p similar <i>person</i> . If the answer to question 28.(a) is "yes,	acement agent, consultant, finder, introducer, municipal advisor or other solicitor, or respond to questions (b) through (g) below for each such marketer the <i>private fund</i> ou must complete questions (b) through (g) separately for each marketer.	•
		No Information Filed	
A. PRIVA	E FUND		
ııııvıııaı	IOH ADOUL THE FITVATE FUHU		
1. (a)	Name of the <i>private fund</i> : BSREP CARS CO-INVEST POOLING LP		

(include the "805-" prefix also) 805-7022637112

(b) Private fund identification number:

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):		
	No Information Filed		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	Filing Adviser/Relying Adviser Name		
	BROOKFIELD STRATEGIC REAL ESTATE PARTNERS GP LLC		
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.		
0.	No Information Filed		
		Yes	No
6.	(a) Is this a "master fund" in a master-feeder arrangement?	_	(O
	(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> ?	О	٠
	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?  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 for the master-feeder arrangement or reporting on the funds separately.	7.B.(	1)
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 the feeder funds answer the following questions:	r each	า of
	No Information Filed		
	No miloritation rifled		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all 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 multiple classes (or series) of shares or interests, 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"?	_	⊙
	NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investmen vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	t	
	(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	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.)?	0	•
10.	. What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund or real estate fund O securitized asset fund O venture capital fund O Other private	te fun	nd:

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> : \$ 106,779		
<u>Ow</u>	<u>nership</u>		
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 thorganizational documents of the fund).	е	
13.	Approximate number of the <i>private fund's</i> beneficial owners: 7		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 14%		
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 <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 71%		
You	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 question 17.(a) is "no," leave this question blank.	r to	
	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 to question 18.(a) is "no," leave this question blank.</li></ul>	C answ	<b>⊙</b> er
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	•
	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 <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes ©	No O
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):  Form D file number		
	021-226916		
B. SI	ERVICE PROVIDERS		
Auc	<u>ditors</u>		
		Yes	No
23.	(a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	•	0

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

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

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,

 $\circ$ 

Additional Auditor Information : 1	Record(s) Filed.			
		•	uditing	
(b) Name of the auditing firm:				
DELOITTE & TOUCHE LLP				
(c) The location of the auditing firm	m's office responsible for the <i>private f</i> .	und's audit (city state and country):		
City:	State:	Country:		
TORONTO		Canada		
(d) Is the auditing firm an independ	dent public accountant?		Yes ©	No
(e) Is the auditing firm registered	with the Public Company Accounting	Oversight Board?	•	0
If you Dublic Company Assount	ting Oversight Doord Assigned Number			
1208	ting Oversignt Board-Assigned Numbe	er:		
(f) If "yes" to (e) above, is the audaccordance with its rules?	diting firm subject to regular inspection	on by the Public Company Accounting Oversight Board in	•	0
			Va	es No
Are the <i>private fund's</i> audited financia	al statements for the most recently co	ompleted fiscal year distributed to the <i>private fund's</i>		es 140
investors?	, and the second			
Do all of the reports prepared by the	auditing firm for the private fund since	e your last <i>annual updating amendment</i> contain unqualifie	d opinio	ns?
	eived			
If you check "Report Not Yet Received,	" you must promptly file an amendmer	nt to your Form ADV to update your response when the repo	t is ava	ilable
No. 1				
<u>sroker</u>			Υe	es No
Does the <i>private fund</i> use one or mor	re prime brokers?			
•		•	the <i>pri</i>	ivate
	No Informa	tion Filed		
an				
	ians (including the prime brokers list	and above) to hold some or all of its assets?		es No
If the answer to question 25.(a) is "y	es," respond to questions (b) throug	h (g) below for each custodian the <i>private fund</i> uses. If th	_	e fun
		(g) coparatory for cash castesians		
fund uses more than one custodian  (b) Legal name of custodian:  BANK OF AMERICA	, you must complete questions (b) th	,	he <i>priva</i>	ate
(c) Primary business name of custo	odian:			
	office responsible for <i>custody</i> of the	private fund's assets (city, state and country):		
City: WILMINGTON	State: Delaware	Country: United States		
	If the answer to question 23.(a)(1) firm, you must complete questions  (b) Name of the auditing firm:     DELOITTE & TOUCHE LLP  (c) The location of the auditing firm City:     TORONTO  (d) Is the auditing firm an independing firm registered  If yes, Public Company Accountable 1208  (f) If "yes" to (e) above, is the auditional customer with its rules?  Are the private fund's audited financial investors?  Do all of the reports prepared by the Yes No Report Not Yet Received, investors?  Does the private fund use one or more if the answer to question 24.(a) is "your duses more than one prime broke fund uses more than one prime broke uses more than one custodian, you report in the answer to question 25.(a) is "you check "Report Not Yet Received, is and uses more than one custodian, you report in the answer to question 25.(a) is "you check "Report Not Yet Received, is "you check	firm, you must complete questions (b) through (f) separately for each au (b) Name of the auditing firm: DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the private fire city: State: TORONTO  (d) Is the auditing firm an independent public accountant?  (e) Is the auditing firm registered with the Public Company Accounting.  If yes, Public Company Accounting Oversight Board-Assigned Number 1208  (f) If "yes" to (e) above, is the auditing firm subject to regular inspection accordance with its rules?  Are the private fund's audited financial statements for the most recently on investors?  Do all of the reports prepared by the auditing firm for the private fund since Yes O No O Report Not Yet Received." you must promptly file an amendment for the answer to question 24. (a) is "yes," respond to questions (b) through a uses more than one prime broker, you must complete questions (b) information.  Does the private fund use any custodians (including the prime brokers liste if the answer to question 25. (a) is "yes," respond to questions (b) through a uses more than one custodian, you must complete questions (b) through a custodianal Custodian Information: 1 Record(s) Filed.  If the answer to question 25. (a) is "yes," respond to questions (b) through a uses more than one custodian, you must complete questions (b) through a public account of the private fund uses more than one custodian, you must complete questions (b) through a public account of the private fund uses more than one custodian, you must complete questions (b) through a public account of the private fund uses more than one custodian.  BANK OF AMERICA  (c) Primary business name of custodian: BANK OF AMERICA	If the answer to question 25 (a)(1) is "yes" respond to questions (b) through (b) below. If the private fund uses more than one sifem, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DEDITE a TOUGHE LEP  (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country).  City:  Country  TORONTO  Canada  (d) Its the auditing firm an adependent pubbic accountant?  (e) Its the auditing firm an adependent pubbic accountant?  (f) Its he auditing firm an adependent pubbic accountant?  (g) Its the auditing firm an adependent pubbic accountant?  (g) Its the auditing firm an adependent pubbic accountant?  (g) Its the auditing firm an adependent pubbic accountant?  (g) Its the auditing firm an adependent pubbic accountant?  (g) Its the auditing firm an adependent pubbic accountant?  (g) Its the auditing firm an adependent pubbic accountant?  (g) Its the auditing firm an adependent pubbic accountant?  (g) Its the auditing firm an adependent pubbic accountant?  (g) Its the auditing firm an adependent pubbic accountant?  (g) Its the auditing firm an adependent pubbic accountant?  (g) Its the auditing firm an adependent pubbic accountant?  (g) Its the auditing firm an adependent pubbic accountant?  (g) Its the auditing firm an adependent pubbic accountant?  (g) Its the auditing firm an adependent pubbic accountant?  (g) Its the auditing firm an adependent pubbic accountant?  (g) Its the auditing firm an adependent pubbic accountant?  (g) Its the auditing firm an adependent pubbic accountant?  (g) Its the auditing firm an adependent pubbic accountant?  (g) Its the auditing firm an adependent pubbic accountant?  (g) Its the auditing firm an adependent pubbic accountant.  (g) Its the auditing firm an adependent pubbic accountant.  (g) Its the auditing firm an adependent pubbic accountant.  (g) Its the auditing firm an adependent pubbic accountant.  (g) Its the auditing firm an adependent pubbic accountant.  (g) Its th	If the nervow in question 23, (q) (1) is "yes," respond to questions (ii) through (ii) below. If the previo find uses, more than are amilting time, you must complete questions (ii) through (i) separately for each auditing firm.  (iii) Name of the auditing firm.  (iii) The floation of the auditing firm's office responsible for the private fund's audit (city, state and country).  (iii) The floation of the auditing firm's office responsible for the private fund's audit (city, state and country).  (iii) The floation of the auditing firm's office responsible for the private fund's audit (city, state and country).  (iii) The floation of the auditing firm's office responsible for the private fund's audit (city, state and country).  (iii) It is a auditing firm an independent poolic accountant?  (iii) It is a auditing firm an independent poolic accountant?  (iv) It is not a uniting firm an independent poolic accountant?  (iv) It is not a uniting firm an independent poolic accountant?  (iv) It is not a uniting firm an independent poolic accountant?  (iv) It is not a uniting firm suffice for regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?  (iv) It is not a uniting firm auditing firm suffice it regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?  (iv) It is not reports prepared by the auditing firm for the private received first accordance with its rules?  (iii) On It is reports prepared by the auditing firm for the private fund since your form ADV is epides your respond when the capacity is reversed. If you check "Report Not You Received Will Received in private fund is accordance."  (iv) On It is previous fund use men or more prime broken; you must promptly (ii) below for each prime broken; the private fund uses if the private fund uses more than one quiters broken; you must complete questions (ii) through (ii) below for each custodian the private fund uses more than one custodian.  (iv) Legal name of custodian is not private

	To the oderodian a related	d person of your firm?		0 6
(f)	If the custodian is a brok	er-dealer, provide its SEC registrati	on number (if any):	
	- CRD Number (if any):			
(g)	If the custodian is not a lindentifier (if any)	proker-dealer, or is a broker-dealer	but does not have an SEC registration number, p	provide its <i>legal entity</i>
inistrato	or			
	_	ministrator other than your firm?		Yes
If the	e answer to question 26.(a	•	through (f) below. If the <i>private fund</i> uses more this trator.	than one administrator, yo
Add	itional Administrator Info	rmation : 1 Record(s) Filed.		
	·	(a) is "yes," respond to questions ( plete questions (b) through (f) sepa	b) through (f) below. If the <i>private fund</i> uses mor trately for each administrator.	e than one
(b)	Name of administrator: STATE STREET GLOBAL SE	ERVICES		
(c)	Location of administrator	(city, state and country):		
	City: ATLANTA	State: Georgia	Country: United States	
		Ŭ		Yes No
(d)	Is the administrator a rel	ated person of your firm?		0 0
(e)	•	•	statements to the <i>private fund's</i> investors?	
	€ Yes (provided to all inv	restors) Some (provided to some	but not all investors) ${f C}$ No (provided to no inves	stors)
(f)	·		ds the investor account statements to the (rest o e (rest of the) private fund's investors, respond "r	
	•	ercentage of the <i>private fund's</i> asse	ts (by value) was valued by a <i>person</i> , such as an	administrator, that is not
D% Include of relevant		ion used for purposes of investor s	ion procedure established for that asset, if any, in ubscriptions, redemptions or distributions, and fee	
<u>keters</u>				Yes
(a) Does	s the <i>private fund</i> use the se	ervices of someone other than you	or your employees for marketing purposes?	0
simila	ar <i>person</i> . If the answer to	question 28.(a) is "yes," respond t	gent, consultant, finder, introducer, municipal advocations (b) through (g) below for each such romplete questions (b) through (g) separately for each	marketer the <i>private fund</i>
		No	nformation Filed	

1. (a) Name of the private fund:

	BSREP CXTD BROOKFIELD CO-INVEST LP		
	(b) Private fund identification number:		
	(include the "805-" prefix also)		
	805-8782051511		
	000-0702031311		
2			
2.	Under the laws of what state or country is the <i>private fund</i> organized:		
	State: Country:		
	Cayman Islands		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
	No Information Filed		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	Filing Adviser/Relying Adviser Name		
	BSREP GP BERMUDA LIMITED		
	BSREP GP BERMUDA LIMITED		
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		
	(2) qualifies for the exclusion from 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.		
	Name of Country/English Name of Foreign Financial Regulatory Authority		
	Cayman Islands - Cayman Islands Monetary Authority		
		Ves	s No
4	(a) to this a "master fund" in a master feeder arrangement?	103	
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	s No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	_	_
	-	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 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	n 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), f	or eac	h of
•	the feeder funds answer the following questions:	o. oao	
	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 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		
	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 i multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	LISSUE	eu
	multiple classes (or series) or shares or interests, and each class (or series) invests substantially all or its assets in a single master fund.		
		Yes	s 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 investme	nt	
	vehicles, regardless of whether 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
		_	_
_			s No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment	0	⊙
	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> ?		
	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	ate fun	d:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
1.	Current gross asset value of the <i>private fund</i> : \$ 823,736		
)w	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 th organizational documents of the fund).	Э	
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%		
		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		0
	Company Act of 1940, are sales of the fund limited to qualified clients?		
	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 100%		
	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :	Yes	No
You	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 100%	Yes O	
<u>You</u>	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  100%  r Advisory Services	0	
<u>/ou</u>	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  100%  r 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	0	
You	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  100%  r 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 question 17.(a) is "no," leave this question blank.	0	•
<b>You</b>	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  100%  r 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 question 17.(a) is "no," leave this question blank.	o to	No
<b>You</b>	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  100%  r 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 question 17.(a) is "no," leave this question blank.  No Information Filed	C to	No.
<b>You</b>	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  100%  r 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 question 17.(a) is "no," leave this 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	C to	No ©
<b>You</b>	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  100%  r 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 question 17. (a) is "no," leave this 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 to question 18. (a) is "no," leave this question blank.	C to	Nc ©
<b>You</b>	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  100%  r 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 question 17. (a) is "no," leave this 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 to question 18. (a) is "no," leave this question blank.	Yes O answe	No.
<b>You</b>	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  100%  r 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 question 17. (a) is "no," leave this 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 to question 18. (a) is "no," leave this question blank.  No Information Filed	Yes O answe	No.
<b>1</b> 7.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  100%  r 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 question 17.(a) is "no," leave this 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> . If the to question 18.(a) is "no," leave this question blank.  No Information Filed	Yes O answe	No.
<b>You</b> 17. 18.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  100%  r 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 question 17.(a) is "no," leave this 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 to question 18.(a) is "no," leave this question blank.  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> ?	Yes O answe	No er
<b>You</b> 17. 18.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  100%  r 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 question 17. (a) is "no," leave this 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> ?  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> ?  0%  ate Offering	Yes O answe	Nc © er
17. 18. 19. 20.	What is the approximate percentage of the private fund beneficially owned by non-United States persons:  100%  r 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 question 17.(a) is "no," leave this 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 "no," 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?  O%  ate Offering  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 answer	No er
17. 18. 19. <b>Priv</b>	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :  100%  r 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 question 17. (a) is "no," leave this 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> ?  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> ?  0%  ate Offering	Yes O Yes O	No © er

<u>Auditors</u>

23. (a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	6	• •				
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	6	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 audit you must complete questions (b) through (f) separately for each auditing firm.	ting fir	m,				
	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 autifum, you must complete questions (b) through (f) separately for each auditing firm.	 uditing					
	(b) Name of the auditing firm:  DELOITTE & TOUCHE LLP						
	(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:  TORONTO Canada						
		Yes	No				
	(d) Is the auditing firm an independent public accountant?	•	0				
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0				
	If yes, Public Company Accounting Oversight Board-Assigned Number: 1208						
	(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?	•	0				
	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?  Do all of the reports prepared by the auditing firm for the <i>private fund</i> since your last <i>appual undating amendment</i> contain unqualified.		ons?				
(h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified opinions?						
	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 ava	ilable.				
Prime	<u>Broker</u>						
		Ye	es 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 <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	the <i>pri</i>	vate				
	No Information Filed						
Custod	<u>lian</u>	V	N.				
25 (a)	Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?		es No				
20. (u)	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 uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.		• C te fund				
	Additional Custodian Information : 2 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 th <i>fund</i> uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	e <i>priva</i>	ate				
	(b) Legal name of custodian: AUSTRALIAN EXECUTOR TRUSTEES						
	(c) Primary business name of custodian: AUSTRALIAN EXECUTOR TRUSTEES						

ADELAIDE		Australia	
		Adstralia	
(e) Is the custodian a	a related person of your firm?		
(f) If the custodian is	s a broker-dealer, provide its SEC registr	ration number (if any):	
- CRD Number (if ar	ny):		
·			
(g) If the custodian is identifier (if any)	s not a broker-dealer, or is a broker-dea	aler but does not have an SEC registra	tion number, provide its legal enti
·	stion 25.(a) is "yes," respond to question one custodian, you must complete ques		•
(b) Legal name of cus			
(c) Primary business JP MORGAN CHAS			
(d) The location of th	ne custodian's office responsible for <i>custo</i> State:	rody of the <i>private fund's</i> assets (city, s Country:	tate and country):
TORONTO		Canada	
(e) Is the custodian a	a <i>related person</i> of your firm?		
(f) If the custodian is	s a broker-dealer, provide its SEC registr	ration number (if any):	
- CRD Number (if ar	ny):		
CRD Number (ii ai			
CRD Nulliber (ii ai		alor but does not have an SEC registre	tion number, provide its legal enti
	s not a broker-dealer, or is a broker-dea	aler but does not have all SEC registra	
(g) If the custodian is	s not a broker-dealer, or is a broker-dea	aler but does not have all SEC registra	
(g) If the custodian is	s not a broker-dealer, or is a broker-dea	aler but does not have all SEC registra	
(g) If the custodian is identifier (if any)	s not a broker-dealer, or is a broker-dea		
(g) If the custodian is identifier (if any)  rator  Does the private fund use the answer to questice		n? (b) through (f) below. If the <i>private f</i> u	<i>und</i> uses more than one administra
(g) If the custodian is identifier (if any)  rator  Does the private fund use the answer to question the function of the function of the complete question of the answer to question of the answer to question of the answer to question of the function of th	se an administrator other than your firm on 26.(a) is "yes," respond to questions	n? (b) through (f) below. If the <i>private f</i> u	<i>und</i> uses more than one administra
(g) If the custodian is identifier (if any)  rator  Does the private fund use for the answer to question and the private fund and the functional Administration and the function	se an administrator other than your firm on 26.(a) is "yes," respond to questions as (b) through (f) separately for each ad ator Information: 1 Record(s) Filed.	n?  (b) through (f) below. If the <i>private fo</i> Iministrator.  ns (b) through (f) below. If the <i>private</i>	
(g) If the custodian is identifier (if any)  rator  Does the private fund use for the answer to question and the private fund and the functional Administration and the function	se an administrator other than your firm on 26.(a) is "yes," respond to questions as (b) through (f) separately for each ad ator Information: 1 Record(s) Filed.	n?  (b) through (f) below. If the <i>private fo</i> Iministrator.  ns (b) through (f) below. If the <i>private</i>	
(g) If the custodian is identifier (if any)  rator  Does the private fund use for the answer to question and the private fund and the functional Administration and the function	se an administrator other than your firm on 26.(a) is "yes," respond to questions as (b) through (f) separately for each ad ator Information: 1 Record(s) Filed.  Stion 26.(a) is "yes," respond to question ust complete questions (b) through (f) so trator:	n?  (b) through (f) below. If the <i>private fo</i> Iministrator.  ns (b) through (f) below. If the <i>private</i>	
(g) If the custodian is identifier (if any)  rator  Does the private fund use of the answer to question to the functional Administration administrator, you must complete guestion to the answer to question administrator, you must complete guestion to the answer to question administrator, you must be stated to the function of administrator of adm	se an administrator other than your firm on 26.(a) is "yes," respond to questions as (b) through (f) separately for each ad ator Information: 1 Record(s) Filed.  Stion 26.(a) is "yes," respond to question ust complete questions (b) through (f) set trator:  LOBAL SERVICES  histrator (city, state and country):	n?  (b) through (f) below. If the <i>private fo</i> Iministrator.  ns (b) through (f) below. If the <i>private</i>	
(g) If the custodian is identifier (if any)  rator  Does the private fund use of the answer to question of the answer to q	se an administrator other than your firm on 26.(a) is "yes," respond to questions as (b) through (f) separately for each ad ator Information: 1 Record(s) Filed.  Stion 26.(a) is "yes," respond to question ust complete questions (b) through (f) so trator:  LOBAL SERVICES	n?  (b) through (f) below. If the <i>private fo</i> Iministrator.  ns (b) through (f) below. If the <i>private</i>	
(g) If the custodian is identifier (if any)  rator  Does the private fund use of the answer to question of administrator, you must complete standard administrator.  (b) Name of administrator STATE STREET GL  (c) Location of adminiculties ATLANTA	se an administrator other than your firm on 26.(a) is "yes," respond to questions as (b) through (f) separately for each ad ator Information: 1 Record(s) Filed.  Stion 26.(a) is "yes," respond to question ust complete questions (b) through (f) so trator:  LOBAL SERVICES  histrator (city, state and country):  State:	(b) through (f) below. If the <i>private fo</i> Iministrator.  Ins (b) through (f) below. If the <i>private</i> separately for each administrator.  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."		
27	your 0% Incli rele	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 related person?  ude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any vant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including cations) was the valuation determined by such <i>person</i> .		
Ma	rkete	<u>ers</u>		
20	(a)		es N	
28		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, consultant, finder, fi		•
		No Information Filed		
A. F	PRIVAT	TE FUND		
Info	<u>ormat</u>	ion About the <i>Private Fund</i>		
1.		Name of the <i>private fund</i> :  BSREP CXTD CO-INVEST LP		
	. ,	Private fund identification number: (include the "805-" prefix also) 805-7157010160		
2.		er the laws of what state or country is the <i>private fund</i> organized:		
		State: Country: Cayman Islands		
3.	(a)	Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
		No Information Filed		
	(1-)			
		If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.  ng Adviser/Relying Adviser Name		
	BSF	REP GP BERMUDA LIMITED		
4.	The	private fund (check all that apply; you must check at least one):		
4.		(1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940		
	V	(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.		
	Nar	me of Country/English Name of Foreign Financial Regulatory Authority		
	Cay	yman Islands - Cayman Islands Monetary Authority		
6.	(a)	Is this a "master fund" in a master-feeder arrangement?	es No	_
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> ?	9 @	9
		No Information Filed		
			es No	_
	(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?	, 10	-

	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 for the master-feeder arrangement or reporting on the funds separately.	າ 7.B.(	1)
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 the feeder funds answer the following questions:	or eacl	h of
	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 a 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 multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	t issue	ed
_		Yes	No
3.	(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 whether they are also <i>private funds</i> or registered investment companies.	١t	
	(b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ?	0	_
	(a) It yee, also the private raise managed by years. By a related person.	- 0	0
		Vaa	NI.
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment	Yes	
7.	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	ate fur	nd:
	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> :		
	\$ 1,861,451		
Эw	vnership		
12.	Minimum investment commitment required of an investor in the private fund:		
	\$ O		
	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).	е	
13.	Approximate number of the <i>private fund's</i> beneficial owners:		
	3		
14.	What is the approximate percentage of the private fund beneficially owned by you and your related persons:		
	0%		
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	Yes	
	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> :		
	100%		
<u> Υοι</u>	ur Advisory Services		
		Yes	No

 $\circ$ 

Name of private fund:

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

	question 17.(a) is "no," leave this question blank.  No Information Filed		
		Yes	s No
8. (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 to question 18.(a) is "no," leave this question blank.	he ansv	ver
	No Information Filed		
		Yes	No.
	re your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	⊙
NC	OTE: For purposes of this question, do not consider feeder funds of the private fund.		
0. Ap	oproximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
<u>ʻrivat</u>	e Offering		
1 Ha	as the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?		s No
1. 110	as the private rand ever relied on an exemption from registration of its seed files and exemption be of the seed files net of 1700:	0	•
2. If	yes, provide the <i>private fund's</i> Form D file number (if any):		
	No Information Filed		
SERV	VICE PROVIDERS		
udito	ors		
uaito	<del>7.5</del>	Ye	s No
3. (a)	) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	•	0
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	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 audit you must complete questions (b) through (f) separately for each auditing firm.	ting firn	Λ,
	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 autifirm, you must complete questions (b) through (f) separately for each auditing firm.	ıditing	
	firm, you must complete questions (b) through (f) separately for each auditing firm.	ıditing	
		ıditing	
	firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP	ıditing	
	firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):	uditing	
	firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP	uditing	
	firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (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:	Yes	No
	firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (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:		No C
	firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm: DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country): City: TORONTO  State: Country: Canada	Yes	_
	firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (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:  TORONTO  Canada  (d) Is the auditing firm an <i>independent public accountant</i> ?	Yes	0
	firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:     DELOITTE & TOUCHE LLP  (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:         TORONTO         Canada  (d) Is the auditing firm an <i>independent public accountant</i> ?  (e) Is the auditing firm registered with the Public Company Accounting Oversight Board?  If yes, Public Company Accounting Oversight Board-Assigned Number:	Yes	0
	firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:     DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):     City:	Yes ⊙	0
	firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm: DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country): City: State: Country: TORONTO Canada  (d) Is the auditing firm an <i>independent public accountant</i> ?  (e) Is the auditing firm registered with the Public Company Accounting Oversight Board?  If yes, Public Company Accounting Oversight Board-Assigned Number: 1208  (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?	Yes ⊙ ⊙	0
(g)	firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:     DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):     City:	Yes ⊙ ⊙	O O O

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.

		No Info	armatian Filad	
		NO INTO	ormation Filed	
<u>1</u>				
loos th	no privato funduso any custodiar	as (including the prime brokers	s listed above) to hold some or all of its assets	Yes No
the a	nswer to question 25.(a) is "yes	s," respond to questions (b) th	rough (g) below for each custodian the <i>private</i> ough (g) separately for each custodian.	
Additio	onal Custodian Information : 2	Record(s) Filed.		
		•	through g) below for each custodian the <i>priva</i> (b) through (g) separately for each custodian.	te fund uses. If the private
	egal name of custodian: USTRALIAN EXECUTOR TRUSTEE	S		
	rimary business name of custod USTRALIAN EXECUTOR TRUSTEE			
С	he location of the custodian's of ity: DELAIDE	ffice responsible for <i>custody</i> of State:	the <i>private fund's</i> assets (city, state and count Country: Australia	rry):
(e) Is	s the custodian a <i>related person</i>	of your firm?		Yes No
(f) If	the custodian is a broker-deale	er, provide its SEC registration	number (if any):	
C	RD Number (if any):			
-	f the custodian is not a broker-d dentifier (if any)	lealer, or is a broker-dealer bu	t does not have an SEC registration number, լ	provide its <i>legal entity</i>
If the	answer to guestion 25 (a) is "v	ves " respond to questions (b)	through g) below for each custodian the <i>priva</i>	te fund uses. If the private
		•	(b) through (g) separately for each custodian.	te rana acces. Il tille pinnate
	egal name of custodian: PMORGAN CHASE BANK			
	rimary business name of custod PMORGAN CHASE BANK	lian:		
С	he location of the custodian's of ity: ORONTO	ffice responsible for <i>custody</i> of State:	the <i>private fund's</i> assets (city, state and count  Country:  Canada	rry):
(e) Is	s the custodian a related person	of your firm?		Yes No
				~ ~

Prime Broker

	·	dministrator other than your firm?	b) through (f) below. If the <i>private fund</i> uses more than	• one administrator
	•	nrough (f) separately for each adm	•	Tone dammistrator,
	Additional Administrator Info	ormation: 1 Record(s) Filed.		
	· ·	(a) is "yes," respond to questions plete questions (b) through (f) se	(b) through (f) below. If the <i>private fund</i> uses more the parately for each administrator.	nan one
	(b) Name of administrator: STATE STREET GLOBAL SI	ERVICES		
	(c) Location of administrator			
	City: ATLANTA	State: Georgia	Country: United States	
		J		Yes N
	(d) Is the administrator a real	lated person of your firm?		0 0
	investors? If investor acc	count statements are not sent to	the (rest of the) <i>private fund's</i> investors, respond "not a	e) <i>private fund's</i> applicable."
r	ng your last fiscal year, what p related person? ude only those assets where (i)	ercentage of the <i>private fund's</i> ass such <i>person</i> carried out the valua	·	applicable."  ministrator, that is no
r	ng your last fiscal year, what p related person? ude only those assets where (i)	ercentage of the <i>private fund's</i> ass such <i>person</i> carried out the valuation used for purposes of investor	the (rest of the) <i>private fund's</i> investors, respond "not a sets (by value) was valued by a <i>person</i> , such as an adression procedure established for that asset, if any, include	applicable."  ministrator, that is no
r L	ng your last fiscal year, what p related person? ude only those assets where (i) vant quotes, and (ii) the valuat	ercentage of the <i>private fund's</i> ass such <i>person</i> carried out the valuation used for purposes of investor	the (rest of the) <i>private fund's</i> investors, respond "not a sets (by value) was valued by a <i>person</i> , such as an adression procedure established for that asset, if any, include	applicable."  ministrator, that is no
r C	ng your last fiscal year, what p related person? ude only those assets where (i) vant quotes, and (ii) the valuat ations) was the valuation dete	ercentage of the <i>private fund's</i> ass such <i>person</i> carried out the valuation used for purposes of investor rmined by such <i>person</i> .	the (rest of the) <i>private fund's</i> investors, respond "not a sets (by value) was valued by a <i>person</i> , such as an adression procedure established for that asset, if any, include	applicable."  ministrator, that is no  ding obtaining any lculations (including
r	Ing your last fiscal year, what parelated person?  Inde only those assets where (i) yant quotes, and (ii) the valuat ations) was the valuation detects  Does the private fund use the sayou must answer "yes" whether samilar person. If the answer to	ercentage of the <i>private fund's</i> associated out the valuation used for purposes of investor rmined by such <i>person</i> .  ervices of someone other than your the <i>person</i> acts as a placement question 28.(a) is "yes," respond	the (rest of the) <i>private fund's</i> investors, respond "not a sets (by value) was valued by a <i>person</i> , such as an adration procedure established for that asset, if any, inclusively subscriptions, redemptions or distributions, and fee ca	applicable."  ministrator, that is not ding obtaining any lculations (including  Year or other solicitor, or keter the private fund
r C	Ing your last fiscal year, what parelated person?  Inde only those assets where (i) yant quotes, and (ii) the valuat ations) was the valuation detects  Does the private fund use the sayou must answer "yes" whether samilar person. If the answer to	ercentage of the <i>private fund's</i> associated out the valuation used for purposes of investor rmined by such <i>person</i> .  ervices of someone other than your the <i>person</i> acts as a placement question 28. (a) is "yes," respondance than one marketer you must	the (rest of the) <i>private fund's</i> investors, respond "not a sets (by value) was valued by a <i>person</i> , such as an adration procedure established for that asset, if any, inclusive subscriptions, redemptions or distributions, and fee calculate or your <i>employees</i> for marketing purposes?  agent, consultant, finder, introducer, municipal advisor to questions (b) through (g) below for each such marketing	applicable."  ministrator, that is not ding obtaining any lculations (including  Year or other solicitor, or keter the private fund
r C	Ing your last fiscal year, what parelated person?  Inde only those assets where (i) yant quotes, and (ii) the valuat ations) was the valuation detects  Does the private fund use the sayou must answer "yes" whether samilar person. If the answer to	ercentage of the <i>private fund's</i> associated out the valuation used for purposes of investor rmined by such <i>person</i> .  ervices of someone other than your the <i>person</i> acts as a placement question 28. (a) is "yes," respondance than one marketer you must	the (rest of the) private fund's investors, respond "not a sets (by value) was valued by a person, such as an adration procedure established for that asset, if any, inclusive subscriptions, redemptions or distributions, and fee calculate or your employees for marketing purposes?  agent, consultant, finder, introducer, municipal advisor to questions (b) through (g) below for each such marketing purposes.	applicable."  ministrator, that is not ding obtaining any lculations (including  Year or other solicitor, or keter the private fund

(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)

_			_
A. P	RIVATE FUND		
nfc	ormation About the <i>Private Fund</i>		
1.	(a) Name of the private fund:		
	BSREP II CENTER PARCS CO-INVEST 2 L.P.		
	(b) Private fund identification number:		
	(include the "805-" prefix also)		
	805-3443524830		
2.	Under the laws of what state or country is the <i>private fund</i> organized:		
	State: Country:		
	Cayman Islands		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
	No Information Filed		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	Filing Adviser/Relying Adviser Name		
	BROOKFIELD GLOBAL PROPERTY ADVISOR LIMITED		
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.		
J.	Name of Country/English Name of Foreign Financial Regulatory Authority		
	Cayman Islands - Cayman Islands Monetary Authority		
		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	⊙
	(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 D /	′1\
	for the master-feeder arrangement or reporting on the funds separately.	7.0.	. 1 )
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 the feeder funds answer the following questions:	or eac	n of
	No Information Filed		
	NO THOMAGNATION		
	NOTE: For purposes of questions 6 and 7, in a master feeder arrangement, one or more funds ("feeder funds") invest all or substantially a	II of +1	201-
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially a 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		
	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 *private fund* a "fund of funds"?

Yes No

	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?	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	•
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	ate fun	nd:
	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> : \$ 736,927,778		
Ow	<u>nership</u>		
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 documents of the fund).	е	
13.	Approximate number of the <i>private fund's</i> beneficial owners:  2		
	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: 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> : 100%		
You	ur Advisory Services		
17	(a) Are you a subadviser to this <i>private fund</i> ?	Yes	
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 question 17.(a) is "no," leave this question blank.</li></ul>	r to	•
	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 to question 18.(a) is "no," leave this question blank.	answ	er
	No Information Filed		
10		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	•
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
	0%		
<u>Priv</u>	vate Offering	Yes	N.
		Yes	INO

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. <u>If</u>	yes, provide the <i>private fund's</i> Form D file number (if any):	
	rm D file number	
02	21-251776	
3. SERV	ICE PROVIDERS	
Audito	rs	
		Yes N
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 <i>private fund</i> uses more than one audi you must complete questions (b) through (f) separately for each auditing firm.	ting 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 autifirm, you must complete questions (b) through (f) separately for each auditing firm.	uditing
	(b) Name of the auditing firm:	
	DELOITTE LLP	
	(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:	
	TORONTO	Waa Na
	(d) Is the auditing firm an independent public accountant?	Yes No
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	<ul><li>o</li><li>o</li></ul>
	If yes, Public Company Accounting Oversight Board-Assigned Number: 1208	
	(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?	• ·
		Yes N
(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?
	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>	<u>Broker</u>	Vac N
24. (a)	Does the <i>private fund</i> use one or more prime brokers?	Yes N
	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 <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	
	No Information Filed	
Custod	<u>ian</u>	Yes N
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 <i>private fund</i> uses. If the	
	uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	

Additional Custodian Information : 1 Record(s) Filed.

(b) Legal name of cu JP MORGAN CHAS			
(c) Primary business	s namo of custodian:		
JP MORGAN CHAS			
(d) The location of the	he custodian's office responsible for <i>custody</i> (	of the <i>private fund's</i> assets (city, state and country):	
City: TORONTO	State:	Country: Canada	
(e) Is the custodian	a related person of your firm?		
(f) If the custodian	is a broker-dealer, provide its SEC registratio	n number (if any):	
- CRD Number (if a	any):		
(g) If the custodian identifier (if any)	is not a broker-dealer, or is a broker-dealer l	out does not have an SEC registration number, provide it	ts <i>legal enti</i> i
f the answer to questi	use an administrator other than your firm? ion 26.(a) is "yes," respond to questions (b) t ons (b) through (f) separately for each admini	through (f) below. If the <i>private fund</i> uses more than one strator.	e administra
f the answer to question must complete question	ion 26.(a) is "yes," respond to questions (b)		e administra
If the answer to question and question and question and question and question and question and questio	ion 26.(a) is "yes," respond to questions (b) to the second (b) through (f) separately for each adminimator Information : 1 Record(s) Filed.	strator.  ) through (f) below. If the <i>private fund</i> uses more than c	
If the answer to question and question and question and question and question and question and questio	ion 26.(a) is "yes," respond to questions (b) to the second (b) through (f) separately for each adminimator Information: 1 Record(s) Filed.  stion 26.(a) is "yes," respond to questions (but the complete questions (b) through (f) separately for each adminimator Information: 1 Record(s) Filed.	strator.  ) through (f) below. If the <i>private fund</i> uses more than c	
If the answer to question must complete question Additional Administrator for the answer to question administrator, you must be administrator for the admi	ion 26.(a) is "yes," respond to questions (b) to the second (b) through (f) separately for each adminimator Information: 1 Record(s) Filed.  stion 26.(a) is "yes," respond to questions (but the complete questions (b) through (f) separately for each adminimator Information: 1 Record(s) Filed.	strator.  ) through (f) below. If the <i>private fund</i> uses more than c	
If the answer to question and the answer to question and the additional Administrator.  If the answer to question administrator, you must be administrator.  (b) Name of administrator administrator.	ion 26.(a) is "yes," respond to questions (b) to the sense (b) through (f) separately for each administrator Information: 1 Record(s) Filed.  Stion 26.(a) is "yes," respond to questions (be needed to be needed to the set of the set	strator.  ) through (f) below. If the <i>private fund</i> uses more than c	
If the answer to question and the answer to question and the additional administrator.  If the answer to question administrator, you must be administrator.  (b) Name of administrator administrator administrator.	ion 26.(a) is "yes," respond to questions (b) to the sense (b) through (f) separately for each administrator Information: 1 Record(s) Filed.  Stion 26.(a) is "yes," respond to questions (be needed to be needed to the service of the	strator.  ) through (f) below. If the <i>private fund</i> uses more than of ately for each administrator.  Country:	
If the answer to question and the answer to question and the additional Administrator.  If the answer to question administrator, you must be administrator.  (b) Name of administrator administrator.	ion 26.(a) is "yes," respond to questions (b) to the second (b) through (f) separately for each administrator Information: 1 Record(s) Filed.  Stion 26.(a) is "yes," respond to questions (b) through (f) separately for each administrator:  ANK AND TRUST COMPANY  Inistrator (city, state and country):	strator.  ) through (f) below. If the <i>private fund</i> uses more than cately for each administrator.	one
If the answer to question and the answer to question and the additional administrator.  If the answer to question administrator, you must be administrator, you must be administrator.  (b) Name of administrator administrator administrator.  (c) Location of administrator.	ion 26.(a) is "yes," respond to questions (b) to the sense (b) through (f) separately for each administrator Information: 1 Record(s) Filed.  Stion 26.(a) is "yes," respond to questions (be needed to be needed to the service of the	strator.  ) through (f) below. If the <i>private fund</i> uses more than of ately for each administrator.  Country:	
If the answer to question and additional Administrator.  If the answer to question administrator, you must be administrator.  (b) Name of administrator administrator administrator.  (c) Location of administrator.  City:  BOSTON  (d) Is the administrator.	ion 26.(a) is "yes," respond to questions (b) to the constant of the constant	strator.  ) through (f) below. If the <i>private fund</i> uses more than cately for each administrator.  Country: United States	one
If the answer to question and the answer to question and the answer to question administrator, you must be administrator, you must be administrator, you must be administrator and the administrator a	ion 26.(a) is "yes," respond to questions (b) to the sense (b) through (f) separately for each administrator Information: 1 Record(s) Filed.  stion 26.(a) is "yes," respond to questions (be needed to be needed to the series of	strator.  ) through (f) below. If the <i>private fund</i> uses more than cately for each administrator.  Country: United States	one

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 <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 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</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.	or, or	•
	No Information Filed		
<b>A</b> . P	PRIVATE FUND		
Info	ormation About the <i>Private Fund</i>		
1.	<ul> <li>(a) Name of the <i>private fund</i>: BSREP II CENTER PARCS CO-INVEST L.P.</li> <li>(b) <i>Private fund</i> identification number: (include the "805-" prefix also)</li> <li>805-7682555977</li> </ul>		
2.	Under the laws of what state or country is the <i>private fund</i> organized:  State:  Country:  Cayman Islands		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):  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  List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.		
	Name of Country/English Name of Foreign Financial Regulatory Authority		
	Cayman Islands - Cayman Islands Monetary Authority		
6.	<ul><li>(a) Is this a "master fund" in a master-feeder arrangement?</li><li>(b) If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?</li></ul>	Yes I	No <b>⊙</b>
	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 private fund identification number (if any) of the master fund in which this private fund invests? Name of private fund:</li></ul>	Yes I	No ⊙
	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 for the master-feeder arrangement or reporting on the funds separately.	7.B.(1)	)
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 the feeder funds answer the following questions:	r each	of
	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 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 multiple classes (or series) of shares or interests, 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"?		$\odot$
	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 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 <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 <i>private fund</i> ?		
	C hedge fund C liquidity fund C private equity fund for real estate fund C securitized asset fund C venture capital fund C Other private of the control of t	te fur	าd:
	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> :  \$ 716,328,610		
<u>Ow</u>	vnership		
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 documents of the fund).		
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> : 58%		
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> : 100%		
<u>You</u>	ur Advisory Services		
17.	(a) Are you a subadviser to this <i>private fund</i> ?	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 question 17.(a) is "no," leave this 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	⊙
	(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 to question 18.(a) is "no," leave this question blank.	answ	'er
	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> ?		

В.

	Va	
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?	•	s No
If yes, provide the <i>private fund's</i> Form D file number (if any):		
Form D file number		
021-251773		
RVICE PROVIDERS		
<u>tors</u>	Vo	s No
(a) (1) Are the <i>private fund's</i> 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 aucyou must complete questions (b) through (f) separately for each auditing firm.	liting firr	n,
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 a firm, you must complete questions (b) through (f) separately for each auditing firm.	uditing	
(b) Name of the auditing firm:  DELOITTE LLP		
(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: TORONTO Canada	Vaa	NI-
(d) Is the auditing firm an independent public accountant?	ves ⊙	O
(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
If yes, Public Company Accounting Oversight Board-Assigned Number: 1208		
(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?	•	0
	Vo	s No
(g) Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	•	
(h) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	d opinior	ns?
If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the repor	t is avail	lable.
<u>le Broker</u>	Vo	s No
(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 fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	_	_
No Information Filed		
	tors  (a) (1) Are the private fund's financial statements subject to an annual audit?  (b) (1) Are the private fund's financial 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 audity 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 private fund uses more than one auditional 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 a firm, you must complete questions (b) through (f) separately for each auditing firm.  (d) Name of the auditing firm:  DELOITTE LLP  (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):  City:  City:  Country:  TORONTO  Canuda  (d) Is the auditing firm an independent public accountant?  (e) Is the auditing firm registered with the Public Company Accounting Oversight Board?  If 'yes, 'Public Company Accounting Oversight Board-Assigned Number:  1208  (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?  (g) Are the private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's investors?  (g) Are 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 fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker the private fund uses. If fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	Tors  In the private Analysis financial statements subject to an annual south?  (a) (1) Are the private Analysis financial statements subject to an annual south?  (b) (2) It has assess to question 23 (a) (1) is "yes," in the triannolal statements prepared in Accordance with U.S. GANP?  (c) (2) It has assess to question 23 (a) (1) is "yes," in the triannolal statements prepared in Accordance with U.S. GANP?  (d) If the answer to question 23 (a) (1) is "yes," incapared to questions (b) through (f) below. If the private fund uses more than one auditing firm, additional Auditor Informations: 1 Record(s) Filed.  If the answer to question 33 (a) (1) is "yes," inepond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.  (a) Name of the auditing firm:  DELOTITE U.P.  (b) In elocation or the auditing firm's artice responsible for the private funds audit (city, state and country):  (city Canada Ca

Addi	tional Custodian Information : 1 Record(	s) Filed.
		bond to questions (b) through g) below for each custodian the <i>private fund</i> uses. If the $\mu$ complete questions (b) through (g) separately for each custodian.
(b)	Legal name of custodian: JP MORGAN CHASE & CO.	
(c)	Primary business name of custodian: JP MORGAN CHASE & CO.	
(d)	City:	onsible for <i>custody</i> of the <i>private fund's</i> assets (city, state and country):  State:  Country:
	TORONTO	Canada
(e)	Is the custodian a <i>related person</i> of your fi	irm?
(0)	is the custodian a related person of your n	
(f)	If the custodian is a broker-dealer, provid-	e its SEC registration number (if any):
	- CRD Number (if any):	
(g)	If the custodian is not a broker-dealer, or identifier (if any)	is a broker-dealer but does not have an SEC registration number, provide its legal entity
	the <i>private fund</i> use an administrator other	r than your firm?
Does If the must	the <i>private fund</i> use an administrator other answer to question 26.(a) is "yes," respor complete questions (b) through (f) separate	nd to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrately for each administrator.
If the must	the <i>private fund</i> use an administrator other answer to question 26.(a) is "yes," respon	nd to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrately for each administrator.
Does If the must  Addi	the <i>private fund</i> use an administrator other answer to question 26.(a) is "yes," respondent to the complete questions (b) through (f) separational Administrator Information: 1 Recombine answer to question 26.(a) is "yes," respondent	nd to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrately for each administrator.
Does If the must  Addi  If the adm	the <i>private fund</i> use an administrator other answer to question 26.(a) is "yes," respondent to the complete questions (b) through (f) separational Administrator Information: 1 Recombine answer to question 26.(a) is "yes," respondent	and to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrately for each administrator.   Dord(s) Filed.  Does not only through (f) below. If the <i>private fund</i> uses more than one
Does If the must  Addi  If the adm	the <i>private fund</i> use an administrator other answer to question 26. (a) is "yes," respondent of the respondent of the private funds (b) through (f) separational Administrator Information: 1 Recommendation answer to question 26. (a) is "yes," responding the responding the private funds (b) through (c) separational Administrator (d) is "yes," responding the private funds (d) is "yes," responding the private fu	nd to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrately for each administrator.   prd(s) Filed.   pond to questions (b) through (f) below. If the <i>private fund</i> uses more than one b) through (f) separately for each administrator.
Does If the must  Addi  If the adn  (b)	the <i>private fund</i> use an administrator other answer to question 26.(a) is "yes," responsomplete questions (b) through (f) separational Administrator Information: 1 Recommendation answer to question 26.(a) is "yes," responsionistrator, you must complete questions (INAME of administrator:  STATE STREET BANK AND TRUST COMPANY	nd to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrately for each administrator.   brd(s) Filed.   bond to questions (b) through (f) below. If the <i>private fund</i> uses more than one b) through (f) separately for each administrator.
Does If the must  Addi  If the adn  (b)	the <i>private fund</i> use an administrator other answer to question 26. (a) is "yes," respondent of the private fund use an administrator of the private questions (b) through (f) separational Administrator Information: 1 Recommendation answer to question 26. (a) is "yes," respondinistrator, you must complete questions (I)  Name of administrator:  STATE STREET BANK AND TRUST COMPANY  Location of administrator (city, state and complete questions)	nd to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrately for each administrator.  prd(s) Filed.  bond to questions (b) through (f) below. If the <i>private fund</i> uses more than one b) through (f) separately for each administrator.
Does If the must  Addi  If the adn  (b)	the <i>private fund</i> use an administrator other answer to question 26.(a) is "yes," responsomplete questions (b) through (f) separational Administrator Information: 1 Recommendation answer to question 26.(a) is "yes," responsionistrator, you must complete questions (INAME of administrator:  STATE STREET BANK AND TRUST COMPANY	and to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrately for each administrator.   prd(s) Filed.   country:  Country:
Does If the must  Addi  If the adn  (b)	the <i>private fund</i> use an administrator other answer to question 26. (a) is "yes," responsementations (b) through (f) separational Administrator Information: 1 Recommendation answer to question 26. (a) is "yes," responsionistrator, you must complete questions (INAME OF ADMINISTRATE STREET BANK AND TRUST COMPANY Location of administrator (city, state and of City:	and to questions (b) through (f) below. If the <i>private fund</i> uses more than one administrately for each administrator.   prd(s) Filed.   cond to questions (b) through (f) below. If the <i>private fund</i> uses more than one b) through (f) separately for each administrator.  Country:
Does If the must  Addi  If the adm  (b)	the <i>private fund</i> use an administrator other answer to question 26. (a) is "yes," responsementations (b) through (f) separational Administrator Information: 1 Recommendation answer to question 26. (a) is "yes," responsionistrator, you must complete questions (INAME OF ADMINISTRATE STREET BANK AND TRUST COMPANY Location of administrator (city, state and of City:	nd to questions (b) through (f) below. If the private fund uses more than one administrately for each administrator.  prd(s) Filed.  pond to questions (b) through (f) below. If the private fund uses more than one b) through (f) separately for each administrator.  Country:  United States
Does If the must  Addi  If th adm  (b)  (c)	the <i>private fund</i> use an administrator other answer to question 26. (a) is "yes," responsomplete questions (b) through (f) separational Administrator Information: 1 Recomble answer to question 26. (a) is "yes," responsinistrator, you must complete questions (INAME OF ADMINISTRATE STREET BANK AND TRUST COMPANY Location of administrator (city, state and city:  State:  BOSTON  Massachuse  Is the administrator a <i>related person</i> of your service of the private of the pri	nd to questions (b) through (f) below. If the private fund uses more than one administrately for each administrator.  prd(s) Filed.  pond to questions (b) through (f) below. If the private fund uses more than one by through (f) separately for each administrator.  Country:  Country:  United States
Does If the must  Addi  If th adm  (b)  (c)	the <i>private fund</i> use an administrator other answer to question 26. (a) is "yes," responsomplete questions (b) through (f) separational Administrator Information: 1 Recommendation answer to question 26. (a) is "yes," responsistrator, you must complete questions (like Name of administrator:  STATE STREET BANK AND TRUST COMPANY  Location of administrator (city, state and company)  City: State:  BOSTON Massachuse  Is the administrator a <i>related person</i> of you not be administrator prepare and send	country):  Country: United States  Yeur firm?  Country: C

your related person?

	0%			
	rele	ude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining an vant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (includications) was the valuation determined by such <i>person</i> .	-	
<u>Ma</u>	rkete	ers — — — — — — — — — — — — — — — — — — —		
			Yes	No
28.	(a)	Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	$\circ$	•
		You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor 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</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. P	RIVAT	TE FUND		
Info	ormat	tion About the <i>Private Fund</i>		
1.	(a)	Name of the <i>private fund</i> :		
		BSREP II SEOUL IFC CO-INVEST L.P.		
	. ,	Private fund identification number:		
		(include the "805-" prefix also)		
		805-8217771695		
2.	Und	ler the laws of what state or country is the <i>private fund</i> organized:		
۷.		State: Country:		
		Cayman Islands		
3.	(a)	Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
		No Information Filed		
	(b)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
		ing Adviser/Relying Adviser Name		
	BRO	OOKFIELD GLOBAL PROPERTY ADVISOR LIMITED		
1	Tho	private fund (check all that apply; you must check at least one):		
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.		
	Nar	me of Country/English Name of Foreign Financial Regulatory Authority		
	Cay	yman Islands - Cayman Islands Monetary Authority		
			Yes	No
6.	(a)	Is this a "master fund" in a master-feeder arrangement?	$\circ$	•
	(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	•
		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:		

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.

(include the "805-" prefix also)

1.	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.E the feeder funds answer the following questions:	3.(1), for ead	ch of
	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 substar assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this quest multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master	ion if it issu	
		Ye	s No
8.	(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 inv		•
	vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	estinent	
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	0	0
		Ye	s 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.)?	t 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 Oth	er <i>private fu</i>	ınd:
	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> : \$ 443,686,200		
Ow	<u>vnership</u>		
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 for organizational documents of the fund).	th in the	
13.	. Approximate number of the <i>private fund's</i> beneficial owners:		
14.	. What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%		
15.	. (a) What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 0%		
		Ye	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 qualified clients?	0	0
16.	. What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 100%		
Υοι	ur Advisory Services		
17.	. (a) Are you a subadviser to this <i>private fund</i> ?	Ye:	s 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 question 17.(a) is "no," leave this question blank.	answer to	
	No Information Filed		
10	(a) Do any investment adules a (ather the investment adule 1911 1912 1913 1914 1915 1915 1915 1915 1915 1915 1915		s 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 private fund?</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 private fund.</li></ul>	O If the ansv	

	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.		
	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
Priva	ate Offering		
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?	Yes	o No o O
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	No Information Filed		
3. SE	RVICE PROVIDERS		
<u>Audi</u>	<u>tors</u>	Yes	s No
23.	(a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	•	0
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	⊙	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 aud you must complete questions (b) through (f) separately for each auditing firm.	iting firm	١,
	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 a firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE LLP	uditing	
	(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: TORONTO Canada		
	TORONTO	Yes I	No
	(d) Is the auditing firm an independent public accountant?	_	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 1208		
	(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?	•	0
		Yes	s No
	(g) Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	•	0
	(h) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	opinion	s?
	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 repor	t is availa	able.
Prim	ne Broker	V -	. NI-
24.	(a) Does the <i>private fund</i> use one or more prime brokers?	Yes	s No
	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 <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	_	

No Information Filed
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_			
$C_{1}$	ısto	Mi:	an

cord(s) Filed.		
	,	es. If the $p$
responsible for <i>custody</i> of	f the <i>private fund's</i> assets (city, state and country):	
State:	Country:	
	Canada	Υ
our firm?		
		,
rovide its SEC registration	number (if any):	
other than your firm?		
		administra
Record(s) Filed.		
	•	е
1PANY		
and country):		
<b>J</b> .	Country:	
chusetts	United States	
chusetts of your firm?	United States	Ye
	United States	Ye O
r e e e e e e e e e e e e e e e e e e e	responsible for custody of State:  our firm?  ovide its SEC registration  r, or is a broker-dealer be  espond to questions (b) the parately for each adminis  Record(s) Filed.  respond to questions (b)  ons (b) through (f) separate	canada  pur firm?  povide its SEC registration number (if any):  r, or is a broker-dealer but does not have an SEC registration number, provide its  pother than your firm?  respond to questions (b) through (f) below. If the private fund uses more than one aparately for each administrator.  Record(s) Filed.  respond to questions (b) through (f) below. If the private fund uses more than one aparately for each administrator.

THE ADMINISTRATOR PREPARES AND UPLOADS THE INVESTOR ACCOUNT STATEMENTS TO FISDX AFTER REVIEW AND APPROVAL BY THE

	REGISTRANT.		
27.	During 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 your <i>related person</i> ?  0%	is not	
	Include only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining a	ny	
	relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (includations) was the valuation determined by such <i>person</i> .	•	
Ma	<u>rketers</u>	<b>V</b> = =	<b>N</b> I-
28.	(a) Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	Yes	No ⊙
	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor 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</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.	or, or	
	No Information Filed		
 4. Рі	RIVATE FUND		
nfo	ormation About the <i>Private Fund</i>		
1.	(a) Name of the <i>private fund</i> :		
• •	BSREP III ANTLIA CO-INVEST 2 L.P.		
	(b) Private fund identification number:		
	(include the "805-" prefix also)		
	805-9693512353		
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):		
	No Information Filed		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	Filing Adviser/Relying Adviser Name		
	BROOKFIELD ASSET MANAGEMENT PIC US, LLC		
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 <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-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 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 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 is multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	ssue	d				
0		Yes					
8.	(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 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?	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	•				
10.	What type of fund is the <i>private fund</i> ?						
	O hedge fund O liquidity fund O private equity fund or real estate fund of securitized asset fund of venture capital fund of the private	e fun	ıd:				
	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> :						
	\$ 101,590,292						
<u>Ow</u>	vnership						
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 documents of the fund).						
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> :  1%						
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> : 4%						
<u> Yoı</u>	ur Advisory Services						
17	(a) Are you a subadviser to this <i>private fund</i> ?	Yes					
17.	<ul><li>(a) Are you a subadviser to this <i>private rund?</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 question 17.(a) is "no," leave this question blank.</li></ul>	to	•				

No Information Filed

		Yε	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?	С	•
	(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 to question 18.(a) is "no," leave this question blank.	he ans	wer
	No Information Filed		
		Υe	s No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	О	•
	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%		
Pri۱	vate Offering		
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?	Ye •	s No
22.	If yes, provide the private fund's Form D file number (if any):		
	Form D file number		
	021-327100		
	ERVICE PROVIDERS		
Auc	<u>ditors</u>	Υє	es No
23.	(a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	6	0
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	6	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 audi	ting fir	m,
	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 autirm, you must complete questions (b) through (f) separately for each auditing firm.	uditing	
	(b) Name of the auditing firm:  DELOITTE LLP		
	(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:		
	TORONTO		
		Yes	No
	(d) Is the auditing firm an independent public accountant?	⊙	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 1208		
	(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?	•	0
		Υ¢	es No
	(g) Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	6	0
	(h) Do all of the reports prepared by the auditing firm for the <i>private fund</i> since your last <i>annual updating amendment</i> contain unqualified	opinio	ns?
	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 ava	ilable.

		No Inform	nation Filed	
lian_				
<u></u>				Υ
·		·	sted above) to hold some or all of its assets?	
·		•	ugh (g) below for each custodian the <i>private fu</i> h (g) separately for each custodian.	und uses. If the <i>priva</i>
Additional Custodian	n Information : 1 Record(s) File	ed.		
·			rough g) below for each custodian the <i>private</i> through (g) separately for each custodian.	fund uses. If the <i>priv</i>
(b) Legal name of o				
(c) Primary busines J.P. MORGAN CH	ss name of custodian: HASE & CO.			
	the custodian's office responsibl	e for <i>custody</i> of th	e private fund's assets (city, state and country)	):
City: NEW YORK	State: New Yo	ork	Country: United States	
				Yes
(e) Is the custodian	n a <i>related person</i> of your firm?			0
	any):			
CRD Number (if				
		oroker-dealer but c	loes not have an SEC registration number, pro	ovide its <i>legal entity</i>
(g) If the custodian		oroker-dealer but c	loes not have an SEC registration number, pro	ovide its <i>legal entity</i>
(g) If the custodian		oroker-dealer but c	loes not have an SEC registration number, pro	ovide its <i>legal entity</i>
(g) If the custodian identifier (if any) istrator  Does the private fund	use an administrator other than	your firm?		Y
(g) If the custodian identifier (if any) istrator  Does the private fund If the answer to ques	use an administrator other than	ı your firm? questions (b) throu	ugh (f) below. If the <i>private fund</i> uses more tha	Y
(g) If the custodian identifier (if any)  istrator  Does the private fund  If the answer to ques must complete question	use an administrator other than tion 26.(a) is "yes," respond to d	your firm? questions (b) throu or each administrat	ugh (f) below. If the <i>private fund</i> uses more tha	Y
(g) If the custodian identifier (if any) istrator  Does the private fund If the answer to question and	use an administrator other than stion 26.(a) is "yes," respond to dions (b) through (f) separately for rator Information : 1 Record(s)	your firm? questions (b) throuor each administrat  Filed.  o questions (b) thr	ugh (f) below. If the <i>private fund</i> uses more that or.  Tough (f) below. If the <i>private fund</i> uses more	Y an one administrator
(g) If the custodian identifier (if any)  istrator  Does the private fund  If the answer to question and the answer to question and the answer to question administrator, you result to the answer to question administrator to the answer to question administrator to the answer to question administrator to question and the answer to question administrator to	use an administrator other than stion 26. (a) is "yes," respond to clons (b) through (f) separately for rator Information: 1 Record(s) estion 26. (a) is "yes," respond to must complete questions (b) through	your firm? questions (b) throuor each administrat  Filed.  o questions (b) thr	ugh (f) below. If the <i>private fund</i> uses more that or.  Tough (f) below. If the <i>private fund</i> uses more	Y an one administrator
(g) If the custodian identifier (if any).  istrator  Does the private fund If the answer to question and the answer to question and the additional Administrator.  If the answer to question administrator, you in the street Extra STATE STREET Extra STREET Extra STREET Extra STATE STREET Extra STREET	use an administrator other than stion 26.(a) is "yes," respond to dions (b) through (f) separately for rator Information: 1 Record(s) estion 26.(a) is "yes," respond to must complete questions (b) through the strator:	your firm? questions (b) throuor each administrat  Filed.  o questions (b) throuongh (f) separately	ugh (f) below. If the <i>private fund</i> uses more that or.  Tough (f) below. If the <i>private fund</i> uses more	Y an one administrator
(g) If the custodian identifier (if any).  istrator  Does the private fund If the answer to question and the answer to question and the administrator, you in the administrator, you in the administrator and the administra	use an administrator other than stion 26. (a) is "yes," respond to closs (b) through (f) separately for rator Information: 1 Record(s) estion 26. (a) is "yes," respond to must complete questions (b) through the strator:  BANK AND TRUST COMPANY chinistrator (city, state and country State:	your firm? questions (b) throuor each administrat  Filed.  o questions (b) throuongh (f) separately	ugh (f) below. If the <i>private fund</i> uses more that for.  Tough (f) below. If the <i>private fund</i> uses more of for each administrator.  Country:	Y an one administrator
(g) If the custodian identifier (if any)  istrator  Does the private fund  If the answer to question in the answer to ques	use an administrator other than stion 26.(a) is "yes," respond to closs (b) through (f) separately for rator Information: 1 Record(s) estion 26.(a) is "yes," respond to must complete questions (b) through the strator:  BANK AND TRUST COMPANY	your firm? questions (b) throuor each administrat  Filed.  o questions (b) throuongh (f) separately	ugh (f) below. If the <i>private fund</i> uses more that or.  Fough (f) below. If the <i>private fund</i> uses more of the private fund uses more of the foreach administrator.	Y an one administrator

		Tes (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."		
27.		ng 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 related person?	not	
	relev	ude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any vant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (includin cations) was the valuation determined by such <i>person</i> .		
<u>Ma</u>	rkete	<u>rs</u>		
28	(a)	Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	es.	
20.	•	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, 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 fu</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.	or	•
		No Information Filed		
A. P	RIVAT	E FUND		
Info	rmati	ion About the <i>Private Fund</i>		
1.		Name of the <i>private fund</i> : BSREP III ANTLIA CO-INVEST L.P.		
		Private fund identification number:		
		(include the "805-" prefix also)		
	;	805-6144371108		
2.		er 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):		
		No Information Filed		
	(b)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
		ng Adviser/Relying Adviser Name		
		DOKFIELD ASSET MANAGEMENT PIC US, LLC		
4	Tho	private fund (check all that apply; you must check at least one):		
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 <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.		
		No Information Filed		
6	(2)		'es	
6.		Is this a "master fund" in a master-feeder arrangement?  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	⊙
	. ,	No Information Filed		
		·	<b>'</b> 00	NI~
	(c)	la this a "fooder fund" in a master fooder arrangement?	es O	No ⊙
		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?		۳

	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 for the master-feeder arrangement or reporting on the funds separately.	7.B.(´	1)
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 the feeder funds answer the following questions:	· each	ı of
	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 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 multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	issue	d
_	(a) In this part at 6 and a 116 and a 6 6 and a 110	Yes	
3.	(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 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?	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	•
10.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund or real estate fund O securitized asset fund O venture capital fund O Other private	te fun	ıd:
	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> : \$ 1,234,149,879		
<u>Ow</u>	<u>nership</u>		
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 documents of the fund).		
13.	Approximate number of the <i>private fund's</i> beneficial owners:  18		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 8%		
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> : 40%		
YOL	ur Advisory Services	Yes	No

 $\circ$ 

Name of private fund:

17. (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 <i>private fund</i> . If the answerton 17.(a) is "no," leave this question blank.	wer to	
		No Information Filed		
			Ye	s No
18.		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 to question 18.(a) is "no," leave this question blank.	C the ansv	
		No Information Filed		
			Ye	s No
19.		your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	•
	NO7	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>	<u>/ate</u>	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?		s No
21.	rius	The private rand ever relied on an exemption from registration of its securities and regulation b of the securities rich of 1755.	0	0
22.		es, provide the <i>private fund's</i> Form D file number (if any):		
		m D file number 1-327099		
3. SI	ERVI	CE PROVIDERS		
Aud	litors	<u>s</u>		
			Ye	es No
23.	(a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	•	0
		(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 <i>private fund</i> uses more than one audityou must complete questions (b) through (f) separately for each auditing firm.	ting firi	m, ——
		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 autirm, you must complete questions (b) through (f) separately for each auditing firm.	uditing	
		(b) Name of the auditing firm:		
		DELOITTE LLP		
		(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:		
		TORONTO	Yes	No
		(d) Is the auditing firm an independent public accountant?	•	0
		(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
		If yes, Public Company Accounting Oversight Board-Assigned Number: 1208		
		(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?	•	0
			٧c	es No
	_	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i>	•	
		investors?		-
	(h)	Do all of the reports prepared by the auditing firm for the <i>private fund</i> since your last <i>annual updating amendment</i> contain unqualified  • Yes • No • Report Not Yet Received	opinio	ns?
		→ res → ino → keport inot ret keceivea		

	If you check "Report Not Yet Received," yo	ou must promptly file an amei	ndment to your Form ADV to update your response when	the report is available
me B	<u>roker</u>			
(-)	Dear the make the foundation of the control of the			Yes N
	•	" respond to questions (b) t	hrough (e) below for each prime broker the <i>private fund</i> s (b) through (e) separately for each prime broker.	O 6 Juses. If the <i>private</i>
		No Inf	formation Filed	
todia	<u>an</u>			
(0)	Doos the private funduce any sustedian	c (including the prime broke	re listed above) to hold some or all of its assets?	Yes N
	•	" respond to questions (b) t	rs listed above) to hold some or all of its assets?  hrough (g) below for each custodian the <i>private fund</i> usough (g) separately for each custodian.	es. If the <i>private fun</i>
	Additional Custodian Information : 1 I	Record(s) Filed.		
		·	through g) below for each custodian the <i>private fund</i> und the control (b) through (g) separately for each custodian.	ises. If the <i>private</i>
	(c) Primary business name of custodia J.P. MORGAN CHASE & CO.	an:		
	(d) The location of the custodian's off	ice responsible for <i>custody</i> o	f the <i>private fund's</i> assets (city, state and country):	
	City: NEW YORK	State: New York	Country: United States	
	WEW TORK	New York	omitod otdios	Yes No
	(e) Is the custodian a related person of	of your firm?		0 0
	(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-de identifier (if any)	ealer, or is a broker-dealer b	ut does not have an SEC registration number, provide i	ts legal entity
<u>ninis</u>	<u>trator</u>			
(a)	Does the <i>private fund</i> use an administrat	tor other than your firm?		Yes N ⊙ (
	•	" respond to questions (b) the	nrough (f) below. If the <i>private fund</i> uses more than one trator.	
	Additional Administrator Information	: 1 Record(s) Filed.		
	If the answer to question 26.(a) is "ye administrator, you must complete que		through (f) below. If the <i>private fund</i> uses more than dately for each administrator.	one
	(b) Name of administrator:  STATE STREET BANK AND TRUST C	OMPANY		
	(c) Location of administrator (city, sta	ate and country):		
	City: State		Country:	
	BOSTON Mass	sachusetts	United States	Yes No

		(d) Is the administrator a <i>related person</i> of your firm?	) f	•	
		(e) Does the administrator prepare and send investor account statements to the <i>private fund's</i> investors?  • Yes (provided to all investors) • 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."			
27.		ng 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 related person?	is n	ot	
	relev	ude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining a vant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (includations) was the valuation determined by such <i>person</i> .	-	I	
Maı	kete	<u>rs</u>			
			Ye	es	No
28.		Does the private fund use the services of someone other than you or your employees for marketing purposes?	(	_	•
	!	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitors is 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</i> such 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. PI	RIVAT	E FUND			
Info	rmati	ion About the <i>Private Fund</i>			
11110	mat	CHARGE THE TARRET AND			
1.	(a)	Name of the <i>private fund</i> :			
		BSREP III BPY LLC			
	` '	Private fund identification number:			
		(include the "805-" prefix also) 805-9612193724			
	,	805-9612193724			
2.	Unde	er 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):			
		No Information Filed			
	(b)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.			
	Filii	ng Adviser/Relying Adviser Name			
	BRC	OKFIELD ASSET MANAGEMENT PIC US, LLC			
4.		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			
	IV.	(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			
			Υє	es	No
6.	(a)	Is this a "master fund" in a master-feeder arrangement?	c		•
	(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			

	(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 for the master-feeder arrangement or reporting on the funds separately.	7.B.(	(1)
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 the feeder funds answer the following questions:	- eac	h of
	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 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 multiple classes (or series) of shares or interests, 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"?	_	$\odot$
	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> ?	_	_
	(a) It yes, uses the private rand invest in ranged by you or by a related person.	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	•
10.	What type of fund is the <i>private fund</i> ?		
	C hedge fund C liquidity fund C private equity fund c real estate fund C securitized asset fund C venture capital fund C Other private	te fui	nd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
	NOTE. For definitions of these fund types, please see instruction of the instructions to fair fa.		
11.	Current gross asset value of the <i>private fund</i> : \$ 3,795,082,845		
<u>Ow</u>	<u>vnership</u>		
12.	Minimum investment commitment required of an investor in the private fund:		
	\$ 10,000,000		
	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 of the fund).	!	
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%		
		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> : 100%		

Yes No

our				_
7. (	(a)	Are you a subadviser to this <i>private fund</i> ?	Ye	s N
	(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 question 17.(a) is "no," leave this question blank.	_	•
		No Information Filed		
			Ye	s N
3. (	(a)	Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	0	(
(		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 to question 18.(a) is "no," leave this question blank.	ans	ver
		No Information Filed		
) /	∆re	your <i>clients</i> solicited to invest in the <i>private fund</i> ?	_	s N
		TE: For purposes of this question, do not consider feeder funds of the private fund.	0	(
	Appı 7%	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
riva	ate (	Offering		
		<del></del>	Ye	s N
1. H	Has	the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	0	(
2. I	If y∈	es, provide the <i>private fund's</i> Form D file number (if any):		
		No Information Filed		
<u>udi</u> t	tors		_	
<u>udi</u> t	tors		Ye ⊚ ⊙	) (
<u>udi</u> t	tors (a)	(1) Are the <i>private fund's</i> 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 <i>private fund</i> uses more than one auditing	0	) (
<u>udi</u> t	tors (a)	(1) Are the <i>private fund's</i> 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?	0	)
<u>udi</u> t	tors (a)	(1) Are the <i>private fund's</i> 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 <i>private fund</i> uses more than one auditin you must complete questions (b) through (f) separately for each auditing firm.	<b>o</b> g firi	)
<u>udi</u> †	tors (a)	(1) Are the <i>private fund's</i> 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 <i>private fund</i> uses more than one auditing 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.	<b>o</b> g firi	)
<u>udi</u> †	tors (a)	(1) Are the <i>private fund's</i> 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 <i>private fund</i> uses more than one auditing 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 audifirm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE LLP  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):	<b>o</b> g firi	)
<u>udi</u> †	tors (a)	(1) Are the <i>private fund's</i> 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 <i>private fund</i> uses more than one auditing 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 audifirm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE LLP  (c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):  City:  State:  Country:  TORONTO  Canada	g firm	) i
<u>udi</u> †	tors (a)	(1) Are the <i>private fund</i> '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 <i>private fund</i> uses more than one auditing 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 audifirm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE LLP  (c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):  City:  State:  Country:  TORONTO  Canada	<b>o</b> g firi	) m,
<u>udi</u> t	tors (a)	(1) Are the <i>private fund's</i> 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 <i>private fund</i> uses more than one auditing 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 audifirm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE LLP  (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:  TORONTO  Canada  (d) Is the auditing firm an <i>independent public accountant?</i>	g firm	No
<u>udi</u> t	tors (a)	(1) Are the <i>private fund's</i> 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 <i>private fund</i> uses more than one auditing 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 audifirm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE LLP  (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:  TORONTO  Canada  (d) Is the auditing firm an <i>independent public accountant?</i>	g firm	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?

investors?

<u>roker</u>		Yes N
Does the private fund use one or mo	re prime brokers?	0 6
•	•	rough (e) below for each prime broker the <i>private fund</i> uses. If the <i>private</i> (b) through (e) separately for each prime broker.
	No Info	ormation Filed
<u>an</u>		
Doos the private fundues any custor	lians (including the prime brokers	Yes N s listed above) to hold some or all of its assets?
If the answer to question 25.(a) is "	yes," respond to questions (b) th	rough (g) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses are the private funders of
Additional Custodian Information	: 1 Record(s) Filed.	
•	•	through g) below for each custodian the <i>private fund</i> uses. If the <i>private</i> (b) through (g) separately for each custodian.
(b) Legal name of custodian: J.P. MORGAN CHASE & CO.		
(c) Primary business name of cus J.P. MORGAN CHASE & CO.	todian:	
(d) The location of the custodian's City:  NEW YORK	s office responsible for <i>custody</i> of State: New York	the <i>private fund's</i> assets (city, state and country):  Country: United States
NEW TORK	New Tork	Yes No
(e) Is the custodian a related pers	on of your firm?	○ ●
(f) If the custodian is a broker-de	aler, provide its SEC registration	number (if any):
CRD Number (if any):		
(g) If the custodian is not a broke identifier (if any)	r-dealer, or is a broker-dealer bu	t does not have an SEC registration number, provide its legal entity
<u>trator</u>		Yes N
Does the <i>private fund</i> use an adminis	strator other than your firm?	⊙ (
If the answer to question 26.(a) is " must complete questions (b) throug		rough (f) below. If the <i>private fund</i> uses more than one administrator, you rator.
Additional Administrator Informat	ion : 1 Record(s) Filed.	
If the answer to question 26.(a) is administrator, you must complete		through (f) below. If the <i>private fund</i> uses more than one rely for each administrator.
(b) Name of administrator:  STATE STREET BANK AND TRUS	ST COMPANY	
S SINCE DAWN AND INC.	33m / W	
(c) Location of administrator (city	state and country):	

Country:

City:

State:

	Yes	No	
	(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) private fund's		
	investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."		
27	During 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 related person?	1101	
	0%		
	Include 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) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such <i>person</i> .		
<u>Ma</u>	<u>keters</u>		
		Yes	No
28.	(a) Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> 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, 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 you must complete questions (b) through (g) separately for each marketer.		
	No Information Filed		
	RIVATE FUND		_
Α. Ι	TVATE FORD		
Info	rmation About the <i>Private Fund</i>		
1.	(a) Name of the <i>private fund</i> :		
	BSREP III URSA CO-INVEST 2 L.P.		
	(b) Private fund identification number:		
	(include the "805-" prefix also)		
	805-8053958050		
2.	Under the laws of what state or country is the <i>private fund</i> organized:		
	State: Country:		
	Bermuda		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):		
	No Information Filed		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	Filing Adviser/Relying Adviser Name		
	BROOKFIELD GLOBAL PROPERTY ADVISOR LIMITED		
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		
E	List the name and country, in English, of each fareign financial regulatory authority with which the private fund is registered		
J.	List the name and country, in English, of each <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.  Name of Country/English Name of Foreign Financial Regulatory Authority		
	Bermuda - Bermuda Monetary Authority		
		Yes	 No
			· ·

United States

BOSTON

Massachusetts

	(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	•
	(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 for the master-feeder arrangement or reporting on the funds separately.	7.B.(´	1)
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 the feeder funds answer the following questions:	r each	ı of
	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 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 multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
0		Yes	No
8.	(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 whether they are also <i>private funds</i> 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
0	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment	Yes	
9.	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 or real estate fund O securitized asset fund O venture capital fund O Other private	te fun	d:
	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> : \$ 54,826,809		
<u>Ow</u>	<u>nership</u>		
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 documents of the fund).	<b>!</b>	
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%	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> ?	O	O

	100	)%		
You	ır Ac	dvisory Services		
17	(0)	Are you a subadviser to this private fund	Yes	
17.		Are you a subadviser to this <i>private fund?</i> 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 question 17.(a) is "no," leave this question blank.	_	•
		No Information Filed		
			Yes	N
18.		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 to question 18.(a) is "no," leave this question blank.	answ	∍r
		No Information Filed		
			Yes	No
19.		your <i>clients</i> solicited to invest in the <i>private fund</i> ?	$\circ$	0
	NO	TE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	App 13%	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
Priv	<u>rate</u>	Offering		
21.	Has	s the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes	No
22	lf v	vos provido the private fundio Form D file number (if apv).		
22.		res, provide the <i>private fund's</i> Form D file number (if any):  rm D file number		
	02	1-342598		
	litor	<ul><li>S</li><li>(1) Are the private fund's financial statements subject to an annual audit?</li></ul>	Yes	
20.	(u)	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	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 you must complete questions (b) through (f) separately for each auditing firm.	j 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 audit firm, you must complete questions (b) through (f) separately for each auditing firm.	ing	
		(b) Name of the auditing firm:  DELOITTE AND TOUCHE LLP		
		(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: TORONTO Canada		
		(d) to the auditing firm an independent public association?	es N	O
		(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	⊙ (	0
		If yes, Public Company Accounting Oversight Board-Assigned Number: 1208		
		(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?	⊙ (	5

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

	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?
	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	<u>Broker</u>	
24 (a)	) Does the <i>private fund</i> use one or more prime brokers?	Yes No
21. (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 answer to question 24.(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses.	<b>○ ⊙</b> he <i>private</i>
	fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	
	No Information Filed	
Custodi	<u>dian</u>	
25. (a)	) Does the <i>private fund</i> 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 <i>private fund</i> uses. If the uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	
	No Information Filed	
	istrator  Does the private fund use an administrator other than your firm?	Yes No ⓒ ⓒ
	<u>istrator</u>	<ul><li>0</li></ul>
	istrator  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 administ must complete questions (b) through (f) separately for each administrator.	<ul><li>0</li></ul>
	istrator  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 administ 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	<ul><li>0</li></ul>
	istrator  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 administ 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:	<ul><li>0</li></ul>
	istrator  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 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:  STATE STREET BANK AND TRUST COMPANY  (c) Location of administrator (city, state and country):  City: State: Country:	<ul><li>0</li></ul>
	istrator  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 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:  STATE STREET BANK AND TRUST COMPANY  (c) Location of administrator (city, state and country):  City: State: Country:  BOSTON Massachusetts United States	<ul><li>0</li></ul>
	istrator  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 administ 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:  STATE STREET BANK AND TRUST COMPANY  (c) Location of administrator (city, state and country):  City: State: Country:  BOSTON Massachusetts United States	o Crator, you
	istrator  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 administ 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:  STATE STREET BANK AND TRUST COMPANY  (c) Location of administrator (city, state and country):  City: State: Country:  BOSTON Massachusetts United States	rator, you

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

0%

allocations) was the valuation determined by such person.

Yes No

Ma	rkete	<u>ers</u>		
28	(a)	Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	Yes	
20.	(u)	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor 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 t</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. P	RIVA	TE FUND		
Info	orma	tion About the <i>Private Fund</i>		
1.	(a)	Name of the <i>private fund</i> :  BSREP III URSA CO-INVEST L.P.		
	(b)	Private fund identification number: (include the "805-" prefix also) 805-5386350126		
2.	Und	der the laws of what state or country is the <i>private fund</i> organized:		
		State: Country: Bermuda		
3.	(a)	Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
		No Information Filed		
	Fil	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.  ing Adviser/Relying Adviser Name  OOKFIELD GLOBAL PROPERTY ADVISOR LIMITED		
4.	The	e 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.		
		me of Country/English Name of Foreign Financial Regulatory Authority		
	Ве	rmuda - Bermuda Monetary Authority		
			Yes	No
6.		Is this a "master fund" in a master-feeder arrangement?	$\circ$	⊙
	(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?		(O
				٠
		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 the master-feeder arrangement or reporting on the funds separately.	.B.(1	۱)
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 feeder funds answer the following questions:	each	of

No Information Fi
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	NOTE. For purposes of questions 4 and 7, in a master feeder arrangement, one or more funds ("feeder funds") invest all or substantially all	of th	olr
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all 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 is multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		
		Yes	No
8.	(a) Is this private fund 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.)?	0	
10.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund or real estate fund O securitized asset fund O venture capital fund O Other private	te fun	d:
	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> : \$ 351,393,390		
<u>Ow</u>	<u>nership</u>		
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 documents of the fund).		
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: 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 <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 100%		
Υοι	ur Advisory Services		
17.	(a) Are you a subadviser to this <i>private fund</i> ?	Yes	No ①
	(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		
	question 17.(a) is "no," leave this 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	•
	(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 a to question 18.(a) is "no," leave this question blank.	answ	
	No Information Filed		
- در		Yes	No
10	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 <i>clients</i> has invested in the <i>private fund</i> ? 8%		
<u>Priv</u>	ate Offering		
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?	Ye ©	s No
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number		
	021-342597		
B. SE	RVICE PROVIDERS		
<u>Audi</u>	<u>itors</u>	Υe	s No
23.	(a) (1) Are the <i>private fund's</i> 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 <i>private fund</i> uses more than one audityou 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 at firm, you must complete questions (b) through (f) separately for each auditing firm.	uditing	
	(b) Name of the auditing firm:  DELOITTE AND TOUCHE LLP		
	(c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):  City:  TORONTO  State:  Country:  Canada		
	Callada	Yes	No
	(d) Is the auditing firm an independent public accountant?	•	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 1208		
	(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?	•	0
		Ye	es No
	(g) Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	•	0
	(h) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	l opinio	ns?
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report	t is avai.	lable.
<u>Prin</u>	ne Broker	V-	se Ma
24.	(a) Does the <i>private fund</i> use one or more prime brokers?	Ye C	s No
	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 <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	the <i>pri</i> v	/ate
	No Information Filed		

Custod	<u>lian</u>	Vac Na
25. (a)	) Does the <i>private fund</i> 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 <i>private fund</i> uses. If the <i>pr</i> uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	
	No Information Filed	
<u>Admini</u>	<u>istrator</u>	
		Yes No
26. (a)	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 administra must complete questions (b) through (f) separately for each administrator.	tor, you
	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:	
	STATE STREET BANK AND TRUST COMPANY	
	(c) Location of administrator (city, state and country):	
	City: State: Country:	
	BOSTON Massachusetts United States	s No
	(d) Is the administrator a <i>related person</i> of your firm?	· 5 140
	(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) private fund's investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."	
you 0% Ind rel	uring 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 ur <i>related person</i> ?  6  6  6 clude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining ar levant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (includocations) was the valuation determined by such <i>person</i> .	٦y
<u>Market</u>	<u>ters</u>	Yes No
28. (a)	) Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> 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 solicito 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</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.	r, or
	No Information Filed	
A DDU (1	ATE FUND	
	ATE FUND ation About the <i>Private Fund</i>	

1. (a) Name of the private fund:

BSREP IV BROOKFIELD LP
(b) *Private fund* identification number:

	805-8247839066		
2			
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):  No Information Filed		
	No illioi illation i lieu		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	Filing Adviser/Relying Adviser Name		
	BROOKFIELD ASSET MANAGEMENT PIC US, LLC		
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	)	
	(1) 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	s 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		
	No Illioi Hation Filed		
		Yes	s No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	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	on 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), the feeder funds answer the following questions:	for eac	n or
	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 t	hoir
	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		
	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 private fund a "fund of funds"?		s No
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.	ent C	⊙
	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?	0	$\circ$
0	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment		s No
9.	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 <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 pri	ivate fu	nd:

(include the "805-" prefix also)

	NOTE. For definitions of these fund types, please see histraction of the histractions to Part TA.		
11.	Current gross asset value of the <i>private fund</i> : \$810,935,575		
<u>Ow</u>	nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 10,000,000		
	NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in thorganizational documents of the fund).	е	
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> : 23%		
You	ur Advisory Services		
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</li></ul>	0	No <b>⊙</b>
	question 17.(a) is "no," leave this 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 to question 18.(a) is "no," leave this question blank.	answ	er
	No Information Filed		
19	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?		No
. , .	NOTE: For purposes of this question, do not consider feeder funds of the private fund.	0	•
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  100%		
<u>Priv</u>	vate Offering		
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?	Yes	No <b>⊙</b>
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	No Information Filed		
B. S	ERVICE PROVIDERS		
Aud	<u>litors</u>	<b>V</b> -	. NI-
23.	(a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?	ves •	No O
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?		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) separate	<u> </u>						
	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) Name of the auditing firm:  DELOITTE LLP							
	(c) The location of the auditing firm's office response City: TORONTO	sible for the <i>private</i> State:	und's audit (city, state and country):  Country:  Canada					
	(d) Is the auditing firm an independent public account	ntant?		Yes No ⊙ O				
	(e) Is the auditing firm registered with the Public C	ompany Accounting	Oversight Board?	⊙ ○				
	If yes, Public Company Accounting Oversight Bo	ard-Assigned Numb	er:					
	(f) If "yes" to (e) above, is the auditing firm subject accordance with its rules?	t to regular inspect	on by the Public Company Accounting Oversight Board	in ⊙ O				
				Yes I				
g)	Are the <i>private fund's</i> audited financial statements for investors?	the most recently of	ompleted fiscal year distributed to the private fund's	•				
1)	Do all of the reports prepared by the auditing firm for	the <i>private fund</i> sin	e your last <i>annual updating amendment</i> contain unqual	ified opinions?				
	• Yes • No • Report Not Yet Received							
	If you check "Report Not Yet Received," you must promp	otly file an amendme	nt to your Form ADV to update your response when the re	eport is availabl				
<u>e E</u>	<u>Broker</u>			Van I				
a)	Does the <i>private fund</i> use one or more prime brokers?			Yes I				
	If the answer to question 24.(a) is "yes," respond to fund uses more than one prime broker, you must com	•	h (e) below for each prime broker the <i>private fund</i> uses through (e) separately for each prime broker.	_				
		No Informa	tion Filed					
<u>di</u>	<u>an</u>			Yes I				
a)		questions (b) throu	h (g) below for each custodian the <i>private fund</i> uses. I	<b>o</b> f the <i>private fu</i>				
	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 t fund uses more than one custodian, you must comp		ugh g) below for each custodian the private fund uses.	If the <i>private</i>				
	Tund uses more than one custodian, you must comp	nete questions (b)	irough (g) separately for each custodian.					
	(b) Legal name of custodian:  JPM MARKET							
	(c) Primary business name of custodian:  JPM MARKET							
	(d) The location of the custodian's office responsible	3	, ,					
	City:	State:	Country:					

	(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):	
	- 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)	
<u>Adn</u>	<u>ministrator</u>	Yes No
26.	(a) Does the <i>private fund</i> use an administrator other than your firm?	0 6
	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 administrato must complete questions (b) through (f) separately for each administrator.	r, you
	No Information Filed	
27.	During 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 your <i>related person</i> ?  0%	not
	Include 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) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (includin allocations) was the valuation determined by such <i>person</i> .	
<u>Mar</u>	<u>rketers</u>	· Con Ni
28.	(a) Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	Yes No
	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, 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 fu</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	RIVATE FUND	
<u>I nfo</u>	rmation About the <i>Private Fund</i>	
1.	<ul> <li>(a) Name of the private fund:</li> <li>BSREP IV OBSIDIAN CI A L.P.</li> <li>(b) Private fund identification number: (include the "805-" prefix also)</li> </ul>	
	805-2219531539	
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):  No Information Filed	
	(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> .	
	Filing Adviser/Relying Adviser Name  BROOKFIELD ASSET MANAGEMENT PIC US, LLC	

	<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 <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ?  No Information Filed		
		Yes	
	<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>	0	•
	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 for the master-feeder arrangement or reporting on the funds separately.	7.B.(´	1)
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 the feeder funds answer the following questions:	· each	ı of
	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 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 is multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.		d
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 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	С
		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 <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund or real estate fund O securitized asset fund O venture capital fund O Other private	te fun	d:
	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> : \$ 29,567,241		
<u>Ow</u>	<u>vnership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 30,000,000  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 documents of the fund).	:	

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

13. Approximate number of the *private fund's* beneficial owners:

14.	What 19%	is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :		
15.	(a) W 19%	What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		
		f 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 2%	is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
You	ur Advi	visory Services	<b>V</b>	B.I
17.	(a) Ar	Are you a subadviser to this <i>private fund</i> ?	Yes	ONI
		f 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 question 17.(a) is "no," leave this question blank.		~
		No Information Filed		
10	( ) 5		Yes	No
18.	(b) If	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 according to the content of the private fund of the content of the private fund. If the according to the content of the private fund of the content of the cont	<b>O</b> answ	<b>⊙</b> er
		No Information Filed		
			Yes	No
19.		our <i>clients</i> solicited to invest in the <i>private fund?</i> E: For purposes of this question, do not consider feeder funds of the private fund.	0	•
	NOTE.	For purposes of this question, do not consider feeder funds of the private fund.		
20.	Approx	oximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
<u>Pri</u>	vate Of	Offering		
21.	Has th	the private fund ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes ©	No O
22.		s, provide the <i>private fund's</i> Form D file number (if any):  n D file number		
		438257		
B. S	ERVICE	E PROVIDERS		
Aud	ditors		Yes	No
23.	(a) (1	1) Are the <i>private fund's</i> financial statements subject to an annual audit?	(e)	0
	(2	2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	⊙	o
		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 you must complete questions (b) through (f) separately for each auditing firm.	ı firm	ı
	A	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 audit firm, you must complete questions (b) through (f) separately for each auditing firm.	ing	
		(b) Name of the auditing firm:  DELOITTE LLP		
		(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:		
		TORONTO Canada Y	′es N	No
		(d) Is the auditing firm an independent public accountant?	a (	

	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	(	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 1208			
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Public Company Accounting Oversight accordance with its rules?	Board in	•	0
			Vo	s No
((	(g) Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private funding</i> investors?	nd's	•	
(ł	(h) Do all of the reports prepared by the auditing firm for the <i>private fund</i> since your last <i>annual updating amendment</i> contain	unqualified op	oinior	ns?
`	© 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 whe	n the report is	avai	lable.
<u>Prime</u>	ne Broker			
24 (	(a) Dans the unit sets found was an arrange prime brokens?		Ye	s No
24. (8	(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 more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	<i>nd</i> uses. If the	e priv	
	No Information Filed			
	todian  (a) Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?		Ye	s No
201 (	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 more than one custodian, you must complete questions (b) through (g) separately for each custodian.	uses. If the <i>pr</i>		_
	No Information Filed			
Admii	ninistrator			
<u>/ tarriii</u>			Ye	s No
26. (8	(a) 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 c must complete questions (b) through (f) separately for each administrator.	ne administra	itor,	you
	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 that administrator, you must complete questions (b) through (f) separately for each administrator.	າ one		
	(b) Name of administrator: STATE STREET GLOBAL SERVICES			
	(c) Location of administrator (city, state and country):			
	City: State: Country: ATLANTA Georgia United States			
		Ye	es N	lo
	(d) Is the administrator a related person of your firm?	•	0	
	(e) Does the administrator prepare and send investor account statements to the <i>private fund's</i> investors?  • Yes (provided to all investors) • 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."		
27.	you	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 r related person?	is not	t
	rele	lude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining alevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (included that it is a cations) was the valuation determined by such <i>person</i> .	-	
<u>Ma</u>	rkete	<u>ers</u>		
			Yes	No
28.	(a)	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 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</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. P	RIVA	TE FUND		
Info	rmat	tion About the <i>Private Fund</i>		
1.	(a)	Name of the <i>private fund</i> :		
	<i>(</i> 1. )	BSREP IV OBSIDIAN CI B L.P.		
	(b)	Private fund identification number:  (include the "805-" prefix also)		
		805-3561343234		
2	Una	der the laws of what state or country is the private fund organized.		
2.	Unc	Her 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):		
		No Information Filed		
	(b)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
		ing Adviser/Relying Adviser Name  OOKFIELD ASSET MANAGEMENT PIC US, LLC		
	BR	OUNTIELD ASSET MANAGEMENT PIC US, ELC		
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		
	V	(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 <i>foreign financial regulatory authority</i> with which the <i>private fund</i> 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	•
	(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)

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 the feeder funds answer the following questions:	each	ı of
	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 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 is multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	issue	d
8.	(a) Is this <i>private fund</i> a "fund of funds"?	Yes	
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 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
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment	Yes	
7.	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 <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund or real estate fund O securitized asset fund O venture capital fund O Other private	e fun	ıd:
	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> : \$ 9,308,810		
Ow	nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 30,000,000		
	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 of the fund).		
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> : 3%		
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%		
Υοι	ur Advisory Services	V	
17.	(a) Are you a subadviser to this <i>private fund</i> ?	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 question 17.(a) is "no," leave this question blank.	to	٠

		Ye	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?	С	•
	(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 t to question 18.(a) is "no," leave this question blank.	he ans	wer
	No Information Filed		
		Υe	s No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	С	•
	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%		
Pri۱	vate Offering		
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?	Ye <b>⊙</b>	s No
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	Form D file number		
	021-43825702		
	ERVICE PROVIDERS		
Auc	<u>ditors</u>	Υє	es No
23.	(a) (1) Are the private fund's financial statements subject to an annual audit?	•	0
	(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 audi	ting fir	m,
	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 autirm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:	diting	
	DELOITTE LLP		
	(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:		
	TORONTO		
		Yes	No
	(d) Is the auditing firm an independent public accountant?	•	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 1208		
	(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?	•	0
		Υє	es No
	(g) Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	•	0
	(h) Do all of the reports prepared by the auditing firm for the <i>private fund</i> since your last <i>annual updating amendment</i> contain unqualified	opinio	ns?
	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 avai	lable.

24. (a)	Does the <i>private fund</i> use one or i	nore prime brokers?		0 0
	•		) through (e) below for each prime broker the <i>private</i> ons (b) through (e) separately for each prime broker.	fund uses. If the private
		No	Information Filed	
Custod	i <u>an</u>			
25. (a)	Does the <i>private fund</i> use any cus	todians (including the prime bro	kers listed above) to hold some or all of its assets?	Yes No
	If the answer to question 25.(a) i	s "yes," respond to questions (b	) through (g) below for each custodian the <i>private func</i> through (g) separately for each custodian.	
		No	Information Filed	
<u>Admini</u>	strator			
04 ( )				Yes No
26. (a)	Does the <i>private fund</i> use an adm  If the answer to question 26.(a) i	·	) through (f) below. If the <i>private fund</i> uses more than	one administrator, you
	must complete questions (b) thro	ugh (f) separately for each admi	nistrator.	
	Additional Administrator Inforn	nation : 1 Record(s) Filed.		
		) is "yes," respond to questions ete questions (b) through (f) sep	(b) through (f) below. If the <i>private fund</i> uses more th arately for each administrator.	an one
	(b) Name of administrator:  STATE STREET GLOBAL SER	√ICES		
	(c) Location of administrator (c	ity, state and country):		
	City: ATLANTA	State: Georgia	Country: United States	
	ATLANTA	Georgia	officed States	Yes No
	(d) Is the administrator a relate	ed person of your firm?		⊙ ○
		•	statements to the <i>private fund's</i> investors? e but not all investors) ONO (provided to no investors	;)
	11		nds the investor account statements to the (rest of the ne (rest of the) private fund's investors, respond "not a	
	ur related person?	entage of the <i>private fund's</i> asse	ets (by value) was valued by a <i>person</i> , such as an adm	ninistrator, that is not
rel	•	n used for purposes of investor s	tion procedure established for that asset, if any, include subscriptions, redemptions or distributions, and fee cal-	9
<u>Market</u>	<u>ers</u>			
28 (a)	Does the <i>private fund</i> use the serv	vices of someone other than you	or your <i>employees</i> for marketing purposes?	Yes No
20. (a)	You must answer "yes" whether similar person. If the answer to qu	the <i>person</i> acts as a placement a destion 28.(a) is "yes," respond	agent, consultant, finder, introducer, municipal advisor to questions (b) through (g) below for each such mark omplete questions (b) through (g) separately for each	keter the <i>private fund</i>
		No	Information Filed	

A. P	RIVATE FUND		
nfc	ormation About the <i>Private Fund</i>		
1	(a) Name of the private fund:		
1.	BSREP IV OBSIDIAN CI C L.P.		
	(b) Private fund identification number:		
	(include the "805-" prefix also)		
	805-9124589333		
2.	Under the laws of what state or country is the <i>private fund</i> organized:		
	State: Country: Delaware United States		
0			
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):  No Information Filed		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	Filing Adviser/Relying Adviser Name		
	BROOKFIELD ASSET MANAGEMENT PIC US, LLC		
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.		
J.	No Information Filed		
	No illidiffation i fled		
6.	(a) Is this a "master fund" in a master-feeder arrangement?	Yes	No ©
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> ?	О	•
	No Information Filed		
	(c) Is this a "fooder fund" in a master fooder arrangement?	Yes	
	(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?  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 the feeder funds answer the following questions:	each	n of
	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 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 multiple classes (or series) of shares or interests, 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"?  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.	0	⊙

vehicles, regardless of whether 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*?

		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 <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund or real estate fund O securitized asset fund O venture capital fund O Other private	ate fun	d:
	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> : \$ 98,507,034		
<u>Ow</u>	nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 30,000,000		
	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 th organizational documents of the fund).	е	
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> : 0%		
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 O	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 50%		
You	ur 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 question 17.(a) is "no," leave this question blank.	r to	
	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 to question 18.(a) is "no," leave this question blank.	answe	er
	No Information Filed		
		Yes	No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	•
	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>Pri</u>	vate Offering		
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?	Yes ©	No O
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		

Form D file number

SERVI	CE PROVIDERS		
ıditor			
i. (a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	Ye	es N
. (4)	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	6	
	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 audyou 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 a firm, you must complete questions (b) through (f) separately for each auditing firm.	uditing	
	(b) Name of the auditing firm:  DELOITTE LLP		
	(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:		
	TORONTO	Yes	No
	(d) Is the auditing firm an independent public accountant?	©	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	0	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 1208		
	(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?	0	0
		Ve	es N
(g)	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	0	
(h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualifie	d opinio	ns?
	⊙ 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 repo	rt is avai	ilable
ne E	<u>roker</u>		
(-)		Ye	es N
(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. I fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	the <i>pri</i>	
	No Information Filed		
	an		
stodi	<del></del>		
stodi		Ye	s N

24 1	N D H	-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1		
26. (a	a) Does the <i>private fund</i> use an admir	·	) through (f) below. If the <i>private fund</i> uses more than one adminis	<b>⊙</b> strator voi
	must complete questions (b) throu		-	yut
	Additional Administrator Inform	ation : 1 Record(s) Filed.		
	If the answer to question 26.(a) administrator, you must complet		(b) through (f) below. If the <i>private fund</i> uses more than one arately for each administrator.	
	(b) Name of administrator: STATE STREET GLOBAL SERV	TICES		
	(c) Location of administrator (ci	ty, state and country):		
	City:	State:	Country:	
	ATLANTA	Georgia	United States	Yes No
	(d) Is the administrator a related	d person of your firm?		<ul><li>⊙</li><li>○</li></ul>
			statements to the <i>private fund's</i> investors? e but not all investors) ONO (provided to no investors)	
	1		nds the investor account statements to the (rest of the) <i>private fun</i> ne (rest of the) <i>private fund's</i> investors, respond "not applicable."	d's
Marke	oters			
viai ik	<del></del>			
28. (8	a) Does the <i>private fund</i> use the serv			Yes I
		•	or your employees for marketing purposes?	0
	similar person. If the answer to que	ne <i>person</i> acts as a placement a estion 28.(a) is "yes," respond	or your <i>employees</i> for marketing purposes?  agent, consultant, finder, introducer, municipal advisor or other solid  to questions (b) through (g) below for each such marketer the <i>priv</i> omplete questions (b) through (g) separately for each marketer.	C citor, or
	similar person. If the answer to que	ne <i>person</i> acts as a placement a estion 28.(a) is "yes," respond than one marketer you must c	agent, consultant, finder, introducer, municipal advisor or other solid to questions (b) through (g) below for each such marketer the <i>priv</i>	C citor, or
	similar person. If the answer to que	ne <i>person</i> acts as a placement a estion 28.(a) is "yes," respond than one marketer you must c	agent, consultant, finder, introducer, municipal advisor or other solid to questions (b) through (g) below for each such marketer the <i>priv</i> omplete questions (b) through (g) separately for each marketer.	C citor, or
. PRI\	similar person. If the answer to que	ne <i>person</i> acts as a placement a estion 28.(a) is "yes," respond than one marketer you must c	agent, consultant, finder, introducer, municipal advisor or other solid to questions (b) through (g) below for each such marketer the <i>priv</i> omplete questions (b) through (g) separately for each marketer.	C citor, or
	similar <i>person</i> . If the answer to que uses. If the <i>private fund</i> uses more	ne <i>person</i> acts as a placement a estion 28.(a) is "yes," respond than one marketer you must c	agent, consultant, finder, introducer, municipal advisor or other solid to questions (b) through (g) below for each such marketer the <i>priv</i> omplete questions (b) through (g) separately for each marketer.	C citor, or
nforn	similar <i>person</i> . If the answer to que uses. If the <i>private fund</i> uses more  /ATE FUND  nation About the <i>Private Fund</i>	ne <i>person</i> acts as a placement a estion 28.(a) is "yes," respond than one marketer you must c	agent, consultant, finder, introducer, municipal advisor or other solid to questions (b) through (g) below for each such marketer the <i>priv</i> omplete questions (b) through (g) separately for each marketer.	C citor, or
nforn	similar <i>person</i> . If the answer to que uses. If the <i>private fund</i> uses more	ne <i>person</i> acts as a placement a estion 28.(a) is "yes," respond than one marketer you must c	agent, consultant, finder, introducer, municipal advisor or other solid to questions (b) through (g) below for each such marketer the <i>priv</i> omplete questions (b) through (g) separately for each marketer.	C citor, or
<u>nforn</u> 1. (a	similar person. If the answer to que uses. If the private fund uses more  "ATE FUND  nation About the Private Fund  a) Name of the private fund:	ne <i>person</i> acts as a placement a estion 28.(a) is "yes," respond than one marketer you must c	agent, consultant, finder, introducer, municipal advisor or other solid to questions (b) through (g) below for each such marketer the <i>priv</i> omplete questions (b) through (g) separately for each marketer.	C citor, or
nforn 1. (a	similar person. If the answer to que uses. If the private fund uses more  ATE FUND  ATE FUND  AN Name of the private fund:  CHEVAL PARIS FPS  A) Private fund identification number:  (include the "805-" prefix also)  805-8641013505	ne person acts as a placement a estion 28.(a) is "yes," respond than one marketer you must converted by the state of the s	agent, consultant, finder, introducer, municipal advisor or other solid to questions (b) through (g) below for each such marketer the <i>priv</i> omplete questions (b) through (g) separately for each marketer.	C citor, or
nform	similar person. If the answer to que uses. If the private fund uses more  VATE FUND  Nation About the Private Fund  A) Name of the private fund:  CHEVAL PARIS FPS  D) Private fund identification number:  (include the "805-" prefix also)	ne person acts as a placement a estion 28.(a) is "yes," respond than one marketer you must converted by the state of the s	agent, consultant, finder, introducer, municipal advisor or other solid to questions (b) through (g) below for each such marketer the <i>priv</i> omplete questions (b) through (g) separately for each marketer.	C citor, or
nforn 1. (a	similar person. If the answer to que uses. If the private fund uses more  "ATE FUND  nation About the Private Fund  a) Name of the private fund: CHEVAL PARIS FPS b) Private fund identification number: (include the "805-" prefix also) 805-8641013505	ne person acts as a placement a estion 28.(a) is "yes," respond than one marketer you must do No	agent, consultant, finder, introducer, municipal advisor or other solid to questions (b) through (g) below for each such marketer the <i>priv</i> omplete questions (b) through (g) separately for each marketer.	C citor, or

<u>Administrator</u>

F	iling Adviser/Relying Adviser Name		
	ROOKFIELD REAL ESTATE CANADIAN ADVISER L.P.		
Th	ne <i>private fund</i> (check all that apply; you must check at least one):		
	( ) 4		
V	(2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940		
Lis	st the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
	ame of Country/English Name of Foreign Financial Regulatory Authority		
Fı	rance - Financial Markets Authority		
(0	\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	Yes	
	) Is this a "master fund" in a master-feeder arrangement? ) 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	(
	No Information Filed		
		Yes	N
(c)	) Is this a "feeder fund" in a master-feeder arrangement?	0	6
(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)		
fo	OTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7 reporting on the funds separately.  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 a feeder funds answer the following questions:	eacl	n c
fo	r the master-feeder arrangement or reporting on the funds separately.  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 e feeder funds answer the following questions:	eacl	າ ເ
fo	r the master-feeder arrangement or reporting on the funds separately.  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	eacl	า (
for If th NC as	r the master-feeder arrangement or reporting on the funds separately.  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 e feeder funds answer the following questions:  No Information Filed  DTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all seets 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 is ultiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	of th	eii d
If th	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 a feeder funds answer the following questions:  No Information Filed  OTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all seets 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 is ultiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	of th ssue	eii d
If th NC as m	you are filling a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for e feeder funds answer the following questions:  No Information Filed  DTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all sets 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 is ultiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.  Is this private fund a "fund of funds"?	of th	eii d
If th NC as mile (a NC	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 a feeder funds answer the following questions:  No Information Filed  OTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all seets 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 is ultiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	of th ssue	eii d
If th NC as mile (a NC ve	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 e feeder funds answer the following questions:  No Information Filed  TE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all sests 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 is ultiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.  Is this private fund a "fund of funds"?  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	of th ssue Yes	eii d
If th NC as mile (a NC ve	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 a feeder funds answer the following questions:  No Information Filed  DTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all sets 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 is ultiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.  Is this private fund a "fund of funds"?  DTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment encicles, regardless of whether they are also private funds or registered investment companies.  If yes, does the private fund invest in funds managed by you or by a related person?	of thessue	ei d •
If th NC ass mile (a NC ve (b)	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 a feeder funds answer the following questions:  No Information Filed  DTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all sets 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 is ultiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.  Is this private fund a "fund of funds"?  DTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment encicles, regardless of whether they are also private funds or registered investment companies.  If yes, does the private fund invest in funds managed by you or by a related person?	of the ssue Yes O	ei d
If th NC as mile (a NC ve (b)	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 a feeder funds answer the following questions:  No Information Filed  DTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all sets 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 is ultiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.  Is this private fund a "fund of funds"?  DTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment encicles, regardless of whether they are also private funds or registered investment companies.  If yes, does the private fund invest in funds managed by you or by a related person?	of thessue	eii d
If th NC as miles (a NC ve (b)	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 e feeder funds answer the following questions:  No Information Filed  DTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all issets 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 is ultiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.  Is this private fund a "fund of funds"?  DTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment shicles, regardless of whether they are also private funds or registered investment companies.  If yes, does the private fund invest in funds managed by you or by a related person?  Juring your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment	of the ssue Yes O	eii d
If th NC as m (a NC ve (b Ccc W	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 a feeder funds answer the following questions:  No Information Filed  DTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all sets 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 is ultiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.  Is this private fund a "fund of funds"?  DTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment chicles, regardless of whether they are also private funds or registered investment companies.  If yes, does the private fund invest in funds managed by you or by a related person?  DIF (seeder funds) investment companies registered under the Investment company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	of the sauce Yes	ei d
If the NC ass miles (a NC vector) of the Co.	r the master-feeder arrangement or reporting on the funds separately.  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 a feeder funds answer the following questions:  No Information Filed  DTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all sets 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 is ultiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.  Its this private fund a "fund of funds"?  DTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment encloses, regardless of whether they are also private funds or registered investment companies.  If yes, does the private fund invest in funds managed by you or by a related person?  Ling 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.)?  That type of fund is the private fund?	of the sauce Yes	ei d

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

	\$ O			
		TE: 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 anizational documents of the fund).	<del>)</del>	
13.	Арр	roximate number of the <i>private fund's</i> beneficial owners:		
	0			
14.	Wha	at is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :		
15.	(a) 75%	What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:		
	<i>(</i> 1.)		Yes	
	(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.	Wha 259	at is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
You	ır Ad	<u>Ivisory Services</u>		
17.	(a)	Are you a subadviser to this <i>private fund</i> ?	Yes	No
		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 question 17.(a) is "no," leave this question blank.		v
		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 <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	O	⊙ or
	(D)	to question 18.(a) is "no," leave this question blank.		ei
		No Information Filed		
19	Are	your <i>clients</i> solicited to invest in the <i>private fund</i> ?	Yes	
.,.		TE: For purposes of this question, do not consider feeder funds of the private fund.	0	⊙
20.	App 0%	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
<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	⊙
22.	If y	es, provide the <i>private fund's</i> Form D file number (if any):		
		No Information Filed		
B. S	ERVI	CE PROVIDERS		
Aud	ditors	<u>S</u>		
23	(a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	Yes	
20.	(u)	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	• •	o ⊚
		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 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 audit firm, you must complete questions (b) through (f) separately for each auditing firm.	ing	
		(b) Name of the auditing firm:		
		ERNST & YOUNG LLP		

		ě ,	rivate fund's audit (city, state and country):		
	City: PARIS	State:	Country: France		
	TAINS		Trance	Yes	s No
	(d) Is the auditing firm a	n independent public accountant?		•	0
	(e) Is the auditing firm r	egistered with the Public Company Accou	unting Oversight Board?	•	0
	If yes, Public Compar 1692	ny Accounting Oversight Board-Assigned	Number:		
	(f) If "yes" to (e) above, accordance with its r		nspection by the Public Company Accounting Oversight Board in	0	0
				Y	es No
(g)	Are the <i>private fund's</i> audition investors?	ed financial statements for the most rece	ently completed fiscal year distributed to the <i>private fund's</i>	(	0 0
(h)			nd since your last annual updating amendment contain unqualific	ed opinio	ons?
	€ Yes C No C Report No				
	If you check "Report Not Yei	Received," you must promptly file an ame	endment to your Form ADV to update your response when the repo	ort is ava	ıilable.
Prime	<u>Broker</u>				
24 (2)	Does the <i>private fund</i> use o	no or maro primo brakars?			es No
24. (d)	If the answer to question 2	4.(a) is "yes," respond to questions (b)	through (e) below for each prime broker the <i>private fund</i> uses. ns (b) through (e) separately for each prime broker.	-	O
		No II	nformation Filed		
Custod	<u>ian</u>				
				Y	es No
25. (a)			ers listed above) to hold some or all of its assets?	(	0 0
			through (g) below for each custodian the <i>private fund</i> uses. If the property of the property	ne <i>priva</i> i	te funa
		No Ir	nformation Filed		
Admini	strator				
Admin	<u>strator</u>			Y	es No
26. (a)	Does the <i>private fund</i> use a	n administrator other than your firm?		(	• o
		6.(a) is "yes," respond to questions (b) b) through (f) separately for each admini	through (f) below. If the <i>private fund</i> uses more than one admir istrator.	istrator	, you
	Additional Administrator	Information : 1 Record(s) Filed.			
		26.(a) is "yes," respond to questions (b) complete questions (b) through (f) separ	b) through (f) below. If the <i>private fund</i> uses more than one rately for each administrator.		
	(b) Name of administrate	or:			
	MIMCO ASSET MANAG	GEMENT			
	(c) Location of administr	ator (city, state and country):			
	City:	State:	Country:		
	PARIS		France	Yes I	No
	(d) Is the administrator	a related person of your firm?			<b>⊙</b>

	(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."		
your	related person?	not	
nclu elev	ude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any vant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including	9	
ete	<u>rs</u>		
		es	Nc
	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, c 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 fur</i>	or	⊙
	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		
VAT	E FUND		
mati	ion About the <i>Private Fund</i>		
<i>(</i> )			
	·		
(b)	Private fund identification number: (include the "805-" prefix also)		
	805-7371836822		
Jnde	er the laws of what state or country is the <i>private fund</i> organized:		
	Delaware United States		
(a)	Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
	No Information Filed		
(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>		
BRC	OOKFIELD REAL ESTATE FINANCIAL PARTNERS LLC		
Γhe	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		
_ist	the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
	No Information Filed		
		es I	
(a)		100	
	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> ?		•
	your your 100° Included the second section (a) (b) Included the second section (c) Included the section	During your list fiscal year, what percentage of the private funds assets (by value) was valued by a person, such as an administrator, that is, pour related person?  1039.  Include noty those assets where (3) such person carried out the valuation procedure established for that asset, it any, including distalling any elevant opertey, and (4) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including acceptance) was the valuation elemental by such person.  Include noty those assets where (3) such person exists a price of the private fund (4) the valuation settlement by such person.  In part of the private fund uses the sendocs 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, similar person. If the arreser in question 31(6) is "yes," respond to questions (6) through (g) separately for each marketic values. If the private fund uses more than one marketic your must complete questions (b) through (g) separately for each marketic values.  Not information Filed  WATE FUND  Market FUND  M	During your last tissar year, what percentage of the proven mods assets (ny value) was valued by a person, such as an administrator, that is not your relacted posset?  (include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any relacement quates, and (i) the valuation used for purposes of investor subscriptions, redemptions or distributions, and for calculations (relating allocations) was the valuation determined by such person.  (a) Does the private fund use the services of someone other than you or your employees for marketing purposes?  (b) Does the private fund use the services of someone other than you or your employees for marketing purposes?  (c) Does the private fund use the services of someone other than you or your employees for marketing purposes?  (d) You must answer "your "employee the person acts as a pleament agont, consulted, those, introducer, municipal advisor or other solicitor, or similar person. If the private fund uses more than one marketer you must complete questions (b) through (g) below for each marketer.  No information Filed  WATE FUND  mation About the Private Fund  (d) Name of the private fund.  (EZ PIX, LIC  (b) Private And Identification number.  (recluse the lower it what state or country is the private fund organized:  Static Country:  Delevance  (incluse the lower it what state or country is the private fund organized:  Static Country:  Delevance  (incluse the lower it what state or country is the private fund organized:  Static Country:  Delevance  (incluse the lower it what state or country is the private fund organized:  Static Country:  On information it lied  (incluse for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940  (incluse for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940  (incluse for the exclusion from the definition of investment company under

	(c) Is this a "feeder fund" in a master-feeder arrangement?	$\circ$	$\odot$
	(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 for the master-feeder arrangement or reporting on the funds separately.	7.B.(	(1)
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 the feeder funds answer the following questions:	- eac	h of
	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 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 multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	issue	ed
2	(a) In this projects friend a "friend of friends"?		No -
3.	(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 whether they are also <i>private funds</i> 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	0
10.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund or real estate fund O securitized asset fund O venture capital fund O Other private	te fur	nd:
	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> : \$ 3,288,613		
<u>Ow</u>	nership		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> :  \$ 25,000,000		
	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 documents of the fund).		
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 O	No O
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 100%		

Your Advisory Services

(2)			
(a)	Are you a subadviser to this private fund?	0	6
(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 question 17.(a) is "no," leave this question blank.	to	
	No Information Filed		
		Yes	s N
(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 to question 18.(a) is "no," leave this question blank.	ansv	ver
	No Information Filed		
		Yes	s N
Are	e your clients solicited to invest in the private fund?	0	(
NC	TE: For purposes of this question, do not consider feeder funds of the private fund.		
	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
/ate	e Offering		
Ha	s the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	Yes	
Ha	s the private rand ever relied on an exemption from registration of its securities and regulation b of the securities had on a residence of the securities and residence of the securities had been relied on the securities and residence of the securities a	⊙	
	yes, provide the <i>private fund's</i> Form D file number (if any):		
It \	orm D file number		
<b>Fo</b>	21-107420 ICE PROVIDERS	Ye	s
Fo 02 ERV	21-107420 ICE PROVIDERS	Ye	s N
Fo 02 ERV	21-107420 ICE PROVIDERS	Ye ⊙	
Fo 02 ERV	21-107420 ICE PROVIDERS  S	_	•
Fo 02 ERV	ICE PROVIDERS  S  (1) Are the private fund's financial statements subject to an annual audit?	• •	
Fo 02 ERV	ICE PROVIDERS  (1) Are the <i>private fund's</i> 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 <i>private fund</i> uses more than one auditing	• •	
Fo 02 ERV	ICE PROVIDERS  (1) Are the <i>private fund's</i> 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 <i>private fund</i> uses more than one auditing you must complete questions (b) through (f) separately for each auditing firm.	<b>⊙</b> g firr	
Fo 02 ERV	ICE PROVIDERS  (1) Are the <i>private fund's</i> 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 <i>private fund</i> uses more than one auditing 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 the firm that the private fund uses more than one auditing the firm 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 the firm that the private fund uses more than one auditing the firm that the private fund uses more than one auditing that the firm that th	<b>⊙</b> g firr	
Fo 02 ERV	ICE PROVIDERS  (1) Are the <i>private fund's</i> 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 <i>private fund</i> uses more than one auditing 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 audit firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the <i>private fund's</i> audit (city, state and country):	<b>⊙</b> g firr	
Fo 02 RV	ICE PROVIDERS  (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 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 private fund uses more than one audit firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):  City: State: Country:	<b>⊙</b> g firr	1
Fo 02 RV	ICE PROVIDERS  (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 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 private fund uses more than one audit firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):  City:  State:  Country:  NEW YORK  New York  United States	⊙ ⊙ firr	m,
Fo 02 RV	ICE PROVIDERS  (1) Are the <i>private fund's</i> 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 <i>private fund</i> uses more than one auditing 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 auditifirm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):  City:  State:  Country:  NEW YORK  New York  United States	<b>⊙</b> g firr	m,
Fo 02	ICE PROVIDERS  (1) Are the <i>private fund</i> '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 <i>private fund</i> uses more than one auditing 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 audit firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):  City:  New YORK  New York  United States  (d) Is the auditing firm an <i>independent public accountant?</i>	⊙ of firm	No.
Fo 02 ERV	ICE PROVIDERS  (1) Are the <i>private fund</i> '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 <i>private fund</i> uses more than one auditing 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 audit firm, you must complete questions (b) through (f) separately for each auditing firm.  (b) Name of the auditing firm:  DELOITTE & TOUCHE LLP  (c) The location of the auditing firm's office responsible for the <i>private fund</i> 's audit (city, state and country):  City:  New YORK  New York  United States  (d) Is the auditing firm an <i>independent public accountant?</i>	⊙ of firming	No O

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

	If you check "Report Not Yet Recei	ved," you must promptly file an amer	ndment to your Form ADV to update your response wh	en the report is available
<u>Prime</u>	<u>e Broker</u>			
24. (a	a) Does the <i>private fund</i> use one or	more prime brokers?		Yes N
	If the answer to question 24.(a)	is "yes," respond to questions (b) th	nrough (e) below for each prime broker the <i>private i</i> s (b) through (e) separately for each prime broker.	
		No Inf	ormation Filed	
Custo	<u>dian</u>			
25. (a	a) Does the <i>private fund</i> use any cus	stodians (including the prime broker	s listed above) to hold some or all of its assets?	Yes N
	If the answer to question 25.(a)	is "yes," respond to questions (b) the	nrough (g) below for each custodian the <i>private fund</i> ough (g) separately for each custodian.	
	Additional Custodian Informati	on : 2 Record(s) Filed.		
			through g) below for each custodian the <i>private ful</i> (b) through (g) separately for each custodian.	nd uses. If the <i>private</i>
	(b) Legal name of custodian:  JPMORGAN CHASE & CO.			
	(c) Primary business name of JPMORGAN CHASE & CO.	custodian:		
	(d) The location of the custodia City: NEW YORK	an's office responsible for <i>custody</i> of State: New York	f the <i>private fund's</i> assets (city, state and country):  Country: United States	
				Yes No
	(e) Is the custodian a related $\mu$	person 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 br identifier (if any)	oker-dealer, or is a broker-dealer bu	ut does not have an SEC registration number, provi	de its <i>legal entity</i>
			through g) below for each custodian the <i>private full</i> (b) through (g) separately for each custodian.	nd uses. If the <i>private</i>
	(b) Legal name of custodian: WELLS FARGO BANK, N.A.			
	(c) Primary business name of WELLS FARGO	custodian:		
	(d) The location of the custodia	an's office responsible for <i>custody</i> o	f the <i>private fund's</i> assets (city, state and country):	
	City: NEW YORK	State: New York	Country: United States	
	THE TOTAL	THOM TOTAL	Sinted States	Yes No
	(e) Is the custodian a related $\mu$	person of your firm?		○ ●
	(f) If the custodian is a broker	-dealer, provide its SEC registration	number (if any):	

⊙ Yes O No O Report Not Yet Received

	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)	
<u>Admini</u>		
26 (a)	Yes  Does the <i>private fund</i> use an administrator other than your firm?	_
20. (d)	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.	ou
	No Information Filed	
	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 or <i>related person</i> ?	
rel	lude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining any evant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including ocations) was the valuation determined by such <i>person</i> .	
Market		<b>N</b> 1-
28. (a)	Yes  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 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 you must complete questions (b) through (g) separately for each marketer.	• No
	No Information Filed	
	No Information Filed	
A. PRIVA	No Information Filed  TE FUND	
<u>Informa</u>	TE FUND	
<u>Informa</u> 1. (a)	TE FUND  Ition About the Private Fund  Name of the private fund:  EP CRESCENT CO-INVEST SCSP	
<u>Informa</u> 1. (a)	TE FUND  Ition About the Private Fund  Name of the private fund:	
1. (a) (b)	Name of the <i>private fund</i> :  EP CRESCENT CO-INVEST SCSP  Private fund identification number: (include the "805-" prefix also)	
1. (a) (b)	Ition About the Private Fund  Name of the private fund:  EP CRESCENT CO-INVEST SCSP  Private fund identification number: (include the "805-" prefix also) 805-1549012183	
1. (a) (b) 2. Un	Ition About the Private Fund  Name of the private fund:  EP CRESCENT CO-INVEST SCSP  Private fund identification number: (include the "805-" prefix also)  805-1549012183  der the laws of what state or country is the private fund organized: State:  Country: Luxembourg  Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):	
1. (a) (b) 2. Un	ITE FUND  Ition About the Private Fund  Name of the private fund:  EP CRESCENT CO-INVEST SCSP  Private fund identification number: (include the "805-" prefix also)  805-1549012183  der the laws of what state or country is the private fund organized: State:  Country: Luxembourg	
1. (a) (b) 2. Un	Ition About the Private Fund  Name of the private fund:  EP CRESCENT CO-INVEST SCSP  Private fund identification number: (include the "805-" prefix also)  805-1549012183  der the laws of what state or country is the private fund organized: State:  Country: Luxembourg  Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):	
1. (a) (b)  2. Un  (b)	tion About the Private Fund  Name of the private fund: EP CRESCENT CO-INVEST SCSP Private fund identification number: (include the "805-" prefix also) 805-1549012183  der the laws of what state or country is the private fund organized: State: Country: Luxembourg  Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity): No Information Filed	
1. (a) (b) 2. Un  3. (a) (b)	Ite FUND  Ition About the Private Fund  Name of the private fund: EP CRESCENT CO-INVEST SCSP  Private fund identification number: (include the "805-" prefix also) 805-1549012183  Ider the laws of what state or country is the private fund organized: State:  Country: Luxembourg  Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):  No Information Filed  If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.	
1. (a) (b) 2. Un  3. (a) (b)  Fi	Ite FUND  Ition About the Private Fund  Name of the private fund:  EP CRESCENT CO-INVEST SCSP  Private fund identification number: (include the "805-" prefix also)  805-1549012183  Ident the laws of what state or country is the private fund organized: State:  Country: Luxembourg  Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):  No Information Filed  If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.  Ing Adviser/Relying Adviser Name  COCKFIELD GLOBAL PROPERTY ADVISOR LIMITED	
1. (a) (b) 2. Un  3. (a) (b)  Fi	TE FUND  Ition About the Private Fund  Name of the private fund:  EP CRESCENT CO-INVEST SCSP  Private fund identification number: (Include the "805-" prefix also)  805-1549012183  der the laws of what state or country is the private fund organized: State:  Country:  Luxembourg  Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):  No Information Filed  If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.  Iting Adviser/Relying Adviser Name	

Ο.	List the name and country, in English, or each <i>foreign imancial regulatory authority</i> with which the <i>private fund</i> is registered.		
	Name of Country/English Name of Foreign Financial Regulatory Authority		
	Luxembourg, Grand Duchy of - Commission to Surveillance of the Finance Sector		
		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?		
	No Information Filed		
		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	0	c
	(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 for the master-feeder arrangement or reporting on the funds separately.	7.B.(	1)
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 the feeder funds answer the following questions:	or each	ı of
	the research rands another the removing questions.		
	No Information Filed		
	No fino mation rined		
	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially al 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 multiple classes (or series) of shares or interests, 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"?	$\circ$	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	nt	
	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> ?	_	_
	(b) If yes, does the private rand livest in runus managed by you of by a related person:	0	С
0	During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment	Yes	
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 <i>private fund</i> ?		
	• hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O Other private.	ate fun	id:
	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> :		
	\$ 167,978,508		
_			
Ow	<u>vnership</u>		
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	е	
	organizational documents of the fund).		
13.	Approximate number of the <i>private fund's</i> beneficial owners:		
	19		
14	What is the approximate percentage of the private fund beneficially owned by you and your related persons.		

1%

15.	(a) 0%	What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds:			
			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> ?	0	0	
16.	Wha	nat is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :			
Υοι	ır Ac	dvisory Services			
			Yes	s No	
17.		Are you a subadviser to this <i>private fund</i> ?	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 question 17.(a) is "no," leave this question blank.	to		
		No Information Filed			
			Yes	s No	
18.		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 to question 18.(a) is "no," leave this question blank.	<b>C</b> ansv	<b>⊙</b> ver	
		No Information Filed			
			Yes	s No	
19.		e your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	⊙	
	NO	TE: For purposes of this question, do not consider feeder funds of the private fund.			
20.	App 1%	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?			
Pri	vate	Offering			
21	Hee	a the private fundamental on an exprention from registration of its accumities under Degulation D of the Conumities Act of 10222		s No	
Z1.	Has	s the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	0	•	
22.	If y	ves, provide the <i>private fund's</i> Form D file number (if any):			
		No Information Filed			
3. S	ERVI	ICE PROVIDERS			
Aud	ditors	'S			
			Ye	s No	,
23.	(a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	•	0	
		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	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 you must complete questions (b) through (f) separately for each auditing firm.	g firn	n,	
		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 audit firm, you must complete questions (b) through (f) separately for each auditing firm.	ing		
		(b) Name of the auditing firm: ERNST YOUNG SA			
		(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:  LUXENBOURG  Luxembourg			
			Yes	No	
		(d) Is the auditing firm an independent public accountant?	•	0	
		(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0	
		If yes, Public Company Accounting Oversight 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?	•	0
		Υ	'es No
(g)	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	(	⊙ ○
(h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	ed opini	ons?
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the repo	ort is ava	ailable.
<u>Prime</u>	<u>Broker</u>	N.	/ NI-
24. (a)	Does the <i>private fund</i> use one or more prime brokers?		′es No O ⊙
	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. <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	f the pr	rivate
	No Information Filed		
Custod	<u>lian</u>		
25 (a)	Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?		es No
20. (d)	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 uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.		O
	No Information Filed		
<u>Admini</u>	<u>istrator</u>	N.	/ NI-
26. (a)	Does the <i>private fund</i> use an administrator other than your firm?		′es No ⊙ O
	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 admir must complete questions (b) through (f) separately for each administrator.	iistrator	-, you
	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:  ALTER DOMUS		
	(c) Location of administrator (city, state and country):		
	City: State: Country:  LUXEMBOURG Luxembourg		
		Yes	No
	(d) Is the administrator a related person of your firm?	0	•
	(e) Does the administrator prepare and send investor account statements to the <i>private fund's</i> investors?  • Yes (provided to all investors) • 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 funders investors? If investor account statements are not sent to the (rest of the) private fund's investors, respond "not applicable."		

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

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	tes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculated vas the valuation determined by such <i>person</i> .	ations (including
<u>Marketers</u>		Yes N
28. (a) Does the p	private fund use the services of someone other than you or your employees for marketing purposes?	0 (
similar pers	t answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or erson. If the answer to question 28.(a) is "yes," respond to questions (b) through (g) below for each such markete the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer	er the <i>private fund</i>
	No Information Filed	

Include only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any

your related person?

90%

. P	RIVATE FUND		
nfc	ormation About the <i>Private Fund</i>		
1.	(a) Name of the private fund:		
	EP SILVER CO-INVEST II LUX S.A.R.L.		
	(b) <i>Private fund</i> identification number: (include the "805-" prefix also)		
	805-9227651177		
2.	Under the laws of what state or country is the <i>private fund</i> organized:		
	State: Country: Luxembourg		
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
	No Information Filed		
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	Filing Adviser/Relying Adviser Name		
	BROOKFIELD ASSET MANAGEMENT PIC US, LLC		
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		
	(a) qualified for the distribution the definition of the company and a confidence of the company has a company		
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
	Name of Country/English Name of Foreign Financial Regulatory Authority		
	Luxembourg, Grand Duchy of - Commission to Surveillance of the Finance Sector		
4	(a) Is this a "master fund" in a master-feeder arrangement?	Yes	
6.	(a) Is this a master fund in a master-reeder 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	•
	No Information Filed		
	No information riled		
		Yes	. No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	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 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 for the master-feeder arrangement or reporting on the funds separately.	17.B.(	(1)
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 the feeder funds answer the following questions:	or eac	h of
	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 a 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		
	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 i multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	issu€	;u

8. (a) Is this *private fund* a "fund of funds"?

Yes No

	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?	0	0
		Yes	No
).	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	0
0.	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 equity	ite fur	ıd:
	NOTE: For definitions of these fund types, please see Instruction 6 of the Instructions to Part 1A.		
1.	Current gross asset value of the <i>private fund</i> : \$ 50,278,619		
<u>Dw</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 documents of the fund).	9	
13.	Approximate number of the <i>private fund's</i> beneficial owners: 2		
4.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%		
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%		
/ou	r Advisory Services		
		Yes	No
7.	(a) Are you a subadviser to this <i>private fund</i> ?	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 question 17.(a) is "no," leave this question blank.	to	
	No Information Filed		
		Yes	No
8.	<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</li></ul>	<b>C</b> answ	<b>⊙</b> er
	to question 18.(a) is "no," leave this question blank.  No Information Filed		
	No mioritation i neu	Yes	No.
9.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	• •
	NOTE: For purposes of this question, do not consider feeder funds of the private fund.	V	
20.	Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?  0%		
n'			
<u>'[]\</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?

 $\circ$ 

	No Information Filed			
B. SERV	RVICE PROVIDERS			
Auditor	<u>tors</u>			
23. (a)	(a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?			es No •
, ,	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared	I in accordance with U.S. GAAP?	(	00
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) bel you must complete questions (b) through (f) separately for each auditing firm.	ow. If the <i>private fund</i> uses more than one audi	ting fir	·m,
	Additional Auditor Information : 1 Record(s) Filed.			
	If the answer to question 23.(a)(1) is "yes," respond to questions (b) through (h) be firm, you must complete questions (b) through (f) separately for each auditing firm.	pelow. If the <i>private fund</i> uses more than one au	uditing	
	(b) Name of the auditing firm: ERNST YOUNG SA			
	(c) The location of the auditing firm's office responsible for the private fund's audit (	(city, state and country):		
		Country:		
	LUXENBOURG	Luxembourg	Yes	No
	(d) Is the auditing firm an independent public accountant?		•	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight B	oard?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 1367			
	(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Pu accordance with its rules?	ublic Company Accounting Oversight Board in	•	0
			V	os Na
(g)	(g) Are the private fund's audited financial statements for the most recently completed fis investors?	cal year distributed to the <i>private fund's</i>		es No
(h)	(h) Do all of the reports prepared by the auditing firm for the <i>private fund</i> since your last a	annual updating amendment contain unqualified	opinic	ns?
	If you check "Report Not Yet Received," you must promptly file an amendment to your Fo	rm ADV to update your response when the report	is ava	ilable.
Prime I	ne Broker		V	es No
24. (a)	(a) Does the <i>private fund</i> use one or more prime brokers?			) (O
	If the answer to question 24.(a) is "yes," respond to questions (b) through (e) below fund uses more than one prime broker, you must complete questions (b) through (e)	·		
	No Information Filed			
Custod	<u>odian</u>		V.	as Nic
25. (a)	(a) Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to	o hold some or all of its assets?		es No
(u)	If the answer to question 25.(a) is "yes," respond to questions (b) through (g) below uses more than one custodian, you must complete questions (b) through (g) separate	for each custodian the <i>private fund</i> uses. If the	_	

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

Aumir	<u>nistrator</u>			Yes N
26. (a	a) Does the <i>private fund</i> use an administrator other	than your firm?		© (
	If the answer to question 26.(a) is "yes," responding must complete questions (b) through (f) separate		ough (f) below. If the <i>private fund</i> uses more than o	ne administrator, you
	Additional Administrator Information : 1 Reco		ator.	
	If the answer to question 26.(a) is "yes," responsible administrator, you must complete questions (b)		nrough (f) below. If the <i>private fund</i> uses more than ely for each administrator.	ı one
	(b) Name of administrator:  ALTER DOMUS			
	(c) Location of administrator (city, state and co	country):		
	City:	State:	Country:	
	LUXEMBOURG		Luxembourg	Yes No
	(d) Is the administrator a related person of you	ur firm?		0 0
	(e) Does the administrator prepare and send i		·	
	• res (provided to all investors) C some	(provided to some but	not all investors) ONO (provided to no investors)	
			he investor account statements to the (rest of the) est of the) private fund's investors, respond "not app	•
al <u>//arke</u>	locations) was the valuation determined by such <i>pe</i>	erson.		Yes N
28. (a	a) Does the <i>private fund</i> use the services of someon	ne other than you or y	our employees for marketing purposes?	0 6
	similar person. If the answer to question 28.(a) is	s "yes," respond to qu	e, consultant, finder, introducer, municipal advisor or estions (b) through (g) below for each such market ete questions (b) through (g) separately for each m	er the <i>private fund</i>
		No Infor	mation Filed	
	ATE FUND			
<u>itorm</u>	nation About the <i>Private Fund</i>			
. <b>(</b> a	Name of the <i>private fund</i> :      The Charles of the private fund:			
(b	EP SILVER CO-INVEST SCSP  b) Private fund identification number: (include the "805-" prefix also)			
	805-6290480697			
ı. Uı	nder the laws of what state or country is the <i>private</i>	te fund organized		
. 01	State:	Country: Luxembourg		
(0	a) Name(s) of General Partner Manager Trustee o	or Directors (or norsen	a convince in a cimilar conscitu).	

	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	Filing Adviser/Relying Adviser Name		
	BROOKFIELD GLOBAL PROPERTY ADVISOR LIMITED		
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		
5.	List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.		
	Name of Country/English Name of Foreign Financial Regulatory Authority		
	Luxembourg, Grand Duchy of - Commission to Surveillance of the Finance Sector		
		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	•
	(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)		
7.	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 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 the feeder funds answer the following questions:		
	No Information Filed		
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 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 multiple classes (or series) of shares or interests, 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 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 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.)?	0	•
10.	What type of fund is the private fund?		
	• hedge fund • liquidity fund • private equity fund • real estate fund • securitized asset fund • venture capital fund • Other private	te fur	าd:
	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> : \$ 328,804,249		
<u>Ow</u>	<u>rnership</u>		

12.		mum investment commitment required of an investor in the <i>private fund</i> :		
		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 anizational documents of the fund).		
13.	Appr	roximate number of the <i>private fund's</i> beneficial owners:		
14.	Wha	It 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 <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	
16.	Wha	It is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
<u>Υοι</u>	ır Ad	visory Services		
17	(a)	Are you a subadviser to this <i>private fund</i> ?	Yes	
17.	(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 t question 17.(a) is "no," leave this question blank.	0	(•
		No Information Filed		
10	(2)	Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	Yes	
10.	(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 a to question 18.(a) is "no," leave this question blank.	C nswe	er
		No Information Filed		
10	۸ro	your <i>clients</i> solicited to invest in the <i>private fund</i> ?	Yes	
17.	·	E: For purposes of this question, do not consider feeder funds of the private fund.	0	(
20.	Appr	roximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
<u>Priv</u>	vate (	Offering		
0.1	11		Yes	
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	es, provide the <i>private fund's</i> Form D file number (if any):		
		No Information Filed		_
B. SI	ERVIC	CE PROVIDERS		
Auc	ditors			
23.	(a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	Yes •	N
		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	0	ě
		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 you must complete questions (b) through (f) separately for each auditing firm.	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 complete questions (b) through (f) separately for each auditing firm.	ng	
		(b) Name of the auditing firm:		

	ERNST YOUNG SA						
	(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:						
	LUXENBOURG Luxembourg	Yes	No				
	(d) Is the auditing firm an independent public accountant?	•	0				
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0				
	If yes, Public Company Accounting Oversight Board-Assigned Number: 1367						
	(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?	•	0				
		Υє	es No				
(g)	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	0	_				
(h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	opinio	ns?				
	• 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 avai	ilable.				
<u>Prime l</u>	<u>Broker</u>	V -	- NI-				
24. (a)	Does the <i>private fund</i> use one or more prime brokers?	Υe	es No				
	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>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.						
	No Information Filed						
<u>Custod</u>	<u>ian</u>						
a= ( )		Ye	es No				
25. (a)	Does the <i>private fund</i> 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 <i>private fund</i> uses. If the uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.	private					
	No Information Filed						
<u>Admini</u>	<u>strator</u>						
26. (a)	Does the <i>private fund</i> use an administrator other than your firm?		es No				
20. (a)	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.  must complete questions (b) through (f) separately for each administrator.	c trator,	_				
	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:  ALTER DOMUS						
	(c) Location of administrator (city, state and country):						
	City: State: Country: LUXEMBOURG Luxembourg						

		(d) Is the administrator a <i>related person</i> of your firm?	•	
		(a) Does the administrator propers and condinuector account statements to the private fund's investors?		
		(e) Does the administrator prepare and send investor account statements to the <i>private fund's</i> investors?  • Yes (provided to all investors) • 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."		
27.		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 related person?	is not	
	rele	ude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining and evant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (included that cations) was the valuation determined by such <i>person</i> .	-	
<u>Ma</u>	rkete	<u>ers</u>		
20	(-)		Yes	
28.		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 solicitors.	r 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</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		
	D1) (A T	TE EUND		
А. Р	RIVAI	TE FUND		
Info	ormat	tion About the Private Fund		
1.	(a)	Name of the <i>private fund</i> :		
••		INDIA OPPORTUNITY HOLDCO I LLC		
	(b)	Private fund identification number:		
		(include the "805-" prefix also) 805-5640805949		
		805-5640805949		
2.		ler the laws of what state or country is the <i>private fund</i> organized:  State:  Country:		
		Delaware United States		
2	(-)	Name (a) of Coursel Bouton Manager Trucks on Bireckon (an appropriate in a circle a course it.)		
3.	(a)	Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):  No Information Filed		
	(b)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
		ing Adviser/Relying Adviser Name		
	BPC	G INDIA LLC		
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 <i>foreign financial regulatory authority</i> with which the <i>private fund</i> is registered.		
		me of Country/English Name of Foreign Financial Regulatory Authority		
	Oth	ner - REGISTRAR OF COMPANIES (ENGLAND AND WALES)		
			Yes	No
6.		Is this a "master fund" in a master-feeder arrangement?  If you what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?	0	•
	(D)	If yes, what is the name and private fund identification number (if any) of the feeder funds investing in this private fund?		

		Yes	No
	(c) Is this a "feeder fund" in a master-feeder arrangement?	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 private fund:		
	Private fund identification number: (include the "805-" prefix also)		
	(melade the occupient disc)		
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 3	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	n 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 th	eir
	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 is multiple aleases (or series) of aboves or interests, and each class (or series) invests substantially all of its assets in a single master fund.	ssue	d
	multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	Yes	Nο
8.	(a) Is this private fund a "fund of funds"?	0	©
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	0	•
	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?	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	0	•
	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> ?		
10.		C	,
	O hedge fund O liquidity fund O private equity fund or real estate fund O securitized asset fund O venture capital fund O Other <i>privat</i>	e tun	d:
	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:		
	\$ 10,514,223		
<u>Ow</u>	<u>rnership</u>		
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 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:		
	1		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :		
	0%		
15.	(a) What is the approximate percentage of the private fund 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> ?	$\circ$	$\circ$
	Company Act or 1740, are sales or the fund inflited to qualified chefts!		
16	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
ı U.	vinates the approximate percentage of the private fana beneficially owned by flott-office states persons.		

0%

Υοι	ır Ad	dvisory Services	.,	
17.	(a)	Are you a subadviser to this <i>private fund</i> ?	Ye	s 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 question 17.(a) is "no," leave this question blank.	_	٠
		No Information Filed		
			Ye	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?	С	•
		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 to question 18.(a) is "no," leave this question blank.	ans	wer
		No Information Filed		
9.	Are	your <i>clients</i> solicited to invest in the <i>private fund</i> ?	Y e	s No
	NOT	TE: For purposes of this question, do not consider feeder funds of the private fund.		
20.	App	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
Priv	/ate	Offering		
14		the private fundamental an an exponential form material and file.	Ye	s No
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?	С	•
22.	If ye	es, provide the <i>private fund's</i> Form D file number (if any):		
		(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 <i>private fund</i> uses more than one auditing you must complete questions (b) through (f) separately for each auditing firm.	g fir	
		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 audifirm, you must complete questions (b) through (f) separately for each auditing firm.	ing	
		(b) Name of the auditing firm:  DELOITTE HASKINS AND SELLS		
		(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:		
		MUMBAI India	⁄es	No
		(d) Is the auditing firm an independent public associatent?	o O	O
		(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
		If yes, Public Company Accounting Oversight Board-Assigned Number: 1180		
		(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?	•	0
			V.	s No
	(g)	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i>		:S 140

investors?

O

	<u>Broker</u>	V
	Does the <i>private fund</i> use one or more prime brokers?	Y
		(b) through (e) below for each prime broker the <i>private fund</i> uses. If the <i>pr</i> tions (b) through (e) separately for each prime broker.
	No I	o Information Filed
ia	i <u>an</u>	
,	Does the private funduce any custodians (including the prime broken	Yeskara listed above) to hold some or all of its assets?
	Does the <i>private fund</i> use any custodians (including the prime broken of the answer to question 25.(a) is "yes," respond to questions (b) uses more than one custodian, you must complete questions (b) the second of the private fund use any custodian of the private fund use any custodian of the private fund use any custodian of the private fund use any custodians (including the prime broken of the private fund use any custodians (including the prime broken of the private fund use any custodians (including the prime broken of the private fund use any custodians (including the prime broken of the private fund use any custodians).	(b) through (g) below for each custodian the <i>private fund</i> uses. If the <i>priva</i>
	Additional Custodian Information : 1 Record(s) Filed.	
	fund uses more than one custodian, you must complete question	s (b) through g) below for each custodian the <i>private fund</i> uses. If the <i>priv</i> ions (b) through (g) separately for each custodian.
	(b) Legal name of custodian: CITIBANK	
	(c) Primary business name of custodian: CITIBANK	
	(d) The location of the custodian's office responsible for <i>custody</i>	dy of the private fund's assets (city, state and country):
	City: State:	Country: Canada
	TORONTO	Canada <b>Yes</b>
	(e) Is the custodian a related person of your firm?	О
	(f) If the custodian is a broker-dealer, provide its SEC registration	ation number (if any):
	- CRD Number (if any):	
	(g) If the custodian is not a broker-dealer, or is a broker-dealer identifier (if any)	er but does not have an SEC registration number, provide its legal entity
ist	<u>strator</u>	
)	Does the <i>private fund</i> use an administrator other than your firm?	Υ
		b) through (f) below. If the <i>private fund</i> uses more than one administrator
	No.1	o Information Filed

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

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

<u>Ma</u>	rkete			
28	(a)	Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	Yes	No ©
	(4)	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor 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 more than one marketer you must complete questions (b) through (g) separately for each marketer.	or	
		No Information Filed		
A. P	RIVA ⁻	TE FUND		
Info	ormat	tion About the <i>Private Fund</i>		
1.	(a)	Name of the <i>private fund</i> :		
	(1.)	INDIA REAL ESTATE OPPORTUNITY PARTNERS L.P.		
	(b)	Private fund identification number:  (include the "805-" prefix also)		
		805-2465208583		
2	11			
2.	und	Her the laws of what state or country is the <i>private fund</i> organized:  State:  Country:		
		United Kingdom		
3.	(a)	Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):		
		No Information Filed		
	(h)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
		ing Adviser/Relying Adviser Name		
	BPG	G INDIA LLC		
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		
	V	(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 private fund identification number (if any) of the feeder funds investing in this private fund?		
		No Information Filed		
			\ <b>6</b>	NI-
	(c)	Is this a "feeder fund" in a master-feeder arrangement?	Yes	ONI
		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?		٠
	` ,	Name of private fund:		
		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 the master-feeder arrangement or reporting on the funds separately.	.B.(1	1)

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

allocations) was the valuation determined by such  $\ensuremath{\textit{person}}.$ 

the feeder funds answer the following questions:

No Information F	iled
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	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantassets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this quest multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master funds.	ion if it issue	
			s 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 inverseles, regardless of whether they are also <i>private funds</i> or registered investment companies.	estment	
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	0	0
		Yes	s No
9.	During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investmen 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> ?		
	C hedge fund C liquidity fund C private equity fund C real estate fund C securitized asset fund C venture capital fund C Othe	er <i>private fu</i>	nd:
	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> :  \$ 17,073,178		
<u>Ow</u>	<u>ership</u>		
12.	Minimum investment commitment required of an investor in the <i>private fund</i> : \$ 10,000,000		
	NOTE: Report the amount routinely required of investors who are not your <i>related persons</i> (even if different from the amount set fort organizational documents of the fund).	th in the	
13.	Approximate number of the <i>private fund's</i> beneficial owners:		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> :		
15.	(a) What is the approximate percentage of the <i>private fund</i> 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 qualified clients?	Yes O	S No
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> :		
You	Advisory Services		
17.	(a) Are you a subadviser to this <i>private fund</i> ?	Yes	s 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 question 17.(a) is "no," leave this question blank.	answer to	
	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?	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> to question 18.(a) is "no," leave this question blank.	. If the ansv	ver
	No Information Filed		
		Yes	s No
19.	Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	•

20.	App	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
Priv	<u>rate</u>	<u>Offering</u>	Υє	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?	C	•
22.	If y	es, provide the <i>private fund's</i> Form D file number (if any):		
		No Information Filed		
. c		CE PROVIDERS		
o. 30	-RVI	CE PROVIDERS		
Aud	litors	<u>s</u>	V	es No
23.	(a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?		es ivo
	( )	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?		9 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 aud		
		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 a firm, you must complete questions (b) through (f) separately for each auditing firm.	uditing	
		(b) Name of the auditing firm:  DELOITTE HASKINS AND SELLS		
		(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:		
		MUMBAI India	Vos	No
		(d) Is the auditing firm an independent public accountant?	•	0
		(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
		If yes, Public Company Accounting Oversight Board-Assigned Number: 1180		
		(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?	0	0
			V	es No
	_	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?		9 C
	(h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	d opinic	ns?
		If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the repor	t is ava	ilable.
<u>Prir</u>	ne B	<u>Broker</u>		
24.	(a)	Does the <i>private fund</i> use one or more prime brokers?		es No
_ ' '		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 <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.		o <b>c</b> ivate
		No Information Filed		

NOTE: For purposes of this question, do not consider feeder funds of the private fund.

25. (a	Does the <i>private fund</i> use any custodians (in	icluding the prime brokers liste		
	If the answer to question 25.(a) is "yes," re uses more than one custodian, you must co		n (g) below for each custodian the <i>private fund</i> uses. If th	<b>⊙</b> C ne <i>private fund</i>
	Additional Custodian Information : 1 Reco	ord(s) Filed.		
	If the answer to question 25.(a) is "yes," fund uses more than one custodian, you n	•	gh g) below for each custodian the <i>private fund</i> uses. If rough (g) separately for each custodian.	the <i>private</i>
	(b) Legal name of custodian: CITIBANK N.A.			
	(c) Primary business name of custodian: CITIBANK N.A.			
	(d) The location of the custodian's office r	responsible for <i>custody</i> of the <i>u</i>	rivate fund's assets (city, state and country):	
	City:	State:	Country:	
	TORONTO		Canada	
	(a) Le the quetedian a related name of use	our firms?		Yes No
	(e) Is the custodian a related person of yo	our tirm?		0 0
	(f) If the custodian is a broker-dealer, pro	ovide its SEC registration numb	er (if any):	
	CRD Number (if any):			
	(g) If the custodian is not a broker-dealer identifier (if any)	r, or is a broker-dealer but doe	s not have an SEC registration number, provide its <i>legal</i>	entity
Admin	<u>istrator</u>			
26 (2				Yes No
20. (a	Does the <i>private fund</i> use an administrator of	other than your firm?		Yes No
.o. (a	· ·	spond to questions (b) through	(f) below. If the <i>private fund</i> uses more than one admin	0 0
20. (a	If the answer to question 26.(a) is "yes," re	spond to questions (b) through		0 0
20. (a	If the answer to question 26.(a) is "yes," re	spond to questions (b) through parately for each administrator		0 0
27. Du yc	If the answer to question 26.(a) is "yes," remust complete questions (b) through (f) separations (f) separ	spond to questions (b) through parately for each administrator No Informat		C ⊙
27. Du yc 99 In re	If the answer to question 26.(a) is "yes," remust complete questions (b) through (f) separating your last fiscal year, what percentage of ur related person? % Clude only those assets where (i) such person	spond to questions (b) through parately for each administrator  No Informate the private fund's assets (by vectors) assets (by vectors) assets out the valuation procepurposes of investor subscriptions.	on Filed	o istrator, you that is not
27. Du yo 99 In re ali	If the answer to question 26.(a) is "yes," remust complete questions (b) through (f) separating your last fiscal year, what percentage of ur related person? % Clude only those assets where (i) such person evant quotes, and (ii) the valuation used for pocations) was the valuation determined by su	spond to questions (b) through parately for each administrator  No Informate the private fund's assets (by vectors) assets (by vectors) assets out the valuation procepurposes of investor subscriptions.	ion Filed for alue) was valued by a <i>person</i> , such as an administrator, alue) was valued by a <i>person</i> , such as an administrator, and the control of the con	o istrator, you that is not
27. Du yo 99 In re all	If the answer to question 26.(a) is "yes," remust complete questions (b) through (f) separating your last fiscal year, what percentage of our related person?  Clude only those assets where (i) such person evant quotes, and (ii) the valuation used for pocations) was the valuation determined by subsets.	spond to questions (b) through parately for each administrator.  No Informate the private fund's assets (by vectors) assets (by vectors) assets of investor subscription person.	don Filed alue) was valued by a <i>person</i> , such as an administrator, sedure established for that asset, if any, including obtaining ons, redemptions or distributions, and fee calculations (in	c onistrator, you that is not ng any ncluding
27. Du yo 99 In re all	If the answer to question 26.(a) is "yes," remust complete questions (b) through (f) separating your last fiscal year, what percentage of our related person?  Clude only those assets where (i) such person evant quotes, and (ii) the valuation used for pocations) was the valuation determined by substers  Does the private fund use the services of son You must answer "yes" whether the person similar person. If the answer to question 28.	spond to questions (b) through parately for each administrator.  No Informate the private fund's assets (by vectors) assets (by vectors) as a placement agent, co (a) is "yes," respond to question.	don Filed alue) was valued by a <i>person</i> , such as an administrator, sedure established for that asset, if any, including obtaining ons, redemptions or distributions, and fee calculations (in	c onistrator, you  that is not  respectively  respectively
27. Du yo 99 In re all	If the answer to question 26.(a) is "yes," remust complete questions (b) through (f) separating your last fiscal year, what percentage of our related person?  Clude only those assets where (i) such person evant quotes, and (ii) the valuation used for pocations) was the valuation determined by substers  Does the private fund use the services of son You must answer "yes" whether the person similar person. If the answer to question 28.	spond to questions (b) through parately for each administrator.  No Informate the private fund's assets (by vectors) assets (by vectors) as a placement agent, co (a) is "yes," respond to question.	edure established for that asset, if any, including obtaining ones, redemptions or distributions, and fee calculations (in the calculations of the calculations) and fee calculations (in the calculations) and the calculations (in the calculations) and the calculations (in the calculations) are calculations (in the calculations) and the calculations (in the calculations) are calculations (in the calculations) and the calculations (in the calculations) are calculations (in the calculations) and the calculations (in the calculations) are calculated by the calculations (in the calculations) and the calculations (in the calculations) are calculated by the calculat	c onistrator, you  that is not  respectively  respectively

Custodian

of the private fund: STATE SECONDARIES ACCOUNT (K) LP -fund identification number: e the "805-" prefix also) 228393866  laws of what state or country is the private fund organized: Country: United States  s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity): No Information Filed  I an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.  Private (Polying Adviser Name  LD ASSET MANAGEMENT PIC US, LLC  Private (Check all that apply; you must check at least one): alifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940 alifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 alifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 alifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 and country, in English, of each foreign financial regulatory authority with which the private fund is registered.  No Information Filed	
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No Information Filed	
Yes	
	s No
a "master fund" in a master-feeder arrangement?	•
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	
Ye	s No
a "feeder fund" in a master-feeder arrangement?	•
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?	_
of private fund:	
fund identification number:	
e the "805-" prefix also)	
must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B. ster-feeder arrangement or reporting on the funds separately.	(1)
funds answer the following questions:	or or
No Information Filed	
\ O S	a "feeder fund" in a master-feeder arrangement?  what is the name and private fund identification number (if any) of the master fund in which this private fund invests?  If private fund:  fund identification number:  the "805-" prefix also)  must complete question 6 for each master-feeder arrangement regardless of whether you are filling a single Schedule D, Section 7.B. ter-feeder arrangement or reporting on the funds separately.  Iling 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 unds answer the following questions:

	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 or real estate fund O securitized asset fund O venture capital fund O Other private	nte fun	ıd:
	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>	<u>nership</u>		
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 documents of the fund).	Э	
13.	Approximate number of the <i>private fund's</i> beneficial owners: 0		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%		
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 O	
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%		
Υοι	ur Advisory Services	Yes	No
17.	(a) Are you a subadviser to this <i>private fund</i> ?	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 question 17.(a) is "no," leave this 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 <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 to question 18.(a) is "no," leave this question blank.	answe	er
	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	<b>⊙</b>
22.	If yes, provide the <i>private fund's</i> Form D file number (if any):		
	No Information Filed		

B. SERVICE PROVIDERS

(1) A		
(2) 16	re the <i>private fund's</i> financial statements subject to an annual audit?	0
	the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	0
	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 nust complete questions (b) through (f) separately for each auditing firm.	g firr
	No Information Filed	
∆re tl	ne private fund's audited financial statements for the most recently completed fiscal year distributed to the private fund's	Ye
inves		C
Do al	of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified of	inio
O Y6	es O No O Report Not Yet Received	
If you	i check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is	avai
<u>Broker</u>		Υe
Does	the <i>private fund</i> use one or more prime brokers?	0
	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 thuses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	e pri
	No Information Filed	
If the	the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets?  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>p</i>	•
Does If the uses		•
Does If the uses	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>p</i> more than one custodian, you must complete questions (b) through (g) separately for each custodian.	rivat
Does If the uses Addi	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>p</i> more than one custodian, you must complete questions (b) through (g) separately for each custodian.  tional Custodian Information: 1 Record(s) Filed.	<b>c</b> ivate
Does If the uses  Addi  If t	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>p</i> more than one custodian, you must complete questions (b) through (g) separately for each custodian.  tional Custodian Information: 1 Record(s) Filed.  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	<b>c</b> ivate
Does If the uses  Addi  If t fun  (b)	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>p</i> more than one custodian, you must complete questions (b) through (g) separately for each custodian.  tional Custodian Information: 1 Record(s) Filed.  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>d</i> uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Legal name of custodian:	<b>c</b> ivate
Does If the uses  Addi  If t fun  (b)	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>p</i> more than one custodian, you must complete questions (b) through (g) separately for each custodian.  tional Custodian Information: 1 Record(s) Filed.  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>d</i> uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Legal name of custodian:  BANK OF AMERICA  Primary business name of custodian:	<b>G</b>
Does If the uses  Addi  If t fun  (b)	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>p</i> more than one custodian, you must complete questions (b) through (g) separately for each custodian.  tional Custodian Information: 1 Record(s) Filed.  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>d</i> uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Legal name of custodian: BANK OF AMERICA  Primary business name of custodian: BANK OF AMERICA  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:	
Does If the uses  Addi  If t fun  (b)	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>p</i> more than one custodian, you must complete questions (b) through (g) separately for each custodian.  tional Custodian Information: 1 Record(s) Filed.  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 d uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Legal name of custodian: BANK OF AMERICA  Primary business name of custodian: BANK OF AMERICA  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: State: Country: New York United States	<b>c</b> rivate
Does If the uses  Addi  If t fun  (b)  (c)	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>p</i> more than one custodian, you must complete questions (b) through (g) separately for each custodian.  tional Custodian Information: 1 Record(s) Filed.  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 d uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Legal name of custodian: BANK OF AMERICA  Primary business name of custodian: BANK OF AMERICA  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: State: Country: New York United States	<b>c</b>
Does If the uses  Addi  If t fun  (b)  (c)  (d)	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>p</i> more than one custodian, you must complete questions (b) through (g) separately for each custodian.  tional Custodian Information: 1 Record(s) Filed.  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>d</i> uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Legal name of custodian: BANK OF AMERICA  Primary business name of custodian: BANK OF AMERICA  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: State: Country: NEW YORK New York United States	Yes
Does If the uses  Addi  If t fun  (b)  (c)  (d)	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>p</i> more than one custodian, you must complete questions (b) through (g) separately for each custodian.  tional Custodian Information: 1 Record(s) Filed.  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>d</i> uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Legal name of custodian: BANK OF AMERICA  Primary business name of custodian: BANK OF AMERICA  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: State: Country: NEW YORK  New York  United States  Is the custodian a <i>related person</i> of your firm?	erivate private
Does If the uses  Addi  If t fun  (b)  (c)  (d)  (e)  (f)	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>p</i> more than one custodian, you must complete questions (b) through (g) separately for each custodian.  tional Custodian Information: 1 Record(s) Filed.  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 d uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.  Legal name of custodian: BANK OF AMERICA  Primary business name of custodian: BANK OF AMERICA  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: NEW YORK New York United States  Is the custodian a <i>related person</i> of your firm?  If the custodian is a broker-dealer, provide its SEC registration number (if any):	Yes

26.	(a)	Does the private fund use an administrator other than your firm?	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 administrate must complete questions (b) through (f) separately for each administrator.	or, y	эu
		No Information Filed		
27.		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 fur <i>related person</i> ?	s not	
	Inc rele	clude only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining an evant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including ocations) was the valuation determined by such <i>person</i> .	-	
Ma	rket	<u>eers</u>		
28.	(a)	Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	Yes	No ②
		You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor 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</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		
<b>A</b> . P	RIVA	ATE FUND		
Info	rma	ation About the <i>Private Fund</i>		
1.	(a)	Name of the <i>private fund</i> :		
••	(u)	REAL ESTATE SECONDARIES ACCOUNT (N) BROOKFIELD LP		
	(h)	Private fund identification number:		
	(0)	(include the "805-" prefix also)		
		805-1853135975		
2.	Un	der 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):		
		No Information Filed		
		If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.  Iing Adviser/Relying Adviser Name		
		ROOKFIELD ASSET MANAGEMENT PIC US, LLC		
4.	The	e 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		
	V	(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	t 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?	$\circ$	$\odot$
	(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		
			V~-	NJ
	(c)		Yes	
	(U)	and the second of the contract of the second	1.7	(*)

	(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 for the master-feeder arrangement or reporting on the funds separately.	'.B.(	[1)
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 the feeder funds answer the following questions:	eacl	h of
	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 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 is multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	ssue	ed
0			No
8.	(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 whether they are also <i>private funds</i> or registered investment companies.	0	•
	(b) If yes, does the private fund invest in funds managed by you or by a related person?	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.)?		o No O
10.	What type of fund is the private fund?		
	O hedge fund O liquidity fund O private equity fund or real estate fund or securitized asset fund or venture capital fund or other private	e fur	าd:
	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> : \$ 75,217,114		
<u>Ow</u>	vnership.		
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 <i>related persons</i> (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:  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%	Vas	. 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
16.	What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0%		

	(4)	Are you a subadviser to this <i>private runa?</i>	- 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 answ question 17.(a) is "no," leave this question blank.	er to	
		No Information Filed		
			Υe	s No
18.		Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	C	
	(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 to question 18.(a) is "no," leave this question blank.	ne ans	wer
		No Information Filed		
			Υe	s No
19.	Are	your <i>clients</i> solicited to invest in the <i>private fund</i> ?	C	•
	NOT	E: For purposes of this question, do not consider feeder funds of the private fund.		
20.	App	roximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
Priv	/ate	Offering		
	uto	<u></u>	Υe	s 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?	C	•
22.	If y	es, provide the <i>private fund's</i> Form D file number (if any):		
		No Information Filed		
3. SE	ERVI	CE PROVIDERS		
<u>Aud</u>	litors		V	es No
23.	(a)	(1) Are the <i>private fund's</i> financial statements subject to an annual audit?	(6	
	(-)	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	e e	
		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 audit	_	
		you must complete questions (b) through (f) separately for each auditing firm.	ing m	,
		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 au firm, you must complete questions (b) through (f) separately for each auditing firm.	diting	
		(b) Name of the auditing firm:		
		ERNST & YOUNG		
		(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:  NEW YORK New York 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?	•	0
		If yes, Public Company Accounting Oversight Board-Assigned Number: 42		
		(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?	•	0
	(a)			es No

Yes No
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 und</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.
No Information Filed
Yes No
oes 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> ses 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 <i>private fund</i> uses. If the <i>private fund</i> uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.
(b) Legal name of custodian: BANK OF AMERICA
(c) Primary business name of custodian: BANK OF AMERICA
(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: Country:
NEW YORK New York United States
(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):
- 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)
<u>ator</u> Yes No
oes 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 nust complete questions (b) through (f) separately for each administrator.
No Information Filed

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

**Marketers** 

40%

allocations) was the valuation determined by such person.

			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,							
		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 fo</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.	ınd						
		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	RIVAT	E FUND							
<u>Infc</u>	<u>rmat</u>	ion About the <i>Private Fund</i>							
1	(2)	Name of the <i>private fund</i> :							
1.		REAL ESTATE SECONDARIES ACCOUNT (N) LP							
		Private fund identification number:							
		(include the "805-" prefix also) 805-4953994218							
		003-4733774210							
2.	Und	er 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):							
		No Information Filed							
	(b)	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.							
	Fili	ng Adviser/Relying Adviser Name							
	BRC	DOKFIELD ASSET MANAGEMENT PIC US, LLC							
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							
		,	⁄es	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?							
		No Information Filed							
			⁄es	No					
	(c)			_					
	( )	Is this a "feeder fund" in a master-feeder arrangement?	0	⊙					
		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?	0	•					
	(d)		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? Name of <i>private fund</i> :	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?	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?  Name of <i>private fund</i> :  Private fund identification number:	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?  Name of <i>private fund</i> :  Private fund identification number:  (include the "805-" prefix also)							
	(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:							
	(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)  E: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7							
7.	(d)  NOT for t	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)  E: You must complete question 6 for each master-feeder arrangement regardless of whether you are filling a single Schedule D, Section 7 he master-feeder arrangement or reporting on the funds separately.  Due are filling a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for a master-feeder arrangement according to the instructions to this Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1) for a master-feeder arrangement according to the instructions according to the instructio	.B.(1	)					
7.	(d)  NOT for t	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)  E: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7 he master-feeder arrangement or reporting on the funds separately.	.B.(1	)					

	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or su assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master funds.	question if it issue	
	maniple diasses (or series) or shares or interests, and each diass (or series) invests substantially all or its assets in a single me		No
8.	(a) Is this private fund 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 poole vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	ed investment	
	(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 Investoration Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?	stment C	•
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 <i>private fui</i>	nd:
	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> : \$ 528,527,575		
<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 so organizational documents of the fund).	et forth in the	
13.	Approximate number of the <i>private fund's</i> beneficial owners:		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%		
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 Investigation Company Act of 1940, are sales of the fund limited to qualified clients?	ment O	0
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		
		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> . question 17.(a) is "no," leave this question blank.	f the answer to	
	No Information Filed		
10	(a) Do any investment advisors (ather they the investment advisors listed in Costian 7.D.(1) A.2.(b)) advise the private fund.	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</i></li></ul>	<b>C</b> e fund. If the answ	<b>⊙</b> ver
	to question 18.(a) is "no," leave this question blank.		
	No Information Filed		
10	Are your clients solicited to invest in the private fund?		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	⊚
	THO FE. FOI PUI POSES OF THIS GUESTION, NO HOL CONSIDER TECHE TUNIOS OF THE PRIVATE TUNIO.		

20. Approximately what percentage of your *clients* has invested in the *private fund*?

	0%		
<u>Priv</u>	rate Offering	Vo	s 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 yes, provide the <i>private fund's</i> Form D file number (if any):		
	No Information Filed		
B. SE	ERVICE PROVIDERS		
Aud	<u>itors</u>		
23	(a) (1) Are the <i>private fund's</i> financial statements subject to an annual audit?		s No
20.	(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 <i>private fund</i> uses more than one au 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 firm, you must complete questions (b) through (f) separately for each auditing firm.	auditing	
	(b) Name of the auditing firm: ERNST & YOUNG		
	(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:  NEW YORK New York United States		
		Yes	No
	(d) Is the auditing firm an independent public accountant?	⊙	0
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number: 42		
	(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?	•	0
		Ye	s No
	(g) Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	•	0
	(h) Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	ed opinior	ns?
	If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the repo	ort is avai	lable.
<u>Prin</u>	ne Broker	Ye	s No
24.	(a) Does the <i>private fund</i> use one or more prime brokers?	C	
	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. I fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	f the <i>pri</i> v	
	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?

O

Addit	tional Custodian Informati	ion : 2 Record(s) Filed.		
		-	through g) below for each custodian the <i>private</i> (b) through (g) separately for each custodian.	e fund uses. If the pri
(b)	Legal name of custodian: BANK OF AMERICA			
(c)	Primary business name of o	custodian:		
			the private fund's assets (city, state and countr	y):
	City: NEW YORK	State: New York	Country: United States	
				Ye
(e)	Is the custodian a related p	person of your firm?		O
(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 bridentifier (if any)	oker-dealer, or is a broker-dealer bu	it does not have an SEC registration number, pi	rovide its <i>legal entity</i>
If th	he answer to question 25 (a	a) is "ves " respond to questions (h)	through a) below for each custodian the private	e funduses. If the nr
fund		-	through g) below for each custodian the <i>privat</i> (b) through (g) separately for each custodian.	e fund uses. If the pr
fund (b)	d uses more than one custo	-		e fund uses. If the pr
(b)	d uses more than one custo  Legal name of custodian:	dian, you must complete questions (		e fund uses. If the pri
(b)	d uses more than one custo  Legal name of custodian:  J.P. MORGAN CHASE  Primary business name of of J.P. MORGAN CHASE	dian, you must complete questions (		
(b) (c) (d)	d uses more than one custo  Legal name of custodian:  J.P. MORGAN CHASE  Primary business name of of J.P. MORGAN CHASE  The location of the custodian City:	dian, you must complete questions ( custodian: an's office responsible for <i>custody</i> of State:	(b) through (g) separately for each custodian.  the <i>private fund's</i> assets (city, state and country:	
(b) (c) (d)	d uses more than one custo  Legal name of custodian: J.P. MORGAN CHASE  Primary business name of of J.P. MORGAN CHASE  The location of the custodian	dian, you must complete questions ( custodian: an's office responsible for <i>custody</i> of	(b) through (g) separately for each custodian.  the <i>private fund's</i> assets (city, state and countr	y):
(b) (c) (d)	d uses more than one custo  Legal name of custodian:  J.P. MORGAN CHASE  Primary business name of of J.P. MORGAN CHASE  The location of the custodian City:	custodian:  an's office responsible for <i>custody</i> of  State:  New York	(b) through (g) separately for each custodian.  the <i>private fund's</i> assets (city, state and country:	
(b) (c) (d) (e)	d uses more than one custod duses more than one custod dustod dus	custodian:  an's office responsible for <i>custody</i> of  State:  New York	(b) through (g) separately for each custodian.  the <i>private fund's</i> assets (city, state and country:	y): <b>Y</b> e
(b) (c) (d) (e) (f)	d uses more than one custod duses more than one custod dustod dus	custodian:  an's office responsible for <i>custody</i> of State: New York  person of your firm?	(b) through (g) separately for each custodian.  the <i>private fund's</i> assets (city, state and country:	y): <b>Y</b>
(b) (c) (d) (e) (f)	d uses more than one custodal duses more than one custodal duses more than one custodal dust dust dust dust dust dust dust dust	custodian:  an's office responsible for <i>custody</i> of State: New York  person of your firm?  -dealer, provide its SEC registration	(b) through (g) separately for each custodian.  the <i>private fund's</i> assets (city, state and country:	y): Ye
(b) (c) (d) (e) (f)	Legal name of custodian: J.P. MORGAN CHASE  Primary business name of of J.P. MORGAN CHASE  The location of the custodian City: NEW YORK  Is the custodian a related put of the custodian is a broker of the custodian is not a broker of the custodian is n	custodian:  an's office responsible for <i>custody</i> of State: New York  person of your firm?  -dealer, provide its SEC registration	(b) through (g) separately for each custodian.  the <i>private fund's</i> assets (city, state and country:	y): Ye
(b) (c) (d) (e) (f)	Legal name of custodian: J.P. MORGAN CHASE  Primary business name of of J.P. MORGAN CHASE  The location of the custodian City: NEW YORK  Is the custodian a related put of the custodian is a broker of the custodian is a broker of the custodian is not a broker of th	custodian:  an's office responsible for <i>custody</i> of State: New York  person of your firm?  -dealer, provide its SEC registration	(b) through (g) separately for each custodian.  the <i>private fund's</i> assets (city, state and country:	y): <b>Y</b> e

No Information 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

27	During 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> ?					
	17% Include only those assets where (i) such <i>person</i> carried out the valuation procedure established for that asset, if any, including obtaining a relevant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (incluallocations) was the valuation determined by such <i>person</i> .	•				
Ma	arketers experience of the second sec					
28	. (a) Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	Yes	No			
	You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicit 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>privat</i> uses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.	tor, or				
	No Information Filed					
 А. Р	PRIVATE FUND					
Info	ormation About the <i>Private Fund</i>					
1.						
	REAL ESTATE SECONDARIES ACCOUNT (P) LP  (b) Private fund identification number:					
	(include the "805-" prefix also)					
	805-9677833774					
2.	Under the laws of what state or country is the <i>private fund</i> organized:					
	State: Country: Delaware United States					
	Delaware Officed States					
3.	(a) Name(s) of General Partner, Manager, Trustee, or Directors (or <i>persons</i> serving in a similar capacity):					
	No Information Filed					
	(b) If filling an umbrella registration, identify the filling adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.					
	Filing Adviser/Relying Adviser Name					
	BROOKFIELD ASSET MANAGEMENT PIC US, LLC					
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					
6.	(a) Is this a "master fund" in a master-feeder arrangement?	Yes				
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> ?	0	•			
	No Information Filed					
	(a) Is this a "fooder fund" in a master feeder arrangement?	Yes				
	(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?	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?  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 for the master-feeder arrangement or reporting on the funds separately.	7.B.(	1)
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 the feeder funds answer the following questions:	- each	ı of
	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 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 is multiple classes (or series) of shares or interests, 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"?  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.)?	0	•
10.	What type of fund is the <i>private fund</i> ?		
	O hedge fund O liquidity fund O private equity fund or real estate fund O securitized asset fund O venture capital fund O Other private	te fun	ıd:
	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> : \$ 692,428,125		
<u>Ow</u>	<u>vnership</u>		
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 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:  1		
14.	What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related persons</i> : 0%		
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> : 100%		
You	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</li></ul>	to.	⊙
	question 17.(a) is "no," leave this question blank.	ιU	
	No Information Filed		
<i>a</i> -		Yes	
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	$\odot$

		No Information Filed	V	s No
19.	Are y	your clients solicited to invest in the private fund?		) <b>©</b>
	NOT	E: For purposes of this question, do not consider feeder funds of the private fund.		
	Appr	roximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
Priv	ate (	Offering		
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?	Ye O	s No
22.	If ye	es, provide the <i>private fund's</i> Form D file number (if any):  No Information Filed		
3. SE	ERVIC	CE PROVIDERS		
Aud	<u>itors</u>		Υє	es No
23.	(a)	(1) Are the private fund's financial statements subject to an annual audit?	e	0
		(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	e	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 audyou must complete questions (b) through (f) separately for each auditing firm.	diting firi	m,
		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 a firm, you must complete questions (b) through (f) separately for each auditing firm.	auditing	
		(b) Name of the auditing firm:  ERNST & YOUNG		
		(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):		
		City: State: Country:		
		NEW YORK New York United States	Yes	No
		(d) Is the auditing firm an independent public accountant?	• •	0
			~	~
		(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
		If yes, Public Company Accounting Oversight Board-Assigned Number: 42		
		(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?	•	0
			Ve	es No
		Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	•	
	(h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	d opinio	ns?
		• 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 repo	rt is avai	lable.
<u>Prir</u>	ne Bı	<u>roker</u>		
24.	(a)	Does the <i>private fund</i> use one or more prime brokers?		s No
	. ,		- No.	/ 15/

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 Info	ormation Filed	
Custod	<u>ian</u>				Yes No
25. (a)	Does	the private fund use any cus	codians (including the prime brokers	s listed above) to hold some or all of its assets?	© 0
		•		rough (g) below for each custodian the <i>private fund</i> uough (g) separately for each custodian.	
	Addi	tional Custodian Informatio	on : 1 Record(s) Filed.		
		•		through g) below for each custodian the <i>private fund</i> (b) through (g) separately for each custodian.	uses. If the private
	(b)	Legal name of custodian: JP MORGAN CHASE			
	(c)	Primary business name of c JP MORGAN CHASE	ustodian:		
	(d)	The location of the custodia	n's office responsible for <i>custody</i> of	the <i>private fund's</i> assets (city, state and country):	
		City:	State:	Country:	
		NEW YORK	New York	United States	Yes No
	(e)	Is the custodian a related po	erson of your firm?		0 0
	(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 bro identifier (if any)	ker-dealer, or is a broker-dealer bu	it does not have an SEC registration number, provide	its <i>legal entity</i>
Admini	strator	r			
					Yes No
26. (a)	If the	e answer to question 26.(a) is	nistrator other than your firm?  s "yes," respond to questions (b) thugh (f) separately for each administ	rough (f) below. If the <i>private fund</i> uses more than or	<b>C ⊙</b> ne administrator, you
	must	complete questions (b) tillot	agii (i) separately loi eacii adillillist	rator.	
			No Info	ormation Filed	
you 100 Inc rele	ur <i>relat</i> 0% clude of evant o	red person?	ch <i>person</i> carried out the valuation used for purposes of investor subs	(by value) was valued by a <i>person</i> , such as an adminitive procedure established for that asset, if any, including criptions, redemptions or distributions, and fee calcul	g obtaining any
<u>Market</u>	<u>ers</u>				
					Yes No
28. (a)	You n	must answer "yes" whether t ar <i>person</i> . If the answer to qu	he <i>person</i> acts as a placement ager estion 28.(a) is "yes," respond to q	your <i>employees</i> for marketing purposes?  nt, consultant, finder, introducer, municipal advisor or uestions (b) through (g) below for each such market plete questions (b) through (g) separately for each market questions (b) through (g) separately for each market	er the <i>private fund</i>

No Information Filed

A. F	PRIVATE FUND	
Info	ormation About the <i>Private Fund</i>	
1.	<ul> <li>(a) Name of the private fund: REAL ESTATE SECONDARIES ACCOUNT (Q) LP</li> <li>(b) Private fund identification number: (include the "805-" prefix also)</li> <li>805-6884133045</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):  No Information Filed	
	(b) If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.	
	Filing Adviser/Relying Adviser Name  BROOKFIELD ASSET MANAGEMENT PIC US, LLC	
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	
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.	<ul><li>(a) Is this a "master fund" in a master-feeder arrangement?</li><li>(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>?</li><li>No Information Filed</li></ul>	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 private fund identification number (if any) of the master fund in which this private fund invests? Name of private fund:</li> <li>Private fund identification number: (include the "805-" prefix also)</li> </ul>	Yes No
	NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section for the master-feeder arrangement or reporting on the funds separately.	7.B.(1)
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 the feeder funds answer the following questions:	or each of
	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 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 multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.	issued
8.	(a) Is this <i>private fund</i> a "fund of funds"?	Yes 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

	(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	•
10.	What type of fund is the <i>private fund</i> ?		
	C hedge fund C liquidity fund C private equity fund c real estate fund C securitized asset fund C venture capital fund C Other private	te fun	d:
	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> : \$ 692,428,125		
<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 documents of the fund).	ý	
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> : 0%		
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> : 100%		
You	ur Advisory Services		
17.	(a) Are you a subadviser to this <i>private fund</i> ?	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 question 17.(a) is "no," leave this 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?	$\circ$	$\odot$
	(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 to question 18.(a) is "no," leave this question blank.	answ	er
	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	⊙
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	•

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

Nο	Information	File

# B. SERVICE PROVIDERS

**Auditors** 

	·	al statements subject to an annual au		6	Ò
(2) I	f the answer to question 23	.(a)(1) is "yes," are the financial state	ements prepared in accordance with U.S. GAAP?	6	ð
	· · · · · · · · · · · · · · · · · · ·	(1) is "yes," respond to questions (b) through (f) separately for each audit	through (h) below. If the <i>private fund</i> uses more than one auditing firm.	ting fir	m
Add	ditional Auditor Information	n : 1 Record(s) Filed.			
	· ·	(a)(1) is "yes," respond to questions (tions (b) through (f) separately for each	b) through (h) below. If the <i>private fund</i> uses more than one and the change of the content of	uditing	
(b)	) Name of the auditing firm: ERNST & YOUNG				
(c)	) The location of the auditin	ng firm's office responsible for the privi	ate fund's audit (city, state and country):		
	City: NEW YORK	State: New York	Country: United States		
				Yes	
(d)	) Is the auditing firm an <i>ind</i>	ependent public accountant?		⊙	
(e)	) Is the auditing firm regist	ered with the Public Company Accoun	ting Oversight Board?	•	
	If yes, Public Company Ac	counting Oversight Board-Assigned No	umber:		
(f)	If "yes" to (e) above, is the accordance with its rules?	, ,	pection by the Public Company Accounting Oversight Board in	•	
				Ye	2
	the <i>private fund's</i> audited fir stors?	nancial statements for the most recent	ly completed fiscal year distributed to the private fund's	6	
Do a	all of the reports prepared by	y the auditing firm for the <i>private fund</i>	since your last annual updating amendment contain unqualified	opinic	1
<b>⊙</b> Y	es C No C Report Not Yet	Received			
If yo	ou check "Report Not Yet Rece	eived," you must promptly file an amend	dment to your Form ADV to update your response when the report	t is ava	j
<u>Broke</u>	<u>er</u>			Ye	•
Does	s the <i>private fund</i> use one or	more prime brokers?		(	
	•		rough (e) below for each prime broker the <i>private fund</i> uses. If (b) through (e) separately for each prime broker.	the <i>pri</i>	ν
		No Info	ormation Filed		
<u>ian</u>					
				Ye	_

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.

uses more than one custodian, you must complete questions (b) through (g) separately for each custodian.

Additional Custodian Information: 2 Record(s) Filed.

(0)	Drimary husiness name of -	ustadian		
(C)	Primary business name of common BANK OF AMERICA	นรเงนเสท:		
(d)	The location of the custodia	n's office responsible for <i>cu</i> s	stody of the <i>private fund's</i> assets (city, state and co	ountry):
	City: LONDON	State:	Country:	
	LONDON		United Kingdom	Y
(e)	Is the custodian a related pe	erson of your firm?		c
(f)	If the custodian is a broker-	dealer, provide its SEC regis	stration number (if any):	
	- CRD Number (if any):			
(g)	If the custodian is not a bro identifier (if any)	ker-dealer, or is a broker-de	ealer but does not have an SEC registration numb	er, provide its <i>legal entity</i>
	25 (2)			
			ons (b) through g) below for each custodian the $\mu$ estions (b) through (g) separately for each custod	
(b)	Legal name of custodian: JP MORGAN CHASE			
(c)	Primary business name of course JP MORGAN CHASE	ustodian:		
(d)		•	stody of the private fund's assets (city, state and co	ountry):
	City: NEW YORK	State: New York	Country: United States	
				Υ
(e)	Is the custodian a related pe	erson of your firm?		C
(f)	If the custodian is a broker-	dealer, provide its SEC regis	stration number (if any):	
	-			
	CRD Number (if any):			
(g)	If the custodian is not a bro identifier (if any)	ker-dealer, or is a broker-de	ealer but does not have an SEC registration numb	er, provide its <i>legal entit</i> y
strator				
	the <i>private fund</i> use an admi	_		
	answer to question 26.(a) is complete questions (b) throu		s (b) through (f) below. If the <i>private fund</i> uses m dministrator.	ore than one administrat

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.

your related person?

100%

Ma	rkete	<u>ers</u>	V	NI.
28.	(a)	Does the <i>private fund</i> use the services of someone other than you or your <i>employees</i> for marketing purposes?	Yes	NO.
		You must answer "yes" whether the <i>person</i> acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor 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</i> ruses. If the <i>private fund</i> uses more than one marketer you must complete questions (b) through (g) separately for each marketer.	, or	
		No Information Filed		
A. P	RIVA ⁻	TE FUND		
Info	ormat	tion About the <i>Private Fund</i>		
1.	(a)	Name of the <i>private fund</i> :		
	4.5	SENIOR REAL ESTATE FINANCE ACCOUNT (N), L.P.		
	(b)	Private fund identification number:  (include the "805-" prefix also)		
		805-8295820096		
		000 0273020070		
2.		der the laws of what state or country is the <i>private fund</i> organized:		
		State: Country:  Delaware United States		
		Delaware Officed States		
3.	(a)	Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):		
		No Information Filed		
	(b)	If filing an umbrella registration, identify the filing adviser and/or relying adviser(s) that sponsor(s) or manage(s) this private fund.		
	Fili	ing Adviser/Relying Adviser Name		
	BR	OOKFIELD ASSET MANAGEMENT PIC US, LLC		
4.		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		
	V	(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.		Is this a "master fund" in a master-feeder arrangement?	$\circ$	$\odot$
	(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	<b>⊙</b>
		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)	Name of <i>private fund</i> :		
		Private fund identification number: (include the "805-" prefix also)		
	NOT	ΓΕ: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 3	′.B. <i>(</i> 1	1)
		the master-feeder arrangement or reporting on the funds separately.	- · ( '	,
7.	If y	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

No Information Filed

the feeder funds answer the following questions:

	NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantial 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 multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund	if it issue	
	maniple classes (or series) or shares or interests, and each class (or series) invests substantially all or its assets in a single master ran		s 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 invest vehicles, regardless of whether they are also <i>private funds</i> or registered investment companies.	ment	
	(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	s 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 <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 fu	nd:
	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> : \$ 699,296,994		
<u>Ow</u>	wnership		
12.	<ul><li>Minimum investment commitment required of an investor in the <i>private fund</i>:</li><li>\$ 0</li></ul>		
	NOTE: Report the amount routinely required of investors who are not your related persons (even if different from the amount set forth in organizational documents of the fund).	n the	
13.	3. 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> :  0%		
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></ul>		
		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 qualified clients?	0	0
16.	<ul><li>What is the approximate percentage of the <i>private fund</i> beneficially owned by non-<i>United States persons</i>:</li></ul>		
<u>You</u>	our Advisory Services		
17.	'. (a) Are you a subadviser to this <i>private fund</i> ?	Yes	s 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		٠
	question 17.(a) is "no," leave this question blank.		
	No Information Filed		
18	B. (a) Do any investment advisers (other than the investment advisers listed in Section 7.B.(1).A.3.(b)) advise the private fund?	_	s No
10.	<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 private fund. If to question 18.(a) is "no," leave this question blank.</li></ul>	the ansv	<b>⊙</b> ver
	No Information Filed		
		Yes	s No
19.	2. Are your <i>clients</i> solicited to invest in the <i>private fund</i> ?	0	•

NOTE: For purposes of this question, do not consider feeder funds of the private fund.

0%	proximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ?		
rivate	e Offering		
1. Ha	s the <i>private fund</i> ever relied on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?	_	s No
i. iid	the private rand ever relied on an exemption from registration of its securities and regulation b of the securities her or 1700.	0	•
2. If y	ves, provide the <i>private fund's</i> Form D file number (if any):		
	No Information Filed		
SERV	ICE PROVIDERS		
uditoı	rs		
		Ye	s No
3. (a)	(1) Are the private fund's financial statements subject to an annual audit?	•	0
	(2) If the answer to question 23.(a)(1) is "yes," are the financial statements prepared in accordance with U.S. GAAP?	•	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 audityou must complete questions (b) through (f) separately for each auditing firm.	ting firr	m,
	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 autirm, you must complete questions (b) through (f) separately for each auditing firm.	uditing	
	(b) Name of the auditing firm:  DELOITTE & TOUCHE LLP		
	(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:		
	NEW YORK New York United States	Voc	Nia
	(d) Is the auditing firm an independent public accountant?	Yes ©	O
	(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?	•	0
	If yes, Public Company Accounting Oversight Board-Assigned Number:  34		
	(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?	•	0
		Ye	s No
(g)	Are the <i>private fund's</i> audited financial statements for the most recently completed fiscal year distributed to the <i>private fund's</i> investors?	•	0
(h)	Do all of the reports prepared by the auditing firm for the private fund since your last annual updating amendment contain unqualified	opinior	ns?
	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 avail	lable.
rime	<u>Broker</u>	.,	
4 (a)	Does the <i>private fund</i> use one or more prime brokers?	_	s No
-г. (d)	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 <i>fund</i> uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.	C the <i>priv</i>	

taditional oastoalan informe	ation : 2 Record(s) Filed.		
	-	) through g) below for each custodian the <i>private fund</i> use (b) through (g) separately for each custodian.	ses. If the <i>priva</i>
(b) Legal name of custodian: JP MORGAN CHASE & CO.			
(c) Primary business name of JP MORGAN CHASE & CO.			
(d) The location of the custo	dian's office responsible for custody of	of the <i>private fund's</i> assets (city, state and country):	
City: NEW YORK	State: New York	Country: United States	
NEW TORK	New TOLK	United States	Yes
(e) Is the custodian a related	d person of your firm?		0
(f) If the custodian is a brok	er-dealer, provide its SEC registratio	n number (if any):	
- CRD Number (if any):			
identifier (if any)	oroker-dealer, or is a broker-dealer i	out does not have an SEC registration number, provide it	ts legal entity
·	todian, you must complete questions	) through g) below for each custodian the <i>private fund</i> use (b) through (g) separately for each custodian.	ses. If the <i>priva</i>
fund uses more than one cus  (b) Legal name of custodian:	todian, you must complete questions		ses. If the <i>priva</i>
fund uses more than one cus  (b) Legal name of custodian:     US BANK TRUST  (c) Primary business name of US BANK TRUST	todian, you must complete questions  f custodian:		ses. If the <i>priva</i>
fund uses more than one cus  (b) Legal name of custodian:     US BANK TRUST  (c) Primary business name of US BANK TRUST  (d) The location of the custod City:	todian, you must complete questions  of custodian:  dian's office responsible for <i>custody</i> of State:	(b) through (g) separately for each custodian.  of the <i>private fund's</i> assets (city, state and country):  Country:	ses. If the <i>priva</i>
<ul> <li>fund uses more than one cus</li> <li>(b) Legal name of custodian:</li></ul>	todian, you must complete questions  f custodian:  dian's office responsible for <i>custody</i> o	(b) through (g) separately for each custodian.  of the <i>private fund's</i> assets (city, state and country):	
fund uses more than one cus  (b) Legal name of custodian:     US BANK TRUST  (c) Primary business name of US BANK TRUST  (d) The location of the custod City:	todian, you must complete questions  of custodian:  dian's office responsible for <i>custody</i> of State:  New York	(b) through (g) separately for each custodian.  of the <i>private fund's</i> assets (city, state and country):  Country:	ses. If the <i>priva</i>
<ul> <li>(b) Legal name of custodian:</li></ul>	todian, you must complete questions  of custodian:  dian's office responsible for <i>custody</i> of State:  New York	(b) through (g) separately for each custodian.  of the <i>private fund's</i> assets (city, state and country):  Country: United States	Yes
<ul> <li>(b) Legal name of custodian:</li></ul>	f custodian:  dian's office responsible for <i>custody</i> of State:  New York  diaperson of your firm?	(b) through (g) separately for each custodian.  of the <i>private fund's</i> assets (city, state and country):  Country: United States	Yes
<ul> <li>(b) Legal name of custodian:</li></ul>	f custodian:  dian's office responsible for <i>custody</i> of State:  New York  diperson of your firm?  er-dealer, provide its SEC registratio	(b) through (g) separately for each custodian.  of the <i>private fund's</i> assets (city, state and country):  Country: United States	Yes
<ul> <li>(b) Legal name of custodian:</li></ul>	f custodian:  dian's office responsible for <i>custody</i> of State:  New York  diperson of your firm?  er-dealer, provide its SEC registratio	(b) through (g) separately for each custodian.  of the private fund's assets (city, state and country):  Country: United States  n number (if any):	Yes
<ul> <li>(b) Legal name of custodian:</li></ul>	f custodian:  dian's office responsible for <i>custody</i> of State:  New York  diperson of your firm?  er-dealer, provide its SEC registratio	(b) through (g) separately for each custodian.  of the private fund's assets (city, state and country):  Country: United States  n number (if any):	Yes C
(b) Legal name of custodian: US BANK TRUST  (c) Primary business name of US BANK TRUST  (d) The location of the custor City: NEW YORK  (e) Is the custodian a related  (f) If the custodian is a broken CRD Number (if any):  (g) If the custodian is not a lidentifier (if any)	f custodian:  dian's office responsible for <i>custody</i> of State:  New York  diperson of your firm?  er-dealer, provide its SEC registratio	(b) through (g) separately for each custodian.  of the private fund's assets (city, state and country):  Country: United States  n number (if any):	Yes

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

No Information Filed

must complete questions (b) through (f) separately for each administrator.

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

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you 99% Incl rele	r related person?  dude only those assets where (i) such person carried out the valuation procedure established for that asset, if any, including obtaining any evant quotes, and (ii) the valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including cations) was the valuation determined by such person.	
Markete	<u>ers</u> Yes	No
28. (a)	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 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 you must complete questions (b) through (g) separately for each marketer.	
	No Information Filed	

SEC	ECTION 7.B.(2) <i>Private Fund</i> Reporting					
1.	Name of the <i>private fund</i> : ARGERICH 2022-1, LLC					
2.	Private fund identification number: (include the "805-" prefix also)					
	805-2831341155					
3.	Name and SEC File number of adviser that provides information about this <i>private fund</i> in Section 7.B.(1) of Schedule D of its Form ADV filing Name:					
	BROOKFIELD ASSET MANAGEMENT INSURANCE ADVISOR LLC					
	SEC File Number:					
	801 - 120634	\/ BI				
4.	Are your <i>clients</i> solicited to invest in this <i>private fund</i> ?	Yes No				
7.	In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangeme 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.	nd"				
1.	Name of the <i>private fund</i> : THAYER HOTEL INVESTORS VI FEEDER LP					
2.	Private fund identification number: (include the "805-" prefix also)					
	805-5391417529					
3.	Name and SEC File number of adviser that provides information about this <i>private fund</i> in Section 7.B.(1) of Schedule D of its Form ADV filing Name:					
	THAYER GP VI LLC					
	SEC File Number: 801 - 79779					
	001 - 79777	Yes No				
4.	Are your <i>clients</i> solicited to invest in this <i>private fund</i> ?	0 0				
	In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangeme 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.	nd"				
1.	Name of the <i>private fund</i> :					
	THAYER HOTEL INVESTORS VI LLC					
2.	Private fund identification number: (include the "805-" prefix also) 805-5012307235					
3.	Name and SEC File number of adviser that provides information about this <i>private fund</i> in Section 7.B.(1) of Schedule D of its Form ADV filing Name:  THAYER GP VI LLC  SEC File Number:					

801 - 79779

4.	Are your clients solicited to invest in this private fund?	0	$\odot$
	In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement 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.	nd"	ıe
1.	Name of the private fund:		
	THAYER HOTEL INVESTORS VI LP		
2.	Private fund identification number: (include the "805-" prefix also) 805-4235080732		
3.	Name: THAYER GP VI LLC		
	SEC File Number: 801 - 79779		
	001 - 79779	Yes	No
4.	Are your <i>clients</i> solicited to invest in this <i>private fund</i> ?	_	•
	In answering this question, disregard feeder funds' investment in a master fund. For purposes of this question, in a master-feeder arrangement 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.	ent, on nd"	
In to contain and	this Item, we request information about your participation and interest in your <i>clients</i> ' transactions. This information identifies additional areas in officts of interest may occur between you and your <i>clients</i> . Newly-formed advisers should base responses to these questions on the types of participation of the types of types of the types of types of the types of types o		
Pro	oprietary Interest in <i>Client</i> Transactions		
Α.	Do you or any related person:	Yes	No
	(1) buy securities for yourself from advisory <i>clients</i> , or sell securities you own to advisory <i>clients</i> (principal transactions)?	⊙	0
	<ul><li>(2) buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory <i>clients</i>?</li><li>(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))?</li></ul>	⊙ ⊙	0
Sal	les Interest in <i>Client</i> Transactions		
В.	Do you or any related person:	Yes	No
	(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 or bought from the brokerage customer (agency cross transactions)?	0	•
	<ul><li>(2) recommend to advisory <i>clients</i>, or act as a purchaser representative for advisory <i>clients</i> with respect to, the purchase of securities for which you or any <i>related person</i> serves as underwriter or general or managing partner?</li></ul>	•	0
	(3) recommend purchase or sale of securities to advisory <i>clients</i> for which you or any <i>related person</i> has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)?	0	•
Inv	vestment 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 <i>client's</i> account?		0
	(2) amount of securities to be bought or sold for a <i>client's</i> account?	•	0
	(3) broker or dealer to be used for a purchase or sale of securities for a <i>client's</i> account?	•	0
	(4) commission rates to be paid to a broker or dealer for a <i>client's</i> securities transactions?	•	0
D.	If you answer "yes" to C.(3) above, are any of the brokers or dealers related persons?	0	•

Yes No

F.	If yo	you answer "yes" to E. above, are any of the brokers or dealers related persons?		0	•
G.	(1)	) Do you or any <i>related person</i> receive research or other products or services other than execution from a broker-dealer or a third ("soft dollar benefits") in connection with <i>client</i> securities transactions?	party	•	0
	(2)	2) If "yes" to G.(1) above, are all the "soft dollar benefits" you or any related persons receive eligible "research or brokerage service section 28(e) of the Securities Exchange Act of 1934?	es" under	•	0
Н.	(1)	) Do you or any related person, directly or indirectly, compensate any person that is not an employee for client referrals?		0	•
	(2)	2) Do you or any <i>related person</i> , directly or indirectly, provide any <i>employee</i> compensation that is specifically related to obtaining <i>clie</i> the firm (cash or non-cash compensation in addition to the <i>employee's</i> regular salary)?	ents for	0	•
Ι.	_	o you or any <i>related person</i> , including any <i>employee</i> , directly or indirectly, receive compensation from any <i>person</i> (other than you or a erson) for client referrals?	iny <i>related</i>	0	•
	In y	your response to Item 8.I., do not include the regular salary you pay to an employee.			
	fron	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 om (in answering Item s.I.) any person in exchange for client referrals, including any bonus that is based, at least in part, on the number eferrals.			
lter	n 9 Cı	Custody			
		Item, we ask you whether you or a related person has custody of client (other than clients that are investment companies registered ment Company Act of 1940) assets and about your custodial practices.	d under the		
A.	(1)	<ul><li>) Do you have custody of any advisory clients':</li><li>(a) cash or bank accounts?</li></ul>	Y	Yes	
		(b) securities?			0
		(b) Securities:		⊙	0
	dire	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 y irectly from your clients' accounts, or (ii) a related person has custody of client assets in connection with advisory services you provide to aver overcome the presumption that you are not operationally independent (pursuant to Advisers Act rule 206(4)-2(d)(5)) from the related (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, but you	ou'	
		you have <i>custody</i> :			
		U.S. Dollar Amount Total Number of <i>Clients</i>			
		(a) \$ 162,269,124,932 (b) 99			
	inclu conr	you are registering or registered with the SEC and you have custody solely because you deduct your advisory fees directly from your clier oclude 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 onnection with advisory services you provide to clients, do not include the amount of those assets and number of those clients in your response to Item 9.B.(2).	f client assets	s in	
В.	(1)	) In connection with advisory services you provide to <i>clients</i> , do any of your <i>related persons</i> have <i>custody</i> of any of your advisory <i>cl</i>	lients': \	Yes	Nc
		(a) cash or bank accounts?		$\odot$	0
		(b) securities?		0	0
	You	ou 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 <i>client</i> funds and securities and total number of your <i>related persons</i> have <i>custody</i> :	clients for w	/hich	
		U.S. Dollar Amount Total Number of Clients			
		(a) \$ 162,269,124,932 (b) 99			
C.	-	you or your related persons have custody of client funds or securities in connection with advisory services you provide to clients, checoat apply:			ηg
	(1)	) A qualified custodian(s) sends account statements at least quarterly to the investors in the pooled investment vehicle(s) you may	ago.	~	
	(2)	2) An <i>independent public accountant</i> audits annually the pooled investment vehicle(s) that you manage and the audited financial state are distributed to the investors in the pools.	ıtements <b>S</b>	7	
	(3)		E	7	
	(4)	An <i>independent public accountant</i> prepares an internal control report with respect to custodial services when you or your <i>related</i> pare qualified custodians for <i>client</i> funds and securities.	persons [		

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

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E. Do you or any *related person* recommend brokers or dealers to *clients*?

	,		2), you do not have to list auditor inform vise in Section 7.B.(1) of Schedule D).	ation in Section 9.C. of Schedule D if you already pro	vided this				
D.	Do vou or vour <i>related</i> p	person(s) act as qualified cus	stodians for your <i>clients</i> in connection v	with advisory services you provide to clients?	Yes	s No			
	(1) you act as a qualifi	,		J ,	0	•			
	(2) your related person	o(s) act as qualified custodia	n(s)						
	•	e identified in Section 7.A. of S	•	er than any mutual fund transfer agent pursuant to ave determined the related person to be operational.		dent			
E.	•	g your annual updating amendment and you were subject to a surprise examination by an independent public accountant during your last ovide the date (MM/YYYY) the examination commenced:							
F.	• • •	•	funds or securities, how many <i>person</i> n with advisory services you provide to	s, including, but not limited to, you and your <i>relate</i> o <i>clients?</i>	d persons,	act			
SEC	TION 9.C. Independent	: Public Accountant							
po ina	•	that you manage, or prepare nt.		to perform a surprise examination, perform an aud complete a separate Schedule D Section 9.C. for e					
	EDELSTEIN & COMPAN	Y, LLP							
(2	) The location of the <i>inde</i>	ependent public accountant's	office responsible for the services pro	vided:					
	Number and Street 1:		Number and Street 2:	Number and Street 2:					
	160 FEDERAL STREET		9TH FLOOR						
	City:	State:	Country:	ZIP+4/Postal Code:					
	BOSTON	Massachusetts	United States	02110					
(3	) Is the <i>independent pub</i>	olic accountant registered wit	th the Public Company Accounting Ove	rsight Board?	Yes ©	No ©			
	If "yes," Public Compar 3376	ny Accounting Oversight Boa	ard-Assigned Number:						
(4	If "yes" to (3) above, is the <i>independent public accountant</i> subject to regular inspection by the Public Company Accounting Oversight Board in accordance with its rules?								
(5	A. audit a pooled inv	e examination of <i>clients</i> ' ass	sets						
(6	) Since your last annual updating amendment, did all of the reports prepared by the independent public accountant that audited the pooled investment vehicle or that examined internal controls contain unqualified opinions?								
	C Yes								
	O No								
	C Report Not Yet Received								
	If you check "Report Not available.	Yet Received", you must pro	mptly file an amendment to your Form A	ADV to update your response when the accountant's	report is				
Iten	n 10 Control Persons								
	his Item, we ask you to in uld be provided for the <i>fi</i>	• • •	irectly or indirectly, controls you. If you	are filing an umbrella registration, the information	in Item 10	Э			
and	executive officers. Sche	dule B asks for information	•	ule B. Schedule A asks for information about your n amendment and you are updating information y					

A. Does any *person* not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, *control* your management or policies?

Yes No

If yes, complete Section 10.A. of Schedule D.

B. If any person named in Schedules A, B, or C or in Section 10.A. of Schedule D is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, please complete Section 10.B. of Schedule D.

#### SECTION 10.A. Control Persons

No Information Filed

### SECTION 10.B. Control Person Public Reporting Companies

- If any person named in Schedules A, B, or C, or in Section 10.A. of Schedule D is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, please provide the following information (you must complete a separate Schedule D Section 10.B. for each public reporting company):
  - (1) Full legal name of the public reporting company:

**BROOKFIELD** CORPORATION

- (2) The public reporting company's CIK number (Central Index Key number that the SEC assigns to each reporting company):
- 1001085
- If any person named in Schedules A, B, or C, or in Section 10.A. of Schedule D is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, please provide the following information (you must complete a separate Schedule D Section 10.B. for each public reporting company):
  - (1) Full legal name of the public reporting company:

BROOKFIELD ASSET MANAGEMENT

LTD

(2) The public reporting company's CIK number (Central Index Key number that the SEC assigns to each reporting 1937926 company):

# 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? **(**  $\circ$ 

# For "yes" answers to the following questions, complete a Criminal Action DRP:

Yes No  $\circ$ ⊚

(1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any felony?

 $\odot$  $\circ$ 

 $\circ$ 

 $\circ$ 

(2) been charged with any felony?

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 currently pending.

B. In the past ten years, have you or any advisory affiliate:

A. 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 *misdemeanor* involving: investments or an investment-related business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses?
- (2) been charged with a misdemeanor listed in Item 11.B.(1)?

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.

For	"yes" answers to the following questions, complete a Regulatory Action DRP:					
C.	Has the SEC or the Commodity Futures Trading Commission (CFTC) ever:					
	(1) found you or any advisory affiliate to have made a false statement or omission?	0	•			
	(2) found you or any advisory affiliate to have been involved in a violation of SEC or CFTC regulations or statutes?	0	•			
	(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	•			
	(4) entered an order against you or any advisory affiliate in connection with investment-related activity?	0	•			
	(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	•			
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?	$\circ$	⊙			
	(2) ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statutes?	$\odot$	0			
	(3) ever <i>found</i> you or any <i>advisory affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?		•			
	(4) in the past ten years, entered an order against you or any advisory affiliate in connection with an investment-related activity?	$\odot$	0			
	(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	•			
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	•			
	(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	•			
	(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	•			
	(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	•			
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	•			
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	•			
For	"yes" answers to the following questions, complete a Civil Judicial Action DRP:					
H.	(1) Has any domestic or foreign court:					
	(a) in the past ten years, enjoined you or any advisory affiliate in connection with any investment-related activity?	$\circ$	⊙			
	(b) ever found that you or any advisory affiliate were involved in a violation of investment-related statutes or regulations?	0	•			
	(c) ever dismissed, pursuant to a settlement agreement, an <i>investment-related</i> civil action brought against you or any <i>advisory affiliate</i> by a state or <i>foreign financial regulatory authority</i> ?	0	•			

# Item 12 Small Businesses

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.

(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)?

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 filling 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.

	(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 recenyear?	t fiscal (	0	0
C.	. Are you:			
	(1) controlled by or under common control with another investment adviser that had regulatory assets under management (calculate 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?	ed in (	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 make last day of its most recent fiscal year?	ore on the	0	0

(1) control another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV)

0 0

## Schedule A

B. Do you:

#### **Direct Owners and Executive Officers**

- 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:

If "yes," you do not need to answer Items 12.B. and 12.C.

A. Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?

of \$25 million or more on the last day of its most recent fiscal year?

- (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, brother-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?  $\bullet$  Yes  $\bullet$  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.
- 5. 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.
  - (c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Title or Status	Date Title or Status Acquired MM/YYYY		Control Person		CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
FLATT, BRUCE, JAMES	I	MANAGING PARTNER AND CHIEF EXECUTIVE OFFICER OF BROOKFIELD CORPORATION AND BROOKFIELD ASSET MANAGEMENT LTD.	03/2002	NA	Υ	N	5718634
FISHER-DAYN, RONALD	I	MANAGING PARTNER AND CHIEF COMPLIANCE OFFICER	09/2013	NA	Y	N	6257213
BROOKFIELD PROPERTY GROUP LLC	DE	MEMBER	03/2014	Е	N	N	
KINGSTON, BRIAN, WILLIAM	I	CHIEF EXECUTIVE OFFICER, REAL ESTATE	11/2015	NA	Υ	N	5775857
Powell, William	I	CHIEF OPERATING OFFICER	01/2012	NA	Υ	N	6930112
RANJAN, ANUJ	I	MANAGING PARTNER	01/2014	NA	Υ	N	7358778
Beber, Justin	I	CHIEF ADMINISTRATIVE OFFICER AND GENERAL COUNSEL	01/2018	NA	Υ	N	7345873
GOODMAN, NICHOLAS, HOWARD	I	CHIEF FINANCIAL OFFICER	02/2020	NA	Υ	N	7336708
BARON, LOWELL, GRANT	ı	CHIEF INVESTMENT OFFICER	11/2020	NA	Υ	N	2943048

#### Schedule B

#### **Indirect Owners**

- 1. Complete Schedule B only if you are submitting an initial application or report. Schedule B asks for information about your indirect owners; you must first complete Schedule A, which asks for information about your direct owners. Use Schedule C to amend this information.
- 2. Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:
  - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;
    - 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, brother-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.
  - (b) in the case of an owner that is a partnership, <u>all</u> general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
  - (c) in the case of an owner that is a trust, the trust and each trustee; and
  - (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- 3. Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- 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 is an individual.
- 5. Complete the Status column by entering the owner's status as partner, trustee, 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: C 25% but less than 50% E 75% or more
  - D 50% but less than 75% F Other (general partner, trustee, or elected manager)
- 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.
  - (c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Entity in Which Interest is Owned	Status	Date Status Acquired		Control Person		CRD No. If None: S.S. No. and Date of Birth, IRS Tax
				MM/YYYY				No. or Employer ID No.
BROOKFIELD US HOLDINGS INC.	FE	BROOKFIELD US INC.	SHAREHOLDER	01/2003	E	N	N	
BROOKFIELD CORPORATION	FE	BROOKFIELD ASSET MANAGEMENT ULC	SHAREHOLDER	01/2012	E	N	Y	
BROOKFIELD PROPERTY MASTER HOLDINGS LLC	DE	BROOKFIELD PROPERTY GROUP LLC	SHAREHOLDER	12/2018	E	Υ	N	
BROOKFIELD US INC.	DE	BROOKFIELD PROPERTY MASTER HOLDINGS LLC	SHAREHOLDER	01/2016	E	Υ	N	
BROOKFIELD ASSET MANAGEMENT ULC	FE	BROOKFIELD US HOLDINGS INC.	SHAREHOLDER	11/2022	E	N	Υ	
BROOKFIELD ASSET MANAGEMENT LTD	FE	BROOKFIELD ASSET MANAGEMENT ULC	SHAREHOLDER	12/2022	С	N	Υ	

### Schedule D - Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information.

On September 30, 2019, affiliates of Brookfield Asset Management Inc. ("Brookfield") completed the acquisition of all of the previously outstanding Class A common units of Oaktree Capital Group, LLC, an indirect controlling parent of Oaktree Capital Management, L.P. (Oaktree Capital Management, L.P., together with its "advisory affiliates" and "related persons" (as defined in Form ADV), the "Oaktree Entities"), which together with certain related transactions has resulted in affiliates of Brookfield owning an approximate 61.2% economic interest in Oaktree's business (the "Acquisition"). It is expected that both Brookfield and the Oaktree Entities will continue to operate their respective investment businesses largely independently, with each remaining under its current brand and led by its existing management and investment teams, and the Oaktree Entities and Brookfield will manage their investment operations independently of each other pursuant to an information barrier. Brookfield does not consider the Oaktree Entities to be its "advisory affiliates" or "related persons" for purposes of this Form ADV. For more information regarding the Oaktree Entities refer to the Form ADV of Oaktree Capital Management, L.P. (CRD # 106793). ITEM 1.A: AS PER THE SEC'S INSTRUCTIONS, WE HAVE ADDED THE FULL LEGAL NAME ON SCHEDULE D SECTION 1.B BECAUSE WE WERE PREVENTED BY THE CHARACTER LIMIT FROM ENTERING "BROOKFIELD ASSET MANAGEMENT PRIVATE INSTITUTIONAL CAPITAL ADVISER US, LLC" ON ITEM 1. SCHEDULE D - SECTION 1.B: THE REGISTRANT AND ITS RELYING ADVISERS ARE TOGETHER FILING A SINGLE FORM ADV IN RELIANCE ON THE POSITION EXPRESSED IN THE RESPONSE BY THE STAFF OF THE SECURITIES AND EXCHANGE COMMISSION, DATED JANUARY 18, 2012, TO THE AMERICAN BAR ASSOCIATION, BUSINESS LAW SECTION. ITEMS 5.A AND 5.B: THE NUMBER OF EMPLOYEES INCLUDES SENIOR MANAGING PARTNERS, MANAGING PARTNERS, DEAL TEAM MEMBERS, KEY MARKETING MEMBERS, LEGAL, COMPLIANCE, KEY OPERATIONS MEMBERS AND TAX GROUP. THE NUMBER ALSO INCLUDES EMPLOYEES THAT ACT AS EMPLOYEES FOR OTHER RELATED PERSONS OF THE REGISTRANT. ITEM 9: THE REGISTRANT HAS INDICATED THE AMOUNT OF ASSETS AND NUMBER OF THOSE CLIENTS FOR WHICH THE REGISTRANT HAS CUSTODY IN RESPONSE TO 9.A.(2), AND HAS INDICATED THE AMOUNT OF ASSETS AND NUMBER OF THOSE CLIENTS FOR WHICH THE REGISTRANT'S RELATED PERSON HAS CUSTODY IN RESPONSE TO 9.B.(2) BECAUSE THE SYSTEM WOULD NOT ALLOW A BLANK ENTRY FOR 9.A. (2). BOTH THE REGISTRANT AND THE REGISTRANT'S RELATED PERSON HAVE CUSTODY OF CLIENT ASSETS IN CONNECTION WITH ADVISORY SERVICES IT PROVIDE TO ITS CLIENTS. CERTAIN PRIVATE FUNDS ADVISED BY THE REGISTRANT MAY MAKE INVESTMENTS THROUGH ALTERNATIVE INVESTMENT VEHICLES ("AIVS") OR SPECIAL PURPOSE VEHICLES ("SPVS") THAT ARE FORMED TO FACILITATE INVESTMENTS FOR TAX, REGULATORY OR OTHER STRUCTURING REASONS. THE AIVS AND SPVS HAVE NOT BEEN SEPARATELY REPORTED IN ITEMS 5 AND 9, AND HAVE NOT BEEN SEPARATELY LISTED IN SECTION 7.B OF SCHEDULE D. THEIR ASSETS ARE ALREADY INCLUDED IN REGULATORY ASSETS UNDER MANAGEMENT, THE GROSS

ASSET VALUES OF THE FUNDS TO WHICH THEY RELATE AND THE AMOUNT OF CLIENT FUNDS AND SECURITIES IN CUSTODY. THE GENERAL PARTNERS AND

MANAGEMENT MEMBERS, AS APP	LICABLE, OF SUCH AIVS AND SPVS	, AS WELL AS CERTAIN CO-INVESTME	NT VEHICLES, HAVE ALSO NO	OT BEEN SEPARATELY
LISTED IN SECTION 7.A OF SCHE	EDULE D.			

Schedule R

SEC	TION	1 Identifying Inform	mation			
Res	ponse	s to this Section tell	us who you (th	he relying adviser) are	e, where you are doing bus	siness, and how we can contact you.
Α.		full legal name: HOLDINGS GROUP II	NC.			
B.	Name	e under which you p	rimarily conduct	t your advisory busin	ess, if different from Section	n 1.A. above or Item 1.A. of the filing adviser's Form ADV Part
C.	List a	any other business r	names and the j	jurisdictions in which	you use them. Complete t	his question for each other business name.
					No Information Filed	
	You d	do not have to include	e the names or J	jurisdictions of the fili	ng adviser or other relying ac	dviser(s) in response to this Section 1.C.
D.	advis	er's CRD number), y			) assigned by the FINRA's C	CRD system or by the IARD system (other than the filing
	295	539			No Information Filed	
	If you advis		number, skip thi	is Section 1.D. Do not	t provide the CRD number of	one of your officers, employees, or affiliates (including the filing
E.	Princ	ipal Office and Place (	of Business			
	(1)	Address (do not us	se a P.O. Box):			
		☐ Same as the filin	ng adviser.			
		Number and Street	t 1:		Number and Street 2	2:
		BROOKFIELD PLAC	Ε	State:	181 BAY STREET, SU Country:	ITE 100 ZIP+4/Postal Code:
		City: TORONTO		State.	Canada Canada	M5J 2T3
		If this address is a	private residen	nce, check this box: [		
	(2)	Days of week that  Monday - Friday	-	onduct business at y	our <i>principal office and place</i>	e of business:
		Normal business h	ours at this loca	ation:		
	(3)	Telephone number 416-369-2300	at this location	n:		
	(4)	Facsimile number a	at this location,	if any:		
F.	Mailir	ng address, if differe	ent from your <i>pr</i>	rincipal office and plac	e of business address:	
	□ S	ame as the <i>filing ad</i> v	/iser.			
	Num	nber and Street 1:			Number and Street 2:	
	City		State:		Country:	ZIP+4/Postal Code:
	If th	is address is a priva	ite residence, ch	heck this box:		

A regal existly developers a unique number that companies use to identify each other in the financial mannetplace. You may not have a legal existly exactive.  It is you have control index key numbers assigned by the SEC COCK humbers; had not require the first that the second process of the section halp in (and you) determine whether you are eligible to register with the SEC.  An It is a very analyse passed by our may be independently eligible to register for remain registered with the SEC. Nor must directly all each one of the section 2.4 (1) smoothy 2.4 (8), second that it instruction 2 provides information to help you determine whether you may affirmatively respond to each of these teams.  You the reging warders:  (3) lies registerly assets under management of \$00 miles (in U.S. did early) or more of the time of ning its most recent action updating warders and in a registered with the SEC.  (4) are a family-steep advisory firm that at their.  (5) lies requisitorly assets under management of \$00 miles (in U.S. did early) or more of the time of ning its most recent action updating warders and in a registered with the SEC and making in U.S. did early or more of the time of ning its most recent action updating warders are under the U.S. did early or more of the time of ning its most recent action updating warders are under the U.S. did early or more of the time of ning its most recent action updating warders are under the under the understanding of the section of the control of the section of the s	G.	Prov	vide	your Legal Entity Identifier if you have one:
Responses to this Section help us (and you) determine whether you are eligible to register with the SEC.			_	
A To be a relying advisory you must be independently eligible to register with the SEC. You must check at least one of the Sections 2A, (1) through 2A, (0), below. Part 1A instruction 2 provides information to help you determine whether you may attrimatively respond to cach of those items.  You (thur relying advisory)  (a) the organization of the sections 2A, (0), below. Part 1A instruction 2 provides information to help you determine whether you may attrimatively respond to cach of those items.  You (thur relying advisory)  (b) the organization of the section of the se	H.	If y	ou h	
A To be a relying advisory you must be independently eligible to register with the SEC. You must check at least one of the Sections 2A, (1) through 2A, (0), below. Part 1A instruction 2 provides information to help you determine whether you may attrimatively respond to cach of those items.  You (thur relying advisory)  (a) the organization of the sections 2A, (0), below. Part 1A instruction 2 provides information to help you determine whether you may attrimatively respond to cach of those items.  You (thur relying advisory)  (b) the organization of the section of the se				
A To be a relying edivisor, you must be independently eligitate to register (or remain registered) with the SEC. You must check at least one of the Sections 2.8. (1) through 2.8. (8), below. Part 1A instruction 2 provides information to help you determine whether you may affirmatively respond to each of those to this to the service of				
sections 2.6. (1) through 2.6. (8), below. Part 14 Instruction 2 provides information to help you determine whether you may attimatively respond to each of these items.  You (the relying advisor)  (1) are a large advisory tirm 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 additing annoamonal 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 regarded to be registered as an advisor with the state securities authority of the state where you maintain your principal office and place of business.  (b) not subject to examination by the state securities authority of the state where you maintain your principal office and place of business.  (c) not subject to examination by the state securities authority of the state where you maintain your principal office and place of business.  (c) are a related advisor under rule 203A-2(b) that controls is controlately, or is under common control with, an investment advisor that is registered with the SEC, and your project affice and place of business is the same as the registered advisor.  (a) have your principal attice and place of business outside the United States:  (b) are a related advisor under rule 203A-2(b) because you expect to be eligible for SEC registration within 120 days:  If you check this box, you must make both of the representations below:    I am not registered or required to be registered with the SEC within 120 days after the dott only registration within 120 days:    I am not registered or required to be registered with the SEC within 120 days after the dott only registration with the SEC becomes effective.    By submitting this form ADV to the SEC, the filing adviser undertakes to file an amendment to this	Res			
(ii) are a large advisory firm that either: (iii) has regulatory assets under management of \$100 million (in U.S. dollars) or more; or (iii) 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 \$50.  (iii) and required to be registered as an advisor with the state securities authority of the state where you maintain your principal affice and place of business: or (iii) not subject to examination by the state securities authority of the state where you maintain your principal affice and place of business:  (iii) not subject to examination by the state securities authority of the state where you maintain your principal affice and place of business.  (iii) and subject to examination by the state securities authority of the state where you maintain your principal affice and place of business.  (iii) are a related advisor under rule 203A-2(b) that controls, is controlled by, or is under common control with, an investment advisor that is registered with the \$FC, and your principal affice and place of business outside the United States.  (iv) are a related advisor under rule 203A-2(b) that controls, is controlled by, or is under common control with, an investment advisor that is registered with the \$FC, and your principal affice and place of business is the same as the registered advisor.  (iv) are an advisor relying on rule 203A-2(c) because you expect to be eligible for \$EC registration within 120 days.  If you check this box, you must make both of the representations below:  (iii) I am not registered or required to be registered with the \$FC or a state securities authority and I have a reasonable expectation that I will be eligible to register with the \$FC within 120 days after the date my registration with the \$FC becomes effective.  (iv) are a mili-state provided to register with the \$FC or a state securities authority and I have a reasonable expectation to register as an investment davisor with t	Α.	Sec	tion	s 2.A.(1) through 2.A.(8), below. Part 1A Instruction 2 provides information to help you determine whether you may affirmatively respond to
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Column   Amendment and is registered with the SEC				
million (in U.S. dollars) and you are either:  (a) not required to be registered as an adviser with the <i>state securities authority</i> of the state where you maintain your <i>principal affice and place of business</i> : or  (b) not subject to examination by the <i>state securities authority</i> of the state where you maintain your <i>principal affice and place of business</i> :  Click <i>HERE for a list of states in which an investment adviser, it registered, would not be subject to examination by the state securities authority</i> (3) Reserved  (4) have your <i>principal office and place of business</i> outside the United States:  (5) are a related adviser under rule 203A-2(b) that controls, is controlled by, or is under common <i>control</i> with, an investment advisor that is registered with the SEC, and your <i>principal office and place of business</i> is the same as the registered advisor:  (6) are an advisor relying on rule 203A-2(b) because you expect to be eligible for SEC registration within 120 days:  If you check this box, you must make both of the representations below:				
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<ul> <li>(4) have your <i>principal office and place of business</i> outside the United States;</li> <li>(5) are a related adviser under rule 203A-2(b) that <i>controls</i>, is <i>controlled</i> by, or is under common <i>control</i> with, an investment adviser that is registered with the SEC, and your <i>principal office and place of business</i> is the same as the registered adviser;</li> <li>(6) are an adviser relying on rule 203A-2(c) because you expect to be eligible for SEC registration within 120 days;</li> <li>If you check this box, you must make both of the representations below:         <ul> <li>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.</li> <li>By submitting this Form ADV to the SEC, <i>the filling adviser</i> undertakes to file an amendment to this <i>umbrella registration</i> to remove this Schedule R if, on the 120th day after this application for <i>umbrella registration</i> with the SEC becomes effective. I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.</li> <li>(7) are a multi-state adviser that is required to register in 15 or more states and is relying on rule 203A-2(d);</li> <li>If this is your initial filling as a relying adviser, you must make both of these representations;</li> <li>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 of those states.</li> <li>If the <i>filing adviser</i> undertakes to file an amendment to this <i>umbrella registration</i> to remove this Schedule R if, at the time of the annual updating amendment. I would be required by the laws of fewer than 15 states to register as an investment adviser with the state securities authori</li></ul></li></ul>				
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(9) are <b>no longer eligible</b> to remain registered with the SEC.				Application Number: 803- Date of <i>Order</i> :
			(9)	are <b>no longer eligible</b> to remain registered with the SEC.

	$\odot$	Corporation
	0	Sole Proprietorship
	0	Limited Liability Partnership (LLP)
	0	Partnership
	0	Limited Liability Company (LLC)
	0	Limited Partnership (LP)
	0	Other (specify):
B.	In w	hat month does your fiscal year end each year?
	DEC	EMBER

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

State Country Canada

A. How are you organized?

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

### SECTION 4.A. Direct Owners and Executive Officers

In this Section 4, we ask you to identify each other person that, directly or indirectly, controls you.

- (1) Section 4.A. asks for information about your direct owners and executive officers.
- (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, 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 Section 4.A., 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, daughter-in-law, brother-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 Section 4.B. below?  $\bullet$  Yes  $\bullet$  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.
- (5) 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.
  - (c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME	DE/FE/I	Title or Status	Date Title or	Ownership	Control	PR	CRD No.
(Individuals: Last			Status	Code	Person		If None: S.S. No. and
Name, First Name,			Acquired				Date of Birth, IRS Tax
Middle Name)			MM/YYYY				No. or Employer ID No.
BARON, LOWELL, GRANT	Ι	CHIEF INVESTMENT OFFICER	11/2020	NA	Υ	N	2943048
BROOKFIELD PROPERTY GROUP LLC	DE	MEMBER	03/2014	E	N	N	
Beber, Justin		CHIEF ADMINISTRATIVE OFFICER AND GENERAL COUNSEL	01/2018	NA	Υ	N	7345873
FISHER-DAYN, RONALD	1	CHIEF COMPLIANCE OFFICER	11/2013	NA	N	N	6257213
FLATT, BRUCE, JAMES	I	MANAGING PARTNER AND CHIEF EXECUTIVE OFFICER OF	03/2002	NA	Υ	N	5718634

		BROOKFIELD CORPORATION AND BROOKFIELD ASSET					
		MANAGEMENT LTD.					
GOODMAN, NICHOLAS,	I	CHIEF FINANCIAL OFFICER	02/2020	NA	Υ	N	7336708
HOWARD							
KINGSTON, BRIAN,	I	CHIEF EXECUTIVE OFFICER, REAL ESTATE	01/2010	NA	Υ	N	5775857
WILLIAM							
Powell, William	I	CHIEF OPERATING OFFICER	01/2012	NA	Υ	N	6930112
RANJAN, ANUJ	I	MANAGING PARTNER	01/2014	NA	Υ	N	7358778

#### SECTION 4.B. Indirect Owners

- (1) Section 4.B. asks for information about your indirect owners; you must first complete Section 4.A., which asks for information about your direct owners
- (2) Indirect Owners. With respect to each owner listed in Section 4.A. (except individual owners), list below:
  - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Section, 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, brother-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.

- (b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
- (c) in the case of an owner that is a trust, the trust and each trustee; and
- (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- (3) Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- (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 is an individual.
- (5) Complete the Status column by entering the owner's status as partner, trustee, 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: C 25% but less than 50% E 75% or more
  - D 50% but less than 75% F Other (general partner, trustee, or elected manager)
- (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.
  - (c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Entity in Which Interest is Owned	Status	Date Status Acquired MM/YYYY		Control Person		CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
BROOKFIELD ASSET MANAGEMENT LTD	FE	BROOKFIELD ASSET MANAGEMENT ULC	SHAREHOLDER	12/2022	С	N	Υ	
BROOKFIELD ASSET MANAGEMENT ULC	FE	BROOKFIELD US HOLDINGS INC.	SHAREHOLDER	11/2022	E	N	Υ	
BROOKFIELD CORPORATION	FE	BROOKFIELD ASSET MANAGEMENT ULC	SHAREHOLDER	01/2012	E	N	Υ	
BROOKFIELD PROPERTY MASTER HOLDINGS LLC	DE	BROOKFIELD PROPERTY GROUP LLC	SHAREHOLDER	12/2018	E	Υ	N	
BROOKFIELD US HOLDINGS INC.	FE	BROOKFIELD US INC.	SHAREHOLDER	01/2003	E	N	N	
BROOKFIELD US INC.	DE	BROOKFIELD PROPERTY MASTER HOLDINGS LLC	SHAREHOLDER	01/2016	E	Υ	N	

## SECTION 4.C. Control Persons

Yes No

C. Does any *person* not named in Section 1.A., Section 4.A., or Section 4.B. directly or indirectly, *control* your management or policies?

 $\circ$ 

If yes, you must complete the information below for each *control person* not named in Section 1.A., Section 4.A., or Section 4.B. that directly or indirectly *controls* your management or policies.

EC	TION	N 4.D. Control Persons - Public Reporting Companies								
D.		any <i>person</i> named in Section 4.A., Section 4.B., or Section 4.C. is change Act of 1934, complete the information below (you must								
	(1)	Full legal name of the public reporting company:		BROOKFIELD CORPORATION						
		The public reporting company's CIK number (Central Index Ke company):	ey number that the SEC assigns to each repo							
D.	Exch	any <i>person</i> named in Section 4.A., Section 4.B., or Section 4.C. is change Act of 1934, complete the information below (you must Full legal name of the public reporting company:		orting company). BROOKFIELD ASSET MANAGEMENT						
		The public reporting company's CIK number (Central Index Kereporting company):	ey number that the SEC assigns to each	LTD. 1937926						
EC	TION	l 1 Identifying Information								
		es to this Section tell us who you (the <i>relying adviser</i> ) are, whe	ere you are doing business, and how we can	contact you.						
Α.		r full legal name: OOKFIELD PROPERTY GROUP AUSTRALIA PTY LTD								
B.	Name	ne under which you primarily conduct your advisory business, if	different from Section 1.A. above or Item 1.7	A. of the <i>filing adviser's</i> Form ADV Part						
C.	List a	any other business names and the jurisdictions in which you u	use them. Complete this question for each ot	her business name.						
		No Information Filed								
D.	•	ou currently have, or ever had, a number (" <i>CRD</i> Number") assig iser's <i>CRD</i> number), your <i>CRD</i> number: 5637	gned by the <i>FINRA's CRD</i> system or by the IA	RD system (other than the filing						
		No	o Information Filed							
	If you advis	ou do not have a CRD number, skip this Section 1.D. Do not providiser).	de the CRD number of one of your officers, emp	ployees, or affiliates (including the filing						
Ε.	Princi	ncipal Office and Place of Business								
	(1)	Address (do not use a P.O. Box):								
		☐ Same as the <i>filing adviser</i> .								
		Number and Street 1: BROOKFIELD PLACE, LEVEL 19 City: State: SYDNEY	Number and Street 2:  10 CARRINGTON STREET  Country: ZIP+4/Po  Australia NSW 2000							
		If this address is a private residence, check this box: $\Box$								
	(2)	Days of week that you normally conduct business at your proposed on the proposed of the propos	incipal office and place of business:							
		Normal business hours at this location: 9 AM - 5 PM								
	(3)	Telephone number at this location: 61291585100								

(4) Facsimile number at this location, if any:

F.	Mai	ling a	address, if differ	rent from your <i>principal offic</i>	ice and place o	f business address:		
		Sam	e as the <i>filing ac</i>	dviser.				
	Nu Cit		r and Street 1:	State:		Number and Street 2: Country:	: ZIP+4/Postal Code:	
	If t	this a	address is a priv	vate residence, check this b	box: 🗆			
G.	Pro	vide	your <i>Legal Entit</i>	<i>y Identifier</i> if you have one	e:			
		egal e ntifier	•	a unique number that con	mpanies use to	o identify each other ir	n the financial marketplace. You may not have a <i>legal entity</i>	
H.	If y	ou ha	ave Central Inde	ex Key numbers assigned b	by the SEC ("C	CIK Numbers"), all of y No Information Filed		
SEC	TION	N 2 S	EC Registratio	n				
				elp us (and you) determine	e whether you	are eligible to registe	er with the SEC.	
Α.	Sec eac	tions h of		h 2.A.(8), below. Part 1A Ir			stered) with the SEC. You must check <b>at least one</b> of the help you determine whether you may affirmatively respond	to
			,	visory firm that either:				
		. ,	· ·	ory assets under managem	nent of \$100 r	nillion (in U.S. dollars)	) or more; or	
			(b) has regulat		nent of \$90 m		or more at the time of filing its most recent annual updating	
				d advisory firm that has r dollars) and you are either	-	ets under managemer	nt of \$25 million (in U.S. dollars) or more but less than \$100	
			(a) not require place of bus	•	dviser with th	e state securities auth	nority of the state where you maintain your principal office an	d
			(b) not subject	to examination by the sta	ate securities a	<i>nuthority</i> of the state w	where you maintain your principal office and place of business	
			Click <b>HERE</b> authority.	for a list of states in which a	an investment	adviser, if registered, v	would not be subject to examination by the state securities	
		(3)	Reserved					
	V	(4)	have your prince	cipal office and place of busii	iness <b>outside</b> t	he United States;		
	V						is under common <i>control</i> with, an investment adviser that is same as the registered adviser;	
		(6)	are an <b>adviser</b>	relying on rule 203A-2(c)	because you	expect to be eligible f	for SEC registration within 120 days;	
			If you check th	is box, you must make bot	th of the repre	esentations below:		
							securities authority and I have a reasonable expectation the y registration with the SEC becomes effective.	at I
			Schedule R	_	this application	n for <i>umbrella registra</i>	ile an amendment to this <i>umbrella registration</i> to remove thi ation with the SEC becomes effective, I would be prohibited	
		(7)	are a multi-sta	ate adviser that is required	d to register ir	n 15 or more states and	nd is relying on rule 203A-2(d);	
			If this is your in	nitial filing as a relying adv	iser, you mus	t make both of these r	representations:	
				ewed the applicable state a an investment adviser wit			ed that I am required by the laws of 15 or more states to those states.	
			updating an				ration to remove this Schedule R if, at the time of the annual states to register as an investment adviser with the state	
			If you are subm	nitting your <i>annual updatin</i> g	g amendment,	you must make this r	representation:	
			☐ Within 90 c	days prior to the date of fill	ling this amen	dment, I have reviewe	ed the applicable state and federal laws and have concluded	t

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.
		(8) have <b>received an SEC</b> <i>Order</i> exempting you from the prohibition against registration with the SEC. If you check this box, provide the following information:
		Application Number: 803- Date of <i>Order</i> :
		(9) are <b>no longer eligible</b> to remain registered with the SEC.
SEC		I 3 Form of Organization
Α.		are you organized?
	•	Corporation
	0	Sole Proprietorship
	0	Limited Liability Partnership (LLP)
	0	Partnership (A. D.)
	0	Limited Liability Company (LLC)
	0	Limited Partnership (LP)
	0	Other (specify):
B.		hat month does your fiscal year end each year? EMBER
C.	Und	er the laws of what state or country are you organized?
	Sta	ite Country
		Australia
	If yo	ou are a partnership, provide the name of the state or country under whose laws your partnership was formed.
CE C	TION	A.A. Dinact Ouward and Evacutive Officers
		I 4.A. Direct Owners and Executive Officers
		ection 4, we ask you to identify each other <i>person</i> that, directly or indirectly, <i>controls</i> you.
		on 4.A. asks for information about your direct owners and executive officers.
(2)		t Owners and Executive Officers. List below the names of: ach Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, director and any other individuals with similar
	S	tatus or functions;
	р	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 sublic reporting company (a company subject to Section 12 or 15(d) of the Exchange Act);  Direct owners include any <i>person</i> 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 9 ir	class of your voting securities. For purposes of this Section 4.A., a <i>person</i> beneficially owns any securities: (i) owned by his/her child, stepchild, randchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-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 ight to purchase the security.
		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, r have contributed, 5% or more of your capital;
		n 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 ontributed, 5% or more of your capital, the trust and each trustee; and
		you are organized as a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, % or more of your capital, and (ii) if managed by elected managers, all elected managers.
(3)	Do yo	ou have any indirect owners to be reported on Section 4.B. below?

you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME

DE/FE/I Title or Status

Date Title or Ownership Control PR CRD No.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners

(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,

(5) Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder,

(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

A - 5% but less than 10% C - 25% but less than 50% E - 75% or more

(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.

B - 10% but less than 25% D - 50% but less than 75%

Status

Code

Person If None: S.S. No. and

or member; and for shareholders or members, the class of securities owned (if more than one is issued).

or "I" if the owner or executive officer is an individual.

(6) Ownership codes are: NA - less than 5%

trustees are control persons.

(c) Complete each column.

(Individuals: Last

Name, First Name,			Acquired				Date of Birth, IRS Tax
Middle Name)			MM/YYYY				No. or Employer ID No.
BARON, LOWELL, GRANT	I	CHIEF INVESTMENT OFFICER	11/2020	NA	Υ	N	2943048
BROOKFIELD AUSTRALIA	FE	SHAREHOLDER	09/2022	E	N	N	
MANAGER HOLDINGS							
PTY LTD.							
BROOKFIELD AUSTRALIA	FE	SHAREHOLDER/BENEFICIAL OWNER	02/2017	E	Υ	N	
PTY LTD							
Beber, Justin	I	CHIEF ADMINISTRATIVE OFFICER AND GENERAL	01/2018	NA	Υ	N	7345873
		COUNSEL					
FISHER-DAYN, RONALD	I	CHIEF COMPLIANCE OFFICER	11/2013	NA	N	N	6257213
FLATT, BRUCE, JAMES	I	MANAGING PARTNER AND CHIEF EXECUTIVE OFFICER OF	03/2002	NA	Υ	N	5718634
		BROOKFIELD CORPORATION AND BROOKFIELD ASSET					
		MANAGEMENT LTD.					
GOODMAN, NICHOLAS,	I	CHIEF FINANCIAL OFFICER	02/2020	NA	Υ	N	7336708
HOWARD							
KINGSTON, BRIAN,	I	CHIEF EXECUTIVE OFFICER, REAL ESTATE	01/2010	NA	Υ	N	5775857
WILLIAM							
Powell, William	I	CHIEF OPERATING OFFICER	01/2012	NA	Υ	N	6930112
RANJAN, ANUJ	I	MANAGING PARTNER	01/2014	NA	Υ	N	7358778

#### SECTION 4.B. Indirect Owners

- (1) Section 4.B. asks for information about your indirect owners; you must first complete Section 4.A., which asks for information about your direct owners
- (2) Indirect Owners. With respect to each owner listed in Section 4.A. (except individual owners), list below:
  - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Section, 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, brother-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.

- (b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
- (c) in the case of an owner that is a trust, the trust and each trustee; and
- (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- (3) Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- (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 is an individual.
- (5) Complete the Status column by entering the owner's status as partner, trustee, 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: C 25% but less than 50% E 75% or more
  - D 50% but less than 75% F Other (general partner, trustee, or elected manager)
- (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.
  - (c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Entity in Which Interest is Owned	Status	Date Status Acquired MM/YYYY	1	Control Person		CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
BHAL GLOBAL CORPORATE LIMITED	FE	BROOKFIELD GLOBAL SUBINVESTMENTS LIMITED	SHAREHOLDER	12/2013	E	Υ	N	
BHCA PTY LIMITED	FE	BROOKFIELD AUSTRALIA PTY LTD	SHAREHOLDER	06/2007	D	Υ	N	
BHCA1PTY LTD	FE	BHCA PTY LIMITED	SHAREHOLDER	05/2016	E	Υ	N	
BROOKFIELD ASSET MANAGEMENT LTD.	FE	BROOKFIELD ASSET MANAGEMENT ULC	SHAREHOLDER	12/2022	С	N	Υ	
BROOKFIELD ASSET MANAGEMENT ULC	FE	BROOKFIELD MANAGER HOLDINGS LTD.	SHAREHOLDER	11/2022	E	N	N	
BROOKFIELD CORPORATION	FE	BROOKFIELD HOLDINGS (AUSTRALIA) LTD	SHAREHOLDER	06/2007	E	Υ	N	

BROOKFIELD FINANCE (AUSTRALIA)	FE	BROOKFIELD AUSTRALIA PTY LTD	SHAREHOLDER	10/2007	С	N	N	
BROOKFIELD GLOBAL CORPORATE INVESTMENTS LIMITED	FE	BHCA1PTY LTD	SHAREHOLDER	05/2016	Е	Υ	N	
BROOKFIELD GLOBAL SUBINVESTMENTS LIMITED	FE	BROOKFIELD GLOBAL CORPORATE INVESTMENTS LIMITED	SHAREHOLDER	05/2016	E	Υ	N	
BROOKFIELD HOLDINGS (AUSTRALIA) LTD	FE	BROOKFIELD AUSTRALIA PTY LTD	SHAREHOLDER	07/2007	Е	Y	N	
BROOKFIELD HOLDINGS (AUSTRALIA) LTD	FE	BROOKFIELD INTERNATIONAL CORPORATE FINANCE LTD.	SHAREHOLDER	12/2013	E	Y	N	
BROOKFIELD INTERNATIONAL CORPORATE FINANCE LTD.	FE	BHAL GLOBAL CORPORATE LIMITED	SHAREHOLDER	12/2013	E	Υ	N	
BROOKFIELD MANAGER HOLDINGS LTD.	FE	BROOKFIELD AUSTRALIA MANAGER HOLDINGS PTY LTD.	SHAREHOLDER	06/2022	E	N	N	

#### SECTION 4.C. Control Persons

Ves	Nic

Does any person not named in Section 1.A., Section 4.A., or Section 4.B. directly or indirectly, control your management or policies?

 $\circ$ •

If yes, you must complete the information below for each control person not named in Section 1.A., Section 4.A., or Section 4.B. that directly or indirectly controls your management or policies.

No Information Filed

# SECTION 4.D. Control Persons - Public Reporting Companies

- If any person named in Section 4.A., Section 4.B., or Section 4.C. is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, complete the information below (you must complete this information for each public reporting company).
  - (1) Full legal name of the public reporting company:

BROOKFIELD

**CORPORATION** 

- (2) The public reporting company's CIK number (Central Index Key number that the SEC assigns to each reporting 1001085 company):
- If any person named in Section 4.A., Section 4.B., or Section 4.C. is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, complete the information below (you must complete this information for each public reporting company).
  - (1) Full legal name of the public reporting company:

**BROOKFIELD ASSET MANAGEMENT** 

LTD.

(2) The public reporting company's CIK number (Central Index Key number that the SEC assigns to each 1937926 reporting company):

## SECTION 1 Identifying Information

Responses to this Section tell us who you (the relying adviser) are, where you are doing business, and how we can contact you.

Your full legal name:

THAYER LODGING GROUP LLC, A BROOKFIELD COMPANY

- B. Name under which you primarily conduct your advisory business, if different from Section 1.A. above or Item 1.A. of the filing adviser's Form ADV Part
- C. List any other business names and the jurisdictions in which you use them. Complete this question for each other business name.

No Information Filed

You do not have to include the names or jurisdictions of the filing adviser or other relying adviser(s) in response to this Section 1.C.

D. If you currently have, or ever had, a number ("CRD Number") assigned by the FINRA's CRD system or by the IARD system (other than the filing adviser's CRD number), your CRD number: 295670

	If you	•	this Section 1.D. Do no	t provide the CRD number of	f one of your officers, employ	yees, or affiliates (including the filing
E.	Princ	ipal Office and Place of Business				
	(1)	Address (do not use a P.O. Box)	:			
		☐ Same as the <i>filing adviser</i> .				
		Number and Street 1: 1997 ANNAPOLIS EXCHANGE City: ANNAPOLIS	State: Maryland	Number and Str SUITE 550 Country: United States	eet 2: ZIP+4/Pos 21401	stal Code:
		If this address is a private reside	ence, check this box:			
	(2)	Days of week that you normally • Monday - Friday • Other:	conduct business at y	your principal office and place	e of business:	
		Normal business hours at this lo 9 AM - 5 PM	cation:			
	(3)	Telephone number at this location 4102680515	on:			
	(4)	Facsimile number at this location	, if any:			
F.	Maili	ng address, if different from your,	orincipal office and plac	ce of business address:		
	<b>□</b> s	ame as the filing adviser.				
	Nun	nber and Street 1:		Number and Street 2:		
	City	: State:		Country:	ZIP+4/Postal Code:	
	If th	nis address is a private residence,	check this box:			
G.	Prov	ide your <i>Legal Entity Identifier</i> if yo	ou have one:			
	A leg	ral entity identifier is a unique num lifier.	oer that companies us	se to identify each other in t	the financial marketplace. \	ou may not have a legal entity
Н.	If yo	u have Central Index Key number	s assigned by the SEC	("CIK Numbers"), all of yo No Information Filed	ur CIK numbers:	
SEC	TION	2 SEC Registration				
		s to this Section help us (and you	) determine whether	you are eligible to register	with the SEC.	
Α.	Secti each	e a <i>relying adviser</i> , you must be in ons 2.A.(1) through 2.A.(8), below of these items.  (the <i>relying adviser</i> ):				ust check <b>at least one</b> of the you may affirmatively respond to
		(1) are a <b>large advisory firm</b> tha	t either:			
		(a) has regulatory assets under		00 million (in U.S. dollars) c	or more; or	
		<b>3</b>	er management of \$90			ts most recent annual updating
		(2) are a <b>mid-sized advisory firn</b> million (in U.S. dollars) and yo	n that has regulatory	assets under management	of \$25 million (in U.S. dolla	ars) or more but less than \$100
		(a) not required to be registe place of business; or	red as an adviser with	h the <i>state securities author</i>	rity of the state where you	maintain your <i>principal office and</i>

(b) not subject to examination by the state securities authority of the state where you maintain your principal office and place of business;

			Click <b>HERE</b> for a list of states in which an investment adviser, if registered, would not be subject to examination by the state securities authority.
		(3) R	eserved
			ave your principal office and place of business outside the United States;
	✓	(5) a	re a <b>related adviser</b> under rule 203A-2(b) that <i>controls</i> , is <i>controlled</i> by, or is under common <i>control</i> with, an investment adviser that is egistered with the SEC, and your <i>principal office and place of business</i> is the same as the registered adviser;
		(6) a	re an adviser relying on rule 203A-2(c) because you expect to be eligible for SEC registration within 120 days;
		Ιf	you check this box, you must make both of the representations below:
			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.
			By submitting this Form ADV to the SEC, the filing adviser undertakes to file an amendment to this umbrella registration to remove this Schedule R if, on the 120th day after this application for umbrella registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.
		(7) a	re a multi-state adviser that is required to register in 15 or more states and is relying on rule 203A-2(d);
		lf	this is your initial filing as a relying adviser, 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 <i>state securities authorities</i> in those states.
			The <i>filing adviser</i> undertakes to file an amendment to this <i>umbrella registration</i> to remove this Schedule R if, at the time of the <i>annual updating amendment</i> , I would be required by the laws of fewer than 15 states to register as an investment adviser with the <i>state securities authorities</i> of those states.
		Ιf	you are submitting your annual updating amendment, you must make this representation:
		Г	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 <i>state securities authorities</i> in those states.
			ave <b>received an SEC <i>Order</i></b> exempting you from the prohibition against registration with the SEC. If you check this box, provide the bllowing information:
		А	pplication Number: 803- Date of <i>Order</i> :
		(9) a	re <b>no longer eligible</b> to remain registered with the SEC.
		(9) a	re <b>no longer eligible</b> to remain registered with the SEC.
	TION	l 3 Fo	rm of Organization
SEC A.	<b>TION</b> How	<b>J 3 Fo</b> vare y	rm of Organization /ou organized?
	TION How	J 3 For are y	rm of Organization vou organized? oration
	TION How O	J 3 For y are y Corposite Sole	rm of Organization  you organized?  oration  Proprietorship
	TION How O O	V are y Corp Sole Limit	rm of Organization /ou organized? oration Proprietorship ed Liability Partnership (LLP)
	TION How O	Vare y Corp Sole Limit	rm of Organization  /ou organized?  oration  Proprietorship  ed Liability Partnership (LLP)  nership
	TION How O O	Vare y Corp Sole Limit Partr	rm of Organization  you organized?  oration  Proprietorship  ed Liability Partnership (LLP)  nership  ed Liability Company (LLC)
	How O O	V are y Corp Sole Limit Partr Limit Limit	rm of Organization  you organized? oration  Proprietorship ed Liability Partnership (LLP) nership ed Liability Company (LLC) ed Partnership (LP)
	How O O O	V are y Corp Sole Limit Partr Limit Limit	rm of Organization  you organized?  oration  Proprietorship  ed Liability Partnership (LLP)  nership  ed Liability Company (LLC)
	How O O O O O	Vare y Corp Sole Limit Partr Limit Limit Other	rm of Organization /ou organized? oration Proprietorship ed Liability Partnership (LLP) ed Partnership (LP) r (specify):
A.	How O O O O O O O O O O	Vare y Corp Sole Limit Partr Limit Limit Other	rm of Organization  you organized?  proprietorship  ed Liability Partnership (LLP)  nership  ed Liability Company (LLC)  ed Partnership (LP)  r (specify):  nonth does your fiscal year end each year?  R  laws of what state or country are you organized?
В.	How O O O O O O O O O O O O O O O O O O O	Vare y Corp Sole Limit Partr Limit Limit Other	rm of Organization  you organized?  proprietorship ed Liability Partnership (LLP) elership ed Liability Company (LLC) ed Partnership (LP)  r (specify):  ponth does your fiscal year end each year?  R
В.	How O O O O O O O O O O O O O O O O O O O	Vare y Corp Sole Limit Partr Limit Limit Other	rm of Organization  you organized?  proprietorship  ed Liability Partnership (LLP)  nership  ed Liability Company (LLC)  ed Partnership (LP)  r (specify):  nonth does your fiscal year end each year?  R  elaws of what state or country are you organized?  Country
В.	How O O O O O O O O O O O O O O O O O O O	Vare y Corp Sole Limit Partr Limit Limit Other	rm of Organization  you organized?  proprietorship  ed Liability Partnership (LLP)  nership  ed Liability Company (LLC)  ed Partnership (LP)  r (specify):  nonth does your fiscal year end each year?  R  elaws of what state or country are you organized?  Country
В. С.	How O O O O O O O O O O O O O O O O O O O	Vare y Corp Sole Limit Partr Limit Limit Other What m CEMBE	rm of Organization  You organized? Oration  Proprietorship ed Liability Partnership (LLP) Hership ed Liability Company (LLC) ed Partnership (LP)  **C (specify): Honoth does your fiscal year end each year?  R  **Laws of what state or country are you organized?  Country  **De United States
B. C.	How O O O O O O O O O O O O O O O O O O O	Vare y Corp Sole Limit Partr Limit Limit Other What m CEMBE	rm of Organization  Proprietorship ed Liability Partnership (LLP) hership ed Liability Company (LLC) ed Partnership (LP)  r (specify): honth does your fiscal year end each year? R  laws of what state or country are you organized? Country United States  a partnership, provide the name of the state or country under whose laws your partnership was formed.
B. C.	TION How O O O O O O O O O O O O O O O O O O O	J 3 For your are you are you are	rm of Organization  rou organized?  proprietorship ed Liability Partnership (LLP) eership ed Liability Company (LLC) ed Partnership (LP)  r (specify):  rounth does your fiscal year end each year? R  el laws of what state or country are you organized? Country e United States  a partnership, provide the name of the state or country under whose laws your partnership was formed.
B. C. In ti (1)	How O O O O O O O O O O O O O O O O O O O	Vare y Corp Sole Limit Partr Limit Limit Other Vhat m EMBE der the laware laware J 4.A. ection	rm of Organization  You organized?  Proprietorship  ed Liability Partnership (LLP)  Hearthip  ed Liability Company (LLC)  ed Partnership (LP)  * (specify):  Honth does your fiscal year end each year?  R  **Islaws of what state or country are you organized?  Country  **Ountry  **United States  **a partnership, provide the name of the state or country under whose laws your partnership was formed.  **Direct Owners and Executive Officers

(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

status or functions;

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 Section 4.A., 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, brother-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.
- (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.
- (5) 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.
  - (c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Title or Status	Date Title or Status Acquired MM/YYYY	· ·	Control Person		CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
BARON, LOWELL, GRANT	1	CHIEF INVESTMENT OFFICER	11/2020	NA	Υ	N	2943048
BROOKFIELD THAYER LODGING MANAGER LLC	DE	MANAGER/CLASS A MEMBER	05/2014	E	Y	N	
Beber, Justin	I	CHIEF ADMINISTRATIVE OFFICER AND GENERAL COUNSEL	01/2018	NA	Y	N	7345873
FISHER-DAYN, RONALD	I	CHIEF COMPLIANCE OFFICER	11/2013	NA	N	Ν	6257213
FLATT, BRUCE, JAMES	I	MANAGING PARTNER AND CHIEF EXECUTIVE OFFICER OF BROOKFIELD CORPORATION AND BROOKFIELD ASSET MANAGEMENT LTD.	03/2002	NA	Y	N	5718634
GOODMAN, NICHOLAS, HOWARD	I	CHIEF FINANCIAL OFFICER	02/2020	NA	Υ	N	7336708
KINGSTON, BRIAN, WILLIAM	I	CHIEF EXECUTIVE OFFICER, REAL ESTATE	01/2010	NA	Y	N	5775857
Powell, William	I	CHIEF OPERATING OFFICER	01/2012	NA	Υ	N	6930112
RANJAN, ANUJ	I	MANAGING PARTNER	01/2014	NA	Υ	N	7358778

### SECTION 4.B. Indirect Owners

- (1) Section 4.B. asks for information about your indirect owners; you must first complete Section 4.A., which asks for information about your direct owners
- (2) Indirect Owners. With respect to each owner listed in Section 4.A. (except individual owners), list below:
  - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Section, 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, brother-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.

- (b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
- (c) in the case of an owner that is a trust, the trust and each trustee; and
- (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- (3) Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- (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 is an individual.
- (5) Complete the Status column by entering the owner's status as partner, trustee, 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: C 25% but less than 50% E 75% or more

  D 50% but less than 75% F Other (general partner, trustee, or elected manager)

  (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.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME (Individuals:	DE/FE/I	Entity in Which	Status	Date Status				CRD No. If None: S.S. No.
Last Name, First Name, Middle		Interest is Owned		Acquired	Code	Person		and Date of Birth, IRS Tax
Name)				MM/YYYY				No. or Employer ID No.
BROOKFIELD ASSET MANAGEMENT	FE	BROOKFIELD ASSET	SHAREHOLDER	12/2022	С	N	Υ	
LTD.		MANAGEMENT ULC						
BROOKFIELD ASSET MANAGEMENT	FE	BROOKFIELD US	SHAREHOLDER	11/2022	E	N	N	
ULC		HOLDINGS INC.						
BROOKFIELD BUSI HOLDINGS ULC	FE	BROOKFIELD US INC.	SHAREHOLDER	07/2022	E	N	N	
BROOKFIELD CORPORATION	FE	BROOKFIELD ASSET	SHAREHOLDER	01/2012	E	Υ	Υ	
		MANAGEMENT ULC						
BROOKFIELD PROPERTY GROUP LLC	FE	BROOKFIELD THAYER	SOLE MEMBER	05/2014	Е	Υ	N	
		LODGING MANAGER						
		LLC						
BROOKFIELD PROPERTY MASTER	DE	BROOKFIELD	SHAREHOLDER	12/2018	Е	Υ	N	
HOLDINGS LLC		PROPERTY GROUP LLC						
BROOKFIELD RESIDENTIAL	FE	BROOKFIELD US INC.	SHAREHOLDER	11/2019	С	Υ	N	
PROPERTIES ULC								
BROOKFIELD US HOLDINGS INC.	FE	BROOKFIELD US INC.	SHARHEOLDER	01/2003	E	Υ	N	
BROOKFIELD US INC.	DE	BROOKFIELD	SHAREHOLDER	01/2016	E	Υ	N	
		PROPERTY MASTER						
		HOLDINGS LLC						

SECT	NOL	4 C	Control	Persons
JLU	IOIV	T.U.	COITHO	1 61 30113

(c) Complete each column.

Yes	No
-----	----

Does any person not named in Section 1.A., Section 4.A., or Section 4.B. directly or indirectly, control your management or policies?

$\circ$	•

If yes, you must complete the information below for each *control person* not named in Section 1.A., Section 4.A., or Section 4.B. that directly or indirectly *controls* your management or policies.

No Information Filed

## SECTION 4.D. Control Persons - Public Reporting Companies

- D. If any *person* named in Section 4.A., Section 4.B., or Section 4.C. is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, complete the information below (you must complete this information for each public reporting company).
  - (1) Full legal name of the public reporting company:

BROOKFIELD CORPORATION

(2) The public reporting company's CIK number (Central Index Key number that the SEC assigns to each reporting company):

1001085

- D. If any *person* named in Section 4.A., Section 4.B., or Section 4.C. is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, complete the information below (you must complete this information for each public reporting company).
  - (1) Full legal name of the public reporting company:

BROOKFIELD ASSET MANAGEMENT

LTD.

(2) The public reporting company's CIK number (Central Index Key number that the SEC assigns to each reporting company):

1937926

## SECTION 1 Identifying Information

Responses to this Section tell us who you (the relying adviser) are, where you are doing business, and how we can contact you.

A. Your full legal name:

BPG INDIA LLC

	1A.									
C.	List any other business names and the jurisdictions in which you use them. Complete this question for each other business name.  No Information Filed									
					No information riled					
	You d	do not have to include	the names or jurisdiction	ns of the filing	adviser or other relying ad	lviser(s) ii	in response to this Section 1.C.			
D.	-	er's CRD number), yo		RD Number") a	assigned by the FINRA's CI	RD syster	m or by the IARD system (othe	r than the filing		
					No Information Filed					
	If you advis		umber, skip this Section	1.D. Do not p	rovide the CRD number of a	one of you	our officers, employees, or affiliat	es (including the filing		
E.	Princ	ipal Office and Place o	f Business							
	(1)	Address (do not use	e a P.O. Box):							
		Same as the filing	g adviser.							
		Number and Street BROOKFIELD PLACE		2	Number and Street 2: 250 VESEY STREET, 15TH F	FLOOR				
		City: NEW YORK	State: New York		Country: Jnited States		ZIP+4/Postal Code: 10281-1023			
		If this address is a	private residence, check	this box:						
	(2)	Days of week that yo Monday - Friday	•	usiness at you	ır principal office and place	of busine	?SS:			
		Normal business ho 9 AM - 5 PM	urs at this location:							
	(3)	Telephone number 212-417-7000	at this location:							
	(4)	Facsimile number at	this location, if any:							
F.	Mailir	ng address, if differer	nt from your <i>principal off</i>	fice and place o	of business address:					
	□ S	ame as the <i>filing advi</i>	iser.							
	Num City:	ber and Street 1:	State:		Number and Street 2: Country:	ZIP+4	4/Postal Code:			
	If th	is address is a privat	e residence, check this	box: 🗖						
G.	Provi	de your <i>Legal Entity I</i>	dentifier if you have one	e:						
	A leg ident		unique number that cor	mpanies use t	to identify each other in th	ne financi	ial marketplace. You may not h	nave a legal entity		
H.	If you	u have Central Index	Key numbers assigned	by the SEC ("	CIK Numbers"), all of you No Information Filed	r CIK nur	mbers:			

SECTION 2 SEC Registration

Responses to this Section help us (and you) determine whether you are eligible to register with the SEC.

B. Name under which you primarily conduct your advisory business, if different from Section 1.A. above or Item 1.A. of the *filing adviser's* Form ADV Part

Α.	Sec	tion	relying adviser, you must be independently eligible to register (or remain registered) with the SEC. You must check <b>at least one</b> of the s 2.A.(1) through 2.A.(8), below. Part 1A Instruction 2 provides information to help you determine whether you may affirmatively respond to these items.
	You	(th	e relying 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 <i>annual updating</i> amendment and is registered with the SEC;
		(2)	are a <b>mid-sized advisory firm</b> 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 <i>principal office and place of business</i> outside the United States;
	V		are a <b>related adviser</b> under rule 203A-2(b) that <i>controls</i> , is <i>controlled</i> by, or is under common <i>control</i> with, an investment adviser that is registered with the SEC, and your <i>principal office and place of business</i> is the same as the registered adviser;
		(6)	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, you must make both of the representations below:
			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.
			By submitting this Form ADV to the SEC, the filing adviser undertakes to file an amendment to this umbrella registration to remove this Schedule R if, on the 120th day after this application for umbrella registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.
		(7)	are a multi-state adviser that is required to register in 15 or more states and is relying on rule 203A-2(d);
		` ,	If this is your initial filing as a relying adviser, 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 <i>state securities authorities</i> in those states.
			The <i>filing adviser</i> undertakes to file an amendment to this <i>umbrella registration</i> to remove this Schedule R if, at the time of the <i>annual updating amendment</i> , I would be required by the laws of fewer than 15 states to register as an investment adviser with the <i>state securities authorities</i> 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 <i>state securities authorities</i> in those states.
		(8)	have <b>received an SEC</b> <i>Order</i> exempting you from the prohibition against registration with the SEC. If you check this box, provide the following information:
			Application Number: 803- Date of <i>Order</i> :
		(9)	are <b>no longer eligible</b> to remain registered with the SEC.
SEC ⁻	TION	13	Form of Organization
A.	Hov	ı ar	e you organized?
	0	Со	rporation
	0		le Proprietorship
	0		nited Liability Partnership (LLP)
	0		rtnership
	⊙		nited Liability Company (LLC)
	0		nited Partnership (LP)
	0	Ot	her (specify):
B.	In v		t month does your fiscal year end each year? BER

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.

#### SECTION 4.A. Direct Owners and Executive Officers

In this Section 4, we ask you to identify each other person that, directly or indirectly, controls you.

- (1) Section 4.A. asks for information about your direct owners and executive officers.
- (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, 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 Section 4.A., 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, brother-in-law, or sisterin-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, all 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 Section 4.B. below? 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.
- (5) 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.
  - (c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME	DE/FE/I	Title or Status	Date Title or	Ownership	Control	PR	CRD No.
(Individuals: Last Name, First Name, Middle Name)			Status Acquired MM/YYYY	Code	Person		If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
BARON, LOWELL, GRANT	I	CHIEF INVESTMENT OFFICER	11/2020	NA	Υ	N	2943048
BROOKFIELD PROPERTY GROUP LLC	DE	SHAREHOLDER	11/2013	Е	Y	N	
Beber, Justin	I	CHIEF ADMINISTRATIVE OFFICER AND GENERAL COUNSEL	01/2018	NA	Υ	N	7345873
FISHER-DAYN, RONALD	I	CHIEF COMPLIANCE OFFICER	11/2013	NA	N	N	6257213
FLATT, BRUCE, JAMES	I	MANAGING PARTNER AND CHIEF EXECUTIVE OFFICER OF BROOKFIELD CORPORATION AND BROOKFIELD ASSET MANAGEMENT LTD.	03/2002	NA	Y	N	5718634
GOODMAN, NICHOLAS, HOWARD	I	CHIEF FINANCIAL OFFICER	02/2020	NA	Υ	N	7336708
KINGSTON, BRIAN, WILLIAM	I	CHIEF EXECUTIVE OFFICER, REAL ESTATE	01/2010	NA	Y	N	5775857
Powell, William	I	CHIEF OPERATING OFFICER	01/2012	NA	Υ	N	6930112
RANJAN, ANUJ	1	MANAGING PARTNER	01/2014	NA	Υ	N	7358778

### SECTION 4.B. Indirect Owners

- (1) Section 4.B. asks for information about your indirect owners; you must first complete Section 4.A., which asks for information about your direct owners
- (2) Indirect Owners. With respect to each owner listed in Section 4.A. (except individual owners), list below:
  - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or

direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Section, 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, brother-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.

- (b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
- (c) in the case of an owner that is a trust, the trust and each trustee; and
- (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- (3) Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- (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 is an individual.
- (5) Complete the Status column by entering the owner's status as partner, trustee, 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: C 25% but less than 50% E 75% or more
  - D 50% but less than 75% F Other (general partner, trustee, or elected manager)
- (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.
  - (c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME (Individuals:	DE/FE/I	Entity in Which	Status	Date Status	Ownership	Control	PR	CRD No. If None: S.S. No.
Last Name, First Name, Middle		Interest is Owned		Acquired	Code	Person		and Date of Birth, IRS Tax
,								1
BROOKFIELD ASSET MANAGEMENT	FE	BROOKFIELD ASSET	SHAREHOLDER	12/2022	С	N	Υ	
LTD.		MANAGEMENT ULC						
BROOKFIELD ASSET MANAGEMENT	FE	BROOKFIELD US	SHAREHOLDER	11/2022	E	N	N	
ULC		HOLDINGS INC.						
BROOKFIELD BUSI HOLDINGS ULC	FE	BROOKFIELD US INC.	SHAREHOLDER	07/2022	E	N	N	
BROOKFIELD CORPORATION	FE	BROOKFIELD ASSET	SHAREHOLDER	01/2012	E	Υ	Υ	
		MANAGEMENT ULC						
BROOKFIELD PROPERTY MASTER	DE	BROOKFIELD	SHAREHOLDER	12/2018	E	Υ	N	
HOLDINGS LLC		PROPERTY GROUP LLC						
BROOKFIELD RESIDENTIAL	FE	BROOKFIELD US INC.	SHAREHOLDER	11/2019	С	Υ	N	
PROPERTIES ULC								
BROOKFIELD US HOLDINGS INC.	FE	BROOKFIELD US INC.	SHAREHOLDER	01/2003	E	Υ	N	
BROOKFIELD US INC.	DE	BROOKFIELD	SHAREHOLDER	01/2016	E	Υ	N	
		PROPERTY MASTER						
		HOLDINGS LLC						

#### SECTION 4.C. Control Persons

Yes	No

C. Does any *person* not named in Section 1.A., Section 4.A., or Section 4.B. directly or indirectly, *control* your management or policies?

$\circ$	- 62

If yes, you must complete the information below for each *control person* not named in Section 1.A., Section 4.A., or Section 4.B. that directly or indirectly *controls* your management or policies.

No Information Filed

### SECTION 4.D. Control Persons - Public Reporting Companies

- D. If any *person* named in Section 4.A., Section 4.B., or Section 4.C. is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, complete the information below (you must complete this information for each public reporting company).
  - (1) Full legal name of the public reporting company:

BROOKFIELD CORPORATION

(2) The public reporting company's CIK number (Central Index Key number that the SEC assigns to each reporting company):

1001085

D. If any person named in Section 4.A., Section 4.B., or Section 4.C. is a public reporting company under Sections 12 or 15(d) of the Securities

			e public reporting compan	y:	BROOKFI	IELD ASSET MANAGEMENT
	(2)	The public reporting	company's CIK number (0	Central Index Key number that the SEC as	LTD. ssigns to each 1937926	5
		reporting company):				
SEC	TION	1 Identifying Inform	nation			
				dviser) are, where you are doing business	s, and how we can contact you	J.
Α.		full legal name: DKFIELD REAL ESTATE	E FINANCIAL PARTNERS LL	_C		
B.	Name	e under which you pr	imarily conduct your advis	sory business, if different from Section 1.A	. above or Item 1.A. of the filin	ng adviser's Form ADV Part
C.	List a	any other business na	ames and the jurisdictions	s in which you use them. Complete this q	uestion for each other busines	ss name.
				No Information Filed		
	You d	do not have to include	the names or jurisdictions	s of the filing adviser or other relying adviser	r(s) in response to this Section	1.C.
D.	-	er's CRD number), yo		Number") assigned by the FINRA's CRD sy	ystem or by the IARD system (	(other than the <i>filing</i>
				No Information Filed		
	If you advis		number, skip this Section 1.	.D. Do not provide the CRD number of one o	of your officers, employees, or a	affiliates (including the filing
E.	Princ	ipal Office and Place o	f Business			
	(1)	Address (do not use	e a P.O. Box):			
		☑ Same as the filing	g adviser.			
		Number and Street BROOKFIELD PLACE		Number and Street 2: 250 VESEY STREET, 15TH FLOO	)R	
		City: NEW YORK	State: New York	Country: United States	ZIP+4/Postal Code: 10281-1023	
		If this address is a	private residence, check t	this box: 🗖		
	(2)	Days of week that y  Monday - Friday  Normal business ho  AM - 5 PM	Other:	iness at your <i>principal office and place of b</i> o	usiness:	
	(3)	Telephone number 212-417-7000	at this location:			
	(4)	Facsimile number a	t this location, if any:			
F.	Mailir	ng address, if differer	nt from your <i>principal office</i>	e and place of business address:		
	□ s	ame as the <i>filing advi</i>	iser.			
	Num City:	nber and Street 1:	State:	Number and Street 2: Country: Z	IP+4/Postal Code:	
	If th	is address is a privat	e residence, check this bo	ox: 🗖		

			your <i>Legal Entity Identifier</i> if you have one:
	_	gal e tifie	entity identifier is a unique number that companies use to identify each other in the financial marketplace. You may not have a legal entity r.
It	f yc	ou h	ave Central Index Key numbers assigned by the SEC ("CIK Numbers"), all of your CIK numbers:  No Information Filed
ΤI	ON	2 5	SEC Registration
ро	nse	es to	o this Section help us (and you) determine whether you are eligible to register with the SEC.
S	Sect	ions	relying adviser, you must be independently eligible to register (or remain registered) with the SEC. You must check <b>at least one</b> of the 2.A.(1) through 2.A.(8), below. Part 1A Instruction 2 provides information to help you determine whether you may affirmatively respond these items.
Υ	'ou	(the	e relying adviser):
ſ		(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 <i>annual updating</i> amendment and is registered with the SEC;
ſ		(2)	are a <b>mid-sized advisory firm</b> 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 <b>HERE</b> for a list of states in which an investment adviser, if registered, would not be subject to examination by the state securities authority.
			Reserved
			have your principal office and place of business outside the United States;
	7	(5)	are a <b>related adviser</b> under rule 203A-2(b) that <i>controls</i> , is <i>controlled</i> by, or is under common <i>control</i> with, an investment adviser that is registered with the SEC, and your <i>principal office and place of business</i> is the same as the registered adviser;
I		(6)	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, you must make both of the representations below:
			I am not registered or required to be registered with the SEC or a state securities authority and I have a reasonable expectation tha will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.
			By submitting this Form ADV to the SEC, the filing adviser undertakes to file an amendment to this umbrella registration to remove this Schedule R if, on the 120th day after this application for umbrella registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.
ſ		(7)	are a multi-state adviser that is required to register in 15 or more states and is relying on rule 203A-2(d);
			If this is your initial filing as a relying adviser, 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 <i>state securities authorities</i> in those states.
			The <i>filing adviser</i> undertakes to file an amendment to this <i>umbrella registration</i> to remove this Schedule R if, at the time of the <i>annual updating amendment</i> , I would be required by the laws of fewer than 15 states to register as an investment adviser with the <i>state securities authorities</i> 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 <i>state securities authorities</i> in those states.
ſ		(8)	have <b>received an SEC</b> <i>Order</i> exempting you from the prohibition against registration with the SEC. If you check this box, provide the following information:
			Application Number: 803- Date of <i>Order</i> :
ſ		(9)	are <b>no longer eligible</b> to remain registered with the SEC.

0	Limited Liability Partnership (LLP)
0	Partnership
•	Limited Liability Company (LLC)
0	Limited Partnership (LP)
0	Other (specify):

- 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

C Corporation

Sole Proprietorship

Delaware United States

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

#### SECTION 4.A. Direct Owners and Executive Officers

In this Section 4, we ask you to identify each other person that, directly or indirectly, controls you.

- (1) Section 4.A. asks for information about your direct owners and executive officers.
- (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, 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 Section 4.A., 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, daughter-in-law, brother-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 Section 4.B. below?  $\bullet$  Yes  $\bullet$  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.
- (5) 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.
  - (c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME	DE/FE/I	Title or Status	Date Title or	Ownership	Control	PR	CRD No.
(Individuals: Last			Status	Code	Person		If None: S.S. No. and
Name, First Name,			Acquired				Date of Birth, IRS Tax
Middle Name)			MM/YYYY				No. or Employer ID No.
BARON, LOWELL, GRANT	I	CHIEF INVESTMENT OFFICER	11/2020	NA	Υ	N	2943048
BROOKFIELD PROPERTY GROUP LLC	DE	MEMBER	07/2016	E	Υ	N	
Beber, Justin	I	CHIEF ADMINISTRATIVE OFFICER AND GENERAL COUNSEL	01/2018	NA	Υ	N	7345873
FISHER-DAYN, RONALD	1	CHIEF COMPLIANCE OFFICER	11/2013	NA	N	N	6257213
FLATT, BRUCE, JAMES	I	MANAGING PARTNER AND CHIEF EXECUTIVE OFFICER OF BROOKFIELD CORPORATION AND BROOKFIELD ASSET	03/2002	NA	Υ	N	5718634

		MANAGEMENT LTD.					
GOODMAN, NICHOLAS,	I	CHIEF FINANCIAL OFFICER	02/2020	NA	Υ	N	7336708
HOWARD							
KINGSTON, BRIAN,	I	CHIEF EXECUTIVE OFFICER, REAL ESTATE	01/2010	NA	Υ	N	5775857
WILLIAM							
Powell, William	I	CHIEF OPERATING OFFICER	01/2012	NA	Υ	N	6930112
RANJAN, ANUJ	I	MANAGING PARTNER	01/2014	NA	Υ	N	7358778

#### SECTION 4.B. Indirect Owners

- (1) Section 4.B. asks for information about your indirect owners; you must first complete Section 4.A., which asks for information about your direct owners
- (2) Indirect Owners. With respect to each owner listed in Section 4.A. (except individual owners), list below:
  - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Section, 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, brother-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.

- (b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
- (c) in the case of an owner that is a trust, the trust and each trustee; and
- (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- (3) Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- (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 is an individual.
- (5) Complete the Status column by entering the owner's status as partner, trustee, 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: C 25% but less than 50% E 75% or more
  - D 50% but less than 75% F Other (general partner, trustee, or elected manager)
- (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.
  - (c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME (Individuals:	DE/FE/I	Entity in Which	Status	Date Status	Ownership	Control	PR	CRD No. If None: S.S. No.
Last Name, First Name, Middle Name)		Interest is Owned		Acquired MM/YYYY	Code	Person		and Date of Birth, IRS Tax No. or Employer ID No.
BROOKFIELD ASSET MANAGEMENT LTD.	FE	BROOKFIELD ASSET MANAGEMENT ULC	SHAREHOLDER	12/2022	С	N	Υ	
BROOKFIELD ASSET MANAGEMENT ULC	FE	BROOKFIELD US HOLDINGS INC.	SHAREHOLDER	11/2022	E	N	N	
BROOKFIELD BUSI HOLDINGS ULC	FE	BROOKFIELD US INC.	SHAREHOLDER	07/2022	E	N	N	
BROOKFIELD CORPORATION	FE	BROOKFIELD ASSET MANAGEMENT ULC	SHAREHOLDER	01/2012	E	Υ	N	
BROOKFIELD PROPERTY MASTER HOLDINGS LLC	DE	BROOKFIELD PROPERTY GROUP LLC	SHAREHOLDER	12/2018	Е	Υ	N	
BROOKFIELD RESIDENTIAL PROPERTIES ULC	FE	BROOKFIELD US INC.	SHAREHOLDER	11/2019	С	Υ	N	
BROOKFIELD US HOLDINGS INC.	FE	BROOKFIELD US INC.	SHAREHOLDER	01/2003	E	Υ	N	
BROOKFIELD US INC.	DE	BROOKFIELD PROPERTY MASTER HOLDINGS LLC	SHAREHOLDER	01/2016	E	Υ	N	

# SECTION 4.C. Control Persons

Yes No

C. Does any *person* not named in Section 1.A., Section 4.A., or Section 4.B. directly or indirectly, *control* your management or policies?



If yes, you must complete the information below for each *control person* not named in Section 1.A., Section 4.A., or Section 4.B. that directly or indirectly *controls* your management or policies.

No	Information	Filed

EC	TION 4.D. Control Pe	ersons - Public Reporting Com	panies					
D.	• ,		or Section 4.C. is a public reporting company under Selow (you must complete this information for each pu					
	(1) Full legal name	of the public reporting company	y:	BROOKFIELD CORPORATION				
	(2) The public report company):	rting company's CIK number (C	entral Index Key number that the SEC assigns to ea	ach reporting 1001085				
D.	Exchange Act of 193		or Section 4.C. is a public reporting company under Selow (you must complete this information for each pug:	ublic reporting company).  BROOKFIELD ASSET MANAGEMENT				
	(2) The public reporting compa		entral Index Key number that the SEC assigns to ea	LTD. ach 1937926				
EC.	TION 1 Identifying Ir	oformation						
			dviser) are, where you are doing business, and how	wo can contact you				
		t tell us who you (the relying ac	wiser) are, where you are doing business, and now	we can contact you.				
٩.	Your full legal name: BROOKFIELD REAL ES	STATE PARTNERS F GP LLC						
3.	Name under which you	ou primarily conduct your advise	ory business, if different from Section 1.A. above or	Item 1.A. of the <i>filing adviser's</i> Form ADV Part				
Э.	List any other busine	ess names and the jurisdictions	in which you use them. Complete this question for	each other business name.				
	No Information Filed							
Э.	If you currently have	,	of the filing adviser or other relying adviser(s) in responsible.  Number") assigned by the FINRA's CRD system or by					
			No Information Filed					
	If you do not have a (adviser).	CRD number, skip this Section 1	D. Do not provide the CRD number of one of your offic	ers, employees, or affiliates (including the filing				
Ξ.	Principal Office and Pl	ace of Business						
	(1) Address (do no	ot use a P.O. Box):						
	Same as the	e filing adviser.						
	Number and S BROOKFIELD F City:		Number and Street 2: 250 VESEY STREET, 15TH FLOOR Country: ZIP+4	4/Postal Code:				
	NEW YORK	New York	United States 1028	1-1023				
	If this address	is a private residence, check th	nis box:					
	• • •	that you normally conduct businiday Other:	ness at your principal office and place of business:					
	Normal busine 9 AM - 5 PM	ss hours at this location:						

(3) Telephone number at this location: 212-417-7000

	(4)	Facs	imile number a	it this location, if any	:		
Ξ.	Mail	ing add	dress, if differe	nt from your <i>principa</i>	I office and place of	business address:	
		Same a	s the <i>filing adv</i>	riser.			
	Nur City		nd Street 1:	State:		Number and Street 2: Country:	ZIP+4/Postal Code:
	If t	his add	dress is a priva	te residence, check t	his box:		
G.	Prov	/ide yo	ur <i>Legal Entity</i>	<i>Identifier</i> if you have	one:		
	,	gal enti ntifier.	ity identifier is a	a unique number that	t companies use to	identify each other in th	e financial marketplace. You may not have a legal entity
Ⅎ.	If yo	ou have	e Central Index	κ Key numbers assign	,	K Numbers"), all of your No Information Filed	CIK numbers:
EC	ΓΙΟΝ	I 2 SEC	Registration				
Resp	onse	es to th	nis Section help	o us (and you) deteri	mine whether you	are eligible to register w	ith the SEC.
Α.	Sect	tions 2.					red) with the SEC. You must check <b>at least one</b> of the p you determine whether you may affirmatively respond to
	You	(the re	elying adviser):				
				sory firm that either			
						illion (in U.S. dollars) or	
		(b)		ry assets under mana and is registered with	•	lion (in U.S. dollars) or n	nore at the time of filing its most recent annual updating
				advisory firm that h ollars) and you are ei		ts under management o	of \$25 million (in U.S. dollars) or more but less than \$100
		(a)	) not required place of busir	· ·	an adviser with the	state securities authorit	y of the state where you maintain your principal office and
		(b)	) not subject to	o examination by the	e state securities au	uthority of the state wher	re you maintain your principal office and place of business;
			Click <b>HERE</b> fo authority.	or a list of states in wh	hich an investment a	adviser, if registered, wou	ıld not be subject to examination by the state securities
		(3) Re	eserved				
		(4) ha	ive your <i>princip</i>	oal office and place of	business outside th	ne United States;	
	V						nder common control with, an investment adviser that is ne as the registered adviser;
		(6) ar	e an <b>adviser</b> r	elying on rule 203A-2	2(c) because you <b>e</b> :	xpect to be eligible for	SEC registration within 120 days;
		lf	you check this	box, you must make	e both of the repres	sentations below:	
							urities authority and I have a reasonable expectation that I gistration with the SEC becomes effective.
			Schedule R if	•	fter this application	for <i>umbrella registration</i>	an amendment to this <i>umbrella registration</i> to remove this with the SEC becomes effective, I would be prohibited by
		(7) ar	e a <b>multi-state</b>	e adviser that is requ	uired to register in	15 or more states and is	relying on rule 203A-2(d);
		lf	this is your init	tial filing as a relying	adviser, you must	make both of these repr	resentations:
						vs and have concluded the urities authorities in thos	hat I am required by the laws of 15 or more states to se states.
			updating ame		required by the lav		on to remove this Schedule R if, at the time of the annual es to register as an investment adviser with the state

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 <i>state securities authorities</i> in those states.
		(8) have <b>received an SEC Order</b> exempting you from the prohibition against registration with the SEC. If you check this box, provide the following information:
		Application Number: 803- Date of <i>Order</i> :
		(9) are <b>no longer eligible</b> to remain registered with the SEC.
SFC	COLT	I 3 Form of Organization
A.		vare you organized?
	0	Corporation
	0	Sole Proprietorship
	0	Limited Liability Partnership (LLP)
	0	Partnership
	•	Limited Liability Company (LLC)
	0	Limited Partnership (LP)
	0	Other (specify):
B.		what month does your fiscal year end each year? EMBER
C.	Und	er the laws of what state or country are you organized?
	Sta	
	De	laware United States
	If yo	ou are a partnership, provide the name of the state or country under whose laws your partnership was formed.
SFC	TLON	I 4.A. Direct Owners and Executive Officers
		ection 4, we ask you to identify each other <i>person</i> that, directly or indirectly, <i>controls</i> you.
(1)	Secti	on 4.A. asks for information about your direct owners and executive officers.
		ct Owners and Executive Officers. List below the names of:
		each Chief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, director and any other individuals with similar tatus or functions;
	p E a g ii r	f 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 <i>person</i> 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 Section 4.A., a <i>person</i> 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, brother-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 ight to purchase the security.
	((*) [1	voluate organized as a partnership, an deneral partners and those limited and special partners that have the right to receive upon dissolution.

- (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 Section 4.B. below?  $\bullet$  Yes  $\bullet$  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.
- (5) 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%
- (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.
  - (c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME	DE/FE/I	Title or Status	Date Title or	Ownership	Control	PR	CRD No.
(Individuals: Last			Status	Code	Person		If None: S.S. No. and
Name, First Name,			Acquired				Date of Birth, IRS Tax
Middle Name)			MM/YYYY				No. or Employer ID No.
BARON, LOWELL, GRANT	I	CHIEF INVESTMENT OFFICER	11/2020	NA	Y	N	2943048
BROOKFIELD ASSET MANAGEMENT PIC US, LLC	DE	SHAREHOLDER	12/2011	E	Y	N	151599
Beber, Justin	I	CHIEF ADMINISTRATIVE OFFICER AND GENERAL COUNSEL	01/2018	NA	Υ	N	7345873
FISHER-DAYN, RONALD	1	CHIEF COMPLIANCE OFFICER	11/2013	NA	N	N	6257213
FLATT, BRUCE, JAMES	I	MANAGING PARTNER AND CHIEF EXECUTIVE OFFICER OF BROOKFIELD CORPORATION AND BROOKFIELD ASSET MANAGEMENT LTD.	03/2002	NA	Y	N	5718634
GOODMAN, NICHOLAS, HOWARD	I	CHIEF FINANCIAL OFFICER	02/2020	NA	Υ	N	7336708
KINGSTON, BRIAN, WILLIAM	I	CHIEF EXECUTIVE OFFICER, REAL ESTATE	01/2010	NA	Υ	N	5775857
Powell, William	1	CHIEF OPERATING OFFICER	01/2012	NA	Υ	N	6930112
RANJAN, ANUJ	1	MANAGING PARTNER	01/2014	NA	Υ	N	7358778

#### SECTION 4.B. Indirect Owners

- (1) Section 4.B. asks for information about your indirect owners; you must first complete Section 4.A., which asks for information about your direct owners
- (2) Indirect Owners. With respect to each owner listed in Section 4.A. (except individual owners), list below:
  - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Section, 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, brother-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

- (b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
- (c) in the case of an owner that is a trust, the trust and each trustee; and
- (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- (3) Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- (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 is an individual.
- (5) Complete the Status column by entering the owner's status as partner, trustee, 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: C - 25% but less than 50% E - 75% or more

- D 50% but less than 75% F Other (general partner, trustee, or elected manager)
- (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.
  - (c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle	DE/FE/I	Entity in Which Interest is Owned		Date Status Acquired		Control Person		CRD No. If None: S.S. No. and Date of Birth, IRS Tax
Name)				MM/YYYY		. 0.00		No. or Employer ID No.
BROOKFIELD ASSET MANAGEMENT LTD.	FE	BROOKFIELD ASSET MANAGEMENT ULC	SHAREHOLDER	12/2022	С	N	Υ	
BROOKFIELD ASSET MANAGEMENT ULC	FE	BROOKFIELD US HOLDINGS INC.	SHAREHOLDER	11/2022	Е	N	N	
BROOKFIELD BUSI HOLDINGS ULC	FE	BROOKFIELD US INC.	SHAREHOLDER	07/2022	E	N	N	
BROOKFIELD CORPORATION	FE	BROOKFIELD ASSET MANAGEMENT ULC	SHAREHOLDER	01/2012	E	Υ	N	
BROOKFIELD PROPERTY GROUP LLC	DE	BROOKFIELD ASSET MANAGEMENT PIC US, LLC	SHAREHOLDER	08/2010	E	N	N	
BROOKFIELD PROPERTY MASTER	DE	BROOKFIELD ASSET	SHAREHOLDER	12/2018	Е	Υ	N	

HOLDINGS LLC		MANAGEMENT PIC US,						
		LLC						
BROOKFIELD RESIDENTIAL	FE	BROOKFIELD US INC.	SHAREHOLDER	11/2019	С	Υ	N	
PROPERTIES ULC								
BROOKFIELD US HOLDINGS INC.	FE	BROOKFIELD US INC.	SHAREHOLDER	01/2003	E	Υ	N	
BROOKFIELD US INC.	DE	BROOKFIELD	SHAREHOLDER	01/2016	E	Υ	N	
		PROPERTY MASTER						
		HOLDINGS LLC						
SECTION A.C. Control Persons								

SECT	ION 4	4.C.	Control	Persons

Yes No

C. Does any person not named in Section 1.A., Section 4.A., or Section 4.B. directly or indirectly, control your management or policies?

0 0

If yes, you must complete the information below for each *control person* not named in Section 1.A., Section 4.A., or Section 4.B. that directly or indirectly *controls* your management or policies.

No Information Filed

#### SECTION 4.D. Control Persons - Public Reporting Companies

- D. If any *person* named in Section 4.A., Section 4.B., or Section 4.C. is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, complete the information below (you must complete this information for each public reporting company).
  - (1) Full legal name of the public reporting company:

BROOKFIELD

CORPORATION

(2) The public reporting company's CIK number (Central Index Key number that the SEC assigns to each reporting company):

1001085

- D. If any *person* named in Section 4.A., Section 4.B., or Section 4.C. is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, complete the information below (you must complete this information for each public reporting company).
  - (1) Full legal name of the public reporting company:

BROOKFIELD ASSET MANAGEMENT

LTD.

(2) The public reporting company's CIK number (Central Index Key number that the SEC assigns to each reporting company):

1937926

## SECTION 1 Identifying Information

Responses to this Section tell us who you (the relying adviser) are, where you are doing business, and how we can contact you.

A. Your full legal name:

 ${\tt BROOKFIELD\ STRATEGIC\ REAL\ ESTATE\ PARTNERS\ GP\ LLC}$ 

- B. Name under which you primarily conduct your advisory business, if different from Section 1.A. above or Item 1.A. of the *filing adviser's* Form ADV Part 1A.
- C. List any other business names and the jurisdictions in which you use them. Complete this question for each other business name.

No Information Filed

You do not have to include the names or jurisdictions of the filing adviser or other relying adviser(s) in response to this Section 1.C.

D. If you currently have, or ever had, a number ("CRD Number") assigned by the FINRA's CRD system or by the IARD system (other than the filing adviser's CRD number), your CRD number:

295898

No Information Filed

If you do not have a CRD number, skip this Section 1.D. Do not provide the CRD number of one of your officers, employees, or affiliates (including the filing adviser).

E. Principal Office and Place of Business

	(1)	Address (do not us	e a P.O. Box):									
		☑ Same as the filir	ng adviser.									
		Number and Street	1:	Number and Street 2:								
		BROOKFIELD PLACE		250 VESEY STREET, 15TH	FLOOR							
		City:	State:	Country:	ZIP+4/Postal Code:							
		NEW YORK	New York	United States	10281-1023							
		If this address is a	private residence, check this	s box:								
	(2)	Days of week that		ess at your <i>principal office and place</i>	of business:							
		Normal business ho 9 AM - 5 PM	ours at this location:									
	(3)	Telephone number 212-417-7000	at this location:									
	(4)	Facsimile number a	t this location, if any:									
F.	Maili	Mailing address, if different from your <i>principal office and place of business</i> address:										
	□ s	ame as the filing adv	iser.									
	Nun	nber and Street 1:		Number and Street 2:								
	City		State:	Country:	ZIP+4/Postal Code:							
	If th	nis address is a priva	te residence, check this box:									
0	Dravi	ida vara lagal Entitu	Identificatif von bovo once									
G.	PIOV	ide your <i>Legai Emity</i>	Identifier if you have one:									
	A leg	•	unique number that compar	nies use to identify each other in th	ne financial marketplace. You may not have a legal entity							
Н.	If yo	u have Central Index	Key numbers assigned by the	ne SEC ("CIK Numbers"), all of you No Information Filed	r CIK numbers:							
				no miomation mad								
		2 SEC Registration										
Res	ponse	s to this Section help	o us (and you) determine wh	nether you are eligible to register v	vith the SEC.							
A.	Sect				red) with the SEC. You must check <b>at least one</b> of the lp you determine whether you may affirmatively respond to							
	You	(the relying adviser):										
		(1) are a large advi	sory firm that either:									
		(a) has regulator	ry assets under management	of \$100 million (in U.S. dollars) or	more; or							
			ry assets under management and is registered with the SE		more at the time of filing its most recent annual updating							
		(2) are a <b>mid-sized</b> million (in U.S. d	of \$25 million (in U.S. dollars) or more but less than \$100									
		(a) not required place of busin	•	er with the <i>state securities authori</i>	ty of the state where you maintain your principal office and							
		(b) not subject to	o examination by the <i>state s</i>	ecurities authority of the state whe	re you maintain your principal office and place of business;							
		Click <b>HERE</b> fo authority.	r a list of states in which an ir	nvestment adviser, if registered, wou	uld not be subject to examination by the state securities							
		(3) Reserved										
			oal office and place of business	Coutside the United States								
	_	• • • • • • • • • • • • • • • • • • • •	,									
				hat <i>controls</i> , is <i>controlled</i> by, or is u ffice and place of husiness is the san	nder common <i>control</i> with, an investment adviser that is							

		(0) are	e all adviser relying of rule 200A-2(c) because you expect to be engible for 3EC registration within 120 days,
		lf :	you check this box, you must make both of the representations below:
			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.
			By submitting this Form ADV to the SEC, the filing adviser undertakes to file an amendment to this umbrella registration to remove this Schedule R if, on the 120th day after this application for umbrella registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.
		(7) are	e a multi-state adviser that is required to register in 15 or more states and is relying on rule 203A-2(d);
		lf ⁻	this is your initial filing as a relying adviser, 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 <i>state securities authorities</i> in those states.
			The <i>filing adviser</i> undertakes to file an amendment to this <i>umbrella registration</i> to remove this Schedule R if, at the time of the <i>annual updating amendment</i> , I would be required by the laws of fewer than 15 states to register as an investment adviser with the <i>state securities authorities</i> of those states.
		lf :	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 <i>state securities authorities</i> in those states.
			ve <b>received an SEC <i>Order</i></b> exempting you from the prohibition against registration with the SEC. If you check this box, provide the lowing information:
		Ар	plication Number: 803- Date of <i>Order</i> :
		(9) are	e <b>no longer eligible</b> to remain registered with the SEC.
			m of Organization
Α.	Hov	v are yo Corpo	ou organized?
	0		Proprietorship
	0		
	0		d Liability Partnership (LLP)
	0	Partne	
	⊙		d Liability Company (LLC)
	0		d Partnership (LP)
	0	Other	(specify):
B.		vhat mo CEMBER	onth does your fiscal year end each year?
C.	Und Sta		laws of what state or country are you organized? Country
			United States
	If y	ou are a	a partnership, provide the name of the state or country under whose laws your partnership was formed.
SEC	TION	N 4.A. C	Direct Owners and Executive Officers
In t	his S	ection 4	4, we ask you to identify each other <i>person</i> that, directly or indirectly, <i>controls</i> you.
			asks for information about your direct owners and executive officers.
(2)	(a) e	each Ch	ers and Executive Officers. List below the names of: ief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, director and any other individuals with similar r functions;
	(b) ii	f you are public records of the class of the	re 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 eporting company (a company subject to Section 12 or 15(d) of the Exchange Act); where include any <i>person</i> that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of of your voting securities. For purposes of this Section 4.A., a <i>person</i> beneficially owns any securities: (i) owned by his/her child, stepchild, ild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-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 purchase the security.  The organized as a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution,
	(U) 1	ı you al	o organizod as a partnership, <u>an</u> general partners and those inflited and special partners that have the right to receive upon dissolution,

(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

or have contributed, 5% or more of your capital;

- 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 Section 4.B. below? 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.
- (5) 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.
  - (c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME	DE/FE/I	Title or Status	Date Title or		Control	PR	
(Individuals: Last Name, First Name, Middle Name)			Status Acquired MM/YYYY	Code	Person		If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
BARON, LOWELL, GRANT	I	CHIEF INVESTMENT OFFICER	11/2020	NA	Y	N	2943048
BROOKFIELD ASSET MANAGEMENT PIC US, LLC	DE	MEMBER	12/2011	Е	Υ	N	151599
Beber, Justin	I	CHIEF ADMINISTRATIVE OFFICER AND GENERAL COUNSEL	01/2018	NA	Y	N	7345873
FISHER-DAYN, RONALD	I	CHIEF COMPLIANCE OFFICER	11/2013	NA	N	N	6257213
FLATT, BRUCE, JAMES	I	MANAGING PARTNER AND CHIEF EXECUTIVE OFFICER OF BROOKFIELD CORPORATION AND BROOKFIELD ASSET MANAGEMENT LTD.	03/2002	NA	Y	N	5718634
GOODMAN, NICHOLAS, HOWARD	I	CHIEF FINANCIAL OFFICER	02/2020	NA	Υ	N	7336708
KINGSTON, BRIAN, WILLIAM	I	CHIEF EXECUTIVE OFFICER, REAL ESTATE	01/2010	NA	Y	N	5775857
Powell, William	I	CHIEF OPERATING OFFICER	01/2012	NA	Υ	N	6930112
RANJAN, ANUJ	1	MANAGING PARTNER	01/2014	NA	Υ	N	7358778

#### **SECTION 4.B. Indirect Owners**

- (1) Section 4.B. asks for information about your indirect owners; you must first complete Section 4.A., which asks for information about your direct owners
- (2) Indirect Owners. With respect to each owner listed in Section 4.A. (except individual owners), list below:
  - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Section, 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, brother-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.

- (b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
- (c) in the case of an owner that is a trust, the trust and each trustee; and
- (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- (3) Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- (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 is an individual.
- (5) Complete the Status column by entering the owner's status as partner, trustee, 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:  $\,$  C 25% but less than 50%  $\,$  E 75% or more
  - D 50% but less than 75% F Other (general partner, trustee, or elected manager)
- (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.

(c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME (Individuals:	DE/FE/I	Entity in Which	Status	Date Status	Ownership	Control	PR	CRD No. If None: S.S. No.
Last Name, First Name, Middle		Interest is Owned		Acquired	Code	Person		and Date of Birth, IRS Tax
Name)				MM/YYYY				No. or Employer ID No.
BROOKFIELD ASSET MANAGEMENT	FE	BROOKFIELD ASSET	SHAREHOLDER	12/2022	С	N	Υ	
LTD.		MANAGEMENT ULC						
BROOKFIELD ASSET MANAGEMENT	FE	BROOKFIELD US	SHAREHOLDER	11/2022	E	N	N	
ULC		HOLDINGS INC.						
BROOKFIELD BUSI HOLDINGS ULC	FE	BROOKFIELD US INC.	SHAREHOLDER	07/2022	E	N	N	
BROOKFIELD CORPORATION	FE	BROOKFIELD ASSET	SHAREHOLDER	01/2012	E	Υ	N	
		MANAGEMENT ULC						
BROOKFIELD HOLDINGS CANADA	FE	BROOKFIELD US	SHAREHOLDER	01/2012	E	Υ	N	
INC.		HOLDINGS INC.						
BROOKFIELD PROPERTY GROUP LLC	DE	BROOKFIELD ASSET	SHAREHOLDER	03/2014	E	Υ	N	
		MANAGEMENT PIC US,						
		LLC						
BROOKFIELD PROPERTY MASTER	DE	BROOKFIELD	SHAREHOLDER	12/2018	E	Υ	N	
HOLDINGS LLC		PROPERTY GROUP LLC						
BROOKFIELD RESIDENTIAL	FE	BROOKFIELD US INC.	SHAREHOLDER	11/2019	С	Υ	N	
PROPERTIES ULC								
BROOKFIELD US HOLDINGS INC.	FE	BROOKFIELD US INC.	SHAREHOLDER	01/2003	E	Υ	N	
BROOKFIELD US INC.	FE	BROOKFIELD	SHAREHOLDER	01/2016	E	Υ	N	
		PROPERTY MASTER						
		HOLDINGS LLC						

#### SECTION 4.C. Control Persons

Yes No

C. Does any person not named in Section 1.A., Section 4.A., or Section 4.B. directly or indirectly, control your management or policies?

 $\circ$ 

If yes, you must complete the information below for each *control person* not named in Section 1.A., Section 4.A., or Section 4.B. that directly or indirectly *controls* your management or policies.

No Information Filed

#### SECTION 4.D. Control Persons - Public Reporting Companies

- D. If any *person* named in Section 4.A., Section 4.B., or Section 4.C. is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, complete the information below (you must complete this information for each public reporting company).
  - (1) Full legal name of the public reporting company:

BROOKFIELD

CORPORATION

(2) The public reporting company's CIK number (Central Index Key number that the SEC assigns to each reporting company):

1001085

- D. If any *person* named in Section 4.A., Section 4.B., or Section 4.C. is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, complete the information below (you must complete this information for each public reporting company).
  - (1) Full legal name of the public reporting company:

BROOKFIELD ASSET MANAGEMENT

LTD.

(2) The public reporting company's CIK number (Central Index Key number that the SEC assigns to each reporting company):

1937926

# SECTION 1 Identifying Information

Responses to this Section tell us who you (the relying adviser) are, where you are doing business, and how we can contact you.

A. Your full legal name:

BSREP GP BERMUDA LIMITED

- B. Name under which you primarily conduct your advisory business, if different from Section 1.A. above or Item 1.A. of the *filing adviser's* Form ADV Part 1A.
- C. List any other business names and the jurisdictions in which you use them. Complete this question for each other business name.

					No imormation riled		
	You c	do not have to include	e the names or jui	risdictions of the filing	g adviser or other relying adv	viser(s) in response to this Section 1.C.	
D.	-	er's CRD number), yo		per (" <i>CRD</i> Number")	assigned by the FINRA's CR	RD system or by the IARD system (other than the filing	
	2959	90 I			No Information Filed		
	If you advis		number, skip this	Section 1.D. Do not p	provide the CRD number of o	one of your officers, employees, or affiliates (including the	filing
E.	Princi	ipal Office and Place o	of Business				
	(1)	Address (do not us	e a P.O. Box):				
		☐ Same as the <i>filir</i>	ng adviser.				
		Number and Street 73 FRONT STREET	: 1:		Number and Street 2: 5TH FLOOR		
		City: HAMILTON		State:	Country: Bermuda	ZIP+4/Postal Code: HM12	
		If this address is a	private residence	e, check this box:			
	(2)	Days of week that  • Monday - Friday	•	nduct business at you	ur <i>principal office and place</i> c	of business:	
		Normal business ho 9 AM - 5 PM	ours at this locati	on:			
	(3)	Telephone number 441 294-3304	at this location:				
	(4)	Facsimile number a	t this location, if	any:			
F.	Mailir	ng address, if differe	nt from your <i>prin</i> d	cipal office and place	of business address:		
	□ Sa	ame as the <i>filing ad</i> v	riser.				
	Num	ber and Street 1:			Number and Street 2:		
	City:		State:		Country:	ZIP+4/Postal Code:	
	If th	is address is a priva	te residence, che	ck this box: $\square$			
G.	Provi	de your <i>Legal Entity</i>	<i>Identifier</i> if you h	ave one:			
	A lega identi		a unique number	that companies use	to identify each other in the	e financial marketplace. You may not have a <i>legal entity</i>	′
H.	If you	u have Central Index	Key numbers as	signed by the SEC ('	"CIK Numbers"), all of your No Information Filed	CIK numbers:	
		2 SEC Registration	a 110 (===1	at a musica a surfusi	ur one eliminis	ith the CEC	
			. , , ,		ou are eligible to register wi		
A.						ed) with the SEC. You must check <b>at least one</b> of the pyou determine whether you may affirmatively respond	ot b

each of these items.

You (the *relying 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 <b>mid-sized advisory firm</b> 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 <b>HERE</b> 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
	V	(4) have your principal office and place of business outside the United States;
	V	(5) are a <b>related adviser</b> under rule 203A-2(b) that <i>controls</i> , is <i>controlled</i> by, or is under common <i>control</i> with, an investment adviser that is registered with the SEC, and your <i>principal office and place of business</i> is the same as the registered adviser;
		(6) 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, you must make both of the representations below:
		I am not registered or required to be registered with the SEC or a state securities authority and I have a reasonable expectation that will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.
		By submitting this Form ADV to the SEC, <i>the filing adviser</i> undertakes to file an amendment to this <i>umbrella registration</i> to remove this Schedule R if, on the 120th day after this application for <i>umbrella registration</i> with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.
		(7) are a multi-state adviser that is required to register in 15 or more states and is relying on rule 203A-2(d);
		If this is your initial filing as a relying adviser, 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.
		The <i>filing adviser</i> undertakes to file an amendment to this <i>umbrella registration</i> to remove this Schedule R if, at the time of the <i>annual updating amendment</i> , I would be required by the laws of fewer than 15 states to register as an investment adviser with the <i>state securities authorities</i> 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 <i>state securities authorities</i> in those states.
		(8) have <b>received an SEC</b> <i>Order</i> exempting you from the prohibition against registration with the SEC. If you check this box, provide the following information:
		Application Number: 803- Date of <i>Order</i> :
		(9) are <b>no longer eligible</b> to remain registered with the SEC.
SEC		N 3 Form of Organization
Α.		v are you organized?  Corporation
	•	Sole Proprietorship
	0	Limited Liability Partnership (LLP)
	0	Partnership
	0	Limited Liability Company (LLC)
	0	Limited Partnership (LP)
	0	Other (specify):
B.		what month does your fiscal year end each year? CEMBER
C.	Und	der the laws of what state or country are you organized?
		ate Country
		Bermuda

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

#### **SECTION 4.A. Direct Owners and Executive Officers**

In this Section 4, we ask you to identify each other *person* that, directly or indirectly, *controls* you.

- (1) Section 4.A. asks for information about your direct owners and executive officers.
- (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, 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 Section 4.A., 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, brother-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.
- (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.
- (5) 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.
  - (c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Title or Status	Date Title or Status Acquired MM/YYYY	· •	Control Person		CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
BARON, LOWELL, GRANT	I	CHIEF INVESTMENT OFFICER	11/2020	NA	Υ	N	2943048
BPG HOLDINGS BERMUDA LIMITED	FE	SHAREHOLDER	06/2012	Е	Υ	N	
Beber, Justin	I	CHIEF ADMINISTRATIVE OFFICER AND GENERAL COUNSEL	01/2018	NA	Υ	N	7345873
FISHER-DAYN, RONALD	1	CHIEF COMPLIANCE OFFICER	11/2013	NA	N	N	6257213
FLATT, BRUCE, JAMES	I	MANAGING PARTNER AND CHIEF EXECUTIVE OFFICER OF BROOKFIELD CORPORATION AND BROOKFIELD ASSET MANAGEMENT LTD.	03/2002	NA	Υ	N	5718634
GOODMAN, NICHOLAS, HOWARD	1	CHIEF FINANCIAL OFFICER	02/2020	NA	Υ	N	7336708
KINGSTON, BRIAN, WILLIAM	I	CHIEF EXECUTIVE OFFICER, REAL ESTATE	01/2010	NA	Y	N	5775857
Powell, William	I	CHIEF OPERATING OFFICER	01/2012	NA	Υ	N	6930112
RANJAN, ANUJ	I	MANAGING PARTNER	01/2014	NA	Υ	N	7358778

## SECTION 4.B. Indirect Owners

- (1) Section 4.B. asks for information about your indirect owners; you must first complete Section 4.A., which asks for information about your direct owners
- (2) Indirect Owners. With respect to each owner listed in Section 4.A. (except individual owners), list below:
  - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Section, 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, brother-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.

- (b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
- (c) in the case of an owner that is a trust, the trust and each trustee; and
- (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- (3) Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- (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 is an individual.
- (5) Complete the Status column by entering the owner's status as partner, trustee, 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: C - 25% but less than 50% E - 75% or more
  - D 50% but less than 75% F Other (general partner, trustee, or elected manager)
- (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.
  - (c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle	DE/FE/I	Entity in Which Interest is Owned	Status	Date Status Acquired		Control Person		CRD No. If None: S.S. No. and Date of Birth, IRS Tax
Name)				MM/YYYY				No. or Employer ID No.
BPG HOLDINGS GROUP (US) HOLDINGS INC.	FE	BPG HOLDINGS BERMUDA LIMITED	SHAREHOLDER	12/2013	E	Υ	N	
BPG HOLDINGS GROUP INC.	FE	BPGH SUB INC.	SHAREHOLDER	12/2013	E	Υ	N	
BPGH NEW SUBCO 2 INC.	FE	BPGH SUB INC.	SHAREHOLDER	07/2020	E	Υ	N	
BPGH NEW SUBCO INC.	FE	BPGH NEW SUBCO 2 INC.	SHAREHOLDER	08/2020	E	Υ	N	
BPGH SUB INC.	FE	BPG HOLDINGS GROUP (US) HOLDINGS INC.	SHAREHOLDER	12/2013	Е	Y	N	
BROOKFIELD CORPORATION	FE	BPG HOLDINGS BERMUDA LIMITED	SHAREHOLDER	11/2013	Е	Υ	N	

#### SECTION 4.C. Control Persons

Yes No

Does any person not named in Section 1.A., Section 4.A., or Section 4.B. directly or indirectly, control your management or policies?

0	G

If yes, you must complete the information below for each control person not named in Section 1.A., Section 4.A., or Section 4.B. that directly or indirectly controls your management or policies.

No Information Filed

### SECTION 4.D. Control Persons - Public Reporting Companies

- If any person named in Section 4.A., Section 4.B., or Section 4.C. is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, complete the information below (you must complete this information for each public reporting company).
  - (1) Full legal name of the public reporting company:

**BROOKFIELD** 

CORPORATION

(2) The public reporting company's CIK number (Central Index Key number that the SEC assigns to each reporting company):

1001085

- If any person named in Section 4.A., Section 4.B., or Section 4.C. is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, complete the information below (you must complete this information for each public reporting company).
  - (1) Full legal name of the public reporting company:

**BROOKFIELD ASSET MANAGEMENT** 

LTD.

(2) The public reporting company's CIK number (Central Index Key number that the SEC assigns to each reporting company):

1937926

### SECTION 1 Identifying Information

Responses to this Section tell us who you (the relying adviser) are, where you are doing business, and how we can contact you.

	BRO	OKFIELD GLOBAL PROPER	TY ADVISOR LIMITED									
B. Name under which you primarily conduct your advisory business, if different from Section 1.A. above or Item 1.A. of the <i>filing advise</i> 1A.												
C.	List a	List any other business names and the jurisdictions in which you use them. Complete this question for each other business name.										
	No Information Filed											
	You (	do not have to include the	names or jurisdictior	ns of the filing adviser or other relying a	dviser(s) in response to this Section 1.C.							
D.	If you currently have, or ever had, a number ("CRD Number") assigned by the FINRA's CRD system or by the IARD system (other than the filing adviser's CRD number), your CRD number:  296352											
	270	002		No Information Filed								
	If you		per, skip this Section	1.D. Do not provide the CRD number of	one of your officers, employees, or affiliates	(including the filing						
E.	Princ	cipal Office and Place of Bu	siness									
	(1)	(1) Address (do not use a P.O. Box):										
		☐ Same as the <i>filing ad</i>	lviser.									
		Number and Street 1: CANARY WHARF	Chaha	Number and Street 2:  1 CANADA SQUARE LEVEL 2								
		City: LONDON	State:	Country: United Kingdom	ZIP+4/Postal Code: E14 5AA							
		If this address is a priva	ate residence, check	this box: $\square$								
	(2)	Days of week that you  Monday - Friday		siness at your <i>principal office and place</i>	of business:							
		Normal business hours 9 AM - 5 PM	at this location:									
	(3)	Telephone number at the 4402076593500	nis location:									
	(4)	Facsimile number at this	s location, if any:									
F.	Maili	ng address, if different fro	om your <i>principal offi</i>	ce and place of business address:								
	☐ Same as the filing adviser.											
		nber and Street 1:		Number and Street 2:	710 4/0 4 4 0 4							
	City		tate:	Country:	ZIP+4/Postal Code:							
	If th	nis address is a private re	sidence, check this b	oox: L								
G.	Provi	ide your <i>Legal Entity Iden</i>	<i>tifier</i> if you have one	:								
	A leg ident	-	que number that con	npanies use to identify each other in t	he financial marketplace. You may not hav	e a <i>legal entity</i>						
ш	If vo	u haya Cantral Indox Koy	numbers assigned b	ov the SEC ("CIK Numbers") all of you	ır CIK numhars							

No Information Filed

A. Your full legal name:

	SECTION 2 SEC Pagistration											
	Responses to this Section help us (and you) determine whether you are eligible to register with the SEC.											
Res	A. To be a <i>relying adviser</i> , you must be independently eligible to register (or remain registered) with the SEC. You must check <b>at least one</b> of the											
Α.	Sections 2.A. (1) through 2.A. (8), below. Part 1A Instruction 2 provides information to help you determine whether you may affirmatively responded to these items.											
	You	(th	e <i>rel</i>	lying 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 <i>annual updating</i> amendment and is registered with the SEC;								
		(2)		a <b>mid-sized advisory firm</b> that has regulatory assets under management of \$25 million (in U.S. dollars) or more but less than \$100 lion (in U.S. dollars) and you are either:								
			(a)	not required to be registered as an adviser with the <i>state securities authority</i> of the state where you maintain your <i>principal office and place of business</i> ; 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 <b>HERE</b> for a list of states in which an investment adviser, if registered, would not be subject to examination by the state securities authority.								
		(3)	Res	served								
	V	(4)	hav	ve your principal office and place of business outside the United States;								
	V	(5)		e a <b>related adviser</b> under rule 203A-2(b) that <i>controls</i> , is <i>controlled</i> by, or is under common <i>control</i> with, an investment adviser that is istered with the SEC, and your <i>principal office and place of business</i> is the same as the registered adviser;								
		(6)		an adviser relying on rule 203A-2(c) because you expect to be eligible for SEC registration within 120 days;								
		` ,		you check this box, you must make both of the representations below:								
				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.								
				By submitting this Form ADV to the SEC, the filing adviser undertakes to file an amendment to this umbrella registration to remove this Schedule R if, on the 120th day after this application for umbrella registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.								
		(7)	are	a multi-state adviser that is required to register in 15 or more states and is relying on rule 203A-2(d);								
			If t	his is your initial filing as a relying adviser, 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 <i>state securities authorities</i> in those states.								
				The <i>filing adviser</i> undertakes to file an amendment to this <i>umbrella registration</i> to remove this Schedule R if, at the time of the <i>annual updating amendment</i> , I would be required by the laws of fewer than 15 states to register as an investment adviser with the <i>state securities authorities</i> of those states.								
			If y	ou 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 <i>state securities authorities</i> in those states.								
		(8)		ve <b>received an SEC <i>Order</i></b> exempting you from the prohibition against registration with the SEC. If you check this box, provide the owing information:								
			App	olication Number: 803- Date of <i>Order</i> :								
		(9)	are	no longer eligible to remain registered with the SEC.								
_				n of Organization								
A.			•	u organized? ation								
	•			oprietorship								
	0			d Liability Partnership (LLP)								
	0			rship								
	$\circ$	. u										

C Limited Liability Company (LLC)

C Limited Partnership (LP)

Other (specify):

- 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

United Kingdom

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

#### SECTION 4.A. Direct Owners and Executive Officers

In this Section 4, we ask you to identify each other person that, directly or indirectly, controls you.

- (1) Section 4.A. asks for information about your direct owners and executive officers.
- (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, 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 Section 4.A., 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, brother-in-law, or sisterin-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, all 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 Section 4.B. below? 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.
- (5) 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.
  - (c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Title or Status	Date Title or Status Acquired MM/YYYY		Control Person		CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
BARON, LOWELL, GRANT	I	CHIEF INVESTMENT OFFICER	11/2020	NA	Υ	N	2943048
BROOKFIELD ASSET MANAGER (UK) HOLDCO LIMITED	FE	SHAREHOLDER	07/2022	E	N	N	
Beber, Justin	I	CHIEF ADMINISTRATIVE OFFICER AND GENERAL COUNSEL	01/2018	NA	Υ	N	7345873
FISHER-DAYN, RONALD	I	CHIEF COMPLIANCE OFFICER	11/2013	NA	N	N	6257213
FLATT, BRUCE, JAMES	I	MANAGING PARTNER AND CHIEF EXECUTIVE OFFICER OF BROOKFIELD CORPORATION AND BROOKFIELD ASSET MANAGEMENT LTD.	03/2002	NA	Υ	N	5718634
GOODMAN, NICHOLAS, HOWARD	I	CHIEF FINANCIAL OFFICER	02/2020	NA	Υ	N	7336708
KINGSTON, BRIAN, WILLIAM	I	CHIEF EXECUTIVE OFFICER, REAL ESTATE	01/2010	NA	Υ	N	5775857
Powell, William	I	CHIEF OPERATING OFFICER	01/2012	NA	Υ	N	6930112
RANJAN, ANUJ	I	MANAGING PARTNER	01/2014	NA	Υ	N	7358778

## SECTION 4.B. Indirect Owners

- (1) Section 4.B. asks for information about your indirect owners; you must first complete Section 4.A., which asks for information about your direct
- (2) Indirect Owners. With respect to each owner listed in Section 4.A. (except individual owners), list below:
  - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Section, 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, brother-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

- (b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
- (c) in the case of an owner that is a trust, the trust and each trustee; and
- (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- (3) Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- (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 is an individual.
- (5) Complete the Status column by entering the owner's status as partner, trustee, 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: C - 25% but less than 50% E - 75% or more
  - D 50% but less than 75% F Other (general partner, trustee, or elected manager)
- (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.
  - (c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)		Entity in Which Interest is Owned		Date Status Acquired MM/YYYY	•	Control Person		CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
BROOKFIELD ASSET MANAGEMENT LTD.	FE	BROOKFIELD ASSET MANAGEMENT ULC	SHAREHOLDER	12/2022	С	N	Υ	
BROOKFIELD ASSET MANAGEMENT ULC	FE	BROOKFIELD MANAGER HOLDINGS LTD.	SHAREHOLDER	11/2022	E	N	N	
BROOKFIELD CORPORATION	FE	BROOKFIELD ASSET MANAGEMENT ULC	SHAREHOLDER	05/2014	E	Υ	Υ	
BROOKFIELD MANAGER HOLDINGS LTD.	FE	BROOKFIELD ASSET MANAGER (UK) HOLDCO LIMITED	SHAREHOLDER	06/2022	Е	N	N	

# SECTION 4.C. Control Persons

Yes No

Does any person not named in Section 1.A., Section 4.A., or Section 4.B. directly or indirectly, control your management or policies?

(O)

If yes, you must complete the information below for each control person not named in Section 1.A., Section 4.A., or Section 4.B. that directly or indirectly controls your management or policies.

No Information Filed

#### SECTION 4.D. Control Persons - Public Reporting Companies

- If any person named in Section 4.A., Section 4.B., or Section 4.C. is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, complete the information below (you must complete this information for each public reporting company).
  - (1) Full legal name of the public reporting company:

**BROOKFIFI D CORPORATION** 

(2) The public reporting company's CIK number (Central Index Key number that the SEC assigns to each reporting

1001085

company):

If any person named in Section 4.A., Section 4.B., or Section 4.C. is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, complete the information below (you must complete this information for each public reporting company).

		The public reporting or reporting company):	company's CIK nu	ımber (Central Inde	ex Key number t	hat the SEC a	ssigns to €	LTD each 193	37926	
SEC	TION	1 Identifying Inform	nation							
Res	ponse	s to this Section tell (	us who you (the r	relying adviser) are,	where you are	doing busines	s, and hov	w we can contac	t you.	
A.		full legal name: P THG AIV A-FF AUST	RALIA GP PTY LTD							
B.	Name	e under which you pri	imarily conduct yo	ur advisory busines	ss, if different fro	om Section 1.	A. above or	r Item 1.A. of th	e filing adviser	's Form ADV Part
C.	List a	any other business na	ames and the juris	sdictions in which y			question fo	or each other bu	siness name.	
					No Informatio	n Filed				
	You d	do not have to include	the names or juris	sdictions of the filing	g adviser or othei	relying advise	er(s) in resp	ponse to this Sec	ction 1.C.	
D.	-	u currently have, or e ser's CRD number), yo 387		er (" <i>CRD</i> Number")	assigned by the	FINRA's CRD s	system or I	by the IARD sys	tem (other tha	an the <i>filing</i>
					No Informatio	n Filed				
	If you advis	u do not have a CRD n ser).	number, skip this S	ection 1.D. Do not p	provide the CRD I	number of one	of your off	îicers, employees	, or affiliates (i.	ncluding the filing
E.	Princ	ipal Office and Place o	f Business							
	(1)	Address (do not use	e a P.O. Box):							
		Same as the filing								
		Number and Street BROOKFIELD PLACE City:		State:		Number and S 10 CARRINGT Country:	ON STREE	T ZIP+4/Postal Co	de:	
		SYDNEY				Australia	Ν	NSW 2000		
		If this address is a p	private residence,	check this box:						
	(2)	Days of week that y  Monday - Friday	•	uct business at you	ur <i>principal office</i>	and place of b	ousiness:			
		Normal business ho 9 AM - 5 PM	ours at this locatio	n:						
	(3)	Telephone number a	at this location:							
	(4)	Facsimile number at	t this location, if a	ny:						
F.	Mailir	ng address, if differen	nt from your <i>princi</i> ,	pal office and place	<i>of business</i> addr	ess:				
	<b>□</b> s	ame as the <i>filing advi</i>	iser.							
		nber and Street 1:			Number and S					
	City	:	State:		Country:	Z	ZIP+4/Post	tal Code:		
	If th	iis address is a privat	e residence, checl	k this box:						

BROOKFIELD ASSET MANAGEMENT

(1) Full legal name of the public reporting company:

G. 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.								
H.	If y	ou h	ave Central Index Key numbers assigned by the SEC ("CIK Numbers"), all of your CIK numbers:  No Information Filed						
SEC	ΓΙΟΝ	125	SEC Registration						
Res	ons	es to	o this Section help us (and you) determine whether you are eligible to register with the SEC.						
Α.	Sec eac	tions h of	relying adviser, you must be independently eligible to register (or remain registered) with the SEC. You must check <b>at least one</b> of the s 2.A.(1) through 2.A.(8), below. Part 1A Instruction 2 provides information to help you determine whether you may affirmatively respond to these items.						
			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 <b>mid-sized advisory firm</b> 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						
	V	(4)	have your principal office and place of business outside the United States;						
	V	(5)	are a <b>related adviser</b> under rule 203A-2(b) that <i>controls</i> , is <i>controlled</i> by, or is under common <i>control</i> with, an investment adviser that is registered with the SEC, and your <i>principal office and place of business</i> is the same as the registered adviser;						
		(6)	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, you must make both of the representations below:						
			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.						
			By submitting this Form ADV to the SEC, <i>the filing adviser</i> undertakes to file an amendment to this <i>umbrella registration</i> to remove this Schedule R if, on the 120th day after this application for <i>umbrella registration</i> with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.						
		(7)	are a multi-state adviser that is required to register in 15 or more states and is relying on rule 203A-2(d);						
			If this is your initial filing as a relying adviser, 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 <i>state securities authorities</i> in those states.						
			The <i>filing adviser</i> undertakes to file an amendment to this <i>umbrella registration</i> to remove this Schedule R if, at the time of the <i>annual updating amendment</i> , I would be required by the laws of fewer than 15 states to register as an investment adviser with the <i>state securities authorities</i> 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 <i>state securities authorities</i> in those states.						
		(8)	have <b>received an SEC</b> <i>Order</i> exempting you from the prohibition against registration with the SEC. If you check this box, provide the following information:						
			Application Number: 803- Date of <i>Order</i> :						
		(9)	are <b>no longer eligible</b> to remain registered with the SEC.						
			Form of Organization  e you organized?						

 $\odot$  Corporation

0	Sole Proprietorship
0	Limited Liability Partnership (LLP)
0	Partnership
0	Limited Liability Company (LLC)
0	Limited Partnership (LP)
0	Other (specify):

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

Australia

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

## SECTION 4.A. Direct Owners and Executive Officers

In this Section 4, we ask you to identify each other person that, directly or indirectly, controls you.

- (1) Section 4.A. asks for information about your direct owners and executive officers.
- (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, 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 Section 4.A., 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, daughter-in-law, brother-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 Section 4.B. below? Yes O 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.
- (5) 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.
  - (c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME	DE/FE/I	Title or Status	Date Title or	Ownership	Control	PR	CRD No.
(Individuals: Last			Status	Code	Person		If None: S.S. No. and
Name, First Name, Middle Name)			Acquired MM/YYYY				Date of Birth, IRS Tax No. or Employer ID No.
BARON, LOWELL, GRANT	I	CHIEF INVESTMENT OFFICER	11/2020	NA	Υ		2943048
BROOKFIELD AUSTRALIA INVESTMENTS LIMITED	FE	SHAREHOLDER	10/2012	E	Υ	N	
Beber, Justin	I	CHIEF ADMINISTRATIVE OFFICER AND GENERAL COUNSEL	01/2018	NA	Υ	N	7345873
FISHER-DAYN, RONALD	I	CHIEF COMPLIANCE OFFICER	11/2013	NA	N	N	6257213
FLATT, BRUCE, JAMES	I	MANAGING PARTNER AND CHIEF EXECUTIVE OFFICER OF BROOKFIELD CORPORATION AND BROOKFIELD ASSET MANAGEMENT LTD.	03/2002	NA	Υ	N	5718634

GOODMAN, NICHOLAS, HOWARD	I	CHIEF FINANCIAL OFFICER	02/2020	NA	Υ	N	7336708
KINGSTON, BRIAN,	I	CHIEF EXECUTIVE OFFICER, REAL ESTATE	01/2010	NA	Υ	N	5775857
Powell, William	I	CHIEF OPERATING OFFICER	01/2012	NA	Υ	N	6930112
RANJAN, ANUJ	I	MANAGING PARTNER	01/2014	NA	Υ	N	7358778

#### SECTION 4.B. Indirect Owners

- (1) Section 4.B. asks for information about your indirect owners; you must first complete Section 4.A., which asks for information about your direct owners
- (2) Indirect Owners. With respect to each owner listed in Section 4.A. (except individual owners), list below:
  - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Section, 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, brother-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.

- (b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
- (c) in the case of an owner that is a trust, the trust and each trustee; and
- (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- (3) Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- (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 is an individual.
- (5) Complete the Status column by entering the owner's status as partner, trustee, 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: C 25% but less than 50% E 75% or more
  - D 50% but less than 75% F Other (general partner, trustee, or elected manager)
- (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.
  - (c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Entity in Which Interest is Owned	Status	Date Status Acquired MM/YYYY	1	Control Person		CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
BHAL INTERNATIONAL LIMITED	FE	BROOKFIELD GLOBAL SUBINVESTMENTS LIMITED	SHAREHOLDER	07/2022	Е	N	N	
BHCA PTY LIMITED	FE	BROOKFIELD AUSTRALIA PTY LTD	SHAREHOLDER	06/2007	D	Υ	N	
BHCA1PTY LTD	FE	BHCA PTY LIMITED	SHAREHOLDER	05/2016	Е	Υ	N	
BHCA2 PTY LTD.	FE	BHCA PTY LIMITED	SHAREHOLDER	03/2016	С	N	N	
BROOKFIELD AUSTRALIA PTY LTD	FE	BROOKFIELD AUSTRALIA INVESTMENTS LIMITED	SHAREHOLDER	02/2007	Е	Y	N	
BROOKFIELD CORPORATION	FE	BROOKFIELD HOLDINGS (AUSTRALIA) ULC	SHAREHOLDER	06/2007	Е	Y	Υ	
BROOKFIELD CORPORATION INTERNATIONAL FINANCE LTD.	FE	BHAL INTERNATIONAL LIMITED	SHAREHOLDER	07/2022	Е	N	N	
BROOKFIELD FINANCE (AUSTRALIA) LP	FE	BROOKFIELD AUSTRALIA PTY LTD	SHAREHOLDER	10/2007	С	N	N	
BROOKFIELD GLOBAL CORPORATE INVESTMENTS LIMITED	FE	BHCA1PTY LTD	SHAREHOLDER	05/2016	Е	Υ	N	
BROOKFIELD GLOBAL SUBINVESTMENTS LIMITED	FE	BROOKFIELD GLOBAL CORPORATE INVESTMENTS LIMITED	SHAREHOLDER	05/2016	Е	Υ	N	
BROOKFIELD HOLDINGS (AUSTRALIA) ULC	FE	BROOKFIELD AUSTRALIA PTY LTD	SHAREHOLDER	12/2013	Е	Υ	N	

	If yes, you must complete the indirectly controls your manage		or each <i>control person</i> not named in Sectio	on 1.A., Section 4.A., or S	Section 4.B. that directly or				
			No Information Filed						
SEC	CTION 4.D. <i>Control Persons</i> - F	Public Poporting Cor	manios						
D.			or Section 4.C. is a public reporting comp	any under Sections 12 or	15(d) of the Securities				
	Exchange Act of 1934, completed (1) Full legal name of the publications.		pelow (you must complete this information	for each public reporting	g company). BROOKFIELD				
	(1) Full legal flame of the put	and reporting compar	ıy.		CORPORATION				
	(2) The public reporting company):	oany's CIK number (	Central Index Key number that the SEC a	ssigns to each reporting	1001085				
D.	• .		or Section 4.C. is a public reporting compoelow (you must complete this information	•					
	(1) Full legal name of the pub	olic reporting compar	ny:	BF LT	ROOKFIELD ASSET MANAGEMENT				
	(2) The public reporting compreporting company):	oany's CIK number (	Central Index Key number that the SEC a		937926				
SEC	TION 1 Identifying Informatio	n							
Res	ponses to this Section tell us w	ho you (the <i>relying a</i>	adviser) are, where you are doing busines	s, and how we can conta	act you.				
Α.	Your full legal name: VAMF ADVISOR LLC								
B.	Name under which you primari 1A.	ly conduct your advis	sory business, if different from Section 1.A	A. above or Item 1.A. of t	the <i>filing adviser's</i> Form ADV Part				
C.	List any other business names and the jurisdictions in which you use them. Complete this question for each other business name.								
			No Information Filed						
	Vou do not have to include the	names en jurisdiction	s of the filing adviser or other relying advise	or(c) in response to this S	action 1 C				
	Tou do not have to include the	names or jurisdiction.	s of the filling adviser of other refyllig advise	er (s) in response to this Se	ection 1.C.				
D.	If you currently have, or ever ladviser's CRD number), your Canada 301892		O Number") assigned by the FINRA's CRD s	system or by the IARD sy	stem (other than the filing				
			No Information Filed						
	If you do not have a CRD numb adviser).	er, skip this Section 1	1.D. Do not provide the CRD number of one	of your officers, employee	es, or affiliates (including the filing				
E.	Principal Office and Place of Bus	siness							
	(1) Address (do not use a P								
	☑ Same as the filing adv	/iser.							
	Number and Street 1: BROOKFIELD PLACE		Number and Street 2: 250 VESEY STREET, 15TH FLOO	OR.					
	City: NEW YORK	State: New York	Country: United States	ZIP+4/Postal Code 10281-1023	e:				
	If this address is a priva			· · • ·					

C. Does any *person* not named in Section 1.A., Section 4.A., or Section 4.B. directly or indirectly, *control* your management or policies?

 $\circ$ 

	(2)	Monday - Frid	day Other:	business at your <i>princi</i>	ipal office and place	of business:
		~	s hours at this location:			
		9 AM - 5 PM				
	(3)	Telephone num	ber at this location:			
	(4)	Facsimile numbe	er at this location, if any:			
F.	Maili	ng address, if diff	erent from your <i>principal c</i>	office and place of busin	ess address:	
	<b>□</b> s	same as the <i>filing</i>	adviser.			
	Nun	nber and Street 1	:	Numb	er and Street 2:	
	City	•	State:	Count	ry:	ZIP+4/Postal Code:
	If th	nis address is a pr	ivate residence, check thi	is box: 🗖		
G.	Provi	ide your <i>Legal En</i>	tity Identifier if you have o	ne:		
	A leg ident	•	is a unique number that c	companies use to ident	ify each other in th	ne financial marketplace. You may not have a <i>legal entity</i>
H.	If yo	u have Central In	dex Key numbers assigne			r CIK numbers:
				No In	formation Filed	
		2 SEC Registration	l <b>on</b> help us (and you) determ	ine whether you are a	ligible to register w	vith the SEC
Α.	To be Secti	e a <i>relying adviser</i> ions 2.A.(1) throu	, you must be independer	ntly eligible to register	(or remain register	red) with the SEC. You must check <b>at least one</b> of the lp you determine whether you may affirmatively respond to
		of these items. (the <i>relying advise</i>	er):			
			dvisory firm that either:			
		_	atory assets under manag	ement of \$100 million	(in U.S. dollars) or	more: or
						more at the time of filing its most recent annual updating
		•	ent and is registered with		,	ςς
			ed advisory firm that ha 6. dollars) and you are eith		der management o	of \$25 million (in U.S. dollars) or more but less than \$100
		•	red to be registered as ar usiness; or	n adviser with the <i>state</i>	e securities authorit	ty of the state where you maintain your principal office and
		(b) not subje	ct to examination by the	state securities authori	ty of the state whe	re you maintain your principal office and place of business;
		Click <b>HER</b> authority.		ch an investment advise	er, if registered, wou	uld not be subject to examination by the state securities
		(3) Reserved				
		(4) have your pri	ncipal office and place of bu	usiness <b>outside the Un</b>	ited States;	
	V				•	nder common <i>control</i> with, an investment adviser that is ne as the registered adviser;
		(6) are an advise	er relying on rule 203A-2(	c) because you <b>expect</b>	t to be eligible for	SEC registration within 120 days;
		If you check t	this box, you must make I	both of the representa	tions below:	
						curities authority and I have a reasonable expectation that I egistration with the SEC becomes effective.
		Schedule		er this application for ι	umbrella registratior	an amendment to this <i>umbrella registration</i> to remove this n with the SEC becomes effective, I would be prohibited by
		(7) are a <b>multi-s</b>	tate adviser that is requi	red to register in 15 or	more states and is	s relying on rule 203A-2(d);
		If this is vour	initial filing as a relying a	ndviser, vou must make	e both of these rep	resentations:

	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.
	The filing adviser undertakes to file an amendment to this umbrella registration to remove this Schedule R if, at the time of the annual updating amendment, 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 <i>state securities authorities</i> in those states.
	(8) have <b>received an SEC</b> <i>Order</i> exempting you from the prohibition against registration with the SEC. If you check this box, provide the following information:
	Application Number: 803- Date of <i>Order</i> :
	(9) are <b>no longer eligible</b> to remain registered with the SEC.
SEC	CTION 3 Form of Organization
Α.	How are you organized?
	C Corporation
	O Sole Proprietorship
	C Limited Liability Partnership (LLP)
	O Partnership
	Limited Liability Company (LLC)
	C Limited Partnership (LP)
	Other (specify):
B.	In what month does your fiscal year end each year? DECEMBER
	If you are a partnership, provide the name of the state or country under whose laws your partnership was formed.
SEC	CTION 4.A. Direct Owners and Executive Officers
In	this Section 4, we ask you to identify each other <i>person</i> that, directly or indirectly, <i>controls</i> you.
(1)	Section 4.A. asks for information about your direct owners and executive officers.
(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, 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 <i>person</i> 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 Section 4.A., a <i>person</i> 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, brother-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;
	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)	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,
	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.
(4) (5)	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.  Do you have any indirect owners to be reported on Section 4.B. below?
(4) (5) (6)	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.  Do you have any indirect owners to be reported on Section 4.B. below?  No  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,

- 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.
- (c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME	DE/FE/I	Title or Status	Date Title or	Ownership	Control	PR	PR CRD No.		
(Individuals: Last Name, First Name, Middle Name)			Status Acquired MM/YYYY	Code	Person		If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.		
BARON, LOWELL, GRANT	I	CHIEF INVESTMENT OFFICER	11/2020	NA	Y	N	2943048		
Beber, Justin	I	CHIEF ADMINISTRATIVE OFFICER AND GENERAL COUNSEL	01/2018	NA	Υ	N	7345873		
FAIRFIELD INVESTMENT COMPANY LLC	DE	MANAGING MEMBER	04/2019	Е	Υ	N			
FISHER-DAYN, RONALD	I	CHIEF COMPLIANCE OFFICER	11/2013	NA	N	N	6257213		
FLATT, BRUCE, JAMES	I	MANAGING PARTNER AND CHIEF EXECUTIVE OFFICER OF BROOKFIELD CORPORATION AND BROOKFIELD ASSET MANAGEMENT LTD.	03/2002	NA	Y	N	5718634		
GOODMAN, NICHOLAS, HOWARD	I	CHIEF FINANCIAL OFFICER	02/2020	NA	Υ	N	7336708		
KINGSTON, BRIAN, WILLIAM	I	CHIEF EXECUTIVE OFFICER, REAL ESTATE	11/2015	NA	Υ	N	5775857		
Powell, William	I	CHIEF OPERATING OFFICER	01/2012	NA	Υ	N	6930112		
RANJAN, ANUJ	I	MANAGING PARTNER	01/2014	NA	Υ	Ν	7358778		

## SECTION 4.B. Indirect Owners

- (1) Section 4.B. asks for information about your indirect owners; you must first complete Section 4.A., which asks for information about your direct owners
- (2) Indirect Owners. With respect to each owner listed in Section 4.A. (except individual owners), list below:
  - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Section, 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, brother-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.

- (b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
- (c) in the case of an owner that is a trust, the trust and each trustee; and
- (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- (3) Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- (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 is an individual.
- (5) Complete the Status column by entering the owner's status as partner, trustee, 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: C 25% but less than 50% E 75% or more
  - D 50% but less than 75%  $\,$  F Other (general partner, trustee, or elected manager)
- (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.
  - (c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)		Entity in Which Interest is Owned				Control Person		CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
BPG CAPITAL HOLDINGS US LLC	DE	BROOKFIELD MULTIFAMILY CAPITAL B LLC	SHAREHOLDER	11/2022	Е	N	N	
BROOKFIELD ASSET MANAGEMENT LTD.	FE	BROOKFIELD ASSET MANAGEMENT ULC	SHAREHOLDER	12/2022	С	N	Υ	

BROOKFIELD ASSET MANAGEMENT	FE	BROOKFIELD ASSET	SHAREHOLDER	11/2022	E	N	N	
ULC		MANAGEMENT LTD.						
BROOKFIELD CORPORATE TREASURY	FE	BROOKFIELD US	SHAREHOLDER	03/2022	E	N	N	
LTD.		CORPORATE						
		HOLDINGS INC.						
BROOKFIELD CORPORATION	FE	BROOKFIELD ASSET	SHAREHOLDER	01/2012	E	Υ	Υ	
		MANAGEMENT ULC						
BROOKFIELD MULTIFAMILY CAPITAL B	DE	FAIRFIELD	SHAREHOLDER	11/2022	E	N	N	
LLC		INVESTMENT						
		COMPANY LLC						
BROOKFIELD RENEWABLE POWER	FE	BROOKFIELD ASSET	SHAREHOLDER	03/2008	D	N	N	
INC.		MANAGEMENT ULC						
BROOKFIELD US CAPITAL	DE	BPG CAPITAL	SHAREHOLDER	07/2022	E	N	N	
CORPORATION		HOLDINGS US LLC						
BROOKFIELD US CORPORATE	FE	BROOKFIELD US	SHAREHOLDER	09/2022	E	N	N	
HOLDINGS INC.		CAPITAL						
		CORPORATION						

SE	CTI	ON	4.C.	Control	Persons
----	-----	----	------	---------	---------

C. Does any *person* not named in Section 1.A., Section 4.A., or Section 4.B. directly or indirectly, *control* your management or policies?



If yes, you must complete the information below for each *control person* not named in Section 1.A., Section 4.A., or Section 4.B. that directly or indirectly *controls* your management or policies.

No Information Filed

## SECTION 4.D. Control Persons - Public Reporting Companies

No Information Filed

# SECTION 1 Identifying Information

Responses to this Section tell us who you (the relying adviser) are, where you are doing business, and how we can contact you.

A. Your full legal name:

BROOKFIELD SINGLE FAMILY RENTAL MANAGER LLC

- B. Name under which you primarily conduct your advisory business, if different from Section 1.A. above or Item 1.A. of the *filing adviser's* Form ADV Part 1A.
- C. List any other business names and the jurisdictions in which you use them. Complete this question for each other business name.

No Information Filed

You do not have to include the names or jurisdictions of the filing adviser or other relying adviser(s) in response to this Section 1.C.

D. If you currently have, or ever had, a number ("CRD Number") assigned by the FINRA's CRD system or by the IARD system (other than the filing adviser's CRD number), your CRD number:

310453

No Information Filed

If you do not have a CRD number, skip this Section 1.D. Do not provide the CRD number of one of your officers, employees, or affiliates (including the filing adviser).

- E. Principal Office and Place of Business
  - (1) Address (do not use a P.O. Box):
    - ▼ Same as the filing adviser.

		BI Ci	ROOKFIELD PLACE	State:	250 VESEY STREET, 15 Country:	ZIP+4/Postal Code:
		IN	EW YORK	New York	United States	10281-1023
		lf	this address is a pr	vate residence, check th	is box: □	
	(2)		ays of week that yo Monday - Friday O	•	ess at your <i>principal office and p</i>	lace of business:
			ormal business hour AM - 5 PM	s at this location:		
	(3)		elephone number at 12-417-7000	this location:		
	(4)	Fá	acsimile number at t	his location, if any:		
F.	Maili	ng a	address, if different	from your <i>principal office</i> of	and place of business address:	
	<u> </u>	Sam	e as the <i>filing advise</i>	r.		
	Nur	nbe	r and Street 1:		Number and Street 2	:
	City	<b>′</b> :		State:	Country:	ZIP+4/Postal Code:
	If th	nis a	address is a private	residence, check this box	:: <b>□</b>	
G.	Prov	ide	your <i>Legal Entity Ide</i>	entifier if you have one:		
	A leg iden		•	nique number that compa	anies use to identify each other	in the financial marketplace. You may not have a legal entity
H.	If yc	ou h	ave Central Index K	ey numbers assigned by	the SEC ("CIK Numbers"), all of No Information Filed	~
SECT	ION	2 5	SEC Registration			
Resp	onse	es to	o this Section help u	s (and you) determine w	hether you are eligible to regist	er with the SEC.
	Sect each	ions of	s 2.A.(1) through 2.A these items.	•		istered) with the SEC. You must check <b>at least one</b> of the help you determine whether you may affirmatively respond to
			e relying adviser):	ere <b>Simus</b> , that aith an		
		(1)	are a large advisor		nt of \$100 million (in U.S. dollars	a) or more: or
			(b) has regulatory a		t of \$90 million (in U.S. dollars)	or more at the time of filing its most recent annual updating
		(2)	are a mid-sized ad	-		ent of \$25 million (in U.S. dollars) or more but less than \$100
				be registered as an advi	ser with the state securities aut	hority of the state where you maintain your principal office and
			•		securities authority of the state	where you maintain your <i>principal office and place of business</i> ;
			Click <b>HERE</b> for a authority.	list of states in which an	investment adviser, if registered,	would not be subject to examination by the state securities
		(3)	Reserved			
		(4)	have your <i>principal</i>	office and place of busines	ss outside the United States;	
	~	(5)			3	is under common <i>control</i> with, an investment adviser that is same as the registered adviser;
		(6)	are an <b>adviser</b> rely	ing on rule 203A-2(c) bed	cause you <b>expect to be eligible</b>	for SEC registration within 120 days;
			If you check this bo	ox, you must make both o	of the representations below:	
			☐ I am not registe	ered or required to be re	gistered with the SEC or a state	securities authority and I have a reasonable expectation that I

			By submitting this Form ADV to the SEC, the filing adviser undertakes to file an amendment to this umbrella registration to remove this Schedule R if, on the 120th day after this application for umbrella registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.
		(7) are	e a <b>multi-state adviser</b> that is required to register in 15 or more states and is relying on rule 203A-2(d);
			this is your initial filing as a relying adviser, 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 <i>state securities authorities</i> in those states.
			The <i>filing adviser</i> undertakes to file an amendment to this <i>umbrella registration</i> to remove this Schedule R if, at the time of the <i>annual updating amendment</i> , I would be required by the laws of fewer than 15 states to register as an investment adviser with the <i>state securities authorities</i> 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 <i>state securities authorities</i> in those states.
			ve <b>received an SEC <i>Order</i></b> exempting you from the prohibition against registration with the SEC. If you check this box, provide the lowing information:
		Ар	pplication Number: 803- Date of <i>Order</i> :
		(9) are	e <b>no longer eligible</b> to remain registered with the SEC.
CEO	TLON	2.5	
A.			m of Organization ou organized?
		Corpo	
	0	Sole P	Proprietorship
	0	Limite	d Liability Partnership (LLP)
	0	Partne	ership
	•	Limite	d Liability Company (LLC)
	0	Limite	d Partnership (LP)
	0	Other	(specify):
В.		hat mo EMBER	onth does your fiscal year end each year?
C.	Unde Sta		laws of what state or country are you organized?  Country
	Del	aware	United States
	If yo	ou are a	a partnership, provide the name of the state or country under whose laws your partnership was formed.
SEC	TION	4 0 5	Direct Owners and Executive Officers
			4, we ask you to identify each other <i>person</i> that, directly or indirectly, <i>controls</i> you.
			asks for information about your direct owners and executive officers.
			ers and Executive Officers. List below the names of:
			ief Executive Officer, Chief Financial Officer, Chief Operations Officer, Chief Legal Officer, director and any other individuals with similar
			r functions; re 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
	р	ublic re	eporting company (a company subject to Section 12 or 15(d) of the Exchange Act);
			wners include any <i>person</i> that owns, beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 5% or more of of your voting securities. For purposes of this Section 4.A., a <i>person</i> beneficially owns any securities: (i) owned by his/her child, stepchild,
			ild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-
			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
		_	purchase the security.  re organized as a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution,
	OI	r have	contributed, 5% or more of your capital;
	(d) in	the ca	ase 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

(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,

contributed, 5% or more of your capital, the trust and each trustee; and

5% or more of your capital, and (ii) if managed by elected managers, all elected managers.

will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.

- (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.
- (5) 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.
  - (c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME	DE/FE/I	Title or Status	Date Title or	Ownership	Control	PR	R <i>CRD</i> No.	
(Individuals: Last Name, First Name, Middle Name)			Status Acquired MM/YYYY	Code	Person		If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No	
BARON, LOWELL, GRANT	I	CHIEF INVESTMENT OFFICER	11/2020	NA	Y	N	2943048	
BPG SFR OZ OPCO LLC	DE	SHAREHOLDER	03/2020	E	N	N		
Beber, Justin	I	CHIEF ADMINISTRATIVE OFFICER AND GENERAL COUNSEL	01/2018	NA	Υ	N	7345873	
FISHER-DAYN, RONALD	I	CHIEF COMPLIANCE OFFICER	11/2013	NA	N	N	6257213	
FLATT, BRUCE, JAMES	I	MANAGING PARTNER AND CHIEF EXECUTIVE OFFICER OF BROOKFIELD CORPORATION AND BROOKFIELD ASSET MANAGEMENT LTD.	03/2002	NA	Υ	N	5718634	
GOODMAN, NICHOLAS, HOWARD	I	CHIEF FINANCIAL OFFICER	02/2020	NA	Y	N	7336708	
KINGSTON, BRIAN, WILLIAM	I	CHIEF EXECUTIVE OFFICER, REAL ESTATE	01/2010	NA	Y	N	5775857	
Powell, William	I	CHIEF OPERATING OFFICER	01/2012	NA	Υ	N	6930112	
RANJAN, ANUJ	I	MANAGING PARTNER	01/2014	NA	Υ	N	7358778	

## SECTION 4.B. Indirect Owners

- (1) Section 4.B. asks for information about your indirect owners; you must first complete Section 4.A., which asks for information about your direct owners.
- (2) Indirect Owners. With respect to each owner listed in Section 4.A. (except individual owners), list below:
  - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Section, 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, brother-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.

- (b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
- (c) in the case of an owner that is a trust, the trust and each trustee; and
- (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- (3) Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- (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 is an individual.
- (5) Complete the Status column by entering the owner's status as partner, trustee, 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: C 25% but less than 50% E 75% or more
  - D 50% but less than 75% F Other (general partner, trustee, or elected manager)
- (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.
  - (c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME (Individuals:	DE/FE/I Entity in Which	Status	Date Status	Ownership	Control P	R CRD No. If None: S.S. No.	
Last Name, First Name, Middle	Interest is Owned		Acquired	Code	Person	and Date of Birth, IRS Tax	

Name)				MM/YYYY				No. or Employer ID No.
BPG SFR HOLDING LLC	DE	BPG SFR OZ HOLDING LLC	MEMBER	03/2020	E	Y	N	
BPG SFR OZ HOLDING LLC	DE	BPG SFR OZ OPCO LLC	MEMBER	03/2020	E	Υ	N	
BROOKFIELD ASSET MANAGEMENT LTD.	FE	BROOKFIELD ASSET MANAGEMENT ULC	SHAREHOLDER	12/2022	С	N	Υ	
BROOKFIELD ASSET MANAGEMENT ULC	FE	BROOKFIELD US HOLDINGS INC.	SHAREHOLDER	11/2022	E	N	N	
BROOKFIELD BUSI HOLDINGS ULC	FE	BROOKFIELD US INC.	SHAREHOLDER	07/2022	E	N	N	
BROOKFIELD CORPORATION	FE	BROOKFIELD ASSET MANAGEMENT ULC	SHAREHOLDER	01/2012	E	Y	N	
BROOKFIELD HOLDINGS CANADA INC.	FE	BROOKFIELD US HOLDINGS INC.	SHAREHOLDER	01/2012	E	Y	N	
BROOKFIELD PROPERTY MASTER HOLDINGS LLC	DE	BPG SFR HOLDING LLC	SHAREHOLDER	12/2018	E	Y	N	
BROOKFIELD RESIDENTIAL PROPERTIES ULC	FE	BROOKFIELD US INC.	SHAREHOLDER	11/2019	С	Y	N	
BROOKFIELD US HOLDINGS INC.	FE	BROOKFIELD US INC.	SHAREHOLDER	01/2003	E	Υ	N	
BROOKFIELD US INC.	DE	BROOKFIELD PROPERTY MASTER HOLDINGS LLC	SHAREHOLDER	01/2016	E	Y	N	

	SECTION	4.C.	Control	Persons
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Yes No

Does any person not named in Section 1.A., Section 4.A., or Section 4.B. directly or indirectly, control your management or policies?

 $\circ$ 

If yes, you must complete the information below for each control person not named in Section 1.A., Section 4.A., or Section 4.B. that directly or indirectly controls your management or policies.

No Information Filed

# SECTION 4.D. Control Persons - Public Reporting Companies

- If any person named in Section 4.A., Section 4.B., or Section 4.C. is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, complete the information below (you must complete this information for each public reporting company).
  - (1) Full legal name of the public reporting company:

BROOKFIELD **CORPORATION** 

(2) The public reporting company's CIK number (Central Index Key number that the SEC assigns to each reporting 1001085

If any person named in Section 4.A., Section 4.B., or Section 4.C. is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, complete the information below (you must complete this information for each public reporting company).

(1) Full legal name of the public reporting company:

**BROOKFIELD ASSET MANAGEMENT** 

LTD.

(2) The public reporting company's CIK number (Central Index Key number that the SEC assigns to each reporting company):

1937926

## **SECTION 1 Identifying Information**

Responses to this Section tell us who you (the relying adviser) are, where you are doing business, and how we can contact you.

Your full legal name:

company):

BROOKFIELD ASSET MANAGEMENT PIC ADVISER (BMG), LLC

- Name under which you primarily conduct your advisory business, if different from Section 1.A. above or Item 1.A. of the filing adviser's Form ADV Part 1A.
- C. List any other business names and the jurisdictions in which you use them. Complete this question for each other business name.

No Information Filed

	You d	do not have to include	e the names or jurisdictions (	of the filing adviser or other relyin	g adviser(s) in response to this Section 1.C.
D.	-	ser's CRD number), y		Number") assigned by the FINRA	's CRD system or by the IARD system (other than the filing
	CRD	Number			
	312	797			
	If you advis		number, skip this Section 1.L	D. Do not provide the CRD number	r of one of your officers, employees, or affiliates (including the filing
E.	Princ	ipal Office and Place (	of Business		
	(1)	Address (do not us	e a P.O. Box):		
		☑ Same as the filin	ng adviser.		
		Number and Street BROOKFIELD PLAC		Number and Street 2: 250 VESEY STREET, 15	STH ELOOD
		City:	State:	Country:	ZIP+4/Postal Code:
		NEW YORK	New York	United States	10281-1023
		If this address is a	private residence, check th	is box:	
	(2)	Days of week that	-	ness at your <i>principal office and p</i>	lace of business:
		Normal business h	ours at this location:		
	(3)	Telephone number 212-417-7000	at this location:		
	(4)	Facsimile number a	at this location, if any:		
F.	Mailir	ng address, if differe	nt from your <i>principal office</i>	and place of business address:	
	<b>□</b> s	ame as the <i>filing ad</i> v	viser.		
	Num	nber and Street 1:		Number and Street 2	t:
	City	:	State:	Country:	ZIP+4/Postal Code:
	If th	nis address is a priva	te residence, check this box	k: 🗖	
G.	Provi	ide your <i>Legal Entity</i>	Identifier if you have one:		
	A leg ident	•	a unique number that comp	anies use to identify each other	in the financial marketplace. You may not have a legal entity
H.	If yo	u have Central Index	κ Key numbers assigned by	the SEC ("CIK Numbers"), all of No Information Filed	•
		2 SEC Registration		hether you are eligible to regist	or with the SEC
	To be Secti	e a <i>relying advise</i> r, y	ou must be independently e	eligible to register (or remain reg	istered) with the SEC. You must check <b>at least one</b> of the behalf you determine whether you may affirmatively respond to
		(the relying adviser):			
		(1) are a <b>large advi</b>	sory firm that either:		
		(a) has regulator	ry assets under managemer	nt of \$100 million (in U.S. dollars	s) or more; or
		_	ry assets under managemer and is registered with the S		or more at the time of filing its most recent annual updating

		(2) are a <b>mid-sized advisory firm</b> 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 <b>HERE</b> 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;
	V	(5) are a <b>related adviser</b> under rule 203A-2(b) that <i>controls</i> , is <i>controlled</i> by, or is under common <i>control</i> with, an investment adviser that is registered with the SEC, and your <i>principal office and place of business</i> is the same as the registered adviser;
		(6) 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, you must make both of the representations below:
		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.
		By submitting this Form ADV to the SEC, the filing adviser undertakes to file an amendment to this umbrella registration to remove this Schedule R if, on the 120th day after this application for umbrella registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.
		(7) are a multi-state adviser that is required to register in 15 or more states and is relying on rule 203A-2(d);
		If this is your initial filing as a relying adviser, 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.
		The <i>filing adviser</i> undertakes to file an amendment to this <i>umbrella registration</i> to remove this Schedule R if, at the time of the <i>annual updating amendment</i> , I would be required by the laws of fewer than 15 states to register as an investment adviser with the <i>state securities authorities</i> 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 <i>state securities authorities</i> in those states.
		(8) have <b>received an SEC</b> <i>Order</i> exempting you from the prohibition against registration with the SEC. If you check this box, provide the following information:
		Application Number: 803- Date of <i>Order</i> :
		(9) are <b>no longer eligible</b> to remain registered with the SEC.
CEC	TLO	N 2 Farms of Organization
A.		N 3 Form of Organization  v are you organized?
	0	Corporation
	0	Sole Proprietorship
	0	Limited Liability Partnership (LLP)
	0	Partnership
	•	Limited Liability Company (LLC)
	0	Limited Partnership (LP)
	0	Other (specify):
B.		what month does your fiscal year end each year? CEMBER
C.		der the laws of what state or country are you organized? ate Country
	De	laware United States
	If y	ou are a partnership, provide the name of the state or country under whose laws your partnership was formed.

SECTION 4.A. Direct Owners and Executive Officers

In this Section 4, we ask you to identify each other person that, directly or indirectly, controls you.

- (1) Section 4.A. asks for information about your direct owners and executive officers.
- (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, 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 Section 4.A., 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, brother-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.
- (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.
- (5) 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.
  - (c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Title or Status	Date Title or Status Acquired MM/YYYY	Ownership Code	Control Person		CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
BARON, LOWELL, GRANT	I	CHIEF INVESTMENT OFFICER	11/2020	NA	Y	N	2943048
BROOKFIELD US INC	DE	SHAREHOLDER	01/2016	E	Υ	Ν	
Beber, Justin	I	CHIEF ADMINISTRATIVE OFFICER AND GENERAL COUNSEL	01/2018	NA	Υ	Ν	7345873
FISHER-DAYN, RONALD	I	CHIEF COMPLIANCE OFFICER	11/2013	NA	N	Ν	6257213
FLATT, BRUCE, JAMES	I	MANAGING PARTNER AND CHIEF EXECUTIVE OFFICER OF BROOKFIELD CORPORATION AND BROOKFIELD ASSET MANAGEMENT LTD.	03/2002	NA	Υ	N	5718634
GOODMAN, NICHOLAS, HOWARD	I	CHIEF FINANCIAL OFFICER	02/2020	NA	Υ	Ν	7336708
KINGSTON, BRIAN, WILLIAM	I	CHIEF EXECUTIVE OFFICER, REAL ESTATE	01/2010	NA	Υ	N	5775857
Powell, William	1	CHIEF OPERATING OFFICER	01/2012	NA	Υ	Ν	6930112
RANJAN, ANUJ	I	MANAGING PARTNER	01/2014	NA	Υ	N	7358778

# SECTION 4.B. Indirect Owners

- (1) Section 4.B. asks for information about your indirect owners; you must first complete Section 4.A., which asks for information about your direct owners
- (2) Indirect Owners. With respect to each owner listed in Section 4.A. (except individual owners), list below:
  - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Section, 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, brother-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

- (b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
- (c) in the case of an owner that is a trust, the trust and each trustee; and
- (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have

contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.

- (3) Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- (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 is an individual.
- (5) Complete the Status column by entering the owner's status as partner, trustee, 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: C 25% but less than 50% E 75% or more
  - D 50% but less than 75%  $\,$  F Other (general partner, trustee, or elected manager)
- (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.
  - (c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Entity in Which Interest is Owned	Status	Date Status Acquired MM/YYYY	-	Control Person		CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
BROOKFIELD ASSET MANAGEMENT LTD.	FE	BROOKFIELD ASSET MANAGEMENT ULC	SHAREHOLDER	12/2022	С	N	Y	
BROOKFIELD ASSET MANAGEMENT ULC	FE	BROOKFIELD US HOLDINGS INC.	SHAREHOLDER	11/2022	E	N	N	
BROOKFIELD BUSI HOLDINGS ULC	FE	BROOKFIELD US	SHAREHOLDER	07/2022	E	N	N	
BROOKFIELD CORPORATION	FE	BROOKFIELD ASSET MANAGEMENT ULC	SHAREHOLDER	01/2012	E	Y	N	
BROOKFIELD HOLDINGS CANADA INC.	FE	BROOKFIELD US HOLDINGS INC.	SHAREHOLDER	01/2003	Е	Y	N	
BROOKFIELD RESIDENTIAL PROPERTIES ULC	FE	BROOKFIELD US INC	SHAREHOLDER	11/2019	С	Y	N	
BROOKFIELD US HOLDINGS INC.	FE	BROOKFIELD US	SHAREHOLDER	01/2003	E	Υ	N	

#### SECTION 4.C. Control Persons

Yes No

C. Does any person not named in Section 1.A., Section 4.A., or Section 4.B. directly or indirectly, control your management or policies?

0 0

If yes, you must complete the information below for each *control person* not named in Section 1.A., Section 4.A., or Section 4.B. that directly or indirectly *controls* your management or policies.

No Information Filed

# SECTION 4.D. Control Persons - Public Reporting Companies

- D. If any *person* named in Section 4.A., Section 4.B., or Section 4.C. is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, complete the information below (you must complete this information for each public reporting company).
  - (1) Full legal name of the public reporting company:

BROOKFIELD

CORPORATION

(2) The public reporting company's CIK number (Central Index Key number that the SEC assigns to each reporting company):

1001085

- D. If any *person* named in Section 4.A., Section 4.B., or Section 4.C. is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, complete the information below (you must complete this information for each public reporting company).
  - (1) Full legal name of the public reporting company:

BROOKFIELD ASSET MANAGEMENT

LTD.

(2) The public reporting company's CIK number (Central Index Key number that the SEC assigns to each reporting company):

1937926

# SECTION 1 Identifying Information

Responses to this Section tell us who you (the *relying adviser*) are, where you are doing business, and how we can contact you

A.		full legal name: DKPROP MANAGEMENT	T SERVICES PRIVATE LIMITED			
B.	Name	e under which you pri	marily conduct your advisory bu	siness, if different from Section	1.A. above or Item 1.A.	of the <i>filing adviser's</i> Form ADV Par
C.	List a	any other business na	ames and the jurisdictions in wh	ich you use them. Complete th	is question for each othe	er business name.
				No Information Filed		
	You d	do not have to include	the names or jurisdictions of the	filing adviser or other relying adv	viser(s) in response to the	is Section 1.C.
D.	_	er's CRD number), yo	ever had, a number (" <i>CRD</i> Numbe ur <i>CRD</i> number:	er") assigned by the FINRA's CR	RD system or by the IARI	O system (other than the filing
				No Information Filed		
	If you advis		umber, skip this Section 1.D. Do	not provide the CRD number of c	one of your officers, emplo	oyees, or affiliates (including the filing
E.	Princi	ipal Office and Place of	f Business			
	(1)	Address (do not use	e a P.O. Box):			
		Same as the filing	g adviser.			
		Number and Street ONE BKC, A WING G City: MUMBAI	G-BLOCK BANDRA KURLA COMPLE	EX State:	Number and St UNIT 804, 8TH Country: India	
		If this address is a p	private residence, check this box	c: 🗖		
	(2)	Days of week that y  Monday - Friday	ou normally conduct business a ${f C}$ Other:	t your <i>principal office and place</i> of	of business:	
		Normal business ho 9AM TO 5PM	urs at this location:			
	(3)	Telephone number a	at this location:			
	(4)	Facsimile number at 91 22 6600 0777	this location, if any:			
F.	Mailir	ng address, if differen	nt from your <i>principal office and p</i>	lace of business address:		
	□ S	ame as the filing advis	iser.			
	Num City:	nber and Street 1:	State:	Number and Street 2: Country:	ZIP+4/Postal Code:	
	If th	is address is a privat	e residence, check this box:			
G.	Provi	de your <i>Legal Entity I</i>	dentifier if you have one:			
	A leg	•	unique number that companies	use to identify each other in th	e financial marketplace.	You may not have a legal entity

No Information Filed

H. If you have Central Index Key numbers assigned by the SEC ("CIK Numbers"), all of your CIK numbers:

050	-	
		I 2 SEC Registration
Res		es to this Section help us (and you) determine whether you are eligible to register with the SEC.
A.	Sec	be a <i>relying adviser</i> , you must be independently eligible to register (or remain registered) with the SEC. You must check <b>at least one</b> of the tions 2.A.(1) through 2.A.(8), below. Part 1A Instruction 2 provides information to help you determine whether you may affirmatively respond to h of these items.
	You	(the relying 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 <b>mid-sized advisory firm</b> 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 <b>HERE</b> 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;
	V	(5) are a <b>related adviser</b> under rule 203A-2(b) that <i>controls</i> , is <i>controlled</i> by, or is under common <i>control</i> with, an investment adviser that is registered with the SEC, and your <i>principal office and place of business</i> is the same as the registered adviser;
		(6) 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, you must make both of the representations below:
		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.
		By submitting this Form ADV to the SEC, <i>the filing adviser</i> undertakes to file an amendment to this <i>umbrella registration</i> to remove this Schedule R if, on the 120th day after this application for <i>umbrella registration</i> with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.
		(7) are a multi-state adviser that is required to register in 15 or more states and is relying on rule 203A-2(d);
		If this is your initial filing as a relying adviser, 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.
		The <i>filing adviser</i> undertakes to file an amendment to this <i>umbrella registration</i> to remove this Schedule R if, at the time of the <i>annual updating amendment</i> , I would be required by the laws of fewer than 15 states to register as an investment adviser with the <i>state securities authorities</i> 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 <i>state securities authorities</i> in those states.
		(8) have <b>received an SEC</b> <i>Order</i> exempting you from the prohibition against registration with the SEC. If you check this box, provide the following information:
		Application Number: 803- Date of <i>Order</i> :
		(9) are <b>no longer eligible</b> to remain registered with the SEC.
SEC		I 3 Form of Organization
Α.		v are you organized?
	⊙	Corporation  Sole Proprietorship
	0	Limited Liability Partnership (LLP)
	0	Partnership
	0	Limited Liability Company (LLC)

C Limited Partnership (LP)

Other (specify):

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

  MARCH
- C. Under the laws of what state or country are you organized? State Country

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

#### SECTION 4.A. Direct Owners and Executive Officers

India

In this Section 4, we ask you to identify each other person that, directly or indirectly, controls you.

- (1) Section 4.A. asks for information about your direct owners and executive officers.
- (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, 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 Section 4.A., 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, brother-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.
- (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.
- (5) 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
- 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.
  - (c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)		Title or Status	Date Title or Status Acquired MM/YYYY	Ownership Code	Control Person		CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
BARON, LOWELL, GRANT	I	CHIEF INVESTMENT OFFICER	11/2020	NA	Υ	N	2943048
BROOKFIELD ASSET MANAGEMENT ULC	FE	MEMBER	11/2022	E	N	N	
BROOKFIELD INDIA HOLDINGS ULC	FE	MEMBER	01/2018	NA	N	N	
Beber, Justin	I	CHIEF LEGAL OFFICER	01/2018	NA	Υ	N	7345873
FISHER-DAYN, RONALD	I	CHIEF COMPLIANCE OFFICER	11/2013	NA	N	N	6257213
FLATT, BRUCE, JAMES	I	MANAGING PARTNER & CEO OF BROOKFIELD CORPORATION	03/2002	NA	Y	N	5718634
GOODMAN, NICHOLAS, HOWARD	I	CHIEF FINANCIAL OFFICER	02/2020	NA	Υ	N	7336708
KINGSTON, BRIAN, WILLIAM	I	CHIEF EXECUTIVE OFFICER	01/2010	NA	Υ	N	5775857
Powell, William	I	CHIEF OPERATING OFFICER	01/2012	NA	Υ	N	6930112
RANJAN, ANUJ	I	MANAGING PARTNER	01/2014	NA	Υ	N	7358778

#### SECTION 4.B. Indirect Owners

(1) Section 4.B. asks for information about your indirect owners; you must first complete Section 4.A., which asks for information about your direct owners

- (2) Indirect Owners. With respect to each owner listed in Section 4.A. (except individual owners), list below:
  - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Section, 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, brother-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.

- (b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
- (c) in the case of an owner that is a trust, the trust and each trustee; and
- (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- (3) Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- (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 is an individual.
- (5) Complete the Status column by entering the owner's status as partner, trustee, 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: C 25% but less than 50% E 75% or more
  - D 50% but less than 75% F Other (general partner, trustee, or elected manager)
- (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.
  - (c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Entity in Which Interest is Owned	Status	Date Status Acquired MM/YYYY		Control Person		CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
BROOKFIELD ASSET MANAGEMENT LTD	FE	BROOKFIELD ASSET MANAGEMENT ULC	SHAREHOLDER	12/2022	С	N	Y	
BROOKFIELD CORPORATION	FE	BROOKFIELD ASSET MANAGEMENT ULC	SHAREHOLDER	01/2012	E	N	Y	

#### SECTION 4.C. Control Persons

Yes No

Does any person not named in Section 1.A., Section 4.A., or Section 4.B. directly or indirectly, control your management or policies?

0 0

If yes, you must complete the information below for each *control person* not named in Section 1.A., Section 4.A., or Section 4.B. that directly or indirectly *controls* your management or policies.

## No Information Filed

# SECTION 4.D. Control Persons - Public Reporting Companies

- D. If any *person* named in Section 4.A., Section 4.B., or Section 4.C. is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, complete the information below (you must complete this information for each public reporting company).
  - (1) Full legal name of the public reporting company:

BROOKFIELD CORPORATION

(2) The public reporting company's CIK number (Central Index Key number that the SEC assigns to each reporting company):

1001085

- D. If any *person* named in Section 4.A., Section 4.B., or Section 4.C. is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, complete the information below (you must complete this information for each public reporting company).
  - (1) Full legal name of the public reporting company:

BROOKFIELD ASSET MANAGEMENT

LTD.

(2) The public reporting company's CIK number (Central Index Key number that the SEC assigns to each reporting company):

1937926

SEC	TION	1 Identifying Infor	mation		
Res	oonse	es to this Section tell	us who you (the <i>relying adv</i>	riser) are, where you are doing bus	siness, and how we can contact you.
A.		full legal name: OKFIELD REIT ADVIS	ER LLC		
B.	Nam 1A.	e under which you p	rimarily conduct your advisor	y business, if different from Sectio	on 1.A. above or Item 1.A. of the filing adviser's Form ADV Par
C.	List a	any other business r	names and the jurisdictions i	n which you use them. Complete t	this question for each other business name.
				No Information Filed	
	You d	do not have to includ	e the names or jurisdictions o	f the filing adviser or other relying a	dviser(s) in response to this Section 1.C.
D.		ser's CRD number), y		umber") assigned by the FINRA's (	CRD system or by the IARD system (other than the filing
	317	478		No Information Filed	
	If you		number, skip this Section 1.D	. Do not provide the CRD number of	one of your officers, employees, or affiliates (including the filing
E.	Princ	cipal Office and Place	of Business		
	(1)	Address (do not us	se a P.O. Box):		
		☑ Same as the filin	ng adviser.		
		Number and Stree BROOKFIELD PLAC		Number and Street 2: 250 VESEY STREET, 15TH	FLOOR
		City: NEW YORK	State: New York	Country: United States	ZIP+4/Postal Code: 10281-1023
		If this address is a	private residence, check this	s box: 🗆	
	(2)	Days of week that • Monday - Friday	-	ess at your <i>principal office and place</i>	e of business:
		Normal business h 9AM TO 5PM	ours at this location:		
	(3)	Telephone number 212-417-7000	at this location:		
	(4)	Facsimile number a	at this location, if any:		
F.	Maili	ng address, if differe	ent from your <i>principal office a</i>	and place of business address:	
	□ s	Same as the filing adv	viser.		
	Num City	nber and Street 1:	State:	Number and Street 2: Country:	ZIP+4/Postal Code:
	If th	nis address is a priva	ite residence, check this box	: <b>□</b>	
G.	Provi	ide your <i>Legal Entity</i>	Identifier if you have one:		
	A leg ident		a unique number that compa	nies use to identify each other in t	the financial marketplace. You may not have a legal entity

H. If you have Central Index Key numbers assigned by the SEC ("CIK Numbers"), all of your CIK numbers:

CECT	101		CEC Demistration
			SEC Registration  to this Section halp us (and you) determine whether you are eligible to register with the SEC
			to this Section help us (and you) determine whether you are eligible to register with the SEC.
:	Sec	tion	a relying adviser, you must be independently eligible to register (or remain registered) with the SEC. You must check <b>at least one</b> of the as 2.A.(1) through 2.A.(8), below. Part 1A Instruction 2 provides information to help you determine whether you may affirmatively respond to f these items.
	You	(th	ne relying adviser):
		(1)	) are a <b>large advisory firm</b> 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 <b>mid-sized advisory firm</b> 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 <b>HERE</b> 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;
	V	(5)	) are a <b>related adviser</b> under rule 203A-2(b) that <i>controls</i> , is <i>controlled</i> by, or is under common <i>control</i> with, an investment adviser that is registered with the SEC, and your <i>principal office and place of business</i> is the same as the registered adviser;
		(6)	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, you must make both of the representations below:
			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.
			By submitting this Form ADV to the SEC, <i>the filing adviser</i> undertakes to file an amendment to this <i>umbrella registration</i> to remove this Schedule R if, on the 120th day after this application for <i>umbrella registration</i> with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.
		(7)	) are a <b>multi-state adviser</b> that is required to register in 15 or more states and is relying on rule 203A-2(d);
			If this is your initial filing as a relying adviser, 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 <i>state securities authorities</i> in those states.
			The <i>filing adviser</i> undertakes to file an amendment to this <i>umbrella registration</i> to remove this Schedule R if, at the time of the <i>annual updating amendment</i> , I would be required by the laws of fewer than 15 states to register as an investment adviser with the <i>state securities authorities</i> 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 <i>state securities authorities</i> in those states.
		(8)	) have <b>received an SEC <i>Order</i></b> exempting you from the prohibition against registration with the SEC. If you check this box, provide the following information:
			Application Number: 803- Date of <i>Order</i> :
		(9)	) are <b>no longer eligible</b> to remain registered with the SEC.
			Form of Organization
Α.			re you organized? Orporation
			ple Proprietorship
	0		mited Liability Partnership (LLP)
	0		artnership
T. Control of the Con	200		

• Limited Liability Company (LLC)

C Limited Partnership (LP)

- Other (specify):
- 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.

#### SECTION 4.A. Direct Owners and Executive Officers

In this Section 4, we ask you to identify each other person that, directly or indirectly, controls you.

- (1) Section 4.A. asks for information about your direct owners and executive officers.
- (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, 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 Section 4.A., 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, brother-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.
- (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.
- (5) 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.
  - (c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Title or Status	Date Title or Status Acquired MM/YYYY	Ownership Code	Control Person		CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
BARON, LOWELL, GRANT	I	CHIEF INVESTMENT OFFICER	11/2020	NA	Υ	N	2943048
BROOKFIELD PROPERTY GROUP LLC	DE	MEMBER	01/2011	Е	Υ	N	
Beber, Justin	I	CHIEF ADMINISTRATIVE OFFICER AND GENERAL COUNSEL	01/2018	NA	Υ	N	7345873
FISHER-DAYN, RONALD	I	CHIEF COMPLIANCE OFFICER	11/2013	NA	N	N	6257213
FLATT, BRUCE, JAMES	I	MANAGING PARTNER AND CHIEF EXECUTIVE OFFICER OF BROOKFIELD CORPORATION AND BROOKFIELD ASSET MANAGEMENT LTD.	03/2002	NA	Y	N	5718634
GOODMAN, NICHOLAS, HOWARD	I	CHIEF FINANCIAL OFFICER	02/2020	NA	Υ	N	7336708
KINGSTON, BRIAN, WILLIAM	I	CHIEF EXECUTIVE OFFICER, REAL ESTATE	01/2010	NA	Υ	N	5775857
Powell, William	I	CHIEF OPERATING OFFICER	01/2012	NA	Υ	N	6930112
RANJAN, ANUJ	I	MANAGING PARTNER	01/2014	NA	Υ	N	7358778

#### SECTION 4.B. Indirect Owners

- (1) Section 4.B. asks for information about your indirect owners; you must first complete Section 4.A., which asks for information about your direct owners
- (2) Indirect Owners. With respect to each owner listed in Section 4.A. (except individual owners), list below:
  - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Section, 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, brother-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.

- (b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
- (c) in the case of an owner that is a trust, the trust and each trustee; and
- (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- (3) Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- (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 is an individual.
- (5) Complete the Status column by entering the owner's status as partner, trustee, 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: C 25% but less than 50% E 75% or more
  - D 50% but less than 75% F Other (general partner, trustee, or elected manager)
- (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.
  - (c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Entity in Which Interest is Owned		Date Status Acquired MM/YYYY	•	Control Person		CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
BROOKFIELD ASSET MANAGEMENT LTD	FE	BROOKFIELD ASSET MANAGEMENT ULC	SHAREHOLDER	12/2022	С	N	Y	
BROOKFIELD ASSET MANAGEMENT ULC	FE	BROOKFIELD US HOLDINGS INC.	SHAREHOLDER	11/2022	E	N	Y	
BROOKFIELD PROPERTY MASTER HOLDINGS LLC	DE	BROOKFIELD PROPERTY GROUP LLC	SHAREHOLDER	01/2011	E	Υ	N	
BROOKFIELD US HOLDINGS INC.	FE	BROOKFIELD US INC.	SHAREHOLDER	01/2003	E	Υ	N	
BROOKFIELD US INC.	DE	BROOKFIELD PROPERTY MASTER HOLDINGS LLC	SHAREHOLDER	01/2016	E	Υ	N	

#### SECTION 4.C. Control Persons

C. Does any *person* not named in Section 1.A., Section 4.A., or Section 4.B. directly or indirectly, *control* your management or policies?

$\circ$	⊚

If yes, you must complete the information below for each *control person* not named in Section 1.A., Section 4.A., or Section 4.B. that directly or indirectly *controls* your management or policies.

No Information Filed

## SECTION 4.D. Control Persons - Public Reporting Companies

- D. If any *person* named in Section 4.A., Section 4.B., or Section 4.C. is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, complete the information below (you must complete this information for each public reporting company).
  - (1) Full legal name of the public reporting company:

BROOKFIELD CORPORATION

(2) The public reporting company's CIK number (Central Index Key number that the SEC assigns to each reporting company):

1001085

		ange Act of 1934, complete the infor	.,			0 1 3.
	(T) F	Full legal name of the public reporting	g company:			BROOKFIELD ASSET MANAGEMEN LTD.
		The public reporting company's CIK reporting company):	number (Central Index Key num	ber that the SEC assi	igns to each	1937926
СТ	ION 1	1 Identifying Information				
		to this Section tell us who you (the	relying adviser) are, where you	are doing business,	and how we can c	ontact you.
		full legal name: KFIELD REAL ESTATE CANADIAN ADV	'ISER L.P.			
	Name 1A.	under which you primarily conduct y	our advisory business, if differe	nt from Section 1.A. a	above or Item 1.A.	. of the <i>filing adviser's</i> Form ADV Pa
<b>)</b> .	List a	ny other business names and the jui	risdictions in which you use the	m. Complete this que	estion for each oth	er business name.
			No Inform	nation Filed		
	You d	o not have to include the names or ju	risdictions of the filing adviser or	other relying adviser(s	s) in response to th	nis Section 1.C.
	-	u currently have, or ever had, a number's CRD number), your CRD number:	per (" <i>CRD</i> Number") assigned by	the FINRA's CRD sys	tem or by the IAR	D system (other than the filing
	3233	332	No Inforr	nation Filed		
	If you advise	ı do not have a CRD number, skip this er).	Section 1.D. Do not provide the (	CRD number of one of	your officers, empl	oyees, or affiliates (including the fili
	advise	•	Section 1.D. Do not provide the o	CRD number of one of	your officers, empl	oyees, or affiliates (including the fili
Ξ.	advise Princij	er).	Section 1.D. Do not provide the o	CRD number of one of	your officers, empl	oyees, or affiliates (including the fili
Ξ.	advise Princij	pal Office and Place of Business	Section 1.D. Do not provide the o	CRD number of one of	your officers, empl	oyees, or affiliates (including the fili
Ξ.	advise Princij	pal Office and Place of Business  Address (do not use a P.O. Box):  Same as the filing adviser.  Number and Street 1:	Section 1.D. Do not provide the o	CRD number of one of Number and Street		oyees, or affiliates (including the fili
Ξ.	advise Princij	pal Office and Place of Business  Address (do not use a P.O. Box):  Same as the filing adviser.  Number and Street 1: 181 BAY STREET, SUITE 100		Number and Street	: 2:	
Ξ.	advise Princij	pal Office and Place of Business  Address (do not use a P.O. Box):  Same as the filing adviser.  Number and Street 1:	Section 1.D. Do not provide the o			
Ξ.	advise Princij	pal Office and Place of Business  Address (do not use a P.O. Box):  Same as the filing adviser.  Number and Street 1: 181 BAY STREET, SUITE 100 City:	State:	Number and Street Country:	: 2: ZIP+4/Postal	
Ξ.	advise Princij	pal Office and Place of Business  Address (do not use a P.O. Box):  Same as the filing adviser.  Number and Street 1: 181 BAY STREET, SUITE 100 City: TORONTO	State: e, check this box: □	Number and Street Country: Canada	ZIP+4/Postal M5J 2T3	
:. :	advise Princi _l (1)	pal Office and Place of Business  Address (do not use a P.O. Box):  Same as the filing adviser.  Number and Street 1: 181 BAY STREET, SUITE 100 City: TORONTO  If this address is a private residence.	State: e, check this box:   nduct business at your principal	Number and Street Country: Canada	ZIP+4/Postal M5J 2T3	
Ξ.	advise Princi _l (1)	pal Office and Place of Business  Address (do not use a P.O. Box):  Same as the filing adviser.  Number and Street 1: 181 BAY STREET, SUITE 100 City: TORONTO  If this address is a private residence Days of week that you normally cor Monday - Friday Other: Normal business hours at this location	State: e, check this box:   nduct business at your principal	Number and Street Country: Canada	ZIP+4/Postal M5J 2T3	
Ξ.	advise Princip (1)	pal Office and Place of Business  Address (do not use a P.O. Box):  Same as the filing adviser.  Number and Street 1: 181 BAY STREET, SUITE 100 City: TORONTO  If this address is a private residence  Days of week that you normally cor  Monday - Friday Other:  Normal business hours at this location:  Telephone number at this location:	State:  e, check this box:   induct business at your principal ion:	Number and Street Country: Canada	ZIP+4/Postal M5J 2T3	
E.	(1) (2) (3) (4)	pal Office and Place of Business  Address (do not use a P.O. Box):  Same as the filing adviser.  Number and Street 1: 181 BAY STREET, SUITE 100 City: TORONTO  If this address is a private residence  Days of week that you normally cor Monday - Friday Other:  Normal business hours at this location 9 AM - 5 PM  Telephone number at this location: 416-363-9491	State:  e, check this box:   induct business at your principal ion:  any:	Number and Street Country: Canada	ZIP+4/Postal M5J 2T3	
E.	advise Princip (1) (2) (3) (4) Mailin	pal Office and Place of Business  Address (do not use a P.O. Box):  Same as the filing adviser.  Number and Street 1: 181 BAY STREET, SUITE 100 City: TORONTO  If this address is a private residence  Days of week that you normally cor Monday - Friday Other:  Normal business hours at this location: 9 AM - 5 PM  Telephone number at this location: 416-363-9491  Facsimile number at this location, if	State:  e, check this box:   induct business at your principal ion:  any:	Number and Street Country: Canada	ZIP+4/Postal M5J 2T3	
	(1) (2) (3) (4) Mailin	pal Office and Place of Business  Address (do not use a P.O. Box):  Same as the filing adviser.  Number and Street 1: 181 BAY STREET, SUITE 100 City: TORONTO  If this address is a private residence  Days of week that you normally cor Monday - Friday Other:  Normal business hours at this location: 9 AM - 5 PM  Telephone number at this location: 416-363-9491  Facsimile number at this location, if	State:  e, check this box:   induct business at your principal ion:  any:  cipal office and place of business	Number and Street Country: Canada	ZIP+4/Postal M5J 2T3	

F	Prov	vide your <i>Legal Entity Identifier</i> if you have one:	
	_	egal entity identifier is a unique number that companies use to identify each other in the financial marketplace. You may not h ntifier.	ave a legal entity
I	If yo	ou have Central Index Key numbers assigned by the SEC ("CIK Numbers"), all of your CIK numbers: No Information Filed	
		N 2 SEC Registration	
7	To b	be a <i>relying adviser</i> , you must be independently eligible to register (or remain registered) with the SEC. You must check <b>at le</b> stions 2.A.(1) through 2.A.(8), below. Part 1A Instruction 2 provides information to help you determine whether you may affir	
$\epsilon$	each	th of these items.	
		ı (the <i>relying adviser</i> ):	
		(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 amendment and is registered with the SEC;	t annual updating
		(2) are a <b>mid-sized advisory firm</b> that has regulatory assets under management of \$25 million (in U.S. dollars) or more b million (in U.S. dollars) and you are either:	ut less than \$100
		(a) not required to be registered as an adviser with the state securities authority of the state where you maintain your place of business; or	principal office and
		(b) not subject to examination by the state securities authority of the state where you maintain your principal office and	place of business;
		Click <b>HERE</b> for a list of states in which an investment adviser, if registered, would not be subject to examination by the authority.	state securities
		(3) Reserved	
	V	(4) have your principal office and place of business outside the United States;	
1	V	(5) are a <b>related adviser</b> under rule 203A-2(b) that <i>controls</i> , is <i>controlled</i> by, or is under common <i>control</i> with, an investme registered with the SEC, and your <i>principal office and place of business</i> is the same as the registered adviser;	nt adviser that is
		(6) 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, you must make both of the representations below:	
		I am not registered or required to be registered with the SEC or a state securities authority and I have a reasonab will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effection	
		By submitting this Form ADV to the SEC, <i>the filing adviser</i> undertakes to file an amendment to this <i>umbrella registrat</i> Schedule R if, on the 120th day after this application for <i>umbrella registration</i> with the SEC becomes effective, I would section 203A(a) of the Advisers Act from registering with the SEC.	
		(7) are a multi-state adviser that is required to register in 15 or more states and is relying on rule 203A-2(d);	
		If this is your initial filing as a relying adviser, 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 register as an investment adviser with the <i>state securities authorities</i> in those states.	more states to
		The <i>filing adviser</i> undertakes to file an amendment to this <i>umbrella registration</i> to remove this Schedule R if, at the t <i>updating amendment</i> , I would be required by the laws of fewer than 15 states to register as an investment adviser <i>securities authorities</i> 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 that I am required by the laws of at least 15 states to register as an investment adviser with the state securities as states.	
-		(8) have <b>received an SEC</b> <i>Order</i> exempting you from the prohibition against registration with the SEC. If you check this bound following information:	ox, provide the
		Application Number: 803- Date of <i>Order</i> :	
1		(9) are <b>no longer eligible</b> to remain registered with the SEC.	

	⊙	Corporation
	0	Sole Proprietorship
	0	Limited Liability Partnership (LLP)
	0	Partnership
	0	Limited Liability Company (LLC)
	0	Limited Partnership (LP)
	0	Other (specify):
B.		hat month does your fiscal year end each year?
	1)⊢(	FMRER

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

Canada

A. How are you organized?

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

#### **SECTION 4.A. Direct Owners and Executive Officers**

In this Section 4, we ask you to identify each other person that, directly or indirectly, controls you.

- (1) Section 4.A. asks for information about your direct owners and executive officers.
- (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, 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 Section 4.A., 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, daughter-in-law, brother-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 Section 4.B. below?  $\bullet$  Yes  $\bullet$  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.
- (5) 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.
  - (c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Title or Status	Date Title or Status Acquired MM/YYYY	• 1	Control Person		CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No.
BARON, LOWELL, GRANT	I	CHIEF INVESTMENT OFFICER	11/2020	NA	Υ	N	2943048
BPG MANAGER HOLDINGS GP ULC	FE	SHAREHOLDER	11/2022	NA	Υ	N	
Beber, Justin	I	CHIEF ADMINISTRATIVE OFFICER AND GENERAL COUNSEL	01/2018	NA	Υ	N	7345873
FISHER-DAYN, RONALD	I	CHIEF COMPLIANCE OFFICER	11/2013	NA	N	Υ	6257213
FLATT, BRUCE, JAMES	I	MANAGING PARTNER AND CHIEF EXECUTIVE OFFICER OF	03/2002	NA	Υ	N	5718634

		BROOKFIELD CORPORATION AND BROOKFIELD ASSET					
		MANAGEMENT LTD.					
GOODMAN, NICHOLAS,	I	CHIEF FINANCIAL OFFICER	02/2020	NA	Υ	N	7336708
HOWARD							
KINGSTON, BRIAN,	I	CHIEF EXECUTIVE OFFICER, REAL ESTATE	01/2010	NA	Υ	N	5775857
WILLIAM							
Powell, William	I	CHIEF OPERATING OFFICER	01/2012	NA	Υ	N	6930112
RANJAN, ANUJ	I	MANAGING PARTNER	01/2014	NA	Υ	N	7358778

#### SECTION 4.B. Indirect Owners

- (1) Section 4.B. asks for information about your indirect owners; you must first complete Section 4.A., which asks for information about your direct owners
- (2) Indirect Owners. With respect to each owner listed in Section 4.A. (except individual owners), list below:
  - (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Section, 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, brother-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.

- (b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
- (c) in the case of an owner that is a trust, the trust and each trustee; and
- (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
- (3) Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
- (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 is an individual.
- (5) Complete the Status column by entering the owner's status as partner, trustee, 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: C 25% but less than 50% E 75% or more
  - D 50% but less than 75% F Other (general partner, trustee, or elected manager)
- (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.
  - (c) Complete each column.

Check this box if you are filing this Form ADV through the IARD system and want the IARD system to pre-fill Schedule B with the same indirect owners you have provided in Schedule B for your filing adviser. If you check the box, the system will pre-fill these fields for you, but you will be able to manually edit the information after it is pre-filled and before you submit your filing.

FULL LEGAL NAME (Individuals: Last	DE/FE/I	Entity in Which	Status	Date Status	Ownership	Control	PR	CRD No. If None: S.S. No.
Name, First Name, Middle Name)		Interest is Owned		Acquired	Code	Person		and Date of Birth, IRS Tax
				MM/YYYY				No. or Employer ID No.
BROOKFIELD ASSET MANAGEMENT LTD	FE	BROOKFIELD	SHAREHOLDER	12/2022	С	N	Υ	
		ASSET						
		MANAGEMENT ULC						
BROOKFIELD ASSET MANAGEMENT ULC	FE	BPG MANAGER	SHAREHOLDER	11/2022	E	N	Υ	
		HOLDINGS GP ULC						
BROOKFIELD CORPORATION	FE	BROOKFIELD	SHAREHOLDER	01/2012	Е	N	Υ	
		ASSET						
		MANAGEMENT ULC						

#### SECTION 4.C. Control Persons

Yes No

C. Does any person not named in Section 1.A., Section 4.A., or Section 4.B. directly or indirectly, control your management or policies?

0 0

If yes, you must complete the information below for each *control person* not named in Section 1.A., Section 4.A., or Section 4.B. that directly or indirectly *controls* your management or policies.

No Information Filed

# SECTION 4.D. Control Persons - Public Reporting Companies

D. If any *person* named in Section 4.A., Section 4.B., or Section 4.C. is a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934, complete the information below (you must complete this information for each public reporting company).

(2) The public company)		mber (Central Index Key number tr	nat the SEC assigns to each repo	orting 1001085
Exchange Act		n 4.B., or Section 4.C. is a public reation below (you must complete thi		
	c reporting company's CIK nu company):	mber (Central Index Key number th	nat the SEC assigns to each	1937926
RP Pages				
RIMINAL DISCLOS	SURE REPORTING PAGE (AD	V)		
lo Information Filed				
EGULATORY ACTION	ON DISCLOSURE REPORTIN	G PAGE (ADV)		
		GENERAL INSTRUC	TIONS	
Γhis Disclosure Repo 11.E., 11.F. or 11.G.				mative responses to Items 11.C., 11.D.
		Regulatory Acti	on	
Check item(s) being	responded to:	rogulatory rioti		
□ 11.C(1)	☐ 11.C(2)	□ 11.C(3) -	11.C(4)	□ 11.C(5) -
□ 11.D(1)	<b>☑</b> 11.D(2)	□ 11.D(3)	<b>☑</b> 11.D(4)	□ 11.D(5)
□ 11.E(1) □ 11.F.	☐ 11.E(2) ☐ 11.G.	□ 11.E(3)	□ 11.E(4)	
Jse a separate DRP with a completed Ex	,	. The same event or <i>proceeding</i> may	be reported for more than one	person or entity using one DRP. File
•		e answer to Items 11.C., 11.D., 11. nore than one regulator, provide de		•
PART I				
A. The person(s) of You (the adv	or entity(ies) for whom this DF visory firm)	RP is being filed is (are):		
O You and one	e or more of your advisory affi	liates		
	e of your advisory affiliates			
	-	te, give the full name of the advisor ovide that number. If not, indicate		Last name, First name, Middle name). e appropriate box.
ADV DRP - ADV	/ISORY AFFILIATE			
Number:	012460 O Yes <b>©</b> No	This <i>advisory affiliate</i> is O a Firm	<b>⊙</b> an Individual	
Name: G	Saspar Machado, Cristiano For individuals, Last, First, Middle)			
☐ This DRP sh registered o	ould be removed from the AD	V record because the <i>advisory affilia</i> V record because: (1) the event or th the SEC or reporting as an <i>exem</i>	proceeding occurred more than t	

(1) Full legal name of the public reporting company:

BROOKFIELD

CORPORATION

	11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.
	This DRP should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the circumstances:
B.	If the advisory affiliate is registered through the IARD system or CRD system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to the IARD or CRD for the event? If the answer is "Yes," no other information on this DRP must be provided.
	C Yes O No
	NOTE: The completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.
PAR	T II
1.	Regulatory Action initiated by:  OSEC Other Federal OState OSEC SECOTORION
	(Full name of regulator, foreign financial regulatory authority, federal, state, or SRO)  COMISSÃO DE VALORES MOBILIÁRIOS ("CVM")
2.	Principal Sanction: Other
	Other Sanctions: ADMINISTRATIVE FINE
3.	Date Initiated (MM/DD/YYYY):
	12/13/2016 Exact Explanation  If not exact, provide explanation:
4.	Docket/Case Number: 10372.100196/2017-13
5.	Advisory Affiliate Employing Firm when activity occurred which led to the regulatory action (if applicable): TEGRA INCORPORADORA S.A. ("TEGRA")
6.	Principal Product Type:
	No Product Other Product Types:
7.	Describe the allegations related to this regulatory action (your response must fit within the space provided):  DURING 2005-2012, A CURRENT EMPLOYEE OF THE REGISTRANT SERVED AS AN OFFICER OF TEGRA, A COMPANY THAT FOCUSES ON INVESTMENTS IN RESIDENTIAL REAL ESTATE IN BRAZIL. TEGRA IS NOT AN ADVISORY AFFILIATE OF THE REGISTRANT. THE CVM FINED THE EMPLOYEE (AND TWO OTHER OFFICERS OF TEGRA) FOR ALLEGED INCOMPLETE PUBLIC CORPORATE FILINGS MADE ON BEHALF OF TEGRA FOR THE YEARS 2010-2012. MORE SPECIFICALLY, THE CVM ALLEGED THAT THE FILINGS DID NOT DISCLOSE CERTAIN SUGGESTIONS FOR IMPROVEMENT MADE IN THE INDEPENDENT AUDITORS' REPORTS FOR THOSE YEARS REGARDING TEGRA'S INTERNAL CONTROL ENVIRONMENT.
8.	Current Status? Pending On Appeal Final
9.	If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:
lf F	inal or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.
10.	How was matter resolved:  Decision & Order of Offer of Settlement
11.	Resolution Date (MM/DD/YYYY):
	03/21/2018 Exact Explanation  If not exact, provide explanation:
12.	Resolution Detail:
	A. Were any of the following Sanctions <i>Ordered</i> (check all appropriate items)?
	✓ Monetary/Fine Amount: \$ 13,000.00
	Revocation/Expulsion/Denial Disgorgement/Restitution
	☐ Cease and Desist/Injunction

			Suspension	
B. Other Sanction	s Ordered:			
Financial Opera requalify/retrain disgorgement of of penalty was	tions Principal, etc.). If renn, type of exam required a principal monetary compensation	qualification by exam/retraining vand whether condition has been son, provide total amount, portion l	vas a condition of the sanction, satisfied. If disposition resulted	
Provide a brief sumn	nary of details related to t	the action status and (or) disposi	tion and include relevant terms	, conditions and dates (your respons
WERE ISSUED WITH COMPROMISE) THE R	N WAS TIMELY APPEALED ON OUALIFICATION AND TRELIABILITY OF TEGRA'S FIRESTIONS. AS A RESULT OF	THAT, IN TEGRA'S BELIEF, THE SU NANCIAL STATEMENTS. TEGRA'S	GGESTIONS MADE IN NO WAY O MANAGEMENT HAS ALSO ASSUR	T AUDITORS' REPORTS FOR THOSE YEAR COMPROMISED (OR COULD MATERIALL ED THE CVM THAT IT IS TAKING INTO FROM R\$100,000 (USD \$26,000) TO
		CENEDAL INSTILL	TIONS	
Disclosure Reporting	Page (DRP ADV) is an 🙃	GENERAL INSTRUC		irmative responses to Items 11.C., 11
, 11.F. or 11.G. of For		OR OR TO AMENDED TOSPON.	se used to report details for all	irmative responses to items 11.0., 11
k item(s) being respo	anded to:	Regulatory Act	ion	
1.C(1)	□ 11.C(2)	□ 11.C(3)	□ 11.C(4)	■ 11.C(5)
1.D(1)	✓ 11.C(2)	□ 11.D(3)	✓ 11.D(4)	□ 11.D(5)
• •	` '	• •	• •	L 11.D(5)
1.E(1) 1.F.	☐ 11.E(2) ☐ 11.G.	□ 11.E(3)	☐ 11.E(4)	
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ADV DRP - ADVISOR  CRD 73587 Number: Registered:	on Page.  nore than one affirmative gives rise to actions by mostly (ies) for whom this DRP advisory affiliates  our advisory affiliates  illed for an advisory affiliates a CRD number, provey AFFILIATE  78  S O No N, ANUJ dividuals, Last, First,	answer to Items 11.C., 11.D., 11 pre than one regulator, provide do is being filed is (are):  ates  e, give the full name of the advisor vide that number. If not, indicate	E., 11.F. or 11.G. Use only one etails for each action on a sepa	e DRP to report details related to the trate DRP.
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	Name:	rengan, sridhar (For individuals, Last, First, Middle)
	This DRI register	P should be removed from the ADV record because the <i>advisory affiliate(s)</i> is no longer associated with the adviser.  P should be removed from the ADV record because: (1) the event or <i>proceeding</i> occurred more than ten years ago or (2) the adviser is ed or applying for registration with the SEC or reporting as an <i>exempt reporting adviser</i> with the SEC and the event was resolved in the s or <i>advisory affiliate's</i> favor.
	11.D(4), ar	registered or registering with a <i>state securities authority</i> , you may remove a DRP for an event you reported only in response to Item and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any d in Item 11 that occurred more than ten years ago.
	This DRI	P should be removed from the ADV record because it was filed in error, such as due to a clerical or data-entry mistake. Explain the tances:
B.		ory affiliate is registered through the IARD system or <i>CRD</i> system, has the advisory affiliate submitted a DRP (with Form ADV, BD or U-4) to <i>CRD</i> for the event? If the answer is "Yes," no other information on this DRP must be provided.
	O Yes	• No
	NOTE: The	completion of this form does not relieve the advisory affiliate of its obligation to update its IARD or CRD records.
PAR	T II	
1.	-	Action initiated by:  Other Federal State SRO Foreign
	(Full name	of regulator, <i>foreign financial regulatory authority</i> , federal, state, or <i>SRO</i> )  S AND EXCHANGE BOARD OF INDIA (SEBI)
2.	Principal Sa Civil and Ac Other Sanc	dministrative Penalt(ies) /Fine(s)
3.	Date Initiate	ed (MM/DD/YYYY):
		1
4.	Docket/Cas SO/MC/HP/	se Number: 2021-22/6448-49 AND SO/MC/HP/2021-22/6451-57
5.	Advisory Aff N/A	filiate Employing Firm when activity occurred which led to the regulatory action (if applicable):
6.	Principal Pro Direct Inves Other Produ	stment(s) - DPP & LP Interest(s)
7.	THE SECUR INVESTMEN PARTNERS L REAL ESTAT RENGAN (CI SHAREHOLE INVESTORS FUND BEYO FRAMED TH	ITIES AND EXCHANGE BOARD OF INDIA ("SEBI") ALLEGED THAT: (1) PENBROOK CAPITAL ADVISORS PRIVATE LIMITED ("PENBROOK"), THE IT MANAGER OF PENINSULA BROOKFIELD INDIA REAL ESTATE FUND (THE "FUND") AND A JOINT VENTURE BETWEEN (I) BROOKFIELD CAPITA LTD (BERMUDA), A WHOLLY OWNED SUBSIDIARY OF BROOKFIELD ASSET MANAGEMENT INC., AND (II) PENINSULA LAND LTD, A THIRD-PARTY OF DEVELOPER); (2) THE CURRENT AND FORMER DIRECTORS OF PENBROOK, INCLUDING ANUJ RANJAN (FORMER DIRECTOR) AND SRIDHAR URRENT DIRECTOR); AND (3) PENINSULA BROOKFIELD TRUSTEE PRIVATE LIMITED, (THE TRUSTEE OF THE FUND, HAVING THE SAME DERS AS PENBROOK) ((1), (2) AND (3) COLLECTIVELY, THE "NOTICEES"), ACCEPTED IMPERMISSIBLY SMALL INVESTMENTS FROM CERTAIN IN THE FUND, FAILED TO MAINTAIN SUFFICIENTLY LARGE INVESTMENTS THEMSELVES IN THE FUND, AND EXTENDED THE TENURE OF THE ND THE PERMISSIBLE PERIOD, IN VIOLATION OF THE SECURITIES AND EXCHANGE BOARD OF INDIA ACT OF 1922 AND REGULATIONS EREUNDER (THE "SEBI ACT"). SEBI FURTHER ALLEGED THAT THE ANNUAL COMPLIANCE TEST REPORT FOR THE FUND DID NOT REFLECT THE LIANCE MATTERS ASSOCIATED WITH THE ALLEGED VIOLATIONS.
8.	Current Sta	atus? C Pending C On Appeal © Final
9.	If on appea	II, regulatory action appealed to (SEC, <i>SRO</i> , Federal or State Court) and Date Appeal Filed:
lf F	inal or On Ap	opeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

	Sett	led				
11.	Reso	lution Date (MM/DD/YYYY):				
	01/2	8/2022 © Exact C Explanation				
	If no	t exact, provide explanation:				
12	Reso	olution Detail:				
12.		Were any of the following Sanctions <i>Ordered</i> (check a	all appropriate items)?			
		✓ Monetary/Fine Amount: \$ 114,865.00				
		☐ Revocation/Expulsion/Denial	☐ Disgorgement/Restitution			
		☐ Censure	Cease and Desist/Injunction			
		☐ Bar	Suspension			
	B.	Other Sanctions <i>Ordered:</i> N/A				
	Sanction detail: if suspended, <i>enjoined</i> or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an <i>advisory affiliate</i> , date paid and if any portion of penalty was waived:  THE NOTICEES AGREED TO A TOTAL SETTLEMENT AMOUNT OF INR 8,500,000, OR APPROXIMATELY USD \$114,865, WHICH WAS TIMELY PAID WITHOUT AN ADMISSION OR DENIAL OF GUILT.					
13.		ide a brief summary of details related to the action st tfit within the space provided).	atus and (or) disposition and include relevant terms, conditions and dates (your respon	ıse		
	FRO TENI COM FULL	M CERTAIN INVESTORS IN THE FUND, FAILED TO MAIN JRE OF THE FUND BEYOND THE PERMISSIBLE PERIOD, PLIANCE TEST REPORT FOR THE FUND DID NOT REFLE	FROM SEBI ALLEGING THAT THE NOTICEES ACCEPTED IMPERMISSIBLY SMALL INVESTMENTAIN SUFFICIENTLY LARGE INVESTMENTS THEMSELVES IN THE FUND, AND EXTENDED THE IN VIOLATION OF THE SEBI ACT. THE NOTICE FURTHER ALLEGED THAT THE ANNUAL ACT THE NON-COMPLIANCES ASSOCIATED WITH THE ALLEGED VIOLATIONS. IN ORDER TO PAY INR 8,500,000, OR APPROXIMATELY USD \$114,865, WHICH WAS TIMELY PAID	E		
		DICIAL ACTION DISCLOSURE REPORTING PAGE (A	ADV)			
Part :	2					
		on from brochure delivery requirements for SEC-reg	gistered advisers			
			,			
		exempt SEC-registered advisers from delivering a firr to all of your advisory clients, you do not have to prepare to the second of the second	m brochure to some kinds of clients. If these exemptions excuse you from delivering a pare a brochure.			
			Ye	es No		
Are	you e	xempt from delivering a brochure to all of your clients	s under these rules?	•		
If no	o, con	plete the ADV Part 2 filing below.				
Amei	nd, re	tire or file new brochures:				
Part :	3					
_		CRS Type(s)	Affiliate Info Retire	_		
The	re are	no CRS filings to display.				
		Pages				
		C INVESTMENT ADVISER EXECUTION PAGE				
		complete the following Execution Page to Form ADV. and all amendments.	This execution page must be signed and attached to your initial submission of Form AD\	√ to		

# 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:

Date: MM/DD/YYYY

RONALD FISHER-DAYN

07/06/2023

Printed Name:

Title:

RONALD FISHER-DAYN

MANAGING PARTNER AND CHIEF COMPLIANCE OFFICER

Adviser CRD Number:

151599

## 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:

Date: MM/DD/YYYY

Printed Name:

Title:

Adviser CRD Number:

151599

