

Office of the City Clerk



O2013-26

Office of the City Clerk

City Council Document Tracking Sheet

Meeting Date:

1/17/2013

Sponsor(s):

Mendoza, Susana A. (Clerk)

Type:

Ordinance

Title:

Zoning Reclassification App No. 17646 at 2489-2505 N Milwaukee Ave

Committee(s) Assignment:

Committee on Zoning, Landmarks and Building Standards

ORDINANCE

BE IT ORDAINED BY THE CITY COUNCIL OF THE CITY OF CHICAGO:

SECTION 1. Title 17 of the Municipal Code of Chicago, the Chicago Zoning Ordinance, is hereby amended by changing all of the C2-2 Motor Vehicle-Related Commercial District symbols and indications as shown on Map. No. 7-I in the area bounded by

North Milwaukee Avenue; a line perpendicular to North Milwaukee Avenue, said line extending from a point on the north line of North Milwaukee Avenue located approximately 273.25 feet northwest of the intersection of said north line of North Milwaukee Avenue and the west line of North Sacramento Avenue; the alley next northeast of and parallel to North Milwaukee Avenue; and a line perpendicular to North Milwaukee Avenue, said line extending from a point on the north line of North Milwaukee Avenue located approximately 422.03 feet northwest of the intersection of said north line of North Milwaukee Avenue and the west line of North Sacramento Avenue

to those of the C2-3 Motor Vehicle-Related Commercial District.

SECTION 2. This ordinance takes effect after its passage and approval.

Common Address of Property: 2489-2505 North Milwaukee Avenue

#17646 IN+RO DATE: 1-17-13

CITY OF CHICAGO

APPLICATION FOR AN AMENDMENT TO THE CHICAGO ZONING ORDINANCE

| 1. | ADDRESS of the property Applicant is seeking to rezone: |
|----|--|
| | 2489-2505 North Milwaukee Avenue |
| 2. | Ward Number that property is located in: 35th Ward |
| 3. | APPLICANT Willets/Milwaukee Logan SB1 LLC c/o Madison Realty Group, Inc. |
| | ADDRESS 200 West Madison Street, Suite 2601 CITY Chicago |
| | STATE IL ZIP CODE 60606 PHONE 312.759.5020 |
| | EMAIL_dgalowich@madisonchicago.com |
| 4. | Is the applicant the owner of the property? YES X NO If the applicant is not the owner of the property, please provide the following information |
| | regarding the owner and attach written authorization from the owner allowing the applicant to proceed. |
| | OWNER Same as Applicant |
| | ADDRESS 591 West Putnam Avenue CITY Greenwich |
| | STATE CT ZIP CODE 06830 PHONE 203.422.7713 |
| | EMAIL_rspinelli@starwood.com |
| 5. | If the Applicant/Owner of the property has obtained a lawyer as their representative for the rezoning, please provide the following information: |
| | ATTORNEY DLA Piper LLP (US), Attn: Paul W. Shadle and Mariah F. DiGrino |
| | ADDRESS_203 N. LaSalle St., Ste. 1900 |
| | CITY_Chicago STATEIL ZIP CODE_60601 |
| | PHONE 312.368.3493 FAX 312.251.5870 EMAIL paul.shadle@dlapiper.com |
| | 212 268 7261 212 251 5833 mariah digring@dlaningr.com |

| 6. | If the applicant is a legal entity (Corporation, LLC, Partnership, etc.) please provide the names of all owners as disclosed on the Economic Disclosure Statements: | | | | |
|-----|--|--|--|--|--|
| | The Applicant is a limited liability company. Direct and indirect ownership is as set forth on the | | | | |
| | accompanying economic disclosure statements. | | | | |
| | · | | | | |
| | | | | | |
| | | | | | |
| 7. | On what date did the owner acquire legal title to the subject property? <u>December 2012</u> | | | | |
| 8. | Has the present owner previously rezoned this property? If yes, when? | | | | |
| | No. | | | | |
| | · · · · · · · · · · · · · · · · · · · | | | | |
| 9. | Present Zoning District C2-2 Proposed Zoning District C2-3 | | | | |
| 10. | Lot size in square feet (or dimensions) Approx. 17,864 square feet (0.42 acres of net site area) | | | | |
| 11. | Current Use of the Property Vacant. | | | | |
| 12. | Reason for rezoning the property To allow a structure and number of dwelling units consistent | | | | |
| | with the bulk and density that prevails on adjacent land and on similar parcels located along Milwaukee Avenue. | | | | |
| 13. | Describe the proposed use of the property after the rezoning. Indicate the number of dwelling units; number of parking spaces; approximate square footage of any commercial space; and height of the proposed building. (BE SPECIFIC) | | | | |
| | A four-story (50' tall), 39-unit residential building with ground floor lobby and amenity space, | | | | |
| | including approximately 40 parking spaces. | | | | |
| | | | | | |
| 14. | On May 14 th , 2007, the Chicago City Council passed the Affordable Requirements Ordinance (ARO) that requires on-site affordable housing units or a financial contribution if residential housing projects receive a zoning change under certain circumstances. Based on the lot size of the project in question and the proposed zoning classification, is this project subject to the Affordable Requirements Ordinance? (See fact Sheet for more information) | | | | |
| | YES X NO | | | | |

COUNTY OF COOK STATE OF ILLINOIS

| | LLC, being first duly sworn on oath, states that all of the ned in the documents submitted herewith are true and correct. |
|--|---|
| | WILLETS/MILWAUKEE LOGAN SB1 LLC, a Delaware limited liability company Print Name: Richard Spinner Title: |
| Subscribed and Sworn to before me this <u>21</u> day of <u>Dec</u> , 2012. | |
| Llizabeth a Stefeno Notary Public | ELIZABETH A STEFANO NOTARY PUBLIC State of Connecticut Way Commission Expires Jan. 31, 2014 |
| F | For Office Use Only |
| Date of Introduction: | |
| File Number: | · · |
| Ward: | |



DLA Piper LLP (us) 203 North LaSalle Street, Suite 1900 Chicago, Illinois 60601-1293 www.dlapiper.com

Paul W. Shadle paul.shadle@dlapiper.com T 312.368.3493 F 312.251.5870

January 7, 2013

The Honorable Daniel Solis, Chairman City of Chicago Committee on Zoning Room 304, City Hall 121 North LaSalle Street Chicago, Illinois 60602

Linda Searl, Chairman City of Chicago Plan Commission Room 1000, City Hall 121 North LaSalle Street Chicago, Illinois 60602

Re: Application for Amendment to Chicago Zoning Ordinance
Willets/Milwaukee Logan SB1 LLC / 2489-2505 North Milwaukee Avenue

Dear Chairman Solis and Chairman Searl:

The undersigned, Paul W. Shadle, an attorney with the law firm of DLA Piper LLP (US), which firm represents Willets/Milwaukee Logan SB1 LLC, the applicant for an amendment to the Chicago Zoning Ordinance, certifies that he has complied with the requirements of Section 17-13-0107 of the Chicago Zoning Ordinance by sending written notice to such property owners who appear to be the owners of the property within the subject area not solely owned by the applicant, and to the owners of all property within 250 feet of each direction of the lot line of the subject property, exclusive of public roads, streets, alleys and other public ways, or a total distance limited to 400 feet. Said written notice was sent by First Class U.S. Mail, no more than 30 days before filing the application.

The undersigned certifies that the notice contained the location of the property sought to be rezoned; a statement of the intended use of the property; the name and address of the applicant; the name and address of the owner(s) of the subject property; and a statement that the applicant intends to file the application for change of zoning on approximately January 11, 2013.

The undersigned certifies that the applicant has made a bona fide effort to determine the addresses of the parties to be notified under Section 17-13-0107 of the Chicago Zoning Ordinance, and that the accompanying list of names and addresses of surrounding property owners within 250 feet of the subject site is a complete list containing the names and addresses of the people required to be served.

DI A Dinar I I D

Paul W. Shadle

Subscribed and sworn to before me

This 11 day of January, 2013.

Notary Public

EAST\54296756.1

"ÖFFICIAL SEAL"

PATRICIA A. DILLMAN

Notary Public, State of Illinois

My Commission Expires 04/25/2014





DLA Piper LLP (US) 203 North LaSalle Street, Suite 1900 Chicago, Illinois 60601-1293 www.dlapiper.com

Paul W. Shadle paul.shadle@dlapiper.com T 312.368.3493 F 312.251.5870

January 7, 2013

FIRST CLASS MAIL

To the Party Addressed:

In accordance with the requirements for an Amendment to the Chicago Zoning Ordinance, specifically Section 17-13-0107, please be informed that on or about January 11, 2013, the undersigned, on behalf of Willets/Milwaukee Logan SB1 LLC (the "Applicant"), intends to file an application for a change of zoning relating to the property generally located at 2489-2505 North Milwaukee Avenue (the "Property"). A specific boundary description of the Property is set forth on the reverse side of this letter.

Specifically, the Applicant intends to seek an amendment to rezone the Property from C2-2 Motor Vehicle-Related Commercial District to C2-3 Motor Vehicle-Related Commercial District. The Applicant intends to use the Property for a 4-story, 39-unit residential building with ground floor lobby and amenity space, including approximately 40 parking spaces.

The proposed change of zoning does *not* apply to your property. You are receiving this notice because Cook County tax records indicate that you own property within 250 feet (more or less) of the subject property.

I am an authorized representative of the Applicant and my address is 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601. The Applicant is the owner of the Property. The Applicant's address is 200 West Madison Street, Suite 2601, Chicago, Illinois 60606.

Please contact me at 312-368-3493 with questions or to obtain additional information.

Very truly yours,

DLA Piper LLP (US

Paul W. Shadle



Boundary Description:

North Milwaukee Avenue; a line perpendicular to North Milwaukee Avenue, said line extending from a point on the north line of North Milwaukee Avenue located approximately 273.25 feet northwest of the intersection of said north line of North Milwaukee Avenue and the west line of North Sacramento Avenue; the alley next northeast of and parallel to North Milwaukee Avenue; and a line perpendicular to North Milwaukee Avenue, said line extending from a point on the north line of North Milwaukee Avenue located approximately 422.03 feet northwest of the intersection of said north line of North Milwaukee Avenue and the west line of North Sacramento Avenue

Address Range: 2489-2505 North Milwaukee Avenue

EAST\54296100.1

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION 1 -- GENERAL INFORMATION •

| A. Legal name of the Disclosing Party submitti | ng this EDS. Include d/b/a/ if applicable: |
|--|---|
| cillets/Milwaukee Logan SB1, LLC | |
| Check ONE of the following three boxes: | |
| Indicate whether the Disclosing Party submittin 1 [8] the Applicant OR 2 [1] a local entire holding a discretor indicate. | |
| | et interest in the Applicant. State the legal name of the olds an interest: |
| 3. [] a legal entity with a right of control (so which the Disclosing Party holds a right of o | ee Section II.B.1.) State the legal name of the entity in control: |
| B. Business address of the Disclosing Party. | 59) W. Putnas Avenue |
| | Greenwich, CT 06836 |
| C. Telephone: 203-622-7713 Fax: | Email: rspinelli@starwood.com |
| D. Name of contact person: Richard Spine1 | 11 |
| E. Federal Employer Identification No. (if you I | nave one): |
| F. Brief description of contract, transaction or c which this EDS pertains. (Include project numb | other undertaking (referred to below as the "Matter") to ber and location of property, if applicable): |
| Map amendment to Zoning Ordinance for 1 | 2489-2505 North Milwaukae Avenue |
| G. Which City agency or department is request | Department of Housian and ing this EDS? Economic Development |
| If the Matter is a contract being handled by the complete the following: | he City's Department of Procurement Services, please |
| Specification if | and Contract # |
| | |

Page 1 of 13

Ver. 0)-01-12

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

| 1. Indicate the nature of the Disclosing P | arty: | | |
|--|--|--|--|
| [] Person | [X] Limited liability company | | |
| Publicly registered business corporation | [] Limited liability partnership | | |
| [] Privately held business corporation | [] Joint venture | | |
| Sole proprietorship | [] Not-for-profit corporation | | |
| [] General partnership | (Is the not-for-profit corporation also a 501(c)(3))? | | |
| [] Limited partnership | [] Yes [] No | | |
| [] Trust | [] Other (please specify) | | |
| | | | |
| 2. For legal entities, the state (or foreign | country) of incorporation or organization, if applicable | | |
| Delaware | State of Illinois: Has the organization registered to do | | |

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. **NOTE**: Each legal entity listed below must submit an EDS on its own behalf.

| Name | Title | |
|--|---|--|
| Barry S. Sternlicht Chairman & Chief Executive Officer | | |
| Jerome C. Silvey | Executive Vice President, Chief Financial Officer | |
| Christopher Graham | Managing Director | |
| Richard P. Spinelli | Senior Vice President | |
| Robert Jacobs | Authorized Signatory | |

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None," NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

| Name | Business Address | Percentage Interest in the Disclosing Party |
|---|---|---|
| | ngs, LLC 591 W. Putnar Ave. | , Greenwich, CT 06830 1003 |
| | | |
| SECTION III B | USINESS RELATIONSHIPS W | ITH CITY ELECTED OFFICIALS |
| | ng Party had a "business relationship elected official in the 12 months b | ip," as defined in Chapter 2-156 of the Municipa before the date this EDS is signed? |
| [] Yes | [3] No | |
| It yes, please identi relationship(s): | fy below the name(s) of such City of | elected official(s) and describe such |
| | | |

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) hintself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

| Name (indicate whether retained or anticipated to be retained) | Business Address | Relationship to Disclosing (subcontractor, attorney, lobbyist, etc.) | Party | Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response. \$20,000 (estimated) |
|--|-----------------------|--|----------|---|
| DLA Piper LLP (US) | 203 N. LaSalle St., S | uite 1900, Chicago, IL 60601 | Attorney | |
| OKW Architects | 600 W. Jackson Blvo | 1., Suite 250, Chicago, IL 60661 | Archited | et \$7,500 (estimated) |
| (Add sheets if necessary | ·) | | | |
| [] Check here if the Dis | sclosing Party has | s not retained, nor expects to | retain, | any such persons or entities. |
| SECTION V CERT | IFICATIONS | | ٠ | |
| A. COURT-ORDEREI | CHILD SUPPO | ORT COMPLIANCE | • | |
| _ | | 115, substantial owners of b their child support obligation | | |
| · - | • | y owns 10% or more of the last by any Illinois court of co | | • |
| [] Yes . [] | | person directly or indirectly closing Party. | y owns | 10% or more of the |
| If "Yes," has the person is the person in complia | | ourt-approved agreement for eement? | payme | nt of all support owed and |
| [] Yes [] | No | | , | , |
| B. FURTHER CERTIF | ICATIONS | | | |

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I") (which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1, of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged gailty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (tederal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud: embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3, 4 and 5 condern:
 - the Disclosing Party:
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties"):
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly; controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation; interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

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

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a, or b, above that is a matter of record, but have not been prosecuted for such conduct; or
- d violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

| 7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further |
|--|
| Certifications), the Disclosing Party must explain below: |
| |
| |
| |
| , |

| If the letters "NA." the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements. |
|--|
| 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none"). |
| NONE |
| 9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient. |
| |
| C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION |
| 1. The Disclosing Party certifies that the Disclosing Party (check one) |
| [] is s not |
| a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code. |
| 2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges: |

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

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

| If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements. D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS |
|--|
| D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS |
| |
| Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D. |
| 1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employed of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter? [X] Yes [X] No |
| NOTE: If you checked "Yes" to Item D.L., proceed to Items D.2, and D.3. If you checked "No" to Item D.1, proceed to Part E. |
| 2. Unless sold pursuant to a process of competitive bidding, or otherwise permitted, no City elected official or employee shall have a financial interest in his or her own name or in the name of any other person or entity in the purchase of any property that (i) belongs to the City, or (ii) is sold for taxes or assessments, or (iii) is sold by virtue of legal process at the suit of the City (collectively "City Property Sale"). Compensation for property taken pursuant to the City's eminent domain pow does not constitute a financial interest within the meaning of this Part D. |
| Does the Matter involve a City Property Sale? |
| []Yes []No |
| 3. If you checked "Yes" to Item D.1., provide the names and business addresses of the City officials or employees having such interest and identify the nature of such interest: |
| Name Business Address Nature of Interest |

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1, or 2, below. If the Disclosing Party checks 2,, the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

| connection with the Matter voidable by the City. | | | |
|---|--|--|--|
| \underline{x} 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records. | | | |
| 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records: | | | |
| | | | |
| | | | |
| SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS | | | |
| NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding. | | | |
| A. CERTIFICATION REGARDING LÖBBYING | | | |
| 1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary): | | | |
| | | | |
| (If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.) | | | |
| 2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1 above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, | | | |

comply with these disclosure requirements may make any contract entered into with the City in

amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

- 3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.
- 4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".
- 5 If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.L. through A.4, above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

| Is the Disclosing Party the | · Applicant? |
|---|---|
|] Yes | No |
| If "Yes," answer the three | questions below: |
| 1. Have you develope federal regulations? (See | ed and do you have on tile affirmative action programs pursuant to applicable 41 CFR Part 60-2.) |
| [] Yes | [] No |
| <u> </u> | h the Joint Reporting Committee, the Director of the Office of Federal grams, or the Equal Employment Opportunity Commission all reports due grequirements? [1] No |
| 3. Have you participa equal opportunity clause? | ited in any previous contracts or subcontracts subject to the |
| []Yes | [] No |
| If you checked "No" to qu | aestion 1, or 2, above, please provide an explanation: |
| | |

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- . B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.citvofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article 1 of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1, and F.2, above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.L. F.2, or F.3, above, an explanatory statement must be attached to this EDS.

CERTIFICATION

Willers/Milwanter SSI, LiC

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

| (Print or type name of Disclosing Party) |
|--|
| By: Clign here) |
| idebard Spinolii |
| (Print or type name of person signing) |
| Senior Vice President |
| (Print or type title of person signing) |
| Signed and sworn to before me on (date) Dec 17, 2012 |
| at Joinfield County, CT (state). |
| at Fairfield County, CT (state). Lizzbeth a Diejono Notary Public. |
| Commission expires: ELIZABETH A STEFANO NOTARY PUBLIC —State of Connecticut My Commission Expires Jan. 31, 2014 |
| Page 12 of 13 |

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

| [] Yes | INI No | |
|------------------------|---|--|
| such person is connect | ed; (3) the name and title of i | tle of such person, (2) the name of the legal entity to which the elected city official or department head to whom such se nature of such familial relationship. |
| | and a contract of the contr | · · · · · · · · · · · · · · · · · · · |
| | | The state of the s |
| | | THE STANDARD CO. S |

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

| A. Legal name of the Disclosing Party submitting | ng this EDS. Include d/b/a/ if applicable: |
|--|---|
| Broe Debt Holdings, LLC | |
| Check ONE of the following three boxes: | |
| Indicate whether the Disclosing Party submitting 1. [] the Applicant OR 2. [x] a legal entity holding a direct or indirect | this EDS is: ct interest in the Applicant. State the legal name of the |
| Applicant in which the Disclosing Party ho OR | lds an interest: Willets/Milwaukee Logan SB1, LLC |
| | e Section II.B.1.) State the legal name of the entity in ontrol: |
| B. Business address of the Disclosing Party: | 591 W. Putnam Avenue |
| | Greenwich, CT 06830 |
| C. Telephone: 203-422-7713 Fax: | Email: rspinelli@starwood.com |
| D. Name of contact person: Richard Spinell | <u>i</u> |
| E. Federal Employer Identification No. (if you h | ave one): |
| | her undertaking (referred to below as the "Matter") to |
| Map amendment to Zoning Ordinance for 2 | 489-2505 North Milwaukee Avenue |
| G. Which City agency or department is requesting | Department of Housing and ng this EDS? Economic Development |
| If the Matter is a contract being handled by th complete the following: | e City's Department of Procurement Services, please |
| Specification # | and Contract # |
| | |

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

| Indicate the nature of the Disclosing Par Person Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Limited partnership Trust | arty: [X] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify) | | | |
|--|--|--|--|--|
| 2. For legal entities, the state (or foreign co | ountry) of incorporation or organization, if applicable: | | | |
| 3. For legal entities not organized in the State of Illinois as a foreign entities. | ate of Illinois: Has the organization registered to do | | | |
| [] Yes [] No | [X] N/A | | | |
| B. IF THE DISCLOSING PARTY IS A LEGA | AL ENTITY: | | | |
| NOTE: For not-for-profit corporations, also list there are no such members, write "no members the legal titleholder(s). If the entity is a general partnership, limited partnership or joint venture, list below the name | l executive officers and all directors of the entity. It below all members, if any, which are legal entities. If "For trusts, estates or other similar entities, list below partnership, limited liability company, limited liability e and title of each general partner, managing member, rols the day-to-day management of the Disclosing Party. It is a possible to the day-to-day management of the Disclosing Party. It is a possible to the day-to-day management of the Disclosing Party. It is a possible to the day-to-day management of the Disclosing Party. It is a possible to the day-to-day management of the Disclosing Party. It is a possible to the day-to-day management of the Disclosing Party. It is a possible to the day-to-day management of the Disclosing Party. It is a possible to the day-to-day management of the Disclosing Party. It is a possible to the day-to-day management of the Disclosing Party. It is a possible to the day-to-day management of the Disclosing Party. It is a possible to the day-to-day management of the Disclosing Party. It is a possible to the day-to-day management of the Disclosing Party. It is a possible to the day-to-day management of the Disclosing Party. It is a possible to the day-to-day management of the Disclosing Party. It is a possible to the day-to-day management of the Disclosing Party. It is a possible to the day-to-day management of the Disclosing Party. It is a possible to the day-to-day management of the Disclosing Party. It is a possible to the day-to-day management of the Disclosing Party. It is a possible to the day-to-day management of the Disclosing Party. It is a possible to the day-to-day management of the Disclosing Party. | | | |
| Name | Title | | | |
| VIII EROB Holdings, LLC Chris Graham | Manager Representative | | | |
| Robert J. Jacobs | Representative | | | |
| Thomas G. Mandula | Representative | | | |
| | | | | |

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE**: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

| Business Address | Percentage Interest in the | |
|---------------------|----------------------------|---|
| | Disclosing Party | |
| 591 W. Putnam Ave. | 95% | |
| Greenwich, CT 06830 | | |
| | | |
| | | |
| | 591 W. Putnam Ave. | Disclosing Party 591 W. Putnam Ave. 95% |

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

| [] Yes | [X] No | | | |
|---|--------------------------|----------------------|------------------------|---------|
| If yes, please iden relationship(s): | tify below the name(s) o | of such City elected | official(s) and descri | be such |
| | | | | • , |

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

| Name (indicate whether retained or anticipated to be retained) | Business Address | Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.) | Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response. |
|---|---|---|---|
| | | | |
| (Add sheets if necessary | ·) | | , |
| Check here if the Dis | closing Party h | as not retained, nor expects to retain | i, any such persons or entities |
| SECTION V CERT | IFICATIONS | , | |
| A. COURT-ORDERED | CHILD SUPP | PORT COMPLIANCE | |
| • | | -415, substantial owners of business th their child support obligations thr | |
| • • | • | tly owns 10% or more of the Disclosons by any Illinois court of competer | |
| []Yes [] | | lo person directly or indirectly owns sclosing Party. | 10% or more of the |
| If "Yes," has the person is the person in complia | | court-approved agreement for paym greement? | ent of all support owed and |
| [] Yes [] | No | | |
| B. FURTHER CERTIF | ICATIONS | | |
| consult for defined term submitting this EDS is t certifies as follows: (i) r with, or has admitted gu | s (e.g., "doing the Applicant and the Applicant and the Applicant and the Applicant of, or has ev | apter 1-23, Article I ("Article I")(who business") and legal requirements), and is doing business with the City, the licant nor any controlling person is corrected of, or placed undenpted, or conspiracy to commit bribes | if the Disclosing Party nen the Disclosing Party currently indicted or charged er supervision for, any |

perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3, 4 and 5 concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

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

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

| 7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further | | | | | |
|--|--|--|--|--|--|
| Certifications), the Disclosing Party must explain below: | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |
| | | | | | |

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

| 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a | |
|---|-----|
| complete list of all current employees of the Disclosing Party who were, at any time during the 12- | |
| month period preceding the execution date of this EDS, an employee, or elected or appointed offici | al, |
| of the City of Chicago (if none, indicate with "N/A" or "none"). | |

| | | | |
|------|--|------|--|
| NONE | | | |
| | | | |
| | | | |

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

| | · — · · · · · · · · · · · · · · · · · · | ······································ |
|------|---|--|
| NONE | | |
| | | |

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one)
- [] is [x] is not
- a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
 - 2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

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

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

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

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

| 1. | In accordance with Section 2-156-110 of the Municipal Code: Does any official or employe | e |
|--------|---|---|
| of the | c City have a financial interest in his or her own name or in the name of any other person or | |
| entity | in the Matter? | |

[]Yes

[X] No

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

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

Does the Matter involve a City Property Sale?

[] Yes [] No

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

Name Business Address Nature of Interest

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

| connection with the Matter voidable by the City. | | | |
|--|--|--|--|
| <u>x</u> 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records. | | | |
| 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records: | | | |
| | | | |
| SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS | | | |
| NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding. | | | |
| A. CERTIFICATION REGARDING LOBBYING | | | |
| 1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary): | | | |
| | | | |
| (If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.) | | | |
| 2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined be applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, | | | |

Page 9 of 13

amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

- 3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above.
- 4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities".
- 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request.

B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY

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

| negotiations. | |
|---------------------------------|--|
| Is the Disclosing F | Party the Applicant? |
| []Yes | [] No |
| If "Yes," answer t | he three questions below: |
| • | eveloped and do you have on file affirmative action programs pursuant to applicable ? (See 41 CFR Part 60-2.) |
| [] Yes | [] No |
| Contract Complian | iled with the Joint Reporting Committee, the Director of the Office of Federal nce Programs, or the Equal Employment Opportunity Commission all reports due le filing requirements? [] No |
| 3. Have you p equal opportunity | articipated in any previous contracts or subcontracts subject to the clause? |
| [] Yes | [] No |
| If you checked "N | o" to question 1. or 2. above, please provide an explanation: |
| | |

SECTION VII - ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

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

| Broe Debt Holdings, LLC, By: VIII EROB Ho | oldings, L.L.C., its Manager. |
|---|-------------------------------|
| (Print or type name of Disclosing Party) | |
| By: Sign here) | |
| Richard Spinelli | |
| (Print or type name of person signing) | |
| Senior Vice President | _ |
| (Print or type title of person signing) | |
| | ٠. |
| Signed and sworn to before me on (date) D | ecember 20,2012, |
| at Fairfield County, Connecticut | _ (state). |
| Yaun & | Notary Public. |
| Commission expires: | |
| KAREN B. MURRAY | Page 12 of 13 |
| WORKER PUBLIC | |

RABER S. SELPEN SPRING SELECTION ST. KERLE SR. SELECTION

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

| [] Yes | [X] No | |
|-----------------------|-------------------------------------|---|
| such person is connec | cted; (3) the name and title of the | of such person, (2) the name of the legal entity to which e elected city official or department head to whom such nature of such familial relationship. |
| | | |

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

| A. Legal name of the Disclosing Party submitti | ng this EDS. Include d/b/a/ if applicable: | , |
|---|---|----------------------|
| VIII EROB Holdings, LLC | · | |
| Check ONE of the following three boxes: | | |
| Indicate whether the Disclosing Party submittin 1. [] the Applicant OR | | |
| [x] a legal entity holding a direct or indire Applicant in which the Disclosing Party holds OR | | |
| 3. [] a legal entity with a right of control (so which the Disclosing Party holds a right of c | · · · · · · · · · · · · · · · · · · · | f the entity in — |
| B. Business address of the Disclosing Party: | 591 W. Putnam Avenue | |
| | Greenwich, CT 06830 | |
| C. Telephone: 203-422-7713 Fax: | Email: rspinelli@sta | rwood.com |
| D. Name of contact person: Richard Spinel | 1 | |
| E. Federal Employer Identification No. (if you l | ave one): | |
| F. Brief description of contract, transaction or o which this EDS pertains. (Include project numb | ther undertaking (referred to below as the | • |
| Map amendment to Zoning Ordinance for 2 | 489-2505 North Milwaukee Avenue | |
| G. Which City agency or department is requesti | ng this EDS? Department of Housing Economic Development | g and |
| If the Matter is a contract being handled by the complete the following: | e City's Department of Procurement Serv | vices, please |
| Specification # | and Contract # | |

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

| | arty: | | | |
|--|--|----------|--|--|
| [] Person | [X] Limited liability company | | | |
| Publicly registered business corporation | [] Limited liability partnership | , | | |
| [] Privately held business corporation | [] Joint venture | | | |
| Sole proprietorship | Not-for-profit corporation | | | |
| [] General partnership | (Is the not-for-profit corporation also a 501(c | :)(3))? | | |
| [] Limited partnership | [] Yes [] No | | | |
| [] Trust | [] Other (please specify) | | | |
| 2. For legal entities, the state (or foreign) | country) of incornoration or organization, if ann | licable: | | |
| 2. For legal entities, the state (or foreign of Delaware | country) of incorporation or organization, if app | licable: | | |
| Delaware | State of Illinois: Has the organization registered | | | |

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

1. List below the full names and titles of all executive officers and all directors of the entity.

NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s).

If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. **NOTE**: Each legal entity listed below must submit an EDS on its own behalf.

| Name | Title |
|---|--|
| Barry S. Sternlicht | Chairman and Chief Executive Officer |
| Jerome C. Silvey Jeffrey G. Dishner | Executive Vice President and Chief Financial Officer Senior Managing Director |
| Richard Spinelli | Senior Vice President |
| Starwood Global Opportunity Fund VIII-J, L.P. | Manager |
| Starwood U.S. Opportunity Fund VIII-J, L.P. | Manager |
| Starwood U.S. Opportunity Fund VIII-1, L.P. | Manager |
| Starwood Global Opportunity Fund VIII, L.P. | Manager |

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

| Name | Business Addre | ss Percentage In | iterest in the |
|-----------------------------------|------------------|-------------------------------------|----------------|
| | | Disclosing Pa | arty |
| Starwood Global Opportunity Fund | VIII-J, L.P. 591 | W. Putnam Ave., Greenwich, CT 06830 | 20.67% |
| Starwood U.S. Opportunity Fund VI | II-J, L.P. 591 | W. Putnam Ave., Greenwich, CT 06830 | 25.86% |
| Starwood U.S. Opportunity Fund VI | III-1, L.P. 591 | W. Putnam Ave., Greenwich, CT 06830 | 28.54% |
| Starwood Global Opportunity Fund | VIII, L.P. 591 | W. Putnam Ave., Greenwich, CT 06830 | 24.93% |

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

| [] Yes | [X] No | |
|--------------------------------------|-----------------------------|---|
| If yes, please iden relationship(s): | tify below the name(s) of s | such City elected official(s) and describe such |
| | | |

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

| Name (indicate whether retained or anticipated to be retained) | Business Address | Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.) | Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response. |
|--|---------------------|---|---|
| | | | |
| | | · · · · · · · · · · · · · · · · · · · | |
| (Add sheets if necessary) | | | |
| [X] Check here if the Disc | losing Party h | as not retained, nor expects to retain | , any such persons or entities |
| SECTION V CERTIF | CATIONS | | • |
| A. COURT-ORDERED | CHILD SUPP | ORT COMPLIANCE | |
| | | -415, substantial owners of business th their child support obligations thre | • |
| * • | • | tly owns 10% or more of the Disclos ons by any Illinois court of competer | |
| [] Yes [] N | • - | o person directly or indirectly owns sclosing Party. | 10% or more of the |
| If "Yes," has the person e is the person in compliance | | court-approved agreement for paymegreement? | ent of all support owed and |
| [] Yes [] N | 0 | | |
| B. FURTHER CERTIFIC | CATIONS | | |
| consult for defined terms | (e.g., "doing | apter 1-23, Article I ("Article I")(wh business") and legal requirements), i | f the Disclosing Party |

1. Pursuant to Municipal Code Chapter 1-23, Article I ("Article I") (which the Applicant should consult for defined terms (e.g., "doing business") and legal requirements), if the Disclosing Party submitting this EDS is the Applicant and is doing business with the City, then the Disclosing Party certifies as follows: (i) neither the Applicant nor any controlling person is currently indicted or charged with, or has admitted guilt of, or has ever been convicted of, or placed under supervision for, any criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery, perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3, 4 and 5 concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

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

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

| 7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below: | | | | Further | | |
|--|---|-----|--|--|--|--|
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| | | . 1 | | ·· · · · · · · · · · · · · · · · | | |

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

| NONE | | | |
|---|--|---|-------------|
| - | | | |
| complete list of all 12-month period profficial, of the City made generally ava course of official C | gifts that the Disclose eceding the execution of Chicago. For purilable to City employity business and hav | y's knowledge after reasonable inquiry, the following is a ng Party has given or caused to be given, at any time during date of this EDS, to an employee, or elected or appointed poses of this statement, a "gift" does not include: (i) anything a retail value of less than \$20 per recipient (if none, indicated below, please also list the name of the City recipient. | ng n the |
| NONE | | | |
| | | | |
| C. CERTIFICATION | ON OF STATUS AS | FINANCIAL INSTITUTION | |
| 1. The Disclos | ing Party certifies tha | the Disclosing Party (check one) | |
| [] is | [x] is not | ! | |
| a "financial institut | ion" as defined in Se | tion 2-32-455(b) of the Municipal Code. | |
| 2. If the Disclo | sing Party IS a finan | ial institution, then the Disclosing Party pledges: | |
| Code. We further plender as defined in | oledge that none of o Chapter 2-32 of the an affiliate of a prec | tory lender as defined in Chapter 2-32 of the Municipal or affiliates is, and none of them will become, a predatory Municipal Code. We understand that becoming a predator atory lender may result in the loss of the privilege of doing | |
| Section 2-32-455(b |) of the Municipal C | this pledge because it or any of its affiliates (as defined in de) is a predatory lender within the meaning of Chapter e (attach additional pages if necessary): | |

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

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-156 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-156-110 of the Municipal Code: Does any official or employee of the City have a financial interest in his or her own name or in the name of any other person or entity in the Matter?

[]Yes

[X] No

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

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

Does the Matter involve a City Property Sale?

[]Yes

[]No

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

Name Business Address Nature of Interest

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

| connection with the Matter voidable by the City. |
|--|
| x 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records. |
| 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records: |
| |
| SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS |
| NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding. |
| A. CERTIFICATION REGARDING LOBBYING |
| 1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary): |
| |
| (If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.) |
| 2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, |

Page 9 of 13

amend, or modify any federally funded contract, grant, loan, or cooperative agreement.

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| • | event that materially affec | d certification at the end of each calendar quarter in the accuracy of the statements and information set |
|---|---|--|
| 501(c)(4) of the Internal | Revenue Code of 1986; o | it is not an organization described in section or (ii) it is an organization described in section ut has not engaged and will not engage in "Lobbying |
| form and substance to p subcontract and the Disc | aragraphs A.I. through A. closing Party must maintai | Disclosing Party must obtain certifications equal in 4 above from all subcontractors before it awards an nall such subcontractors' certifications for the cations promptly available to the City upon request. |
| B. CERTIFICATION R | EGARDING EQUAL EN | APLOYMENT OPPORTUNITY |
| | · - | ns require the Applicant and all proposed with their bids or in writing at the outset of |
| Is the Disclosing Party t | he Applicant? | |
| [] Yes | [] No | · · ! |
| If "Yes," answer the thre | ee questions below: | |
| 1. Have you develop federal regulations? (Se [] Yes | - | le affirmative action programs pursuant to applicable |
| | ograms, or the Equal Emp | mmittee, the Director of the Office of Federal loyment Opportunity Commission all reports due |
| | • • | racts or subcontracts subject to the |
| equal opportunity clause | - · | · |
| []Yes | [] No | |
| If you checked "No" to | question 1. or 2. above, pl | ease provide an explanation: |
| | | |
| | | |

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SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

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- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

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

| VIII EROB Holdings, LLC | |
|--|------------------|
| (Print or type name of Disclosing Party) | |
| Ву: | : |
| (Sign herc) | į |
| Richard Spinelli | : |
| (Print or type name of person signing) | |
| Senior Vice President | |
| (Print or type title of person signing) | |
| | |
| Signed and sworn to before me on (date) | ecember 20,2012, |
| at Fairfield County, Connecticut | |
| Kaun & C | _ Notary Public. |
| Commission expires: | · |
| KAREN B. MURRAY NOTARY PUBLIC | Page 12 of 13 |
| Y COMMISSION EXPIRES FEB. 28, 2012 | 1.5 |

YARRAM TAKAMA MIRATE MARK MIRATE MARKATAN

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

| [] Yes | [X] No | ! | |
|--------------------------|-----------------------------|----------------|---|
| such person is connected | ; (3) the name and title of | the elected of | erson, (2) the name of the legal entity to whic city official or department head to whom such such familial relationship. |
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CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I - GENERAL INFORMATION

| A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable: |
|---|
| Starwood Global Opportunity Fund VIII-J, L.P. |
| Check ONE of the following three boxes: |
| Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR |
| 2. [x] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Willets/Milwaukee Logan SB1, LOR |
| 3. [] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity which the Disclosing Party holds a right of control: |
| B. Business address of the Disclosing Party: 591 W. Putnam Avenue |
| Greenwich, CT 06830 |
| C. Telephone: 203-422-7713 Fax: Email: rspinelli@starwood.com |
| D. Name of contact person: Richard Spinelli |
| E. Federal Employer Identification No. (if you have one): |
| F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") which this EDS pertains. (Include project number and location of property, if applicable): |
| Map amendment to Zoning Ordinance for 2489-2505 North Milwaukee Avenue |
| Department of Housing and G. Which City agency or department is requesting this EDS? <u>Economic Development</u> |
| If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following: |
| Specification # and Contract # |
| |

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

| 1. Indicate the nature of the Disclosing Pa | • |
|---|---|
| [] Person | [] Limited liability company |
| [] Publicly registered business corporation | [] Limited liability partnership |
| [] Privately held business corporation | [] Joint venture |
| [] Sole proprietorship | [] Not-for-profit corporation |
| [] General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| [X] Limited partnership | [] Yes [] No |
| [] Trust | [] Other (please specify) |
| | |
| 2. For legal entities, the state (or foreign of | country) of incorporation or organization, if applicable: |
| Delaware | |
| | |
| 3. For legal entities not organized in the S | tate of Illinois: Has the organization registered to do |
| business in the State of Illinois as a foreign en | tity? |
| | ; PVI NI / A |
| [] Yes [] No | [X] N/A |
| B. IF THE DISCLOSING PARTY IS A LEG | AL ENTITY: |
| NOTE: For not-for-profit corporations, also lithere are no such members, write "no member | all executive officers and all directors of the entity. ist below all members, if any, which are legal entities. If s." For trusts, estates or other similar entities, list below |
| the legal titleholder(s). | I mouth outhing limited lightlites commons, limited lightlites |
| | I partnership, limited liability company, limited liability |
| | ne and title of each general partner, managing member, |
| NOTE : Each legal entity listed below must su | trols the day-to-day management of the Disclosing Party. |
| NOTE. Each legal chirty listed below must su | omit an EDS on its own behan. |
| Name | Title |
| VIII-J Management, L.P. | General Partner |
| | |
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2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE**: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Name

Business Address

Percentage Interest in the

Disclosing Party

Starwood Capital Group Management, L.L.C. ("Starwood Manager") is a registered investment adviser and, as such, advises the Disclosing Party, which includes as limited partners the following entity whose ownership interest in the Applicant are greater than 7.5% but does not exceed 22.5%:

SOF-VIII Private Investors, L.L.C.

99% interest in the Disclosing Party (19.44% indirect interest in Applicant)

There are no individuals with an economic interest in the Disclosing Party whose interest in the Applicant (direct or indirect) exceeds 7.5% The Form ADV for Starwood Manager has been provided to the City. Pursuant to Section 2(c) of the Rules Regarding Economic Disclosur Statement and Affidavit, no further disclosure is required.

SECTION III -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-156 of the Municipal Code, with any City elected official in the 12 months before the date this EDS is signed?

[] Yes

[X] No

If yes, please identify below the name(s) of such City elected official(s) and describe such relationship(s):

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

| retained or anticipated to be retained) | Address | (subcontractor, attorney, lobbyist, etc.) | rees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response. |
|---|---|---|--|
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| (Add sheets if necessary) |) | | |
| [X] Check here if the Disc | losing Party ha | as not retained, nor expects to retain | a, any such persons or entities |
| SECTION V CERTII | FICATIONS | | |
| A. COURT-ORDERED | CHILD SUPP | ORT COMPLIANCE | |
| - , | | -415, substantial owners of busines h their child support obligations thr | |
| | • | ly owns 10% or more of the Disclo | |
| []Yes []N | | o person directly or indirectly owns sclosing Party. | 10% or more of the |
| If "Yes," has the person of is the person in complian | | court-approved agreement for paym reement? | ent of all support owed and |
| [] Yes [] N | lo | | |
| B. FURTHER CERTIFI | CATIONS | ; | |
| consult for defined terms submitting this EDS is th certifies as follows: (i) no with, or has admitted guil criminal offense involvin | (e.g., "doing be Applicant and it is a possible of the Applicant of, or has even g actual, attern | pter 1-23, Article I ("Article I")(whousiness") and legal requirements), d is doing business with the City, thicant nor any controlling person is car been convicted of, or placed undupted, or conspiracy to commit bribe officer or employee of the City or a | if the Disclosing Party nen the Disclosing Party currently indicted or charged er supervision for, any ery, theft, fraud, forgery, |

Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3, 4 and 5 concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

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

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

| 7. If the Disclosing Party is unable to certify to | any of the above statements in this Part B (Further | | | |
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| Certifications), the Disclosing Party must explain below: | | | | |
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If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

| 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a |
|--|
| complete list of all current employees of the Disclosing Party who were, at any time during the 12- |
| month period preceding the execution date of this EDS, an employee, or elected or appointed official |
| of the City of Chicago (if none, indicate with "N/A" or "none"). |

NONE

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

NONE

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one)
- [] is [x] is not
- a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
 - 2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

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

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

| | | e appears on the lines above, it will be rtified to the above statements. |
|---|---|--|
| D. CERTIFICATION | REGARDING INTEREST | N CITY BUSINESS |
| Any words or terms the meanings when used | | 56 of the Municipal Code have the same |
| | • | Municipal Code: Does any official or employee in name or in the name of any other person or |
| NOTE: If you check Item D.I., proceed to | | d to Items D.2. and D.3. If you checked "No" to |
| elected official or empany other person or er for taxes or assessmen "City Property Sale"). | ployee shall have a financial intity in the purchase of any protes, or (iii) is sold by virtue of | tive bidding, or otherwise permitted, no City nterest in his or her own name or in the name of operty that (i) belongs to the City, or (ii) is sold legal process at the suit of the City (collectively, aken pursuant to the City's eminent domain power eaning of this Part D. |
| Does the Matter invol | ve a City Property Sale? | |
| []Yes | [] No | |
| • | | he names and business addresses of the City tify the nature of such interest: |
| Name | Business Address | Nature of Interest |

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

| comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City. |
|---|
| \underline{x} 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records. |
| 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records: |
| |
| SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS |
| NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding. |
| A. CERTIFICATION REGARDING LOBBYING |
| 1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary): |
| |
| (If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.) |
| 2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement. Page 9 of 13 |

| 3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set |
|---|
| forth in paragraphs A.I. and A.2. above. |
| 4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities". |
| 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards an subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request. |
| B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY |
| If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations. |
| Is the Disclosing Party the Applicant? |
| [] Yes [] No |
| If "Yes," answer the three questions below: |
| 1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.) [] Yes [] No |
| 2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements? [] Yes [] No |
| 3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause? [] Yes [] No |
| If you checked "No" to question 1. or 2. above, please provide an explanation: |
| |
| |

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

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

| Starwood Global Opportunity Fund VIII-J, L. (Print or type name of Disclosing Party) | By: Starwood Funds GP, L.L.C., its general partner, |
|--|---|
| By: (Sign here) | |
| (Print or type name of person signing) | |
| Executive Vice President (Print or type title of person signing) | |
| Signed and sworn to before me on (date) December | : 20,2 <u>0</u> 2, |

Signed and sworn to before me on (date) December 20,222

at Farfield County, Connecticut (state).

Notary Public.

Commission expires:

KAREN B. MURRAY

NOTARY PUBLIC

MY COMMISSION EXPIRES FEB. 28, 2012

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CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

| [] Yes | [X] No | |
|-----------------------|-------------------------------------|---|
| such person is connec | eted; (3) the name and title of the | of such person, (2) the name of the legal entity to which e elected city official or department head to whom such nature of such familial relationship. |
| | | · |
| | | |
| | | |

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

| DECITOR 1 - OBNERNE IN ORMALION | |
|--|--|
| A. Legal name of the Disclosing Party submitting | ng this EDS. Include d/b/a/ if applicable: |
| Starwood U.S. Opportunity Fund VIII-J, | L.P. · |
| Check ONE of the following three boxes: | |
| Indicate whether the Disclosing Party submitting 1. [] the Applicant OR | this EDS is: |
| | ct interest in the Applicant. State the legal name of the olds an interest: Willets/Milwaukee Logan SB1, LLC |
| 3. [] a legal entity with a right of control (se which the Disclosing Party holds a right of c | e Section II.B.1.) State the legal name of the entity in ontrol: |
| B. Business address of the Disclosing Party: | 591 W. Putnam Avenue |
| | Greenwich, CT 06830 |
| C. Telephone: 203-422-7713 Fax: | Email: rspinelli@starwood.com |
| D. Name of contact person: Richard Spinell | <u>i ; </u> |
| E. Federal Employer Identification No. (if you have | |
| F. Brief description of contract, transaction or of which this EDS pertains. (Include project numbers) | her undertaking (referred to below as the "Matter") to er and location of property, if applicable): |
| Map amendment to Zoning Ordinance for 24 | 489-2505 North Milwaukee Avenue |
| G. Which City agency or department is requesting | Department of Housing and ng this EDS? Economic Development |
| If the Matter is a contract being handled by th complete the following: | e City's Department of Procurement Services, please |
| Specification # | and Contract # |
| | |

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

| A. NATURE OF THE DISCLOSING PART | Y |
|---|---|
| Indicate the nature of the Disclosing Parallel Person Publicly registered business corporation Privately held business corporation Sole proprietorship General partnership Limited partnership Trust | [] Limited liability company [] Limited liability partnership [] Joint venture [] Not-for-profit corporation (Is the not-for-profit corporation also a 501(c)(3))? [] Yes [] No [] Other (please specify) |
| 2. For legal entities, the state (or foreign of Delaware | country) of incorporation or organization, if applicable: |
| 3. For legal entities not organized in the S business in the State of Illinois as a foreign en | State of Illinois: Has the organization registered to do stity? [X] N/A |
| B. IF THE DISCLOSING PARTY IS A LEG | |
| 1. List below the full names and titles of a NOTE: For not-for-profit corporations, also I there are no such members, write "no member the legal titleholder(s). If the entity is a general partnership, limited partnership or joint venture, list below the name | all executive officers and all directors of the entity. ist below all members, if any, which are legal entities. If rs." For trusts, estates or other similar entities, list below d partnership, limited liability company, limited liability ne and title of each general partner, managing member, strols the day-to-day management of the Disclosing Party. |
| Name | Title |
| VIII-J Management, L.P. | General Partner |
| | |
| | ····· |
| | , |

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

| Name | Business A | ddress | Percentage Interest in the |
|---|-------------------------------|-------------------------|--|
| | | | Disclosing Party |
| Starwood Capital Grou | p Management, L.L.C. ("S | tarwood Manager") is | a registered investment adviser and, as such, advises the Disclosing |
| Party, which includes a not exceed 22.5%: | s limited partners the follo | wing entities whose o | wnership interests in the Applicant are greater than 7.5% but do |
| SOF-VIII Private Inves | tors Offshore 1, L.P. | 46.0039% interest i | n the Disclosing Party (11.30% indirect interest in Applicant) |
| | s with an economic interes | t in the Disclosing Par | n the Disclosing Party (11.31% indirect interest in Applicant) ty whose interest in the Applicant (direct or indirect) exceeds 7.5% Pursuant to Section 2(c) of the Rules Regarding Economic Disclosur |
| Statement and Affidav | t, no further disclosure is r | equired. | TH CITY ELECTED OFFICIALS |
| Has the Disclos | ing Party had a "bus | iness relationship | ," as defined in Chapter 2-156 of the Municipal |
| Cada with any Ci | ty elected official in | the 12 months be | fore the date this EDS is signed? |
| Code, with any Ci | | i | |
| [] Yes | [X] No | j | |

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

| Name (indicate whether retained or anticipated to be retained) | Business Address | Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.) | Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response. |
|--|---|---|---|
| | | | |
| (Add sheets if necessary) | | | |
| • | osing Party h | as not retained, nor expects to retain | n, any such persons or entities |
| SECTION V CERTIF | ICATIONS | · | |
| A. COURT-ORDERED O | CHILD SUPP | ORT COMPLIANCE | |
| - | | -415, substantial owners of busines h their child support obligations the | |
| ÷ • | - | ly owns 10% or more of the Discloons by any Illinois court of compete | |
| [] Yes [] No | | o person directly or indirectly owns sclosing Party. | 10% or more of the |
| If "Yes," has the person e is the person in compliance | | court-approved agreement for paym | ent of all support owed and |
| [] Yes [] No | 0 | | |
| B. FURTHER CERTIFIC | CATIONS | | |
| consult for defined terms submitting this EDS is the certifies as follows: (i) newith, or has admitted guilt | (e.g., "doing to Applicant an ither the Applicant to f, or has ev | opter 1-23, Article I ("Article I")(whousiness") and legal requirements), and is doing business with the City, the cant nor any controlling person is our been convicted of, or placed undupted, or conspiracy to commit brib | if the Disclosing Party hen the Disclosing Party currently indicted or charged or supervision for, any |

perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3, 4 and 5 concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

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

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

| 7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below: | | | |
|--|---|--|--|
| | · | | |
| | | | |
| | | | |

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

| 8. To the best of the Disclosing Party's knowledge after | reasonable inquiry, the following is a |
|--|--|
| complete list of all current employees of the Disclosing Party | y who were, at any time during the 12- |
| month period preceding the execution date of this EDS, an el | mployee, or elected or appointed official, |
| of the City of Chicago (if none, indicate with "N/A" or "none | e"). |
| | |

| NONE | · |
|------|---|
| | |

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

NONE

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

- 1. The Disclosing Party certifies that the Disclosing Party (check one)
- [] is [x] is not
- a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.
 - 2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges:

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

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

| | | o response appears on the lines above, it will be g Party certified to the above statements. |
|---|---|--|
| D. CERTIFICATION | ON REGARDING INT | TEREST IN CITY BUSINESS |
| Any words or terms meanings when use | | apter 2-156 of the Municipal Code have the same |
| | inancial interest in his | or her own name or in the name of any other person or |
| NOTE: If you che Item D.1., proceed | | 1., proceed to Items D.2. and D.3. If you checked "No" to |
| elected official or e any other person or for taxes or assessn "City Property Sale | mployee shall have a fi entity in the purchase lents, or (iii) is sold by "). Compensation for p | of competitive bidding, or otherwise permitted, no City inancial interest in his or her own name or in the name of of any property that (i) belongs to the City, or (ii) is sold virtue of legal process at the suit of the City (collectively, property taken pursuant to the City's eminent domain power hin the meaning of this Part D. |
| Does the Matter inv | volve a City Property S | ale? |
| []Yes | [] No | |
| 3. If you check | ed "Yes" to Item D.I., | provide the names and business addresses of the City |

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

Name Business Address Nature of Interest

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

| connection with the Matter voidable by the City. |
|---|
| x 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records. |
| 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records: |
| |
| |
| |
| SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS |
| NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding. |
| A. CERTIFICATION REGARDING LOBBYING |
| 1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary): |
| |
| |
| (If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.) |
| 2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement. |

comply with these disclosure requirements may make any contract entered into with the City in

Page 9 of 13

| - · · · · · · · · · · · · · · · · · · · | ed certification at the end of each calendar quarter in its the accuracy of the statements and information set |
|--|--|
| 4. The Disclosing Party certifies that either: (501(c)(4) of the Internal Revenue Code of 1986; 6501(c)(4) of the Internal Revenue Code of 1986 b Activities". | • |
| form and substance to paragraphs A.1. through A. subcontract and the Disclosing Party must maintain | Disclosing Party must obtain certifications equal in 4. above from all subcontractors before it awards any in all such subcontractors' certifications for the cations promptly available to the City upon request. |
| B. CERTIFICATION REGARDING EQUAL EN | APLOYMENT OPPORTUNITY |
| If the Matter is federally funded, federal regulatio subcontractors to submit the following informatio negotiations. | • |
| Is the Disclosing Party the Applicant? | ! |
| [] Yes [] No | |
| If "Yes," answer the three questions below: | |
| I. Have you developed and do you have on fi federal regulations? (See 41 CFR Part 60-2.)[] Yes[] No | le affirmative action programs pursuant to applicable |
| 2. Have you filed with the Joint Reporting Co Contract Compliance Programs, or the Equal Empunder the applicable filing requirements? [] Yes [] No | mmittee, the Director of the Office of Federal loyment Opportunity Commission all reports due |
| Have you participated in any previous contequal opportunity clause? [] Yes [] No | racts or subcontracts subject to the |
| If you checked "No" to question 1. or 2. above, pl | ease provide an explanation: |
| | <u>,</u> |
| | · · · · · · · · · · · · · · · · · · · |

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article I of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges. sewer charges, license fees, parking tickets, property taxes or sales taxes.
- If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not F.2 use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U. S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

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

| Starwood U.S. Opportunity Fund VIII-J, L.P., By: VIII-J Management, L.P., its general partner, |
|--|
| (Print or type name of Disclosing Party) By: Starwood Funds GP, L.L.C., its general partner |
| By: |
| (Sign here) |
| Jerome C. Silvey |
| (Print or type name of person signing) |
| Executive Vice President |
| Print or type title of person signing) |
| |
| |
| Signed and sworn to before me on (date) December 20, 2012, |
| at Farfield County, Connecticut (state) |
| Notary Public. |
| Commission expires: |
| KAREN B. MURRAY Page 12 of 13 NOTARY PUBLIC |

EA HALLE EL SVI HEAT LE LITE NOTAL ET TESTE HOME, ET

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

| [] Yes | [X] No | : | | |
|------------------------|---|---------------------|------------------------|-------------------|
| such person is connect | fy below (1) the name and t ed; (3) the name and title of elationship, and (4) the prec | the elected city of | official or department | head to whom such |
| | | ! | | |
| | | | | |
| | | | | |
| | | 1 1 | | |

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

| A. Legal name of the Disclosing Party submitting this EDS. Include d/b/a/ if applicable: |
|--|
| Starwood U.S. Opportunity Fund VIII-1, L.P. |
| Check ONE of the following three boxes: |
| Indicate whether the Disclosing Party submitting this EDS is: 1. [] the Applicant OR |
| 2. [x] a legal entity holding a direct or indirect interest in the Applicant. State the legal name of the Applicant in which the Disclosing Party holds an interest: Willets/Milwaukee Logan SB1, LLO OR |
| 3. [] a legal entity with a right of control (see Section II.B.1.) State the legal name of the entity in which the Disclosing Party holds a right of control: |
| B. Business address of the Disclosing Party: 591 W. Putnam Avenue |
| Greenwich, CT 06830 |
| C. Telephone: 203-422-7713 Fax: Email: rspinelli@starwood.com |
| D. Name of contact person: Richard Spinelli |
| E. Federal Employer Identification No. (if you have one): |
| F. Brief description of contract, transaction or other undertaking (referred to below as the "Matter") to which this EDS pertains. (Include project number and location of property, if applicable): |
| Map amendment to Zoning Ordinance for 2489-2505 North Milwaukee Avenue |
| G. Which City agency or department is requesting this EDS? Economic Development |
| If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following: |
| Specification # and Contract # |

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Ver. 01-01-12

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

| 1. Indicate the nature of the Disclosing Par | rty: |
|---|--|
| [] Person | [] Limited liability company |
| [] Publicly registered business corporation | []: Limited liability partnership |
| [] Privately held business corporation | [] Joint venture |
| [] Sole proprietorship | []! Not-for-profit corporation |
| [] General partnership | (Is the not-for-profit corporation also a 501(c)(3))? |
| [X] Limited partnership | [] Yes [] No |
| [] Trust | [] Other (please specify) |
| | |
| 2. For legal entities, the state (or foreign co | ountry) of incorporation or organization, if applicable: |
| Delaware | |
| | |
| | ate of Illinois: Has the organization registered to do |
| business in the State of Illinois as a foreign enti | ity? |
| [] Yes [] No | [X] N/A |
| | |
| B. IF THE DISCLOSING PARTY IS A LEGA | AL ENTITY: |
| 1. List below the full names and titles of al | ll executive officers and all directors of the entity. |
| | st below all members, if any, which are legal entities. If |
| _ | ." For trusts, estates or other similar entities, list below |
| the legal titleholder(s). | · |
| If the entity is a general partnership, limited | partnership, limited liability company, limited liability |
| partnership or joint venture, list below the name | e and title of each general partner, managing member, |
| manager or any other person or entity that conti | rols the day-to-day management of the Disclosing Party. |
| NOTE: Each legal entity listed below must sub | omit:an EDS on its own behalf. |
| Name | Title |
| VIII Management, L.P. | General Partner |
| | |
| | |
| | |

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

Percentage Interest in the

Business Address

Name

| | | Disclosing Party | |
|--------------------------------------|----------------------------------|---|---------------------------|
| here are no individuals v | vith an economic interest in the | Disclosing Party whose interest in the Applicant (direct of | or indirect) exceeds 7.5% |
| | | | |
| | | 1 | |
| | | | |
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| | | | |
| | | | |
| SECTION III I | BUSINESS RELATIO | SHIPS WITH CITY ELECTED OFFIC | IALS |
| | _ · | relationship," as defined in Chapter 2-156 2 months before the date this EDS is signed | - |
| [] Yes | [X] No | ! | · |
| If yes, please iden relationship(s): | tify below the name(s) o | such City elected official(s) and describe su | uch |
| | | | |
| | | 1 | |
| | · | | |

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

| Name (indicate whether retained or anticipated to be retained) | Business Address | Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.) | Fees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response. |
|---|---|---|---|
| | | | |
| (Add sheets if necessary) |) | | |
| [X] Check here if the Disc | closing Party h | as not retained, nor expects to retain | n, any such persons or entities |
| SECTION V CERTI | FICATIONS | : | |
| A. COURT-ORDERED | CHILD SUPP | ORT COMPLIANCE | |
| • | | -415, substantial owners of busines th their child support obligations thr | |
| | • | ly owns 10% or more of the Disclo | |
| []Yes []N | | o person directly or indirectly owns sclosing Party. | 10% or more of the |
| If "Yes," has the person is the person in complian | | court-approved agreement for paym greement? | ent of all support owed and |
| [] Yes [] N | lo | | |
| B. FURTHER CERTIFI | CATIONS | | |
| consult for defined terms submitting this EDS is the certifies as follows: (i) no | (e.g., "doing le e Applicant ar either the Appl | upter 1-23, Article I ("Article I")(who business") and legal requirements), and is doing business with the City, the licant nor any controlling person is earlier to been convicted of, or placed und | if the Disclosing Party nen the Disclosing Party currently indicted or charged |

criminal offense involving actual, attempted, or conspiracy to commit bribery, theft, fraud, forgery,

perjury, dishonesty or deceit against an officer or employee of the City or any sister agency; and (ii) the Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3, 4 and 5 concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

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

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

| 7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further Certifications), the Disclosing Party must explain below: | | |
|--|--|--|
| | | |
| | | |
| | | |

| If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements. |
|--|
| 8. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all current employees of the Disclosing Party who were, at any time during the 12-month period preceding the execution date of this EDS, an employee, or elected or appointed official, of the City of Chicago (if none, indicate with "N/A" or "none"). |
| NONE |
| 9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient. |
| NONE |
| C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION |
| 1. The Disclosing Party certifies that the Disclosing Party (check one) |
| [] is [x] is not |
| a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code. |
| 2. If the Disclosing Party IS a financial institution, then the Disclosing Party pledges: |
| "We are not and will not become a predatory lender as defined in Chapter 2-32 of the Municipal Code. We further pledge that none of our affiliates is, and none of them will become, a predatory lender as defined in Chapter 2-32 of the Municipal Code. We understand that becoming a predatory lender or becoming an affiliate of a predatory lender may result in the loss of the privilege of doing business with the City." |
| If the Disclosing Party is unable to make this pledge because it or any of its affiliates (as defined in Section 2-32-455(b) of the Municipal Code) is a predatory lender within the meaning of Chapter 2-32 of the Municipal Code, explain here (attach additional pages if necessary): |

| · · · · · · · · · · · · · · · · · · · | • | se appears on the lines above, it will be rtified to the above statements. |
|--|--|--|
| D. CERTIFICATION | REGARDING INTEREST | IN CITY BUSINESS |
| Any words or terms the meanings when used in | - | 56 of the Municipal Code have the same |
| | | Municipal Code: Does any official or employee on name or in the name of any other person or |
| NOTE: If you checked Item D.1., proceed to P | | ed to Items D.2. and D.3. If you checked "No" to |
| elected official or empl any other person or ent for taxes or assessment "City Property Sale"). | oyee shall have a financial i ity in the purchase of any pr s, or (iii) is sold by virtue of | itive bidding, or otherwise permitted, no City iterest in his or her own name or in the name of operty that (i) belongs to the City, or (ii) is sold legal process at the suit of the City (collectively, taken pursuant to the City's eminent domain power eaning of this Part D. |
| Does the Matter involv | ė a City Property Sale? | |
| []Yes | [] No | |
| | | the names and business addresses of the City ntify the nature of such interest: |
| Name | Business Address | Nature of Interest |

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

| connection with the Matter voidable by the City. |
|--|
| <u>x</u> 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records. |
| 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records: |
| |
| |
| |
| SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS |
| NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding. |
| A. CERTIFICATION REGARDING LOBBYING |
| 1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary): |
| |
| (If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.) |
| 2. The Disclosing Party has not spent and willing expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined be applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement. |

Page 9 of 13

3. The Disclosing Party will submit an updated certification at the end of each calendar quarter in which there occurs any event that materially affects the accuracy of the statements and information set forth in paragraphs A.1. and A.2. above. 4. The Disclosing Party certifies that either: (i) it is not an organization described in section 501(c)(4) of the Internal Revenue Code of 1986; or (ii) it is an organization described in section 501(c)(4) of the Internal Revenue Code of 1986 but has not engaged and will not engage in "Lobbying Activities". 5. If the Disclosing Party is the Applicant, the Disclosing Party must obtain certifications equal in form and substance to paragraphs A.1. through A.4. above from all subcontractors before it awards any subcontract and the Disclosing Party must maintain all such subcontractors' certifications for the duration of the Matter and must make such certifications promptly available to the City upon request. B. CERTIFICATION REGARDING EQUAL EMPLOYMENT OPPORTUNITY If the Matter is federally funded, federal regulations require the Applicant and all proposed subcontractors to submit the following information with their bids or in writing at the outset of negotiations. Is the Disclosing Party the Applicant? []Yes []No If "Yes," answer the three questions below: 1. Have you developed and do you have on file affirmative action programs pursuant to applicable federal regulations? (See 41 CFR Part 60-2.) []Yes []No 2. Have you filed with the Joint Reporting Committee, the Director of the Office of Federal Contract Compliance Programs, or the Equal Employment Opportunity Commission all reports due under the applicable filing requirements? []Yes []No Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause? [] Yes []No If you checked "No" to question 1, or 2, above, please provide an explanation:

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article 1 of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

HY COMMISSION EXPIRES FEB. 28, 2012

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

গুড়ীপুলিক দিকার হৈছিল নিজা নিজন করিছিল বিজেপি জন্মত্র নিজা প্রতিষ্ঠ

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

| [] Yes | [X] No | | |
|-------------------------|-----------------------------------|--|--|
| | | | |
| such person is connecte | ed; (3) the name and title of the | e of such person, (2) the name of the legal entity to who ne elected city official or department head to whom such a nature of such familial relationship. | |
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CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT

SECTION I -- GENERAL INFORMATION

| A. Legal name of the Disclosing Party submitting | g this EDS. Include d/b/a/ if applicable: |
|--|---|
| Starwood Global Opportunity Fund VIII, I | P. |
| Check ONE of the following three boxes: | |
| Indicate whether the Disclosing Party submitting 1. [] the Applicant OR | this EDS is: |
| • • • • | t interest in the Applicant. State the legal name of the ds an interest: Willets/Milwaukee Logan SB1, LLC |
| 3. [] a legal entity with a right of control (see which the Disclosing Party holds a right of co | Section II.B.1.) State the legal name of the entity in ntrol: |
| B. Business address of the Disclosing Party: | 591 W. Putnam Avenue |
| - | Greenwich, CT 06830 |
| C. Telephone: 203-422-7713 Fax: | Email: rspinelli@starwood.com |
| D. Name of contact person: Richard Spinelli | |
| E. Federal Employer Identification No. (if you ha | |
| F. Brief description of contract, transaction or oth which this EDS pertains. (Include project numbe | ner undertaking (referred to below as the "Matter") to r and location of property, if applicable): |
| Map amendment to Zoning Ordinance for 24 | 89-2505 North Milwaukee Avenue |
| G. Which City agency or department is requesting | Department of Housing and gthis EDS? <u>Economic Development</u> |
| If the Matter is a contract being handled by the complete the following: | City's Department of Procurement Services, please |
| Specification # | and Contract # |

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY 1. Indicate the nature of the Disclosing Party: [] Person [] Limited liability company [] Publicly registered business corporation [] Limited liability partnership [] Privately held business corporation [] Joint venture [] Sole proprietorship [] Not-for-profit corporation [] General partnership (Is the not-for-profit corporation also a 501(c)(3))? [X] Limited partnership []Yes []No [] Other (please specify) [] Trust 2. For legal entities, the state (or foreign country) of incorporation or organization, if applicable: Delaware 3. For legal entities not organized in the State of Illinois: Has the organization registered to do business in the State of Illinois as a foreign entity? []Yes [] No [X] N/AB. IF THE DISCLOSING PARTY IS A LEGAL ENTITY: 1. List below the full names and titles of all executive officers and all directors of the entity. NOTE: For not-for-profit corporations, also list below all members, if any, which are legal entities. If there are no such members, write "no members." For trusts, estates or other similar entities, list below the legal titleholder(s). If the entity is a general partnership, limited partnership, limited liability company, limited liability partnership or joint venture, list below the name and title of each general partner, managing member, manager or any other person or entity that controls the day-to-day management of the Disclosing Party. NOTE: Each legal entity listed below must submit an EDS on its own behalf. Title Name General Partner VIII Management, L.P.

2. Please provide the following information concerning each person or entity having a direct or indirect beneficial interest (including ownership) in excess of 7.5% of the Disclosing Party. Examples of such an interest include shares in a corporation, partnership interest in a partnership or joint venture,

interest of a member or manager in a limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, state "None." **NOTE**: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal Code"), the City may require any such additional information from any applicant which is reasonably intended to achieve full disclosure.

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Dusings Address

Mama

| | Dusiness Address | reicentage interest in the |
|---------------------------|--|--|
| | | Disclosing Party |
| here are no individuals w | vith an economic interest in the Disclosing Par | ty whose interest in the Applicant (direct or indirect) exceeds 7.5% |
| | | <u> </u> |
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| SECTION III I | BUSINESS RELATIONSHIPS W | TITH CITY ELECTED OFFICIALS |
| | ing Party had a "business relationsh ty elected official in the 12 months b | nip," as defined in Chapter 2-156 of the Municipal before the date this EDS is signed? |
| | ,, | |
| , | | |
| • | [X] No | |
| []Yes | [X] No | |
| []Yes | | alacted official(a) and describe such |
| []Yes | | elected official(s) and describe such |

SECTION IV -- DISCLOSURE OF SUBCONTRACTORS AND OTHER RETAINED PARTIES

The Disclosing Party must disclose the name and business address of each subcontractor, attorney, lobbyist, accountant, consultant and any other person or entity whom the Disclosing Party has retained or expects to retain in connection with the Matter, as well as the nature of the relationship, and the total amount of the fees paid or estimated to be paid. The Disclosing Party is not required to disclose employees who are paid solely through the Disclosing Party's regular payroll.

"Lobbyist" means any person or entity who undertakes to influence any legislative or administrative action on behalf of any person or entity other than: (1) a not-for-profit entity, on an unpaid basis, or (2) himself. "Lobbyist" also means any person or entity any part of whose duties as an employee of another includes undertaking to influence any legislative or administrative action.

If the Disclosing Party is uncertain whether a disclosure is required under this Section, the Disclosing Party must either ask the City whether disclosure is required or make the disclosure.

| Name (indicate whether retained or anticipated to be retained) | Business Address | Relationship to Disclosing Party (subcontractor, attorney, lobbyist, etc.) | rees (indicate whether paid or estimated.) NOTE: "hourly rate" or "t.b.d." is not an acceptable response. |
|---|--|--|--|
| | | | |
| (Add sheets if necessary) | | <u> </u> | |
| [4] Check here if the Disclos | sing Party h | as not retained, nor expects to reta | in, any such persons or entities |
| SECTION V CERTIFIC | CATIONS | | • |
| A. COURT-ORDERED CI | IILD SUPP | ORT COMPLIANCE | |
| • | | -415, substantial owners of busines th their child support obligations th | |
| • • | € | ly owns 10% or more of the Disclons by any Illinois court of compet | • |
| []Yes []No | | o person directly or indirectly own sclosing Party. | s 10% or more of the |
| If "Yes," has the person ent is the person in compliance | | court-approved agreement for payn | nent of all support owed and |
| [] Yes [] No | | | |
| B. FURTHER CERTIFICA | TIONS | | |
| consult for defined terms (e submitting this EDS is the A certifies as follows: (i) neith with, or has admitted guilt of criminal offense involving a | g., "doing bapplicant and the Applicant and the Applicant for has eventual, attentions." | opter 1-23, Article I ("Article I")(wousiness") and legal requirements), it is doing business with the City, icant nor any controlling person is er been convicted of, or placed undipted, or conspiracy to commit brib officer or employee of the City or | if the Disclosing Party then the Disclosing Party currently indicted or charged ler supervision for, any ery, theft, fraud, forgery, |

Applicant understands and acknowledges that compliance with Article I is a continuing requirement for doing business with the City. NOTE: If Article I applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in certifications 2 and 3 below.

- 2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B.1. of this EDS:
 - a. are not presently debarred, suspended, proposed for debarment, declared ineligible or voluntarily excluded from any transactions by any federal, state or local unit of government;
 - b. have not, within a five-year period preceding the date of this EDS, been convicted of a criminal offense, adjudged guilty, or had a civil judgment rendered against them in connection with: obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction; a violation of federal or state antitrust statutes; fraud; embezzlement; theft; forgery; bribery; falsification or destruction of records; making false statements; or receiving stolen property;
 - c. are not presently indicted for, or criminally or civilly charged by, a governmental entity (federal, state or local) with committing any of the offenses set forth in clause B.2.b. of this Section V;
 - d. have not, within a five-year period preceding the date of this EDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
 - e. have not, within a five-year period preceding the date of this EDS, been convicted, adjudged guilty, or found liable in a civil proceeding, or in any criminal or civil action, including actions concerning environmental violations, instituted by the City or by the federal government, any state, or any other unit of local government.
 - 3. The certifications in subparts 3, 4 and 5 concern:
 - the Disclosing Party;
 - any "Contractor" (meaning any contractor or subcontractor used by the Disclosing Party in connection with the Matter, including but not limited to all persons or legal entities disclosed under Section IV, "Disclosure of Subcontractors and Other Retained Parties");
 - any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: controls the Disclosing Party, is controlled by the Disclosing Party, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identity of interests among family members, shared facilities and equipment; common use of employees; or organization of a business entity following the ineligibility of a business entity to do business with federal or state or local government, including the City, using substantially the same management, ownership, or principals as the ineligible entity); with respect to Contractors, the term Affiliated Entity means a person or entity that directly or indirectly controls the Contractor, is controlled by it, or, with the Contractor, is under common control of another person or entity;
 - any responsible official of the Disclosing Party, any Contractor or any Affiliated Entity or any other official, agent or employee of the Disclosing Party, any Contractor or any Affiliated Entity, acting pursuant to the direction or authorization of a responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectively "Agents").

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

- a. bribed or attempted to bribe, or been convicted or adjudged guilty of bribery or attempting to bribe, a public officer or employee of the City, the State of Illinois, or any agency of the federal government or of any state or local government in the United States of America, in that officer's or employee's official capacity;
- b. agreed or colluded with other bidders or prospective bidders, or been a party to any such agreement, or been convicted or adjudged guilty of agreement or collusion among bidders or prospective bidders, in restraint of freedom of competition by agreement to bid a fixed price or otherwise; or
- c. made an admission of such conduct described in a. or b. above that is a matter of record, but have not been prosecuted for such conduct; or
- d. violated the provisions of Municipal Code Section 2-92-610 (Living Wage Ordinance).
- 4. Neither the Disclosing Party, Affiliated Entity or Contractor, or any of their employees, officials, agents or partners, is barred from contracting with any unit of state or local government as a result of engaging in or being convicted of (1) bid-rigging in violation of 720 ILCS 5/33E-3; (2) bid-rotating in violation of 720 ILCS 5/33E-4; or (3) any similar offense of any state or of the United States of America that contains the same elements as the offense of bid-rigging or bid-rotating.
- 5. Neither the Disclosing Party nor any Affiliated Entity is listed on any of the following lists maintained by the Office of Foreign Assets Control of the U.S. Department of the Treasury or the Bureau of Industry and Security of the U.S. Department of Commerce or their successors: the Specially Designated Nationals List, the Denied Persons List, the Unverified List, the Entity List and the Debarred List.
- 6. The Disclosing Party understands and shall comply with the applicable requirements of Chapters 2-55 (Legislative Inspector General), 2-56 (Inspector General) and 2-156 (Governmental Ethics) of the Municipal Code.

| 7. If the Disclosing Party is unable to certify to any of the above statements in this Part B (Further | | | | |
|--|--|---|--|--|
| Certifications), the Disclosing Party must explain below: | | | | |
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If the letters "NA," the word "None," or no response appears on the lines above, it will be conclusively presumed that the Disclosing Party certified to the above statements.

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

NONE

9. To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts that the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this EDS, to an employee, or elected or appointed official, of the City of Chicago. For purposes of this statement, a "gift" does not include: (i) anything made generally available to City employees or to the general public, or (ii) food or drink provided in the course of official City business and having a retail value of less than \$20 per recipient (if none, indicate with "N/A" or "none"). As to any gift listed below, please also list the name of the City recipient.

NONE

C. CERTIFICATION OF STATUS AS FINANCIAL INSTITUTION

1. The Disclosing Party certifies that the Disclosing Party (check one)

[] is [x] is not

a "financial institution" as defined in Section 2-32-455(b) of the Municipal Code.

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

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

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

| | · . | |
|---|--|--|
| | | appears on the lines above, it will be ified to the above statements. |
| D. CERTIFICATION REC | GARDING INTEREST II | CITY BUSINESS |
| Any words or terms that ar meanings when used in thi | • | 6 of the Municipal Code have the same |
| | | Municipal Code: Does any official or employee name or in the name of any other person or |
| NOTE: If you checked "Y Item D.I., proceed to Part | , | to Items D.2. and D.3. If you checked "No" to |
| elected official or employe any other person or entity i for taxes or assessments, or | e shall have a financial in n the purchase of any pro r (iii) is sold by virtue of l npensation for property ta | ive bidding, or otherwise permitted, no City terest in his or her own name or in the name of perty that (i) belongs to the City, or (ii) is sold egal process at the suit of the City (collectively, ken pursuant to the City's eminent domain power aning of this Part D. |
| Does the Matter involve a | City Property Sale? | |
| [] Yes | []No | |
| • | • | e names and business addresses of the City ify the nature of such interest: |
| Name | Business Address | Nature of Interest |

Name Business Address Nature of Interest

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

E. CERTIFICATION REGARDING SLAVERY ERA BUSINESS

Please check either 1. or 2. below. If the Disclosing Party checks 2., the Disclosing Party must disclose below or in an attachment to this EDS all information required by paragraph 2. Failure to

| connection with the Matter voidable by the City. |
|---|
| \underline{x} 1. The Disclosing Party verifies that the Disclosing Party has searched any and all records of the Disclosing Party and any and all predecessor entities regarding records of investments or profits from slavery or slaveholder insurance policies during the slavery era (including insurance policies issued to slaveholders that provided coverage for damage to or injury or death of their slaves), and the Disclosing Party has found no such records. |
| 2. The Disclosing Party verifies that, as a result of conducting the search in step 1 above, the Disclosing Party has found records of investments or profits from slavery or slaveholder insurance policies. The Disclosing Party verifies that the following constitutes full disclosure of all such records, including the names of any and all slaves or slaveholders described in those records: |
| |
| SECTION VI CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS |
| NOTE: If the Matter is federally funded, complete this Section VI. If the Matter is not federally funded, proceed to Section VII. For purposes of this Section VI, tax credits allocated by the City and proceeds of debt obligations of the City are not federal funding. |
| 1. List below the names of all persons or entities registered under the federal Lobbying Disclosure Act of 1995 who have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter: (Add sheets if necessary): |
| |
| (If no explanation appears or begins on the lines above, or if the letters "NA" or if the word "None" appear, it will be conclusively presumed that the Disclosing Party means that NO persons or entities registered under the Lobbying Disclosure Act of 1995 have made lobbying contacts on behalf of the Disclosing Party with respect to the Matter.) |
| 2. The Disclosing Party has not spent and will not expend any federally appropriated funds to pay any person or entity listed in Paragraph A.1. above for his or her lobbying activities or to pay any person or entity to influence or attempt to influence an officer or employee of any agency, as defined by applicable federal law, a member of Congress, an officer or employee of Congress, or an employee of a member of Congress, in connection with the award of any federally funded contract, making any federally funded grant or loan, entering into any cooperative agreement, or to extend, continue, renew, amend, or modify any federally funded contract, grant, loan, or cooperative agreement. |

Page 9 of 13

comply with these disclosure requirements may make any contract entered into with the City in

| lf you checked "No" | to question 1. or 2. above | , please provide an explanation: |
|---|-------------------------------|--|
| []Yes | [] No | |
| • | | |
| equal opportunity cla | · · · | onapole of subcontinuous subject to the |
| 3. Have you par | ticinated in any previous c | ontracts or subcontracts subject to the |
| [] Yes | [] No | |
| • | filing requirements? | • |
| | | Employment Opportunity Commission all reports due |
| • | | Committee, the Director of the Office of Federal |
| 2 Have van 63- | d with the laint Danastine | Committee the Director of the Office of Pada of |
| [] Yes | [] No | ! |
| _ | (See 41 CFR Part 60-2.) | i |
| - | · · | n file affirmative action programs pursuant to applicable |
| ar root minute or the | and describing asia | ! |
| If "Yes," answer the | three questions below: | · i |
| []Yes | [] No | i e |
| _ | | ļ |
| Is the Disclosing Par | rty the Applicant? | |
| subcontractors to su- negotiations. | bmit the following informa | ation with their bids or in writing at the outset of |
| If the Matter is feder | rally funded, federal regula | ations require the Applicant and all proposed |
| B. CERTIFICATIO | N KEGARDING EQUAL | EMPLOYMENT OPPORTUNITY |
| D. OPRTIDIO I TO | NI DECARDING POLICE | PANT AVAIRNE OPPOPERTURE |
| and the trade | | |
| | | intain all such subcontractors' certifications for the refuse tifications promptly available to the City upon request. |
| | | A.4. above from all subcontractors before it awards any |
| 5. If the Disclos | ing Party is the Applicant, | , the Disclosing Party must obtain certifications equal in |
| Activities". | | |
| , , , , | rnal Revenue Code of 198 | 36 but has not engaged and will not engage in "Lobbying |
| 501(c)(4) of the Inte | rnal Revenue Code of 198 | 36; or (ii) it is an organization described in section |
| 4. The Disclosing | ng Party certifies that eithe | er: (i) it is not an organization described in section |
| forth in paragraphs | A.I. and A.2. above. | |
| | - | ffects the accuracy of the statements and information set |
| 3. The Disclosi | ng Party will submit an up | dated certification at the end of each calendar quarter in |
| | | |

SECTION VII -- ACKNOWLEDGMENTS, CONTRACT INCORPORATION, COMPLIANCE, PENALTIES, DISCLOSURE

The Disclosing Party understands and agrees that:

- A. The certifications, disclosures, and acknowledgments contained in this EDS will become part of any contract or other agreement between the Applicant and the City in connection with the Matter, whether procurement, City assistance, or other City action, and are material inducements to the City's execution of any contract or taking other action with respect to the Matter. The Disclosing Party understands that it must comply with all statutes, ordinances, and regulations on which this EDS is based.
- B. The City's Governmental Ethics and Campaign Financing Ordinances, Chapters 2-156 and 2-164 of the Municipal Code, impose certain duties and obligations on persons or entities seeking City contracts, work, business, or transactions. The full text of these ordinances and a training program is available on line at www.cityofchicago.org/Ethics, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 60610, (312) 744-9660. The Disclosing Party must comply fully with the applicable ordinances.

- C. If the City determines that any information provided in this EDS is false, incomplete or inaccurate, any contract or other agreement in connection with which it is submitted may be rescinded or be void or voidable, and the City may pursue any remedies under the contract or agreement (if not rescinded or void), at law, or in equity, including terminating the Disclosing Party's participation in the Matter and/or declining to allow the Disclosing Party to participate in other transactions with the City. Remedies at law for a false statement of material fact may include incarceration and an award to the City of treble damages.
- D. It is the City's policy to make this document available to the public on its Internet site and/or upon request. Some or all of the information provided on this EDS and any attachments to this EDS may be made available to the public on the Internet, in response to a Freedom of Information Act request, or otherwise. By completing and signing this EDS, the Disclosing Party waives and releases any possible rights or claims which it may have against the City in connection with the public release of information contained in this EDS and also authorizes the City to verify the accuracy of any information submitted in this EDS.
- E. The information provided in this EDS must be kept current. In the event of changes, the Disclosing Party must supplement this EDS up to the time the City takes action on the Matter. If the Matter is a contract being handled by the City's Department of Procurement Services, the Disclosing Party must update this EDS as the contract requires. NOTE: With respect to Matters subject to Article 1 of Chapter 1-23 of the Municipal Code (imposing PERMANENT INELIGIBILITY for certain specified offenses), the information provided herein regarding eligibility must be kept current for a longer period, as required by Chapter 1-23 and Section 2-154-020 of the Municipal Code.

The Disclosing Party represents and warrants that:

- F.1. The Disclosing Party is not delinquent in the payment of any tax administered by the Illinois Department of Revenue, nor are the Disclosing Party or its Affiliated Entities delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, all water charges, sewer charges, license fees, parking tickets, property taxes or sales taxes.
- F.2 If the Disclosing Party is the Applicant, the Disclosing Party and its Affiliated Entities will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Excluded Parties List System ("EPLS") maintained by the U.S. General Services Administration.
- F.3 If the Disclosing Party is the Applicant, the Disclosing Party will obtain from any contractors/subcontractors hired or to be hired in connection with the Matter certifications equal in form and substance to those in F.1. and F.2. above and will not, without the prior written consent of the City, use any such contractor/subcontractor that does not provide such certifications or that the Disclosing Party has reason to believe has not provided or cannot provide truthful certifications.

NOTE: If the Disclosing Party cannot certify as to any of the items in F.1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

CERTIFICATION

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

| Starwood Global Opportunity Fund VIII, | L.P., By: VIII Management, L.P., its general partner, |
|--|---|
| (Print or type name of Disclosing Party) | By: Starwood Funds GP, L.L.C., its general partner, |
| By: (Sign here) Jerome C. Silvey | |
| (Print or type name of person signing) | : |
| Executive Vice President (Print or type title of person signing) | |
| Signed and sworn to before me on (date) at | |
| Karen II | Notary Public. |
| Commission expires: | |
| KAREN B. MURRAY NOTARY PUBLIC NOTA | Page 12 of 13 |

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MISS HS GOT GUSTAN ELSON BARRES

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND AFFIDAVIT APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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

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

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

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

| [] Yes | [X] No | |
|------------------------|------------------------------------|--|
| such person is connect | ted; (3) the name and title of the | of such person, (2) the name of the legal entity to which elected city official or department head to whom such ature of such familial relationship. |
| | | · |
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| | | <u>i</u> |
| | | |

FORM ADV

OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

| Primary Business Name: STARWOOD CAPITAL GROUP | IARD/CRD Number: | | |
|---|------------------|--|--|
| MANAGEMENT, L.L.C. | 110148 | | |
| | Rev. 11/2011 | | |

WARNING: Complete this form truthfully. False statements or omissions may result in denial of your application, revocation of your registration, or criminal prosecution. You must keep this form updated by filing periodic amendments. See Form ADV General Instruction 4. Item 1 Identifying Information Responses to this Item tell us who you are, where you are doing business, and how we can contact A. Your full legal name (if you are a sole proprietor, your last, first, and middle names): STARWOOD CAPITAL GROUP MANAGEMENT, L.L.C. B. Name under which you primarily conduct your advisory business, if different from Item 1.A.: STARWOOD CAPITAL GROUP MANAGEMENT, L.L.C. List on Section 1.B. of Schedule D any additional names under which you conduct your advisory business. C. If this filing is reporting a change in your legal name (Item 1.A.) or primary business name (Item 1.B.), enter the new name and specify whether the name change is of \square your legal name or \square your primary business name: D. (1) If you are registered with the SEC as an investment adviser, your SEC file number: 801-56403 (2) If you report to the SEC as an exempt reporting adviser, your SEC file number: E. If you have a number ("CRD Number") assigned by the FINRA's CRD system or by the IARD system, your CRD number: 110148 If your firm does not have a CRD number, skip this Item 1.E. Do not provide the CRD number of one of your officers, employees, or affiliates. F. Principal Office and Place of Business (1)Address (do not use a P.O. Box): Number and Street 1: Number and Street 2:

591 WEST PUTNAM AVENUE

Country:

ZIP+4/Postal Code:

City: **GREENWICH** State:

06830

Connecticut

UNITED STATES

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

List on Section 1.F. of Schedule D any office, other than your principal office and place of business, at which you conduct investment advisory business. If you are applying for registration, or are registered, with one or more state securities authorities, you must list all

of your offices in the state or states to which you are applying for registration or with whom you are registered. If you are applying for SEC registration, if you are registered only with the SEC, or if you are reporting to the SEC as an exempt reporting adviser, list the largest five offices in terms of numbers of *employees*. (2) Days of week that you normally conduct business at your principal office and place of business: Monday - Friday Other: Normal business hours at this location: 9:00 A.M. - 6:00 P.M. (3) Telephone number at this location: 203-422-7700 (4) Facsimile number at this location: 203-422-7784 G. Mailing address, if different from your principal office and place of business address: 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 H. If you are a sole proprietor, state your full residence address, if different from your principal 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: Yes No I. Do you have one or more websites? 0 If "yes," list all website addresses on Section 1.I. of Schedule D. If a website address serves as a portal through which to access other information you have published on the web, you may list the portal without listing addresses for all of the other information. Some advisers may need to list more than one portal address. Do not provide individual electronic mail (e-mail) addresses in response to this Item. Provide the name and contact information of your Chief Compliance Officer: If you are an exempt reporting adviser, you must provide the contact information for your Chief Compliance Officer, if you have one. If not, you must complete Item 1.K. below. Name: Other titles, if any: Telephone number: Facsimile number: Number and Street 1: Number and Street 2: City: State: Country: ZIP+4/Postal Code: Electronic mail (e-mail) address, if Chief Compliance Officer has one:

K. Additional Regulatory Contact Person: If a person other than the Chief Compliance Officer is authorized to receive information and respond to guestions about this Form ADV, you may

Titles:

provide that information here.

Name:

| | Telephone number | er: | Facsimile numb | er: | |
|----|--|-----------------------------------|--------------------------|--|--------|
| | Number and Stre | et 1: | Number and Str | reet 2: | |
| | City: | State: | Country: | ZIP+4/Postal Code: | |
| | Electronic mail (e | -mail) address, if conta | ct person has on | e: | |
| | | | | | Yes No |
| L. | Section 204 of the | | | are required to keep under ewhere other than your | င 🙎 |
| | If "ves " complete | Section 1.L. of Schedu | le D | | |
| | ii yes, complete | . Decision 1.1. or Derical | iic 5. | | Yes No |
| м. | Are you registered | d with a <i>foreign financia</i> | al regulatory auth | ority? | c o |
| | have an affiliate t | | | cial regulatory authority, ever regulatory authority. If "yes," | |
| | | | : | | Yes No |
| N. | Are you a public re Exchange Act of 1 | eporting company unde 934? | er Sections 12 or | 15(d) of the Securities | ဝ 🍳 |
| | If "yes," provide y public reporting co | | al Index Key nun | nber that the SEC assigns to | each |
| | | | | | Yes No |
| 0. | Did you have \$1 byear? | oillion or more in assets | on the last day o | of your most recent fiscal | ၀ º |
| Ρ. | Provide your <i>Lega</i> | <i>l Entity Identifier</i> if you | have one: | | |
| | financial marketpl | | 2011, the <i>legal e</i> | s use to identify each other ir ntity identifier standard was : | |
| | | | | | |

Item 2 SEC Registration/Reporting

Responses to this Item help us (and you) determine whether you are eligible to register with the SEC. Complete this Item 2.A. only if you are applying for SEC registration or submitting an annual updating amendment to your SEC registration.

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

You (the adviser):

- (1) are a **large advisory firm** that either:
 - (a) has regulatory assets under management of \$100 million (in U.S. dollars) or more, or

| | | 4 |
|----------|---------|--|
| | | (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 amendment</i> 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) | have your <i>principal office and place of business</i> in Wyoming (which does not regulate advisers); |
| | (4) | have your principal office and place of business outside the United States; |
| | (5) | are an investment adviser (or sub-adviser) 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); |
| G | (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 a newly formed 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. |
| itate Se | ecuriti | es Authority Notice Filings and State Reporting by Exempt Reporting |
| dviser | S | |
| una | er stat | e laws, SEC-registered advisers may be required to provide to state securities |

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authorities a copy of the Form ADV and any amendments they file with the SEC. These are called notice filings. In addition, exempt reporting advisers may be required to provide state securities authorities with a copy of reports and any amendments they file with the SEC. If this is an initial application or report, check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to direct your notice filings or reports to additional state(s), check the box(es) next to the state(s) that you would like to receive notice of this and all subsequent filings or reports you submit to the SEC. If this is an amendment to your registration to stop your notice filings or reports from going to state(s) that currently receive them, uncheck the box(es) next to those state(s).

| □ AL | □ ID | □мо | □ PA |
|-------------|------|---------------|---------------|
| □ AK | □ IL | ∥ ⊏ MT | □ PR |
| □ AZ | □ IN | ∥□ NE | ∥□ RI |
| □ AR | □ IA | □NV | □sc |
| □ CA | □ KS | □NH | □SD |
| □со | □ KY | . IC NJ | □TN |
| ☑ CT | □ LA | . □ NM | ∥□tx |
| □ DE | □ ME | □ NY | ∦ ⊏ ∪⊤ |
| □ DC | □ MD | □ NC | ∥ □ ∨⊤ |
| □ FL | □ MA | ∥□ ND | □∨ı |
| □ GA | □ MI | □он | ∥□ va |
| □ GU | □ MN | Гок | ∥ □ wa |
| □ні | □ MS | □ OR | ∥□ w∨ |
| | | . | ∥⊑wī |

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

| . How are you organized? | | |
|---|---|----|
| O Corporation | | |
| O Sole Proprietorship | | |
| $_{f C}$ Limited Liability Partnership (LLP) | | |
| C Partnership | | |
| Limited Liability Company (LLC) | : | t. |
| O 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

Connecticut UNITED STATES

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

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

Item 4 Successions

Yes No

A. Are you, at the time of this filing, succeeding to the business of a registered investment adviser?



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.

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

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

Employees

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

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

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- B. (1) Approximately how many of the *employees* reported in 5.A. perform investment advisory functions (including research)? 121
 - (2) Approximately how many of the *employees* reported in 5.A. are registered representatives of a broker-dealer?

5

- (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 employee's 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?

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 did you provide investment advisory services during your most recently completed fiscal year?

 \circ C 1-10 C 11-25 © 26-100 C More than 100 If more than 100, how many?

(round to the nearest 100)

- (2) Approximately what percentage of your clients are non-United States persons? 27%
- 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, check "None" in response to Item 5.D.(1)(d) and do not check any of the boxes in response to Item 5.D.(2)(d).
 - (1) What types of *clients* do you have? Indicate the approximate percentage that each type of client comprises of your total number of clients. If a client fits into more than one category, check all that apply.

| | | | <u>Up to</u> | <u>11-</u> | <u> 26-</u> | <u>51-</u> | <u> 76-</u> | |
|-----|---|-------------|--------------|------------|-------------|------------|-------------|-------------|
| | | <u>None</u> | <u> 10%</u> | <u>25%</u> | <u>50%</u> | <u>75%</u> | <u>99%</u> | <u>100%</u> |
| (a) | Individuals (other than high net worth individuals) | O | O | C | 0 | 0 | C | O |
| (b) | High net worth individuals | 0 | 0 | 0 | 0 | O | O | O |

| (c) | Banking or thrift institutions | Q | 0 | 0 | O | C | C | O |
|------------|--|---|--------------|---|---|--------------|---|--------------|
| (d) | Investment companies | O | 0 | 0 | O | 0 | O | O |
| (e) | Business development companies | O | 0 | 0 | O | O | 0 | O |
| (f) | Pooled investment vehicles (other than investment companies) | c | 0 | O | C | C | C | 0 |
| (g) | Pension and profit sharing plans (but not the plan participants) | 0 | O | c | O | 0 | c | 0 |
| (h) | Charitable organizations | Q | \mathbf{c} | O | 0 | \mathbf{c} | O | \mathbf{c} |
| (i) | Corporations or other businesses not listed above | 0 | O | O | C | c | C | O |
| (j) | State or municipal government entities | 0 | O | O | O | O | O | ဂ |
| (k) | Other investment advisers | O | 0 | 0 | 0 | 0 | C | 0 |
| (l) | Insurance companies | 0 | 0 | 0 | 0 | 0 | O | 0 |
| (m) | Other: | 0 | Ο. | 0 | O | 0 | O | ·O |

(2) Indicate the approximate amount of your regulatory assets under management (reported in Item 5.F. below) attributable to each of the following type of client. If a client fits into more than one category, check all that apply.

| | | | | | | 1 |
|-------|--|-------------|------------------|------------------|---------------------|----------------|
| | | <u>None</u> | <u>Up to 25%</u> | <u>Up to 50%</u> | <u>Up to</u> 75% | <u>>75%</u> |
| (a) | Individuals (other than high net worth individuals) | Ō | C | c | 0 | ဝ |
| (b) | High net worth individuals | ₹ Ö | C | 0 | O | 0 |
| (c) | Banking or thrift institutions | Ö | C | 0 | O | 0 |
| (d) | Investment companies | Ø | \mathbf{c} | \mathbf{c} | \mathbf{c} | \mathbf{c} |
| (e) | Business development companies | Ö | O | O | 0 | 0 |
| (f) | Pooled investment vehicles (other than investment companies) | O | C | O | 0 | ø |
| (g) | Pension and profit sharing plans (but not the plan participants) | O | C | O | 0 | O |
| (h) | Charitable organizations | 0 | O, | 0 | C | O |
| (i) | Corporations or other businesses not listed above | Ö | C | 0 | o | c |
| (j) | State or municipal government entities | Ö, | C | Ω. | O | O |
| . (k) | Other investment advisers | O | O, | C | Ō | 0 |
| (1) | Insurance companies | Ö | C | 0 | 0 | 0 |
| (m) | Other: | Ö | \mathbf{c} | C | O | 0 |

Compensation Arrangements

E. You are compensated for your investment advisory services by (check all that apply):

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| ☐ (2) ☐ (3) ☐ (4) ☐ (5) | A percentage of assets under your management Hourly charges Subscription fees (for a newsletter or periodical) Fixed fees (other than subscription fees) Commissions Performance-based fees |
|----------------------------------|---|
| ` ′ | |
| | Other (specify): ON THE BASIS OF ACTUAL OR ALLOCABLE COSTS |
| | |

| Re | egulatory Assets Under Ma | anagement | | |
|----|---|---|---------------------------|-----------|
| | | <u> </u> | | Yes No |
| F. | (1) Do you provide continu securities portfolios? | ous and regular supervisory or | management services to | o c |
| | (2) If yes, what is the amo accounts? | unt of your regulatory assets ur | nder management and total | number of |
| | | U.S. Dollar Amount | Total Number of Acc | counts |
| | Discretionary: | (a) \$ 12,753,434,000 | (d) 50 | |
| | Non-Discretionary: | (b) \$ 0 | (e) 0 | |
| | Total: | (c) \$ 12,753,434,000 | (f) 50 | |
| | | e. explains how to calculate your st follow these instructions caref | | tem. |

Item 5 Information About Your Advisory Business - Advisory Activities **Advisory Activities** G. What type(s) of advisory services do you provide? Check all that apply. (1) Financial planning services ☐ (2) Portfolio management for individuals and/or small businesses (3) Portfolio management for investment companies (as well as "business development companies" that have made an election pursuant to section 54 of the Investment Company Act of 1940) (4) Portfolio management for pooled investment vehicles (other than investment companies) [(5) Portfolio management for businesses (other than small businesses) or institutional clients (other than registered investment companies and other pooled investment vehicles) ☐ (6) Pension consulting services \square (7) Selection of other advisers (including *private fund* managers) (8) Publication of periodicals or newsletters \square (9) Security ratings or pricing services (10) Market timing services (11) Educational seminars/workshops (12) Other(specify): MANAGEMENT OF REAL ESTATE - RELATED ASSETS. Do not check Item 5.G.(3) unless you provide advisory services pursuant to an investment advisory contract to an investment company registered under the Investment Company Act of 1940, including as a subadviser. If you check Item 5.G.(3), report the 811 or 814 number of the investment company or investment companies to which you provide advice in Section 5.G.(3) of Schedule D.

| н. | If you provide financial planning services, to how many <i>clients</i> did you provide these services during your last fiscal year? |
|-----|---|
| | o 0 |
| | O 1 - 10 |
| | O 11 - 25 |
| | C 26 - 50 |
| | C 51 - 100 |
| | C 101 - 250 |
| | C 251 - 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 relationship with those investors. |
| I. | If you participate in a wrap fee program, do you (check all that apply): |
| | ☐ (1) sponsor the wrap fee program? |
| | \square (2) act as a portfolio manager for the <i>wrap fee program</i> ? |
| | The same a section recognition as well for a recognition that the names of the programs and their |
| | If you are a portfolio manager for a <i>wrap fee program</i> , list the names of the programs and their <i>sponsors</i> in Section 5.I.(2) of Schedule D. |
| | If your involvement in a wrap fee program is limited to recommending wrap fee programs to your clients, or you advise a mutual fund that is offered through a wrap fee program, do not check either Item 5.I.(1) or 5.I.(2). Yes No. |
| 3. | In response to Item 4.B. of Part 2A of Form ADV, do you indicate that you provide |
| | investment advice only with respect to limited types of investments? |
| | |
| Ite | m 6 Other Business Activities |
| In | this Item, we request information about your firm's other business activities. |
| A. | You are actively engaged in business as a (check all that apply): |
| | (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 |
| | $\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ $ |
| | (9) registered municipal advisor |
| | [(10) registered security-based swap dealer |
| | ☐ (11) major security-based swap participant ☐ (12) accountant or accounting firm |
| 1 | \\ ================================ |

 \Box (13) pension consultant

vehicles

(14) real estate broker or dealer

investment vehicles

| | ☐ (13) lawyer or law firm ☐ (14) other financial product salesperson (specify): SERVICES IN CONNECTION WESTATE INVESTMENT | | | | | | | | | |
|--|---|---|------|--|--|--|--|--|--|--|
| If you engage in other business using a name that is different from the names report 1.A. or 1.B, complete Section 6.A. of Schedule D. | | | | | | | | | | |
| в. | (1) | | s No | | | | | | | |
| | (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 engain this business under a different name, provide that name. | age | | | | | | | |
| | | Ye | s No | | | | | | | |
| | (3) | Do you sell products or provide services other than investment advice to your advisory <i>clients</i> ? | 9 | | | | | | | |
| | | If "yes," describe this other business on Section 6.B.(3) of Schedule D, and if you engain this business under a different name, provide that name. | age | | | | | | | |
| | | | | | | | | | | |
| Ite | m 7 I | Financial Industry Affiliations and <i>Private Fund</i> Reporting | | | | | | | | |
| | | Item, we request information about your financial industry affiliations and activities. This ition identifies areas in which conflicts of interest may occur between you and your client | | | | | | | | |
| A. | inclu that | s part of Item 7 requires you to provide information about you and your related persons, uding foreign affiliates. Your related persons are all of your advisory affiliates and any person to the common control with you. have a related person that is a (check all that apply): | | | | | | | | |
| | ☑ (| | or o | | | | | | | |
| | <u> </u> | (registered or unregistered) | -1 | | | | | | | |
| | | (2) other investment adviser (including financial planners) | | | | | | | | |
| | | (3) registered municipal advisor | | | | | | | | |
| | _ ` | (4) registered security-based swap dealer (5) major security-based swap participant | | | | | | | | |
| | ` | (6) commodity pool operator or commodity trading advisor (whether registered or exer from registration) | mpt | | | | | | | |
| | | (7) futures commission merchant | | | | | | | | |
| | | (8) banking or thrift institution | | | | | | | | |
| | | (9) trust company | | | | | | | | |
| | | (10) accountant or accounting firm | | | | | | | | |
| | \square (11) lawyer or law firm \square (12) insurance company or agency | | | | | | | | | |

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

[(16) sponsor, general partner, managing member (or equivalent) of pooled investment

(15) sponsor or syndicator of limited partnerships (or equivalent), excluding pooled

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

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

Yes No

B. Are you an adviser to any private fund?



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

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

Item 8 Participation or Interest in Client Transactions

In this Item, we request information about your participation and interest in your *clients*' transactions. This information identifies additional areas in which conflicts of interest may occur between you and your *clients*.

Like Item 7, Item 8 requires you to provide information about you and your *related persons*, including foreign affiliates.

Proprietary Interest in *Client* Transactions

A. Do you or any related person:

- Yes No
- (1) buy securities for yourself from advisory *clients*, or sell securities you own to advisory *clients* (principal transactions)?
- **့** ဂ
- (2) buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory *clients*?
- ္ င
- (3) recommend securities (or other investment products) to advisory *clients* in which you or any *related person* has some other proprietary (ownership) interest (other than those mentioned in Items 8.A.(1) or (2))?
- စ် ဂ

Sales Interest in Client Transactions

B. 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)?
- ၀ 🤒
- (2) recommend purchase of securities to advisory clients for which you or any related
-) **°**

o c

(b) securities?

| | | person serves as underwriter, general or managing partner, or purchaser representative? | | |
|--------|--------------|---|-----------|----------|
| | (3) | recommend purchase or sale of securities to advisory <i>clients</i> for which you or any related person has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)? | C | Q |
| Inv | | ment or Brokerage Discretion | | |
| C. | | you or any related person have discretioner, and here the | Yes o | |
| ı I | | | Ö | |
| | | | O | - |
| | (4) | commission rates to be paid to a broker or dealer for a <i>client's</i> securities transactions? | Ø | C |
| D. | If y | ou answer "yes" to C.(3) above, are any of the brokers or dealers related persons? | O | 0 |
| E. | Do ' | you or any related person recommend brokers or dealers to clients? | 0 | Ö |
| F. | If y | ou answer "yes" to E above, are any of the brokers or dealers related persons? | c | O |
| 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 party ("soft dollar benefits") in connection with <i>client</i> securities transactions? | 0 | Ö |
| | (2) | If "yes" to G.(1) above, are all the "soft dollar benefits" you or any <i>related persons</i> receive eligible "research or brokerage services" under section 28(e) of the Securities Exchange Act of 1934? | C | O |
| н. | | you or any <i>related person</i> , directly or indirectly, compensate any <i>person</i> for <i>client</i> errals? | 0 | Ø |
| I. | | you or any <i>related person</i> , directly or indirectly, receive compensation from any son for client referrals? | 0 | Ø |
| | rela pers | responding to Items 8.H and 8.I., consider all cash and non-cash compensation that yested person gave to (in answering Item 8.H) or received from (in answering Item 8.I) son in exchange for client referrals, including any bonus that is based, at least in part, inber or amount of client referrals. | any | , |
| Ttel | m 9 | Custody | | |
| | | Item, we ask you whether you or a <i>related person</i> has <i>custody</i> of <i>client</i> (other than <i>cl</i> | lient | <u> </u> |
| tha | at are | e investment companies registered under the Investment Company Act of 1940) asset your custodial practices. | | |
| A. | (1) | • | Yes | |
| | | (a) cash or bank accounts? | O | \circ |

If you are registering or registered with the SEC, answer "No" to Item 9.A.(1)(a) and (b) if you

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have *custody* solely because (i) you deduct your advisory fees directly from your *clients*' accounts, or (ii) a related person has custody of client assets in connection with advisory services you provide to *clients*, but you have overcome the presumption that you are not operationally independent (pursuant to Advisers Act rule 206(4)-(2)(d)(5)) from the *related*

| | | son. | danc to Adv | : | | <i>sialeu</i> |
|----|-----------------------------|--|--|---|--|---|
| | (2) | If you checked "yes" to Iter funds and securities and to | | | | client |
| | | U.S. Dollar Amount | Total Numb | er of <i>Clients</i> | | |
| | | (a) \$ 12,737,237,000 | (b) 48 | 1 | | |
| | ded thos pers do i | ou are registering or registe luct your advisory fees direct se assets and the number of son has custody of client assnot include the amount of the Instead, include that inform | tly from you those <i>client</i> sets in conne ose assets a | r clients' accounts s in your respons ction with adviso nd number of the | s, do not include the amo se to Item 9.A.(2). If your ry services you provide to se clients in your respons | unt of related o <i>clients</i> , |
| 3. | (1) | In connection with advisory persons have custody of an | y of your ac | | ts, do any of your related | |
| | | (a) cash or bank accounts | ? | | | O 🧐 |
| | | (b) securities? | | | • | |
| | | | | 1 | • | |
| | You | are required to answer this | item regard | less of how you a | inswered Item 9.A.(1)(a) | or (b). |
| | (2) | If you checked "yes" to Iter funds and securities and to custody: | | | | |
| | | U.S. Dollar Amount (a) \$ 0 | Total Numb (b) 0 | er of <i>Clients</i> | | |
| С. | | ou or your <i>related persons</i> h isory services you provide to | | | | with |
| | (1) | A qualified custodian(s) ser investors in the pooled inve | | | | |
| | (2) | An independent public according that you manage and the a investors in the pools. | | | | ;) V |
| | (3) | An <i>independent public acco</i> funds and securities. | <i>untant</i> cond | ucts an annual su | rprise examination of <i>clie</i> | ent 🗆 |
| • | (4) | An independent public according to custodial services when client funds and securities. | you or your | | | |
| | that you Sch | ou checked Item 9.C.(2), C. t are engaged to perform the checked Item 9.C.(2), you dedule D if you already providuals of Schedule D | e audit or ex do not have ded this info | amination or prep to list auditor info | pare an internal control re prmation in Section 9.C. o | eport. (If |

D. Do you or your *related person(s)* act as qualified custodians for your *clients* in connection with advisory services you provide to *clients*?

Yes No

(1) you act as a qualified custodian

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(2) your related person(s) act as qualified custodian(s)

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If you checked "yes" to Item 9.D.(2), all related persons that act as qualified custodians (other than any mutual fund transfer agent pursuant to rule 206(4)-2(b)(1)) must be identified in Section 7.A. of Schedule D, regardless of whether you have determined the related person to be operationally independent under rule 206(4)-2 of the Advisers Act.

- E. If you are filing your annual updating amendment and you were subject to a surprise examination by an independent public accountant during your last fiscal year, provide the date (MM/YYYY) the examination commenced:
- F. If you or your *related persons* have *custody* of *client* funds or securities, how many persons, including, but not limited to, you and your *related persons*, act as qualified custodians for your *clients* in connection with advisory services you provide to *clients*?

Item 10 Control Persons

In this Item, we ask you to identify every person that, directly or indirectly, controls you.

If you are submitting an initial application or report, you must complete Schedule A and Schedule B. Schedule A asks for information about your direct owners and executive officers. Schedule B asks for information about your indirect owners. If this is an amendment and you are updating information you reported on either Schedule A or Schedule B (or both) that you filed with your initial application or report, you must complete Schedule C.

Yes No

A. Does any *person* not named in Item 1.A. or Schedules A, B, or C, directly or indirectly, *control* your management or policies?



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.

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.

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.

| _ ` | | | |
|-----|---|----------|---------|
| Do | any of the events below involve you or any of your supervised persons? | Yes O | No O |
| For | "yes" answers to the following questions, complete a Criminal Action DRP: | | _ |
| Α. | | Yes | : No |
| | (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any <i>felony</i> ? | O | Ö |
| | (2) been charged with any felony? | C | 0 |
| | If you are registered or registering with the SEC, or if you are reporting as an exempt readviser, you may limit your response to Item 11.A.(2) to <i>charges</i> that are currently pen | | |
| в. | In the past ten years, have you or any advisory affiliate: | • | |
| | (1) been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a <i>misdemeanor</i> involving: investments or an <i>investment-related</i> business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses? | c | O |
| | (2) been <i>charged</i> with a <i>misdemeanor</i> listed in Item 11.B.(1)? | | O |
| I | If you are registered or registering with the SEC, or if you are reporting as an exempt readviser, you may limit your response to Item 11.B.(2) to <i>charges</i> 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: | Yes | No |
| | (1) found you or any advisory affiliate to have made a false statement or omission? | 0 | 0 |
| | (2) found you or any advisory affiliate to have been involved in a violation of SEC or CFTC regulations or statutes? | Ō | Ó |
| | (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? | O | Ô |
| | (4) entered an <i>order</i> against you or any <i>advisory affiliate</i> in connection with <i>investment-related</i> activity? | 0 | 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? | O | Ö |
| | · | | |

| 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? | C | Q |
| | (2) ever found you or any advisory affiliate to have been involved in a violation of investment-related regulations or statutes? | 0 | O |
| | (3) ever found you or any advisory affiliate to have been a cause of an investment-related business having its authorization to do business denied, suspended, revoked, or restricted? | C | • |
| | (4) in the past ten years, entered an <i>order</i> against you or any <i>advisory affiliate</i> in connection with an <i>investment-related</i> activity? | O | O |
| | (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 | O |
| 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 | Ø |
| | (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 | Ø |
| | (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 | Ø |
| | (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? | ဂ | Ø |
| F. | Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any <i>advisory affiliate</i> ever been revoked or suspended? | C | Ø |
| 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.? | C | 0 |
| For | "yes" answers to the following questions, complete a Civil Judicial Action DRP: | | |
| н. | (1) Has any domestic or foreign court: | Yes | No |
| | (a) in the past ten years, enjoined you or any advisory affiliate in connection with any investment-related activity? | 0 | 0 |
| | (b) ever found that you or any advisory affiliate were involved in a violation of investment-related statutes or regulations? | O | Ø |
| | (c) ever dismissed, pursuant to a settlement agreement, an investment-related civil action brought against you or any advisory affiliate by a state or foreign financial regulatory authority? | 0 | Q. |
| i | (2) Are you or any <i>advisory affiliate</i> now the subject of any civil proceeding that could result in a "yes" answer to any part of Item 11.H.(1)? | 0 | • |

| _ | _ | | _ | _ | - | | |
|---|------|----|-------|----------|------|------|----|
| ш | tom | 77 | Sma | 1211 | CIR | occi | 20 |
| | cenn | | 31110 | 04 | 3111 | C336 | |

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The SEC is required by the Regulatory Flexibility Act to consider the effect of its regulations on small entities. In order to do this, we need to determine whether you meet the definition of "small business" or "small organization" under rule 0-7.

Answer this Item 12 only if you are registered or registering with the SEC and you indicated in response to Item 5.F.(2)(c) that you have regulatory assets under management of less than \$25 million. You are not required to answer this Item 12 if you are filing for initial registration as a state adviser, amending a current state registration, or switching from SEC to state registration.

For purposes of this Item 12 only:

- Total Assets refers to the total assets of a firm, rather than the assets managed on behalf of clients. In determining your or another person's total assets, you may use the total assets shown on a current balance sheet (but use total assets reported on a consolidated balance sheet with subsidiaries included, if that amount is larger).
- Control means the power to direct or cause the direction of the management or policies of a person, whether through ownership of securities, by contract, or otherwise. Any person that directly or indirectly has the right to vote 25 percent or more of the voting securities, or is entitled to 25 percent or more of the profits, of another person is presumed to control the other *person*.

| | | Yes | No |
|------|---|-----|----|
| Α. | Did you have total assets of \$5 million or more on the last day of your most recent fiscal year? | 0 | C |
| If " | yes," you do not need to answer Items 12.B. and 12.C. | | |
| В. | Do you: | | |
| | (1) control another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year? | 0 | 0 |
| | (2) control another person (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year? | O | C |
| c. | Are you: | | |
| | (1) controlled by or under common control with another investment adviser that had regulatory assets under management (calculated in response to Item 5.F.(2)(c) of Form ADV) of \$25 million or more on the last day of its most recent fiscal year? | 0 | C |
| | (2) controlled by or under common control with another person (other than a natural person) that had total assets of \$5 million or more on the last day of its most recent fiscal year? | c | C |

Part 2 Brochures

Exemption from brochure delivery requirements for SEC-registered advisers

SEC rules exempt SEC-registered advisers from delivering a firm brochure to some kinds of clients. If these exemptions excuse you from delivering a brochure to all of your advisory clients, you do not have to prepare a brochure.

Yes No

Are you exempt from delivering a brochure to all of your clients under these rules?

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If no, complete the ADV Part 2 filing below.

Brochures

Note: These documents are available as Portable Document Format (PDF) files. If you do not have the Adobe Acrobat Reader to view PDF files, please click here to download.

| Brochure Name | Date Submitted | Date Last Confirmed |
|---|----------------|---------------------|
| PART 2A - STARWOOD CAPITAL GROUP MANAGEMENT, L.L.C. | 03/30/2012 | |

Schedule A

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:
 - (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, sonin-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, 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 Schedule B? Yes ONo
- 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
- NA less than 5%
- B 10% but less than

D - 50% but less than

are:

A - 5% but less than

C - 25% but less than

E - 75% or more

75%

10%

50%

25%

- 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 | Status | Date Status Acquired MM/YYYY | Ownership Code | Control Person | PR | CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No. |
|--|---------|--|---------------------------------------|-------------------|-------------------|----|---|
| STARWOOD HEADQUARTERS, L.L.C. | DE | 100% OWNER OF ADVISER | 11/1998 | E | Υ | N | 06-1531830 |
| STERNLICHT, BARRY, STUART | I | CHAIRMAN/CEO | 11/1998 | NA | Y | N | 1224645 |
| SILVEY, JEROME, COMSTOCK | I | EXECUTIVE VICE PRESIDENT/CFO | 11/1998 | NA | Υ | N | 4379503 |
| DISHNER, JEFFREY, GORDON | I | SENIOR MANAGING DIRECTOR | 11/1998 | NA | Υ | N | 2527194 |
| RINALDI, ELLIS, FRANCIS | I | EXECUTIVE VICE PRESIDENT/CO- GENERAL COUNSEL | 11/1998 | NA | Υ | N | 4380001 |
| GROSE, MADISON, FERRAND | I | SENIOR MANAGING DIRECTOR/CO- GENERAL COUNSEL | 11/1998 | NA | Y | N | 4379504 |
| PERRIN, JOHN, MARC | I | MANAGING DIRECTOR | 01/2003 | NA | Υ | N | 2652703 |
| YIH, DANIEL, WAYNE | I | EXECUTIVE VICE PRESIDENT - CHIEF OPERATING OFFICER | 10/2007 | NA | Y | N | 5487624 |
| RUBIN, LAURA, MESTEL | I | MANAGING DIRECTOR | 01/2008 | NA, | N | N | 1983168 |
| GRAHAM, CHRISTOPHER, DAVID | I I | MANAGING DIRECTOR | 12/2007 | NA | N . | N | 5487656 |
| DALZELL, CHRISTIAN, SCOTT | I | MANAGING DIRECTOR, FINANCE | 03/2010 | NA | Υ | N | 3262992 |
| HANKIN, STEVEN, MARC | I | MANAGING DIRECTOR, FINANCE | 03/2010 | NA | Υ | N | 5775177 |
| GUTTIN, MATTHEW, SCOTT | I | CHIEF COMPLIANCE OFFICER | 08/2010 | NA | Υ | N | 5801291 |
| FELLOWS, BOYD, WILLIAMS | I | MANAGING DIRECTOR | 10/2010 | NA | N | N | 1850036 |
| TASH, CARL, BARRY | I | CHIEF CREDIT OFFICER | 05/2011 | NA | Υ | N | 2686029 |

Schedule B

Indirect Owners

- 1. Complete Schedule B only if you are submitting an initial application. 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

C - 25% but less than

É - 75% or more

are: 50%

00%

D - 50% but less than

F - Other (general partner, trustee, or elected

75%

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) | | Entity in Which Interest is Owned | Date Status Acquired MM/YYYY | Code | Control Person | | CRD No. If None: S.S. No. and Date of Birth, IRS Tax No. or Employer ID No. |
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| SECTION 1.B. | Other Business Names | | | | | | | | |
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| Name: STARWOOD DEBT II MANAGEMENT, L.P. | | | | |
| Jurisdictions | | | | |
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| Name: STARWOOD IX MANAGEMENT, L.P. | | | | |
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| Name: STARWOOD OPP | ORTUNITY FUND VIII-J IN | IVESTOR GP, INC. | |
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List your other business names and the jurisdictions in which you use them. You must complete a separate Schedule D Section 1.B. for each business name.

| Name: SCG BRAZIL CO- | INVEST GP, L.L.C. | • | | | |
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| | names and the jurisdiction | | i. You must complete a | | |
| separate Schedule D Section 1.B. for each business name. | | | | | |
| Name: STARWOOD ENERGY GROUP GLOBAL, L.L.C. | | | | | |
| Name: STARWOOD ENE | RGY GROUP GLOBAL I. I. | ٠. | | | |
| Name: STARWOOD ENE | RGY GROUP GLOBAL, L.L. | C. | | | |
| Name: STARWOOD ENE Jurisdictions | RGY GROUP GLOBAL, L.L. | | | | |
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SECTION 1.F. Other Offices

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No Information Filed

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SECTION 1.I. Website Addresses

List your website addresses. You must complete a separate Schedule D Section 1.I. for each website address.

Website Address: WWW.STARWOODCAPITAL.COM

SECTION 1.L. Location of Books and Records

No Information Filed

SECTION 1.M. Registration with Foreign Financial Regulatory Authorities

No Information Filed

SECTION 2.A.(8) Related Adviser

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

Name of Registered Investment Adviser

CRD Number of Registered Investment Adviser

SEC Number of Registered Investment Adviser

801 -

SECTION 2.A.(9) Newly Formed Adviser

If you are relying on rule 203A-2(c), the newly formed 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. You must make both of these representations:

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

| I undertake | to withdraw | from SEC | registration | \mathfrak{i} if, on the | 2 120th da | y after | my registrati | on with | the |
|---------------|---------------|------------|--------------|---------------------------|------------|---------|---------------|---------|-----|
| SEC become | es effective, | I would be | prohibited | by Section | n 203A(a) | of the | Advisers Act | from | |
| registering v | with the SEC | • | | | | | | | |

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

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

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

| these representations: | |
|--|---|
| \square I have reviewed the applicable stat | te and federal laws and have concluded that I am required by gister as an investment adviser with the state securities |
| ☐ I undertake to withdraw from SEC indicating that I would be required | registration if I file an amendment to this registration by the laws of fewer than 15 states to register as an securities authorities of those states. |
| If you are submitting your <i>annual up</i> o | dating amendment, you must make this representation: |
| ☐ Within 90 days prior to the date of and federal laws and have conclude | filing this amendment, I have reviewed the applicable state ed that I am required by the laws of at least 15 states to with the state securities authorities in those states. |
| CECTION 2 A (12) SEC Exampling | Ondon |
| SECTION 2.A.(12) SEC Exemptive | |
| If you are relying upon an SEC order following information: | exempting you from the prohibition on registration, provide the |
| Application Number: | |
| 803- | ! |
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| Date of order: | |
| | |
| SECTION 4 Successions | |
| | No Information Filed |
| SECTION 5.G.(3) Advisers to Register Development Companies | stered Investment Companies and Business |
| | No Information Filed |
| SECTION 5.I.(2) Wrap Fee Progra | ms |
| January Friday 1 do 1 rogia | No Information Filed |
| SECTION 6.A. Names of Your Other | er Businesses |
| | No Information Filed |
| SECTION 6.B.(2) Description of Pr | imary Business |
| Describe your primary business (not | |
| | , |
| If you engage in that business under | a different name, provide that name: |
| | |

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

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

| Ify | ou engage in that business under a different name, provide that name. |
|-----|--|
| | CTION 7.A. Financial Industry Affiliations mplete a separate Schedule D Section 7.A. for each <i>related person</i> listed in Item 7.A. |
| 1. | Legal Name of Related Person: STARWOOD REAL ESTATE SECURITIES, LLC |
| 2. | Primary Business Name of Related Person: STARWOOD REAL ESTATE SECURITIES, LLC |
| 3. | Related Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) 801 - 63760 or Other |
| 4. | Related Person's CRD Number (if any): 133597 |
| 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> ? |
| 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> ? | C | 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 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 | O |
| | (c) | If you have answered "yes" to question 8.(a) above, provide the location of the <i>relaperson's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets: | ated | |
| | | 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? | \mathbf{c} | 0 |
| | (p) | If the answer is yes, under what exemption? | | |
| 10. | (a) | Is the related person registered with a foreign financial regulatory authority? | Ο. | Ö. |
| | (b) | If the answer is yes, list the name and country, in English, of each <i>foreign financial</i> regulatory authority with which the related person is registered. No Information Filed | | |
| 11. | Do y | you and the related person share any supervised persons? | 0 | 0 |
| | | | | |
| 12. | Do y | you and the related person share the same physical location? | 0 | 0 |
| | | | | |
| | | | | |
| 1. | Lea | al Name of Related Person: | | |
| | | RWOOD CAPITAL, L.L.C. | | |
| | | | | |
| 2. | | nary Business Name of Related Person: | | |
| | SIA | RWOOD CAPITAL, L.L.C. | | |
| 3. | Rela | ated Person's SEC File Number (if any) (e.g., 801-, 8-, 866-, 802-) | | |
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| 4. | Rela 146 | nted Person's CRD Number (if any): 057 | | |
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| 5. | | nted Person is: (check all that apply) | | |
| | (a) | broker-dealer, municipal securities dealer, or government securities broker or | deal | er |
| | (b) | other investment adviser (including financial planners) | | |
| | (c) | registered municipal advisor | | |
| | (d) | registered security-based swap dealer major security-based swap participant | | |
| | (e) | □ major security-based swap participant | | |

| | (f) | commodity pool operator or commodity trading advisor (whether registered or from registration) | exer | mpt |
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| | (g) | futures commission merchant | | |
| | (h) | banking or thrift institution | | |
| | (i) | T 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) | \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 | ent | |
| | | : | Yes | No |
| 6. | Do v | you control or are you controlled by the related person? | | Ö |
| ٠, | , | in a control of the year controlled by the related possession | О | |
| _ | | | | |
| /. | Are ' | you and the <i>related person</i> under common <i>control</i> ? | Ø | 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 | Ö |
| | (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? | O | 0 |
| | (c) | If you have answered "yes" to question 8.(a) above, provide the location of the <i>relaperson's</i> office responsible for <i>custody</i> of your <i>clients'</i> assets: | ted | |
| | | 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? | O | 0 |
| | (b) | If the answer is yes, under what exemption? | ~ | ~ |
| 10. | (a) | Is the related person registered with a foreign financial regulatory authority? | O | Ó |
| | (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? | C | Ö |
| 12. | Do y | rou and the related person share the same physical location? | Ò | c |
| | | : | | |
| SEC | TIO | N 7.B.(1) Private Fund Reporting | | |
| | | | | |
| | | | | |

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

CB CO-INVEST, L.P.

(b) *Private fund* identification number: (include the "805-" prefix also) 805-1329306600

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

State:

Country:

Delaware

UNITED STATES

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

| Name of General Partner, Manager, Trustee, or Director |
|--|
| CB CO-INVEST MANAGEMENT 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?



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

| Private Fund Name | Private Fund Identification Number |
|------------------------------|------------------------------------|
| CB CO-INVEST INVESTORS, INC. | 805-5767937985 |

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 the Private Fund:

Private Fund Identification Number:

(include the "805-" prefix also)

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

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information: 1 Record(s) 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:
 - (a) Name of the *private fund*:
 CB CO-INVEST INVESTORS, INC.
 - (b) *Private fund* identification number: (include the "805-" prefix also) 805-5767937985
 - (c) Under the laws of what state or country is the *private fund* organized:

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director

JEROME C. SILVEY

- (e) The private fund (check all that apply; you must check at least one):
 - (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
 - \square (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
- (f) List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

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

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| | fund would also be a "feeder fund" investing in a "master fund" for purposes of this que it issued multiple classes (or series) of shares or interests, and each class (or series) in 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 | Ō, |
| | (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related</i> person? | O | O |
| | NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent o of its total assets in other pooled investment vehicles, whether or not they are also <i>priv funds</i> , or registered investment companies. | | re |
| | , - | 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 l | Ö. |
| | · · · · · · · · · · · · · · · · · · · | | |
| 10. | What type of fund is the <i>private fund</i> ? | | |
| | hedge fund C liquidity fund C private equity fund C real estate fund C securitize | ed as: | set |
| | fund © venture capital fund © Other <i>private fund</i> | | |
| | NOTE: For funds of funds, refer to the funds in which the <i>private fund</i> invests. For defin of these fund types, please see Instruction 6 of the Instructions to Part 1A. | itions | 5 |
| 11. | Current gross asset value of the <i>private fund</i> : \$ 240,409,000 | | |
| <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 perse</i> (even if different from the amount set forth in the organizational documents of the fund | | |
| 13. | Approximate number of the <i>private fund</i> 's beneficial owners: 14 | | |
| 14. | What is the approximate percentage of the <i>private fund</i> beneficially owned by you and vertex percentage. | your | |

related person:

1%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

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

53%

| Your Advisory Services |
|--|
| Yes 17. (a) Are you a subadviser to this <i>private fund</i> ? |
| (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank. |
| No Information Filed |
| Yes |
| 18. (a) Do any other investment advisers 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 private fund. If the answer to question 18(a) is "no," leave this question blank. |
| No Information Filed |
| Yes |
| 19. Are your <i>clients</i> solicited to invest in the <i>private fund</i> ? |
| 20. Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0% |
| Private Offering |
| Yes I 21. Does the <i>private fund</i> rely 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</i> 's Form D file number (if any): |
| No Information Filed |
| B. SERVICE PROVIDERS |
| <u>Auditors</u> |
| Yes (a) (1) Are the private funds financial statements subject to an appual audit? |
| 23. (a) (1) Are the <i>private fund</i> 's financial statements subject to an annual audit? |
| (2) Are the financial statements prepared in accordance with U.S. GAAP? |
| If the answer to 23(a)(1) is "yes," respond 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. |
| Additional Auditor Information : 1 Record(s) Filed. |
| If the answer to 23(a)(1) is "yes," respond 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. |

1

| ! | (b) | Name of the auditing DELOITTE & TOUCH | = | | | |
|----------------|---------------------|--|---------------------------------|---|----------|---------|
| | (c) | The location of the a (city, state and coun | | oonsible for the <i>private fund</i> 's auc | lit | |
| | | City: | State: | Country: | | |
| | | STAMFORD | Connecticut | UNITED STATES | | |
| : | (d) | Is the auditing firm a | an <i>independent public a</i> | ccountant? | Yes o | No C |
| | (e) | Is the auditing firm a Board? | registered with the Publ | ic Company Accounting Oversight | Ō. | c |
| : | (f) | | | bject to regular inspection by the lin accordance with its rules? | O | c |
| i (h) | nve: Does O Y | stors? s the report prepared res © No © Report ou check "Report Not | by the auditing firm co | ts distributed to the <i>private fund</i> 's ntain an unqualified opinion? It promptly file an amendment to sort is available. | | |
| <u>Prime E</u> | <u> Brok</u> | <u>cer</u> | | | | |
| 24. (a) I | Does | s the <i>private fund</i> use | e one or more prime bro | kers? | Ye | s No |
| ł | orok | er the <i>private fund</i> u | ses. If the <i>private fund</i> | ions (b) through (e) below for eac uses more than one prime broker ely for each prime broker. | | me |
| | | | No Information | on Filed | | |
| Custodi | <u>ian</u> | | | | · Va | s No |
| | | s the <i>private fund</i> use ve) to hold some or a | | ing the prime brokers listed | Ó | |
| ٠ (| cust | odian the <i>private fun</i> | | ions (b) through (f) below for each nd uses more than one custodian, ely for each custodian. | | |
| | | | Information: 1 Record | • | | |
| | If t | he answer to 25(a) is | s "yes," respond to ques | tions (b) through (f) below for ea | ch | |

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> custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian.

(b) Legal name of custodian: JP MORGAN CHASE BANK N.A.

(c) Primary business name of custodian: JP MORGAN CHASE

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

State:

Country:

NEW YORK

New York

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

 \mathbf{C}

0

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

CRD Number (if any):

Administrator

Yes No

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

 \circ

If the answer to 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?

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?



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 28(a) is IAPD - View All Page 50 of 352

"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.

Additional Marketer Information: 1 Record(s) 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 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?



(c) Name of the marketer: STARWOOD CAPITAL, L.L.C.

(d) If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-):

8 - 67788

and CRD Number (if any):

146057

(e) Location of the marketer's office used principally by the *private fund* (city, state and country):

City:

State:

Country:

GREENWICH

Connecticut

UNITED STATES

Yes No

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

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

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

- (a) Name of the private fund:
 CO-SEIF CANADA INVESTORS L.P.
 - (b) *Private fund* identification number: (include the "805-" prefix also) 805-9354574740

| 2 | Under the | laws of | what cta | ata or | country | ic the | nrivate | fund c | raanizad | |
|----|-----------|---------|-----------|--------|---------|-----------------|-----------|--------|------------|---|
| ۷. | Under the | iaws or | Wildt Sta | שופ טו | Country | is the <i>i</i> | private i | iuna c | n ganızeu. | • |

State:

Country:

ONTARIO, CANADA

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

Name of General Partner, Manager, Trustee, or Director

1629514 ALBERTA ULC

- 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?

C 🤦

(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 1

(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 the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

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

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

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

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



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

| • | |
|---|--|
| | |

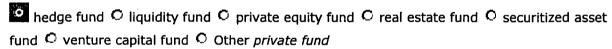
NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also *private funds*, or registered investment companies.

Yes No

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?



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



NOTE: For funds of funds, refer to the funds in which the *private fund* invests. 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*:

\$ 22,795,000

Ownership

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

\$ 0

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

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

3

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

1%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

0%

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| 16. What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 99% | |
|--|-------------|
| Your Advisory Services | |
| | s No |
| 17. (a) Are you a subadviser to this <i>private fund</i> ? | Ŏ |
| (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any the adviser of the private fund. If the answer to question 17(a) is "no," leave this question. | |
| No Information Filed | |
| Ye | s No |
| 18. (a) Do any other investment advisers advise the <i>private fund</i> ? | ø |
| (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any the other advisers to the private fund. If the answer to question 18(a) is "no," leave th question blank. | , of iis |
| No Information Filed | |
| Ye | s No |
| 19. Are your <i>clients</i> solicited to invest in the <i>private fund</i> ? | |
| 20. Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0% | |
| Private Offering | |
| | s No |
| 21. Does the <i>private fund</i> rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? | ဂ |
| 22. If yes, provide the <i>private fund</i> 's Form D file number (if any): | |
| | |
| No Information Filed | |
| B. SERVICE PROVIDERS | |
| <u>Auditors</u> | |
| | s No |
| 23. (a) (1) Are the <i>private fund</i> 's financial statements subject to an annual audit? | |
| (2) Are the financial statements prepared in accordance with U.S. GAAP? | 0 |
| If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) throu (f) separately for each auditing firm. | gh |
| Additional Auditor Information: 1 Record(s) Filed. | |
| If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the | \neg |

| | private fund uses more the through (f) separately for | | m, you must complete questions (| b) |
|-----------------|--|---|---|---------|
| | (b) Name of the auditing PRICEWATERHOUSEC | • | | |
| | (c) The location of the au (city, state and count | - | esponsible for the <i>private fund</i> 's a | udit |
| | City: NEW YORK | State: | Country: | |
| | WEW TORK | New York | UNITED STATES | |
| | (d) Is the auditing firm ar | n independent publi | c accountant? | Yes No |
| | (e) Is the auditing firm re Board? | gistered with the P | ublic Company Accounting Oversig | ght O O |
| | | | subject to regular inspection by the ard in accordance with its rules? | he o o |
| (h) | investors? Does the report prepared to Yes O No O Report No If you check "Report Not You Form ADV to update your in The state of t | by the auditing firm ot Yet Received fet Received," you n | nents distributed to the private function contain an unqualified opinion? The promptly file an amendment of the promptly file an amendment of the prompt is available. | |
| <u>Printe i</u> | <u> orokei</u> | | | Yes No |
| - • | Does the <i>private fund</i> use | - | | ဂ 🤒 |
| | broker the <i>private fund</i> use | es. If the <i>private fui</i> | estions (b) through (e) below for end uses more than one prime brokerately for each prime broker. | |
| | | No Inform | ation Filed | |
| • | · | · | | |
| Custod | <u>ian</u> | | | W N- |
| | Does the <i>private fund</i> use above) to hold some or all | | luding the prime brokers listed | Yes No |
| | | uses. If the private | estions (b) through (f) below for e fund uses more than one custodia rately for each custodian. | |

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Additional Custodian Information: 1 Record(s) Filed.

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

- (b) Legal name of custodian: JP MORGAN CHASE BANK N.A.
- (c) Primary business name of custodian: JP MORGAN CHASE
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

Ö \circ

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

CRD Number (if any):

Administrator

Yes No

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

Ö

If the answer to 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?

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?



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 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:

FBD HOTEL CLP, L.P.

(b) Private fund identification number: (include the "805-" prefix also) 805-6432928963

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

State:

Country:

ONTARIO, CANADA

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

Name of General Partner, Manager, Trustee, or Director

PSPIB-SW G.P.INC.

- 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?

(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

| l | 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 the Private Fund: |
| | Private Fund Identification Number: (include the "805-" prefix also) |
| | NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately. |
| 7. | If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions: |
| : | No Information Filed |
| | 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"? C |
| | (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related</i> person? |
| | 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, whether or not they are also <i>private funds</i> , or registered investment companies. |
| 9. | During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? |
| 10. | What type of fund is the <i>private fund</i> ? |
| | hedge fund 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 funds of funds, refer to the funds in which the <i>private fund</i> invests. 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> : |

\$ 707,516,000

Ownership

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

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 private fund's beneficial owners:

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

0%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

0%

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

100%

Your Advisory Services

Yes No

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

 $C \circ$

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

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?

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

No Information Filed

Yes No

19. Are your *clients* solicited to invest in the *private fund*?

c

20. Approximately what percentage of your clients has invested in the private fund? 0%

Private Offering

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| | | | Yes No |
|---|---|--|------------|
| 21. Does the <i>private fund</i> rel Regulation D of the Secu | | n registration of its securities under | 9 C |
| 22. If yes, provide the <i>privat</i> | e fund's Form D file nu | mber (if any): | |
| | No Informa | ation Filed | |
| | | | |
| B. SERVICE PROVIDERS | | | |
| <u>Auditors</u> | | | |
| <u>Auditors</u> | | | Yes No |
| 23. (a) (1) Are the private fu | nd's financial statemen | ts subject to an annual audit? | 9 C |
| (2) Are the financial s | statements prepared in | accordance with U.S. GAAP? | C o |
| | re than one auditing fire | to questions (b) through (f) below. If t m, you must complete questions (b) t | |
| Additional Auditor | Information : 1 Reco | rd(s) Filed. | |
| private fund uses me through (f) separate (b) Name of the audition DELOITTE & TOL | ore than one auditing firm ly for each auditing firm liting firm: JCHE, LLP he auditing firm's office | to questions (b) through (f) below. If irm, you must complete questions (b) m. responsible for the <i>private fund</i> 's aud Country: UNITED STATES | |
| (d) Is the auditing fi | rm an <i>independent pub</i> | olic accountant? | o C |
| (e) Is the auditing fi Board? | rm registered with the | Public Company Accounting Oversight | 0 0 |
| | | m subject to regular inspection by the Board in accordance with its rules? | • c |
| investors? | ared by the auditing firr | ments distributed to the <i>private fund</i> 's n contain an unqualified opinion? | Yes No |

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

Prime Broker

Yes No

24. (a) Does the *private fund* use one or more prime brokers?



If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

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?



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

Additional Custodian Information: 2 Record(s) Filed.

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

- (b) Legal name of custodian: BANK OF MONTREAL
- (c) Primary business name of custodian: BANK OF MONTREAL
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

TORONTO

ONTARIO, CANADA

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):

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If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian. (b) Legal name of custodian: BANK OF NOVA SCOTIA (c) Primary business name of custodian: SCOTIABANK (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): City: State: Country: TORONTO ONTARIO, CANADA Yes No (e) Is the custodian a *related person* of your firm? 0 O (f) If the custodian is a broker-dealer, provide its SEC registration number (if any) CRD Number (if any):

<u>Administrator</u>

Yes No

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

O

If the answer to 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?

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?

ဂ 🦁

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 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:

INSOLVE GLOBAL CREDIT FUND I, LP

- (b) *Private fund* identification number: (include the "805-" prefix also) 805-2667774541
- 2. Under the laws of what state or country is the *private fund* organized:

State:

Country:

Delaware

UNITED STATES

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

| Name of General Partner, Manager, Trustee, or Director |
|--|
| INSOLVE CAPITAL MANAGEMENT FUND, LP |

- 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?

• c

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

| Private Fund Name | Private Fund Identification Number | |
|---|------------------------------------|--|
| INSOLVE GLOBAL CREDIT FEEDER FUND I, L.P. | 805-2165888095 | |

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 the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

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

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information: 1 Record(s) 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:
 - (a) Name of the *private fund*:

 INSOLVE GLOBAL CREDIT FEEDER FUND I, L.P.
 - (b) *Private fund* identification number: (include the "805-" prefix also) 805-2165888095
 - (c) Under the laws of what state or country is the *private fund* organized:

State:

Country:

CAYMAN ISLANDS

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

Name of General Partner, Manager, Trustee, or Director

INSOLVE GLOBAL CREDIT FEEDER FUND GP, LLC

- (e) The private fund (check all that apply; you must check at least one):
 - (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
 - \square (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940

| (f) | List the name and country, in English, of each foreign financial regulatory authority |
|-----|---|
| | with which the <i>private fund</i> is registered. |

No Information Filed

| NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or mo ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund would also be a "feeder fund" investing in a "master fund" for purposes of this quit issued multiple classes (or series) of shares or interests, and each class (or series) is substantially all of its assets in a single master fund. | | | | |
|--|--|-------|---|--|
| | · · · · · · · · · · · · · · · · · · · | es N | 1 | |
| 8. | (a) Is this <i>private fund</i> a "fund of funds"? | ၀ 🎚 | • | |
| | (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related</i> person? | 0 (| _ | |
| | NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or of its total assets in other pooled investment vehicles, whether or not they are also <i>priva funds</i> , or registered investment companies. | | 3 | |
| | | es N | l | |
| 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.)? | 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 fund O venture capital fund O Other <i>private fund</i> | d ass | e | |
| | NOTE: For funds of funds, refer to the funds in which the <i>private fund</i> invests. For definit of these fund types, please see Instruction 6 of the Instructions to Part 1A. | tions | | |
| 11. | Current gross asset value of the <i>private fund</i> : \$ 85,813,000 | | | |
| <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 person</i> (even if different from the amount set forth in the organizational documents of the fund) | | | |
| 13. | Approximate number of the <i>private fund</i> 's beneficial owners: | | | |

14. What is the approximate percentage of the private fund beneficially owned by you and your related person: 9%

http://www.adviserinfo.sec.gov/iapd/content/viewform/adv112011/Sections/iapd_AdvAllPa... 1/4/2013

| 15. | What is the approximate percentage of the private fund beneficially owned (in the aggree by funds of funds: 0% | egate | 2) |
|------------|---|---------------|----------------|
| 16. | . What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>Unite</i> States persons: 33% | ed | |
| You | ur Advisory Services | | |
| | · | Yes | |
| 17. | . (a) Are you a subadviser to this <i>private fund</i> ? | 0 | Ø |
| | (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if a 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 | No |
| 18. | (a) Do any other investment advisers advise the private fund? | | Ö |
| | (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if a the other advisers to the <i>private fund</i> . If the answer to question 18(a) is "no," leave question blank. | ny, c this | of |
| | No Information Filed | | |
| | • | Yes! | No |
| 19. | Are your clients solicited to invest in the private fund? | ျ | Ö |
| 20. | Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0% | | |
| <u>Pri</u> | vate Offering | ۱ ۷ ۱ | NT - |
| 21. | Does the <i>private fund</i> rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? | Yes i | C |
| 22. | If yes, provide the <i>private fund</i> 's Form D file number (if any): | | |
| | Form D file number | | _ |
| | 021-168289 | | 4 |
| | 021-168290 | | ╝ |
| B. S | SERVICE PROVIDERS | | |
| Aud | ditors | | |
| 23. | | Yes O | |

Custodian

| . (| (2) Are the financial statement | s prepared in ac | cordance with U.S. GAAP? | စ် င |
|----------------|--|--------------------------|---|-------------------|
| , | | ne auditing firm, | questions (b) through (f) below. you must complete questions (| |
| | Additional Auditor Informat | tion: 1 Record | (s) Filed. | |
| | | one auditing firm | questions (b) through (f) belov n, you must complete questions | |
| | (b) Name of the auditing firm: PRICEWATERHOUSECOOPERS, LLP | | | |
| | (c) The location of the auditin (city, state and country): | g firm's office re | esponsible for the <i>private fund</i> 's | audit |
| | City: LOS ANGELES | State: | Country: | Ì |
| | LOS ANGELES | California | UNITED STATES | |
| | (d) Is the auditing firm an independent public accountant? | | | Yes No |
| | (e) Is the auditing firm registered with the Public Company Accounting Oversight C Board? | | | |
| | | | subject to regular inspection by ard in accordance with its rules? | |
| | | | | |
| | Are the <i>private fund</i> 's audited finvestors? | financial stateme | ents distributed to the <i>private fu</i> | Yes No und's O |
| (h) l | Does the report prepared by th | e auditing firm | contain an unqualified opinion? | |
| , 1 | Yes C No C Report Not Ye | et Received | | |
| | If you check "Report Not Yet Re Form ADV to update your respo | | ust promptly file an amendmen eport is available. | t to your |
| <u>Prime l</u> | <u>Broker</u> | | | Yes No |
| 24. (a) l | Does the <i>private fund</i> use one | or more prime b | prokers? | c ° |
| i | | f the <i>private fun</i> | stions (b) through (e) below for d uses more than one prime broately for each prime broker. | |
| | | No Informa | · | |
| | | | · · | |

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

Additional Custodian Information: 1 Record(s) Filed.

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

- (b) Legal name of custodian: BANK OF AMERICA, N.A.
- (c) Primary business name of custodian: BANK OF AMERICA
- (d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

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

CRD Number (if any):

Administrator

Yes No

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



If the answer to 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 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 the administrator:

PARTNERSHIP FINANCIAL CONSULTING, LLC

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

City:

State:

Country:

ATLANTA

Georgia

UNITED STATES

Yes No

(d) Is the administrator a related person of your firm?



- (e) Does the administrator prepare and send investor account statements to the private fund's investors?
 - Yes (provided to all investors) C Some (provided to some but not all investors) ONo (provided to no investors)
- (f) If the answer to 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 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 person.

Marketers

Yes No

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 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.

Additional Marketer Information: 1 Record(s) 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 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 <i>rela</i> | <i>ted person</i> of your firn | n? | • (| ٥ |
|--|--|--------------------------------|---------------|-----|----|
| (c) | (c) Name of the marketer: STARWOOD CAPITAL, L.L.C. | | | | |
| (d) | (d) If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-): | | | |): |
| | 8 - 67788 and CRD Number (if any): 146057 | | | | |
| (e) Location of the marketer's office used principally by the <i>private fund</i> (city, state and country): | | | | nd | |
| | City: GREENWICH | State: | Country: | | |
| | ONLE ITTE | Connecticut | UNITED STATES | | _ |
| Yes No (f) Does the marketer market the <i>private fund</i> through one or more websites? | | | | | 0 |

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

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

SDL HOSPITALITY CO-INVEST FUND, L.P.

- (b) *Private fund* identification number: (include the "805-" prefix also) 805-4019558786
- 2. Under the laws of what state or country is the *private fund* organized:

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

State:

Country:

UNITED KINGDOM

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

Name of General Partner, Manager, Trustee, or Director

STARWOOD CAPITAL GROUP GLOBAL, L.L.C.

person?

| 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 (c)(1) of the Investment Company Act of 1940 ☑ (2) qualifies for the exclusion from the definition of investment company under section (c)(7) of the Investment Company Act of 1940 | |
|----|--|-------------------|
| 5. | List the name and country, in English, of each foreign financial regulatory authority with wh the private fund is registered. | ich |
| | No Information Filed | |
| | Yes | No |
| 6. | (a) Is this a "master fund" in a master-feeder arrangement? | Ō |
| | (b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder fur investing in this <i>private fund</i> ? | nds |
| | No Information Filed | |
| • | Yes | No |
| | (c) Is this a "feeder fund" in a master-feeder arrangement? | Ö |
| ! | (d) If yes, what is the name and private fund identification number (if any) of the master full in which this private fund invests? Name of the Private Fund: | ınd |
| • | Original Constitution of the National Constitution of the Constitu | |
| | Private Fund Identification Number: (include the "805-" prefix also) | |
| | NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately. | |
| 7. | If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions: | 3 |
| | No Information Filed | |
| | | |
| | NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more fur ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund") fund would also be a "feeder fund" investing in a "master fund" for purposes of this question 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. |). A n if s |
| 8. | Yes (a) Is this <i>private fund</i> a "fund of funds"? | No © |
| J. | (b) If you does the private fund invest in funds managed by you or by a related | |
| Ì | (b) If yes, does the private rand invest in failed by you or by a related | \circ |

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more

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of its total assets in other pooled investment vehicles, whether or not they are also *private* funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?



- 10. What type of fund is the private fund?
 - hedge fund \circ liquidity fund \circ private equity fund \circ real estate fund \circ securitized asset fund \circ venture capital fund \circ other *private fund*

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. 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:

\$ 774,833,000

Ownership

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

\$ 0

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

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

9

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

1%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

0%

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

13%

Your Advisory Services

Yes No

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.

| | No Information Filed | |
|-------|--|------------|
| | | Yes No |
| 18. (| (a) Do any other investment advisers advise the <i>private fund</i> ? | C |
| (| (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if the other advisers to the private fund. If the answer to question 18(a) is "no," leav question blank. | |
| | No Information Filed | |
| 19. / | Are your <i>clients</i> solicited to invest in the <i>private fund</i> ? | Yes No |
| | Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? | |
| Priv | vate Offering | |
| | Does the <i>private fund</i> rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? | Yes No |
| 22. 1 | If yes, provide the <i>private fund</i> 's Form D file number (if any): | |
| | No Information Filed | |
| B. SE | ERVICE PROVIDERS | |
| Aud | <u>litors</u> | |
| 23. (| (a) (1) Are the private fund's financial statements subject to an annual audit? | Yes No |
| . * | (2) Are the financial statements prepared in accordance with U.S. GAAP? | o 0 |
| | If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) the (f) separately for each auditing firm. | |
| | Additional Auditor Information : 1 Record(s) Filed. | |
| | If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. | the |
| | (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 aud (city, state and country): | it |
| | City: State: Country: STAMFORD | |
| | | • |

| | Connecticut UNITED STATES | | |
|---------------|--|------|-------------|
| | Ye | es N | lo |
| | (d) Is the auditing firm an independent public accountant? | | > |
| | (e) Is the auditing firm registered with the Public Company Accounting Oversight 6 Board? | i | |
| | (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? | 1 | |
| | | es/ | No |
| | Annual contract of the contrac | o | O |
| | Does the report prepared by the auditing firm contain an unqualified opinion? | | |
| | Yes C No C Report Not Yet Received | | |
| | If you check "Report Not Yet Received," you must promptly file an amendment to you Form ADV to update your response when the report is available. | ır | ļ |
| <u>Prime</u> | | (es | No |
| 24. (a) | Does the <i>private fund</i> use one or more prime brokers? | o l | Ô |
| | If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each possible 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. | | ie |
| | No Information Filed | | : |
| | | | ا |
| <u>Custod</u> | <u>ian</u> | | I |
| | | es | No |
| | Does the <i>private fund</i> use any custodians (including the prime brokers listed above) to hold some or all of its assets? | O. | O |
| (| If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more than one custodian, yo must complete questions (b) through (f) separately for each custodian. | u | |
| | Additional Custodian Information: 1 Record(s) Filed. | | |
| | | | 7 |
| | If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more than one custodian, y must complete questions (b) through (f) separately for each custodian. | ou/ | |
| | (b) Legal name of custodian: JP MORGAN CHASE BANK N.A. | | |

(c) Primary business name of custodian:

| J٢ | MORGAN | CHASE | |
|----|--------|-------|--|
| | | | |

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

9 \mathbf{C}

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

CRD Number (if any):

<u>Administrator</u>

Yes No

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

 \mathbf{c}

If the answer to 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?

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

<u>Marketers</u>

Yes No

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

Ô

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 28(a) is "yes", respond to questions (b) through (q) 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

| Α. | DD | T١ | /Δ٠ | TF | FII | ND |
|----|-----|-------|-----|-----|------|-----|
| м. | r r | . 1 \ | _ | 11. | 1 LJ | INL |

Information About the Private Fund

1. (a) Name of the private fund:

SDL SOF-VII CO-INVEST FUND, L.P.

(b) *Private fund* identification number: (include the "805-" prefix also) 805-1575299179

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

State:

Country:

UNITED KINGDOM

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

Name of General Partner, Manager, Trustee, or Director

SDL SOF-VII CO-INVEST MANAGEMENT, L.L.C.

- 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?

C

(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?

CĈ

(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 the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

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

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

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 | private | fund | а | "fund | of | funds | 5"? |
|----|-----|----|------|---------|------|---|-------|----|-------|-----|
|----|-----|----|------|---------|------|---|-------|----|-------|-----|

Yes No

0

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

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, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

|) | 0 |
|---|---|
| | |

10. What type of fund is the private fund?

hedge fund \circ liquidity fund \circ private equity fund \circ real estate fund \circ securitized asset fund C venture capital fund C Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. 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*: \$ 443,878,000

Ownership

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

\$0

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

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

| - | _ |
|---|---|
| | - |

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

1%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

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

0%

Your Advisory Services

Yes No

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

 $C \circ$

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

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the *private fund*?

C 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 private fund. If the answer 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*?

C O

20. Approximately what percentage of your clients has invested in the private fund? 0%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?



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

No Information Filed

B. SERVICE PROVIDERS

| <u>Auditors</u> | |
|--|---------|
| Yes | No |
| 23. (a) (1) Are the <i>private fund</i> 's financial statements subject to an annual audit? | O |
| (2) Are the financial statements prepared in accordance with U.S. GAAP? | C |
| If the answer to 23(a)(1) is "yes," respond 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. | |
| Additional Auditor Information: 1 Record(s) Filed. | |
| If the answer to 23(a)(1) is "yes," respond 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. | |
| (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: STAMFORD | - 1 |
| Connecticut UNITED STATES | |
| (d) Is the auditing firm an <i>independent public accountant</i> ? | _ |
| (e) Is the auditing firm registered with the Public Company Accounting Oversight Board? | į |
| (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? | ١ |
| Yes | _ No |
| (g) Are the <i>private fund</i> 's audited financial statements distributed to the <i>private fund</i> 's investors? | 0 |
| (h) Does the report prepared by the auditing firm contain an unqualified opinion? | |
| Yes O No O Report Not Yet Received | |
| If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available. | |
| Prime Broker | |
| Yes | No |
| 24. (a) Does the <i>private fund</i> use one or more prime brokers? | Q. |

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

0

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

Additional Custodian Information: 1 Record(s) Filed.

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

- (b) Legal name of custodian:
 JP MORGAN CHASE BANK N.A.
- (c) Primary business name of custodian: JP MORGAN CHASE
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

Yes No

O

(e) Is the custodian a related person of your firm?

 \mathbf{C}

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

CRD Number (if any):

<u>Administrator</u>

Yes No

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



If the answer to 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 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?



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 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:

SH GROUP I, L.P.

(b) *Private fund* identification number: (include the "805-" prefix also) 805-5407588510

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

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director

STARWOOD CAPITAL HOTEL BRAND GP, L.L.C.

- 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 No |
| 6. | (a) Is this a "master fund" in a master-feeder arrangement? |
| | (b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ? |
| | No Information Filed |
| | |
| | (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 the <i>Private Fund</i> : |
| | Private Fund Identification Number: (include the "805-" prefix also) |
| | NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately. |
| 7. | If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions: |
| | No Information Filed |
| | NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a 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 |
| 8. | (a) Is this <i>private fund</i> a "fund of funds"? |
| | (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related</i> person? |
| | 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, whether or not they are also <i>private funds</i> , or registered investment companies. |
| 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 | tvne | of fund | is | the | private | fund? |
|-----|---------|------|----------|----|------|---------|--------|
| TO. | AAIICIC | Lypu | OI TOTIC | 13 | LIIC | private | iuiiu: |

hedge fund \circ liquidity fund \circ private equity fund \circ real estate fund \circ securitized asset fund \circ venture capital fund \circ Other *private fund*

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. 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:

\$ 45,614,381

Ownership

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

\$ C

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 *private fund*'s beneficial owners:

21

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

24%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

7%

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

7%

Your Advisory Services

Yes No

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

 \circ

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

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the *private fund*?

) [S

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

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| | No Informa | ation Filed | |
|---|-------------------------------|--|--------------|
| 19. Are your <i>clients</i> solicited to in | vest in the <i>private fi</i> | und? | Yes No |
| 20. Approximately what percentage 0% | ge of your <i>clients</i> ha | s invested in the <i>private fund?</i> | |
| Private Offering | | | W N - |
| 21. Does the <i>private fund</i> rely on Regulation D of the Securities | | registration of its securities under | Yes No |
| 22. If yes, provide the private fun | d's Form D file numi | per (if any): | |
| Form D file number | | | |
| 021-128916 | | | |
| B. SERVICE PROVIDERS | | | |
| <u>Auditors</u> | | | |
| 23. (a) (1) Are the <i>private fund</i> 's 1 | financial statements | subject to an annual audit? | Yes No |
| (2) Are the financial stater | | _ | • O |
| | an one auditing firm | questions (b) through (f) below. If t , you must complete questions (b) t | he |
| Additional Auditor Info | _ | l(s) Filed. | |
| | nan one auditing firm | questions (b) through (f) below. If n, you must complete questions (b) | the |
| (b) Name of the auditing PRICEWATERHOUSEC | | | |
| (c) The location of the au (city, state and count | | esponsible for the <i>private fund</i> 's aud | lit |
| City: NEW YORK | State: | Country: | 1 |
| NEW TORK | New York | UNITED STATES | ļ |
| (d) Is the auditing firm ar | n independent public | accountant? | Yes No |
| (e) Is the auditing firm re Board? | gistered with the Pu | blic Company Accounting Oversight | o c |

City:

NEW YORK

| (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 <i>private fund</i> 's audited financial statements distributed to the <i>private fund</i> 's investors? |
| (h) Does the report prepared by the auditing firm contain an unqualified opinion? |
| 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 available. |
| Prime Broker |
| Yes M |
| 24. (a) Does the <i>private fund</i> use one or more prime brokers? |
| If the answer to 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 |
| |
| <u>Custodian</u> Yes 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? |
| If the answer to 25(a) is "yes," respond to questions (b) through (f) 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 (f) separately for each custodian. |
| Additional Custodian Information : 1 Record(s) Filed. |
| If the answer to 25(a) is "yes," respond to questions (b) through (f) 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 (f) separately for each custodian. |
| (b) Legal name of custodian: JP MORGAN CHASE BANK N.A. |
| (c) Primary business name of custodian: JP MORGAN CHASE |
| (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): |

State:

New York

Country:

UNITED STATES

Yes No

CS

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

CRD Number (if any):

Administrator

Yes No

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



If the answer to 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?

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?



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 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.

Additional Marketer Information: 1 Record(s) 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 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?

(c) Name of the marketer: STARWOOD CAPITAL, L.L.C.

(d) If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-):

8 - 67788 and CRD Number (if any): 146057

(e) Location of the marketer's office used principally by the private fund (city, state and country):

City:

State:

Country:

GREENWICH

Connecticut

UNITED STATES

Yes No

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

0

(g) If the answer to 28(f) is "yes", list the website address(es): No Information Filed

A. PRIVATE FUND

Information About the Private Fund

- 1. (a) Name of the *private fund*: SH GROUP INTERNATIONAL, L.P.
 - (b) Private fund identification number: (include the "805-" prefix also) 805-8331594300
- 2. Under the laws of what state or country is the *private fund* organized:

State:

Country:

UNITED KINGDOM

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

Name of General Partner, Manager, Trustee, or Director

STARWOOD CAPITAL HOTEL BRAND INTERNATIONAL GP, S.AR.L

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. | :h |
| | No Information Filed | |
| | Yes N | ok |
| 6. | (a) Is this a "master fund" in a master-feeder arrangement? ${f C}$ | Ø. |
| | (b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder fund investing in this <i>private fund</i> ? | st |
| | No Information Filed | |
| | | |
| | Yes N (c) Is this a "feeder fund" in a master-feeder arrangement? | OV 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? Name of the Private Fund: | a |
| | | |
| | Private Fund Identification Number: (include the "805-" prefix also) | |
| | NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately. | |
| 7. | If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions: | |
| | No Information Filed | |
| | | |
| | NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more fund ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). fund would also be a "feeder fund" investing in a "master fund" for purposes of this question 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. | Α |
| c | Yes N | _ |
| 8. | (a) Is this <i>private fund</i> a "fund of funds"? | 9 |
| | (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related</i> person? | |
| | 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, whether or not they are also <i>private</i> | 9 |

funds, or registered investment companies.

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Yes No

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?



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

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. 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*:

\$ 9,890,619

<u>Ownership</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 organizational documents of the fund).

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

21

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

24%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

7%

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

7%

Your Advisory Services

Yes No

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.

No Information Filed

Yes No

| 18. (| a) Do any other investment advisers advise the <i>private fund</i> ? | Ο. |
|-------------|--|---------|
| (| b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank. | |
| | No Information Filed | |
| : | Yes | |
| 19. / | re your <i>clients</i> solicited to invest in the <i>private fund</i> ? | 0 |
| | pproximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? % | |
| <u>Priv</u> | te Offering | |
| | ves the <i>private fund</i> rely on an exemption from registration of its securities under egulation D of the Securities Act of 1933? | No C |
| 22. I | yes, provide the <i>private fund</i> 's Form D file number (if any): | |
| | orm D file number | |
| Ŀ | 21-128915 | |
| B. SE | RVICE PROVIDERS Ors Yes | No |
| 23. (| (1) Are the <i>private fund</i> 's financial statements subject to an annual audit? | O |
| | (2) Are the financial statements prepared in accordance with U.S. GAAP? | 0 |
| | If the answer to 23(a)(1) is "yes," respond 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. |) |
| | Additional Auditor Information: 1 Record(s) Filed. | |
| | If the answer to 23(a)(1) is "yes," respond 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. (b) Name of the auditing firm: | |
| | PRICEWATERHOUSECOOPERS, 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 | Í |
| | New York UNITED STATES | |
| | Yes N | |
| | · · | ı |

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| (d) Is the auditing firm an independent public accountant? |
|---|
| (e) Is the auditing firm registered with the Public Company Accounting Oversight © C |
| (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 I |
| (g) Are the <i>private fund</i> 's audited financial statements distributed to the <i>private fund</i> 's investors? |
| (h) Does the report prepared by the auditing firm contain an unqualified opinion? |
| Yes O No O Report Not Yet Received |
| If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available. |
| Prime Broker |
| Yes |
| 24. (a) Does the <i>private fund</i> use one or more prime brokers? |
| If the answer to 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 |
| <u>Custodian</u> |
| Yes i |
| 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 25(a) is "yes," respond to questions (b) through (f) 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 (f) separately for each custodian. |
| Additional Custodian Information: 1 Record(s) Filed. |
| If the answer to 25(a) is "yes," respond to questions (b) through (f) 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 (f) separately for each custodian. |
| (b) Legal name of custodian: JP MORGAN CHASE BANK N.A. |

(c) Primary business name of custodian: JP MORGAN CHASE

| (d) The location of th | e custodian's office | e responsible for <i>custod</i> | dy of the <i>private fund</i> 's |
|------------------------|----------------------|---------------------------------|----------------------------------|
| assets (city, state | e and country): | | |
| City: | State: | Country: | |

EW YORK

New York

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

O

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

CRD Number (if any):

separately for each administrator.

Administrator

Yes No

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



If the answer to 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)

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*?

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?



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 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.

Additional Marketer Information: 1 Record(s) 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 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? (c) Name of the marketer: STARWOOD CAPITAL, L.L.C. (d) If the marketer is registered with the SEC, its file number (e.q., 801-, 8-, or 866-): 8 - 67788 and CRD Number (if any): 146057 (e) Location of the marketer's office used principally by the private fund (city, state and country): City: State: Country: **GREENWICH** Connecticut **UNITED STATES** Yes No (f) Does the marketer market the *private fund* through one or more websites? O (g) If the answer to 28(f) is "yes", list the website address(es): No Information Filed A. PRIVATE FUND SOF VIII BRAZIL CO-INVEST AAA, L.P. (b) Private fund identification number: (include the "805-" prefix also)

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| Name of General | Partner, | Manager, | Trustee, | or I | Director |
|-----------------|----------|----------|----------|------|----------|
|-----------------|----------|----------|----------|------|----------|

SCG BRAZIL CO-INVEST GP, L.L.C.

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?



(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 *private fund* identification number (if any) of the master fund in which this *private fund* invests?

Name of the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

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

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

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

 \mathbf{C}

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

| | (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ? | C |
|-----------|--|------|
| | NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or mof its total assets in other pooled investment vehicles, whether or not they are also <i>private funds</i> , or registered investment companies. | |
| | 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.)? | Ó |
| 10. | . What type of fund is the <i>private fund</i> ? | |
| | hedge fund C liquidity fund C private equity fund C real estate fund C securitized a | asse |
| | fund C venture capital fund C Other <i>private fund</i> | |
| | NOTE: For funds of funds, refer to the funds in which the <i>private fund</i> invests. For definitio of these fund types, please see Instruction 6 of the Instructions to Part 1A. | ns |
| 11. | . Current gross asset value of the <i>private fund</i> : \$ 34,544,000 | |
| _ | | |
| <u>Dw</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</i> 's beneficial owners: | |
| 14. | . What is the approximate percentage of the <i>private fund</i> beneficially owned by you and you related person: | ır |
| 15. | . What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggrega by funds of funds: 0% | ıte) |
| 16. | . What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 0% | |
| Υo | ur Advisory Services | |
| | | s No |
| 17. | . (a) Are you a subadviser to this <i>private fund</i> ? | Ó |
| | (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 questiblank. | on |
|--|---------|
| No Information Filed | |
| Yes | No |
| 18. (a) Do any other investment advisers advise the <i>private fund</i> ? | Q, |
| (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank. | |
| No Information Filed | |
| Yes | No |
| 19. Are your <i>clients</i> solicited to invest in the <i>private fund</i> ? | Ö |
| 20. Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0% | |
| Private Offering | |
| Yes 21. Does the <i>private fund</i> rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? | No O |
| 22. If yes, provide the <i>private fund</i> 's Form D file number (if any): | |
| No Information Filed | |
| B. SERVICE PROVIDERS | |
| <u>Auditors</u> | |
| Yes | No |
| 23. (a) (1) Are the <i>private fund</i> 's financial statements subject to an annual audit? | 0 |
| (2) Are the financial statements prepared in accordance with U.S. GAAP? | O |
| If the answer to 23(a)(1) is "yes," respond 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. | 1 |
| Additional Auditor Information: 1 Record(s) Filed. | |
| If the answer to 23(a)(1) is "yes," respond 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. | |
| (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: STAMFORD | State: | Country: | |
|--------------|---|---|--|--------|
| | STAPILORD | Connecticut | UNITED STATES | |
| | (d) Is the auditing firm a | an <i>independent public a</i> | eccountant? | Yes No |
| | (e) Is the auditing firm r Board? | registered with the Publ | lic Company Accounting Oversigh | t o c |
| | | | bject to regular inspection by the | 6 C |
| ,_, | investors? Does the report prepared Yes O No O Report If you check "Report Not | by the auditing firm co Not Yet Received Yet Received," you mus | nts distributed to the private fund ontain an unqualified opinion? St promptly file an amendment to | |
| | Form ADV to update your | response when the rep | oort is available. | |
| <u>Prime</u> | <u>Broker</u> | | | Yes No |
| 24. (a) | Does the <i>private fund</i> use | e one or more prime bro | okers? | O O |
| | broker the private fund us | ses. If the <i>private fund</i> | tions (b) through (e) below for ea uses more than one prime broke tely for each prime broker. | |

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?



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

No Information Filed

Additional Custodian Information: 1 Record(s) Filed.

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

(b) Legal name of custodian: JP MORGAN CHASE BANK N.A. IAPD - View All Page 97 of 352

| (c) | Primary business name of custodian: |
|-----|-------------------------------------|
| | IP MORGAN CHASE |

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

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):

Administrator

Yes No

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



If the answer to 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 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?



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 28(a) is "yes", respond to questions (b) through (q) 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.

Additional Marketer Information: 1 Record(s) 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 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?



(c) Name of the marketer: STARWOOD CAPITAL, L.L.C.

(d) If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-):

8 - 67788

and CRD Number (if any): 146057

(e) Location of the marketer's office used principally by the private fund (city, state and country):

City:

State:

Country:

GREENWICH

Connecticut

UNITED STATES

Yes No

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

| • | |
|-----|--|
| ì | |
| ~.* | |
| | |

0

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

No Information Filed

A. PRIVATE FUND

<u>Information About the Private Fund</u>

- 1. (a) Name of the private fund: SOF-VI NEW LP LENDER, L.P.
 - (b) Private fund identification number: (include the "805-" prefix also) 805-3172474096
- 2. Under the laws of what state or country is the *private fund* organized:

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director

SOF-VI NEW LP LENDER GP, L.L.C.

- 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?

Ö

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

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 the Private Fund:

investing in this private fund?

Private Fund Identification Number: (include the "805-" prefix also)

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

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

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

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



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



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, whether or not they are also *private* funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?



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

hedge fund O liquidity fund O private equity fund C real estate fund O securitized asset fund O venture capital fund O Other *private fund*

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. 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:

\$ 27,776,000

<u>Ownership</u>

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).

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

10

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

10%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

0%

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

0%

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| Your Advisory Services |
|--|
| Yes No. (a) Are you a subadviser to this <i>private fund</i> ? |
| (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank. |
| No Information Filed |
| Yes No. (a) Do any other investment advisers advise the <i>private fund</i> ? |
| (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18(a) is "no," leave this question blank. |
| No Information Filed |
| 19. Are your <i>clients</i> solicited to invest in the <i>private fund</i> ? |
| 20. Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0% |
| Private Offering |
| 21. Does the <i>private fund</i> rely 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</i> 's Form D file number (if any): |
| No Information Filed |
| |
| B. SERVICE PROVIDERS |
| <u>Auditors</u> |
| Yes N |
| 23. (a) (1) Are the <i>private fund</i> 's financial statements subject to an annual audit? |
| (2) Are the financial statements prepared in accordance with U.S. GAAP? |
| If the answer to 23(a)(1) is "yes," respond 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. |
| Additional Auditor Information : 1 Record(s) Filed. |
| If the answer to 23(a)(1) is "yes," respond 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. |

(b) Name of the auditing firm:

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| | PRICEWATERHOUSECO | OOPERS, 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 | | | |
| | (d) Is the auditing firm an | ı independent public | accountant? | Yes No | | |
| | (e) Is the auditing firm real Board? | gistered with the Pu | blic Company Accounting Oversigh | t o o | | |
| | | | subject to regular inspection by the ard in accordance with its rules? | • • • | | |
| (h) (i l l Prime E 24. (a) (i | investors? Does the report prepared by Yes O No O Report Not Yes Form ADV to update your report Not Yes. Broker Does the private fund use of the answer to 24(a) is "yes broker the private fund use of the private fund us | oy the auditing firm of the fi | orokers? stions (b) through (e) below for ea d uses more than one prime broke rately for each prime broker. | Yes No | | |
| | | No Informa | tion Filed | | | |
| <u>Custodi</u> | <u>ian</u> | | | Yes No | | |
| č | above) to hold some or all | of its assets? | uding the prime brokers listed | o c | | |
| (| | uses. If the private | stions (b) through (f) below for eac fund uses more than one custodiar ately for each custodian. | | | |
| | Additional Custodian In | formation: 1 Reco | ord(s) Filed. | | | |
| | | | estions (b) through (f) below for earting uses more than one custodia | | | |

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| must complete quest | ions (b) through (f) s | separately for each custodian. | |
|---|------------------------|---|----------------|
| (b) Legal name of cus JP MORGAN CHAS | | | |
| (c) Primary business JP MORGAN CHAS | | | |
| (d) The location of th assets (city, state | | esponsible for <i>custody</i> of the <i>p</i> | orivate fund's |
| City: NEW YORK | State: | Country: | |
| } | New York | UNITED STATES | Yes No |
| (e) Is the custodian a | related person of yo | our firm? | C P |
| (f) If the custodian is | s a broker-dealer, pro | ovide its SEC registration num | ber (if anv) |

<u>Administrator</u>

Yes No

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

CRD Number (if any):

C O

If the answer to 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?

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?



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 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:

SOF-VIII BRAZIL CO-INVEST A, L.P.

(b) *Private fund* identification number: (include the "805-" prefix also) 805-1185444303

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

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director

SCG BRAZIL CO-INVEST GP, L.L.C.

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?

င 🙋

(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 private fund identification number (if any) of the master fund

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in which this *private fund* invests? Name of the *Private Fund*:

Private Fund Identification Number: (include the "805-" prefix also)

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

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

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 private fund a "fund of funds"?

Yes No

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

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 vehicles, whether or not they are also *private* funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

C O

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 *private fund*

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. 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*: \$ 36,191,000

Ownership

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| 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</i> 's beneficial owners: 8 |
| 14. | What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related person</i> : 15% |
| 15. | What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 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 |
| | 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 to question 17(a) is "no," leave this question blank. |
| | No Information Filed |
| | Yes No |
| 18. | (a) Do any other investment advisers advise the <i>private fund</i> ? |
| | (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18(a) is "no," leave this question blank. |
| | No Information Filed |
| 19. | Are your <i>clients</i> solicited to invest in the <i>private fund</i> ? C |
| 20. | Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0% |
| <u>Pri</u> | vate Offering |
| 21. | Does the <i>private fund</i> rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? |

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| 22. If yes, provid | le the <i>private i</i> | <i>fund</i> 's Form D file r No Infor | number (if any): mation Filed | |
|--------------------|-------------------------|---|---|---------------------------------------|
| B. SERVICE PROV | /IDERS | | | |
| <u>Auditors</u> | | | | Yes No |
| 23. (a) (1) Are th | ne <i>private fund</i> | 's financial statem | ents subject to an annual audit? | |
| (2) Are th | ne financial sta | tements prepared | in accordance with U.S. GAAP? | • 0 |
| private fu | | than one auditing | d to questions (b) through (f) be firm, you must complete question | |
| Addition | al Auditor In | formation: 1 Re | cord(s) Filed. | · · · · · · · · · · · · · · · · · · · |
| private f | <i>fund</i> uses more | | nd to questions (b) through (f) bg firm, you must complete quest firm. | |
| 1 | e of the auditi | _ | | |
| (city | , state and cou | | ice responsible for the <i>private fu</i> | <i>nd</i> 's audit |
| City: | MFORD | State: | Country: | ļ |
| | | Connecticut | UNITED STATES | |
| (d) Is th | e auditing firm | an <i>independent p</i> | ublic accountant? | Yes No |
| (e) Is th Boar | | registered with th | ne Public Company Accounting O | versight ö C |
| | | | firm subject to regular inspection t Board in accordance with its ru | |
| investors | ? | | itements distributed to the <i>priva</i> firm contain an unqualified opinion | • |
| Yes C | No C Repor | t Not Yet Received t Yet Received," yo | | |
| Prime Broker | | | | |

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| | | Yes No |
|---|--|---|
| one or more prin | ne brokers? | res N |
| ses. If the <i>private</i> | fund uses more than one prime brok | each prime |
| No Info | rmation Filed | |
| | | |
| | | Yes No |
| any custodians (Il of its assets? | including the prime brokers listed | o c |
| d uses. If the <i>priva</i> | ate fund uses more than one custodia | |
| nformation: 1 F | Record(s) Filed. | |
| dian: BANK N.A. me of custodian: ustodian's office r id country): State: | esponsible for <i>custody</i> of the <i>private</i> Country: | fund's |
| New York | UNITED STATES | W N- |
| lated person of yo | our firm? | Yes No |
| broker-dealer, pro | ovide its SEC registration number (if | any) |
| | | |
| | 'yes," respond to see. If the private (b) through (e) so No Info No In | lyes," respond to questions (b) through (e) below for ease. If the private fund uses more than one prime broke (b) through (e) separately for each prime broker. No Information Filed any custodians (including the prime brokers listed of its assets? lyes," respond to questions (b) through (f) below for each uses. If the private fund uses more than one custodian (b) through (f) separately for each custodian. Information: 1 Record(s) Filed. "yes," respond to questions (b) through (f) below for each uses. If the private fund uses more than one custod (b) through (f) separately for each custodian. Solution: BANK N.A. The of custodian: State: Country: |

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

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private

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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 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 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.

Additional Marketer Information: 1 Record(s) 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 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?

(c) Name of the marketer: STARWOOD CAPITAL, L.L.C.

(d) If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-):

8 - 67788 and CRD Number (if any): 146057

(e) Location of the marketer's office used principally by the private fund (city, state and country):

City:

State:

Country:

GREENWICH

Connecticut

UNITED STATES

| Yes | N |
|-----|---|

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



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

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

SOF-VIII BRAZIL CO-INVEST AA, L.P.

(b) *Private fund* identification number: (include the "805-" prefix also) 805-7748422266

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

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director

SCG BRAZIL CO-INVEST GP, L.L.C.

- 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?



(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

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| | | Tes No |
|-----|--|-----------------------|
| | (c) Is this a "feeder fund" in a master-feeder arrangement? | C º |
| | (d) If yes, what is the name and private fund identification number (if any) of the mass in which this private fund invests? Name of the Private Fund: | ter fund |
| | Private Fund Identification Number: (include the "805-" prefix also) | |
| | NOTE: You must complete question 6 for each master-feeder arrangement regardless whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately. | of |
| 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 following questions: | er the |
| | No Information Filed | |
| | NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund would also be a "feeder fund" investing in a "master fund" for purposes of this quit issued multiple classes (or series) of shares or interests, and each class (or series) in substantially all of its assets in a single master fund. | und"). A estìon if |
| | | Yes No |
| 8. | (a) Is this <i>private fund</i> a "fund of funds"? | C |
| | (b) If yes, does the private fund invest in funds managed by you or by a related person? | c c |
| | NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent of its total assets in other pooled investment vehicles, whether or not they are also <i>prifunds</i> , or registered investment companies. | vate |
| ^ | Demine warm last finest warm did the private fund invest in conveities issued by | 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.)? | C 🐸 |
| 10. | . What type of fund is the <i>private fund</i> ? | |
| | hedge fund C liquidity fund C private equity fund C real estate fund C securitiz | ed asset |
| | fund C venture capital fund C Other private fund | |
| | NOTE: For funds of funds, refer to the funds in which the <i>private fund</i> invests. For define of these fund types, please see Instruction 6 of the Instructions to Part 1A. | nitions |
| 11. | . Current gross asset value of the private fund: | |
| | \$ 1,985,000 | |
| | | |

| Owi | |
|-----|--|
| | |
| | |

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

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 *private fund*'s beneficial owners:

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

1%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

0%

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

0%

Your Advisory Services

Yes No

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

Ô.

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

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?

OO

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

No Information Filed

Yes No

19. Are your *clients* solicited to invest in the *private fund*?

C 9

20. Approximately what percentage of your clients has invested in the private fund? 0%

Private Offering

Yes No

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| 21. Does the <i>private fund</i> rely o Regulation D of the Securition | | m registration of its securities under | 9 C |
|---|---|--|------------|
| 22. If yes, provide the <i>private f</i> u | <i>und</i> 's Form D file nu | imber (if any): | |
| | No Inform | ation Filed | |
| B. SERVICE PROVIDERS | | | |
| Auditors | | | |
| 23. (a) (1) Are the private fund | s financial statemer | nts subject to an annual audit? | Yes No |
| (2) Are the financial stat | ements prepared in | accordance with U.S. GAAP? | 0 0 |
| | han one auditing fir | to questions (b) through (f) below. If t rm, you must complete questions (b) t | |
| Additional Auditor In | formation: 1 Reco | ord(s) Filed. | |
| | than one auditing for each auditing fire | to questions (b) through (f) below. If irm, you must complete questions (b) m. | the |
| DELOITTE & TOUCH | IE, LLP | | 9 |
| (c) The location of the (city, state and cou | | e responsible for the <i>private fund</i> 's aud | iit |
| City: STAMFORD | State: | Country: | |
| | Connecticut | UNITED STATES | |
| (d) Is the auditing firm | an <i>independent pul</i> | blic accountant? | Yes No |
| (e) Is the auditing firm Board? | registered with the | Public Company Accounting Oversight | • c |
| | | m subject to regular inspection by the Board in accordance with its rules? | o c |
| investors? (h) Does the report prepared Yes C No C Report | d by the auditing fir Not Yet Received Yet Received," you | ements distributed to the <i>private fund</i> 's m contain an unqualified opinion? I must promptly file an amendment to be report is available. | |

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?

O

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

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?



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

Additional Custodian Information: 1 Record(s) Filed.

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

- (b) Legal name of custodian: JP MORGAN CHASE BANK N.A.
- (c) Primary business name of custodian: JP MORGAN CHASE
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

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):

Administrator

Yes No

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



If the answer to 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?

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?



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 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.

Additional Marketer Information: 1 Record(s) 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 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?



(c) Name of the marketer: STARWOOD CAPITAL, L.L.C.

(d) If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-):

8 - 67788 and CRD Number (if any): 146057

(e) Location of the marketer's office used principally by the private fund (city, state and country):

City:

State:

Country:

GRENNWICH

Connecticut

UNITED STATES

Yes No

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



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

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

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

STAR/WEST RETAIL FUND, L.P.

(b) Private fund identification number: (include the "805-" prefix also) 805-1387975690

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

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director

STAR/WEST RETAIL MANAGEMENT, 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

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?

| ٨ | 10 | In | for | ma | tio | n F | iled |
|---|-----|----|-----|----|------|-----|------|
| " | JO. | תו | ror | ma | 1163 | n r | แยก |

| | No Information Filed | | |
|-----|--|-------------------------|---------|
| | | Yes ! | No |
| | (c) Is this a "feeder fund" in a master-feeder arrangement? | c | Ö |
| | (d) If yes, what is the name and private fund identification number (if any) of the master in which this private fund invests? Name of the Private Fund: | er fur | ıd |
| | 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. | f | |
| 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 following questions: | r the | |
| | No Information Filed | | |
| | NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund would also be a "feeder fund" investing in a "master fund" for purposes of this quesit issued multiple classes (or series) of shares or interests, and each class (or series) investigations and each class (or series) investigations. | nd"). stion /ests | A if |
| Ω | (a) Is this <i>private fund</i> a "fund of funds"? | Yes I C | |
| ο. | | CI | v |
| | (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related</i> person? | O | O |
| | NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or of its total assets in other pooled investment vehicles, whether or not they are also <i>priva funds</i> , or registered investment companies. | | ·e |
| | | Yes <u>l</u> | |
| 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.)? | င | 0 |
| 10. | . What type of fund is the <i>private fund</i> ? | | |
| | hedge fund C liquidity fund C private equity fund C real estate fund C securitize | d ass | et |
| | fund C venture capital fund C Other <i>private fund</i> | | |
| | | | |
| | NOTE: For funds of funds, refer to the funds in which the <i>private fund</i> invests. For defini of these fund types, please see Instruction 6 of the Instructions to Part 1A. | itions | i |
| | | | |

| 11. | Current | gross | asset | value | of the | private | fund: |
|-----|---------|--------|-------|-------|--------|---------|-------|
| | ¢ 403 9 | 50 000 | 1 | | | | |

<u>Ownership</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 organizational documents of the fund).

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

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

15%

15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:

0%

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

85%

Your Advisory Services

Yes No

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

CO

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

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the *private fund*?

CO

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

No Information Filed

Yes No

19. Are your *clients* solicited to invest in the *private fund*?

CO

20. Approximately what percentage of your clients has invested in the private fund? 0%

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| Private Offering | | | M = - 11 - | | | | | |
|--|---|---|--------------|--|--|--|--|--|
| 21. Does the <i>private fund</i> rely on Regulation D of the Securities | | from registration of its securities under | Yes No | | | | | |
| 22. If yes, provide the private fund | d's Form D fil | e number (if any): | | | | | | |
| Form D file number | | | | | | | | |
| 021-128916 | | | | | | | | |
| B. SERVICE PROVIDERS | | | | | | | | |
| <u>Auditors</u> | | | | | | | | |
| 23. (a) (1) Are the <i>private fund</i> 's f | înancial state | ements subject to an annual audit? | Yes No | | | | | |
| (2) Are the financial statem | nents prepare | ed in accordance with U.S. GAAP? | 9 C | | | | | |
| If the answer to 23(a)(1) is private fund uses more that (f) separately for each aud | an one auditir | ond to questions (b) through (f) below. If th ng firm, you must complete questions (b) th | ne nrough | | | | | |
| Additional Auditor Info | rmation: 1 | Record(s) Filed. | | | | | | |
| | nan one audit | oond to questions (b) through (f) below. If the ing firm, you must complete questions (b) g firm. | the | | | | | |
| (b) Name of the auditing | | | 1 | | | | | |
| PRICEWATERHOUSEC | OOPERS, LLP | | f | | | | | |
| (c) The location of the au (city, state and count | | office responsible for the <i>private fund</i> 's aud | it | | | | | |
| City: CHICAGO | State: | Country: | 1 | | | | | |
| CHICAGO | Illinois | UNITED STATES | | | | | | |
| | | | Yes No | | | | | |
| (d) Is the auditing firm ar | n <i>inaepenaen</i> i | t public accountant? | 2 0 | | | | | |
| (e) Is the auditing firm re Board? | (e) Is the auditing firm registered with the Public Company Accounting Oversight 6 C Board? | | | | | | | |
| | | g firm subject to regular inspection by the ght Board in accordance with its rules? | o o | | | | | |
| investors? | | statements distributed to the <i>private fund</i> 's g firm contain an unqualified opinion? | Yes No | | | | | |

| 0 | Yes | O | Nο | O | Report Not | Yet | Received |
|-------|-----|-----|-----|---|------------|-----|----------|
| 2 500 | 165 | ٠_٠ | IVO | | Report Not | 161 | Received |

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

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?



If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

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?



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

Additional Custodian Information: 1 Record(s) Filed.

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

- (b) Legal name of custodian: WELLS FARGO BANK
- (c) Primary business name of custodian: **WELLS FARGO**
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

SHELTON

Connecticut

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

0

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

CRD Number (if any):

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Administrator

Yes No

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

Q

If the answer to 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?

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?

O O

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 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:

STARWOOD CAPITAL HOSPITALITY FUND I-1, L.P.

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

805-1770516950

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

State:

Country:

Delaware

UNITED STATES

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

| Name of General Partner, Manager, Trustee, or Director | | |
|--|--|--|
| SCG HOTEL MANAGEMENT, L.L.C. | | |

- 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?



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

| Private Fund Name | Private Fund Identification Number | | | | |
|--|---------------------------------------|--|--|--|--|
| STARWOOD CAPITAL HOSPITALITY FUND I-1 INVESTMENT, INC. | 805-6230019016 | | | | |

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

| | Π. |
|---|----|
| ٠ | |

(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 the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

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

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information: 1 Record(s) 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:

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| | (a) | | private fund: CAPITAL HOSPIT | ALITY FUND I- | LINVESTME | NT, INC. | | |
|----|--------------------------------|--|---|---|--|-------------------------------|---------------------------|--------------------------------|
| | | | identification nur "805-" prefix also 9016 | | | | | |
| | | Under the lav | ws of what state | or country is th Country: | e private fu | nd organized | | i |
| | | Delaware | | UNITED STAT | ES | | | |
| | | Name(s) of G similar capac | General Partner, i | danager, Trusto | ee, or Direct | ors (or perso | ns serving | in a |
| | İ | Name of Ge | eneral Partner, | Manager, Tru | stee, or Dir | ector | | |
| | | JEROME C. S | SILVEY | | | | | |
| | | (1) quali section 3(c)((2) quali section 3(c)(| fies for the exclusion of the Investment of the | sion from the dient Company is sion from the dient Company is | efinition of i Act of 1940 efinition of i Act of 1940 | nvestment co | ompany un | ider |
| | | | e and country, in ne <i>private fund</i> is | | | ancıaı regula | tory autno | rity |
| | | | | No Informa | tion rilea | · · | | |
| | ("feede fund wo it issue | r funds") inve ould also be a d multiple cla | of questions 6 arest all or substant "feeder fund" in sses (or series) of s assets in a sing | tially all of their vesting in a "m of shares or inte | r assets in a aster fund" erests, and e | single fund (for purposes | "master fu of this que | und"). A estion if vests |
| 8. | (a) Is th | nis <i>private fui</i> | nd a "fund of fund | ds"? | | | | Yes No |
| | (b) If ye | es, does the <i>j</i> | p <i>rivate fund</i> inves | | aged by you | or by a <i>rela</i> | ted | co |
| | of its to | For purposes Ital assets in | of this question of other pooled inve investment comp | stment vehicle | | | | ate / |
| _ | <u>.</u> | l+ 6 | alaa aa Balata | to a few few districtions of | | | | Yes No |
| 9. | investm | ent compani | al year, did the <i>p</i> es registered und funds," to the ex | er the Investm | ent Compan | y Act of 1940 | | C º |
| | | | | ; | | | | |

| 10. What type of fund is the <i>private fund</i> ? | |
|--|----------|
| hedge fund \circ liquidity fund \circ private equity fund \circ real estate fund \circ securitize fund \circ venture capital fund \circ Other <i>private fund</i> | ed asset |
| NOTE: For funds of funds, refer to the funds in which the <i>private fund</i> invests. For defi of these fund types, please see Instruction 6 of the Instructions to Part 1A. | nitions |
| 11. Current gross asset value of the <i>private fund</i> : \$80,514,000 | |
| <u>Ownership</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 personal documents of the fundamental documents of the fundamental documents. | |
| 13. Approximate number of the <i>private fund</i> 's beneficial owners: 14 | |
| 14. What is the approximate percentage of the <i>private fund</i> beneficially owned by you and <i>related person</i>:1% | your |
| 15. What is the approximate percentage of the <i>private fund</i> beneficially owned (in the agging by funds of funds: 0% | regate) |
| 16. What is the approximate percentage of the private fund beneficially owned by non-Unit States persons: 32% | ted |
| Your Advisory Services | |
| | Yes No |
| 17. (a) Are you a subadviser to this <i>private fund</i> ? | C º |
| (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if the adviser of the private fund. If the answer to question 17(a) is "no," leave this oblank. | |
| No Information Filed | |
| | Yes No |
| 18 (a) Do any other investment advisers advise the private fund? | |

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

question blank.

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| | No Info | rmation Filed | |
|---|------------------------------|---|------------|
| 19. Are your <i>clients</i> solicited to | invest in the <i>private</i> | e fund? | Yes No |
| 20. Approximately what percen 0% | tage of your <i>clients</i> | has invested in the private fund? | |
| Private Offering | | | Yes No |
| 21. Does the <i>private fund</i> rely Regulation D of the Securit | | m registration of its securities under | • C |
| 22. If yes, provide the <i>private</i> i | fund's Form D file nu | ımber (if any): | |
| | No Inform | nation Filed | |
| B. SERVICE PROVIDERS | | | |
| Auditors | | | |
| 23. (a) (1) Are the private fund | 's financial statemer | nts subject to an annual audit? | Yes No |
| | | accordance with U.S. GAAP? | • O |
| | than one auditing fi | to questions (b) through (f) below. If t rm, you must complete questions (b) t | |
| Additional Auditor In | formation: 1 Rec | ord(s) Filed. | |
| | e than one auditing | to questions (b) through (f) below. If firm, you must complete questions (b) m. | the |
| (b) Name of the auditi DELOITTE & TOUC | _ | | |
| (c) The location of the (city, state and co | | e responsible for the <i>private fund</i> 's aud | lit |
| City: STAMFORD | State: | Country: | |
| STAMFORD | Connecticut | UNITED STATES | |
| (d) Is the auditing firm | n an <i>independent pu</i> | blic accountant? | Yes No |
| (e) Is the auditing firm Board? | n registered with the | Public Company Accounting Oversight | o c |

| | (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 |
| | Are the <i>private fund</i> 's audited financial statements distributed to the <i>private fund</i> 's investors? |
| (h) [| Does the report prepared by the auditing firm contain an unqualified opinion? |
| | Yes C No C Report Not Yet Received |
| 1 | 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 E</u> | <u>Broker</u> Yes No |
| 24. (a) [| Does the <i>private fund</i> use one or more prime brokers? |
| t | If the answer to 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 |
| C | |
| Custodi | <u>ian</u> 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? |
| C | If the answer to 25(a) is "yes," respond to questions (b) through (f) 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 (f) separately for each custodian. |
| | Additional Custodian Information : 2 Record(s) Filed. |
| | If the answer to 25(a) is "yes," respond to questions (b) through (f) 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 (f) separately for each custodian. |
| | (b) Legal name of custodian: GOLDMAN, SACHS & CO. |
| | (c) Primary business name of custodian: GOLDMAN, SACHS & CO. |

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

Country:

UNITED STATES

State:

New York

City:

NEW YORK

| (e) | Is the custodian a rela | nted person of your | firm? | C | O |
|-----|---|----------------------|---|----------|---------|
| (f) | If the custodian is a b | roker-dealer, proví | de its SEC registration number (if ar | ıy) | |
| | 8 - 129 | | | | |
| | CRD Number (if any): 361 | | | | |
| | | | · · · · · · · · · · · · · · · · · · · | | |
| cus | stodian the <i>private fund</i> | duses. If the privat | uestions (b) through (f) below for eate fund uses more than one custodial arately for each custodian. | | ou |
| (b) | Legal name of custodi JP MORGAN CHASE BA | | | | |
| (c) | Primary business nam JP MORGAN CHASE | e of custodian: | | | |
| (d) | The location of the cus assets (city, state and | , | oonsible for <i>custody</i> of the <i>private fu</i> | ınd's | |
| | City: NEW YORK | State: | Country: | | |
| | NEW TORK | New York | UNITED STATES | | |
| (e) | Is the custodian a rela | ted person of your | firm? | Yes O | No O |
| (f) | If the custodian is a b | roker-dealer, provi | de its SEC registration number (if an | y) | |
| | CRD Number (if any): | | | | |

Administrator

Yes No

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



If the answer to 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 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?



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 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 (q) separately for each marketer.

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the *private fund*: STARWOOD CAPITAL HOSPITALITY FUND I-2, L.P.

(b) *Private fund* identification number: (include the "805-" prefix also) 805-9767442087

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

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director

SCG HOTEL MANAGEMENT, L.L.C.

- 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 <i>private fund</i> is registered. |
|----|--|
| | No Information Filed |
| | Yes N |
| 6. | (a) Is this a "master fund" in a master-feeder arrangement? |
| | (b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder fund investing in this <i>private fund</i> ? |
| | No Information Filed |
| | Yes N |
| | (c) Is this a "feeder fund" in a master-feeder arrangement? |
| | (d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests? Name of the Private Fund: |
| | Private Fund Identification Number: (include the "805-" prefix also) |
| | NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately. |
| 7. | If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions: |
| | No Information Filed |
| | 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 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 N |
| 8. | (a) Is this <i>private fund</i> a "fund of funds"? |
| | (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related</i> person? |
| | 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, whether or not they are also <i>private</i> funds, or registered investment companies. |
| ^ | 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*?

| Ō | hedge fund | d C liquidity | fund C | private | equity fund | C real | estate fu | nd C | securitized | asset |
|-----|------------|----------------|---------|------------------|-------------|--------|-----------|------|-------------|-------|
| fun | d C ventu | re capital fui | nd C Of | her <i>priva</i> | ate fund | | | | | |

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. 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:

\$ 591,282,000

<u>Ownership</u>

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

\$ C

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 *private fund*'s beneficial owners:

23

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

2%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

1%

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

0%

Your Advisory Services

Yes No

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

င 🧐

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

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?

C 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 *private fund*. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

IAPD - View All

| 19. Are your <i>clients</i> solicited to in | nvest in the <i>private fur</i> | nd? | Yes C | No O |
|---|--|--|------------|-----------|
| 20. Approximately what percenta 0% | age of your <i>clients</i> has | invested in the private fund? | | |
| Private Offering | | | | |
| 21. Does the <i>private fund</i> rely or Regulation D of the Securitie | | gistration of its securities under | Yes | No C |
| 22. If yes, provide the <i>private fu</i> | <i>and</i> 's Form D file numbe No Informatio | • | | |
| B. SERVICE PROVIDERS | | | | |
| <u>Auditors</u> | ; | | | |
| 23. (a) (1) Are the private fund's | s financial statements s | ubject to an annual audit? | Yes o | • |
| (2) Are the financial state | ements prepared in acc | ordance with U.S. GAAP? | 0 | 0 |
| | han one auditing firm, v | uestions (b) through (f) below. If the you must complete questions (b) the | | ١ |
| Additional Auditor Info | | | | |
| | than one auditing firm, | questions (b) through (f) below. If to you must complete questions (b) | the | |
| (b) Name of the auditing DELOITTE & TOUCH | = | | | |
| (city, state and coun | ntry): | sponsible for the <i>private fund</i> 's audi | it | |
| City: STAMFORD | State: | Country: | | |
| | Connecticut | UNITED STATES | Yes N | |
| (d) Is the auditing firm a | an <i>independent public a</i> | | • c | |
| (e) Is the auditing firm r Board? | registered with the Pub | lic Company Accounting Oversight | o c | , |
| (f) If "yes" to (e) above | , is the auditing firm su | ubject to regular inspection by the | o C | $, \Big $ |

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| Public | Company | Accounting | Oversight | Board in | accordance | with | its | rules? |
|--------|---------|------------|-----------|----------|------------|------|-----|--------|
| | | | | | | | | |

| Yes | N | O |
|-----|---|---|
|-----|---|---|

(g) Are the *private fund*'s audited financial statements distributed to the *private fund*'s investors?



(h) Does the report prepared by the auditing firm contain an unqualified opinion?



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

Prime Broker

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Yes No

24. (a) Does the private fund use one or more prime brokers?



If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

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?



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

Additional Custodian Information: 3 Record(s) Filed.

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

- (b) Legal name of custodian: GOLDMAN, SACHS & CO.
- (c) Primary business name of custodian: GOLDMAN, SACHS & CO.
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

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ø

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

8 - 129

CRD Number (if any):

361

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

- (b) Legal name of custodian: JP MORGAN CHASE BANK N.A.
- (c) Primary business name of custodian: JP MORGAN CHASE
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

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):

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

(b) Legal name of custodian: **UBS AG**

UBS

- (c) Primary business name of custodian:
- (d) The location of the custodian's office responsible for custody of the private fund's

| | assets (city, state and country | | | | |
|-----|---------------------------------|-------------------|--------------------------------|-----|----|
| | City: | State: | Country: | | |
| | SINGAPORE | | SINGAPORE | | |
| ŀ | | | | Yes | No |
| (e) | Is the custodian a related pers | on of your firm | ? | O | Ō |
| (f) | If the custodian is a broker-de | aler, provide its | SEC registration number (if an | y) | |
| | CRD Number (if any): | | | | |

Administrator

Yes No

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



If the answer to 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 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?



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 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:

STARWOOD CAPITAL HOSPITALITY FUND I-3, L.P.

(b) Private fund identification number: (include the "805-" prefix also) 805-4009913194

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

State:

Country:

UNITED KINGDOM

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

| Name of General Partner, Manager, Trustee, or Director | |
|--|--|
| SCG HOTEL MANAGEMENT, L.L.C. | |

- 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?



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

| Private Fund Name | Private Fund Identification Number | | |
|-------------------------|------------------------------------|--|--|
| SCHF I-3 INVESTOR, L.P. | 805-4054967752 | | |

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

| _ | _ |
|---|----|
| _ | H- |
| | |
| | |

(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 the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

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

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information: 1 Record(s) 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:
 - (a) Name of the private fund: SCHF I-3 INVESTOR, L.P.
 - (b) Private fund identification number: (include the "805-" prefix also) 805-4054967752
 - (c) Under the laws of what state or country is the *private fund* organized:

State:

Country:

UNITED KINGDOM

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

Name of General Partner, Manager, Trustee, or Director

SCHF I-3 INVESTOR GP, L.L.C.

- (e) 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
- (f) List the name and country, in English, of each foreign financial regulatory authority with which the *private fund* is registered.

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

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| 17 | (a) Are you a subadviser to this private fund? | 162 | 14(|
|-----------|--|----------|-----|
| Υοι | ur Advisory Services | Yes | N. |
| 16. | What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>Unite States persons</i> : 32% | ed | |
| 15. | What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggree by funds of funds: 0% | egate | ≥) |
| 14. | What is the approximate percentage of the <i>private fund</i> beneficially owned by you and y related person: 1% | our/ | |
| 13. | Approximate number of the <i>private fund</i> 's beneficial owners: 14 | | |
| 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 perso</i> (even if different from the amount set forth in the organizational documents of the fund | | |
| <u>Ow</u> | <u>inership</u> | | |
| 11. | Current gross asset value of the <i>private fund</i> : \$ 188,206,000 | | |
| | NOTE: For funds of funds, refer to the funds in which the <i>private fund</i> invests. For defin of these fund types, please see Instruction 6 of the Instructions to Part 1A. | ition | s |
| | fund C venture capital fund C Other private fund | | |
| | hedge fund C liquidity fund C private equity fund C real estate fund C securitize | d as | se |
| 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 O | |
| | NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent o of its total assets in other pooled investment vehicles, whether or not they are also <i>priv funds</i> , or registered investment companies. | ate | |
| | (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related</i> person? | С | Ç |
| 8. | (a) Is this private fund a "fund of funds"? | С | ¢ |

| | С | Ö |
|----------------|--|------------|
| t | If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, 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 | No |
| 18. (a) [| Do any other investment advisers advise the <i>private fund</i> ? | O a |
| t | If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, the other advisers to the <i>private fund</i> . If the answer to question 18(a) is "no," leave this question blank. | |
| | No Information Filed | |
| | Yes | No |
| 19. Are | your <i>clients</i> solicited to invest in the <i>private fund</i> ? | 0 |
| 20. Appi 0% | roximately what percentage of your clients has invested in the private fund? | |
| Private | Offering | |
| | Yes | No |
| | s the <i>private fund</i> rely on an exemption from registration of its securities under ulation D of the Securities Act of 1933? | С |
| 22. If ye | es, provide the <i>private fund</i> 's Form D file number (if any): | |
| • | No Information Filed | |
| | | |
| B. SERV | ICE PROVIDERS | |
| Auditor | <u>rs</u> | |
| | Yes | No |
| 23. (a) (| (1) Are the <i>private fund</i> 's financial statements subject to an annual audit? | 0 |
| (| (2) Are the financial statements prepared in accordance with U.S. GAAP? | 0 |
| ŀ | If the answer to 23(a)(1) is "yes," respond 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. | h |
| | Additional Auditor Information: 1 Record(s) Filed. | |
| | If the answer to 23(a)(1) is "yes," respond 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. | |
| | (h) Name of the auditing firm: | |
| | (b) Name of the auditing firm: DELOITTE & TOUCHE, LLP | |
| | beloffie & foodie, eer | |
| | | ı |

| | (c) The location of the | e auditing firm's office | audit | |
|---------|-----------------------------------|---------------------------------|--|------------------------|
| | City: STAMFORD | State: | Country: | |
| | STAMFORD | Connecticut | UNITED STATES | : |
| | (d) Is the auditing fir | m an <i>independent pu</i> i | blic accountant? | Yes No |
| | | | | |
| | (e) Is the auditing fir Board? | m registered with the | Public Company Accounting Oversi | ight o c |
| | | | m subject to regular inspection by 1 Board in accordance with its rules? | the o C |
| | | | | |
| (g) | Are the <i>private fund</i> 's | audited financial state | ements distributed to the <i>private fu</i> | Yes No 'nd's O |
| | investors? | | m contain an unqualified opinion? | |
| (11) | Yes O No O Repo | , | in contain an unquaimed opinion: | |
| | If you check "Report N | lot Yet Received," you | must promptly file an amendment | to your |
| | Form ADV to update y | our response when th | e report is available. | |
| Prime | <u>Broker</u> | | | |
| 24. (a) | Does the <i>private fund</i> | use one or more prim | e brokers? | Yes No |
| | broker the private fund | d uses. If the <i>private</i> i | questions (b) through (e) below for fund uses more than one prime broparately for each prime broker. | each prime ker, you |
| | | No Infor | mation Filed | |
| | | | | |
| Custoc | lian . | | | |
| | | | | Yes No |
| 25. (a) | above) to hold some of | | ncluding the prime brokers listed | • 0 |
| | custodian the private | fund uses. If the <i>priva</i> | uestions (b) through (f) below for one terminate terminate in the formal termi | |
| | Additional Custodia | n Information : 3 Re | ecord(s) Filed. | |
| | custodian the private | fund uses. If the priv | questions (b) through (f) below for ate fund uses more than one custoe eparately for each custodian. | |
| | | 1 | | |

| (b) | Legal name of custodia GOLDMAN, SACHS & C | and the second s | | | |
|-----|---|--|---|--------|----|
| (c) | Primary business nam GOLDMAN, SACHS & C | | | | |
| (d) | The location of the cus assets (city, state and | | ponsible for <i>custody</i> of the <i>private</i> | fund's | |
| 1 | City: NEW YORK | State: | Country: | | |
| | NEW TORK | New York | UNITED STATES | | |
| | | · | | Yes | No |
| (e) | Is the custodian a rela | ted person of you | firm? | C | 0 |
| (f) | If the custodian is a bi | roker-dealer, prov | de its SEC registration number (if | any) | |
| | 8 - 129 | | | | |

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

(b) Legal name of custodian: JP MORGAN CHASE BANK N.A.

CRD Number (if any):

- (c) Primary business name of custodian: JP MORGAN CHASE
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

361

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 registration number (if any)

CRD Number (if any):

| If the answer to 25(a) is "yes," respond to questions (b) through (f) 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 (f) separately for each custodian. | | | | |
|--|------------------|-------------------------------------|--------|--|
| (b) Legal name of custodian: UBS AG | | | | |
| (c) Primary business name of cus UBS | todian: | | | |
| (d) The location of the custodian's assets (city, state and country | • | ible for custody of the private ful | nd's | |
| City: | State: | Country: | | |
| SINGAPORE | | SINGAPORE | | |
| (e) Is the custodian a related pers | son of your firm | 1? | Yes No | |
| (f) If the custodian is a broker-de | aler, provide it | s SEC registration number (if any | у) | |

<u>Administrator</u>

Yes No

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

CRD Number (if any):

0 0

If the answer to 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?

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?

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

STARWOOD CAPITAL HOSPITALITY FUND II GLOBAL, L.P.

(b) *Private fund* identification number: (include the "805-" prefix also) 805-4144341064

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

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director

GLOBAL HOSPITALITY CAPITAL II, 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

Yes No

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*?

No Information Filed

Yes No

| | (c) Is this a "feeder fund" in a master-feeder arrangement? | C | ٥ |
|----------|---|-------------|--------------|
| | (d) If yes, what is the name and private fund identification number (if any) of the master in which this private fund invests? Name of the Private Fund: | r fu | ınd |
| | Private Fund Identification Number: (include the "805-" prefix also) | | |
| | NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately. | | |
| 7. | If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer following questions: | the | e |
| | No Information Filed | | |
| | NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund fund would also be a "feeder fund" investing in a "master fund" for purposes of this ques it issued multiple classes (or series) of shares or interests, and each class (or series) invesubstantially all of its assets in a single master fund. | d") tioi |). A n if |
| g. | | | No © |
| . | (L) The second and the principle found insert in found appeared by your public and appeared | | С |
| | NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or of its total assets in other pooled investment vehicles, whether or not they are also <i>priva funds</i> , or registered investment companies. | te | |
| 9. | During your last Good your did the private Good in real in good in good by | 'es C | Ø |
| 10. | . What type of fund is the <i>private fund</i> ? | | |
| | hedge fund C liquidity fund C private equity fund C real estate fund C securitized | l as | set |
| | fund C venture capital fund C Other <i>private fund</i> | | |
| | NOTE: For funds of funds, refer to the funds in which the <i>private fund</i> invests. For definit of these fund types, please see Instruction 6 of the Instructions to Part 1A. | ion | S |
| 11. | Current gross asset value of the <i>private fund</i> : \$ 993,554,000 | | |

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| 0 | 34/ | n | _ | rs | h | i | n |
|---|-----|---|---|----|---|---|---|
| u | w | n | e | ГS | п | ı | Ð |

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

\$ 0

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

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

12

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

1%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

0%

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

0%

Your Advisory Services

Yes No

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.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the *private fund*?



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

No Information Filed

Yes No

19. Are your *clients* solicited to invest in the *private fund*?



20. Approximately what percentage of your *clients* has invested in the *private fund*? 0%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under

Q,

Regulation D of the Securities Act of 1933?

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

No Information Filed

B. SERVICE PROVIDERS

| Au | | | |
|----|--|--|--|
| | | | |
| | | | |

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

Yes No

o (

(2) Are the financial statements prepared in accordance with U.S. GAAP?

o (

If the answer to 23(a)(1) is "yes," respond 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.

Additional Auditor Information: 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond 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.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS, 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

Yes No

(d) Is the auditing firm an *independent public accountant*?

O O

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

C

(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 O

Yes No

- (g) Are the *private fund*'s audited financial statements distributed to the *private fund*'s investors?
- (h) Does the report prepared by the auditing firm contain an unqualified opinion?
 - 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 available.

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Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?

ဂ 🥺

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

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?



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

Additional Custodian Information: 1 Record(s) Filed.

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

- (b) Legal name of custodian: JP MORGAN CHASE BANK N.A.
- (c) Primary business name of custodian: JP MORGAN CHASE
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

Yes No

Ô

(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):

<u>Administrator</u>

Yes No

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



If the answer to 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?

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?



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 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.

Additional Marketer Information: 1 Record(s) 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 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?



- (c) Name of the marketer: STARWOOD CAPITAL, L.L.C.
- (d) If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-):

8 - 67788

and CRD Number (if any): 146057

(e) Location of the marketer's office used principally by the private fund (city, state and country):

City:

State:

Country:

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GREENWICH

Connecticut

UNITED STATES

Yes No

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

9

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

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

STARWOOD CAPITAL HOSPITALITY FUND II INTERNATIONAL, L. P.

(b) *Private fund* identification number: (include the "805-" prefix also) 805-2358735408

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

State:

Country:

UNITED KINGDOM

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

Name of General Partner, Manager, Trustee, or Director

GLOBAL HOSPITALITY CAPITAL II, 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

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

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

| NI.a | Info | rmation | Cilad |
|------|------|---------|-------|
| INO. | INTO | rmation | HIPO |

| | NO Information Filed | | |
|-----|--|--------------------------|----------|
| | | Yes | No |
| | (c) Is this a "feeder fund" in a master-feeder arrangement? | С | Ö |
| | (d) If yes, what is the name and private fund identification number (if any) of the mast in which this private fund invests? Name of the Private Fund: | er fu | nd |
| | 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. | of | |
| 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 following questions: | r the | : |
| | No Information Filed | | |
| | NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund would also be a "feeder fund" investing in a "master fund" for purposes of this que it issued multiple classes (or series) of shares or interests, and each class (or series) in substantially all of its assets in a single master fund. | und") estior vests | An if |
| 0 | (a) To this private fixed a "fixed of fixedo"? | Yes | |
| 8. | (a) Is this <i>private fund</i> a "fund of funds"? | C | Q |
| | (b) If yes, does the private fund invest in funds managed by you or by a related person? | C | O |
| | NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent o of its total assets in other pooled investment vehicles, whether or not they are also <i>priv funds</i> , or registered investment companies. | | re |
| | | 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.)? | С | Q |
| 10. | . What type of fund is the <i>private fund</i> ? | | |
| | hedge fund C liquidity fund C private equity fund C real estate fund C securitize | ed as | set |
| | fund C venture capital fund C Other private fund | | |
| | NOTE: For funds of funds, refer to the funds in which the <i>private fund</i> invests. For defin of these fund types, please see Instruction 6 of the Instructions to Part 1A. | ition | s |

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11. Current gross asset value of the *private fund*: \$ 46,816,000

Ownership

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

\$ 0

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

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

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

3%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

17%

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

69%

Your Advisory Services

Yes No

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.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the *private fund*?



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

No Information Filed

Yes No

19. Are your *clients* solicited to invest in the *private fund*?

| r. | 0 |
|--------------|---|
| \mathbf{C} | - |

20. Approximately what percentage of your clients has invested in the private fund? 0%

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| 21. Does the | | | | Yes No |
|-----------------|--|---|--|------------|
| Regulation | orivate fund rely on D of the Securit | on an exemption fro ies Act of 1933? | om registration of its securities under | é o |
| 22. If yes, pro | vide the <i>private</i> i | <i>fund</i> 's Form D file n | umber (if any): | |
| | | No Inforr | nation Filed | |
| B. SERVICE PF | OVIDERS | | | • |
| <u>Auditors</u> | | | | |
| 23. (a) (1) Are | the <i>private func</i> | <i>l</i> 's financial stateme | ents subject to an annual audit? | Yes No |
| (2) Are | the financial sta | tements prepared i | n accordance with U.S. GAAP? | o o |
| private | | than one auditing f | to questions (b) through (f) below. If tirm, you must complete questions (b) t | |
| Addit | ional Auditor In | formation: 1 Rec | ord(s) Filed. | |
| privat | te fund uses more | | d to questions (b) through (f) below. If firm, you must complete questions (b) rm. | the |
| 1 ' ' | ame of the auditi RICEWATERHOUS | _ | | |
| | ne location of the ity, state and cou | | ce responsible for the <i>private fund</i> 's aud | lit |
| | ty: EW YORK | State: | Country: | |
| ľ | LW TORK | New York | UNITED STATES | |
| (d) Is | the auditing firm | n an <i>independent p</i> u | ublic accountant? | Yes No |
| (0) 7- | the auditing firm | registered with the | e Public Company Accounting Oversight | • o |
| | | | | ه ه |

(h) Does the report prepared by the auditing firm contain an unqualified opinion?

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| O Yes | O | Nο | C Report Not Yet Received |
|-------|----|-----|---------------------------|
| 162 | *4 | INO | ~ Report Not let Received |

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

Prime Broker

Yes No

24. (a) Does the *private fund* use one or more prime brokers?



If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

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?

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



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

Additional Custodian Information: 1 Record(s) Filed.

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

- (b) Legal name of custodian: JP MORGAN CHASE BANK N.A.
- (c) Primary business name of custodian: JP MORGAN CHASE
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

Yes No

(e) Is the custodian a *related person* of your firm?

O Ö

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

CRD Number (if any):

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Administrator

Yes No

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

Ö

If the answer to 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 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 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.

Additional Marketer Information: 1 Record(s) 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 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.

(b) Is the marketer a related person of your firm?

Yes No

O

0

(c) Name of the marketer: STARWOOD CAPITAL, L.L.C.

(d) If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-):

8 - 67788 and CRD Number (if any): 146057 (e) Location of the marketer's office used principally by the *private fund* (city, state and country):

City:

State:

Country:

GREENWICH

Connecticut

UNITED STATES

Yes No

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

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

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

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

STARWOOD CAPITAL HOSPITALITY FUND II U.S., L.P.

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

805-6181899661

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

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director

GLOBAL HOSPITALITY CAPITAL II, 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

Yes No

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6. (a) Is this a "master fund" in a master-feeder arrangement?

O

C

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

| Private Fund Name | Private Fund Identification Number |
|--|---------------------------------------|
| STARWOOD CAPITAL HOSPITALITY FUND II-J U.S. INVESTOR, INC. | 805-9568852653 |
| STARWOOD CAPITAL HOSPITALITY II INVESTMENT, INC. | 805-5684085745 |

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

C Ø

(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 the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

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

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information: 2 Record(s) 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:
 - (a) Name of the *private fund*:
 STARWOOD CAPITAL HOSPITALITY FUND II-J U.S. INVESTOR, INC.
 - (b) *Private fund* identification number: (include the "805-" prefix also) 805-9568852653
 - (c) Under the laws of what state or country is the *private fund* organized:

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director

BARRY S. STERNLICHT

JEROME C. SILVEY

- (e) 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
- (f) List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

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:
 - (a) Name of the *private fund*:

STARWOOD CAPITAL HOSPITALITY II INVESTMENT, INC.

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

805-5684085745

(c) Under the laws of what state or country is the *private fund* organized:

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director

JEROME C. SILVEY

- (e) 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
- (f) List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

| Nο | Inform | ation | 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

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

C O

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

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, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

 \circ

10. What type of fund is the private fund?

hedge fund \circ liquidity fund \circ private equity fund \circ real estate fund \circ securitized asset fund C venture capital fund C Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. 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*:

\$ 34,723,000

<u>Ownership</u>

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

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 *private fund*'s beneficial owners:

9

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

3%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate)

| | by funds of funds: 17% | |
|------------|---|-------|
| 16. | What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 69% | |
| Yo | ur Advisory Services | |
| 17. | | s No |
| | (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any the adviser of the <i>private fund</i> . If the answer to question 17(a) is "no," leave this question. | |
| | No Information Filed | |
| | | s No |
| 18. | (a) Do any other investment advisers advise the <i>private fund</i> ? | Ö |
| | (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any the other advisers to the <i>private fund</i> . If the answer to question 18(a) is "no," leave the question blank. | |
| | No Information Filed | |
| 19. | ullet | s No |
| 20. | Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? | |
| <u>Pri</u> | vate Offering Ye | s No |
| 21. | Does the <i>private fund</i> rely 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</i> 's Form D file number (if any): | |
| | Form D file number | |
| | 021-123802 | |
| В. 9 | SERVICE PROVIDERS | |
| Au | <u>ditors</u> Ye | es No |
| 23 | . (a) (1) Are the <i>private fund</i> 's financial statements subject to an annual audit? | C |
| | (2) Are the financial statements prepared in accordance with U.S. GAAP? | |
| | If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the | - * |
| | | |

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private fund 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 23(a)(1) is "yes," respond 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.

- (b) Name of the auditing firm: PRICEWATERHOUSECOOPERS, 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

Yes No 0

O

- (d) Is the auditing firm an independent public accountant?
- (e) Is the auditing firm registered with the Public Company Accounting Oversight 👸 Board?
- (f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the $oldsymbol{\circ}$ Public Company Accounting Oversight Board in accordance with its rules?

Yes No

0

0

- (g) Are the private fund's audited financial statements distributed to the private fund's
- (h) Does the report prepared by the auditing firm contain an unqualified opinion?
 - 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 available.

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?

O

If the answer to 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

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?

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

0

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

Additional Custodian Information: 1 Record(s) Filed.

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

- (b) Legal name of custodian:

 JP MORGAN CHASE BANK N.A.
- (c) Primary business name of custodian: JP MORGAN CHASE
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

၀ 🧕

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

CRD Number (if any):

Administrator

Yes No

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

 \circ

If the answer to 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 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.

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Marketers

Yes No

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 28(a) is "yes", respond to questions (b) through (q) 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.

Additional Marketer Information: 1 Record(s) 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 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?



- (c) Name of the marketer: STARWOOD CAPITAL, L.L.C.
- (d) If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-):

8 - 67788

and CRD Number (if any): 146057

(e) Location of the marketer's office used principally by the private fund (city, state and country):

City:

State:

Country:

GREENWICH

Connecticut

UNITED STATES

Yes No

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

CO

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

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

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STARWOOD DEBT FUND II, L.P.

(b) *Private fund* identification number: (include the "805-" prefix also) 805-8540293270

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

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director
STARWOOD DEBT II MANAGEMENT, 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

Yes No

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*?

| Private Fund Name | Private Fund Identification Number |
|------------------------------|------------------------------------|
| SDF II NON-US INVESTORS L.P. | 805-9641620828 |

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 the *Private Fund*:

Private Fund Identification Number: (include the "805-" prefix also)

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

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information: 1 Record(s) 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:
 - (a) Name of the private fund: SDF II NON-US INVESTORS L.P.
 - (b) Private fund identification number: (include the "805-" prefix also) 805-9641620828
 - (c) Under the laws of what state or country is the *private fund* organized:

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director

SDF II NON-US INVESTORS GP, INC.

- (e) 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
- (f) List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered.

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

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

0

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

O О IAPD - View All Page 164 of 352

person?

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, whether or not they are also *private funds*, or registered investment companies.

Yes No

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?



10. What type of fund is the private fund?

hedge fund \circ liquidity fund \circ private equity fund \circ real estate fund \circ securitized asset fund \circ venture capital fund \circ other *private fund*

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. 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:

\$ 146,362,000

Ownership

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

\$0

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

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

16

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

1%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

0%

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

22%

Your Advisory Services

Yes No

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

c 🧟

(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 | | |
|--------------------|---|----------------|
| i i | No Information Filed | |
| } | ١ | es No |
| 18. (a) Do ar | ny other investment advisers advise the private fund? | ငစ |
| the of | answer to question 18(a) is "yes," provide the name and SEC file number, if ar ther advisers to the <i>private fund</i> . If the answer to question 18(a) is "no," leave tion blank. | ıy, of this |
|] | No Information Filed | |
| | • | es No |
| 19. Are your | clients solicited to invest in the private fund? | C Ø |
| 20. Approxim 0% | nately what percentage of your clients has invested in the private fund? | |
| Private Offe | | |
| | _ | es No |
| 22. If yes, pr | ovide the <i>private fund</i> 's Form D file number (if any): | |
| | file number | |
| 021-117 | 857 | |
| B. SERVICE P | ROVIDERS | |
| <u>Auditors</u> | • | res Na |
| 23. (a) (1) Ai | re the <i>private fund</i> 's financial statements subject to an annual audit? | • c |
| (2) Aı | re the financial statements prepared in accordance with U.S. GAAP? | • c |
| privat | answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the te fund uses more than one auditing firm, you must complete questions (b) through for each auditing firm. | ugh |
| Addi | tional Auditor Information: 1 Record(s) Filed. | |
| priva | e answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the ate fund uses more than one auditing firm, you must complete questions (b) ugh (f) separately for each auditing firm. | ÷ |

http://www.adviserinfo.sec.gov/iapd/content/viewform/adv112011/Sections/iapd_AdvAllPa... 1/4/2013

(c) The location of the auditing firm's office responsible for the *private fund*'s audit (city, state and country):

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS, LLP

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State: City: Country: NEW YORK New York **UNITED STATES** Yes No (d) Is the auditing firm an independent public accountant? 0 0 (e) Is the auditing firm registered with the Public Company Accounting Oversight o Board? (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 0 0 (g) Are the private fund's audited financial statements distributed to the private fund's investors? (h) Does the report prepared by the auditing firm contain an unqualified opinion? Yes O No O Report Not Yet Received If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available. Prime Broker Yes No 24. (a) Does the *private fund* use one or more prime brokers? If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker. No Information Filed Custodian Yes No 25. (a) Does the private fund use any custodians (including the prime brokers listed 0 above) to hold some or all of its assets? If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian. Additional Custodian Information: 1 Record(s) Filed. If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian. (b) Legal name of custodian: JP MORGAN CHASE BANK N.A.

| (c) | Primary | business | name | of | custodian: |
|-----|---------|----------|------|----|------------|
| | IP MORO | SAN CHAS | SF | | |

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

Citv:

Country:

NEW YORK

New York

UNITED STATES

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):

Administrator

Yes No

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

O

If the answer to 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?

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?



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 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.

Additional Marketer Information: 1 Record(s) 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 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?



(c) Name of the marketer: STARWOOD CAPITAL, L.L.C.

(d) If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-):

8 - 67788

and CRD Number (if any): 146057

(e) Location of the marketer's office used principally by the private fund (city, state and country):

City:

State:

Country:

GREENWICH

Connecticut

UNITED STATES

Yes No

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

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

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

- 1. (a) Name of the *private fund*: STARWOOD DEBT FUND II-U, L.P.
 - (b) Private fund identification number: (include the "805-" prefix also) 805-1679582805
- 2. Under the laws of what state or country is the *private fund* organized:

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director

STARWOOD DEBT II MANAGEMENT, 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

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

- C
- (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?

- C 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?

Name of the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

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

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

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

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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

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



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



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, whether or not they are also *private funds*, or registered investment companies.

Yes No

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?



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

hedge fund O liquidity fund O private equity fund C real estate fund O securitized asset fund O venture capital fund O Other *private fund*

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. 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:

\$ 21,845,000

Ownership

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).

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

2

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

1%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

0%

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

99%

| Your Advisory Services Yes | s No |
|--|------|
| 17. (a) Are you a subadviser to this <i>private fund</i> ? | Ó |
| (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, the adviser of the private fund. If the answer to question 17(a) is "no," leave this quest blank. | |
| No Information Filed | |
| 18. (a) Do any other investment advisers advise the <i>private fund</i> ? | s No |
| (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, the other advisers to the private fund. If the answer to question 18(a) is "no," leave thi question blank. | |
| No Information Filed | |
| | s No |
| 19. Are your <i>clients</i> solicited to invest in the <i>private fund</i> ? | O |
| 20. Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0% | |
| Private Offering | ~. |
| 21. Does the <i>private fund</i> rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? | s No |
| 22. If yes, provide the <i>private fund</i> 's Form D file number (if any): | |
| No Information Filed | |
| | |
| B. SERVICE PROVIDERS | |
| <u>Auditors</u> | |
| Ye | s No |
| 23. (a) (1) Are the <i>private fund</i> 's financial statements subject to an annual audit? | 0 |
| (2) Are the financial statements prepared in accordance with U.S. GAAP? | C |
| If the answer to 23(a)(1) is "yes," respond 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. | jh |
| Additional Auditor Information: 1 Record(s) Filed. | |
| If the answer to 23(a)(1) is "yes," respond 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. | |
| (b) Name of the auditing firm: | |

| | 1 | PRICEWATERHOU | SECOOPERS, LLP | | 1 |
|-------|--------|---|-----------------------------|--|------------|
| : | | The location of the (city, state and co | | ce responsible for the <i>private fund</i> 's aud | lit |
| | | City: NEW YORK | State: | Country: | |
| | | | New York | UNITED STATES | |
| | (d) | Is the auditing fir | m an <i>independent p</i> i | ublic accountant? | Yes No |
| | (0) | is the additing in | m an macpenaene pi | abic accountance | |
| | | Is the auditing fir Board? | m registered with th | e Public Company Accounting Oversight | 6 C |
| | | | | irm subject to regular inspection by the Board in accordance with its rules? | o c |
| | | he <i>private fund</i> 's itors? | audited financial sta | tements distributed to the <i>private fund</i> 's | Yes No |
| ` ′ . | | | - | irm contain an unqualified opinion? | |
| | If you | u check "Report N | | ou must promptly file an amendment to the report is available. | your |

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?

C

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

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?



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

Additional Custodian Information: 1 Record(s) Filed.

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

must complete questions (b) through (f) separately for each custodian. (b) Legal name of custodian: JP MORGAN CHASE BANK N.A. (c) Primary business name of custodian: JP MORGAN CHASE (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): Country: City: State: **NEW YORK** UNITED STATES New York Yes No (e) Is the custodian a related person of your firm? 0 (f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

<u>Administrator</u>

Yes No

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

CRD Number (if any):

7

If the answer to 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 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?



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 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the *private fund*

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uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

Additional Marketer Information: 1 Record(s) 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 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?



(c) Name of the marketer: STARWOOD CAPITAL, L.L.C.

(d) If the marketer is registered with the SEC, its file number (e.q., 801-, 8-, or 866-):

8 - 67788

and CRD Number (if any):

146057

(e) Location of the marketer's office used principally by the private fund (city, state and country):

City:

State:

Country:

GREENWICH

Connecticut

UNITED STATES

Yes No

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



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

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

- 1. (a) Name of the *private fund*: STARWOOD DISTRESSED OPPORTUNITY FUND IX GLOBAL, L.P.
 - (b) *Private fund* identification number: (include the "805-" prefix also) 805-3968499058

following questions:

| 2. | . Under the laws of what state or country is the private fund organized: | |
|----|--|------|
| | State: Country: | |
| | Delaware UNITED STATES | |
| 3. | Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similal capacity): | ir |
| | Name of General Partner, Manager, Trustee, or Director | |
| | STARWOOD IX MANAGEMENT, 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 (c)(1) of the Investment Company Act of 1940 | า 3 |
| | (2) qualifies for the exclusion from the definition of investment company under section (c)(7) of the Investment Company Act of 1940 | า 3 |
| 5. | List the name and country, in English, of each foreign financial regulatory authority with w the private fund is registered. | hich |
| i | 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 private fund identification number (if any) of the feeder funds investing in this private fund? | unds |
| | No Information Filed | |
| | V- | s No |
| | | S NO |
| | (d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master f | |
| | in which this <i>private fund</i> invests? Name of the <i>Private Fund</i> : | |
| | Private Fund Identification Number: (include the "805-" prefix also) | |
| | NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately. | |
| 7. | If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the | ıe |

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 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

| 8. | (a) | Is | this | private | fund | а | "fund | of | funds" | ? |
|----|-----|----|------|---------|------|---|-------|----|--------|---|
|----|-----|----|------|---------|------|---|-------|----|--------|---|



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



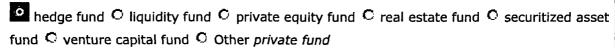
NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?



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



NOTE: For funds of funds, refer to the funds in which the *private fund* invests. 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*:

\$ 457,317,000

Ownership

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

\$ 0

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

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

20

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

2%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

51%

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

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| States persons: 0% |
|--|
| Your 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 private fund. If the answer to question 17(a) is "no," leave this question blank. |
| No Information Filed |
| Yes No |
| 18. (a) Do any other investment advisers 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 private fund. If the answer to question 18(a) is "no," leave this question blank. |
| No Information Filed |
| Yes No |
| 19. Are your <i>clients</i> solicited to invest in the <i>private fund</i> ? |
| 20. Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0% |
| Private Offering |
| Yes No 21. Does the <i>private fund</i> rely 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</i> 's Form D file number (if any): |
| Form D file number |
| 021-169763 |
| B. SERVICE PROVIDERS |
| <u>Auditors</u> |
| Yes No 23. (a) (1) Are the <i>private fund</i> 's financial statements subject to an annual audit? |
| (2) Are the financial statements prepared in accordance with U.S. GAAP? |
| If the answer to 23(a)(1) is "yes," respond 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. |
| Additional Auditor Information: 1 Record(s) Filed. |
| |

| l _T | f the answer to 23(a)(1) | is "ves." respond to | questions (b) through (f) below. | If the |
|-----------------|---|-----------------------|--|--------|
| Į. | 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 to PRICEWATERHOUSEC | | | |
| (| c) The location of the au (city, state and countr | | esponsible for the <i>private fund</i> 's a | udit |
| | City: NEW YORK | State: | Country: | |
| } | NEW TORK | New York | UNITED STATES | |
| | d) Is the auditing firm ar | n independent public | accountant? | Yes No |
| | e) Is the auditing firm re Board? | gistered with the Pu | blic Company Accounting Oversig | ht o o |
| (| | | subject to regular inspection by the in accordance with its rules? | ne o o |
| _ | | | | |
| | re the <i>private fund</i> 's audi vestors? | ted financial stateme | ents distributed to the <i>private fun</i> | Yes No |
| ` ` _ | | - | contain an unqualified opinion? | |
| If | Yes © No © Report N you check "Report Not Your N orm ADV to update your I | et Received," you m | ust promptly file an amendment t eport is available. | o your |
| <u>Prime Br</u> | <u>oker</u> | | | |
| 24 (2) D | oes the <i>private fund</i> use | one or more prime b | arokoro3 | Yes No |
| If bi | the answer to 24(a) is "yoker the private fund use | es," respond to que | stions (b) through (e) below for e d uses more than one prime brok rately for each prime broker. | |
| | | No Informa | tion Filed | |
| | | | | |
| Custodia | <u>ın</u> | | | Yes No |
| | oes the <i>private fund</i> use pove) to hold some or all | | uding the prime brokers listed | • o |
| Cl | | uses. If the private | stions (b) through (f) below for exfund uses more than one custodia ately for each custodian. | |

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Additional Custodian Information: 2 Record(s) Filed.

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

(b) Legal name of custodian: JP MORGAN CHASE BANK N.A.

(c) Primary business name of custodian: JP MORGAN CHASE

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

0 0

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

CRD Number (if any):

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

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

(c) Primary business name of custodian: **WELLS FARGO**

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

SHELTON

Connecticut

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?



0

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

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CRD Number (if any):

Administrator

Yes No

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



If the answer to 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?

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?



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 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.

Additional Marketer Information: 2 Record(s) 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 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?



(c) Name of the marketer:

J.P. MORGAN SECURITIES LLC

| (d) | (d) If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-): | | | | | |
|--|---|--|--|------------|--|--|
| 1 . | 801 - 3702 and CRD Number (if any): 79 | | | | | |
| | Location of the marke country): | ter's office used pri | ncipally by the private fund (city, state a | nd | | |
| | City: NEW YORK | State: | Country: | | | |
| | NEW TORK | New York | UNITED STATES | | | |
| (f) I | Does the marketer ma | arket the <i>private fur</i> | Yes and through one or more websites? | о ИО | | |
| (g) i | If the answer to 28(f) | • | bsite address(es): nation Filed | | | |
| | | | | | | |
| finde to 2 the | er, introducer, municip 8(a) is "yes", respond | oal advisor or other to questions (b) th he <i>private fund</i> use: | cts as a placement agent, consultant, solicitor, or similar person. If the answerough (g) below for each such marketers more than one marketer you must y for each marketer. | r | | |
| (b) 1 | Is the marketer a <i>rela</i> | <i>ted person</i> of your f | firm? | | | |
| | (c) Name of the marketer: STARWOOD CAPITAL, L.L.C. | | | | | |
| (d) 1 | If the marketer is regi | stered with the SEC | , its file number (<i>e.g.</i> , 801-, 8-, or 866-) |) : | | |
| | 3 - 67788 and CRD Number (if a 146057 | ny): | | | | |
| | (e) Location of the marketer's office used principally by the private fund (city, state and country): | | | | | |
| | City: GREENWICH | State: | Country: | | | |
| l | | Connecticut | UNITED STATES Yes N | lo. | | |
| (f) Does the marketer market the <i>private fund</i> through one or more websites? | | | | | | |
| (g) I | If the answer to 28(f) | (g) If the answer to 28(f) is "yes", list the website address(es): | | | | |

| Nο | Info | rmation | Filed |
|-----|------|-----------|---------|
| INO | THE | rillatioi | ı Fileu |

A. PRIVATE FUND

Information About the Private Fund

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

STARWOOD DISTRESSED OPPORTUNITY FUND IX-1 INTERNATIONAL, L.P.

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

805-6619943132

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

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director STARWOOD IX MANAGEMENT, 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

Yes No

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*?

| Private Fund Name | Private Fund Identification Number |
|--|---------------------------------------|
| STARWOOD INTERNATIONAL OPPORTUNITY FUND IX INVESTOR L.P. | 805-2378480335 |

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 the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

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

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information: 1 Record(s) 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:
 - (a) Name of the private fund: STARWOOD INTERNATIONAL OPPORTUNITY FUND IX INVESTOR L.P.
 - (b) Private fund identification number: (include the "805-" prefix also) 805-2378480335
 - (c) Under the laws of what state or country is the *private fund* organized: State: Country:

CANADA

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

Name of General Partner, Manager, Trustee, or Director STARWOOD OPPORTUNITY FUND IX INVESTORS GP, L.L.C.

- (e) 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
- (f) List the name and country, in English, of each foreign financial regulatory authority

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with which the *private fund* is registered.

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.

| V | ec. | N | e |
|---|------------|---|---|
| | C 3 | | • |

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



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

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, whether or not they are also *private funds*, or registered investment companies.

Yes No

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?



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

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. 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*:

\$ 117,723,000

Ownership

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

\$ 0

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

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

16

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

2%

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| 16. | What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>Unit</i> States persons: | ted |
|------------|---|-------------------|
| | 75% | |
| You | ur Advisory Services | Yes No |
| 17. | (a) Are you a subadviser to this private fund? | C |
| | (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if the adviser of the <i>private fund</i> . If the answer to question 17(a) is "no," leave this q blank. | |
| | No Information Filed | |
| | | Yes No |
| 18. | (a) Do any other investment advisers advise the <i>private fund</i> ? | C 🤨 |
| | (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if the other advisers to the <i>private fund</i> . If the answer to question 18(a) is "no," leave question blank. | any, of e this |
| | No Information Filed | |
| | | Yes No |
| 19. | Are your <i>clients</i> solicited to invest in the <i>private fund</i> ? | C 🧐 |
| 20. | Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0% | |
| <u>Pri</u> | vate Offering | |
| | | Yes No |
| 21. | Does the <i>private fund</i> rely 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</i> 's Form D file number (if any): | |
| | Form D file number | |
| | 021-169768 | |
| | 021-170723 | |
| B. S | SERVICE PROVIDERS | |
| <u>Auc</u> | <u>ditors</u> | |
| 3 3 | (a) (1) Are the <i>private fund</i> 's financial statements subject to an annual audit? | Yes No |
| ۷٦, | | 9 0 |
| | (2) Are the financial statements prepared in accordance with U.S. GAAP? | |
| | | |

<u>Custodian</u>

| Additional Additor | Information: 1 Red | cord(s) Filed. | |
|--|---------------------------------|--|---------------------|
| private fund uses m | | d to questions (b) through (f) be firm, you must complete quest rm. | |
| (b) Name of the aud PRICEWATERHO | liting firm: USECOOPERS, LLP | | |
| (c) The location of the (city, state and c | | ce responsible for the <i>private fu</i> | <i>ınd</i> 's audit |
| City: NEW YORK | State: | Country: | |
| NEW YORK | New York | UNITED STATES | |
| (d) Is the auditing fi | rm an <i>independent p</i> o | ublic accountant? | Yes No |
| (e) Is the auditing fi Board? | rm registered with th | e Public Company Accounting O | versight o C |
| | | irm subject to regular inspection Board in accordance with its ru | |
| investors? | | tements distributed to the <i>priva</i> | • |
| | | rm contain an unqualified opini | on? |
| | - · | u must promptly file an amendi | ment to your |
| <u>e Broker</u> | | | |
| -> D 4b | | and have been 2 | Yes N |
| a) Does the <i>private fund</i> | • | | c |
| If the answer to 24(a | | questions (b) through (e) below fund uses more than one prime | |

http://www.adviserinfo.sec.gov/iapd/content/viewform/adv112011/Sections/iapd_AdvAllPa... 1/4/2013

No Information Filed

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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?



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

Additional Custodian Information: 2 Record(s) Filed.

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

- (b) Legal name of custodian: JP MORGAN CHASE BANK N.A.
- (c) Primary business name of custodian: JP MORGAN CHASE
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

 \mathbf{O}



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

CRD Number (if any):

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

- (b) Legal name of custodian: WELLS FARGO BANK N.A.
- (c) Primary business name of custodian: WELLS FARGO
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

SHELTON

Connecticut

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

) 0

) 🖺

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

CRD Number (if any):

Administrator

Yes No

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



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

<u>Marketers</u>

Yes No

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 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.

Additional Marketer Information: 2 Record(s) 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 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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| (b) | Is the marketer a relat | ted person of your f | ïrm? | 0 | O | |
|---------------------|--|--|--|-------------|---------|--|
| (c) | Name of the marketer J.P. MORGAN SECURIT | | | | | |
| (d) | If the marketer is regi | stered with the SEC | , its file number (e.g., 801-, 8-, or | 866 | -): | |
| | 801 - 3702 and CRD Number (if a 79 | ny): | | | | |
| (e) | Location of the market country): | er's office used prir | ncipally by the <i>private fund</i> (city, st | ate | and | |
| | City: NEW YORK | State: | Country: | | | |
| | NEW TORK | New York | UNITED STATES | | | |
| (f) | Does the marketer ma | rket the <i>private fun</i> | d through one or more websites? | Yes O | Nо © | |
| (g) | If the answer to 28(f) | | bsite address(es): ation Filed | | | |
| | | | | | | |
| find to 2 the | ler, introducer, municip 28(a) is "yes", respond | oal advisor or other to questions (b) th he <i>private fund</i> uses | cts as a placement agent, consulta solicitor, or similar person. If the a rough (g) below for each such marks more than one marketer you musy for each marketer. | nsw kete | | |
| (b) | (b) Is the marketer a <i>related person</i> of your firm? | | | | | |
| (c) | (c) Name of the marketer: STARWOOD CAPITAL, L.L.C. | | | | | |
| (d) | (d) If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-): | | | | | |
| | 8 - 67788 and CRD Number (if any): 146057 | | | | | |
| (e) | (e) Location of the marketer's office used principally by the <i>private fund</i> (city, state and country): | | | | | |
| | City: GREENWICH | State: | Country: | | | |

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Connecticut UNITED STATES

Yes No

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

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

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

- 1. (a) Name of the *private fund*:
 - STARWOOD DISTRESSED OPPORTUNITY FUND IX-1 U.S., L.P.
 - (b) *Private fund* identification number: (include the "805-" prefix also) 805-1793793485
- 2. Under the laws of what state or country is the *private fund* organized:

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director

STARWOOD IX MANAGEMENT, 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

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

o c

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

Private Fund Identification

| Private Fund Name | Number |
|---|----------------|
| STARWOOD U.S. OPPORTUNITY FUND IX INVESTOR, | 805-1711279267 |
| L.P. | |

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

СÖ

(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 the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

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

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information: 1 Record(s) 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:
 - (a) Name of the *private fund*: STARWOOD U.S. OPPORTUNITY FUND IX INVESTOR, L.P.
 - (b) *Private fund* identification number: (include the "805-" prefix also) 805-1711279267
 - (c) Under the laws of what state or country is the *private fund* organized:

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director STARWOOD OPPORTUNITY FUND IX INVESTORS GP, L.L.C.

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

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

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

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

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

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

C O

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

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, whether or not they are also *private* funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

C Q

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 *private fund*

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. 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*:

\$ 570,593,000

Ownership

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

\$0

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

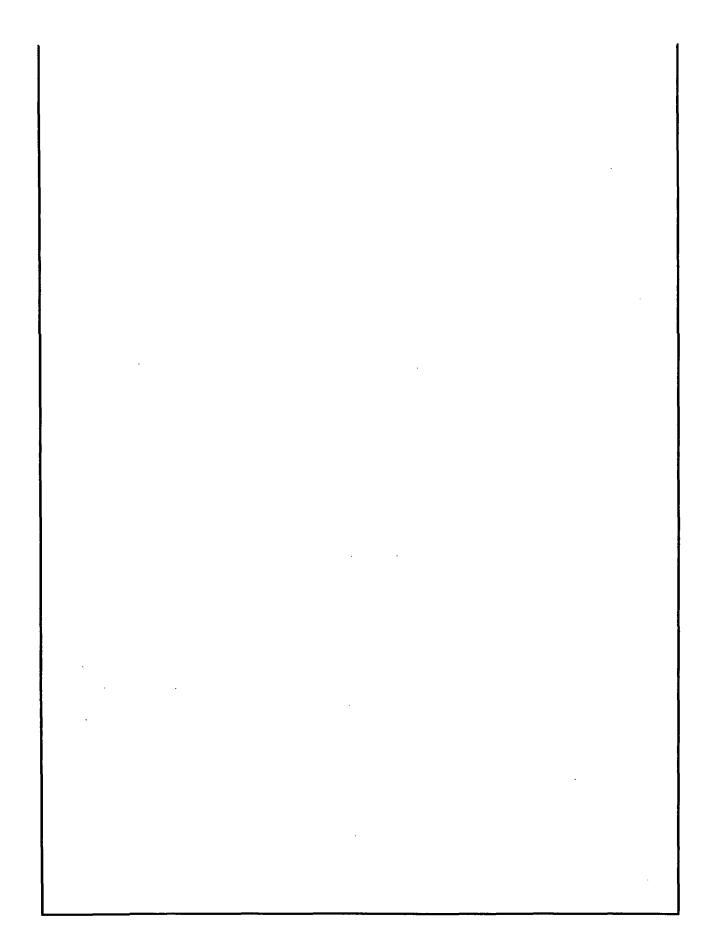
13. Approximate number of the private fund's beneficial owners:

16

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| 14. | What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related person</i> : 2% |
|---------|--|
| 15. | What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 41% |
| 16. | What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 75% |
| Yo | ur Advisory Services |
| | Yes N |
| 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 question 17(a) is "no," leave this question blank. |
| | No Information Filed |
| | Yes N |
| 18. | (a) Do any other investment advisers advise the <i>private fund</i> ? |
| | (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18(a) is "no," leave this question blank. |
| | No Information Filed |
| | Yes N |
| 19. | Are your <i>clients</i> solicited to invest in the <i>private fund</i> ? |
| 20. | Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0% |
| Dri | vate Offering |
| <u></u> | Yes No. |
| 21. | Does the <i>private fund</i> rely 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</i> 's Form D file number (if any): |
| | Form D file number |
| | 021-169769 |
| | 021-170727 |
| | |
| B. S | ERVICE PROVIDERS |
| | |
| | |

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|-----------------|---|-----------------|
| | | |



A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

STARWOOD ENERGY INFRASTRUCTURE CO-INVEST FUND, L.P.

(b) *Private fund* identification number: (include the "805-" prefix also) 805-5609569865

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

State:

Country:

Delaware

UNITED STATES

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

| Name of General Partner, Manager, Trustee, or Director |
|--|
| SOF-VII MAMMOTH HOLDINGS, 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 *private fund* identification number (if any) of the feeder funds investing in this *private fund*?

| Private Fund Name | Private Fund Identification Number |
|--|------------------------------------|
| SEIF-I GENERATION INVESTMENT-A INC. | 805-4434430423 |
| SEIF-I MISCELLANEOUS POWER INVESTMENT-C INC. | 805-4196301918 |
| SEIF-I TRANSMISSION INVESTMENT-B INC. | 805-3030027321 |

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

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(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 the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

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

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information: 3 Record(s) 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:
 - (a) Name of the private fund: SEIF-I GENERATION INVESTMENT-A INC.
 - (b) Private fund identification number: (include the "805-" prefix also) 805-4434430423
 - (c) Under the laws of what state or country is the *private fund* organized:

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director

GAVIN INGRAM

LEON GOULD

PATRICK SAMSON

- (e) 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
- (f) List the name and country, in English, of each foreign financial regulatory authority with which the *private fund* is registered.

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:
 - (a) Name of the *private fund*:

 SEIF-I MISCELLANEOUS POWER INVESTMENT-C INC.
 - (b) *Private fund* identification number: (include the "805-" prefix also) 805-4196301918
 - (c) Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director

GAVIN INGRAM

LEON GOULD

PATRICK SAMSON

- (e) 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
- (f) List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

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:
 - (a) Name of the *private fund*:

SEIF-I TRANSMISSION INVESTMENT-B INC.

| | (b) | Private fund identificati (include the "805-" pre 805-3030027321 | | | | | | | |
|-----|-------------------------------|---|--|---|-------------------------------|--------------------------------|----------------------------------|------------------------|-------------------|
| | (c) | Under the laws of what State: | state or cou Cour | • | rivate fund o | organized: | | | |
| | | Delaware | UNIT | TED STATES | | | | | |
| | (d) | Name(s) of General Pasimilar capacity): | rtner, Manag | er, Trustee, | or Directors | (or persons s | serving | in a | |
| | | Name of General Par | rtner, Mana | ger, Truste | e, or Direct | or | | | \neg |
| | | GAVIN INGRAM | | | | | | | |
| | | LEON GOULD | | | | | | | |
| | | PATRICK SAMSON | | ····· | | | | | _ |
| | | | | | | | | | |
| | (e) | The private fund (check | k all that app | oly; you must | check at le | ast one): | | | |
| | | (1) qualifies for the section 3(c)(1) of the I | | | | stment comp | any und | der | |
| | 1 | (2) qualifies for the | | • | | stment comp | any IIn | der | |
| | | section 3(c)(7) of the I | | | | Stricit comp | arry arr | uci | |
| | | | | | | | | | |
| | (f) | List the name and cour | | | oreign financ | ial regulatory | ' authoi | rity | |
| | | with which the <i>private</i> | _ | ierea. Information | Filod | | | | |
| | <u></u> | | | THORMACION | | | | | |
| | ("feede fund w it issue | For purposes of question or funds") invest all or s ould also be a "feeder for ould also be a "feeder for so the multiple classes (or so the purposes of the control of the purposes of the control of th | ubstantially a und" investin eries) of sha | all of their as ig in a "maste res or interes | sets in a sin er fund" for | gle fund ("ma purposes of t | aster fu his que ries) inv | nd") stior vests |). A n if s |
| 0 | (n) In (| hia neivota fund o "fund | l of fundall? | • | v | | · | Yes | |
| 8. | ` ' | his <i>private fund</i> a "fund | | | | | | C | O |
| | | res, does the <i>private fur</i> rson? | nd invest in f | unds manage | ed by you or | by a related | | C | 0 |
| | of its t | For purposes of this quo otal assets in other pool or registered investmer | led investme | nt vehicles, v | | | | | re |
| | | | | | | | • | Yes | |
| 9. | investr | your last fiscal year, di nent companies register money market funds," to | red under the | e Investment | Company A | ct of 1940 (o | ther | C | O |
| 10. | What t | ype of fund is the <i>privat</i> | te fund? | · { | | | | | |

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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 funds of funds, refer to the funds in which the *private fund* invests. 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:

\$ 130,485,000

Ownership

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

\$ (

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 *private fund*'s beneficial owners:

8

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

1%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons:
99%

Your Advisory Services

Yes No

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

C 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 *private fund*. If the answer to question 17(a) is "no," leave this question blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the *private fund*?

| _ | 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 *private fund*. If the answer to question 18(a) is "no," leave this question blank.

No Information Filed

| 19. Are your client | s solicited to in | vest in the <i>private</i> | fund? | Yes No |
|----------------------|---|---|---|----------------|
| 20. Approximately 0% | what percentag | ge of your <i>clients</i> h | as invested in the <i>private fund</i> ? | |
| Private Offering | | | | |
| | <i>te fund</i> rely on f the Securities | | registration of its securities under | Yes No |
| 22. If yes, provide | the <i>private fun</i> | <i>d</i> 's Form D file nur No Informa | , , , | |
| B. SERVICE PROVI | DERS | | | |
| <u>Auditors</u> | | | | |
| 23. (a) (1) Are the | private fund's | financial statemen | ts subject to an annual audit? | Yes No |
| (2) Are the | financial stater | ments prepared in | accordance with U.S. GAAP? | o o |
| private fun | ver to $23(a)(1)$ if d uses more the ely for each auc | an one auditing fire | questions (b) through (f) below. If m, you must complete questions (b) | the through |
| <u> </u> | | rmation: 1 Reco | | , |
| private fu | <i>nd</i> uses more tl | | to questions (b) through (f) below. It rm, you must complete questions (b) n. | |
| | of the auditing WATERHOUSEC | | | |
| | cation of the au | | responsible for the private fund's au | dit |
| City: | /OPI/ | State: | Country: |] |
| NEW Y | IORK | New York | UNITED STATES | |
| (d) Is the | auditing firm a | n <i>independent pub</i> | lic accountant? | Yes No |
| (e) Is the Board | | egistered with the | Public Company Accounting Oversigh | t o c |
| (f) If "yes | s" to (e) above, | is the auditing firm | n subject to regular inspection by the | • • • |
| | | 1 | | |

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Public Company Accounting Oversight Board in accordance with its rules?

Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's investors?



(h) Does the report prepared by the auditing firm contain an unqualified opinion?



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

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?



If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

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?



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

Additional Custodian Information: 1 Record(s) Filed.

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

- (b) Legal name of custodian: JP MORGAN CHASE BANK N.A.
- (c) Primary business name of custodian: JP MORGAN CHASE
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

)

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

CRD Number (if any):

Administrator

Yes No

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



If the answer to 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 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?



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 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

- (a) Name of the private fund: STARWOOD ENERGY INFRASTRUCTURE FUND, L.P.
 - (b) *Private fund* identification number: (include the "805-" prefix also)

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

State:

Country:

Delaware

UNITED STATES

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

No Information Filed

- 4. The private fund (check all that apply; you must check at least one):
 - (1) qualifies for the exclusion from the definition of investment company under section 3 (c)(1) of the Investment Company Act of 1940
 - (2) qualifies for the exclusion from the definition of investment company under section 3 (c)(7) of the Investment Company Act of 1940
- 5. List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

- Ö

(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 e

(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 the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

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

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

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

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

| | 4.1 25.6 |
|-----|----------|
| | HI-7 |
| • | |
| · · | 400.000 |

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

| C |
|---|
| |
| |

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, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?



10. What type of fund is the 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 private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. 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*:

\$ 238,638,000

Ownership

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

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 *private fund*'s beneficial owners:

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

7%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

19%

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| 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 | |
| 17. | Yes (a) Are you a subadviser to this <i>private fund</i> ? | Ö |
| | (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, 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 | No |
| 18. | | ۵ |
| | (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, the other advisers to the <i>private fund</i> . If the answer to question 18(a) is "no," leave this question blank. | of |
| | No Information Filed | |
| | Yes | No |
| 19. | | Ö |
| 20. | Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0% | |
| <u>Pri</u> | vate Offering | |
| 21. | Yes Does the <i>private fund</i> rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? | Ö |
| 22 | If yes, provide the <i>private fund</i> 's Form D file number (if any): | |
| ۷۷. | Form D file number | \neg |
| | 021-108636 | \dashv |
| | | |
| B. S | SERVICE PROVIDERS | |
| Au | <u>ditors</u> Yes | Na |
| 23. | (a) (1) Are the <i>private fund</i> 's financial statements subject to an annual audit? | Ç |
| | (2) Are the financial statements prepared in accordance with U.S. GAAP? | C |
| | If the answer to 23(a)(1) is "yes," respond 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. | _ |

Additional Auditor Information: 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond 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.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS, 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

Yes No

(d) Is the auditing firm an independent public accountant?



(e) Is the auditing firm registered with the Public Company Accounting Oversight lacktriangleBoard?

(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 distributed to the private fund's investors?



- (h) Does the report prepared by the auditing firm contain an unqualified opinion?
 - Yes O No O Report Not Yet Received

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

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?

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If the answer to 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

<u>Custodian</u>

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?

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If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you IAPD - View All Page 207 of 352

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

Additional Custodian Information: 1 Record(s) Filed.

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

- (b) Legal name of custodian: JP MORGAN CHASE BANK N.A.
- (c) Primary business name of custodian: JP MORGAN CHASE
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

Ô O

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

CRD Number (if any):

separately for each administrator.

Administrator

Yes No

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

CO

If the answer to 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)

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 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

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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 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: STARWOOD ENERGY INVESTORS II, L.P.
 - (b) Private fund identification number: (include the "805-" prefix also) 805-3111855387
- Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director

STARWOOD CAPITAL GROUP GLOBAL, L.L.C.

- 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?

CO

(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

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| | (c) Is this a "feeder fund" in a master-feeder arrangement? | Yes No |
|-----|---|--------------------------------|
| | (d) If yes, what is the name and <i>private fund</i> identification number (if any) of the mast in which this <i>private fund</i> invests? | |
| | Name of the <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. | of |
| 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 following questions: | er the |
| | No Information Filed | |
| | NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or mor ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund would also be a "feeder fund" investing in a "master fund" for purposes of this que it issued multiple classes (or series) of shares or interests, and each class (or series) in substantially all of its assets in a single master fund. | und"). A estion if vests |
| 8. | (a) Is this <i>private fund</i> a "fund of funds"? | Yes No |
| ο. | | C º |
| | (b) If yes, does the private fund invest in funds managed by you or by a related person? | c o |
| | NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent o of its total assets in other pooled investment vehicles, whether or not they are also <i>priv funds</i> , or registered investment companies. | |
| | | Yes No |
| Э. | 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.)? | C º |
| 10. | . What type of fund is the <i>private fund</i> ? | |
| | hedge fund C liquidity fund C private equity fund C real estate fund C securitize | ed asset |
| | fund C venture capital fund O Other private fund | |
| | NOTE: For funds of funds, refer to the funds in which the <i>private fund</i> invests. For defin of these fund types, please see Instruction 6 of the Instructions to Part 1A. | itions |
| 11. | Current gross asset value of the <i>private fund</i> : | |
| | i | |

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|---|-----|-----|-----|----|---|---|
| ъ | 24 | . 7 | UJ. | ·U | u | L |

Ownership

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

\$ C

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 *private fund*'s beneficial owners:

2

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

18%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

0%

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

0%

Your Advisory Services

Yes No

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

င

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

No Information Filed

Yes No

18. (a) Do any other investment advisers 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 *private fund*. If the answer 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*?

CO

20. Approximately what percentage of your *clients* has invested in the *private fund*? 0%

Private Offering

IAPD - View All Page 211 of 352

| 21 D N | h | | vegiatration of its grounities under | Yes No |
|-----------------|---|---|---|------------------|
| | he <i>private fund</i> rely on a tion D of the Securities | | registration of its securities under | • 0 |
| 22. If yes, | provide the <i>private fund</i> | | | |
| | | No Informati | tion Filed | |
| B. SERVICE | E PROVIDERS | | | |
| <u>Auditors</u> | | | | \$4 \$1 - |
| 23. (a) (1) | Are the <i>private fund</i> 's f | financial statement | s subject to an annual audit? | Yes No |
| (2) | Are the financial staten | nents prepared in a | accordance with U.S. GAAP? | • c |
| priv | | an one auditing firm | questions (b) through (f) below. If t n, you must complete questions (b) t | |
| Ad | ditional Auditor Info | rmation : 1 Recor | d(s) Filed. | |
| <i>pr</i> th | rivate fund uses more the rough (f) separately for Name of the auditing | nan one auditing fir each auditing firm firm: | to questions (b) through (f) below. If m, you must complete questions (b) | |
| | PRICEWATERHOUSEC | OOPERS, LLP | | |
| (c |) The location of the au (city, state and countr | | responsible for the <i>private fund</i> 's aud | dit |
| | City: NEW YORK | State: | Country: | J |
| Ì | | New York | UNITED STATES | |
| (d |) Is the auditing firm ar | n independent publ | ic accountant? | Yes No |
| (е |) Is the auditing firm re Board? | gistered with the P | ublic Company Accounting Oversight | 0 0 |
| (f) | | | subject to regular inspection by the pard in accordance with its rules? | o c |
| - | | | | |
| | the <i>private fund</i> 's auditestors? | ted financial staten | nents distributed to the <i>private fund</i> 's | Yes No |
| | | y the auditing firm | contain an unqualified opinion? | |
| Ö | Yes C No C Report No | ot Yet Received | | |

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

Prime Broker

Yes No

24. (a) Does the *private fund* use one or more prime brokers?



If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

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?



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

Additional Custodian Information: 1 Record(s) Filed.

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

- (b) Legal name of custodian: JP MORGAN CHASE BANK N.A.
- (c) Primary business name of custodian: JP MORGAN CHASE
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

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):

Administrator

Yes No

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

If the answer to 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 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?



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

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

STARWOOD GLOBAL OPPORTUNITY FUND VI-A, L.P.

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

805-4229542435

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

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director

SOF-VI MANAGEMENT, L.L.C.

- 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?

C

(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?

CO

(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 the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

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

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

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

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

c

| (b) If yes, does the private fund invest in funds managed by you or by a related person? | С | C |
|--|-----|----|
| NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent of its total assets in other pooled investment vehicles, whether or not they are also particles, or registered investment companies. | | re |
| | Yes | No |

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?



10. What type of fund is the private fund?

hedge fund \circ liquidity fund \circ private equity fund \circ real estate fund \circ securitized asset fund \circ venture capital fund \circ Other *private fund*

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. 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*:

\$ 126,457,000

Ownership

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

\$0

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

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

20

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

3%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

0%

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

0%

Your Advisory Services

Yes No

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

C 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 | private | fund. It | fthe | answer | to question | 17(a) | is "no | ," leave | this | question |
|-------------|--------|---------|----------|------|--------|-------------|-------|--------|----------|------|----------|
| blank. | | | | | | • | | | | | • |

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the *private fund*?



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

No Information Filed

Yes No

19. Are your *clients* solicited to invest in the *private fund*?



20. Approximately what percentage of your *clients* has invested in the *private fund*? 0%

Private Offering

Yes No

21. Does the *private fund* rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?



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

No Information Filed

B. SERVICE PROVIDERS

Auditors

Yes No

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



(2) Are the financial statements prepared in accordance with U.S. GAAP?

o C

If the answer to 23(a)(1) is "yes," respond 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.

Additional Auditor Information: 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond 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.

- (b) Name of the auditing firm: PRICEWATERHOUSECOOPERS, LLP
- (c) The location of the auditing firm's office responsible for the *private fund*'s audit (city, state and country):

| | City: NEW YORK | State: | Country: | | | |
|--|--------------------------|-----------------------------|-------------------|----|--|--|
| 1 | NEW TORK | New York | UNITED STATES | | | |
| 1 | | | Yes | No | | |
| ١ | (d) Is the auditing firn | n an <i>independent p</i> e | ublic accountant? | C | | |
| (e) Is the auditing firm registered with the Public Company Accounting Oversight Board? | | | | | | |
| (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

- O C (q) Are the private fund's audited financial statements distributed to the private fund's investors?
- (h) Does the report prepared by the auditing firm contain an unqualified opinion?
 - Yes O No O Report Not Yet Received

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

Prime Broker

Yes No

24. (a) Does the *private fund* use one or more prime brokers?



If the answer to 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

<u>Custodian</u>

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?



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

Additional Custodian Information: 1 Record(s) Filed.

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

(b) Legal name of custodian: JP MORGAN CHASE BANK N.A.

| (c) | Primary business nam JP MORGAN CHASE | e of custodian: | | | |
|-----|---|----------------------|--|--------|------|
| (d) | The location of the cus assets (city, state and | | onsible for <i>custody</i> of the <i>private I</i> | ʻund's | ; |
| | City: | State: | Country: | | |
| | NEW YORK | New York | UNITED STATES | | |
| | | | | Yes | s No |
| (e) | Is the custodian a rela | ited person of your | firm? | O | Ô |
| | | | | | |
| (f) | If the custodian is a b | roker-dealer, provid | e its SEC registration number (if a | ny) | |
| I | - | | | | |

Administrator

Yes No

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

CRD Number (if any):

 \circ

If the answer to 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 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?



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 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

| Α. | PR | ! T\ | /AT | ΓF | FŁ | IN | D |
|----|----|------|-----|----|----|----|---|
| | | | | | | | |

Information About the Private Fund

1. (a) Name of the private fund:

STARWOOD GLOBAL OPPORTUNITY FUND VI-B, L.P.

(b) *Private fund* identification number: (include the "805-" prefix also) 805-4220704918

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

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director

SOF-VI MANAGEMENT, L.L.C.

- 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?

o E

(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 the Private Fund:

Private Fund Identification Number:

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(include the "805-" prefix also)

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

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

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

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

CO

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

 \circ

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, whether or not they are also *private funds*, or registered investment companies.

Yes No

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

c o

10. What type of fund is the private fund?

hedge fund O liquidity fund O private equity fund C real estate fund O securitized asset fund O venture capital fund O Other *private fund*

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. 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*:

\$ 23,361,000

Ownership

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

\$ C

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</i> 's beneficial owners: 11 |
|------------|--|
| 14. | What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related person</i> : 3% |
| 15. | What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 47% |
| 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> ? |
| | (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 other investment advisers advise the <i>private fund</i> ? |
| | (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18(a) is "no," leave this question blank. |
| | No Information Filed |
| 19. | Are your <i>clients</i> solicited to invest in the <i>private fund</i> ? |
| 20. | Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0% |
| <u>Pri</u> | vate Offering |
| 21. | Does the <i>private fund</i> rely 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</i> 's Form D file number (if any): |
| | No Information Filed |
| B. S | ERVICE PROVIDERS |

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| <u>Aud</u> | lito | <u>rs</u> | | | | | | | V | e No |
|------------|---------|------------------------|--|--|--|----------------------|---------------|------------------------|-------------------|--|
| 23. | (a) | (1) Ar | e the <i>private f</i> | <i>und</i> 's finan | cial stateme | ents subj | ject to an a | nnual audit? | | _ |
| | + | (2) Ar | e the financial | statement | s prepared i | n accord | dance with l | J.S. GAAP? | • | C |
| | , | privat | e fund uses me | ore than or | ne auditing f | | | | | ıgh |
| | | | | | | | | | | |
| | | priva | <i>ite fund</i> uses n | nore than o | ne auditing | firm, yo | | | | |
| | | 1 | | _ | | | | | | |
| | | | | | g firm's offic | ce respo | nsible for th | ne <i>private fund</i> | <i>d</i> 's audit | Yes No O O O O O O O O O O O O O O O O O O O |
| | | | ity: IEW YORK | Sta | ate: | Co | untry: | | | |
| | | NEW TOTAL | | Ne | w York | UN | IITED STATI | ES | | |
| | | (d) I | the auditing firm the auditing firm ard? "yes" to (e) above blic Company Accompany Ac | firm an <i>ind</i> | ependent pu | ublic acc | countant? | | Yes | |
| | | | s the auditing o | firm registe | ered with the | e Public | Company A | ccounting Ove | ersight o | 0 |
| | | | | | | | | | | 0 |
| | (h) | invest Does Ye If you | ors? the report preport s C No C Re check "Report ADV to update | pared by th port Not Ye Not Yet Re | e auditing fi et Received eceived," yo | irm cont u must į | ain an unqu | alified opinion | e fund's c | 0 |
| 24 | ۱د) | Does : | the <i>nrivate fun</i> | d use one | or more prin | ne brok | are? | | | |
| 24. | | | · | | · | | | ah (e) halaw | -• | |
| | | | | | | | | | | |

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

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

Custodian

Yes No

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



O

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

Additional Custodian Information: 1 Record(s) Filed.

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

- (b) Legal name of custodian: JP MORGAN CHASE BANK N.A.
- (c) Primary business name of custodian: JP MORGAN CHASE
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

- O

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

CRD Number (if any):

<u>Administrator</u>

Yes No

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

 \circ

If the answer to 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 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?



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 28(a) is "yes", respond to questions (b) through (q) 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

<u>Information About the *Private Fund*</u>

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

STARWOOD GLOBAL OPPORTUNITY FUND VII-A, L.P.

(b) Private fund identification number: (include the "805-" prefix also) 805-8311717236

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

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director

SOF-VII MANAGEMENT, L.L.C.

- 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 <i>private fund</i> is registered. |

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

CÓ

(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?

c \circ

(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 the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

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

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

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 *private fund* a "fund of funds"?

Yes No

CO

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

 $\mathbf{C} \cdot \mathbf{C}$

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, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

O

| 10 | What | tyna | ٥f | fund | ic the | private | fund? |
|-----|-------|------|----|------|---------|---------|--------|
| TO. | wildt | ινυυ | U | lunu | 15 1116 | DIIVale | Tunu ! |

hedge fund \circ liquidity fund \circ private equity fund \circ real estate fund \circ securitized asset fund C venture capital fund C Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. 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*:

\$ 621,600,000

<u>Ownership</u>

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

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 *private fund*'s beneficial owners:

33

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

1%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

0%

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

0%

Your Advisory Services

Yes No

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.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the *private fund*?



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

| No Information Filed | | |
|--|----------|-----------|
| 19. Are your clients solicited to invest in the private fund? | | s No O |
| 20. Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0% | | |
| Private Offering | | |
| 21. Does the <i>private fund</i> rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? | ves | S No |
| 22. If yes, provide the <i>private fund</i> 's Form D file number (if any): | | |
| No Information Filed | | |
| B. SERVICE PROVIDERS | | |
| <u>Auditors</u> | | |
| 23. (a) (1) Are the <i>private fund</i> 's financial statements subject to an annual audit? | | s No I |
| (2) Are the financial statements prepared in accordance with U.S. GAAP? | _ | lo |
| If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) the (f) separately for each auditing firm. | | , o |
| Additional Auditor Information: 1 Record(s) Filed. | | |
| If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If private fund uses more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm. | :he | |
| (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 aud (city, state and country): | it | |
| City: State: Country: STAMFORD | | - [|
| Connecticut UNITED STATES | . | |
| (d) Is the auditing firm an independent public accountant? | Yes I | C |
| (e) Is the auditing firm registered with the Public Company Accounting Oversight Board? | 0 | 0 |

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> (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 private fund's audited financial statements distributed to the private fund's



(h) Does the report prepared by the auditing firm contain an unqualified opinion?



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

Prime Broker

Yes No

24. (a) Does the *private fund* use one or more prime brokers?



If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

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?



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

Additional Custodian Information: 3 Record(s) Filed.

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

- (b) Legal name of custodian: GOLDMAN, SACHS & CO.
- (c) Primary business name of custodian: GOLDMAN, SACHS & CO.
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

Yes No

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| (e) | Is the custodian a rela | ted person of your f | īrm? | c E | 2 | | | | |
|-----|--|----------------------|--|--------|---|--|--|--|--|
| (f) | If the custodian is a br | roker-dealer, provid | e its SEC registration number (if an | у) | | | | | |
| | 8 - 129 CRD Number (if any): 361 | | | - | | | | | |
| | | | | | _ | | | | |
| cus | If the answer to 25(a) is "yes," respond to questions (b) through (f) 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 (f) separately for each custodian. | | | | | | | | |
| (b) | Legal name of custodia JP MORGAN CHASE BA | | | | | | | | |
| (c) | Primary business name JP MORGAN CHASE | e of custodian: | | | | | | | |
| (d) | The location of the cus assets (city, state and | | onsible for <i>custody</i> of the <i>private fui</i> | nd's | | | | | |
| | City: NEW YORK | State: | Country: | | | | | | |
| | 11217 13100 | New York | UNITED STATES | 34 - N | | | | | |
| (e) | Is the custodian a relat | ted person of your f | ìrm? | Yes N | | | | | |
| (f) | If the custodian is a br | oker-dealer, provide | e its SEC registration number (if any | y) | | | | | |
| | CRD Number (if any): | | | | | | | | |

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

- (b) Legal name of custodian: UBS AG
- (c) Primary business name of custodian: UBS
- (d) The location of the custodian's office responsible for custody of the private fund's

| | | assets (city, state and country | ·): | | |
|--------------|--------------------|--|-------------------------|---|-------------|
| | City: SINGAPORE | City: | State: | Country: | |
| | | SINGAPURE | | SINGAPORE | |
| | (e) | Is the custodian a related pers | son of your firm | ? | Yes No |
| | (f) | If the custodian is a broker-de | aler, provide its | SEC registration number (if an | y) |
| | | - CRD Number (if any): | | | |
| <u>Admin</u> | <u>istra</u> | <u>itor</u> | | | Vec N |
| | _ | | | | Yes N |
| 26. (a) | Does | s the <i>private fund</i> use an admir | nistrator other t | han your firm? | 0 |
| | funa | | | ns (b) through (f) below. If the complete questions (b) through | |
| | | | No Information | Filed | |
| 27. Dui | rina v | your last fiscal year, what perce | entage of the <i>nr</i> | ivate fund's assets (by value) w | <i>ı</i> as |

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

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

Marketers

Yes No

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



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 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:

STARWOOD GLOBAL OPPORTUNITY FUND VII-B, L.P.

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

805-7803225155

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

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director

SOF-VII MANAGEMENT, L.L.C.

- 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?

C Ø

(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?

CO

(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 the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

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

arrangement or reporting on the funds separately.

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

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

- 8. (a) Is this private fund a "fund of funds"?
 - (b) If yes, does the *private fund* invest in funds managed by you or by a *related* person?

c c

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, whether or not they are also *private funds*, or registered investment companies.

Yes No

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?



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

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. 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*:

\$ 229,345,000

Ownership

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

\$0

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

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

38

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

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| | related person: 7% | |
|-------------|--|--------|
| 15. | What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggree by funds of funds: 9% | gate) |
| 16. | What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 18% | d |
| <u>Yo</u> ı | ur Advisory Services | |
| 17. | | es No |
| | (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if an the adviser of the <i>private fund</i> . If the answer to question 17(a) is "no," leave this que blank. | |
| | No Information Filed | |
| | Y | es No |
| 18. | (a) Do any other investment advisers advise the private fund? | C O |
| | (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if an the other advisers to the <i>private fund</i> . If the answer to question 18(a) is "no," leave t question blank. | |
| | No Information Filed | |
| | Y | es No |
| 19. | Are your <i>clients</i> solicited to invest in the <i>private fund</i> ? | C º |
| 20. | Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0% | |
| <u>Pri</u> | vate Offering | |
| 21. | | es No |
| 22. | If yes, provide the <i>private fund</i> 's Form D file number (if any): No Information Filed | |
| B. S | SERVICE PROVIDERS | |
| Aug | <u>ditors</u> | 'es No |
| 23. | | es No |

Custodian

| (| (2) Are the financial state | ments prepared in a | ccordance with U.S. GAAP? | 9 0 |
|----------------|---|--|--|------------|
| | | an one auditing firm | questions (b) through (f) below. n, you must complete questions (| |
| | Additional Auditor Info | ormation: 1 Recor | d(s) Filed. | |
| | | than one auditing fire | o questions (b) through (f) below m, you must complete questions · | |
| | (b) Name of the auditing | ı firm: | | |
| | DELOITTE & TOUCHE | | | |
| | (c) The location of the a (city, state and coun | | responsible for the <i>private fund</i> 's | audit |
| | City: | State: | Country: | |
| | STAMFORD | Connecticut | UNITED STATES | |
| | (d) Is the auditing firm a | an <i>independent publi</i> | ic accountant? | Yes No |
| | (e) Is the auditing firm r Board? | registered with the P | ublic Company Accounting Overs | ight o c |
| | | | subject to regular inspection by pard in accordance with its rules? | |
| (h) | investors? Does the report prepared Yes O No O Report | by the auditing firm Not Yet Received Yet Received," you n | nents distributed to the <i>private fu</i> contain an unqualified opinion? nust promptly file an amendment report is available. | |
| <u>Prime l</u> | <u>Broker</u> | | | W N |
| 24. (a) | Does the <i>private fund</i> use | e one or more prime | brokers? | Yes No |
| | broker the <i>private fund</i> u | ses. If the <i>private ful</i> | estions (b) through (e) below for nd uses more than one prime bro arately for each prime broker. | each prime |
| | | No Inform | ation Filed | |
| | | | | |
| | | | | |

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?



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

Additional Custodian Information: 3 Record(s) Filed.

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

- (b) Legal name of custodian: GOLDMAN, SACHS & CO.
- (c) Primary business name of custodian: GOLDMAN, SACHS & CO.
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

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)

8 - 129

CRD Number (if any):

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

- (b) Legal name of custodian: JP MORGAN CHASE BANK N.A.
- (c) Primary business name of custodian: JP MORGAN CHASE
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

| | New York | UNITED STATES | |
|---|------------------------|---|---------------------------|
| (e) Is the custodian a | a related person of yo | our firm? | Yes N |
| (f) If the custodian is | s a broker-dealer, pro | ovide its SEC registration no | umber (if any) |
| CRD Number (if a | any): | | |
| | | | |
| custodian the <i>private</i> | fund uses. If the pri | o questions (b) through (f) vate fund uses more than o separately for each custodia | ne custodian, you |
| (b) Legal name of cu UBS AG | stodian: | | |
| (c) Primary business UBS | name of custodian: | | |
| (d) The location of th assets (city, state | | esponsible for <i>custody</i> of th | ne <i>private fund</i> 's |
| City: SINGAPORE | State: | Country: | |
| SINGAPORE | | SINGAPORE | |
| (e) Is the custodian a | a related person of yo | our firm? | Yes I |
| (f) If the custodian is | s a broker-dealer, pro | ovide its SEC registration no | umber (if any) |
| | | | |

Administrator

Yes No

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

0 0

If the answer to 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

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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 person.

Marketers

Yes No

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 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:

STARWOOD GLOBAL OPPORTUNITY FUND VIII, L.P.

(b) Private fund identification number: (include the "805-" prefix also) 805-9228837949

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

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director

VIII MANAGEMENT, 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

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| 5. | List the name and country, in English, of each foreign financial regulatory authority with which |
|----|--|
| | the <i>private fund</i> is registered. |

No Information Filed

| V | B.I | _ |
|-----|-----|---|
| Yes | N | г |

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*?

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 the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

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

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

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

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



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

| Ĉ | Č |
|---|---|

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, whether or not they are also *private* funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

| Sec. 15. | |
|----------|---|
| 7.4 | _ |
| | _ |
| | |

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| 10 | What | type | of fund | lic the | private | fund? |
|-----|------|------|---------|----------|---------|-------|
| TU. | wnat | tvbe | or rund | i is the | private | iuna: |

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 funds of funds, refer to the funds in which the *private fund* invests. 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*:

\$ 510,536,000

Ownership

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

\$0

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

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

35

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

1%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

2%

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

0%

Your Advisory Services

Yes No

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.

No Information Filed

Yes No

18. (a) Do any other investment advisers 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 *private fund*. If the answer 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> ? | Yes No |
| 20. | Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0% | |
| <u>Pri</u> | vate Offering | |
| 21. | Does the <i>private fund</i> rely 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</i> 's Form D file number (if any): | |
| | Form D file number | |
| | 021-120169 | |
| | SERVICE PROVIDERS | |
| Au | <u>ditors</u> | Vac Na |
| 23. | (a) (1) Are the private fund's financial statements subject to an annual audit? | Yes No |
| | (2) Are the financial statements prepared in accordance with U.S. GAAP? | စ င |
| • | If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) the (f) separately for each auditing firm. | |
| | Additional Auditor Information: 1 Record(s) Filed. | |
| | If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If 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: PRICEWATERHOUSECOOPERS, LLP | the |
| | (c) The location of the auditing firm's office responsible for the <i>private fund</i> 's aud (city, state and country): | it |
| | City: State: Country: | |
| | NEW YORK New York UNITED STATES | |
| | (d) Is the auditing firm an independent public accountant? | Yes No |
| | (e) Is the auditing firm registered with the Public Company Accounting Oversight Board? | • ၀ |

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(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 *private fund*'s audited financial statements distributed to the *private fund*'s investors?



(h) Does the report prepared by the auditing firm contain an unqualified opinion?

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 available.

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?



If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

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?



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

Additional Custodian Information: 3 Record(s) Filed.

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

- (b) Legal name of custodian: GOLDMAN, SACHS & CO.
- (c) Primary business name of custodian: GOLDMAN, SACHS & CO.
- (d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

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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)

8 - 129

CRD Number (if any):
361

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

- (b) Legal name of custodian:

 JP MORGAN CHASE BANK N.A.
- (c) Primary business name of custodian: JP MORGAN CHASE
- (d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

Yes No

O

(e) Is the custodian a related person of your firm?

Ō

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

CRD Number (if any):

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

- (b) Legal name of custodian: UBS AG
- (c) Primary business name of custodian: UBS

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| (d) The location of the custodian's office responsible for custody of the private fund assets (city, state and country): | | | | | | |
|--|------------------------|-----------|--------|--|--|--|
| City: SINGAPORE | State: | Country: | | | | |
| } | | SINGAPORE | | | | |
| ļ | | | Yes No | | | |
| (e) Is the custodian a rel | ated person of your fi | rm? | C | | | |
| (f) If the custodian is a broker-dealer, provide its SEC registration number (if any | | | | | | |
| CRD Number (if any) | 1 | | | | | |

Administrator

Yes No

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

(၂ ခ

If the answer to 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?

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?



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 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.

Additional Marketer Information: 1 Record(s) 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 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

1 age 277 UL 222

complete questions (b) through (g) separately for each marketer. Yes No (b) Is the marketer a related person of your firm? (c) Name of the marketer: STARWOOD CAPITAL, L.L.C. (d) If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-): 8 - 67788 and CRD Number (if any): 146057 (e) Location of the marketer's office used principally by the private fund (city, state and country): City: State: Country: GREENWICH Connecticut **UNITED STATES** Yes No (f) Does the marketer market the *private fund* through one or more websites? • (g) If the answer to 28(f) is "yes", list the website address(es): No Information Filed A. PRIVATE FUND Information About the Private Fund 1. (a) Name of the *private fund*:

Information About the Private Fund 1. (a) Name of the private fund: STARWOOD GLOBAL OPPORTUNITY FUND VIII-J, L.P. (b) Private fund identification number: (include the "805-" prefix also) 805-5328517235 2. Under the laws of what state or country is the private fund organized: State: Country: Delaware UNITED STATES 3. Name(s) of General Partner, Manager, Trustee, or Directors (or persons serving in a similar capacity):

| Name of General Partner, Manager, Trustee, | or Directo | ì۲ |
|--|------------|----|
|--|------------|----|

VIII-J MANAGEMENT, 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

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

- O
- (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?

- C Ø
- (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 the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

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

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

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

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

(b) If yes, does the *private fund* invest in funds managed by you or by a *related* person? 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, whether or not they are also private funds, or registered investment companies. Yes No 9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? 10. What type of fund is the private fund? hedge fund \circ liquidity fund \circ private equity fund \circ real estate fund \circ securitized asset fund © venture capital fund © Other private fund NOTE: For funds of funds, refer to the funds in which the private fund invests. 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*: \$ 423,276,000 <u>Ownership</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 organizational documents of the fund). 13. Approximate number of the *private fund*'s beneficial owners: 14. What is the approximate percentage of the private fund beneficially owned by you and your related person: 1% 15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds: 99% 16. What is the approximate percentage of the private fund beneficially owned by non-United States persons: 0% **Your Advisory Services** Yes No 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.

| Nο | าเก | torr | natioi | n Filed |
|----|-----|------|--------|---------|

Yes No

18. (a) Do any other investment advisers advise the *private fund*?

 $C \circ$

(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 private fund. If the answer 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*?



20. Approximately what percentage of your clients has invested in the private fund? 0%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?



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

No Information Filed

B. SERVICE PROVIDERS

Auditors

Yes No

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

(2) Are the financial statements prepared in accordance with U.S. GAAP?

If the answer to 23(a)(1) is "yes," respond 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.

Additional Auditor Information: 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond 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.

(b) Name of the auditing firm: PRICEWATERHOUSECOOPERS, LLP

(c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

| | City: NEW YORK | State: | Country: | | | | | |
|----------------|--|-------------------------------|--|-----------------------|--|--|--|--|
| | NEW YORK | New York | UNITED STATES | | | | | |
| | (d) Is the auditing firm an | independent public | - | Yes No | | | | |
| | (d) Is the auditing firm an <i>independent public accountant</i> ? | | | | | | | |
| | (e) Is the auditing firm registered with the Public Company Accounting Oversight OBO Board? | | | | | | | |
| ! | | | subject to regular inspection by the rd in accordance with its rules? | ် ဂ | | | | |
| | , | | | M . M . | | | | |
| | Are the <i>private fund</i> 's audit | ed financial stateme | ents distributed to the <i>private fund</i> 's | Yes No | | | | |
| | _ | - | contain an unqualified opinion? | | | | | |
| | Yes O No O Report No | | | | | | | |
| | If you check "Report Not Ye Form ADV to update your r | | ust promptly file an amendment to y eport is available. | our | | | | |
| <u>Prime I</u> | <u>Broker</u> | | , | | | | | |
| 24. (a) l | Does the <i>private fund</i> use o | one or more prime b | rokers? | Yes No | | | | |
| : | If the answer to 24(a) is "y | es," respond to que | stions (b) through (e) below for each d uses more than one prime broker, | n prime | | | | |
| | | | ately for each prime broker. | • | | | | |
| | | No Informa | tion Filed | | | | | |
| | | | • | | | | | |
| <u>Custod</u> | <u>ian</u> | | • | • | | | | |
| | | | iding the prime brokers listed | Yes No | | | | |
| | above) to hold some or all | | akiana (h) khuanah (6) kalamasan ah | | | | | |
| (| | uses. If the <i>private</i> i | stions (b) through (f) below for each fund uses more than one custodian, ately for each custodian. | | | | | |
| | Additional Custodian Int | formation : 3 Reco | rd(s) Filed. | | | | | |
| | If the answer to 25(a) is "yes," respond to questions (b) through (f) 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 (f) separately for each custodian. | | | | | | | |
| | (b) Legal name of custodia COMPANHIA BRASILEI | | CUSTODIA | | | | | |

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| (c) | Primary business name of custodian: CBLC | | | | | | | |
|------------------|---|--|---------------|-----------------|--------------------------|--|--|--|
| (d) | The location of the cus | of the custodian's office responsible for <i>custody</i> of the <i>private fund</i> 's state and country): | | | | | | |
| | City: | Sta | te: | Country: | | | | |
| | SAO PAULO | | | BRAZIL | | | | |
| (e) | Is the custodian a <i>rela</i> | ited person of yo | our firm? | | Yes No | | | |
| (f) | If the custodian is a be | roker-dealer, pro | ovide its SEC | registration nu | ımber (if any) | | | |
| | - CRD Number (if any): | | | | | | | |
| | | | | | | | | |
| cus mu (b) | the answer to 25(a) is " stodian the <i>private fund</i> ist complete questions Legal name of custodic JP MORGAN CHASE BA | duses. If the <i>pri</i> (b) through (f) s an: ANK N.A. | vate fund us | es more than o | ne custodian, you | | | |
| | JP MORGAN CHASE | | | | | | | |
| (d) | The location of the cus assets (city, state and | country): | • | • | e <i>private fund</i> 's | | | |
| | City: NEW YORK | State: | Country | / : | | | | |
| 1 | | New York | UNITED | STATES | W 44 | | | |
| (e) | Is the custodian a rela | ted person of yo | our firm? | | Yes No | | | |
| (f) | If the custodian is a bi | roker-dealer, pro | ovide its SEC | registration nu | mber (if any) | | | |
| 1 | CRD Number (if any): | | | | | | | |

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

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| mu | ıst complete questio | ns (b) through | n (f) separate | ely for each custodian. | |
|------------|---|----------------|-----------------|--|-------------|
| (b) | Legal name of cust UBS AG | odian: | | | |
| (c) | Primary business n UBS | ame of custoc | lian: | | |
| (d) | The location of the assets (city, state a | | fice responsi | ble for <i>custody</i> of the <i>pri</i> v | rate fund's |
| | City: SINGAPORE | S | tate: | Country: | |
| | | | | SINGAPORE | |
| | | | | | Yes I |
| (e) |) Is the custodian a | related person | of your firm | ? | 0 |
| (f) | If the custodian is | a broker-deale | er, provide its | s SEC registration number | (if any) |
| | - | | | | |
| ı | CRD Number (if an | y): | | | |

Administrator

Yes No

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

0 9

If the answer to 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?

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?



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 28(a) is "yes", respond to questions (b) through (g) below for each such marketer the private fund IAPD - View All rage 231 01 332

uses. If the private fund uses more than one marketer you must complete questions (b) through (g) separately for each marketer.

Additional Marketer Information: 2 Record(s) Filed.

| You must answer "yes" whether the person acts as a placement agent finder, introducer, municipal advisor or other solicitor, or similar persot o 28(a) is "yes", respond to questions (b) through (g) below for each the <i>private fund</i> uses. If the <i>private fund</i> uses more than one markete complete questions (b) through (g) separately for each marketer. | on. If the answer such marketer |
|---|---------------------------------|
| (b) Is the marketer a <i>related person</i> of your firm? | Yes No |
| (c) Name of the marketer: J.P. MORGAN SECURITIES LLC | |
| (d) If the marketer is registered with the SEC, its file number ($e.g.$, 80 | 01-, 8-, or 866-): |

(e) Location of the marketer's office used principally by the private fund (city, state and country):

City:

79

State:

Country:

NEW YORK

801 - 3702

and CRD Number (if any):

New York

UNITED STATES

Yes No

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

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(g) If the answer to 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 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.

(b) Is the marketer a related person of your firm?

Yes No

o 0

(c) Name of the marketer: STARWOOD CAPITAL, L.L.C. (d) If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-):

8 - 67788

and CRD Number (if any):

146057

(e) Location of the marketer's office used principally by the *private fund* (city, state and country):

City:

State:

Country:

GREENWICH

Connecticut

UNITED STATES

Yes No

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

) **9**

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

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

STARWOOD INTERNATIONAL OPPORTUNITY FUND VI-F, L.P.

(b) *Private fund* identification number: (include the "805-" prefix also) 805-4947396474

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

State:

Country:

CAYMAN ISLANDS

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

Name of General Partner, Manager, Trustee, or Director

SOF-VI INTERNATIONAL GP, 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

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| 5. | List the name and country, in English, of each foreign financial regulatory authority with which the private fund is registered. |
|----|---|
| | No Information Filed |
| | Yes No |
| 6. | (a) Is this a "master fund" in a master-feeder arrangement? |
| | (b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder funds investing in this <i>private fund</i> ? |
| | 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 the Private Fund: |
| | Private Fund Identification Number: (include the "805-" prefix also) |
| | NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately. |
| 7. | If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions: |
| | No Information Filed |
| | 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"? |
| • | (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related</i> person? |
| | 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, whether or not they are also <i>private</i> funds, or registered investment companies. |
| | 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.)? |
| | |

11 LI D - V 10 VV / LII

| 10. ' | What | tvpe | of | fund | is | the | private | fund? |
|-------|------|------|----|------|----|-----|---------|-------|
|-------|------|------|----|------|----|-----|---------|-------|

hedge fund Ω liquidity fund Ω private equity fund Ω real estate fund Ω securitized asset fund C venture capital fund C Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. 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*:

\$ 31,981,000

Ownership

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

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 *private fund*'s beneficial owners:

2

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

3%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

0%.

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

0%

Your Advisory Services

Yes No

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.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the *private fund*?



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

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| | No Inform | ation Filed | | |
|---|--|---|----------|-------------|
| 19. Are your <i>clients</i> solicited to in | ivest in the <i>private f</i> | iund? | Yes C | No © |
| 20. Approximately what percentage 0% | ge of your <i>clients</i> ha | as invested in the <i>private fund</i> ? | | |
| Private Offering | | | \ | - 1- |
| 21. Does the <i>private fund</i> rely on Regulation D of the Securities | | registration of its securities under | Yes | O |
| 22. If yes, provide the <i>private fun</i> | nd's Form D file num | ber (if any): | | |
| | No Informat | ion Filed | | |
| B. SERVICE PROVIDERS | | | | |
| <u>Auditors</u> | | | | |
| 23. (a) (1) Are the <i>private fund</i> 's | financial statements | s subject to an annual audit? | Yes | No C |
| | | ccordance with U.S. GAAP? | | O |
| If the answer to 23(a)(1) | is "yes," respond to an one auditing firm | questions (b) through (f) below. If the complete questions (b) the complete questions (b) the complete questions (b) the complete questions (b) | ne | |
| Additional Auditor Info | _ | d(s) Filed. | | |
| | han one auditing fire | o questions (b) through (f) below. If t m, you must complete questions (b) | :he | |
| (b) Name of the auditing PRICEWATERHOUSEC | | | | |
| (c) The location of the au (city, state and count | | responsible for the <i>private fund</i> 's audi | it | |
| City: NEW YORK | State: | Country: | | |
| WEW TOTAL | New York | UNITED STATES | | |
| (d) Is the auditing firm a | n <i>independent publi</i> | | Yes N | 0 |
| (e) Is the auditing firm re Board? | egistered with the Pu | ublic Company Accounting Oversight | Õ (| o |

rage 200 01 302 444 TICYY / LIL

> (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 private fund's audited financial statements distributed to the private fund's investors?
- (h) Does the report prepared by the auditing firm contain an unqualified opinion?
 - Yes O No O Report Not Yet Received

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

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?



If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

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?



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

Additional Custodian Information: 1 Record(s) Filed.

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

- (b) Legal name of custodian: JP MORGAN CHASE BANK N.A.
- (c) Primary business name of custodian: JP MORGAN CHASE
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

Yes No

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| (e) | Is the | custodian | а | related | person | of | your firm? | |
|-----|--------|-----------|---|---------|--------|----|------------|--|
| | | | | | | | | |

Ô

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

CRD Number (if anv):

Administrator

Yes No

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



If the answer to 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?

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?



You must answer "ves" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 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:
 - STARWOOD INTERNATIONAL OPPORTUNITY FUND VII E, L. P.
 - (b) *Private fund* identification number: (include the "805-" prefix also)

805-6921954074

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

State:

7 10 77 £ 111

Country:

UNITED KINGDOM

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

Name of General Partner, Manager, Trustee, or Director

SOF-VII INTERNATIONAL MANAGEMENT, L.L.C.

- 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?

) C

(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 *private fund* identification number (if any) of the master fund in which this *private fund* invests?

Name of the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

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

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

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| A1. | Informa | .ti.n | Ciled |
|----------|---------|-------|-------|
| $N \cap$ | Intorma | ารเกา | HURO |

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 | Ν | C |
|-----|---|---|
|-----|---|---|

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

| _ | |
|---|--|
| | |

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

| • | _ |
|---|----|
| × | ٠. |

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, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?



10. What type of fund is the private fund?

 $lue{f \Omega}$ hedge fund $lue{f C}$ liquidity fund $lue{f C}$ private equity fund $lue{f C}$ real estate fund $lue{f C}$ securitized asset fund O venture capital fund O Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. 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:

\$ 55,633,000

Ownership

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

\$ 0

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

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

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

1%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

| • | |
|---|---------|
| 0% | |
| 16. What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 94% | |
| Your Advisory Services | |
| Yes | |
| 17. (a) Are you a subadviser to this <i>private fund</i> ? | Ô |
| (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, the adviser of the private fund. If the answer to question 17(a) is "no," leave this quest blank. | |
| No Information Filed | |
| Yes | |
| · · | 0 |
| (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank. | |
| No Information Filed | |
| Yes | N |
| 19. Are your <i>clients</i> solicited to invest in the <i>private fund</i> ? | Ö |
| 20. Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0% | |
| Private Offering | |
| Yes 21. Does the <i>private fund</i> rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? | No C |
| 22. If yes, provide the <i>private fund</i> 's Form D file number (if any): | |
| No Information Filed | |
| | |
| B. SERVICE PROVIDERS | |
| Anditana | |
| <u>Auditors</u> Yes | . N |
| 23. (a) (1) Are the <i>private fund</i> 's financial statements subject to an annual audit? | C |
| (2) Are the financial statements prepared in accordance with U.S. GAAP? | C |
| If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the private fund uses more than one auditing firm, you must complete questions (b) throug (f) separately for each auditing firm. | h |
| j | |

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Additional Auditor Information: 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond 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.

(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:

STAMFORD

Connecticut

UNITED STATES

Yes No

(d) Is the auditing firm an independent public accountant?

9 0

(e) Is the auditing firm registered with the Public Company Accounting Oversight 💍 Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the o Public Company Accounting Oversight Board in accordance with its rules?

0

Yes No

(q) Are the private fund's audited financial statements distributed to the private fund's investors?



(h) Does the report prepared by the auditing firm contain an unqualified opinion?

Yes O 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 available.

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?

OÓ

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

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 C

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you Page 262 of 352

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

Additional Custodian Information: 3 Record(s) Filed.

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

- (b) Legal name of custodian: GOLDMAN, SACHS & CO.
- (c) Primary business name of custodian: GOLDMAN, SACHS & CO.
- (d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

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)

8 - 129

CRD Number (if any):

361

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

- (b) Legal name of custodian:

 JP MORGAN CHASE BANK N.A.
- (c) Primary business name of custodian: JP MORGAN CHASE
- (d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

Yes No

Ô

(e) Is the custodian a related person of your firm?

| (f) | If the custodian is a broker-de- | ealer, provide it | s SEC registration number (if any) | |
|-----|---|-------------------------|--|----|
| | CRD Number (if any): | | | |
| | | | | |
| cus | | f the <i>private fu</i> | ions (b) through (f) below for each nd uses more than one custodian, you ely for each custodian. | ou |
| (b) | Legal name of custodian: UBS AG | | | |
| (c) | Primary business name of cus UBS | todian: | | |
| (d) | The location of the custodian's assets (city, state and country | | ible for <i>custody</i> of the <i>private fund</i> 's | |
| | City: SINGAPORE | State: | Country: | |
| | SHOW ONE | | SINGAPORE | |
| (e) | Is the custodian a related pers | son of your firm | Yes O | Ö |
| (f) | If the custodian is a broker-de | ealer, provide it | s SEC registration number (if any) | |
| | - CRD Number (if any): | | | |

Administrator

Yes No

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

OÖ

If the answer to 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 person carried out the valuation procedure

Page 264 of 352

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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?

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

STARWOOD INTERNATIONAL OPPORTUNITY FUND VII FE, L. P.

(b) *Private fund* identification number: (include the "805-" prefix also) 805-4004824847

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

State:

Country:

UNITED KINGDOM

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

Name of General Partner, Manager, Trustee, or Director

SOF-VII INTERNATIONAL MANAGEMENT, L.L.C.

- 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 N | 10 |
|------|---|-------------|
| 6. | (a) Is this a "master fund" in a master-feeder arrangement? | Ö |
| | (b) If yes, what is the name and <i>private fund</i> identification number (if any) of the feeder fund investing in this <i>private fund</i> ? | is |
| | No Information Filed | |
| | | |
| | Yes N | |
| | (c) Is this a "feeder fund" in a master-feeder arrangement? | |
| | (d) If yes, what is the name and private fund identification number (if any) of the master fund in which this private fund invests?Name of the Private Fund: | d |
| | Name of the Frivate Fana. | |
| | Private Fund Identification Number: (include the "805-" prefix also) | |
| | NOTE: You must complete question 6 for each master-feeder arrangement regardless of | |
| | whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately. | |
| 7. | If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions: | |
| | No Information Filed | |
| | | |
| | NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more fund ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). fund would also be a "feeder fund" investing in a "master fund" for purposes of this question 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. | Α |
| | Yes <u>N</u> | ю |
| 8. | (a) Is this <i>private fund</i> a "fund of funds"? | Ö |
| | (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related person</i> ? | Þ |
| | 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, whether or not they are also <i>private</i> funds, or registered investment companies. | è |
| | Yes N | |
| 9. | During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? | > |
| 10. | What type of fund is the <i>private fund</i> ? | |
| | hedge fund C liquidity fund C private equity fund C real estate fund C securitized asse | et |
| | | |

fund C venture capital fund C Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. 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*:

\$ 45,353,000

Ownership

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

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 *private fund*'s beneficial owners:

5

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

1%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

0%

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

95%

Your Advisory Services

Yes No

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

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?



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

No Information Filed

Yes No

| 19. Are your <i>clients</i> solicited to | invest in the <i>private</i> | fund? | C 🤏 |
|--|--|--|------------|
| 20. Approximately what percent 0% | age of your <i>clients</i> | has invested in the private fund? | |
| Private Offering | | | Yes No |
| 21. Does the <i>private fund</i> rely o Regulation D of the Securition | | n registration of its securities under | o 0 |
| 22. If yes, provide the private fu | <i>und</i> 's Form D file nu | mber (if any): | |
| | No Inform | ation Filed | |
| B. SERVICE PROVIDERS | | | |
| <u>Auditors</u> | | | |
| 23. (a) (1) Are the private fund | s financial statemer | its subject to an annual audit? | Yes No |
| (2) Are the financial stat | ements prepared in | accordance with U.S. GAAP? | • c |
| (f) separately for each a Additional Auditor Inf If the answer to 23(a)(| uditing firm. formation: 1 Reco 1) is "yes," respond than one auditing f | to questions (b) through (f) below. If irm, you must complete questions (b) | the |
| (b) Name of the auditin | g firm: | | i |
| DELOITTE & TOUCH | IE, LLP | | |
| (c) The location of the (city, state and cou | | e responsible for the <i>private fund</i> 's aud | dit |
| City: STAMFORD | State: | Country: | |
| STAPILORD | Connecticut | UNITED STATES | ŀ |
| (d) Is the auditing firm | an <i>independent pul</i> | blic accountant? | Yes No |
| (e) Is the auditing firm Board? | registered with the | Public Company Accounting Oversight | • c |
| | | m subject to regular inspection by the Board in accordance with its rules? | o o |
| • | | | • |

Yes No

(g) Are the private fund's audited financial statements distributed to the private fund's investors?



(h) Does the report prepared by the auditing firm contain an unqualified opinion?



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

Prime Broker

Yes No

24. (a) Does the *private fund* use one or more prime brokers?



If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

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

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

Additional Custodian Information: 3 Record(s) Filed.

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

- (b) Legal name of custodian: GOLDMAN, SACHS & CO.
- (c) Primary business name of custodian: GOLDMAN, SACHS & CO.
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?



| 1 | | , ,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,, | ide its SEC registration number (if any) |
|------------------|--|---|---|
| | 8 - 129 CRD Number (if any): | | |
| <u></u> | 361 | | |
| | | (| |
| cus | stodian the <i>private fund</i> | duses. If the <i>priva</i> | questions (b) through (f) below for each te fund uses more than one custodian, you parately for each custodian. |
| (b) | Legal name of custodi JP MORGAN CHASE BA | | |
| (c) | Primary business nam JP MORGAN CHASE | e of custodian: | |
| (d) | The location of the cus assets (city, state and | | ponsible for <i>custody</i> of the <i>private fund</i> 's |
| | City: NEW YORK | State: | Country: |
| | | New York | UNITED STATES |
| (e) | Is the custodian a rela | ited person of you | Yes Nor firm? |
| (f) | If the custodian is a bi | | |
| ſ | TI LIIC CUSLOUIDII IS DI | roker-dealer, provi | ide its SEC registration number (if any) |
| | - CRD Number (if any): | roker-dealer, provi | de its SEC registration number (if any) |
| | - | roker-dealer, provi | de its SEC registration number (if any) |
| cus | CRD Number (if any): he answer to 25(a) is " stodian the private fund | 'yes," respond to q | questions (b) through (f) below for each te fund uses more than one custodian, you parately for each custodian. |
| cus mu | CRD Number (if any): he answer to 25(a) is " stodian the private fund | yes," respond to q uses. If the <i>priva</i> (b) through (f) sep | questions (b) through (f) below for each te fund uses more than one custodian, you |
| cus mu (b) | CRD Number (if any): he answer to 25(a) is " stodian the private fund st complete questions Legal name of custodia | yes," respond to q duses. If the <i>priva</i> (b) through (f) sep an: | questions (b) through (f) below for each te fund uses more than one custodian, you |
| (b) | he answer to 25(a) is "stodian the private funds st complete questions Legal name of custodia UBS AG Primary business name UBS | yes," respond to of uses. If the <i>priva</i> (b) through (f) sepan: e of custodian: | questions (b) through (f) below for each te fund uses more than one custodian, you |

| C | T | N | G | ۸ | D | \cap | D | ᆮ |
|---|---|----|----|---|----|--------|---|---|
| | 1 | ŀ٧ | u. | м | г, | U | К | ᆮ |

SINGAPORE

Yes No

(e) Is the custodian a related person of your firm?

0

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

CRD Number (if any):

Administrator

Yes No

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



If the answer to 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?

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

<u>Marketers</u>

Yes No

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 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:

STARWOOD INTERNATIONAL OPPORTUNITY FUND VIII-1, L. P.

(b) *Private fund* identification number: (include the "805-" prefix also) 805-3132646416

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

State:

Country:

UNITED KINGDOM

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

Name of General Partner, Manager, Trustee, or Director

VIII INTERNATIONAL MANAGEMENT S.AR.L

- 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?

O 🖸

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

No Information Filed

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

0 0

(d) If yes, what is the name and *private fund* identification number (if any) of the master fund in which this *private fund* invests?

Name of the 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.

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| 7. | If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement |
|----|--|
| | according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the |
| | following questions: |

No Information Filed

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

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



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

 \circ

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, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?



10. What type of fund is the 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 private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. 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*: \$ 164,132,000

Ownership

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

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 *private fund*'s beneficial owners:

34

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

1%

| 15. | . What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggre by funds of funds: 5% | egat | .e) |
|-------------|---|------|---------|
| 16. | . What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>Unite</i> States persons: 26% | ĕd | |
| You | ur Advisory Services | | |
| | | Yes | _ |
| | . (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 a 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 | |
| 18. | (a) Do any other investment advisers advise the private fund? | C | Ö |
| | (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if a the other advisers to the <i>private fund</i> . If the answer to question 18(a) is "no," leave question blank. | | |
| <u> </u> | No Information Filed | | i |
| ا ا | | Yes | |
| 19. | Are your <i>clients</i> solicited to invest in the <i>private fund</i> ? | C | Ω |
| | Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0% | | |
| <u>Priv</u> | vate Offering | | |
| | Does the <i>private fund</i> rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? | Yes | No C |
| 22. | If yes, provide the <i>private fund</i> 's Form D file number (if any): | | |
| | No Information Filed | | |
| B. S | SERVICE PROVIDERS | | |
| Auc | <u>ditors</u> | _ | |
| 23. | (a) (1) Are the <i>private fund</i> 's financial statements subject to an annual audit? (2) Are the financial statements prepared in accordance with U.S. GAAP? | Yes | No C |
| | (-7 | | U |

If the answer to 23(a)(1) is "yes," respond 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.

Additional Auditor Information: 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond 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.

(b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS, LLP

(c) The location of the auditing firm's office responsible for the *private fund*'s audit (city, state and country):

City:

Board?

State:

Country:

NEW YORK

New York

UNITED STATES

Yes No

(d) Is the auditing firm an independent public accountant?

္ င

- (e) Is the auditing firm registered with the Public Company Accounting Oversight $oldsymbol{\circ}$
- (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 *private fund*'s audited financial statements distributed to the *private fund*'s investors?



- (h) Does the report prepared by the auditing firm contain an unqualified opinion?
 - 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 available.

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?

O

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

Yes No

25. (a) Does the *private fund* use any custodians (including the prime brokers listed

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above) to hold some or all of its assets?



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

Additional Custodian Information: 3 Record(s) Filed.

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

- (b) Legal name of custodian: COMPANHIA BRASILEIRA DE LIQUIDACAO CUSTODIA
- (c) Primary business name of custodian: **CBLC**
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

SAO PAULO

BRAZIL

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):

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

- (b) Legal name of custodian: JP MORGAN CHASE BANK N.A.
- (c) Primary business name of custodian: JP MORGAN CHASE
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

Yes No

0%

(e) Is the custodian a related person of your firm?

| L | CRD Number (if any) | · | | | |
|-------------|---|--------------------------|------------|---|-------------|
| cus | stodian the <i>private fur</i> | nd uses. If the <i>j</i> | orivate fu | tions (b) through (f) belowed and uses more than one content one content one content on the cont | |
| (b) | Legal name of custoo UBS AG | lian: | | | |
| (c) | Primary business nar UBS | ne of custodian | : | | |
| (d) | The location of the coassets (city, state an | | e respons | ible for <i>custody</i> of the <i>pr</i> | ivate fund' |
| | City: SINGAPORE | State | e: | Country: | |
| | SINGAL OILE | | | SINGAPORE | |
| (e) | Is the custodian a re | <i>lated person</i> of | your firn | 1? | Ye Ç |
| (f) | If the custodian is a | broker-dealer, | orovide it | s SEC registration number | er (if any) |
| | - CRD Number (if any) | : | | | |
| (f) | If the custodian is a l - CRD Number (if any) | | orovide it | s SEC registration numbe | er (if |
| <u>stra</u> | <u>itor</u> | | | | |
| Does | s the <i>private fund</i> use | an administrat | or other | than your firm? | |
| funa | | administrator, | | ons (b) through (f) below complete questions (b) t | |
| | | | | | |

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*?

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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?



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 28(a) is "yes", respond to questions (b) through (q) 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.

Additional Marketer Information: 1 Record(s) 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 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 (q) separately for each marketer.

Yes No

(b) Is the marketer a related person of your firm?



(c) Name of the marketer: STARWOOD CAPITAL, L.L.C.

(d) If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-):

8 - 67788

and CRD Number (if any): 146057

(e) Location of the marketer's office used principally by the private fund (city, state and country):

City:

State:

Country:

GREENWICH

Connecticut

UNITED STATES

Yes No

0

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

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

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

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

STARWOOD INTERNATIONAL OPPORTUNITY FUND VIII-2, L. P.

(b) *Private fund* identification number: (include the "805-" prefix also) 805-5430135331

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

State:

Country:

UNITED KINGDOM

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

Name of General Partner, Manager, Trustee, or Director

VIII INTERNATIONAL MANAGEMENT S.AR.L

- 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?



(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?

| | - |
|---|---|
| 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 the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

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

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

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 private fund a "fund of funds"?

Yes No

္ ပ

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

CO

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, whether or not they are also *private funds*, or registered investment companies.

Yes No

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

<u>•</u> С

10. What type of fund is the private fund?

hedge fund \circ liquidity fund \circ private equity fund \circ real estate fund \circ securitized asset fund \circ venture capital fund \circ Other *private fund*

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. 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*:

\$ 123,573,000

Ownership

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

\$0

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

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

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

1%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

0%

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

90%

Your Advisory Services

Yes No

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

CO

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

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?

Ö

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

No Information Filed

Yes No

19. Are your *clients* solicited to invest in the *private fund*?

C O

20. Approximately what percentage of your clients has invested in the private fund? 0%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

0 0

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

No Information Filed

B. SERVICE PROVIDERS

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| <u>Audit</u> | <u>ors</u> | | | Yes No |
|--------------|--|-------------------------------|--|-------------------------|
| 23. (a) | (1) Are the private fund | f 's financial stateme | nts subject to an annual audit? | 9 0 |
| | (2) Are the financial sta | tements prepared in | a accordance with U.S. GAAP? | o c |
| | If the answer to 23(a)(2) private fund uses more (f) separately for each a | than one auditing fi | to questions (b) through (f) below rm, you must complete questions | . If the (b) through |
| | Additional Auditor In | formation : 1 Rec | ord(s) Filed. | |
| | | e than one auditing | d to questions (b) through (f) below firm, you must complete questions m. | |
| | (b) Name of the auditi PRICEWATERHOUS | = | | |
| | (c) The location of the (city, state and cou | | e responsible for the <i>private fund</i> 's | audit |
| | City: NEW YORK | State: | Country: | j |
| | NEW YORK | New York | UNITED STATES | |
| | (d) Is the auditing firm | n an <i>independent pu</i> | blic accountant? | Yes No |
| | (e) Is the auditing firm Board? | n registered with the | Public Company Accounting Overs | sight o C |
| | | | m subject to regular inspection by Board in accordance with its rules? | |
| (a` | Are the <i>private fund</i> 's a | udited financial stat | ements distributed to the <i>private f</i> | Yes No iund's |
| | investors? | | | |
| (h) | | | m contain an unqualified opinion? | |
| | Yes O No O Repor | | | .4.4 |
| | Form ADV to update you | | n must promptly file an amendmen ne report is available. | t to your |
| Prime | Broker | | | |
| 24. (a) | Does the <i>private fund</i> u | se one or more prim | ne brokers? | Yes No |
| | broker the private fund | uses. If the <i>private</i> | questions (b) through (e) below for fund uses more than one prime br parately for each prime broker. | |

http://www.adviserinfo.sec.gov/iapd/content/viewform/adv112011/Sections/iapd_AdvAllPa... 1/4/2013

No Information Filed

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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?



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

Additional Custodian Information: 3 Record(s) Filed.

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

- (b) Legal name of custodian:

 COMPANHIA BRASILEIRA DE LIQUIDACAO CUSTODIA
- (c) Primary business name of custodian: CBLC
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

SAO PAULO

BRAZIL

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):

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

- (b) Legal name of custodian: JP MORGAN CHASE BANK N.A.
- (c) Primary business name of custodian: JP MORGAN CHASE

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| City: | State: | Country: | |
|---------------------------------|------------------------|--|------------|
| NEW YORK | New York | UNITED STATES | |
| | | | |
| (e) Is the custodian a | a related person of yo | our firm? | |
| (f) If the custodian is | s a broker-dealer, pro | ovide its SEC registration numb | er (if any |
| - CRD Number (if a | iny): | | |
| | | | |
| 76 Ab |) in H II | a cuartiana (h) thuasan (f) hala | 6 |
| custodian the private | fund uses. If the pri | o questions (b) through (f) below wate fund uses more than one of separately for each custodian. | |
| (b) Legal name of cus UBS AG | stodian: | | |
| (c) Primary business UBS | name of custodian: | | |
| assets (city, state | and country): | esponsible for <i>custody</i> of the <i>p</i> | rivate fui |
| City: SINGAPORE | State: | Country: | |
| | | SINGAPORE | |
| (e) Is the custodian a | related person of yo | our firm? | |
| (f) If the custodian is | s a broker-dealer, pro | ovide its SEC registration numb | er (if any |
| - CRD Number (if a | ny): | | |
| | | | |
| - | | | |
| strator | | | |
| | | other than your firm? | |

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?

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?



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 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.

Additional Marketer Information: 1 Record(s) 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 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 (q) separately for each marketer.

Yes No

(b) Is the marketer a related person of your firm?





(c) Name of the marketer: STARWOOD CAPITAL, L.L.C.

(d) If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-):

8 - 67788 and CRD Number (if any): 146057

(e) Location of the marketer's office used principally by the private fund (city, state and country):

City:

State:

Country:

GREENWICH

Connecticut

UNITED STATES

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

Yes No



| (g) If th | e answer | to 28(f) | is "yes", | list the | website | address(es) | |
|-----------|----------|----------|-----------|----------|----------|-------------|--|
| | | | | No Inf | ormation | Filed | |

A. PRIVATE FUND

Information About the Private Fund

1. (a) Name of the private fund:

STARWOOD OPPORTUNITY FUND IV, L.P.

- (b) *Private fund* identification number: (include the "805-" prefix also) 805-8406700871
- 2. Under the laws of what state or country is the *private fund* organized:

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director

SOFI IV MANAGEMENT, L.L.C.

- 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?

C

(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?

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| | (d) If yes, what is the name and <i>private fund</i> identification number (if any) of the master in which this <i>private fund</i> invests? Name of the <i>Private Fund</i> : | r fu | nd |
|-----|---|---------------|-------------|
| | Private Fund Identification Number: (include the "805-" prefix also) | | |
| | NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately. | | |
| 7. | If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer following questions: | the | : |
| | No Information Filed | | |
| | | | |
| | NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund would also be a "feeder fund" investing in a "master fund" for purposes of this quesit issued multiple classes (or series) of shares or interests, and each class (or series) invesubstantially all of its assets in a single master fund. | id") itior | . A ı if |
| | Y | 'es | No |
| 8. | (a) Is this <i>private fund</i> a "fund of funds"? | C | Ô |
| | (b) If yes, does the private fund invest in funds managed by you or by a related person? | C | 0 |
| | NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or of its total assets in other pooled investment vehicles, whether or not they are also <i>priva funds</i> , or registered investment companies. | | re |
| | | 'es | 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.)? | С | ٥ |
| 10. | . What type of fund is the <i>private fund</i> ? | | |
| | hedge fund C liquidity fund C private equity fund C real estate fund C securitized | l as | set |
| | fund © venture capital fund © Other <i>private fund</i> | . 45 | |
| | NOTE: For funds of funds, refer to the funds in which the <i>private fund</i> invests. For definit of these fund types, please see Instruction 6 of the Instructions to Part 1A. | ion | S |
| 11. | . Current gross asset value of the <i>private fund</i> : | | |

Ownership

\$ 18,022,000

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| 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</i> 's beneficial owners: 29 |
| 14. | What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related person</i> : 1% |
| 15. | What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 2% |
| 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 |
| i | 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 to question 17(a) is "no," leave this question blank. |
| | No Information Filed |
| | Yes No |
| 18. | (a) Do any other investment advisers advise the <i>private fund</i> ? |
| | (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18(a) 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> ? |

20. Approximately what percentage of your clients has invested in the private fund? 0%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

o c

| 22. If yes, provide the <i>private fund</i> 's Form D file number (if any): No Information Filed |
|---|
| B. SERVICE PROVIDERS |
| <u>Auditors</u> |
| Yes No 23. (a) (1) Are the <i>private fund</i> 's financial statements subject to an annual audit? |
| (2) Are the financial statements prepared in accordance with U.S. GAAP? |
| If the answer to 23(a)(1) is "yes," respond 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. |
| Additional Auditor Information: 1 Record(s) Filed. |
| If the answer to 23(a)(1) is "yes," respond 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. |
| (b) Name of the auditing firm: PRICEWATERHOUSECOOPERS, 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 |
| (d) Is the auditing firm an independent public accountant? |
| (e) Is the auditing firm registered with the Public Company Accounting Oversight o C Board? |
| (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 private fund's audited financial statements distributed to the private fund's investors? (h) Does the report prepared by the auditing firm contain an unqualified opinion? 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 available. Prime Broker |

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| Yes No |
|--------|
|--------|

24. (a) Does the private fund use one or more prime brokers?



If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

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?



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

Additional Custodian Information: 1 Record(s) Filed.

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

- (b) Legal name of custodian: JP MORGAN CHASE BANK N.A.
- (c) Primary business name of custodian: JP MORGAN CHASE
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

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

CRD Number (if any):

Administrator

Yes No

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

0

If the answer to 26(a) is "yes," respond to questions (b) through (f) below. If the private

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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 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?

၀ 🥺

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 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*:

STARWOOD OPPORTUNITY FUND V, L.P.

(b) *Private fund* identification number: (include the "805-" prefix also) 805-1905644962

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

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director

SOFI V MANAGEMENT L.L.C.

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| 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. |
| 1 | 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 |
| | (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 the Private Fund: Private Fund Identification Number: (include the "805-" prefix also) |
| | NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately. |
| 7. | If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions: |
| | No Information Filed |
| | 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

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

CÖ

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

NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more

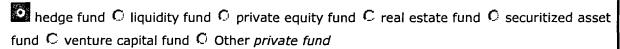
of its total assets in other pooled investment vehicles, whether or not they are also *private* funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?



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



NOTE: For funds of funds, refer to the funds in which the *private fund* invests. 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*:

\$ 3,610,000

Ownership

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

\$ 0

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

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

45

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

1%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

2%

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

2%

Your Advisory Services

Yes No

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.

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| l e e e e e e e e e e e e e e e e e e e | |
|--|----|
| No Information Filed | |
| Yes | No |
| 18. (a) Do any other investment advisers advise the <i>private fund</i> ? | Ö |
| (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank. | |
| No Information Filed | |
| Yes 19. Are your <i>clients</i> solicited to invest in the <i>private fund</i> ? | |
| 20. Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0% | |
| Private Offering | |
| Yes | No |
| 21. Does the <i>private fund</i> rely 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</i> 's Form D file number (if any): | |
| No Information Filed | |
| B. SERVICE PROVIDERS Auditors | |
| Yes | No |
| | 0 |
| (2) Are the financial statements prepared in accordance with U.S. GAAP? | 0 |
| If the answer to 23(a)(1) is "yes," respond 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. Additional Auditor Information: 1 Record(s) Filed. | 1 |
| provide a comparable for the form of the first of the fir | _ |
| If the answer to 23(a)(1) is "yes," respond 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. (b) Name of the auditing firm: PRICEWATERHOUSECOOPERS, 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 an | independent public | accountant? | Yes o | No O |
| (e) | Is the auditing firm reg Board? | gistered with the Put | olic Company Accounting Oversight | O. | 0 |
| (f) | | | ubject to regular inspection by the | Ō. | o |

Yes No

- (g) Are the *private fund*'s audited financial statements distributed to the *private fund*'s investors?
- (h) Does the report prepared by the auditing firm contain an unqualified opinion?
 - Yes O No O Report Not Yet Received

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

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?

0 0

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the *private fund* uses. If the *private fund* uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

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?



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

Additional Custodian Information: 1 Record(s) Filed.

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

- (b) Legal name of custodian:

 JP MORGAN CHASE BANK N.A.
- (c) Primary business name of custodian:

JP MORGAN CHASE

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

Citv:

State:

Country:

NEW YORK

New York

UNITED STATES

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):

Administrator

Yes No

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



If the answer to 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?

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?



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 28(a) is "yes", respond to questions (b) through (q) 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*:

STARWOOD OPPORTUNITY FUND VIII-J, L.P.

(b) *Private fund* identification number: (include the "805-" prefix also) 805-1939272085

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

State:

Country:

UNITED KINGDOM

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

| Name of General Partner, Manager, Trustee, or Director | | |
|--|--|--|
| VIII-J MANAGEMENT, 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

Yes No

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*?

| Private Fund Name | Private Fund Identification Number | |
|--|---|--|
| STARWOOD OPPORTUNITY VIII-J INVESTOR, L.P. | 805-5653087842 | |

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

| CO | | |
|----|---|---|
| | C | 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 the Private Fund:

Private Fund Identification Number:

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(include the "805-" prefix also)

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

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information: 1 Record(s) 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:
 - (a) Name of the *private fund*: STARWOOD OPPORTUNITY VIII-J INVESTOR, L.P.
 - (b) *Private fund* identification number: (include the "805-" prefix also) 805-5653087842
 - (c) Under the laws of what state or country is the private fund organized:

State:

Country:

UNITED KINGDOM

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

Name of General Partner, Manager, Trustee, or Director

STARWOOD OPPORTUNITY FUND VIII-J INVESTOR GP, INC.

- (e) 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
- (f) List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

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

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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

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



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

c c

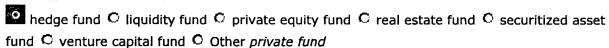
NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also *private* funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?



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



NOTE: For funds of funds, refer to the funds in which the *private fund* invests. 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*:

\$ 148,546,000

Ownership

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

\$ 0

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

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

5

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

1%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

99%

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

92%

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| w |
|---|
| <u>Your Advisory Services</u> Yes No |
| 17. (a) Are you a subadviser to this <i>private fund</i> ? |
| (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank. |
| No Information Filed |
| Yes No |
| 18. (a) Do any other investment advisers 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 private fund. If the answer to question 18(a) is "no," leave this question blank. |
| No Information Filed |
| Yes No |
| 19. Are your <i>clients</i> solicited to invest in the <i>private fund</i> ? |
| 20. Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0% |
| Private Offering |
| Yes No |
| 21. Does the <i>private fund</i> rely 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</i> 's Form D file number (if any): |
| No Information Filed |
| |
| B. SERVICE PROVIDERS |
| Auditors |
| Yes No |
| 23. (a) (1) Are the <i>private fund</i> 's financial statements subject to an annual audit? |
| (2) Are the financial statements prepared in accordance with U.S. GAAP? |
| If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) 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 23(a)(1) is "yes," respond 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. |

| (b) Name of the auditing firm: PRICEWATERHOUSECOOPERS, 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 | State: | Country: | | | |
| | NEW TORK | New York | UNITED STATES | | | |
| | (d) Is the auditing firm | an <i>independent p</i> u | ublic accountant? | Yes No | | |
| | (e) Is the auditing firm Board? | registered with the | e Public Company Accounting Oversi | ght o c | | |
| | (f) If "yes" to (e) above Public Company Acc | e, is the auditing fi counting Oversight | rm subject to regular inspection by t Board in accordance with its rules? | he o o | | |
| (h | investors? Does the report prepared Yes © No © Report If you check "Report Not Form ADV to update you Broker Does the private fund us If the answer to 24(a) is | d by the auditing fi Not Yet Received Yet Received," your r response when the e one or more pring "yes," respond to | · | to your Yes No C • | | |
| | | (b) through (e) se | <i>rund</i> uses more than one prime brokeparately for each prime broker. rmation Filed | ker, you | | |
| Custo 25. (a |) Does the <i>private fund</i> us above) to hold some or a If the answer to 25(a) is custodian the <i>private fun</i> must complete questions Additional Custodian I | all of its assets? "yes," respond to ad uses. If the priva b (b) through (f) se Information: 3 R | | an, you | | |
| | The diswer to 25(d) ! | a yea, reapond to | o questions (b) through (f) below for | Cacii | | |

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custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian. (b) Legal name of custodian: COMPANHIA BRASILEIRA DE LIQUIDACAO CUSTODIA (c) Primary business name of custodian: **CBLC** (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): Country: City: State: **SAO PAULO BRAZIL** Yes No (e) Is the custodian a *related person* of your firm? Ö \mathbf{O} (f) If the custodian is a broker-dealer, provide its SEC registration number (if any)

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

(b) Legal name of custodian: JP MORGAN CHASE BANK N.A.

CRD Number (if any):

- (c) Primary business name of custodian: JP MORGAN CHASE
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

0 O

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

CRD Number (if any):

1A1 D - VIEW AII : Fage 302 01 302

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

- (b) Legal name of custodian: UBS AG
- (c) Primary business name of custodian: UBS
- (d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City:

State:

Country:

SINGAPORE

SINGAPORE

Yes No

(e) Is the custodian a related person of your firm?

O



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

CRD Number (if any):

<u>Administrator</u>

Yes No

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

CO

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

<u>Marketers</u>

Yes No

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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 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.

Additional Marketer Information: 2 Record(s) 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 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?



(c) Name of the marketer: J.P. MORGAN SECURITIES LLC

(d) If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-):

801 - 3702 and CRD Number (if any): 79

(e) Location of the marketer's office used principally by the private fund (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

Yes No

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



(g) If the answer to 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 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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| | (b) Is the marketer a <i>r</i> | related person of your | firm? | 6 c |
|----------------|--|-------------------------------|--------------------------------------|--------------------|
| | (c) Name of the marke STARWOOD CAPITA | | | |
| | (d) If the marketer is r | egistered with the SE | C, its file number (e.g., 801 | 1-, 8-, or 866-): |
| | 8 - 67788 and CRD Number (146057 | if any): | | |
| | (e) Location of the man | rketer's office used pr | incipally by the <i>private fund</i> | d (city, state and |
| | City: | State: | Country: | |
| | GREENWICH | Connecticut | UNITED STATES | |
| | (f) Does the marketer | market the <i>private fu</i> | <i>and</i> through one or more we | Yes No |
| | (g) If the answer to 28 | | ebsite address(es): mation Filed | |
| | | | | |
| A. PRIVA | ATE FUND | | | |
| <u>Informa</u> | ation About the <i>Priva</i> | te Fund | | |
| (b) | Name of the <i>private fun</i> STARWOOD U.S. OPPOF <i>Private fund</i> identificatio (include the "805-" pref 805-6807273540 | RTUNITY FUND VI-D, on number: | L.P. | |

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

Name of General Partner, Manager, Trustee, or Director

Country:

UNITED STATES

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

State:

capacity):

Delaware

SOF-VI MANAGEMENT, L.L.C.

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? O (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? $C \circ$ (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 the Private Fund: Private Fund Identification Number: (include the "805-" prefix also) NOTE: You must complete question 6 for each master-feeder arrangement regardless of whether you are filing a single Schedule D, Section 7.B.(1). for the master-feeder arrangement or reporting on the funds separately. 7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions: No Information Filed 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 CÖ 8. (a) Is this *private fund* a "fund of funds"? (b) If yes, does the *private fund* invest in funds managed by you or by a *related* person?

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, whether or not they are also *private* funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?



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

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. 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*:

\$831,000

Ownership

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

\$0

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

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

8

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

3%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

16%

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

0%

Your Advisory Services

Yes No

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.

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| No Information Filed | |
|--|---------|
| Yes | No. |
| 18. (a) Do any other investment advisers 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, the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank. | |
| No Information Filed | |
| | No O |
| 20. Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0% | |
| Private Offering | |
| Yes 21. Does the <i>private fund</i> rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? | No O |
| 22. If yes, provide the <i>private fund</i> 's Form D file number (if any): | |
| No Information Filed | ! |
| B. SERVICE PROVIDERS <u>Auditors</u> | |
| | No. |
| 23. (a) (1) Are the <i>private fund</i> 's financial statements subject to an annual audit? | |
| (2) Are the financial statements prepared in accordance with U.S. GAAP? | |
| If the answer to 23(a)(1) is "yes," respond 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. | h |
| Additional Auditor Information : 1 Record(s) Filed. | |
| If the answer to 23(a)(1) is "yes," respond 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. | |
| (b) Name of the auditing firm: PRICEWATERHOUSECOOPERS, 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: | |

| Ì | | New York | UNITED STATES | | |
|---|--|-----------------------|-------------------------------------|----------|---------|
| | (d) Is the auditing firm an | independent public | accountant? | Yes • | No O |
| | (e) Is the auditing firm req Board? | gistered with the Pul | olic Company Accounting Oversight | Ö | င |
| | | | ubject to regular inspection by the | ٥ | o |

Yes No

O.

- (g) Are the private fund's audited financial statements distributed to the private fund's
- (h) Does the report prepared by the auditing firm contain an unqualified opinion?
 - Yes O No O Report Not Yet Received

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

Prime Broker

Yes No

24. (a) Does the private fund use one or more prime brokers?

 0°

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

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?



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

Additional Custodian Information: 1 Record(s) Filed.

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

- (b) Legal name of custodian: JP MORGAN CHASE BANK N.A.
- (c) Primary business name of custodian:

JP MORGAN CHASE

| (d) |) The location | of the custodian' | s office | responsible | for a | custody | of the | private | fund's |
|-----|----------------|-------------------|----------|-------------|-------|---------|--------|---------|--------|
| | assets (city, | state and countr | y): | | | | | | |

City:

State:

Country:

NEW YORK

New York

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

0

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

CRD Number (if any):

Administrator

Yes No

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



If the answer to 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?

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?

C Ö

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 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*:

STARWOOD U.S. OPPORTUNITY FUND VII D-2, L.P.

(b) Private fund identification number: (include the "805-" prefix also) 805-7587118681

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

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director

SOF-VII MANAGEMENT, L.L.C.

- 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

(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?

CO

(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 the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

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

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

No Information Filed

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

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

CO

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

 $\mathbf{c} \cdot \mathbf{c}$

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, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the private fund invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

o C

10. What type of fund is the private fund?

hedge fund \circ liquidity fund \circ private equity fund \circ real estate fund \circ securitized asset fund C venture capital fund C Other private fund

NOTE: For funds of funds, refer to the funds in which the private fund invests. 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:

\$ 62,702,000

Ownership

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

\$ 0

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

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

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| | 5 |
|-------------|--|
| | What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related person</i> : 1% |
| 15. | What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 99% |
| 16. | What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 99% |
| <u> Υοι</u> | 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 to question 17(a) is "no," leave this question blank. |
| | No Information Filed |
| | Yes No |
| 18. | (a) Do any other investment advisers advise the <i>private fund</i> ? |
| | (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the <i>private fund</i> . If the answer to question 18(a) 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> ? |
| 20. | Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0% |
| <u>Pri</u> | vate Offering |
| 21. | Does the <i>private fund</i> rely 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</i> 's Form D file number (if any): |
| | No Information Filed |
| | |
| В. S | SERVICE PROVIDERS |

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| • | | | | |
|---------------------------------------|---|--|---|------------|
| <u>Auditors</u> | | | | Yes No |
| 23. (a) (1) | Are the <i>private fund</i> ' | s financial statements | subject to an annual audit? | o c |
| | | | ccordance with U.S. GAAP? | • o |
| priv | | han one auditing firm | questions (b) through (f) below. If , you must complete questions (b) | |
| Add | ditional Auditor Inf | formation: 1 Record | l(s) Filed. | |
| <i>pri</i> thr | vate fund uses more rough (f) separately f Name of the auditin | than one auditing firm for each auditing firm. | o questions (b) through (f) below. I n, you must complete questions (b | f the) |
| | DELOITTE & TOUCH | IE, LLP | | |
| (c) | The location of the a | | esponsible for the <i>private fund</i> 's au | ıdit |
| | City: STAMFORD | State: | Country: | |
| | STAMPORD | Connecticut | UNITED STATES | |
| (d) |) Is the auditing firm | an independent public | c accountant? | Yes No |
| (e) | Is the auditing firm Board? | registered with the Pu | iblic Company Accounting Oversigh | nt o c |
| (f) | | | subject to regular inspection by the ard in accordance with its rules? | e o o |
| inve (h) Doe Ö If yo Forr | estors? s the report prepared Yes © No © Report Ou check "Report Not on ADV to update you | d by the auditing firm Not Yet Received | ents distributed to the private fund contain an unqualified opinion? oust promptly file an amendment to report is available. | _ ~ |
| <u>Prime Bro</u> | <u>ker</u> | | | Vac Na |
| 24. (a) Doe | s the <i>private fund</i> us | e one or more prime t | prokers? | Yes No |
| (2) 202 | | | | |

If the answer to 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

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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?



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

Additional Custodian Information: 2 Record(s) Filed.

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

- (b) Legal name of custodian: GOLDMAN, SACHS & CO.
- (c) Primary business name of custodian: GOLDMAN, SACHS & CO.
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

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)

8 - 129

CRD Number (if any):

361

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

- (b) Legal name of custodian:

 JP MORGAN CHASE BANK N.A.
- (c) Primary business name of custodian: JP MORGAN CHASE

| | (d) | The location of the cus assets (city, state and | | nsible for <i>custody</i> of the <i>private fund</i> | ďs ∫ | | | |
|----------------|---|---|------------------------------|--|--------|--|--|--|
| ! | | City: NEW YORK | State: | Country: | | | | |
| | WEW TORK | MEM TOKK | New York | UNITED STATES . | } | | | |
| : | (e) | Is the custodian a relat | te <i>d person</i> of your f | · | res No | | | |
| | (f) If the custodian is a broker-dealer, provide its SEC registration number (if any) | | | | | | | |
| | | CRD Number (if any): | | | | | | |
| • | , | | | | | | | |
| <u>Adminis</u> | stra | tor | | | | | | |
| | | | | | Yes No | | | |
| 26. (a) [| oes | s the <i>private fund</i> use a | n administrator othe | er than your firm? | C O | | | |
| f | und | | lministrator, you mu | tions (b) through (f) below. If the <i>pr</i> ist complete questions (b) through (i | | | | |
| | | | No Informat | ion Filed | | | | |
| | | | | private fund's assets (by value) was is not your related person? | 5 | | | |

Marketers

Yes No

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

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.

O

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 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 . i | PR | T١ | /A ⁻ | TE | FU | M | |
|--------------|----|----|-----------------|----|----|---|--|
| | | | | | | | |

Information About the Private Fund

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

STARWOOD U.S. OPPORTUNITY FUND VII-D, L.P.

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

805-7955482523

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

State:

Country:

Delaware

UNITED STATES

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

| Name of General Partner, Manager, Trustee, or Director |
|--|
| SOF-VII MANAGEMENT, L.L.C. |

- 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?



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

| Private Fund Name | Private Fund Identification Number |
|---|---------------------------------------|
| STARWOOD U.S. OPPORTUNITY FUND VII-D INVESTMENT, INC. | 805-1707572682 |

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

| | 100 |
|-------------|----------|
| _ | ■ |
| k ./ | |

(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 the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

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

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information: 1 Record(s) 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:
 - (a) Name of the *private fund*:

STARWOOD U.S. OPPORTUNITY FUND VII-D INVESTMENT, INC.

(b) *Private fund* identification number: (include the "805-" prefix also) 805-1707572682

(c) Under the laws of what state or country is the *private fund* organized:

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director

JEFFREY DISHNER

JEROME C. SILVEY

MADISON F. GROSE

- (e) 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
- (f) List the name and country, in English, of each *foreign financial regulatory authority* with which the *private fund* is registered.

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds

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("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

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



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

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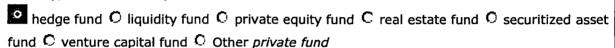
NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent or more of its total assets in other pooled investment vehicles, whether or not they are also *private funds*, or registered investment companies.

Yes No

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?



10. What type of fund is the private fund?



NOTE: For funds of funds, refer to the funds in which the *private fund* invests. 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*:

\$ 103,354,000

Ownership

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

\$ 0

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

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

14

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

1%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

24%

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

62%

Yes No

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

CO

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

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?

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 private fund. If the answer 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*?

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20. Approximately what percentage of your clients has invested in the private fund? 0%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933?

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

No Information Filed

B. SERVICE PROVIDERS

Auditors

Yes No

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

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(2) Are the financial statements prepared in accordance with U.S. GAAP?

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If the answer to 23(a)(1) is "yes," respond 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.

Additional Auditor Information: 1 Record(s) Filed.

If the answer to 23(a)(1) is "yes," respond 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.

| | (b) | | ame of the auditing firm: ELOITTE & TOUCHE, LLP ne location of the auditing firm's office responsible for the <i>private fund</i> 's audit ity, state and country): | | | |
|--------|---|---|---|---------------|--------|--|
| | (c) | | | | | |
| | | City: STAMFORD | State: | Country: | | |
| | | STAMFORD | Connecticut | UNITED STATES | | |
| | (d) | (d) Is the auditing firm an <i>independent public accountant</i> ? | | | | |
| | (e) | (e) Is the auditing firm registered with the Public Company Accounting Oversight Board? | | | | |
| | (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? | | | | |
| | (g) Are the private fund's audited financial statements distributed to the private fund's investors? (h) Does the report prepared by the auditing firm contain an unqualified opinion? Yes O No O Report Not Yet Received If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available. | | | | | |
| Prime | Bro | ker | | | | |
| 24. (a |) Doe | s the <i>private fund</i> | use one or more prime | e brokers? | Yes No | |
| • | If th brol | If the answer to 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 | | | | |
| Custo | dian | | | | Yes No | |
| 25. (a | | | use any custodians (including the prime brokers lies all of its assets? | | o o | |
| | cust | todian the private | 25(a) is "yes," respond to questions (b) through (f) below for each vate fund uses. If the private fund uses more than one custodian, you uestions (b) through (f) separately for each custodian. | | | |
| | Additional Custodian Information : 2 Record(s) Filed. | | | | | |
| | | | | | | |

If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian. (b) Legal name of custodian: GOLDMAN, SACHS & CO. (c) Primary business name of custodian: GOLDMAN, SACHS & CO. (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country): State: Country: City: **NEW YORK**

New York

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

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

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CRD Number (if any):

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

- (b) Legal name of custodian: JP MORGAN CHASE BANK N.A.
- (c) Primary business name of custodian: JP MORGAN CHASE
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

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 N | umber | (if | anv | ١: |
|-------|-------|-----|-----|----|
|-------|-------|-----|-----|----|

Administrator

Yes No

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



If the answer to 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 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?



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 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

- (a) Name of the private fund: STARWOOD U.S. OPPORTUNITY FUND VIII-1, L.P.
 - (b) *Private fund* identification number: (include the "805-" prefix also) 805-3064056603
- 2. Under the laws of what state or country is the *private fund* organized:

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director
VIII MANAGEMENT, 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

Yes No

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*?

| Private Fund Name | Private Fund Identification Number |
|--|---------------------------------------|
| STARWOOD U.S. OPPORTUNITY FUND VIII-1 INVESTMENT, INC. | 805-9078883082 |

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

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(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 the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

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

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information: 1 Record(s) Filed.

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| acc | | Schedule D, Section 7.B.(1) for a master-feeder arrangement tions to this Section 7.B.(1), for each of the feeder funds answers | | | |
|-----|--|---|--|--|--|
| (a) | Name of the <i>private</i> STARWOOD U.S. OF | fund: PPORTUNITY FUND VIII-1 INVESTMENT, INC. | | | |
| (b) | Private fund identifi (include the "805-" 805-9078883082 | | | | |
| (c) | Under the laws of w State: | hat state or country is the <i>private fund</i> organized: Country: | | | |
| • | Delaware | UNITED STATES | | | |
| (d) | Name(s) of General similar capacity): | Partner, Manager, Trustee, or Directors (or persons serving in | | | |
| | Name of General Partner, Manager, Trustee, or Director | | | | |
| | JEROME C. SILVEY | | | | |
| (-) | The private fund (ch | neck all that apply; you must check at least one): | | | |
| | | the exclusion from the definition of investment company under | | | |
| (e) | | ne Investment Company Act of 1940 | | | |
| (e) | section 3(c)(1) of the ✓ (2) qualifies for | • • | | | |
| | section 3(c)(1) of the (2) qualifies for section 3(c)(7) of the List the name and contact the section 3(c)(1) of the contact the section 3(c)(1) of the contact the section 3(c)(1) of the contact the section 3(c)(1) of the contact the section 3(c)(1) of the contact the c | the exclusion from the definition of investment company under ne Investment Company Act of 1940 country, in English, of each <i>foreign financial regulatory authority</i> ate fund is registered. | | | |
| | section 3(c)(1) of the (2) qualifies for section 3(c)(7) of the List the name and contact the section 3(c)(1) of the contact the section 3(c)(1) of the contact the section 3(c)(1) of the contact the section 3(c)(1) of the contact the section 3(c)(1) of the contact the c | the exclusion from the definition of investment company under ne Investment Company Act of 1940 ountry, in English, of each <i>foreign financial regulatory authority</i> | | | |

substantially all of its assets in a single master fund.

Yes No

| 8. (a) Is this <i>private fund</i> a "fund of funds" |
|--|
|--|

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

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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, whether or not they are also private funds, or registered investment companies.

Yes No

| 9. | During your last fiscal year, did the <i>private fund</i> invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? |
|-------------|--|
| 10. | What type of fund is the <i>private fund</i> ? |
| | hedge fund C liquidity fund C private equity fund C real estate fund C securitized assetfund C venture capital fund C Other <i>private fund</i> |
| | NOTE: For funds of funds, refer to the funds in which the <i>private fund</i> invests. 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> : \$ 427,585,000 |
| <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</i> 's beneficial owners: 35 |
| 14. | What is the approximate percentage of the <i>private fund</i> beneficially owned by you and your <i>related person</i> : 1% |
| 15. | What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggregate) by funds of funds: 5% |
| 16. | What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>United States persons</i> : 26% |
| \ /- | |

Your Advisory Services

Yes No

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

CO

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

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund?

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(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank. No Information Filed Yes No CO 19. Are your *clients* solicited to invest in the *private fund*? 20. Approximately what percentage of your clients has invested in the private fund? 0% **Private Offering** Yes No **o** c 21. Does the private fund rely on an exemption from registration of its securities under Regulation D of the Securities Act of 1933? 22. If yes, provide the *private fund*'s Form D file number (if any): No Information Filed **B. SERVICE PROVIDERS** <u>Auditors</u> Yes No 23. (a) (1) Are the private fund's financial statements subject to an annual audit? 0 (2) Are the financial statements prepared in accordance with U.S. GAAP? If the answer to 23(a)(1) is "yes," respond 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. Additional Auditor Information: 1 Record(s) Filed. If the answer to 23(a)(1) is "yes," respond 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. (b) Name of the auditing firm: PRICEWATERHOUSECOOPERS, 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 an independent public accountant?

Yes No

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| (e) Is the auditing firm registered with the Public Company Accounting Oversight Board? | <u> </u> |
|--|----------|
| (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- | |
| (g) Are the <i>private fund</i> 's audited financial statements distributed to the <i>private fund</i> 's investors? | No ි |
| (h) Does the report prepared by the auditing firm contain an unqualified opinion? | |
| 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 available. | |
| <u>Prime Broker</u> | . No |
| 24. (a) Does the <i>private fund</i> use one or more prime brokers? | Ö |
| If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each print 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. | ne |
| No Information Filed | |
| | |
| | 1 |
| Custodian | |
| <u>Custodian</u> Yes | : No |
| Yes 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? | No C |
| Yes 25. (a) Does the <i>private fund</i> use any custodians (including the prime brokers listed | : No |
| Yes 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 25(a) is "yes," respond to questions (b) through (f) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more than one custodian, you | No C |
| Yes 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 25(a) is "yes," respond to questions (b) through (f) 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 (f) separately for each custodian. | 0 |
| Yes 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 25(a) is "yes," respond to questions (b) through (f) 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 (f) separately for each custodian. Additional Custodian Information: 2 Record(s) Filed. If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the <i>private fund</i> uses. If the <i>private fund</i> uses more than one custodian, you | 0 |
| Yes 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 25(a) is "yes," respond to questions (b) through (f) 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 (f) separately for each custodian. Additional Custodian Information: 2 Record(s) Filed. If the answer to 25(a) is "yes," respond to questions (b) through (f) 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 (f) separately for each custodian. (b) Legal name of custodian: | 0 |
| 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 25(a) is "yes," respond to questions (b) through (f) 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 (f) separately for each custodian. Additional Custodian Information: 2 Record(s) Filed. If the answer to 25(a) is "yes," respond to questions (b) through (f) 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 (f) separately for each custodian. (b) Legal name of custodian: GOLDMAN, SACHS & CO. (c) Primary business name of custodian: | 0 |

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NEW YORK New York UNITED STATES Yes No (e) Is the custodian a related person of your firm? ၀ စ (f) If the custodian is a broker-dealer, provide its SEC registration number (if any) 8 - 129CRD Number (if any): If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you must complete questions (b) through (f) separately for each custodian. (b) Legal name of custodian: JP MORGAN CHASE BANK N.A.

(d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

NEW YORK

JP MORGAN CHASE

New York

UNITED STATES

(e) Is the custodian a *related person* of your firm?

(c) Primary business name of custodian:

Yes No O. 0

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

CRD Number (if any):

Administrator

Yes No

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



If the answer to 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

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

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

Marketers

Yes No

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



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You must answer "yes" whether the person acts as a placement agent, consultant, finder, introducer, municipal advisor or other solicitor, or similar person. If the answer to 28(a) is "yes", respond to questions (b) through (q) 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.

Additional Marketer Information: 1 Record(s) 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 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?



O

(c) Name of the marketer: STARWOOD CAPITAL, L.L.C.

(d) If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-):

8 - 67788

and CRD Number (if any):

146057

(e) Location of the marketer's office used principally by the private fund (city, state and country):

City:

State:

Country:

GREENWICH

Connecticut

UNITED STATES

Yes No

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



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

No Information Filed

A. PRIVATE FUND

Information About the Private Fund

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

STARWOOD U.S. OPPORTUNITY FUND VIII-J, L.P.

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

805-7219365785

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

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director

VIII-J MANAGEMENT, 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

Yes No

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6. (a) Is this a "master fund" in a master-feeder arrangement?

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

| iprivate rung name | Private Fund Identification Number |
|--|---------------------------------------|
| STARWOOD U.S. OPPORTUNITY FUND VIII-J INVESTOR, L.P. | 805-8944820164 |

Yes No

(c) Is this a "feeder fund" in a master-feeder arrangement?

9

(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 the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

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

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information: 1 Record(s) 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:
 - (a) Name of the *private fund*: STARWOOD U.S. OPPORTUNITY FUND VIII-J INVESTOR, L.P.
 - (b) *Private fund* identification number: (include the "805-" prefix also) 805-8944820164
 - (c) Under the laws of what state or country is the private fund organized:

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director STARWOOD OPPORTUNITY FUND VIII-J INVESTOR GP, INC.

- (e) The private fund (check all that apply; you must check at least one):
 - (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
 - \square (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940
- (f) List the name and country, in English, of each foreign financial regulatory authority

with which the *private fund* is registered.

No Information Filed

NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more funds ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a "feeder fund" investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

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

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

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 vehicles, whether or not they are also *private funds*, or registered investment companies.

Yes No

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?



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

NOTE: For funds of funds, refer to the funds in which the *private fund* invests. 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*:

\$ 387,547,000

Ownership

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

\$ 0

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

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

5

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

1%

| 15. | What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggree by funds of funds: 99% | egat | e) |
|------------|--|--------------|----------|
| 16. | What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>Unite States persons</i> : 92% | ed | |
| You | ur Advisory Services | | |
| 17. | (a) Are you a subadviser to this <i>private fund</i> ? | Yes C | No © |
| | (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if a the adviser of the <i>private fund</i> . If the answer to question 17(a) is "no," leave this question blank. | ny, iesti | of on |
| | No Information Filed | | |
| 18. | (a) Do any other investment advisers advise the <i>private fund</i> ? | Yes C | No © |
| | (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if at the other advisers to the <i>private fund</i> . If the answer to question 18(a) is "no," leave question blank. | | |
| | No Information Filed | | |
| 19. | Are your <i>clients</i> solicited to invest in the <i>private fund</i> ? | Yes C | No O |
| 20. | Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0% | | |
| <u>Pri</u> | vate Offering | Yes | No |
| 21. | | Ó | ၀ |
| 22. | If yes, provide the <i>private fund</i> 's Form D file number (if any): | | |
| | No Information Filed | | |
| B. S | SERVICE PROVIDERS | | |
| Auc | <u>ditors</u> | | |
| 23. | | Yes o | |
| _,. | | o | 0 |
| | If the answer to 23(a)(1) is "yes," respond to questions (b) through (f) below. If the | _ | U |

1450 22 1 04222

private fund 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 23(a)(1) is "yes," respond 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. (b) Name of the auditing firm: PRICEWATERHOUSECOOPERS, 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** New York Yes No (d) Is the auditing firm an independent public accountant? **o** o (e) Is the auditing firm registered with the Public Company Accounting Oversight 👶 Board? (f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the 0 Public Company Accounting Oversight Board in accordance with its rules? Yes No (g) Are the *private fund*'s audited financial statements distributed to the *private fund*'s

- investors?
- (h) Does the report prepared by the auditing firm contain an unqualified opinion?
 - Yes O No O Report Not Yet Received

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

Prime Broker

Yes No

24. (a) Does the *private fund* use one or more prime brokers?

 \mathbf{C}^{\bullet}

If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker.

No Information Filed

Custodian

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?

0

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

Additional Custodian Information: 2 Record(s) Filed.

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

- (b) Legal name of custodian: GOLDMAN, SACHS & CO.
- (c) Primary business name of custodian: GOLDMAN, SACHS & CO.
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

O



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

8 - 129

CRD Number (if any):

361

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

- (b) Legal name of custodian:
 JP MORGAN CHASE BANK N.A.
- (c) Primary business name of custodian: JP MORGAN CHASE
- (d) The location of the custodian's office responsible for *custody* of the *private fund*'s assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

Yes No

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(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):

<u>Administrator</u>

Yes No

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



If the answer to 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 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 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.

Additional Marketer Information: 2 Record(s) 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 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?



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(c) Name of the marketer: J.P. MORGAN SECURITIES LLC (d) If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-): 801 - 3702 and CRD Number (if any): 79 (e) Location of the marketer's office used principally by the private fund (city, state and country): City: State: Country: **NEW YORK** New York **UNITED STATES** Yes No (f) Does the marketer market the *private fund* through one or more websites? $c \circ$ (g) If the answer to 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 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?



(c) Name of the marketer: STARWOOD CAPITAL, L.L.C.

(d) If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-):

8 - 67788 and CRD Number (if any): 146057

(e) Location of the marketer's office used principally by the *private fund* (city, state and country):

City:

State:

Country:

GREENWICH

Connecticut

UNITED STATES

Yes No

174 D - V 1044 7711

1 450 220 01 224

| | | narket the <i>private fund</i> through one or more websites? is "yes", list the website address(es): No Information Filed |
|------|--|--|
| | | |
| A. F | PRIVATE FUND | |
| Inf | ormation About the <i>Private</i> | e Fund |
| | | |
| 1. | (a) Name of the private fund STARWOOD/GOLF TARGE(b) Private fund identification (include the "805-" prefix 805-9657500784 | TED FUND I, L.P. number: |
| 2 | Under the laws of what state | or country is the <i>private fund</i> organized: |
| ۷. | State: | Country: |
| | Delaware | UNITED STATES |
| 3. | Name(s) of General Partner, capacity): | Manager, Trustee, or Directors (or persons serving in a similar |
| | Name of General Partner, | Manager, Trustee, or Director |
| | SGF/GOLF MANAGEMENT I, | L.L.C. |
| 4. | (1) qualifies for the exclusion (c)(1) of the Investment Con | • • |
| | (2) qualifies for the exclu(c)(7) of the Investment Con | usion from the definition of investment company under section 3 inpany Act of 1940 |

- 4. The
 - abla(c)
 - V
- 5. List the name and country, in English, of each foreign financial regulatory authority with which the *private fund* is registered.

No Information Filed

Yes No

6. (a) Is this a "master fund" in a master-feeder arrangement?

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

No Information Filed

Yes No

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| | (c) Is this a "feeder fund" in a master-feeder arrangement? | C 9 |
|-----|--|------------------|
| | (d) If yes, what is the name and private fund identification number (if any) of the mast in which this private fund invests? Name of the Private Fund: | er 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. | ıf |
| 7. | If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answe following questions: | r the |
| | No Information Filed | |
| | NOTE: For purposes of questions 6 and 7, in a master-feeder arrangement, one or more ("feeder funds") invest all or substantially all of their assets in a single fund ("master fund would also be a "feeder fund" investing in a "master fund" for purposes of this que it issued multiple classes (or series) of shares or interests, and each class (or series) in substantially all of its assets in a single master fund. | nd"). A stion if |
| 8. | (a) Is this <i>private fund</i> a "fund of funds"? | C O |
| | (b) If yes, does the <i>private fund</i> invest in funds managed by you or by a <i>related</i> person? | 00 |
| | NOTE: For purposes of this question only, answer "yes" if the fund invests 10 percent of its total assets in other pooled investment vehicles, whether or not they are also <i>priv funds</i> , or registered investment companies. | |
| _ | | 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.)? | C º |
| 10. | What type of fund is the <i>private fund</i> ? | |
| | hedge fund $f C$ liquidity fund $f C$ private equity fund $f C$ real estate fund $f C$ securitize | ed asset |
| | fund ${f C}$ venture capital fund ${f C}$ Other <i>private fund</i> | |
| | NOTE: For funds of funds, refer to the funds in which the <i>private fund</i> invests. For defin of these fund types, please see Instruction 6 of the Instructions to Part 1A. | itions |
| 11. | Current gross asset value of the <i>private fund</i> : \$ 9,145,000 | |
| | | |

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|--------|---|----|---|----|---|---|---|
| | w | 11 | | rs | п | | п |

| 12 | Minimum | invectment | commitment | required | of an | investor in | the | nrivate | fund. |
|-----|-------------|------------|------------|----------|-------|-------------|------|---------|--------|
| 12. | TANUUT TUUT | invesument | communent | reaurea | or an | investoi ii | ıuıe | Dilvale | iuiia. |

\$ 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 private fund's beneficial owners:

12

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

6%

15. What is the approximate percentage of the *private fund* beneficially owned (in the aggregate) by funds of funds:

0%

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

0%

Your Advisory Services

Yes No

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

 \circ

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

No Information Filed

Yes No

18. (a) Do any other investment advisers 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 *private fund*. If the answer 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*?

 \circ

20. Approximately what percentage of your *clients* has invested in the *private fund*? 0%

Private Offering

Yes No

21. Does the private fund rely on an exemption from registration of its securities under

0

Regulation D of the Securities Act of 1933? 22. If yes, provide the private fund's Form D file number (if any): Form D file number 021-56704 **B. SERVICE PROVIDERS** Auditors Yes No 23. (a) (1) Are the private fund's financial statements subject to an annual audit? $C \circ$ (2) Are the financial statements prepared in accordance with U.S. GAAP? If the answer to 23(a)(1) is "yes," respond 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. No Information Filed Yes No (g) Are the private fund's audited financial statements distributed to the private fund's ၀ 🧕 investors? (h) Does the report prepared by the auditing firm contain an unqualified opinion? C Yes C No Report Not Yet Received If you check "Report Not Yet Received," you must promptly file an amendment to your Form ADV to update your response when the report is available. **Prime Broker** Yes No 24. (a) Does the *private fund* use one or more prime brokers? If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you must complete questions (b) through (e) separately for each prime broker. No Information Filed Custodian Yes No 25. (a) Does the private fund use any custodians (including the prime brokers listed Ø O above) to hold some or all of its assets? If the answer to 25(a) is "yes," respond to questions (b) through (f) below for each custodian the private fund uses. If the private fund uses more than one custodian, you

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

Additional Custodian Information: 1 Record(s) Filed.

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

- (b) Legal name of custodian: JP MORGAN CHASE BANK N.A.
- (c) Primary business name of custodian: JP MORGAN CHASE
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

NEW YORK

New York UNITED STATES

Yes No

(e) Is the custodian a related person of your firm?

0

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

CRD Number (if any):

Administrator

Yes No

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

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If the answer to 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 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?



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 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*:
VIII HOTEL II 53RD INVESTORS, L.P.

(b) *Private fund* identification number: (include the "805-" prefix also) 805-4174355753

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

State:

Country:

Delaware

UNITED STATES

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

| Name of General Partner, Manager, Trustee, or Director |
|--|
| VIII HOTEL II 53RD GP, L.L.C. |

- 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?

Ø O

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

| Private Fund Name | Private Fund Identification Number | | |
|---------------------------------|------------------------------------|--|--|
| 53RD STREET INVESTORS NYC, L.P. | 805-9140055953 | | |

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 the Private Fund:

Private Fund Identification Number: (include the "805-" prefix also)

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

7. If you are filing a single Schedule D, Section 7.B.(1) for a master-feeder arrangement according to the instructions to this Section 7.B.(1), for each of the feeder funds answer the following questions:

Additional Feeder Fund Information: 1 Record(s) 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:
 - (a) Name of the *private fund*: 53RD STREET INVESTORS NYC, L.P.
 - (b) *Private fund* identification number: (include the "805-" prefix also) 805-9140055953
 - (c) Under the laws of what state or country is the *private fund* organized:

State:

Country:

Delaware

UNITED STATES

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

Name of General Partner, Manager, Trustee, or Director

VIII HOTEL II 53RD GP, L.L.C.

- (e) 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

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

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 |
|--------|
|--------|

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

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

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, whether or not they are also private funds, or registered investment companies.

Yes No

9. During your last fiscal year, did the *private fund* invest in securities issued by investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

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- 10. What type of fund is the private fund?
 - lacktriangle hedge fund lacktriangle liquidity fund lacktriangle private equity fund lacktriangle real estate fund lacktriangle securitized asset fund C venture capital fund C Other *private fund*

NOTE: For funds of funds, refer to the funds in which the private fund invests. 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*:

\$ 128,057,000

Ownership

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

\$ 0

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

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

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

| | 1% | |
|------------|---|----------------|
| 15. | . What is the approximate percentage of the <i>private fund</i> beneficially owned (in the aggre by funds of funds: 0% | egate) |
| 16. | . What is the approximate percentage of the <i>private fund</i> beneficially owned by non- <i>Unite</i> States persons: 36% | ed |
| Yo | ur Advisory Services | Yes No |
| 17. | . (a) Are you a subadviser to this <i>private fund</i> ? | C |
| | (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if a 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 No |
| 18. | . (a) Do any other investment advisers advise the <i>private fund</i> ? | C O |
| | (b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if a the other advisers to the <i>private fund</i> . If the answer to question 18(a) is "no," leave question blank. | |
| | No Information Filed | |
| | | Yes No |
| 19. | . Are your clients solicited to invest in the private fund? | CÔ |
| 20. | . Approximately what percentage of your <i>clients</i> has invested in the <i>private fund</i> ? 0% | |
| <u>Pri</u> | ivate Offering | |
| 21. | . Does the <i>private fund</i> rely 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</i> 's Form D file number (if any): No Information Filed | |
| 3. 9 | SERVICE PROVIDERS | |
| <u>Au</u> | <u>iditors</u> | 37 31 - |
| 23 | . (a) (1) Are the private fund's financial statements subject to an annual audit? | Yes No |
| | (2) Are the financial statements prepared in accordance with U.S. GAAP? | |
| | | |

IAPD - View All 1 4ge JTI UL JJA If the answer to 23(a)(1) is "yes," respond 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. Additional Auditor Information: 1 Record(s) Filed. If the answer to 23(a)(1) is "yes," respond 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. (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: **STAMFORD UNITED STATES** Connecticut Yes No (d) Is the auditing firm an independent public accountant? O 0 (e) Is the auditing firm registered with the Public Company Accounting Oversight o \mathbf{O} Board? (f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the \mathbf{C} Public Company Accounting Oversight Board in accordance with its rules? Yes No (q) Are the private fund's audited financial statements distributed to the private fund's **O** investors? (h) Does the report prepared by the auditing firm contain an unqualified opinion? 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 available. **Prime Broker** Yes No 24. (a) Does the private fund use one or more prime brokers? G Ø If the answer to 24(a) is "yes," respond to questions (b) through (e) below for each prime broker the private fund uses. If the private fund uses more than one prime broker, you

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

No Information Filed

Custodian

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| 163 | | u |

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

Additional Custodian Information: 1 Record(s) Filed.

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

- (b) Legal name of custodian: JP MORGAN CHASE BANK N.A.
- (c) Primary business name of custodian: JP MORGAN CHASE
- (d) The location of the custodian's office responsible for custody of the private fund's assets (city, state and country):

City:

State:

Country:

NEW YORK

New York

UNITED STATES

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):

Administrator

Yes No

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

CO

If the answer to 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?

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?



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 28(a) is "yes", respond to questions (b) through (q) 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.

Additional Marketer Information: 1 Record(s) 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 28(a) is "yes", respond to guestions (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?



(c) Name of the marketer: STARWOOD CAPITAL, L.L.C.

(d) If the marketer is registered with the SEC, its file number (e.g., 801-, 8-, or 866-):

8 - 67788

and CRD Number (if any):

146057

(e) Location of the marketer's office used principally by the private fund (city, state and country):

City:

State:

Country:

GREENWICH

Connecticut

UNITED STATES

Yes No

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



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

No Information Filed

SECTION 7.B.(2) Private Fund Reporting

No Information Filed

SECTION 9.C. Independent Public Accountant

No Information Filed

--9- -- -- --

SECTION 10.A. Control Persons

No Information Filed

SECTION 10.B. Control Person Public Reporting Companies

No Information Filed

Schedule D - Miscellaneous

You may use the space below to explain a response to an Item or to provide any other information. STARWOOD CAPITAL GROUP MANAGEMENT, L.L.C. AND EACH OF THE "RELYING ADVISERS, GENERAL PARTNERS AND MANAGING MEMBERS" LISTED ON A SEPARATE SECTION 1.B OF SCHEDULE D HEREIN ARE TOGETHER FILING A SINGLE FORM ADV IN RELIANCE ON THE POSITION EXPRESSED IN THE SEC STAFF LETTER ISSUED ON JANUARY 18, 2012 TO THE AMERICAN BAR ASSOCIATION, BUSINESS LAW SECTION, SUBCOMMITTEE ON HEDGE FUNDS. SCHEDULE D, SECTION 7.A. DOES NOT INCLUDE INFORMATION CONCERNING CERTAIN RELATED PERSONS OF STARWOOD CAPITAL GROUP MANAGEMENT, L.L.C. BECAUSE IN EACH CASE STARWOOD CAPITAL GROUP MANAGEMENT, L.L.C.: (1) DOES NOT HAVE BUSINESS DEALINGS WITH THE RELATED PERSON IN CONNECTION WITH ADVISORY SERVICES IT PROVIDES TO ITS CLIENTS; (2) DOES NOT CONDUCT SHARED OPERATIONS WITH THE RELATED PERSONS; (3) DOES NOT REFER CLIENTS OR BUSINESS TO THE RELATED PERSONS, AND THE RELATED PERSONS DO NOT REFER PROSPECTIVE CLIENTS OR BUSINESS TO STARWOOD CAPITAL GROUP MANAGEMENT, L.L.C.; (4) DOES NOT SHARE SUPERVISED PERSONS OR PREMISES WITH THE RELATED PERSONS; AND (5) STARWOOD CAPITAL GROUP MANAGEMENT, L.L.C. HAS NO REASON TO BELIEVE THAT ITS RELATIONSHIPS WITH THE RELATED PERSONS OTHERWISE CREATE A CONFLICT OF INTEREST WITH ITS CLIENTS. STARWOOD CAPITAL GROUP MANAGEMENT, L.L.C. WILL PROVIDE A COPY OF A SUPPLEMENTARY LIST OF RELATED PERSONS WHO ARE NOT LISTED IN SECTION 7.A. UPON REQUEST OF THE SEC STAFF.

DRPs

CRIMINAL DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

Signature Page

DOMESTIC INVESTMENT ADVISER EXECUTION PAGE

You must complete the following Execution Page to Form ADV. This execution page must be signed and attached to your initial submission of Form ADV to the SEC and all amendments.

Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your principal office and place of business and any other state in which you are submitting a notice filing, as your agents to receive service, and agree that such persons may accept service on your behalf, of any notice, subpoena, summons, order instituting proceedings, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative proceeding or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, proceeding, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your principal office and place of business or of any state in which you are submitting a notice filing.

Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having *custody* or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:

Date: MM/DD/YYYY

MATTHEW GUTTIN

08/24/2012

Printed Name:

Title:

MATTHEW GUTTIN

CHIEF COMPLIANCE OFFICER

Adviser CRD Number:

110148

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:

110148

PROFESSIONALS ASSOCIATED SURVEY, INC.

PROFESSIONAL DESIGN FIRM NO. 184-003023

7100 N. TRIPP AVENUE LINCOLNWOOD, ILLINOIS 60712 www.professionalsassociated.com

NORTH

PLAT OF SURVEY OF

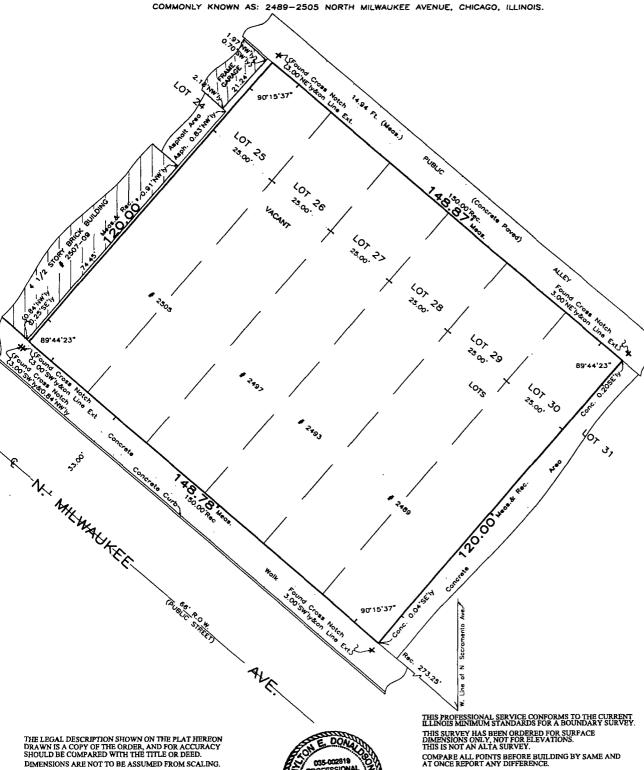
TEL: (847) 675-3000 FAX: (847) 675-2167 sionalsassociated.com





LOTS 25, 26, 27, 28, 29 AND 30 IN BLOCK 2 IN STOREY AND ALLEN'S MILWAUKEE AVENUE ADDITION TO CHICAGO, A SUBDIVISION OF 5.8 ACRES IN THE SOUTHWEST 1/4 OF THE SOUTHWEST 1/4 OF SECTION 25, TOWNSHIP 40 NORTH, RANGE 13, EAST OF THE THIRD PRINCIPAL MERIDIAN, IN COOK COUNTY, ILLINOIS.

LAND TOTAL AREA: 17,864.29 SQ. FT. = 0.410 ACRE



LAND URVEYOR

DIMENSIONS ARE NOT TO BE ASSUMED FROM SCALING. BUILDING LINES AND EASEMENTS ARE SHOWN ONLY WHERE THEY ARE SO RECORDED IN THE MAPS, OTHERWISE REFER TO YOUR DEED OR ABSTRACT.

12-8557 Order No. 20 Date of Field Work: December 27, 2012. Ordered by. MADISON REALTY GROUP, INC.

State of Illinois County of Cook 8.5

We, PROFESSIONALS ASSOCIATED SURVEY INC., do hereby certify that we have surveyed the above described property and that, to the best of our knowledge, the plat hereon drawn is an accurate repropentation of said survey.

Jonalton ICHNSE EXP. DATE NOV. 30, 2014. Drawn by: JR