



Office of the City Clerk

City Hall
121 N. LaSalle St.
Room 107
Chicago, IL 60602
www.chicityclerk.com

Legislation Text

File #: O2013-26, Version: 1

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. 7-1 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

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CITY OF CHICAGO

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APPLICATION FOR AN AMENDMENT TO THE
CHICAGO ZONING ORDINANCE

1. ADDRESS of the property Applicant is seeking to rezone:

1. 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 <mailto:dgalowich@madisonchicago.com> CONTACT PERSON

David Galowich

Is the applicant the owner of the property? YES ☒ 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

<mailto:rspinelli@starwood.com>

CONTACT

PERSON Richard Spinelli

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

STATE IL

ZIP CODE 60601

"

PHONE 312.368.3493 FAX 312.251.5870 EMAIL paul.shadle@dlapiper.com
<mailto:paul.shadle@dlapiper.com>
312.368.7261 312.251.5833 mariah.digrino@dlapiper.com <mailto:mariah.digrino@dlapiper.com>

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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.

On what date did the owner acquire legal title to the subject property? December 2012

Has the present owner previously rezoned this property? If yes, when?

No.

Present Zoning District C2-2

Proposed Zoning District C2-3

Lot size in square feet (or dimensions) Approx. 17,864 square feet (0.42 acres of net site area)

Current Use of the Property Vacant.

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.

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.

On May 14th, 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

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COUNTY OF COOK STATE OF ILLINOIS

WILLETS/MILWAUKEE LOGAN SB1 LLC, being first duly sworn on oath, states that all of the above statements and the statements contained in the documents submitted herewith are true and correct.

Print Title

WILLETS/MILWAUKEE LOGAN SB1 LLC, a Delaware limited liability corrupjffi\

Name: /iL^rSI>

Subscribed and Sworn to before me this o?/
davof/C^s. .2012.

ELIZABETH A STEFANO NOTARY PUBLIC State of Connecticut toy Commission Expires Jan. 31,2014

For Office Use Only

Date of Introduction:

File Number:

Ward:

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DLA Piper llp (US)
203 North LaSalle Street, Suite 1900
Chicago, Illinois 60601-1293
www.dlapiper.com <<http://www.dlapiper.com>>

Paul W. Shadie paul.shadle@dlapiper.com <<mailto: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. Shadie, 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.

Notary Public

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

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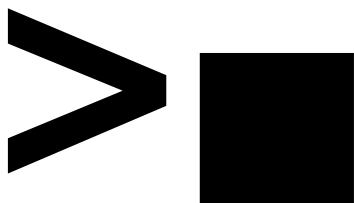
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CITY OF CHICAGO ECONOMIC DISCLOSURE: STATEMENT
AND AFFIDAVIT

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A. L.cL';t l name of the Disclosing Party submitting this I- !)'*-.. !i\ fide ddva/ il' applicable:

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this V.-DS is: I [■'■] 'he Applicant
OR

2. [] 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.' _

OR

v [] a legal entity with a website <http://ris.Mil> of control to Section II.B.I.) State the legal name of the entity in
which the Disclosing Party holds a 1 is.'hi of control:

B. Business address of the Disclosing Party. L.K^..Jl!...L!iM:...A!LiLiL!:^

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C "telephone: ^Ms -7 7 I Pax: l~mail: r.:?j'J.i.?_-t-...lJ-i.'.:L.rJ-il;jj...:=;■' ^_s'

D. Name of contact person Kirharu Sp ■ IJ__i

P. federal employer identification No. (if you have one): _

P. Brief description of contract, transaction or other undertaking referred to below as the "V.alter") to which this PDS pertains.

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,

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iniv,;s! member or manager in i! limited liability company, or interest of a beneficiary of a trust, estate or other similar entity. If none, suite "None." NOTE: Pursuant to Section 2-154-030 of the Municipal Code of Chicago ("Municipal (ode)", 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
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SECTION 111 -- BUSINESS RELATIONSHIPS WITH CITY ELECTED OFFICIALS

Has the Disclosing Party had a "business relationship," as defined in Chapter 2-1 56 of the Municipal Code, with any City elected official in the 12 months before the date this LDS is Signed?

I i Yes ' M No

If yes. [Please identify below the name(s) of such City elected official(s) and describe such relationship:]

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 who is part of a business 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.

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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.
LaSalle St., Suite 1900, Chicago, IL 60601	Attorney	\$20,000 (estimated)	DLA Piper LLP (US) 203 N.
OKW Architects	600 W. Jackson Blvd., Suite 250, Chicago, IL 60661	Architect	\$7,500 (estimated)

(Add sheets if necessary)

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

SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

☐ Yes ☐ No ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

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

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

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.

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2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B. I. 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 entered 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; larceny; 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 FDS, had one or more public transactions (federal, state or local) terminated for cause or default; and
- e. have not, within the five-year period preceding the date of this FDS, 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, 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").

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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 FDS 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 (Livina Waue Ordinance).

■. 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 bid-rigging in violation of 720 ILCS 5-33P C (.2) bid-rotating in violation of 730 ILCS 5-33f -4; or is 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.

3. 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 Dented Persons List, the Unverified List, the Entity List and the Debarred List.

4. Disclosing Party understands and shall comply with all applicable requirements of Chapters 2-33 (Legislative Inspector General), 2-30 (Inspector General) and 2-130 (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," "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").

*) To the best of the Disclosing Party's knowledge after reasonable inquiry, the following is a complete list of all gifts 'dun the Disclosing Party has given or caused to be given, at any time during the 12-month period preceding the execution date of this KDS. to an employee, or elected or appointed official, of the Cm of Chicago, for purposes of this stalerneui. a "gift" does not include: (i) anything made generally available to Cily 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. flic Disclosing Party ceuifics thai the Disclosing Parly (check one)

1. ☐ is ☒ is not

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

2. If the Disclosing Party IS a financial institution, then she Disclosing Parly 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(h) 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):

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If the Disclosing Party certifies that 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 2-1 of the Municipal Code have the same meanings when used in this Part D.

1. In accordance with Section 2-1-10 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

☒ 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.2., 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 enclose 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.

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 _ (KIM III (VI IONs I OR IT HERA I.I. Y I ENDED 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

F 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 federal 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 its 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.

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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.3, 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",

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 Mailer 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.

p. 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 Office in the Office of 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:

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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, civil assistance, or other civil 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 <<http://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. CO 2) 744-06(2). 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. All 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 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:

Page 11 of 13

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 Parties delinquent in paying any fine, fee, tax or other charge owed to the City. This includes, but is not limited to, utility 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 Parties will not use, nor permit their subcontractors to use, any facility listed by the U.S. E.P.A. on the federal Exclude Parties List System ("EPFS") 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's/subcontractor's 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.

it' i i i; i oi l\pe title of person signing)
(state).

Notary Public.

Signed and sworn to before me on (date) *ji/t^c* ■^^OJA^t&i/s County, (Lf

' ' a.

ELIZABETH A STEFANO
NOTARY PUBLIC State of Connecticut My Commission Expires Jan. 31, 2014

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CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AM) AIII DA VIP
APPENDIX A

PART II - 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 2-154-01.5, the Disclosing Party must disclose whether such Disclosing Party or any "Applicable Party" or any Spouse or Domestic Partner (hereof 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 (5) 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

No

If yes, please identify below (1) the name and title of such person, (2) the name of the legal entity to which such person is

connected: (3) the name and title of the elected city official or department head to whom such person has a familial relationship, and
(4) the precise nature of such familial relationship.

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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:

Broe Debt Holdings, LLC

Check ONE of the following three boxes.

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ 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: Willeys/Milwaukee Logan SBI, LLC

OR I

3. ☐ a legal entity with a right of control (see Section TLB. I.) 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: tspinelligstarwood.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? Department of Housing and
Economic Development

If the Matter is a contract being handled by the City's Department: of Procurement Services, please complete the following:

Specification ff -and Contract #

Vcr.oi-qi-u

Page I of 13

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY 1.

Indicate the nature of the Disclosing Party:

Person	<input checked="" type="checkbox"/> Limited liability company
Publicly registered business corporation	<input type="checkbox"/> Limited liability partnership
Privately held business corporation	<input type="checkbox"/> Joint venture
Sole proprietorship	<input type="checkbox"/> Not-for-profit corporation
General partnership	(Is the not-for-profit corporation also a 501(c)(3))?
Limited partnership	<input type="checkbox"/> Yes <input type="checkbox"/> No
Trust	<input type="checkbox"/> Other (please specify)

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 pqN/A

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

VIII EROB Holdings, LLC	Manager
Chris Graham	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,

2 of 13

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
VIII EROB Holdings, LLC	591 W. Putnam Ave. Greenwich, CT 06830	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

☒ 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.

Page 3 of 13

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)

■frfl'Check here if the Disclosing Party has not retained, nor expects lo retain^ any such persons or

entities. SECTION V ~ CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

☒ Yes ☐ No ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

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

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article 1 ("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 1 applies to the Applicant, the permanent compliance timeframe in Article I supersedes some five-year compliance timeframes in Certifications 2 and 3 below.

Page 4 of 13

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").

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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)

1. ☐ is ☐ 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):

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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.

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 ☒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
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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

Page 8 of 13

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

I. 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.

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

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 <<http://www.cityofchicago.org/Ethics>>, and may also be obtained from the City's Board of Ethics, 740 N.

Sedgwick St., Suite 500, Chicago, IL 6.0610, (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/pr 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:

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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.

Broe Debt Holdings, LLC , By: VIII EROB Holdings, LLC, its Manager, (Print or type name of Disclosing Party)

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) Tteceyvtbex' 3.0,20\X
/-

KAREN B. MURRAY

NOTARY PUBLIC ' -ION EXPIRES FEB 28.201*7

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

☒ No

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

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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:

A. VIII KRfJB Holdings, LLC

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ 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: Willeys/Milwaukee Logan SB1, LLC

OR

3. ☐ a legal entity with a right of control (see Section N.B.I.) State the legal name of the entity in which the Disclosing Party holds a right of control:

B. Business address of the Disclosing Party: .5,91 w. Putnam Avenue
Greenwich, CT 06830

C. Telephone: 203-422-7713 Fax: [Email: rspinelli@starwood.com
<mailto: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
Department of Housing and

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 U -. _ and Contract #

SECTION II -- DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY 1. Indicate the nature of the Disclosing Party:

- | | |
|-------------------------------------------------------------------|-----------------------------------------|
| <input type="checkbox"/> Person | <input checked="" type="checkbox"/> [X] |
| <input type="checkbox"/> Publicly registered business corporation | <input type="checkbox"/> [] |
| <input type="checkbox"/> Privately held business corporation | <input type="checkbox"/> [] |
| <input type="checkbox"/> Sole proprietorship | <input type="checkbox"/> [] |
| <input type="checkbox"/> General partnership | <input type="checkbox"/> (Is |
| <input type="checkbox"/> Limited partnership | |
| <input type="checkbox"/> Trust | <input type="checkbox"/> [] |

Limited liability company Limited liability partnership Joint venture
Not-for-profit corporation
the not-for-profit corporation also a 501(c)(3)?
☐ Yes ☐ No
Other (please specify)

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 P<] N/A

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
Barry S. Sternlicht

Title

Chairman and Chief Executive Officer

Jerome C. Silvey
Jeffrey G. Dishner
Richard Spinelh

Starwood Global Opportunity Fund VIII-J, L.P. Starwood U.S. Opportunity Fund VIII-J, L.P. Starwood U.S. Opportunity Fund VIII-1, L.P.

Starwood Global Opportunity Fund VIII, L.P.

Executive Vice President and Chief Financial Officer

Senior Managing Director

Senior Vice President

Manager

Manager Manager

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,

Page 2 of 13

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 Global Opportunity Fund VIII-J, L.P.	591 W. Putnam Ave., Greenwich, CT 06830	20.67%
Starwood U.S. Opportunity Fund VHI-J, L.P.	591 W. Putnam Ave., Greenwich, CT 06830	25.86%
Starwood U.S. Opportunity Fund VIII-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

☒ 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.

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

SECTION V - CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

Has any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in arrearage on any

child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☐ No ☒ No person directly or indirectly owns 10% or more of the
Disclosing Party.

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

☐ Yes ☐ No

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter I -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.

Page 4 of 13

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").

Page 5 of 13

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 of 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 tiny 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:

Page! 6 of 13

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,¹ 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 ☒ is not !

I

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:

i

" 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." j

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):

Page 1 of 13

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 ☒ No

NOTE: If you checked "Yes" to Item D.J., proceed to Items D.2. and D.3. If you checked "No" to Item D. I., 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
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iI

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

Page 8 of 13

comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City. I

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 Ln 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;

i

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

i

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 informationjwith 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 I

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 j

!

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

Page! 10 of 13

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

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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 <<http://www.cityofchicago.org/Ethics>>, and may also; be obtained from the City's Board of Ethics, 740 N.

i

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 jwhich 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 Cily 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 Cityiin 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. ¹

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 iri paying any fine, fee, tax or other charge owed to the Gity. 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 Parly 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 iterris in F. 1., F.2. or F.3. above, an explanatory statement must be attached to this EDS.

!

CERTIFICATION j

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)

(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) December 28, 2012, ,
at E^MA County, t^ecfouit (state).

^ V Notariy Public.

Commission expires: V_ .

KAREN B. MURRAY

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NOTARY PUBLIC MY COMMISSION EXPIRES FEB 28, 2017

**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 cleric, 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

☒ No

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

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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. ☒ 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: Willeys/Milwaukee Logan SB1, LLC

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

Email: rspinelli@starwo.od.com <<mailto:rspinelli@starwo.od.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

Department of Housing and

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:

and Contract #

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SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY

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 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?.

pq N/A

B. IF THE DISCLOSING PARTY IS A LEGAL ENTITY:

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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

VIII-J Management, L.P.

Title 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,

Page'2 of 13

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 Disclosinj 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 Disclosure 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

☒ 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.

3 of 13

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 Disclosing Party has not retained, nor expects to retain, any such persons or entities. SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

☐ Yes ☐ No ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

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

☐ Yes ☐ No :

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article 1 ("Article I")(vvhich 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 of 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.

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Page 4 of 13

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

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- 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;

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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

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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").

Page, 5 of 13

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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: j

- 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;

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- 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 j

- 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

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- 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 (lie 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)

1. ☐ is ☐ is not

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

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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):

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 2-15,6 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? I
- ☐ Yes ☒ 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 properly 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
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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

Page 5 of 13

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

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 of 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 of 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

I. 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.) J

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. I. 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.

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".

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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 | iI

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 !

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

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

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The Disclosing Party understands and agrees that: j

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 <<http://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. l

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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.

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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 IKS. E.P.A- on the federal Excluded Parties List System ("EPLS") maintained by the IT 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

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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.p., By: VIII-J Management, LP., its general partner,
(Print or type name of Disclosing Party) , By: Starwood Funds GP, LLC, its general partner,

|

(Print or type name of person signing) (Print or type title of person signing)

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Signed and sworn to before me on (date) L>y<a,n W-at Fa^-AeU County, iW^icuir__ ^Stale^

Notary Public.

Commission expires:

KAREN B.MURRAY

NOTARY PUBLIC ¹ MY COMMISSION EXPIRES FEB 28.20)? j

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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 ILB.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

☒ No

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

!

**CITY OF CHICAGO ECONOMIC DISCLOSURE
STATEMENT AND AFFIDAVIT**

SECTION I -- GENERAL INFORMATION I

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

Starwood U.S. Opportunity Fund VITI-J, L.P.

Check ONE of the following three boxes: I

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ 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, LLC

OR

3. ☐ a legal entity with a right of control (see Section N.B.I.) 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: j Email: rspinelli@jjstarwood.com

D. Name of contact person: Richard Spinelli j

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

Department of Housing and

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 U and Contract #

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SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY 1. Indicate the nature of the Disclosing Party:

<input type="checkbox"/> Person	<input type="checkbox"/>
<input type="checkbox"/> Publicly registered business corporation	<input type="checkbox"/>
<input type="checkbox"/> Privately held business corporation	<input type="checkbox"/>
<input type="checkbox"/> Sole proprietorship	<input type="checkbox"/>
<input type="checkbox"/> General partnership	(Is
<input checked="" type="checkbox"/> Limited partnership	J
<input type="checkbox"/> Trust	<input type="checkbox"/>

Limited liability company Limited liability partnership Joint venture
Not-for-profit corporation
the not-for-profit corporation also a 501(c)(3)?
☐ Yes ☐ No
Other (please specify)

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 ☒ N/A

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

VIII-J Management, L.P.

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; 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,

Page 2 of 13

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	I	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 entities whose ownership interests in the Applicant are greater than 7.5% but do

not exceed 22.5%:

SOF-VNI Private Investors Offshore 1, L.P.	46.0039% interest in the Disclosing Party (11.30% indirect interest in Applicant)
--------------------------------------------	-----------------------------------------------------------------------------------

SOF-VIII Private Investors Offshore 2, L.P.	49.0432% interest in the Disclosing Party (11.31% 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 Disclosu Statement and Affidavit, no further disclosure is required. i

SECTION III -- BUSINESS RELATIONSHIPS¹ 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 ☒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.

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" of "t.b.d." is not an acceptable response.
----------------------------------------------------------------	------------------	----------------------------------------------------------------------------	-----------------------------------------------------------------------------------------------------------

(Add sheets if necessary)

[X] Check here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities. SECTION V CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

I-Tas any person who directly or indirectly owns 10% or more of the Disclosing Party been declared in

arrearage on any child support obligations by any Illinois court of competent jurisdiction?

☐ Yes ☐ No ☒ No person directly or indirectly owns 10% or more of the
Disclosing Party.

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

☐ Yes ☐ No |
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B. FURTHER CERTIFICATIONS J

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.

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2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section II.B. I. 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;

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;

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- 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; j
- 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 I V, "Disclosure of Subcontractors and Cither Retained Parties");
- any "Affiliated Entity" (meaning a person or entity that, directly or indirectly: conirols the Disclosing Party, is controlled by the DisclosingiParty, or is, with the Disclosing Party, under common control of another person or entity. Indicia of control include, without limitation: interlocking management or ownership; identityiof interests among family members, shared facilities and equipment; common use of employees; or organization ofa business entity following the ineligibility of a business entity to dp business wjith 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 io fa responsible official of the Disclosing Party, any Contractor or any Affiliated Entity (collectivelyJ"Agents"),

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PagejS of 13
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Neither the Disclosing Party, nor any Contractor, nor any A ffiliated 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 ofa 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 i
- 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

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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.

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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. j

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)

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☐ is ☒ 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):

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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.

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 2-156-10 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 ☒ 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. j

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	i	Nature of Interest
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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

Page 8 of 13

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

A. CERTIFICATION REGARDING LOBBYING

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I. 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): j

(If no explanation appears or begins on the lines above, or if the letters "N A" 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. I. 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 award¹ 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.

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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 (jii) 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.

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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

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If "Yes," answer the three questions below: '

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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

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3. Have you participated in any previous contracts or subcontracts subject to the equal opportunity clause?

☒ Yes ☐ No

If you checked "No" to question I. or 2. above, please 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 <<http://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 U.S. Opportunity Fund VII-J, L.P., By: VIII-J Management, L.P, its general partner,
(Print or type name of Disclosing Party) By: Starwood Funds GP, LLC, its general partner,

(Sign here))

Jerome C. Silvey ^-
(Print or type name of person signing) |

Executive Vice President (Print or type title of
person signing)

1

Signed and sworn to before me on (date) P^gbe-wber 2f7(2-cX2_ , at Fa>-
fl.<>cJl County, (L^^r^tz^j" (state)'.
Notary Public.

KAREN B. MURRAY
NOTARY PUBLIC
COMMISSION EXPIRES FEB. 28, 2014

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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.

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Under Municipal Code Section 2-154-015, the Disclosing Party must disclose whether such Disclosing Party of 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. I .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?

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☐ Yes

☒ No

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

!
CITY OF CHICAGO ECONOMIC DISCLOSURE
STATEMENT AND AFFIDAVIT

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-L, L.P.

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR

2. ☒ 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, LLC

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@gstarwood.com

D. Name of contact person: Richard Spinelli

E. Federal Employer Identification No. (if you have one):

j -

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

Department of Housing and

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 #

SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY 1.

Indicate the nature of the Disclosing Party:

Person	<input type="checkbox"/> Limited liability company
Publicly registered business corporation	<input type="checkbox"/> Limited liability partnership
Privately held business corporation	<input type="checkbox"/> Joint venture
Sole proprietorship	<input type="checkbox"/> Not-for-profit corporation
General partnership	(Is the not-for-profit corporation also a 501(c)(3))?
<input checked="" type="checkbox"/> Limited partnership	! <input type="checkbox"/> Yes <input type="checkbox"/> No
<input type="checkbox"/> Trust	<input type="checkbox"/> Other (please specify)

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 ☒ XJN/A

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

VIII Management, L.P.

j 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,

Page 2 of 13

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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
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There are no individuals with an economic interest in the Disclosing Party whose interest in the Applicant (direct or indirect) exceeds 7.5%.

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

☒ 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

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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.

Page 3 of 13

Name (indicate whether Business retained or anticipated Address to be retained)

Relationship to Disclosing Party Fees (indicate whether
(subcontractor, attorney, paid or estimated.) NOTE:
lobbyist, etc.) "hourly rate" or "t.b.d." is

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not an acceptable response.

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(Add sheets, if necessary)

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

SECTION V -- CERTIFICATIONS i

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A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

[] Yes

[] No

[X] No person directly or indirectly owns 10% or more of the
Disclosing Party.

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

[] Yes [] No

B. FURTHER CERTIFICATIONS

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 (he 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.

PageUof 13

2. The Disclosing Party and, if the Disclosing Party is a legal entity, all of those persons or entities identified in Section 11.B. I. 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").

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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:

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- 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;

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- 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).

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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 in¹ 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. I

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:

Page 6 of 13

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)

1. ☐ is ☒ 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):

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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.

D. CERTIFICATION REGARDING INTEREST IN CITY BUSINESS

Any words or terms that are defined in Chapter 2-1⁶ of the Municipal Code have the same meanings when used in this Part D. i

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 ☒ 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. j

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
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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

8 of 13

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comply with these disclosure requirements may make any contract entered into with the City in connection with the Matter voidable by the City, i

☒ 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.

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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:

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SECTION VI - CERTIFICATIONS FOR FEDERALLY FUNDED MATTERS

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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.

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?

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☐ 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:

Page 10 of 13

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

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The Disclosing Party understands and agrees that: i

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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 with 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 <<http://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. j

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.

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The Disclosing Party represents and warrants that:

Page II of 13

F.1. The Disclosing Party is not delinquent in the¹ 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, properly taxes or sales taxes.

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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.

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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 !

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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 VT.II-1, L. T?., By: VIII Managment, LP., its general partner,
(Print or type name of Disclosing I?arty) By: Starwood Funds GP, LLC, its general partner
(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) Da-^wW t2Q^)\l_ , at f^/Aetcl County, Cc\\Mckv?xA (statej.

Notary Public.

I

Commission expires: _ , ' 1 1

KAREN 8. MURRAY

NOTARY PUBLIC - , iy COMMISSION EXPIRES FEB. 28.2012^ /

CITY OF CHICAGO ECONOMIC DISCLOSURE STATEMENT AND
AFFIDAVIT
APPENDIX A

FAMILIAL RELATIONSHIPS WITH ELECTED CITY OFFICIALS AND DEPARTMENT HEADS

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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

☒ No ;

!

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

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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:

A. Starwood Global Opportunity Fund VIII, L.P:

Check ONE of the following three boxes:

Indicate whether the Disclosing Party submitting this EDS is:

1. ☐ the Applicant

OR '

2. ☒ 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 SBI , LLC
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: 59.-1 W. Putnam Avenue
Greenwich, CT 06830

C. Telephone: 203-422-7713 Fax: Email: rspinelligstarwood.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 2489-25,05 North Milwaukee Avenue

G. Which City agency or department is requesting this EDS? Department of Housing and
Economic Development

If the Matter is a contract being handled by the City's Department of Procurement Services, please complete the following: }

Specification #	i and Contract #
-----------------	---------------------

Page 13 of 13

SECTION II - DISCLOSURE OF OWNERSHIP INTERESTS

A. NATURE OF THE DISCLOSING PARTY 1. Indicate the nature of the Disclosing Party:

<input type="checkbox"/> Person	<input type="checkbox"/>
<input type="checkbox"/> Publicly registered business corporation	<input type="checkbox"/>
<input type="checkbox"/> Privately held business corporation	<input type="checkbox"/>
<input type="checkbox"/> Sole proprietorship	<input type="checkbox"/>
<input type="checkbox"/> General partnership	(Is
<input checked="" type="checkbox"/> Limited partnership	
<input type="checkbox"/> Trust	<input type="checkbox"/>

Limited liability company Limited liability partnership Joint venture

Not-for-profit corporation

the not-for-profit corporation also a 501(c)(3)?

☐ Yes

☐ No

Other (please specify)

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 ☒ N/A

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

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,

Page 2 of 13

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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
------	------------------	------------------------------------------------

There are no individuals with an economic interest in the Disclosing Party whose interest in the Applicant (direct or indirect) exceeds 7.5%.

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

☒ 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.

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)

[59 Cheek here if the Disclosing Party has not retained, nor expects to retain, any such persons or entities. SECTION V -- CERTIFICATIONS

A. COURT-ORDERED CHILD SUPPORT COMPLIANCE

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

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

☐ Yes ☐ No ☒ No person directly or indirectly owns 10% or more of the Disclosing Party.

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

☒ Yes ☐ No !

B. FURTHER CERTIFICATIONS

1. Pursuant to Municipal Code Chapter 1-23, Article 1 ("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 1 is a continuing requirement for doing business with the City. NOTE: If Article 1 applies to the Applicant, the permanent compliance timeframe in Article 1 supersedes some five-year compliance timeframes

in certifications 2 and 3 below.

Page 4 of 13

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:

j

- 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. J

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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").

Page 5 of 13

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 of 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-T 56 (Governmental Ethics) of the Municipal Code. i

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)

1. ☐ is ☒ 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 (he 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):

Page 71 of 13

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

☒ 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? j

☐ 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

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Page.8 of 13

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

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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 nonfederal 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.)

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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.

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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".

ii

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 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?

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☐ Yes

☐ No

If "Yes," answer the three questions below: i

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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 i

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:

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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 <<http://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.

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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.

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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. i

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:

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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, property¹ taxes of sales taxes.

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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

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Under penalty of perjury, the person signing below: (I) 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.

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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, LLC., its general partner,

(Sign here)*

Jerome C. Silvey
(Print or type name of person signing)

Executive Vice President : j
(Print or type title of person signing)
Notary Public.
Commission expires:

Signed and sworn to before me on (date) I^gpe^ber- 2z-\24>\2., at T^r~Ae(c\ County, C^y^chrc^Jr (siatej).
KAREN B. MURRAY
NOTARY PUBLIC
MY
COMMISSION EXPIRES FEB. 28.20)^ /

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 TLB. 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 ☒ No

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

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FORM ADV

OMB: 3235-0049

UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: STARWOOD CAPITAL GROUP MANAGEMENT, L.L.C. IARD/CRD Number: 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 you.

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 I.A.:
STARWOOD CAPITAL GROUP MANAGEMENT, L.L.C.

List on Section I.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 I.A.) or primary business name (Item I.B.), enter the new name and specify whether the name change is of
☐ your legal name or ☐ your primary business, name:

- D. (1) If you are registered with the SEC as an investment adviser, your SEC file number: 801-56403
(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 I.E. Do not provide the CRD number of one of your officers, employees, or affiliates.

Principal Office and Place of Business

Number and Street 2:

(1) Address (do not use a P.O. Box): Number and Street 1: 591 WEST PUTNAM AVENUE
City: GREENWICH 06830 State: Connecticut Country: UNITED STATES ZIP+4/Postal Code:

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

List on Section I.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

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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:
ElMonday - Friday O 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

Gi 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: ☐

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 I.F.:

Number and Street 1: Number and Street 2:
City: State: Country: ZIP+4/Postal Code:

I. Do you have one or more websites?

Yes No
f*J c

If "yes," list all website addresses on Section ;i.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.

J. 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 I.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 questions about this Form ADV, you may provide that information here.

Name: Titles:

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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 contact person has one:

Yes No

L. Do you maintain some or all of the books and records you are required to keep under q Section 204 of the Advisers Act, or similar state law, somewhere other than your principal office and place of business?

If "yes," complete Section I.L of Schedule D. i

Yes No

M. Are you registered with a foreign financial regulatory authority? p.

Answer "no" if you are not registered with a foreign financial regulatory authority, even if you have an affiliate that is registered with a foreign financial regulatory authority. If "yes," complete Section I.M. of Schedule D.

Yes No

N. Are you a public reporting company under Sections 12 or 15(d) of the Securities Exchange Act of 1934? q Q

If "yes," provide your OK number (Central Index Key number that the SEC assigns to each public reporting company):

Yes No

O. Did you have \$1 billion or more in assets on the last day of your most recent fiscal ^ year?

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

A legal entity identifier is a unique number that companies use to identify each other in the financial marketplace. In the first half of 2011, the legal entity identifier standard was still in development. You may not have a legal entity identifier.

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.

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):

13 (1) are a large advisory firm that either:

(a) has regulatory assets under management of \$100 million (in U.S. dollars) or more, or i

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(b) has regulatory assets under management of \$90 million (in U.S. dollars) or more at the time of filing its most recent annual updating amendment and is registered with the SEC;

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

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

LJ (3) have your principal office and place of business in Wyoming (which does not regulate advisers);

LJ (4) have your principal office and place of business outside the United States;

LJ (5) are an investment adviser (or sub-adviser) to an investment company registered under the Investment Company Act of 1940;

Lj (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;

O (7) are a pension consultant with respect to assets of plans having an aggregate value of at least \$200,000,000 that qualifies for the exemption in rule 203A-2(a);

- (8) are a related adviser under rule 203A-2(b) that controls, is controlled by, or is under common control with, an investment adviser that is registered with the SEC, and your principal office and place of business is the same as the registered adviser;

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

Lj (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.

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.

Lj (11) are an Internet adviser relying on rule 203A-2(e);

O (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. n (13) are no

longer eligible to remain registered with the SEC.

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

C. Under state laws, SEC-registered advisers may be required to provide to state securities

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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).

Jurisdictions

- AL
- AK LJ AZ
- AR LJ ca
- co Ect
- DE
- DC
- FL
- GA
- gu
- HI
- LJ ID
- il
- in Ij ia
- KS
- ky LJ la
- ME
- n MD
- MA
- MI
- MN LJ MS
- Lj MO
- Lj mt One
- nv
- nh LJ nj
- nm
- NY
- NC
- Ljnd
- oh
- ok
- or
- pa
- pr
- ri
- SC

- SD
- ☐tn
- tx
- UT
- VT
- VI
- VA
- WA
- WV
- wi

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). :

Item 3 Form of Organization

How are you organized? ☒ Corporation

☐ Sole Proprietorship

☐ Limited Liability Partnership (LLP)

☐ Partnership

☐ Limited Liability Company (LLC) (-5 Limited

Partnership (LP) ☐ Other (specify):

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

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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.

172

- 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?

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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?

0

- 4) Approximately how many of the employees reported in 5.A. are registered with one or more state securities authorities as investment adviser representatives for an investment adviser other than you?

0

- 5) Approximately how many of the employees reported in 5.A. are licensed agents of an insurance company or agency?

0

6) Approximately how many firms or other persons solicit advisory clients on your behalf? 0

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

Clients

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

C. (1) To approximately how many clients did you provide investment advisory services during your most recently completed fiscal year?

0 0

0 26-100

C 1-10

C More than 100

If more than 100, how many?

C n-25

(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.

	Up to 75%	11- 99%	26- 100%	51- 76%	None	10%	25%	50%
--	-----------	---------	----------	---------	------	-----	-----	-----

(a) Individuals (other than high net worth Q £, C O O O C individuals) ^

(b) High net worth individuals Q q OOOOO

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- c) Banking or thrift institutions
- d) Investment companies
- e) Business development companies
- f) Pooled investment vehicles (other < than investment companies) :
- g) Pension and profit sharing plans (but not the plan participants)

h) Charitable organizations

(i) Corporations or other businesses not

listed above

(j) State or municipal government entities

(k) Other investment advisers (l) Insurance companies (m) Other:

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(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 c//enr fits into more than one category, check all that apply.

- a) *Individuals (other than high net worth individuals)*
- b) *High net worth individuals*
- c) Banking or thrift institutions
- d) Investment companies
- e) Business development companies
- f) Pooled investment vehicles (other than investment companies)
- g) Pension and profit sharing plans (but not the plan participants)
- h) Charitable organizations
- (i) Corporations or other businesses not listed

above

(j) State or municipal government entities (k) Other investment advisers (l) Insurance companies (m) Other: Up to None 25%

O

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0 C

C

C C

O C C C

Up to 50%

G

O

O O O O

O

C O

.O C

O G

Up to 75%

O

O O C O O

O

G

O

O O O C

>75%

C

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C O C

Compensation Arrangements

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

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

Item 5 Information About Your Advisory Business - Regulatory Assets Under Management

Regulatory Assets Under Management

			Yes	No
F. (1)	Do you provide continuous and regular supervisory or management services to	Q q securities portfolios?		
(2)	If yes, what is the amount of your regulatory assets under management and total number of accounts?			
		U.S. Dollar Amount	Total Number of Accounts	
Discretionary:	(a) \$ 12,753,434,000	(d) 50		
Non-Discretionary:	(b) \$ 0	(e) 0		
Total:	(c) \$ 12,753,434,000	(f) 50		

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

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) i EH
- ☒ (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
- ☐ (7) Selection of other advisers (including private fund managers) LJ
- ☐ (8) Publication of periodicals or newsletters C
- ☐ (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.

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OC

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

0'

I - 10

II - 25

26 - 50

51 - 100

101 - 250

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.

If you participate in a wrap fee program, do you (check all that apply):

☒ (1) sponsor the wrap fee program?

☐ (2) act as a portfolio manager for the wrap fee program?

If you are a portfolio manager for a wrap fee program, list the names of the programs and their sponsors in Section 5.1.(2) of Schedule D.

If your involvement in a wrap fee program is limited to recommending wrap fee programs to your clients, or you advise a mutual fund that is offered through a wrap fee program, do not check either Item 5.1.(1) or 5.1.(2).

Yes No

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?

Item 6 Other Business Activities

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

You are actively engaged in business as a (check all that apply):

- ☐ (1) broker-dealer (registered or unregistered) LJ (2) registered representative of a broker-dealer
- LJ (3) commodity pool operator or commodity trading advisor (whether registered or exempt from registration) LJ (4) futures commission merchant LJ (5) real estate broker, dealer, or agent L~! (6) insurance broker or agent
- LJ (7) bank (including a separately identifiable department or division of a bank)
- Cl (8) trust company
- Lj (9) registered municipal advisor
- Lj (10) registered security-based swap dealer
- Cj (11) major security-based swap participant
- Cj (12) accountant or accounting firm

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- ☐ (13) lawyer or law firm
- E (14) other financial product salesperson (specify): SERVICES IN CONNECTION WITH REAL ESTATE INVESTMENT

If you engage in other business using a name that is different from the names reported in Items I.A. or I.B, complete Section 6.A. of Schedule D.

Yes No

- B. (1) Are you actively engaged in any other business not listed in Item 6.A. (other than q g giving investment advice)?

(2) If yes, is this other business your primary business?

q p

If "yes," describe this other business on Section 6.B.(2) of Schedule D, and if you engage in this business under a different name, provide that name.

Yes No

- (3) Do you sell products or provide services other than investment advice to your advisory clients? q Q

If "yes," describe this other business on Section 6.B.(3) of Schedule D, and if you engage in this business under a different name, provide that name.

Item 7 Financial Industry Affiliations and Private Fund Reporting

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

A. This part of Item 7 requires you to provide information about you and your related persons, including foreign affiliates.

Your related persons are all of your advisory affiliates and any person that is under common control with you. You have a related person that is a (check all that apply):

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

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.

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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

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 Q q
 - 1) advisory clients (principal transactions)? ,
 - 2) *buy or sell for yourself securities (other than shares of mutual funds) that you also p recommend to advisory clients?*
 - 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))?

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)?
 - (2) recommend purchase of securities to advisory clients for which you or any related p,

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person serves as underwriter, general or managing partner, or purchaser representative?

- (3) recommend purchase or sale of securities to advisory clients for which you or any related person has any other sales interest; (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)?

Investment or Brokerage Discretion

- C. Do you or any related person have discretionary authority to determine the:
- 1) securities to be bought or sold for a client's account?
 - 2) amount of securities to be bought or sold for a client's account?
 - 3) broker or dealer to be used for a purchase or sale of securities for a client's account?
 - 4) commission rates to be paid to a broker or| dealer for a client's securities transactions?

C

Yes No

C O

☒ O

D. If you answer "yes" to C.(3) above, are any of the brokers or dealers related persons? Q q

E. Do you or any related person recommend brokers or dealers to clients? q Q

G.

Do you or any related person receive research or other products or services other than execution from a broker-dealer or a third party ("soft dollar benefits") in connection with client securities transactions?

(2) If "yes" to G.(1) above, are all the "soft dollar benefits" you or any related persons receive eligible "research or brokerage services" under section 28(e) of the Securities Exchange Act of 1934?

H. Do you or any related person, directly or indirectly, compensate any person for client referrals?

I. Do you or any related person, directly or indirectly, receive compensation from any person for c/enr referrals?

c c O B

C O

In responding to Items 8.H and 8.I., consider all cash and non-cash compensation that you or a related person gave to (in answering Item 8.H) or received from (in answering Item 8.1) any person in exchange for client referrals, including any bonus that is based, at least in part, on the number or amount of client referrals.

Item 9 Custody

Yes No

☐ O

☒ C

In this Item, we ask you whether you or a related person has custody of client (other than clients that are investment companies registered under the Investment Company Act of 1940) assets and about your custodial practices.

A. (1) Do you have custody of any advisory clients':

a) cash or bank accounts?

b) securities?

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 person.

(2) If you checked "yes" to Item 9.A.(1)(a) or (b), what is the approximate amount of client funds and securities and total number of clients for which you have custody:

<i>U.S. Dollar Amount</i>	<i>Total Number of Clients</i>
---------------------------	--------------------------------

(a) \$ 12,737,237,000	(b) 48
-----------------------	--------

Yes No

If you are registering or registered with the SEC and you have custody solely because you deduct your advisory fees directly from your clients' accounts, do not include the amount of those assets and the number of those clients in your response to Item 9.A.(2). If your related person has custody of client assets in connection with advisory services you provide to clients, do not include the amount of those assets and number of those clients in your response to 9.A. (2). Instead, include that information in your response to Item 9.B.(2).

B. *(1) In connection with advisory services you provide to clients, do any of your related*

persons have custody of any of your advisory clients':

a) cash or bank accounts?

b) securities?

You are required to answer this item regardless of how you answered Item 9.A.(1)(a) or (b).

(2) If you checked "yes" to Item 9.B.(1)(a) or (b), what is the approximate amount of client funds and securities and total number of clients for which your related persons have custody:

<i>U.S. Dollar Amount</i>	<i>Total Number of Clients</i>
---------------------------	--------------------------------

(a)\$0 (b)0	
-------------	--

C. If you or your related persons have custody of client funds or securities in connection with advisory services you provide to clients, check all the following that apply:

- 1) A qualified custodian(s) sends account statements at least quarterly to the LI investors in the pooled investment vehicle(s) you manage.
- 2) An independent public accountant audits annually the pooled investment vehicle(s) EJ that you manage and the audited financial statements are distributed to the investors in the pools.
- 3) An independent public accountant conducts an annual surprise examination of client^ funds and securities.
- 4) An independent public accountant prepares an internal control report with respect LJ to custodial services when you or your related persons are qualified custodians for client funds and securities.

If you checked Item 9.C.(2), C.(3) or C.(4), list in Section 9.C. of Schedule D the accountants that are engaged to perform the audit or examination or prepare an internal control report. (If you checked Item 9.C.(2), you do not have to list auditor information in Section 9.C. of Schedule D if you already provided this information with respect to the private funds you advise in Section 7.B.(1) of Schedule D).

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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 q
2) your related person(s) act as qualified custodian(s) 0 g

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?
0 ,

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, q Q 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

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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 II.A.(I), II.A.(2), II.B.(I), 11.B.(2), 11.D.(4), and II.H.(I)(a). For purposes of calculating this ten-year period, the date of an event is the date the final order, judgment, or decree was entered, or the date any rights of appeal from preliminary orders, judgments, or decrees lapsed.

You must complete the appropriate Disclosure Reporting Page ("DRP") for "yes" answers to the questions in this Item 11.

Yes No

Do any of the events below involve you or any of your supervised persons? q

For "yes" answers to the following questions, complete a Criminal Action DRP:

- A. In the past ten years, have you or any advisory affiliate: Yes No
- 1) *been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, q foreign, or military court to any felony?*
 - 2) *been charged with any felony? C*

If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item II.A.(2) to charges that are currently pending.

- B. *In the past ten years, have you or any advisory affiliate:*
- 1) *been convicted of or pled guilty or nolo contendere ("no contest") in a domestic, q foreign, or military court to a misdemeanor involving: investments or an investment-related business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion^ or a conspiracy to commit any of these offenses?*
 - 2) *been charged with a misdemeanor listed in Item II.B.(I)? q*

If you are registered or registering with the SEC, or if you are reporting as an exempt reporting adviser, you may limit your response to Item 11.B.(2) to charges that are currently pending.

For "yes" answers to the following questions, complete a Regulatory Action DRP:

- C. Has the SEC or the Commodity Futures Trading Commission (CFTC) ever: Yes No
- 1) *found you or any advisory affiliate to have made a false statement or omission? ^*

- 2) found you or any advisory affiliate to have been involved in a violation of SEC or p CFTC regulations or statutes?
- 3) found you or any advisory affiliate to have been a cause of an investment-related q business having its authorization to do business denied, suspended, revoked, or restricted?
- 4) entered an order against you or any advisory affiliate in connection with investment- p related activity?
- 5) imposed a civil money penalty on you or any advisory affiliate, or ordered you or p any advisory affiliate to cease and desist from any activity?

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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?
- 2) ever found you or any advisory affiliate to have been involved in a violation of p investment-related regulations or statutes?
- 3) ever found you or any advisory affiliate to have been a cause of an investment- q related business having its authorization to do business denied, suspended, revoked, or restricted?
- 4) in the past ten years, entered an order against you or any advisory affiliate in p connection with an investment-related activity?
- 5) ever denied, suspended, or revoked your or any advisory affiliate's registration or p, 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?

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? f:*
- 2) found you or any advisory affiliate to have been involved in a violation of its rules q (other than a violation designated as a "minor rule violation" under a plan approved by the SEC)?
- 3) found you or any advisory affiliate to have been the cause of an investment-related q ^ business having its authorization to do business denied, suspended, revoked, or restricted?
- (4) disciplined you or any advisory affiliate by expelling or suspending you or the q ^ 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?

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Has an authorization to act as an attorney, accountant, or federal contractor granted to q you or any advisory affiliate ever been revoked or suspended?

Are you or any advisory affiliate now the subject of any regulatory proceeding that q could result in a "yes" answer to any part of Item 11.C, 11.D., or 11.E.?

For "ves" answers to the following questions, complete a Civil Judicial Action DRP:

- H. (1) Has any domestic or foreign court: Yes No
a) in the past ten years, enjoined you or any advisory affiliate in connection with investment-related activity? q Q any
b) ever found that you or any advisory affiliate were involved in a violation of p, Qj
b) investment-related statutes or regulations?
c) *ever dismissed, pursuant to a settlement agreement, an investment-related civil p action brought against you or any advisory affiliate by a state or foreign financial regulatory authority?*
(2) Are you or any advisory affiliate now the subject of any civil proceeding that could p result in a "yes" answer to any part of Item 11.H.(1)?

Item 12 Small Businesses

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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.*

A. Did you have total assets of \$5 million or more on the last day of your most recent fiscal year?

If "yes," you do not need to answer Items 12.B. and 12.C.

Yes No

O C

Do you:

- 1) control another investment adviser that had regulatory assets under management q q (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?

- 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?

Are you:

O C

- 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?
- 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? !

iPart 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? If no, complete the ADV Part 2 filing below.

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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, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.

- c) if you are organized as a partnership, 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.

"Do you have any indirect owners to be reported on Schedule B? Byes 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 25% D - 50% but less than 75%

A - 5% but less than 25% C - 25% but less than 50% E - 75% or more 10% 50% 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. :

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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	Y	N	06-1531830
STERN LICHT, BARRY, STUART		CHAIRMAN/CEO	11/1998	NA	Y	N	1224645
SILVEY, JEROME, COMSTOCK		EXECUTIVE VICE PRESIDENT/CFO	11/1998	NA	Y	N	4379503
DISHNER, JEFFREY, GORDON		SENIOR MANAGING DIRECTOR	11/1998	NA	Y	N	2527194

RINALDI, ELLIS, FRANCIS	EXECUTIVE VICE PRESIDENT/CO- GENERAL COUNSEL	11/1998	NA	Y	N	4380001
GROSE, MADISON, FERRAND	SENIOR MANAGING DIRECTOR/CO- GENERAL COUNSEL	11/1998	NA	Y	N	4379504
PERRIN, JOHN, MARC	MANAGING DIRECTOR	01/2003	NA	Y	N	2652703
YIH, DANIEL, WAYNE	EXECUTIVE VICE PRESIDENT - CHIEF OPERATING OFFICER	10/2007	NA	Y	N	5487624
RUBIN, LAURA, MESTEL	MANAGING DIRECTOR	01/2008	NA	N	N	1983168
GRAHAM, CHRISTOPHER, DAVID	MANAGING DIRECTOR	12/2007	NA	N	N	5487656
DALZELL, CHRISTIAN, SCOTT	MANAGING DIRECTOR, FINANCE	03/2010	NA	Y	N	3262992
HAN KIN, STEVEN, MARC	MANAGING DIRECTOR, FINANCE	03/2010	NA	Y	N	5775177
GUTTIN, MATTHEW, SCOTT	CHIEF COMPLIANCE OFFICER	08/2010	NA	Y	N	5801291
FELLOWS, BOYD, WILLIAMS	MANAGING DIRECTOR	10/2010	NA	N	N	1850036
TASH, CARL, BARRY	CHIEF CREDIT OFFICER	05/2011	NA	Y	N	2686029

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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;

C - 25% but less than 50%
D - 50% but less than 75%

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, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
 - c) in the case of an owner that is a trust, the trust and each trustee; and
 - d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
3. Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
5. *Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued). <*
 E - 75% or more
6. Ownership codes are:
 F - Other (general partner, trustee, or elected manager)
- a) *In the Control Person column, enter "Yes" if the person has control as defined in the Glossary of Terms to Form ADV, and enter "No" if the person does not have control. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are control persons.,*
 - b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
 - c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Entity in Which Interest is Owned	Status	Date Status Acquired 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.
STERN LICHT, I BARRY,		STARWOOD HEADQUARTERS OWNE , R	99% ,	11/1998	E	Y	N	1224645

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Schedule D

SECTION I.B. Other Business Names

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

Name: INSOLVE CAPITAL MANAGEMENT FUND, LP

Jurisdictions

- AL
- AK
- AZ Lj ar Oca
- co 13 ct
- de
- DC
- FL
- GA
- gu
- HI

- ID
- IL C IN
- IA
- KS
- KY
- LA
- ME D MD
- MA
- MI
- MN D MS

- MO
- MT
- NE
- NV
- NH
- NJ
- NM
- NY
- NC
- ND
- OH
- ok
- or

- pa
- PR
- RI
- SC
- SD

- TN
- tx
- UT
- VT
- vi
- VA
- WA
- WV
- WI

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

Name: INSOLVE GLOBAL CREDIT FEEDER FUND GP, LLC

Jurisdictions

- AL
- Dak
- az
 - AR
 - CA
 - CO 13 CT
 - DE
 - DC
 - FL
 - ga
 - gu
-
- id
 - IL
 - in
 - 1A
 - ks
 - KY
 - LA
 - me
 - md
 - ma
 - mi
 - mn
-
- mo
 - mt

- NE
- NV
- NH
- NJ
- NM
- NY
- NC
- ND
- OH
- ok

- PA
- PR
- RI
- SC

DSD

- tn
- tx
- UT
- VT
- VI
- VA
- WA

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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 I.B. for each business name.

Name: CB CO-INVEST MANAGEMENT, L.L.C.

Jurisdictions

- AL
- AK
- AZ
- AR

- CA
- CO EI CT

EJde

- DC
- fl
- ga
- **gu**
- HI
- id Oil
- IN D IA D KS
- KY
- LA
- ME
- MD
- MA
- MI
- **MN**
- **MS**
- **MO**
- **MT**
- **NE**
- NV
- **NH**
- **NJ**
- **NM**
- **NY**
- NC D ND
- OH
- **ok**
- or
- pa
- PR
- RI
- **SC**
- **SD**
- TN
- tx
- UT
- VT
- VI
- VA
- WA
- WV
- WI

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

Name: GLOBAL HOSPITALITY CAPITAL II, L.P.

Jurisdictions

- **AL**
- **AK**
- **AZ**
- **AR**
- **CA**
- **CO**
- **Elcr**
- **de**
- **DC**
- **fl**
- **ga**

- **id**
- **il**
- **IN**
- **IA**
- **KS**
- **KY**
- **LA C ME**
- **MD C MA**
- **MI**

- **MO DMT**
- **NE**
- **NV**
- **NH**
- **NJ**
- **NM**
- **NY**
- **NC**
- **ND**
- **OH**

- **PA**
- **PR**
- **RI**
- **SC**
- **SD**

- TN
- tx
- ut
- D VT
- vi
- VA

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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 I.B. for each business name.

- ID
- IL
- IN
- IA
- KS
- KY
- LA
- ME
- MD D MA
- MI
- MN
- MS
- AL
- AK
- AZ
- Lj AR
- CA
- CO OCT 13 DE
- DC
- FL
- GA
- GU
- HI

- MO
- MT
- NE
- nv
- NH
- NJ
- NM
- NY
- NC
- ND
- OH
- OK
- or

Name: SCG HOTEL MANAGEMENT, LLC. Jurisdictions

- pa
- pr
- ri
- SC
- SD
- tn
- tx
- UT
- VT
- VI
- VA
- WA
- WV
- WI

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

- PA
- PR
- RI
- SC
- SD
- TN
- tx Cut
- vt
- vi
- ID
- il
- IN

- IA
- KS
- KY
- LA D ME D MD D MA
- MO
- MT
- NE
- NV
- NH
- NJ
- NM
- NY
- NC
- ND

Name: SCHF 1-3 INVESTOR GP, L.L.C.

Jurisdictions

- AL C AK
- AZ
- AR
- CA
- CO 13 CT 0 DE C DC
- FL

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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 I.B. for each business name.

- ID CIL D IN

Dia

- KS
- KY
- LA

- ME C MD
- MA
- MI
- MN
- MS
- AL OAK
- AZ

Car

- ca
- co 13 ct

13 DE

- DC
- fl
- ga
- gu
- HI
- MO
- MT
- NE
- NV
- NH
- NJ
- NM
- NY
- NC
- ND
- oh
- ok
- or

Name: SDF II NON-US INVESTORS GP, INC. Jurisdictions

- pa
- PR
- RI
- sc
- SD
- tn
- tx
- ut
- D VT
- vi
- va
- WA
- WV
- WI

List your
other
business
names and
the
jurisdictions in
which you
use them.
You must
complete a
separate
Schedule D
Section I.B.
for each
business
name. Name:
SDL SOF-VII
CO-INVEST
MANAGEMENT,
LLC
Jurisdictions

☐ AL ☐ DA ☐ K ☐ AZ ☐ AR ☐ CA ☐ CO ☐ CT ☐ DE ☐ DC

☐ ID ☐ IL ☐ IN ☐ IA ☐ KS ☐ KY ☐ MO ☐ MT ☐ NE ☐ NV ☐ PA ☐ PR ☐ RI ☐ SC
NH ☐ NJ ☐ NM ☐ NY ☐ NC ☐ DSD ☐ TN ☐ TX ☐ UT ☐ VT

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☐ MA ☐ MI ☐ MN ☐ MS .

☐ ND ☐ oh ☐ ok ☐ or

☐ vi ☐ VA ☐ WA ☐ WV ☐ WI

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HI

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

- AL
- AK
- AZ
- AR
- CA
- CO 13 CT 13 DE
- DC
- FL
- ga
- gu
- HI
- MO
- MT
- NE
- NV
- NH
- nj
- NM
- NY
- NC
- ND
- OH
- ok
- or
- ID
- il
- IN
- IA C KS
- KY
- LA D ME
- MD
- MA
- MI
- MN

- MS

Name: SEI MANAGEMENT, L.P. I Jurisdictions

- pa
- PR
- RI
- SC
- SD
- TN
- tx
- UT
- VT
- VI
- VA
- WA
- WV
- WI

List your other
business
names and
the
jurisdictions in
which you use
them. You
must complete
a separate
Schedule D
Section I.B. for
each business
name. Name:
SGF/GOLF
MANAGEME
NT I, L.L.C.
Jurisdictions

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0 C MD C MA □ MI C MN C MS
DC
OfI
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ga
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Ch
j

□ NC r nd □ oh □ ok □ OVT OVI Ova □ wa □ wv
or C wi

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

- MO
- MT
- NE
- nv
- NH p NJ
- NM
- NY
- NC
- ND
- OH

- ok
- or
- ID
- il
- in
- IA
- KS
- KY
- LA
- me
- MD
- ma
- mi
- mn
- MS
- AL
- AK
- AZ
- AR
- CA
- CO
- 13 ct
- DE
- DC
- FL
- GA
- gu
- HI

Name: SOFI IV MANAGEMENT, L.L.C. Jurisdictions

- PA
- PR
- RI
- SC
- SD
- TN
- tx
- UT
- VT
- VI
- VA
- WA
- WV
- WI

List your
other
business
names and
the
jurisdictions
in which you
use them.

You must
complete a
separate
Schedule D
Section I.B.
for each
business
name. Name:

SOFI V
MANAGEMENT
LLC.

Jurisdictions

Ca

I

AK

AZ

Ca

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ca

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NH ☐ NJ ☐ NM SD ☐ tn Ctx

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Eld C ME C MD C MA D MI C MN ☐ MS

C NY ☐ NC Ci ND COH

Cut Cvt Cvi C VA C WA

e ☐

COK Cor

Cwv Cwi

DC

Cfl

Cg

a

Cg

u ☐

HI

i

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

- id Oil
- in
- ia
- ks
- KY
- la
- me Omd
- ma
- mi
- mn
- MS
- mo
- MT
- ne
- NV
- NH
- NJ
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Name: SOF-VI INTERNATIONAL GP, L.P.

Jurisdictions

- PA

- PR
- RI
- SC
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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 I.B. for each business name. Name: SOF-VI MANAGEMENT, LLC. Jurisdictions

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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 I.B. for each business name.

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- ME
- MD
- MA
- MI
- MN
- MS

Name: SOF-VI NEW LP LENDER GP, L.L.C. Jurisdictions

- pa
- pr
- ri
- sc
- SD
- TN
- tx
- ut
- CVT
- VI
- VA
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- D WI

List your other
business
names and
the
jurisdictions in
which you use
them. You
must complete
a separate
Schedule D
Section I.B. for
each business
name. Name:
SOF-VII
INTERNATIO
NAL
MANAGEMEN
T, L.L.C.
Jurisdictions

☐ AL ☐ ID ☐ IL ☐ IN ☐ IA ☐ KS ☐ MO ☐ MT ☐ NE ☐ NV ☐ CPA ☐ Cpr ☐ Cri ☐ sc ☐ SD
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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 I.B. for each business name.

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D DC D FL OGA

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Name: SOF-VII MAMMOTH HOLDINGS, L.L.C. Jurisdictions

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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 I.B. for each business name. Name: SOF-VII MANAGEMENT, L.L.C. Jurisdictions

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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 I.B. for each business name.

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- OH COK
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- id
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- IA
 - KS
 - KY
 - LA
 - ME
 - MD
 - MA
 - MI
 - MN
 - MS

Name: STARWOOD CAPITAL GROUP GLOBAL, L.L.C. Jurisdictions

- pa
 - PR
 - RI
 - SC
 - SD
- Ctn Ctx Cut Cvt Cvi Cva
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C WV C wi

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

C ID C IL C IN

C PA

- PR
- RI

Cal

C AK C AZ

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

Jurisdictions

C MO C MT C NE

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Name: STARWOOD CAPITAL HOTEL BRAND INTERNATIONAL GP, S.AR.L Jurisdictions

- PA
- PR
- RI
- SC
- SD
- TN
- TX
- UT
- VT
- VI
- VA
- WA
- WV
- WI

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

- ID
- IL

Name: STARWOOD DEBT II MANAGEMENT, L.P. Jurisdictions

- AL
- AK

- MO
- MT

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Name: PSPIB-SW G.P.INC. Jurisdictions

- pa
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- vt
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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 I.B. for each business name.

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- ☐ AL

Name: STARWOOD IX MANAGEMENT, L.P. Jurisdictions

- ☐ mo

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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 I.B. for each business name.

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- HI

Name: STARWOOD OPPORTUNITY FUND IX INVESTORS GP, L.L.C.

Jurisdictions

- PA

- PR
- ri
- SC
- SD
- TN
- tx Cut
- vt
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- va
- WA
- WV
- WI

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

Name: STARWOOD OPPORTUNITY FUND VIII-J INVESTOR GP, INC. Jurisdictions

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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 I.B. for each business name.

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Name: VIII INTERNATIONAL MANAGEMENT S.AR.L Jurisdictions

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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 I.B. for each business name.

Name: VIII MANAGEMENT, L.P.

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Jurisdictions

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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 I.B. for each business name.

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Car Cca Ceo Elct Elde
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Name: VIII-J MANAGEMENT, L.P. Jurisdictions

O PA
Cpr
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Csc
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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 I.B. for each business name.

Name: VIII HOTEL II 53RD GP, L.L.C.

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Jurisdictions

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☐ MD ☐ MA ☐ MI ☐ MN D MS NH ☐ NJ ☐ NM ☐ NY ☐ NC Ctn Ctx C ut Cvt Cvi Cva
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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 I.B. for each business name.

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• OK
• OR

Name: 1629514 ALBERTA ULC Jurisdictions

- PA
- PR
- RI
- SC
- SD

- tn
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- UT
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- WA
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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 I.B. for each business name.

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

Jurisdictions

☐ ID ☐ IL ¹ ☐ IN ☐ IA ☐ KS ☐ KY ☐ LA ☐ ME ☐ MD ☐ MO ☐ MT ☐ NE ☐ NV ☐ PA ☐ PR ☐ RI ☐ SC ☐ SD
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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 I.B. for each business name.

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Name: STARWOOD ENERGY GROUP GLOBAL, L.L.C.

Jurisdictions

- pa
- PR
- ri
- SC
- SD
- TN
- tx
- ut
- vt
- vi
- VA
- WA
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SECTION I.F. Other Offices

No Information Filed

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SECTION 1.1. Website Addresses

List your website addresses. You must complete a separate Schedule D Section 1.1. for each website address.

Website Address: WWW.STARWOODCAPITAL.COM <<http://WWW.STARWOODCAPITAL.COM>>

SECTION I.L. Location of Books and Records

No Information Filed

SECTION I.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 j

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:

- I am not registered or required to be registered with the SEC or a state securities authority and I have a reasonable expectation that I will be eligible to register with the SEC within 120 days after the date my registration with the SEC becomes effective.
- I undertake to withdraw from SEC registration if, on the 120th day after my registration with the SEC becomes effective, I would be prohibited by Section 203A(a) of the Advisers Act from registering with the SEC.

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

If you are relying on rule 203A-2(d), the multi-state adviser exemption from the prohibition on registration, you are required to make certain representations about your eligibility for SEC registration. By checking the appropriate boxes, you will be deemed to have made the required representations.¹

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

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these representations:

- Lj I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 15 or more states to register as an investment adviser with the state securities authorities in those states.
- I undertake to withdraw from SEC registration¹ if I file an amendment to this registration indicating that I would be required by the laws of fewer than 15 states to register as an investment adviser with the state securities authorities of those states.

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

- Within 90 days prior to the date of filing this amendment, I have reviewed the applicable state and federal laws and

have concluded that I am required by the laws of at least 15 states to register as an investment adviser with the state securities authorities in those states.

SECTION 2.A.(12) SEC Exemptive Order

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

Application Number:

803- / Date of order:

SECTION 4 Successions

No Information Filed

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

No Information Filed

SECTION 5.1.(2) Wrap Fee Programs

No Information Filed

SECTION 6.A. Names of Your Other Businesses

No Information Filed

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

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

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

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

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

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

SECTION 7.A. Financial Industry Affiliations

Complete a separate Schedule D Section 7.A. for each related person 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) ☐ D broker-dealer, municipal securities dealer, or government securities broker or dealer
 - b) ☐ EJ other investment adviser (including financial planners)
 - c) ☐ registered municipal advisor
 - d) ☐ registered security-based swap dealer
 - e) ☐ major security-based swap participant
 - f) ☐ commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
 - g) ☐ futures commission merchant
 - h) ☐ banking or thrift institution
 - i) ☐ trust company
 - j) ☐ accountant or accounting firm
 - k) ☐ lawyer or law firm
 - l) ☐ insurance company or agency
 - m) ☐ pension consultant
 - n) ☐ real estate broker or dealer
 - o) ☐ sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
 - p) ☐ LJ sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

Do you control or are you controlled by the related person?

Are you and the related person under common control?

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- e) ☐ D major security-based swap participant

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- f) ☐ G commodity pool operator or commodity trading advisor (whether registered or exempt from registration)
g) ☐ G futures commission merchant
h) ☐ banking or thrift institution
i) ☐ trust company
j) ☐ accountant or accounting firm
k) ☐ lawyer or law firm
l) ☐ G insurance company or agency
m) ☐ G pension consultant
n) ☐ G real estate broker or dealer
o) ☐ G sponsor or syndicator of limited partnerships (or equivalent), excluding pooled investment vehicles
p) ☐ O sponsor, general partner, managing member (or equivalent) of pooled investment vehicles

Yes No

6. Do you control or are you controlled by the related person? q

7. Are you and the related person under common control? U

8. (a) Does the related person act as a qualified custodian for your clients in connection p
with advisory services you provide to clients? ~*
b) If you are registering or registered with the SEC and you have answered "yes," to q q question 8(a) above,
have you overcome the presumption that you are not operationally independent (pursuant to rule 206(4)-(2)(d)
(5)) from the related
person and thus are not required to obtain a surprise examination for your clients' funds or securities
that are maintained at the related person?
c) If you have answered "yes" to question 8.(a) above, provide the location of the related person's office
responsible for custody of your clients' assets:
Number and Street 1: Number and Street 2:
City: State: Country: ZIP+4/Postal Code:
If this address is a private residence, check this box: O

Yes No

9. (a) If the related person is an investment adviser, is it exempt from registration? q q

9. (b) If the answer is yes, under what exemption?

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

- (b) If the answer is yes, list the name and country, in English, of each foreign financial regulatory authority with
which the related person is registered.

No Information Filed

11. Do you and the related person share any supervised persons? q

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

Q £.

SECTION 7.B.(1) Private Fund Reporting

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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

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, L.L.C.

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

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

13 (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.

Yes No

☐

No Information Filed (a) Is this a

"master fund" in a master-feeder arrangement?

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

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? p

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:*

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):

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

El (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"? r

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

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 p 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?

B hedge fund O liquidity fund O private equity fund O real estate fund O securitized asset fund O venture capital fund O other private fund

NOTE: For 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 IA.

11. Current gross asset value of the private fund: \$ 240,409,000

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:
23%

16. *What is the approximate percentage of the private fund beneficially owned by non-United States persons:*
53%

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Your Advisory Services

Yes No

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

(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? q Q

(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? q

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 |5J p Regulation D of the Securities Act of 1933?

22. If yes, provide the private funds 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? Qj q

(2) Are the financial statements prepared in accordance with U.S. GAAP? Q q

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.

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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:

STAMFORD

State: Country:

Connecticut

UNITED STATES

Yes No

d) Is the auditing firm an independent public accountant? ^ q

(e) Is the auditing firm registered with the Public Company Accounting Oversight PI r-. Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the ^ q 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 ^ q investors?

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

q 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

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

Q q

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

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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):

City:

NEW YORK

State: Country:

New York

UNITED STATES

Yes No

- e) Is the custodian a related person of your firm? P,

- 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? 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?

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? Q p,

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

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"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?

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:
GREENWICH

State: Country:

Connecticut

UNITED STATES

Yes No

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

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:*

CO-SEIF CANADA INVESTORS L.P. (b) Private fund

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

805-9354574740

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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 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):

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

El (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?

q Qj

(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? q

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

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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 a "fund of funds"? /-

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

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 O real estate fund O securitized asset fund <3 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 IA.

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 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?

q g

(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?

q Qj

(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?

q Q

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 funds financial statements subject to an annual audit?

Q q

(2) Are the financial statements prepared in accordance with U.S. GAAP?

Q ^

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

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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 funds 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? |^ q

(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

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

h) Does the report prepared by the auditing firm contain an unqualified opinion? O Yes O No O

Report Not Yet Received

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

Prime Broker

Yes No

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

@ ^jj

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

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.

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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:

NEW YORK

State: Country:

New York

UNITED STATES

Yes No

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

(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? 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?*

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

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employees for marketing purposes? p.

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 capacity):

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):

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

13 (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?

p J-j

(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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Yes No

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

- 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? ^ q q

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 q Qj
9. investment companies registered under the Investment Company Act of 1940 (other ""
9. than "money market funds," to the extent provided in Instruction 6.e.)?

10. What type of fund is the private fund?

El hedge fund O liquidity fund O private equity fund C real estate fund O securitized asset fund C 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 IA.

11. Current gross asset value of the private fund:

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\$ 707,516,000 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 funds beneficial owners: 1

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? q g

(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?

q Q

(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?* q

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 private fund rely on an exemption from registration of its securities under Securities Act of 1933? gj q Regulation D of the

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

No Information Filed

B. SERVICE PROVIDERS

Auditors

23. (a) (1) Are the private fund's financial statements subject to an annual audit? (2) Are the financial statements prepared in accordance with U.S. GAAP?

Yes No ☐ C

G

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 funds audit (city, state and country):

City:

STAMFORD

State: Country:

Connecticut

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 Qj ^ Board?

f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the Q ^ Public Company Accounting Oversight Board in accordance with its rules?

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

h) Does the report prepared by the auditing firm contain an unqualified opinion? D Yes O No O Report Not Yet

Received

Yes No

O

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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?

p. g

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

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:
TORONTO

State: Country:

ONTARIO, CANADA

Yes No

Is the custodian a related person of your firm?

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:
TORONTO

State: Country:

ONTARIO, CANADA

Yes No

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

q Q

(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? 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 funds 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,

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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

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):

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

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

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

No Information Filed

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

INSOLVE GLOBAL CREDIT FEEDER FUND I, L.P.

805-2165888095

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Yes No

- c) Is this a "feeder fund" in a master-feeder arrangement? q Q
- 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):

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

El (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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<<http://www.>

- (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"? ☐

(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 ☐ liquidity fund ☐ ESI 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 IA.

11. Current gross asset value of the private fund: \$ 85,813,000

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: 28

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

9%

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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:*
33%

Your Advisory Services

17. (a) Are you a subadviser to this private fund? p Q Yes No
(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.
No Information Filed

18. (a) Do any other investment advisers advise the private fund? p Q Yes No
(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.
No Information Filed

19. Are your clients solicited to invest in the private fund? p Q Yes No

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

Private Offering

21. Does the private fund rely on an exemption from registration of its securities under Securities Act of 1933? Q q Regulation D of the Yes No

22. If yes, provide the private funds Form D file number (if any):

Form D file number

021-168289

021-168290

B. SERVICE PROVIDERS Auditors

Yes No

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

Q q

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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 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 funds audit (city, state and country):

City:

LOS ANGELES

State: Country:

California

UNITED STATES

Yes No

d) *Is the auditing firm an independent public accountant?*

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 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 ^| q investors?

h) Does the report prepared by the auditing firm contain an unqualified opinion? O Yes G 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

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

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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? ☐ Yes ☒ No

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:
NEW YORK

State: Country:

New York

UNITED STATES

Yes No

(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):

Administrator

Yes No

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

Q 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.

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:

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PARTNERSHIP FINANCIAL CONSULTING, LLC

(c)

Location of administrator (city, state and country):

City: State: Country:

ATLANTA

Georgia

UNITED STATES

(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?

By es (provided to all investors) O some (provided to some but not all investors) O No
(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 funds 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 funds 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 c 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

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b) Is the marketer a related person of your firm?

gjj p

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: GREENWICH State: Connecticut Country: UNITED STATES

Yes No

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

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:

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:

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.

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

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

El (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?

q |5j

(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?* q

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"?

p» |<J

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

q p,

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

p. Q

9. 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?*

E3 hedge fund O liquidity fund O private equity fund C real estate fund C securitized asset fund O 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 IA.

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:*
Yes No **C B**

13%

Your Advisory Services

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 private fund? q |.

(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.

Yes No **C E**

No Information Filed

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%
Yes No

Private Offering

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: DELOITTE & TOUCHE, LLP

c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City: STAMFORD

State: Country:

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UNITED STATES

(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 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? Q 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

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? Q q

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:

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JP MORGAN CHASE

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

Is the custodian a related person of your firm?

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?

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?

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?

q lj

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

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A. PRIVATE FUND

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):

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

13 (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?

q Q

(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?

q Q

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

(a) Is this private fund a "fund of funds"? r

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

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 p 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?

B 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 IA.

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:

i

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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:*

0%

Your Advisory Services

Yes No

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

q. g

(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?

q Q

(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?

q Q

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 funds Form D file number (if any):

No Information Filed

B. SERVICE PROVIDERS

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Auditors

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?

Yes No

C

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 private fund's audit (city, state and country):

City:

STAMFORD

State: Country:

Connecticut

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 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 Q| q investors?
- h) Does the report prepared by the auditing firm contain an unqualified opinion? B 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

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

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Custodian

Yes No

C

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:
NEW YORK

State: Country:

New York

UNITED STATES

Yes No

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

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

Administrator

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 funds assets (by value) was

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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 q 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

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 GP, L.L.C.

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

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

13 (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?

q Q

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?

q Q

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
"805-" prefix also)

Fund

Identification

Number:

(include

the

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"?

q Q

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

q p.,

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?

hedge fund O liquidity fund O private equity fund £ real estate fund O 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 IA.

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: \$ 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

17. (a) Are you a subadviser to this private fund? q | Yes No
(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.
No Information Filed

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

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No Information Filed

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

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):

Yes No

☒ E

Yes No ☒ B ☐ O

Form D file number

021-128916

B. SERVICE PROVIDERS

Auditors

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?

Yes No

☐ C ☒ 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:

NEW YORK

State: Country:

New York

UNITED STATES

Yes No

d) *Is the auditing firm an independent public accountant?*

R p

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

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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 funds' investors?

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

q g

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?

L q

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: NEW YORK State: New York Country: UNITED STATES

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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):

Administrator

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 funds 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

Q ^

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.

- (b) Is the marketer a related person of your firm?

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- 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? q

- 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):

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

EI (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?

£ £*J

(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?

p Q

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

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.

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- Yes No
9. During your last fiscal year, did the private fund invest in securities issued by p investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?
10. What type of fund is the private fund?
O hedge fund O liquidity fund O private equity fund C real estate fund O securitized asset fund <3 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 IA.

11. Current gross asset value of the private fund: \$ 9,890,619

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: 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

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

Yes No

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

(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? P

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

Private Offering

21. Does the private fund 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 private funds Form D file number (if any):

Form D file number

021-128915

B. SERVICE PROVIDERS

Auditors

Yes No

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

(2) Are the financial statements prepared in accordance with U.S. GAAP? Q q

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

UNITED STATES

Yes No

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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 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 § 17(d) investors?
- h) Does the report prepared by the auditing firm contain an unqualified opinion? ☒ Yes ☐ No ☐

Report Not Yet Received

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

Prime Broker

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

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

City: NEW YORK State: Country:

New York

UNITED STATES

Yes No

Is the custodian a related person of your firm?

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

CRD Number (if any):

Administrator

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 funds 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?

Q p

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

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

(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:
GREENWICH

State: Country:

Connecticut

UNITED STATES

Yes No

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

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 AAA, L.P. (b) Private fund
identification number: (include the "805-" prefix also)
805-9213317596

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

UNITED STATES

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

I

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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):

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

13 (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?

q Q

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?

q Q

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.

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

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

p Q

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

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 p 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?

B hedge fund O liquidity fund O private equity fund C real estate fund O securitized asset fund C 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 IA.

11. Current gross asset value of the private fund: \$ 34,544,000

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 funds 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: 0%

Your Advisory Services

Yes No

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

17. (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of

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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?

p Q

(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 p Regulation D of the Securities Act of 1933?

22. If yes, provide the private funds 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?

Q q

(2) Are the financial statements prepared in accordance with U.S. GAAP?

Q ^

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 funds audit (city, state and country):

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State:
City:
STAMFORD

Country: UNITED STATES

Connecticut

(d) Is the auditing firm an independent public accountant?

Yes No

☐

(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

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? B 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

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

Yes No B C

Custodian

25. (a) Does the private fund use any custodians (including the prime brokers listed gj 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.

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

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

City:
NEW YORK

State: Country:

New York

UNITED STATES

Yes No

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

(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? p

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 funds 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?

Q q

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.

1

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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.

(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:

GREENWICH

State: Country:

Connecticut

UNITED STATES

Yes No

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

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-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:

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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):

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

E (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?

q Q

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

private fundi

No Information Filed

Yes No

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

^ Q

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"?

q Q

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

p p.,

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?

El hedge fund O liquidity fund C' 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 IA.

11. Current gross asset value of the private fund: \$ 27,776,000

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: 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 |
| 17. (a) Are you a subadviser to this private fund? | p | Q |
| (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? | q | Q |
| (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? p

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 funds 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? Q q

(2) Are the financial statements prepared in accordance with U.S. GAAP? Q q

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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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

UNITED STATES

Yes No

d) Is the auditing firm an independent public accountant?

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 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? Q 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

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

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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 funds assets (city, state and country):

City:

NEW YORK

State: Country:

New York

UNITED STATES

Yes No

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

p Q

(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? 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!

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 p 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.

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

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):

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

13 (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?

q ^

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.

Yes No

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

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

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.)? q Q

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

hedge fund G liquidity fund O private equity fund C real estate fund O securitized asset fund C 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 IA.

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 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:
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:*
0%

Your Advisory Services

- | | Yes | No |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|--------|
| 17. (a) Are you a subadviser to this private fund? | q | £J |
| (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? P | | |
| (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. <i>Are your clients solicited to invest in the private fund?</i> q | | |
| 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 p. 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

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?

Yes No

C 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: DELOITTE
&TOUCHE, LLP

c) The location of the auditing firm's office responsible for the private funds audit (city, state and country):

City:
STAMFORD

State: Country:

Connecticut

UNITED STATES

Yes No

d) *Is the auditing firm an independent public accountant?*

Q q

(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 Q q 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 Q ^ investors?

h) Does the report prepared by the auditing firm contain an unqualified opinion? B Yes C 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

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Yes No

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

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 Q q 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:

NEW YORK

State: Country:

New York

UNITED STATES

Yes No

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

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?* p 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 funds assets (by value) was valued by a person, such as an administrator, that is not your related person?*

0%

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

Marketers

28. (a) Does the private fund use the services of someone other than you or your Q 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?

Q q

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:

State:

country): City:

UNITED STATES

Connecticut

GREENWICH

<<http://www.adviserinfo.sec.gov/iapd/content/viewform/adv1>> 12011/Sections/iapdAdvAllPa..

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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

Yes No

C

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):

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

El (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? P

(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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Yes No

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

p Jg

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.

(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?

q q

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.)?

£ Q

10. What type of fund is the private fund?

El hedge fund O liquidity fund & private equity fund C real estate fund O 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 IA.

11. Current gross asset value of the private fund: \$ 1,985,000

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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: 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:*
0%

Your Advisory Services

- | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----------|
| | Yes | No |
| 17. (a) Are you a subadviser to this private fund? | q | ^jj |
| (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? | q | Q |
| (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. <i>Are your clients solicited to invest in the private fund?</i> | q | |
|
 | | |
| 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 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 funds Form D file number (if any):
No Information Filed

B. SERVICE PROVIDERS Auditors

23. (a) (1) Are the private fund's financial statements subject to an annual audit?
(2) Are the financial statements prepared in accordance with U.S. GAAP?

C

Yes No

☐

☐

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 funds audit (city, state and country):

City:
STAMFORD

State: Country:

Connecticut

UNITED STATES

Yes No

d) Is the auditing firm an independent public accountant? Q

(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

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?

☐ I 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

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

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:

NEW YORK

State: Country:

New York

UNITED STATES

Yes No

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

(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? p;

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 Qj 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? | Q | p, |
| | | |
| 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: | | |

i
i

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GRENNWICH

Connecticut

UNITED STATES

- | | Yes | No |
|------------------------------------------------------------------------------|-----|----|
| f) Does the marketer market the private fund through one or more websites? p | | |
| | | |
| 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):

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

El (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? q

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

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No Information Filed

Yes No

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

q Q

- 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"? | £ | Qj |
| (b) If yes, does the private fund invest in funds managed by you or by a related person? | q | q |

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.)? | q | Q |

10. What type of fund is the private fund?

B hedge fund C liquidity fund C' private equity fund C real estate fund O 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 IA.

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11. Current gross asset value of the private fund: \$ 403,950,000

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 funds beneficial owners: 4

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?

q g

(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?

q Q

(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?

q Q

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

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Private Offering

1

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 funds Form D file number (if any):

Form D file number

021-128916

B. SERVICE PROVIDERS

Auditors

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?

Yes No

C 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:

CHICAGO

State: Country:

Illinois

UNITED STATES

Yes No

d) *Is the auditing firm an independent public accountant?*

BI q

(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?

g) Are the private funds audited financial statements distributed to the private funds investors?

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

Yes No

O

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Ei 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?

p, g

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 Q 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:
Connecticut
SHELTON
UNITED STATES

Is the custodian a related person of your firm?

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 J«

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? q Q

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 1-1, 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

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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):

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

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

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

No Information Filed

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

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

Private Fund Name

STARWOOD CAPITAL HOSPITALITY FUND 1-1
INVESTMENT, INC.

Private Fund Identification Number

805-6230019016

Yes No

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

q ^|

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
"805-" prefix also)

Fund

Identification

Number:

(include

the

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) *Name of the private fund:*

STARWOOD CAPITAL HOSPITALITY FUND 1-1 INVESTMENT, INC.

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

805-6230019016

- (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):

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

13 (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

(a) Is this private fund a "fund of funds"? ☐ r

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

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

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?

☐ hedge fund ☐ liquidity fund ☐ private equity fund ☐ real estate fund ☐ 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 IA.

11. Current gross asset value of the private fund: \$ 80,514,000

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: 0%

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

32%

Your Advisory Services

Yes No

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

q Q

(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?

p |^

(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 Information Filed

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

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

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?

Yes No G E

Yes No ☐ C

Yes No

C 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: DELOITTE &
TOUCHE, LLP

c) The location of the auditing firm's office responsible for the private funds audit (city, state and country):

City:
STAMFORD

State: Country:

Connecticut

UNITED STATES

Yes No

d) *Is the auditing firm an independent public accountant?*

C

(e) Is the auditing firm registered with the Public Company Accounting Oversight Board?

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(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the SEC, 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 q investors? ^

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

B Yes O No C Report Not Yet Received

Yes No C ☐

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

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 q 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:

NEW YORK

State: Country:

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) 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:
NEW YORK

State: Country:

New York

UNITED STATES

Yes No

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

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

Administrator

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 funds 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? q |3j

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 1-2, 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):

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

E (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

1

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the private fund is registered.

No Information Filed

Yes No

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?

q Q

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"?

q Q

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

q p

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.)? Qj q

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

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hedge fund O liquidity fund C private equity fund C real estate fund O securitized asset fund C 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 IA.

11. Current gross asset value of the private fund: \$ 591,282,000

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: 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?*

(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

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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

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

Yes No ☐ ☒

B. SERVICE PROVIDERS

Auditors

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?

Yes No

- ☒ C
- ☐ 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: DELOITTE
&TOUCHE, LLP

c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:

STAMFORD

State: Country:

Connecticut

UNITED STATES

Yes No

d) Is the auditing firm an independent public accountant? ☐ Yes ☒ No

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 Board?

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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 Q p. investors?

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

☒ Yes ☐ No

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? £!J q

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:
NEW YORK

State: Country:

New York

UNITED STATES

Yes No

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

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C ☐

(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:

NEW YORK

State: Country:

New York

UNITED STATES

Yes No

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

(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

(d) *The location of the custodian's office responsible for custody of the private fund's*

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assets (city, state and country):

City:

SINGAPORE

State: Country:

SINGAPORE

Yes No

e) *Is the custodian a related person of your firm?* p.

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? 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?*

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? q Q

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

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

STARWOOD CAPITAL HOSPITALITY FUND 1-3, 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):

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

El (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?

Q p

(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 1-3 INVESTOR, L.P.

805-4054967752

Yes No

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

p Q

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 1-3
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 1-3 INVESTOR GP, L.L.C.

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

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

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

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

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 Q p

9. 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?

B 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 IA.

11. Current gross asset value of the private fund: \$ 188,206,000

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: 0%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons: 32%

Your Advisory Services

Yes No

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

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(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?

p. JJ|

(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?

q ^|

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 Securities Act of 1933? CT q Regulation D of the

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?

Q q

(2) Are the financial statements prepared in accordance with U.S. GAAP?

Q q

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:
STAMFORD

State: Country:

Connecticut

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 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 Q q investors?

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

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

Yes No ☐ C

Custodian

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

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(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:

NEW YORK

State: Country:

New York

UNITED STATES

Yes No

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

(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:

NEW YORK

State: Country:

New York

UNITED STATES

Yes No

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

p |J

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

11

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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: UBS AG

c) Primary business name of custodian: UBS

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

City:
SINGAPORE

State: Country:

SINGAPORE

Yes No

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

P Q

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

Yes No ☒ ☐

Administrator

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%

Yes No **G** ☐

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

Marketers

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

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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

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):

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

Company Act of 1940

13 (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? f.

(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? p

- 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"? Q

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

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.)? £ Q

10. What type of fund is the private fund?

Q hedge fund O liquidity fund O private equity fund C real estate fund O 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 IA.

11. Current gross asset value of the private fund: \$ 993,554,000

i

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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: 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?

q g

(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?

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 CT p

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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

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?

Yes No

- C
- 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 funds 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 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 funds audited financial statements distributed to the private funds Q @ investors?

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

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Prime Broker

Yes No

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

q g

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 gj 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

Is the custodian a related person of your firm?

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? p

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? Q £.

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? Q q

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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UNITED STATES

Yes No

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

(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):

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

El (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?

q K

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

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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"?

£ Q

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

p p,

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 q 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?*

Q hedge fund O liquidity fund O private equity fund C real estate fund O 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 IA.

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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: 7

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?* q

(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?

q Q

(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?* q

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

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Private Offering

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 funds Form D file number (if any):

No Information Filed

Yes No

C

B. SERVICE PROVIDERS Auditors

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?

Yes No ☐ C

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 funds audit (city, state and country):

City:
NEW YORK

State: Country:

New York

UNITED STATES

Yes No

d) Is the auditing firm an independent public accountant? Q p

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

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?

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Yes ☐ No ☐ Report Not Yet Received

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

Prime Broker

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

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:

NEW YORK

State: Country:

New York

UNITED STATES

Yes No

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

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

CRD Number (if any):

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Administrator

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

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.

(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

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

City:

GREENWICH

State: Country:

Connecticut

UNITED STATES

Yes No

Does the marketer market the private fund through one or more websites? q

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):

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

El (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?

(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

STARWOOD CAPITAL HOSPITALITY FUND II-J U.S.
INVESTOR, INC.

STARWOOD CAPITAL HOSPITALITY II INVESTMENT, INC.

Private Fund Identification Number

805-9568852653

805-5684085745

(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 : 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):

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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):
EI (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
EI (2) qualifies for the exclusion from the definition of investment company under section 3(c)(7) of the Investment Company Act of 1940 ^N
- 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):
EI (1) qualifies for the exclusion from the definition of investment company under section 3(c)(1) of the Investment Company Act of 1940
EI (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

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

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

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 *q R*
9. 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?

Q hedge fund O liquidity fund O private equity fund C real estate fund O securitized asset fund C 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 IA.

11. Current gross asset value of the private fund: \$ 34,723,000

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 funds 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)

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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? P ^|
(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? p. Q
(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.

Yes No C B

No Information Filed

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? gj q

22. If yes, provide the private funds Form D file number (if any):

Form D file number

021-123802

B. SERVICE PROVIDERS Auditors

Yes No

23. (a) (1) Are the private funds financial statements subject to an annual audit? Q q
(2) Are the financial statements prepared in accordance with U.S. GAAP? Q q

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:

NEW YORK

State: Country:

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] 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?

(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? B Yes G 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

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

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

Yes No

C

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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:

NEW YORK

State: Country:

New York

UNITED STATES

Yes No

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

p R

(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? 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 funds 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

C

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.

- (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:
GREENWICH

State: Country:

Connecticut

UNITED STATES

Yes No

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

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):

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

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

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

No Information Filed

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

Yes No

B 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

SDF II NON-US INVESTORS L.P.

Private Fund Identification Number

805-9641620828

Yes No

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

q Q

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:

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):

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

El (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"?

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

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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 p investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

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

O hedge fund O liquidity fund O private equity fund C real estate fund O securitized asset fund C 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 IA.

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:*
Yes No **C B**
22%

Your Advisory Services

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

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blank.

No Information Filed

Yes No

18. (a) Do any other investment advisers advise the private fund? q 0

(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the 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? q Q

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? Q q

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

Form D file number

021-117857

B. SERVICE PROVIDERS Auditors

Yes No

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

(2) Are the financial statements prepared in accordance with U.S. GAAP? Q q

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):

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City:
NEW YORK

State: Country:

New York

UNITED STATES

Yes No

(d) Is the auditing firm an independent public accountant? El r,

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 q 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 Q q investors?

- h) Does the report prepared by the auditing firm contain an unqualified opinion? EI 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.

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Primary business name of custodian:
JP MORGAN CHASE

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

City: NEW YORK State: Country:

New York

UNITED STATES

Yes No

Is the custodian a related person of your firm?

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?

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?

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?

Qj p

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.

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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.

(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:
GREENWICH

State: Country:

Connecticut

UNITED STATES

Yes No

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

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:

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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):

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

E (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?

q Q

(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?

q q

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

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 q investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)?

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

O hedge fund O liquidity fund O private equity fund 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 IA.

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: \$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: 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%

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Your Advisory Services

Yes No

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

Q q

(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 Securities Act of 1933? Q q Regulation D of the

22. If yes, provide the private funds 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?

Q q

(2) Are the financial statements prepared in accordance with U.S. GAAP?

Q q

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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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

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 §g| q Board?

(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the q 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 ||| q investors?

h) Does the report prepared by the auditing firm contain an unqualified opinion? El Yes G 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?

q gj

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? ^ q

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

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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:

NEW YORK

State: Country:

New York

UNITED STATES

Yes No

- e) Is the custodian a related person of your firm? q Q

- 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? f. J

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?

Qj ^

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.

(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:
GREENWICH

State: Country:

Connecticut

UNITED STATES

Yes No

f) Does the marketer market the private fund through one or more websites? p; |^

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

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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):

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):

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

E (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?

q Qj

(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? q

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

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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

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

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

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 q 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?*

Q hedge fund O liquidity fund O private equity fund C real estate fund O securitized asset fund C 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 IA.

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 private fund? | q j5J | |
| (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? q Q

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 Securities Act of 1933? Q q Regulation D of the

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

Form D file number

021-169763

B. SERVICE PROVIDERS Auditors

Yes No

23. (a) (1) Are the private funds financial statements subject to an annual audit? Q p

(2) Are the financial statements prepared in accordance with U.S. GAAP? Q p

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.

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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.

b) Name of the auditing firm:

PRICEWATERHOUSECOOPERS, LLP

c) The location of the auditing firm's office responsible for the private funds audit (city, state and country):

City:

NEW YORK

State: Country:

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 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 Q q investors?

h) Does the report prepared by the auditing firm contain an unqualified opinion? OI Yes C 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

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

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.

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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:
NEW YORK

State: Country:

New York

UNITED STATES

Yes No

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

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:
SHELTON

State: Country:

Connecticut

UNITED STATES

Yes No

e) *Is the custodian a related person of your firm?* r,

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

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CRD Number (if any):

Administrator

(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 funds 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?	g	£

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

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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:

NEW YORK

State: Country:

New York

UNITED STATES

Yes No

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

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?*

Q q

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:

GREENWICH

State: Country:

Connecticut

UNITED STATES

Yes No

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

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 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:

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):

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

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

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

No Information Filed

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

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

Private Fund Name

STARWOOD INTERNATIONAL OPPORTUNITY FUND IX
INVESTOR L.P.

Private Fund Identification Number

805-2378480335

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.

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):

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

E (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.

Yes No

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

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

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 p 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?*

B hedge fund O liquidity fund O private equity fund C real estate fund O securitized asset fund C 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 IA.

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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15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds:
41%

16. *What is the approximate percentage of the private fund beneficially owned by non-United States persons:*
75%

Your Advisory Services

- | | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------|-----------|
| | Yes | No |
| 17. (a) Are you a subadviser to this private fund? | r- | Q |
| (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? | q | Q |
| (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? | q | ^ |

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 funds Form D file number (if any): | | |
| Form D file number | | |
| 021-169768 | | |
| 021-170723 | | |

B. SERVICE PROVIDERS Auditors

Yes No

23. (a) (1) Are the private fund's financial statements subject to an annual audit? Q q
- (2) Are the financial statements prepared in accordance with U.S. GAAP?

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EM 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:

New York

UNITED STATES

Yes No

d) *Is the auditing firm an independent public accountant?* Q q

e) Is the auditing firm registered with the Public Company Accounting Oversight Board? ^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?

Yes No

g) Are the private fund's audited financial statements distributed to the private fund's Q q investors?

h) Does the report prepared by the auditing firm contain an unqualified opinion? 13 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?

q 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

i

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Yes No

25. (a) Does the private fund use any custodians (including the prime brokers listed Q 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:

NEW YORK

State: Country:

New York

UNITED STATES

Yes No

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

r Hj

(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: SHELTON State: Country:

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UNITED STATES

(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

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

C

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 related person of your firm? p,

(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:

NEW YORK

State: Country:

New York

UNITED STATES

Yes No

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

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?

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: 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? p

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):

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

13 (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?

HjJ p,

(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

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Private Fund Name

Number

STARWOOD U.S. OPPORTUNITY FUND IX INVESTOR, L.P.

805-1711279267

Yes No

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

£ Q

- 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):

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

E) (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

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

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 c 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?

S hedge fund O liquidity fund O private equity fund C real estate fund O 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 IA.

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 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:
41%

16. *What is the approximate percentage of the private fund beneficially owned by non-United States persons:*
75%

Your Advisory Services

- | | Yes | No |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|--------|
| 17. (a) Are you a subadviser to this private fund? | q | g |
| (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 | | |
| 18. (a) Do any other investment advisers advise the private fund? | q | Qj |
| (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? | | Yes No |
| 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 the Securities Act of 1933? | Q | q Regulation D of the |
| 22. If yes, provide the private fund's Form D file number (if any): | | |
| Form D file number | | |
| 021-169769 | | |
| 021-170727 | | |

B. SERVICE 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):

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

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

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

No Information Filed

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

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

(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?

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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):

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

El (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.

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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):

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

B (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.

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(b) Private fund identification number: (include the "805-"
prefix also) 805-3030027321

(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):

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

E (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

C O

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?

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hedge fund G liquidity fund O private equity fund G 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 IA.

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: \$ 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 funds 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?* q

(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? p.

(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

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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

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

Yes No

O

B. SERVICE PROVIDERS

Auditors

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?

Yes No

O 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 funds audit (city, state and country):

City:

NEW YORK

State: Country:

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 Board?

f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the

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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 [?] q investors? ^

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

Ei 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

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

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:

NEW YORK

State: Country:

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

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 ENERGY INFRASTRUCTURE FUND, L.P.

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

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805-2111723901

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):

No Information Filed

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

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

13 (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? P

(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?

£ Q

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

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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 a "fund of funds"? p.

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

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

During your last fiscal year, did the private fund invest in securities issued by q 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 C securitized asset fund C 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 IA.

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: \$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 funds beneficial owners: 56

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 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? p

(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? p

(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?

q Q

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 [*] p, Regulation D of the Securities Act of 1933?

22. If yes, provide the private funds Form D file number (if any):

Form D file number

021-108636

B. SERVICE PROVIDERS Auditors

Yes No

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

Q q

(2) Are the financial statements prepared in accordance with U.S. GAAP?

Q p

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 funds 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?*

 j r.

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

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

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

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

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

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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:

NEW YORK

State: Country:

New York

UNITED STATES

Yes No

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

£. El

(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? 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!

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? p KJ

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

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 CAPITAL GROUP GLOBAL, L.L.C.

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

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

13 (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?

p KJ

(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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Yes No

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

- 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"?

p £J

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

p q

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 p 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?

D hedge fund C liquidity fund C private equity fund C real estate fund O securitized asset fund C 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 IA.

11. Current gross asset value of the private fund:

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\$ 54,965,000

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: 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 r\on-United States persons:

0%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fundi

q BJj

- (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?

q Q

- (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

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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

Yes No

☐

B. SERVICE PROVIDERS

Auditors

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?

Yes No

- ☐
- ☐

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?*

Q q

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?

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

h) Does the report prepared by the auditing firm contain an unqualified opinion? Q Yes C No C Report Not Yet

Received

Yes No

O

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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? 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

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:

NEW YORK

State: Country:

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

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Yes No

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

p |

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 funds assets (by value) was valued by a person, such as an administrator, that is not your related person?*

0%

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

Marketers

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

q g

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 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):

1

1

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):

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

El (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?

q ljj

(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?

q Ejj

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"? (-

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

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 p EJ
9. 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?

B hedge fund O liquidity fund O 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 IA.

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 funds 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? p EJ

17. (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of

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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? p EJ

(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? p

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 the Securities Act of 1933? El p Regulation D of the

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

No Information Filed

B.	SERVICE	PROVIDERS
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Auditors

Yes No

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

(2) Are the financial statements prepared in accordance with U.S. GAAP? KJ q

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 funds audit (city, state and country):

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City:
NEW YORK
Yes No

State: Country:

B c

New York

UNITED STATES

- d) *Is the auditing firm an independent public accountant?*
- e) Is the auditing firm registered with the Public Company Accounting Oversight Board? "
- 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? B 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.

Yes No

c B

Prime Broker

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? RJ q

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.

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(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?* p,

(0 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?* 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 funds 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?

q KJ

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

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A. PRIVATE FUND

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

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):

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

El (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?

q Q

(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?

q Q

- 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

(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?

☐ ESI hedge fund ☐ liquidity fund ☐ private equity fund ☐ real estate fund ☐ 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 IA.

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: \$ 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).

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13. Approximate number of the private fund's beneficial owners: 11

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:

47%

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? | £ | EJ |
| (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? | p. | BJj |
| (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? | q | Q |

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 Securities Act of 1933? | Q | p.. Regulation D of the |
| 22. If yes, provide the private funds Form D file number (if any): | | |
| No Information Filed | | |

B. SERVICE PROVIDERS

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Auditors

23. (a) (1) Are the private funds financial statements subject to an annual audit? (2) Are the financial statements prepared in accordance with U.S. GAAP?

Yes No

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 funds audit (city, state and country):

City:

NEW YORK

State: Country:

New York

UNITED STATES

Yes No

d) *Is the auditing firm an independent public accountant?*

KJ q

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

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

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

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.

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No Information Filed

Custodian

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

If the answer to 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:

NEW YORK

State: Country:

New York

UNITED STATES

Yes No

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

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

CRD Number (if any):

Administrator

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?

q BJ

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-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):

E (1) qualifies for the exclusion from the definition of investment company under section 3 (c)(1) of the

Investment Company Act of 1940

B (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? p.

(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?

q KJ

- 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
the "805-" prefix also)

Identification

Number:

(include

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"? p

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

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?

B hedge fund C liquidity fund O private equity fund C real estate fund C- securitized asset fund C 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 IA.

11. Current gross asset value of the private fund: \$ 621,600,000

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 funds 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%

Yes No **C B**

Your Advisory Services

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?

p RJ

(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 Information Filed

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

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

Yes No

C

Yes No ☐ ☒

B. SERVICE PROVIDERS

Auditors

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?

Yes No

C 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: DELOITTE
& TOUCHE, LLP

c) The location of the auditing firm's office responsible for the private fund's audit (city, state and country):

City:
STAMFORD

State: Country:

Connecticut

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] Board?

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(f) If "yes" to (e) above, is the auditing firm subject to regular inspection by the p 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 KJj p. 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?

q KJj

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?

Ej/ q

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:
NEW YORK

State: Country:

New York

UNITED STATES

Yes No

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

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:
NEW YORK

State: Country:

New York

UNITED STATES

Yes No

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

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

d) *The location of the custodian's office responsible for custody of the private fund's*

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assets (city, state and country):

City: State: SINGAPORE

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

Country: SINGAPORE

Yes No

☐

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

CRD Number (if any):

Administrator

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

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1. (a) Name of the private fund:

STARWOOD GLOBAL OPPORTUNITY FUND VTI-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):

E3 (1) qualifies for the exclusion from the definition of investment company under section 3 (c)(1) of the
Investment Company Act of 1940

E (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?

P BJj

(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?

q Q

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					

005- 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

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

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 | RS p | |
| 9. investment companies registered under the Investment Company Act of 1940 (other than "money market funds," to the extent provided in Instruction 6.e.)? | | |

10. What type of fund is the private fund?

O hedge fund O liquidity fund O private equity fund C real estate fund O securitized asset fund C 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 IA.

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 private fund beneficially owned (in the aggregate) by funds of funds:
9%

16. *What is the approximate percentage of the private fund beneficially owned by non-United States persons:*
18%

Your Advisory Services

17. (a) Are you a subadviser to this private fund? q RJ Yes No
(b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of the adviser of the private fund. If the answer to question 17(a) is "no," leave this question blank.
No Information Filed

18. (a) Do any other investment advisers advise the private fund? £ RJ Yes No
(b) If the answer to question 18(a) is "yes," provide the name and SEC file number, if any, of the other advisers to the private fund. If the answer to question 18(a) is "no," leave this question blank.
No Information Filed

19. Are your clients solicited to invest in the private fund? q RJ Yes No

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

Private Offering

21. Does the private fund rely on an exemption from registration of its securities under RJ q Regulation D of the Securities Act of 1933? Yes No

22. If yes, provide the private funds Form D file number (if any):
No Information Filed

B.	SERVICE	PROVIDERS
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Auditors

Yes No

23. (a) (1) Are the private funds financial statements subject to an annual audit? RJ q

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- (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: 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?

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 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 KJj q investors?

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

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

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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?

BJj q

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:

NEW YORK

State: Country:

New York

UNITED STATES

Yes No

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

(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:

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UNITED STATES

(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

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

State: Country:

SINGAPORE

Yes No

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

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

Administrator

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?

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

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):

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

13 (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?

£ RJ

(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? q RJ
- 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"? £ RJ
- (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?

hedge fund O liquidity fund O private equity fund C real estate fund O securitized asset
fund C 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 IA.

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:

Yes No ☒ ☐

2%

16. What is the approximate percentage of the private fund beneficially owned by non-United States persons: 0%

Your Advisory Services

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 Information Filed

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

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):

Yes No

☐

Form D file number

021-120169

B. SERVICE PROVIDERS

Auditors

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?

Yes No

☐

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 funds audit (city, state and country):

City:

NEW YORK

State: Country:

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 Board?

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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 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?

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

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

RJ q

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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- e) Is the custodian a related person of your firm? q Q Yes No
- 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
- e) Is the custodian a related person of your firm? p, 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 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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The location of the custodian's office responsible for custody of the private funds assets (city, state and country):

Yes No

Is the custodian a related person of your firm?

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?

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 funds assets (by value) was valued by a person, such as an administrator, that is not your related person?*

0%

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

Marketers

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

Yes No

Q p

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

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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

(0

Yes No

Does the marketer market the private fund through one or more websites? q BJj

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 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):

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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):

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

E (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?

q BJs

(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?

p BJs

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

(a) Is this private fund a "fund of funds"? p

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

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?

13 hedge fund O liquidity fund O private equity fund C real estate fund O securitized asset fund C 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 IA.

11. Current gross asset value of the private fund: \$ 423,276,000

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: 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:

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?

q j.

17. (b) If the answer to question 17(a) is "yes," provide the name and SEC file number, if any, of

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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?

P Rj

(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?

q RJ

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 the Securities Act of 1933? Q p Regulation D of the

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? RJ q

(2) Are the financial statements prepared in accordance with U.S. GAAP? RJ q

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 funds audit (city, state and country):

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Country: 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?

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 funds' investors?
- h) Does the report prepared by the auditing firm contain an unqualified opinion? B 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

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? RJ q

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

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(c) Primary business name of custodian: CBLC

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

City:

SAO PAULO

State: Country:

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

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

p Qj

(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

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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 funds assets (city, state and country):

City:
SINGAPORE

State: Country:
SINGAPORE

Yes No

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

(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? 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?

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? g

£.

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 : 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? q

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:
NEW YORK

State: Country:

New York

UNITED STATES

Yes No

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

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?

BJj q

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

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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): 416057

and CRD Number (if any): 146057

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

City:

GREENWICH

State: Country:

Connecticut

UNITED STATES

Yes No

- f) Does the marketer market the private fund through one or more websites? q KJ|

- 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):

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

El (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 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?

q RJ

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

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

- (a) Is this private fund a "fund of funds"?

C EJ

(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 q 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?*

hedge fund ☐ *liquidity fund* ☐ *private equity fund* ☒ *real estate fund* ☐ *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 IA.

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: \$ 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: 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%

Yes No ☒ ☐

Your Advisory Services

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? q KJ

(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.

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

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No Information Filed

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

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 funds Form D file number (if any):

No Information Filed

B. SERVICE PROVIDERS Auditors

23. (a) (1) Are the private fund's financial statements subject to an annual audit? (2) Are the financial statements prepared in accordance with U.S. GAAP?

Yes No

C

Yes No ☐ C

Yes No

☐

☐

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

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 Board?

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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 KJ| p investors?

h) Does the report prepared by the auditing firm contain an unqualified opinion? B Yes C 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

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

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 funds assets (city, state and country):

City:

NEW YORK

State: Country:

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):

Administrator

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?

q KJ

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 E, L. P.

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

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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):

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

0 (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?

q BJj

(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?

q KJ

- 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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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"? q KJj

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

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 q 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?

Q 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 IA.

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 funds beneficial owners: 6

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:

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0%

16. *What is the approximate percentage of the private fund beneficially owned by non-United States persons:*
94%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund? q KJ
(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? q BJ|
(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?* q

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 Securities Act of 1933? Qj q Regulation D of the
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? BJj q
(2) *Are the financial statements prepared in accordance with U.S. GAAP?* Q q
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.

more than one auditing firm, you must complete questions (b) through (f) separately for each auditing firm.

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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 funds audit (city, state and country):

City:

STAMFORD

State: Country:

Connecticut

UNITED STATES

Yes No

d) *Is the auditing firm an independent public accountant?*

H q

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

g) Are the private funds audited financial statements distributed to the private funds investors?

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

Yes ☐ No ☐ Report Not Yet Received

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

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? *j!| q*

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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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

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):

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 funds assets (city, state and country):
City: State: Country:
SINGAPORE

SINGAPORE

Yes No

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

(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? 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 funds 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

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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? ~* 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)

- 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):

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

13 (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

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Yes No

6. (a) *Is this a "master fund" in a master-feeder arrangement?* p

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?* p

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 ☐ liquidity fund ☐ private equity fund ☐ real estate fund ☐ securitized asset

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☐ fund ☐ C ☐ 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 IA.

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: \$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:

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?

q g

(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? p.

(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

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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

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 funds Form D file number (if any):

No Information Filed

Yes No

☐

B. SERVICE PROVIDERS

Auditors

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?

Yes No ☐ ☐

☐

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:

STAMFORD

State: Country:

Connecticut

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 | 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?

I
Yes No

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? O Yes O No O

Report Not Yet Received

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

Prime Broker

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

G

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:
NEW YORK

State: Country:

NEW YORK UNITED STATES

NEW YORK

UNITED STATES

Yes No

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

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(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?* p

(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

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

City:

State: Country:

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SINGAPORE

SINGAPORE

Yes No

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

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?* 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?*

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:

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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):

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

El (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?

q Q

(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? q Q
- 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 No

(a) Is this private fund a "fund of funds"? p

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

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.)? |*| q

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

O 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 IA.

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: \$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: 34

14. What is the approximate percentage of the private fund beneficially owned by you and your related person: 1%

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15. What is the approximate percentage of the private fund beneficially owned (in the aggregate) by funds of funds: 5%

16. *What is the approximate percentage of the private fund beneficially owned by non-United States persons:*
26%

Your Advisory Services

Yes No

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

£ Q

(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?

p Q

(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? p

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? Q q

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

No Information Filed

Yes No

B. SERVICE PROVIDERS Auditors

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?

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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) 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

UNITED STATES

Yes No

d) Is the auditing firm an independent public accountant?

Qj p

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 ^ q 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 ^ q investors?

- h) Does the report prepared by the auditing firm contain an unqualified opinion? EH Yes CS 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

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

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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:

SAO PAULO

State: Country:

BRAZIL

Yes No

- e) Is the custodian a related person of your firm? p,

- (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:

NEW YORK

State: Country:

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):

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

State: Country:

SINGAPORE

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

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%

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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

Yes No

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

Q

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:

State:

country): City:

GREENWICH

Connecticut

UNITED STATES

Yes No

Does the marketer market the private fund through one or more websites? p Q

(f)

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

No Information Filed

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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):

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

L3 (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?

q Q

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?

p !J

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"? q Q
(b) If yes, does the private fund invest in funds managed by you or by a related p p.
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 Q q
9. 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?*

E3 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 IA.

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:

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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

17. (a) Are you a subadviser to this private fund? Yes No
q ^
(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

18. (a) Do any other investment advisers advise the private fund? Yes No
q Q|
(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? Yes No
£ |j?

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

Private Offering

21. Does the private fund 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 private fund's Form D file number (if any):
No Information Filed

B. SERVICE PROVIDERS

<<http://www.adviserinfo.sec.gov/iapd/content/viewform/advl>> 1201 1/Sections/iapd_AdvAHPa... 1/4/2013
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Auditors

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?

Yes No

C 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 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 funds JJ q investors?

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

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

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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?

Q p

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:

CONIPANHIA 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:

SAO PAULO

State: Country:

BRAZIL

Yes No

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

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

City:

NEW YORK

State: Country:

New York

UNITED STATES

Yes No

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

(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

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

City:

SINGAPORE

State: Country:

SINGAPORE

Yes No

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

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

Administrator

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.

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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? |*| q

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?

(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:

GREENWICH

State: Country:

Connecticut

UNITED STATES

Yes No

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

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(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 OPPORTUNITY FUND IV, LP.

(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

COFUND MANAGEMENT, L.P.

SOFIT IV MANAGEMENT, L.L.C.

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

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

E (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? P

(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?

P H

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

invest all or substantially all of their assets in a single fund ("master fund"). A fund would also be a feeder fund investing in a "master fund" for purposes of this question if it issued multiple classes (or series) of shares or interests, and each class (or series) invests substantially all of its assets in a single master fund.

Yes No

(a) Is this private fund a "fund of funds"? P

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

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 q £J

9. 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?

Q hedge fund O liquidity fund O private equity fund C real estate fund O securitized asset fund O venture capital fund G 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 IA.

11. Current gross asset value of the private fund: \$ 18,022,000

Ownership

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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: 29

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?

p. Q

(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?

p Q

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 Securities Act of 1933? Q p Regulation D of the

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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

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?

Yes No

C 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 funds audit (city, state and country):

City:

NEW YORK

State: Country:

New York

UNITED STATES

Yes No

d) *Is the auditing firm an independent public accountant?*

Jjj q

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

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

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

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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)

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?* q

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?

p Q

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? 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):

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

E (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?

p |*|

(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? q

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

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

(a) Is this private fund a "fund of funds"? p

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

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 p Q
9. 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?

BI hedge fund O liquidity fund O private equity fund C real estate fund O securitized asset fund C 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 IA.

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 rl or l-United States persons:
2%

Your Advisory Services

Yes No

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

(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 private fund? p JJ

(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? p

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

Private Offering

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 funds Form D file number (if any):

No Information Filed

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the private funds financial statements subject to an annual audit? Q p,

(2) Are the financial statements prepared in accordance with U.S. GAAP? Q q

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.

than one auditing firm, you must complete questions (b) through (i) 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 funds audit (city, state and country):

City:

State: Country:

NEW YORK

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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 E 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 q investors?

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

Eil 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?

q g

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 E above) to hold some or all of

25. (a) Does the private fund use any custodians (including the prime brokers listed E 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:

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JP MORGAN CHASE

office responsible for custody of the private funds

The location of the custodian's o assets (city, state and country):

Country:

UNITED STATES

City: State: NEW YORK

New York

Is the custodian a related person of your firm?

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?

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?

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?

q g

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

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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 MANAGEMENT L.P.

VIII-J MANAGEMENT, L.P.

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

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

B (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?

Qj q

(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?

p Qj

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):

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

El (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"?

p Q

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

p q

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 CT q
9. 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?

B 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 IA.

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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Your Advisory Services

Yes No

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

(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.

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?

q Q

(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? q

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 Securities Act of 1933? Qj p Regulation D of the

22. If yes, provide the private funds Form D file number (if any):

No Information Filed

B. SERVICE PROVIDERS Auditors

Yes No

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

Q q

(2) Are the financial statements prepared in accordance with U.S. GAAP?

Q q

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.

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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):

Country:

City:

NEW YORK

State: Country:

New York

UNITED STATES

Yes No

d) Is the auditing firm an independent public accountant?

JJ q

(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

g) Are the private fund's audited financial statements distributed to the private fund's JJ q investors?

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

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

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

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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 funds assets (city, state and country):

City:

SAO PAULO

State: Country:

BRAZIL

Yes No

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

(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:

NEW YORK

State: Country:

New York

UNITED STATES

Yes No

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

p RI

(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: 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

State: Country:

SINGAPORE

Yes No

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

(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?* 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?*

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.

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.

- (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? ^ E3

- (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 related person of your firm?

RJ p

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? q RJ

(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 VI-D, L.P. (b) Private fund

identification number: (include the "805-" prefix also) 805-6807273540

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.

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

E1 (1) qualifies for the exclusion from the definition of investment company under section 3 (c)(1) of the Investment Company Act of 1940

E (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? (1

(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? q

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"?

q KJJ

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

q q

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

p f_§

9. 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?

B hedge fund O liquidity fund O private equity fund C real estate fund O securitized asset fund C 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 IA.

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%
Yes No
c B

Your Advisory Services

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

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

q RJ

Yes No

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

No Information Filed

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

p. RJ

Yes No

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

Private Offering

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

RJ q Regulation D of the

Yes No

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

No Information Filed

B. SERVICE PROVIDERS Auditors

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

RJ q

Yes No

(2) Are the financial statements prepared in accordance with U.S. GAAP?

RJ q

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:

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UNITED STATES

(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 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? 13 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? KJ q

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:

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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?* q

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

Administrator

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.

one administrator, you must complete questions (b) through (g) separately for each administrator.

No Information Filed

27. During your last fiscal year, what percentage of the private funds 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? q Q

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

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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

El (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?

q RJ

(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?

p. RJ

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

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

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?

B hedge fund O liquidity fund O private equity fund C real estate fund O securitized asset fund C 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 IA.

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 funds beneficial owners:

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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:*
99%

Your Advisory Services

Yes No

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

£. KJ

(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?* q

(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? p.

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 gjjj q Regulation D of the Securities Act of 1933?

22. If yes, provide the private funds Form D file number (if any):

No Information Filed

B. SERVICE PROVIDERS

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Auditors

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?

Yes No

C 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 private funds audit (city, state and country):

City:
STAMFORD

State: Country:

Connecticut

UNITED STATES

Yes No

d) Is the auditing firm an independent public accountant! BJj

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

g) Are the private funds audited financial statements distributed to the private funds investors?

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

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

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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? RJ q

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:
NEW YORK

State: Country:

New York

UNITED STATES

Yes No

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

(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

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

City:

NEW YORK

State: Country:

New York

UNITED STATES

Yes No

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

- (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? q J

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 funds 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? q Q

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

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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

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

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):

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

13 (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?

BJj q

(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

STARWOOD U.S. OPPORTUNITY FUND VII-D
INVESTMENT, INC.

Private Fund Identification Number

805-1707572682

Yes No

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

p KJj

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:*

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

MARCOLE CROCE

MADISON F. GROSE

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

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

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?

El hedge fund O liquidity fund O private equity fund C real estate fund O securitized asset fund C 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 IA.

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:*

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62%

Your Advisory Services

- | | | Yes | No |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|-----|----|
| 17. (a) Are you a subadviser to this private fund? | q RJ | | |
| (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 | | | |
| 18. (a) Do any other investment advisers advise the private fund? | p RJ | | |
| (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? | q RJ | | |
| 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 Rule D of the | | |

21. Does the private fund rely on an exemption from registration of its securities under Rule 3(b) of the Securities Act of 1933? RJ p Regulation D of the

22. If yes, provide the private funds Form D file number (if any):
No Information Filed

B. SERVICE PROVIDERS

Auditors

Yes No

23. (a) (1) Are the private funds financial statements subject to an annual audit? RJ q

(2) Are the financial statements prepared in accordance with U.S. GAAP? RJ q

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.

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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:
STAMFORD

State: Country:

Connecticut

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 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

24. Are the private fund's audited financial statements distributed to the private fund's public investors?

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

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

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

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.

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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: 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:
NEW YORK

State: Country:

NEW YORK

New York

UNITED STATES

Yes No

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

(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?*

p Q

(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? 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?

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?

g Bji

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 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:

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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):

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

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

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

No Information Filed

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

(b) If yes, what is the name and 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 VTII-1
INVESTMENT, INC.

805-9078883082

Yes No

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

q Q

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
"805-" prefix also)

Fund

Identification

Number:

(include

the

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

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

Additional Feeder Fund Information : 1 Record(s) Filed.

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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:

(a) *Name of the private fund:*

STARWOOD U.S. OPPORTUNITY FUND VIII-1 INVESTMENT, INC.

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

805-9078883082

(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):

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

13 (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

(a) Is this private fund a "fund of funds"? p

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

q p

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

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9. During your last fiscal year, did the private fund invest in securities issued by p. 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?*

El 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 IA.

11. Current gross asset value of the private fund: \$ 427,585,000

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:
5%

16. *What is the approximate percentage of the private fund beneficially owned by non-United States persons:*
26%

Your Advisory Services

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

q Q

Yes No

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

No Information Filed

Yes No

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

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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

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

r.

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

Yes No

☐

B. SERVICE PROVIDERS

Auditors

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?

Yes No

☐

☒

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 funds audit (city, state and country):

City:

NEW YORK

State: Country:

New York

UNITED STATES

Yes No

d) Is the auditing firm an independent public accountant?

KI <~

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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?

(g) Are the private funds audited financial statements distributed to the private funds investors?

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

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?

or 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 funds assets (city, state and country):

City: State: Country:

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UNITED STATES

(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:

NEW YORK

State: Country:

New York

UNITED STATES

Yes No

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

q BJJ

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

Administrator

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 funds, 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?

Q p,

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?

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:
GREENWICH

State: Country:

Connecticut

UNITED STATES

Yes No

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

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

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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:

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):

El (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?

BJ| q

(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-J INVESTOR,805-8944820164
L.P.

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.

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):

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

13 (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.

8. (a) Is this private fund a "fund of funds"? p Yes No
- (b) If yes, does the private fund invest in funds managed by you or by a related person? ~ p p,
- 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 KJj p
9. 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?
- 13 hedge fund O liquidity fund O private equity fund C real estate fund O securitized asset fund C 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 IA.
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%

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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%

Your Advisory Services

Yes No

17. (a) Are you a subadviser to this private fund? P jg
(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? q RJ
(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? (-. RJ
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 funds 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? RJ p
(2) Are the financial statements prepared in accordance with U.S. GAAP? RJ f.
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:

NEW YORK

State: Country:

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 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 PI q investors?

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

q RJj

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?

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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 : 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 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):

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 funds 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?

EJ ^

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: NEW YORK State: Country:
New York UNITED STATES
- f) Does the marketer market the private fund through one or more websites? q
- g) If the answer to 28(f) is "yes", list the website address(es):
No Information Filed

Yes No

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

- 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: GREENWICH State: Country:
Connecticut UNITED STATES

Yes No

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- f) Does the marketer market the private fund through one or more websites? p EJ

- 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/GOLF TARGETED FUND I, L.P.

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

805-9657500784

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

SGF/GOLF MANAGEMENT I, L.L.C.

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

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

El (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?

q RJ

(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? p
- 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

O 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?

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 q 88
9. 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?

El hedge fund O liquidity fund O private equity fund C real estate fund O securitized asset fund C 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 IA.

11. Current gross asset value of the private fund: \$ 9,145,000

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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: 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

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

q j? Yes No

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

No Information Filed

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

p Q Yes No

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

No Information Filed

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

q BJ Yes No

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

Private Offering

21. *Does the private fund rely on an exemption from registration of its securities under* RJJj q

Yes No

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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? q RJ

(2) Are the financial statements prepared in accordance with U.S. GAAP? RJ q

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 q investors?

h) Does the report prepared by the auditing firm contain an unqualified opinion? C Yes O No B

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? q RJ

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.

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:
NEW YORK

State: Country:

New York

UNITED STATES

Yes No

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

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

Administrator

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

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? q B

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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:

VIII HOTEL II 53RD INVESTORS, L.P.

- (b) Private fund identification number: (include the "805" prefix also)
805-4174355753

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.

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

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

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

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

No Information Filed

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

53RD STREET INVESTORS NYC, L.P.

Private Fund Identification Number

805-9140055953

<<http://www.adviserinfo.sec.gov/iapd/contentyviewforri/advl>> 12011/Sections/iapdAdvAllPa... 1/4/2013

Yes No

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

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, LLC.

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

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

El (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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(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"?

q fjj

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

q q

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?

B hedge fund O liquidity fund C private equity fund C real estate fund O 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 IA.

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: 6

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

<<http://www.adviserinfo.sec.gov/iapcl/contentyviewform/adv>> 112011/Sections/iapd AdvAllPa..

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:*
36%

Your Advisory Services

Yes No

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

q g

(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?

q RJ

(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?

q RJ

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 Securities Act of 1933? RJ q Regulation D of the

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 funds financial statements subject to an annual audit?

RJ p;

(2) Are the financial statements prepared in accordance with U.S. GAAP?

<http://www.adviserinfo.sec.gov/iapd/content/viewform/advinfo.do?advinfo=12011§ions=iapd_AdvAHPa...> 1/4/2013

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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) 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?*

(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

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

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

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

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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:
NEW YORK

State: Country:

New York

UNITED STATES

Yes No

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

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

CRD Number (if any):

Administrator

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

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valuation used for purposes of investor subscriptions, redemptions or distributions, and fee calculations (including allocations) was the valuation determined by such person.

Marketers

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

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

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:

GREENWICH

State: Country:

Connecticut

UNITED STATES

Yes No

f) Does the marketer market the private fund through one or more websites? ☐ Yes ☒ No

(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

<<http://www.adviserinfo.sec.gov/iapd/content/viewforrri/advl>> 12011/Sections/iapdAdvAUPa... 1/4/2013

SECTION 9.C. Independent Public Accountant

No Information Filed

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 I.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

<<http://www.adviserinfo.sec.gov/iapd/content/viewform/advl>> 1201 I/Sections/iapd_AdvAHPa... 1/4/2013

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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

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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

<<http://www.adviserinfo.sec.gov/iapd/contentryviewform/advl>> 1201 l/Sections/iapd_AdvAHPa... 1/4/2013

PROFESSIONALS ASSOCIATED SURVEY, INC.

PROFESSIONAL DESIGN FIRM NO. 184-003023

7100 N. TRIPP AVENUE LINCOLNWOOD, ILLINOIS 60712 www.profe53ionajl5associated.com <<mailto:pa@professionalsassociated.com>>

PLAT OF SURVEY

OF

TEL: (847) 675-3000 FAX: (847) 675-2167 e-mail: pa@professionalsassociated.com <<mailto:pa@professionalsassociated.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

COMMONLY KNOWN AS: 2489-2505 NORTH MILWAUKEE AVENUE, CHICAGO, ILLINOIS.

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ou

90M5'37"

THE LEGAL DESCRIPTION SHOWN ON THE PLAT HEREON DRAWN IS A COPY OF THE ORDER, AND FOR ACCURACY SHOULD BE COMPARED WITH THE TITLE OR DEED. 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.

Scale: 1 inch = 62 feet

Date of Field Work: December 27, 2012. OrtOTdby. MADISON REALTY GROUP, INC.

THIS PROFESSIONAL SERVICE CONFORMS TO THE CURRENT ILLINOIS MINIMUM STANDARDS FOR A BOUNDARY SURVEY.
THIS SURVEY HAS BEEN ORDERED FOR SURFACE DIMENSIONS ONLY. NOT FOR ELEVATIONS. THIS IS NOT AN ALTA SURVEY.
COMPARE ALL POINTS BEFORE BUILDING BY SAME AND AT ONCE REPORT ANY DIFFERENCE.

State of Illinois

County of Cook

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 representation of said survey.

Dal

December faB, 2012.

L'traOFFLAND SURVEYOR - LICENSE EXP. DATE NOV. 30,2014.
IL'PROFFLAND SURVEYOR Drawn by; JR