

Part 2A of Form ADV: Firm Brochure

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# MERION

REALTY ADVISERS, LLC

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*June 17, 2024*

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**This brochure provides information about the qualifications and business practices of Merion Realty Advisers, LLC. If you have any questions about the contents of this brochure, please contact us at 610-896-3000 and/or [rkwait@merionrealtypartners.com](mailto:rkwait@merionrealtypartners.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Registration with the United States Securities and Exchange Commission does not imply a certain level of skill or training.**

**Additional information about Merion Realty Advisers, LLC is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

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## Item 2 – Material Changes

This brochure was reviewed and updated in connection with our required annual review of our ADV materials. Since our annual filing in March 2023 a summary of material changes follows:

The amount of Regulatory Assets Under Management with Merion Realty Advisers, LLC is currently approximately \$71.8 million (as of valuations available in March 2024), and is maintaining registration with the SEC relying on related MainLine Investment Advisers, LLC.

MainLine Investment Partners, LLC is no longer a minority member of the Firm, effective earlier this year. Merion Realty Advisers, LLC continues to be controlled and managed by its members, who are now only Richard T. Aljian and William A. Landman.

## Item 3 – Table of Contents

<i>Item No.</i>	<i>Item</i>	<i>Page</i>
1	Cover Page.....	1
2	Material Changes.....	2
3	Table of Contents.....	3
4	Advisory Business.....	4
5	Fees and Compensation.....	6
6	Performance-Based Fees and Side-by-Side Management.....	8
7	Types of Clients.....	8
8	Methods of Analysis, Investment Strategies and Risk of Loss.....	9
9	Disciplinary Information.....	12
10	Other Financial Industry Activities and Affiliations.....	13
11	Code of Ethics, Participation or Interests in Client Transactions and Personal Trading.....	15
12	Brokerage Practices.....	18
13	Review of Client Accounts.....	18
14	Client Referrals and Other Compensation.....	19
15	Custody.....	19
16	Investment Discretion.....	19
17	Voting of Client Securities.....	20
18	Financial Information.....	20
	APPENDIX - Schedule of Firm Clients.....	20

## Item 4 – Advisory Business

### **FIRM AND PRINCIPAL OWNERS**

Merion Realty Advisers, LLC is a Delaware limited liability company. Merion Realty Advisers, LLC is sometimes called the “Firm” in this brochure. The Firm was formed in August 2010 and began operations as an investment adviser on January 1, 2012. All clients are private investment funds, although some funds may rely on exemptions other than 3(c)1 or 3(c)7 of the Investment Company Act, and not all fund clients invest in securities.

The Firm sometimes operates under the fictitious name “Merion Realty Partners”.

For purposes of this Part 2 Form, an advisory affiliate or a related person of the Firm is considered to be a person or entity that controls the Firm, is controlled by the Firm or is under common control with the Firm.

The Firm is managed by a board of managers (who are its members), and currently has two members: Richard T. Aljian and William A. Landman. Current information relating to ownership percentages is available on our Firm ADV Part 1, Schedule A available at <https://adviserinfo.sec.gov> (CRD #158507). Additionally, there are five individuals who hold senior officer positions for the Firm: Richard A. Kwait, Joseph Martell, David R. Rodgers, Jeffrey R. Shumaker and Matthew Hopper.

The Firm has no subsidiaries.

The principal office and place of business for Merion Realty Advisers, LLC and certain other related persons is 308 E. Lancaster Avenue, Wynnewood, Pennsylvania. Please see Item Number 10 for more information about financial industry activities and affiliations.

The Firm’s investment policies are set by its Investment Committee/asset managers. The senior members of the Firm’s Investment Committee are Richard T. Aljian and William A. Landman. The Firm’s executive officers and other investment professionals also participate in this process to determine investment recommendations on an as needed basis and provide valuable input. These professionals may be referred to throughout this brochure as “MRA Investment Professionals”. Additional information is included in brochure supplements with respect to (i) each person who formulates investment advice for a client and has direct client contact, and (ii) each person who has discretionary authority over a client’s assets even if that person has no direct client contact.

We have prepared brochure supplements for Mr. Aljian and Mr. Landman. As described below, the Firm’s clients are expected to be investment funds and other similar entities that we advise.

### **INVESTMENT SUPERVISORY SERVICES**

The Firm's main business is to provide investment advice to various real estate investment joint ventures and funds which are called our clients. Some of our clients will be limited partnerships or limited liability companies that are related to us because there is common ownership and/or control between the Firm and the general partners or managers of those investment funds. Until recently, certain clients were related to CMS Fund Advisers, LLC or MainLine Investment Advisers, LLC, both advisory affiliates, and the Firm provided advisory services in those instances under a sub-advisory contract. Some of our clients may be funds of funds meaning that they invest in other investment funds that may or may not be related to us. All of our clients are expected to be closed-end (meaning they do not accept additional subscribers after a stated offering period) investment funds with capital committed by investors that may be payable upon initial subscription, or may be drawn down and contributed over time to purchase investment securities or real estate and pay expenses. Our clients are not expected to offer redemption rights or liquidity to their investors. Please refer to a schedule of active affiliated investment funds that are clients, included at the back of this Part 2A of Form ADV.

Our advice is considered to be investment supervisory services because we provide continuous advice based on the individual needs of each client. We look for investments that meet the stated objectives, strategy and investment guidelines of each client. We usually only recommend that a client buy a security or real estate asset to the extent it meets the client's objectives, strategy and investment guidelines as stated in the client's offering memorandum and partnership agreement or joint venture or other agreement negotiated directly with its investor(s). We supervise the entire investment process and monitor the performance of each investment security or real estate asset held by our clients. We make recommendations to buy, hold, finance and/or sell investment securities or real estate assets. The final investment decisions are made by the general partners or managers of the various investment funds that are our clients. As stated above, there may be common ownership and/or control between the Firm and most of those general partners or managers.

We primarily provide advice with respect to real estate assets and equity securities in private companies, joint ventures and limited partnerships or limited liability companies. We may also offer advice with respect to the investment funds that directly or indirectly invest in real estate. Occasionally we may offer advice with respect to a wide variety of other securities.

We do not participate in wrap fee programs.

The amount of client assets we are managing is \$157 million as of valuations available April 2024, however one account is not included in the calculation of Regulatory Assets Under Management (RAUM). Our RAUM is \$71.76 million as of valuations available in April 2024.

## Item 5 – Fees and Compensation

### **ADVISORY FEES**

The Firm charges its clients annual advisory fees that generally range from 1.0% to 2.0% of an asset fee base. The asset fee base for an initial period of years (usually 3 to 5) is equal to the client's full committed capital regardless of how much has been contributed by investors.

After the initial period of years (usually 3 to 5), the asset fee base will generally decrease over time with asset sales, write-offs or capital commitment waivers, subject to certain caveats. The Firm may be granted a direct or indirect interest in capital accounts (at no charge) in client funds as an indirect payment of advisory services. The Firm also may receive fixed annual advisory fees. The specific fee charged depends upon the type and complexity of services to be provided. In most cases, there is no independent person who negotiates the Firm's advisory fees. However, the specific fee arrangements, exact fee start date, exact calculation of the asset fee base, and other types of fees and expenses paid by each client are described in the client's offering memorandum or joint venture or other agreement negotiated directly with its investor(s). Therefore, each investor typically knows what the fees are prior to deciding to make an investment in that client.

Some of the Firm's clients may be funds of funds that invest in other clients of the Firm. The specifics of the Firm's advisory fees may not be fully known or disclosed to investors at the time of the offering of interests in a client that is a fund of funds. The unknown specifics may include the fee percentage, the asset fee base and the fee start date. We always attempt to charge fees that are fair and reasonable in amount based on the type and complexity of the services provided. We generally expect to select a fee start date that coincides with (i) when we started performing advisory services, (ii) the date of the initial investor closing, (iii) when the client's first investment was made, or (iv) when subadvisory or other consulting fees are due.

### **OTHER COMPENSATION, FEES AND EXPENSES**

If other types of fees and expenses are paid by a client, they will generally be described in the client's offering memorandum or joint venture or other agreement negotiated directly with its investor(s) if known. Such fees may include a one-time acquisition fee (typically up to 1% of the purchase price of the real estate asset being acquired).

Some of the other types of fees and expenses that usually will be paid by a client are: auditing fees and costs; custodial fees and costs; banking fees and costs; franchise taxes and entity formation and maintenance fees; legal expenses; third party due diligence experts; securities and "blue sky" filing fees; an allocable portion of the costs (including third party service fees) related to recording, managing and reporting of accounting, tax and financial information, investor subscription processing, cash calls and distributions; fees and costs related to asset management information technology and software; fees and

costs related to anti-money laundering and other regulatory compliance; expenses related to roadshows, printing and offering related activities; postage and travel expenses.

The client also will reimburse the Firm or an affiliate for the services performed by the Firm's attorneys and accounting professionals directly to or for the benefit of the client (whether the services relate to general administrative matters or the business operations of the client). These will be paid only if the client would otherwise have engaged outside professionals to perform the services. The fees that are charged are at rates comparable to those charged by outside attorneys or accounting professionals providing such services.

### **BILLING PROCEDURES**

We charge advisory fees monthly in advance, but sometimes we charge fees quarterly or semi-annually in advance. If the fee start date is not the first of a month, the first billing period may include a partial month. If an advisory contract with a client is terminated before the end of a billing period, the Firm will refund any overpayment of fees to the client. The overpayment of fees will be calculated based on the number of full months remaining in a billing period after the contract was terminated. No refund will be given for a partial month.

Under most advisory contracts with Firm clients, after an initial period of years (usually 3 to 5), we can collect advisory fees only out of cash available for distribution and not out of capital contributions made by investors to the client. If cash is not available to pay advisory fees in the period earned, the fees may be accrued and their payment deferred. We collect deferred fees when cash becomes available before cash distributions are made to investors, unless we waive payment of those fees at the sole discretion of the Firm. If a client does not deploy all of the capital originally committed by investors, and as a result elects to reduce the amount of such uncalled capital commitment, advisory fees that have already been paid or accrued on such uncalled capital will not be refunded.

The Firm will calculate the advisory fees and bill the client. The client then pays the fees owed to the Firm. Because the Firm and the client are usually related to one another, there will likely be no independent person who reviews the calculation of advisory fees. However, some clients have their financial statements audited by an independent certified public accounting firm. The funds and securities of clients will be held by a qualified custodian who, to the extent required by SEC rules, sends quarterly account statements to the clients' investors. Those statements show the advisory fee payments.

Investors who are related to the Firm or an affiliate may receive up to a 100% discount or rebate on their share of capital contributions and/or distributions that are used to pay advisory fees. These discounts, if applicable, are disclosed in detail in the applicable client's offering memorandum and limited partnership agreement or joint venture or other agreement negotiated directly with its investor(s).

## Item 6 – Performance Based Fees and Side-by-Side Management

The general partners or managers of most of our clients (or their special-purpose affiliated entities) may receive a share of the profits generated by the client. This share of profits is often referred to as a carried interest or back-end participation. Because of our relationship with the general partners or managers of our clients, the carried interest may be considered performance-based compensation that indirectly benefits the Firm. A carried interest may give the Firm or the client's general partner or manager an incentive to take more risk or make more speculative investments than would otherwise be the case. In addition, the likelihood of earning a carried interest may give the Firm an incentive to favor one client over another in allocating investment opportunities or making buy, hold or sell recommendations. We address these potential conflicts of interest by (i) recognizing our fiduciary duty owed to each client, and (ii) reviewing each client's objective, strategy and investment guidelines alongside our recommendations.

## Item 7 – Types of Clients

Please refer to Item 4 above.

The Firm's advisory clients generally will be real estate investment joint ventures or funds. Some of our clients are limited partnerships or limited liability companies that are related to us because there is common ownership and/or control between the Firm or an advisory affiliate and the general partners or managers of those clients. Some of our clients may be funds of funds meaning that they invest in other investment funds that may or may not be related to us. All of our clients are expected to be closed-end (meaning they do not accept additional subscribers after a stated offering period) investment funds with capital committed by investors that is drawn down and contributed over time to purchase investment securities or assets that are not securities and pay expenses. At this time our clients do not offer redemption rights or liquidity to their investors. Our clients' investors are usually either institutions/institutional investors or high net worth individuals (including trusts and other family investment entities created by those individuals). In some cases, high net worth investors may be considered institutional accounts. We do not currently manage separate advisory accounts for individual or institutional investors, although an institutional investor may be the only investor or one of only a few investors in an advised private fund or account. Investors often invest in more than one fund or related investment opportunity.

Until recently the Firm also served as a subadviser to related real estate-oriented private funds advised by CMS Fund Advisers, LLC and/or MainLine Investment Advisers, LLC, advisory affiliates. Investor consent was obtained to delegate certain advisory responsibilities to the Firm. At this time all CMS funds have been liquidated.



## Item 8 – Method of Analysis, Investment Strategies and Risk of Loss

### **METHOD OF ANALYSIS AND INVESTMENT STRATEGY**

The Firm will advise its clients primarily about making investments in real estate. Each client will have a specific strategy and investment focus that is described in the client's offering memorandum or joint venture or other agreement negotiated directly with an investor. Some clients may have strategies similar to other clients. The client's offering materials and/or limited partnership or operating agreement, joint venture or other agreement negotiated directly with an investor may include specific guidelines or restrictions on investments. The Firm's role is to (i) find investment opportunities that fit the client's specific strategy, (ii) diligently investigate each investment's benefits and risks (called due diligence), (iii) make recommendations to each client whether to buy, hold or sell an investment, and (iv) monitor the performance of investments made. The Firm will review its recommendations against any specific guidelines or restrictions on the client's investments.

The Firm does not make the final investment decisions. The final investment decisions are made by the general partners or managers of the various investment funds that are our clients. As stated elsewhere in this brochure, there typically is common ownership or control between the Firm and an advisory client, including those general partners or managers. Please refer to Section 16 (Investment Discretion) for more information.

### **DUE DILIGENCE**

Professional employees of the Firm or its affiliates perform due diligence on each investment opportunity. Due diligence will vary depending on the type of investment but will usually include some or all of the following:

- Review of real estate title, zoning and survey
- Review of real estate environmental and engineering conditions
- On-site visits to real estate and/or company offices
- Review, preparation and/or analysis of business plan
- Review/negotiation of legal documents relevant to the security and/or real estate to be held
- Review of insurance coverage
- Review of historical financial information
- Research and analysis of market information
- Research and review of competition
- Review, preparation and/or analysis of financial projections
- Review of joint venture or co-investment partners
- Lien searches of company assets and real estate
- Review of material contracts and other company data

The above is not an exhaustive list, nor does every item on the list apply to all investment opportunities. MRA Investment Professionals use their experience and expertise to review each investment opportunity in a diligent way. For certain items on the list that require special expertise, consultants including engineers and legal advisers may be engaged on behalf of the client to perform research and prepare reports. Our employees then review and analyze those third-party reports. In addition, legal counsel is engaged on behalf of each client to prepare or review and negotiate legal documents with reasonable and customary provisions to protect the interests of the client. The client pays the fees and costs of consultants, accounting professionals and legal counsel. To the extent affiliates are engaged to provide services, the fees that are charged are at rates comparable to those charged by third parties professionals providing similar services.

### **RISK OF LOSS AND RISK FACTORS**

***Investing in securities involves risk of loss that clients and investors should be prepared to bear. There can be no possibility of profit without risk of loss, including the risk of loss of one's entire investment.***

The types of securities we recommend to our clients are illiquid and speculative. There is no guaranty that our recommendations will turn out to be profitable to our clients or their investors. Our clients may not be able to sell or liquidate recommended securities or assets if our clients need capital for other purposes. Most of our clients do not offer redemption rights or other liquidity options to their investors.

There are certain risk factors that may apply generally to the types of investment securities we recommend to our clients. There are also numerous risk factors that may apply to the specific investment program or strategy to be followed by a particular client. These general and specific risks are described in the offering materials or memorandum of the particular client, or joint venture or other agreement negotiated directly with its investor(s). All risk factors should be considered by any prospective investor prior to making a decision to invest. Some of the risk factors that apply generally to our clients are summarized below.

**Illiquid Securities.** Almost all of the investments made by the Firm's clients will be private securities or assets for which there is no public market. As a result, these securities are illiquid and are subject to sale restrictions due to securities laws or contractual obligations. In addition, these investments may take several years to mature. During the investment holding period, there may be no cash distributions to the client's investors. These limitations on sale could make it difficult to sell an investment or reduce the amount of sale proceeds.

**Unidentified Investments - Blind Pool.** In some cases, the Firm's clients are blind pools – meaning that investments are not fully identified at the time of the client's equity offering. As a result, a prospective investor considering an investment in the client will not know or be able to evaluate all investments to be made by the client prior to making an investment decision. Rather, the prospective investor must rely upon the ability of the

client's general partner or manager, based upon advice provided by the Firm, to select appropriate investments on behalf of the client.

General Investment Risks. Any investment in equity securities is subject to risks. These risks include fluctuations in value due to issuer, political, market, regulatory and economic developments. Fluctuations can be dramatic over the short or long term. Different parts of the market and different types of equity securities can react differently to these developments. These developments can affect a single issuer, many issuers within an industry or economic sector or geographic region, or the market as a whole. Terrorism, global health events, political and regulatory developments, and economic developments (caused by natural disasters or a pandemic, for instance) have increased short-term market fluctuations and may have long-term effects on world economies and markets generally.

General Risks of Investing in Real Estate. An investment in real estate is subject to various risks. These risks usually relate to expenses being higher than expected, cash flow being less than expected, or both. If cash flow is insufficient to pay all expenses, the investment could suffer losses. Mortgage financing or other debt can increase these risks and result in an investment being lost through foreclosure. Adverse changes in local, regional, national and international economic conditions can negatively affect real estate values. For example, high unemployment rates, declines in population, and tenant bankruptcies can adversely impact real estate income. Similarly, high real estate taxes, insurance costs, increases in interest rates and high fuel and heating costs due to rising crude oil prices result in higher operating costs. Other risks include competition from existing or new projects in the marketplace, zoning laws and other government rules and fiscal policies and changes in such laws, rules and policies; environmental claims; and uninsured losses and other risks that are beyond the control of the Firm or its clients.

Additionally, non-refundable deposits and due diligence expenses are sometimes paid by the Firm or a related party prior to capitalizing the investment vehicle and before due diligence is complete. When this occurs, expenses and deposits paid by the Firm or a related party may create a conflict whereby the Firm may be incentivized to close the transaction in order to recoup such expenses. This risk is mitigated in part since the principals of the Firm typically commit a substantial amount of equity in each investment so that their personal equity is at risk alongside investor capital.

General Risks Associated with Cash or Securities Management. At times client account balances maintained at banking institutions or securities firms may exceed FDIC or SIPC insurance limits.

General Risks Associated with Debt Markets. The types of investments made by the Firm's clients can be affected by the debt markets. The value and marketability of real estate investments may depend upon the availability and cost of credit to finance operations or acquisitions. Recent conditions in the debt markets include reduced credit availability and increased debt costs for many market participants. Continued and future disruptions in the debt markets could have an adverse impact on investment values and on acquisition and exit opportunities.

Risk of Co-Investment. In cases where a fund sponsored by Firm or a related party invests with certain co-investment partners, an unaffiliated third party may serve as a general partner of a subpartnership that owns a fund asset and/or may have certain control or veto rights with respect to a fund asset. As a result, there is a possibility that such co-investment partner may be in a position to take action with respect to a fund asset that is contrary to the desires or objectives of the fund.

Risks Associated with Development Assets. To the extent any fund engages in the development of real estate, certain risks exist. A decision to invest in land or buildings for development will be made based upon certain assumptions about the cost of development, time periods for completion of various phases of development, and the market value of the developed product. While there may be past development or operating history on which to base these assumptions, many factors may change resulting in such assumptions being untrue. Such factors include, but are not limited to, inflation, changes in general economic conditions, reduced demand for the finished product due to competition, economic factors or default, or changes in the capital markets (such as interest rates or availability of capital). To the extent development costs are financed, an investment will be subject to real estate financing risks. Building construction or lot development entails risks related to cost increases, work stoppages or delays, regulatory delays, failure of performance or defective materials or workmanship by contractors and suppliers, unforeseen weather and unforeseen land conditions.

## Item 9 – Disciplinary Information

Merion Realty Advisers, LLC and its employees have not been involved in any legal or disciplinary events that would be material to the evaluation of the Firm or the integrity of its management.

## Item 10 – Other Financial Industry Activities and Affiliations

### **AFFILIATED ENTITIES IN THE FINANCIAL INDUSTRY**

There are various related investment advisory, broker-dealer, insurance and real estate management businesses described below. Please also refer to a schedule of active affiliated investment funds that are clients, included at the back of this Part 2A of Form ADV.

William A. Landman is a control person associated with the Firm, and is also associated with and a control person of MainLine Investment Partners, LLC (“MLIP”). MLIP is a manager and/or member of the following regulated companies which are further described below, and also makes various investments for its own/principals’ benefit:

MainLine Investment Advisers, LLC, an investment adviser  
MainLine Securities LLC, a broker-dealer

### **Other Investment Advisory Activities**

MainLine Investment Advisers, LLC (“MLIA”) is registered with the SEC as an investment adviser. MLIP is the sole member and manager of MLIA. MLIA is a subadviser to various private equity-oriented private funds originally sponsored by CMS Companies/advised by CMS Fund Advisers, LLC. MLIA is also an adviser for private and venture capital funds sponsored by MLIA, MLIP or third parties.

CMS Fund Advisers, LLC (“CMSFA”) is registered with the SEC as an investment adviser. CMS Holdco, LLC is the sole member and manager of CMSFA. CMS Holdco, LLC is managed by a board of managers, including David A. Clapper, Morey H. Goldberg, William A. Landman, Richard A. Mitchell (retired) and Paul Silberberg. These individuals, along with Mark Solomon’s estate are also owners of CMS Holdco, LLC, but not in equal percentages. CMSFA was successor by merger to CMS Fund Advisers, Inc., an entity that had been a registered investment adviser with the SEC since 2002. CMSFA is an adviser for various private funds sponsored by CMS. CMS funds are winding down in an orderly fashion or have already liquidated.

Since MLIA and CMSFA are investment advisers registered with the SEC, more information about these advisory affiliates is available on the SEC’s website at <http://www.adviserinfo.sec.gov>.

### **Broker-Dealer and Insurance Activities**

MainLine Securities LLC (“MLS”) is a registered broker-dealer with the SEC and FINRA, as well as with certain states where it conducts business. MLIP is the sole member of MLS, although MLS has a unique control structure – MLS’ securities business is controlled by registered securities principals. MLS receives commissions and/or placement fees for the sale of private securities and insurance products (see below). MLS is often engaged to act as a placement agent for private securities offerings

of the Firm's clients as well as other private securities offerings of businesses related to the Firm. Private securities offering materials will describe among other things relationships among the Firm, the placement agent and the client (as well as any other related parties) and the fees charged by them. Securities are offered only to persons who are believed to be accredited investors under Regulation D. In many cases, other investor qualification requirements will be applicable. Certain employees or supervised persons of the Firm are also registered with MLS. MLS is also a licensed insurance producer under contract with several life insurance companies, and maintains a resident Pennsylvania license as well as various non-resident insurance licenses where it conducts business. MainLine Securities LLC may receive compensation for serving its clients as a producer with respect to the purchase of insurance and insurance-related products.

### **Real Estate Management**

MRM Residential Management, LLC ("Merion Residential") is a property management company that performs property management services and maintains either itself or through Merion Residential principals or officers various real estate related licenses. Merion Residential primarily manages real estate properties that are either owned by certain clients of the Firm or owned by affiliates of the Firm. On occasion, Merion Residential may be engaged to manage a property that is owned by a party that is unaffiliated with the Firm. MRM Residential Holdings, LLC is the sole member and manager of MRM Residential Management, LLC, and managers and certain executive officers of the Firm also control MRM Residential Holdings, LLC.

### **General Partners or Managers of Investment Clients or Related Private Funds**

Generally, the Firm's or a related party's private fund clients' general partners or managers are either controlled by or under common control with the Firm. Affiliates of those general partners or managers, and affiliates of the Firm, typically form separate investment partnerships for related party investments (for example employee partnerships) and other special-purpose entities involved in the organizational structure of an investment transaction. Related parties participating in an investment opportunity are disclosed to investors before they make a decision to invest. If a related party is the general partner or manager of an investment client and exercises discretion, that entity is listed on the Schedule of Clients provided at the back of this Brochure.

To the extent that general partners or managers of Firm private fund clients are considered a "relying adviser", which means they are themselves investment advisers eligible to register with the SEC, but may rely on the Firm (the Filing Adviser) to file a single "umbrella registration" on its behalf, Schedule R has been completed on our ADV Form Part 1 and should be reviewed to understand more about these special-purpose entities.

**Other Non-Advisory Activities (not already listed above)**

The professionals of the Firm may from time to time form special-purpose entities that are not advised clients and are not part of the organizational structure of an investment client for various reasons. These special-purpose entities may include limited partnerships or limited liability companies that own the fee interest in real property or the carried interest in an investment opportunity. Other examples may include employee partnerships or single member limited liability companies that own or control such real property owners. Merion Realty Ventures, LLC and Merion Realty Investment Partners, LLC (MRIP), which are owned and controlled by William A. Landman and Richard T. Aljian, were formed at different times to act as the controlling party to several special-purpose entities. In some cases, principals of the Firm participate in special-purpose entities alongside one or more investor parties.

See Item 4 – Advisory Business, Firm and Principal Owners.

**Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading****CODE OF ETHICS**

The Firm has adopted a Code of Ethics that sets forth certain standards of conduct with respect to important matters. The Code of Ethics applies to all members of the Firm’s Investment Committee and associated persons that have access to nonpublic information about our clients and their securities or asset holdings (collectively, called access persons). All access persons must sign the Code of Ethics when hired, and then annually thereafter.

The Code of Ethics addresses the Firm’s ethical standards in the following areas:

- Fiduciary duties
- Compliance with securities laws
- Compliance with Firm supervisory policies and procedures
- Insider trading and handling of nonpublic information regarding Firm clients and their investments
- Requirements of access persons to report securities holdings, transactions, board affiliations and outside business activities
- Requirements of access persons to obtain prior approval of certain investments and outside business activities
- Confidentiality requirements
- Restrictions on accepting gifts or gratuities from clients

These matters are designed to set forth a standard of business conduct that the Firm requires of its supervised persons which reflects the fiduciary obligations of the Firm and its supervised persons, as well as compliance with the federal securities laws. Upon

request, a copy of our Code of Ethics will be provided to any client or investor, or to any prospective client or investor.

In summary, the Firm's Code of Ethics requires each access person to acknowledge certain matters such as: (i) the requirement to comply with the Firm's policies and procedures; (ii) the Firm's fiduciary duties; (iii) the requirement to disclose securities holdings, transactions, board affiliations and outside business activities; (iv) the requirement for pre-approval of certain security purchases and outside business activities; (v) confidentiality requirements; and (vi) restrictions on accepting gifts or gratuities from clients or on making or accepting loans from clients.

### **CERTAIN CONFLICTS OF INTEREST**

The Firm is related to persons that are in the advisory business, broker-dealer business, insurance business, real estate acquisition and management and other businesses. The Firm is also related to its clients. As a result of these relationships, various conflicts of interest arise from time to time. The Firm attempts to resolve conflicts of interest in a fair and equitable way to all parties consistent with its fiduciary duties. However, it is not always possible for the outcome to be equally favorable to all parties. This section describes certain conflicts of interest that may arise.

Transactions between the Firm's clients may create conflicts of interest. Set forth below are examples of transactions between the Firm's clients that may occur:

- (i) Two or more clients may invest in the same transaction if the investment is appropriate for both clients. If the transaction is entered into at the same time and on the same terms, the conflict is minimized. However, if one client purchases at a different time and/or on different terms, the conflict is heightened.
- (ii) One client may sell an investment to, or purchase an investment from, another client.
- (iii) One client may make a loan to, or acquire debt or preferred equity securities, in an investment entity in which another client holds common equity.
- (iv) One client may have a contractual relationship with another client, such as landlord/tenant, lender/borrower, customer/supplier, and other relationships.
- (v) One client may invest in another client.
- (vi) Any of the above examples may occur between one of the Firm's clients and a client of another advisory affiliate.

In certain instances, the Firm may buy securities for itself from, or sell securities it owns to, a client. It is also possible that the Firm (or a related party) may have a direct or indirect interest in an investment that a client buys or sells.



In all cases, the Firm will attempt to structure such transaction so that it is fair to all clients involved in the transaction and is on terms that are comparable to an arms' length transaction between unrelated parties. In many cases, the Firm will base its valuation of the security involved in the transaction on information or reports provided by independent third-party consultants or resources. When conflicts of interest arise, it may not be possible to be fair to all clients involved in all cases. A transaction structure, performance or outcome may turn out to be more favorable to one client over another.

Sometimes a broker-dealer or agent related to the Firm may act as a broker or agent for compensation in buying or selling securities for or among Firm clients and/or investors. In such cases, the commissions or other compensation charged are comparable to the commissions and other compensation that would be charged by independent third parties.

MRM Residential Management, LLC ("Merion Residential") manages real estate properties that are held as investments by Firm clients. Merion Residential receives fees for providing day-to-day asset management, property management and leasing services, as well as certain other services which may include due diligence related services and/or capital projects management for certain assets. In such cases, the fees and expenses charged are typically comparable to those charged by either independent third party or owner-affiliated property management companies. In any case, when Merion Residential is expected to provide services to a Firm client, a specific fee or a fee range is disclosed to investors prior to making a decision to invest.

It is also possible that a third party who controls or is otherwise related to an investment made by a Firm client (for example, a joint venture partner with whom a Firm client invests in a particular project) may also (i) invest as a limited partner in other Firm clients, and/or (ii) have other business relationships with the Firm or its related parties. In these cases, the Firm and/or its related parties may receive direct or indirect compensation.

Investors in Firm clients may be clients of MainLine Securities LLC. Also, investors in Firm clients may own insurance or other products that were sold by MainLine Securities LLC or other parties related to the Firm, and the Firm or a related party may receive compensation in connection with the sale of those products.

Principals of the Firm may serve from time to time on the boards of various companies. A board member of a company typically has a fiduciary duty to the company and to all of the shareholders or members of the company. It is possible that conflicts of interest might exist between the board member's duties to the company and his or her duties to a Firm client to the extent there are any transactions between such parties.

Conflicts of interest that are applicable to a particular client and are known at the time of the offering of interests in the client are disclosed in the client's offering memorandum or joint venture or other agreement negotiated directly with an investor.

In accordance with securities laws, the Firm may be required to obtain the consent of its clients in connection with transactions in which it or a related party acts as a principal or broker. In those cases, the Firm intends to solicit the consent of investors that hold interests in the applicable client in accordance with the terms of the relevant client's partnership agreement or other governing document and law.

## Item 12 – Brokerage Practices

The Firm or related persons may recommend or select brokers to clients for the purpose of selling public securities owned by such clients. This is expected to occur very infrequently because clients typically hold private securities or real estate. The broker is selected based upon its knowledge of and access to the relevant market, recommendations received from third parties with knowledge of the security being traded, and commissions proposed to be charged.

The Firm does not participate in soft dollar arrangements. A soft dollar arrangement is one where higher commissions may be charged in exchange for products, research or services other than services directly related to the trade itself.

## Item 13 – Review of Client Accounts

The Firm periodically reviews the investments made by its clients and provides ongoing advice and recommendations to clients on whether to hold or sell those investments. These reviews and services usually occur during Firm Investment Committee meetings or during asset management meetings, but may also take place during other less formal discussions among Investment Committee members, or the Firm's principals.

The Firm is primarily responsible for valuations of each client's security holdings. Valuations are updated on a quarterly basis; full valuation reviews are performed on at least an annual basis. The Firm determines the valuation of each security in accordance with its valuation procedures. Valuation procedures have been adopted for each different type of security and are updated as necessary.

Progress Reports or similar fund or investment updates are communicated to investors in each Fund on a periodic basis.

Additionally, an investment report is generated for investors participating in Funds on a quarterly basis for each investor who utilizes the private side of the Firm's web-based investor portal (IMS or Investment Management System).

In some instances, reporting will be provided to certain investors on a negotiated basis and schedule.

## Item 14 – Client Referrals and Other Compensation

The Firm does not receive economic benefits from any party who is not a client for providing investment advice or other advisory services to our clients.

If the Firm compensates a person who is not related to the Firm for referring clients, such arrangements are disclosed in the applicable client offering memorandum or otherwise in writing to the client and investors.

## Item 15 – Custody

Generally, the Firm is considered to have custody of client funds and securities to the extent it is related to the general partners or managers of its clients; provided, however, if the Firm or a related person does not possess or hold client funds or securities, or have the authority to obtain possession of them, then the Firm is not deemed to have custody of such funds or securities.

Principal Bank, sometimes known as Principal Custody Solutions, is the qualified custodian for all of the Firm's clients and is located in Minneapolis, MN. Note the same accounts were maintained with qualified custodian Wells Fargo & Co. (WF), and as we have reported WF sold its retirement and trust business to Principal Financial Group in 2019 and account changes became evident to clients and investors early in 2022 resulting from the sale.

Except for clients who send audited financial statements to their investors within the time period required by SEC rules, the qualified custodian sends quarterly account statements directly to investors of each client of the Firm. Investors should carefully review those statements. When an investor receives an investment report from the Firm or through its service provider, the investor is urged to compare the account statements received from the qualified custodian to the investment reports received from the Firm and alert the Firm to any discrepancies that are identified.

## Item 16 – Investment Discretion

Merion Realty Advisers, LLC does not as a legal matter have discretionary authority for any clients. Related managers, general partners or other controlling parties of related private fund clients do sometimes have discretion, and in those cases make all operating and/or investment decisions on behalf of advisory clients. Please refer to fund legal documents for specific information about how each fund client is managed and controlled. Additionally, you may refer to the schedule of clients at the end of this Brochure where each non-discretionary account lists the entity that retains discretionary authority (if that party is related to the Firm).

However, please note that when the Adviser effectively exercises discretionary authority as a result of controlling or being under common control with the fund client's general partner or manager, we have indicated in Form ADV Part 1 that the Firm has discretion.

See also Item 4 – Advisory Business.

## Item 17 – Voting of Client Securities

The Firm's policy is to vote client securities in the best interests of the client's investors. Because client securities are usually privately held equity interests, voting rights are usually specified in the partnership agreement or other document governing the securities. Therefore, votes are usually cast directly at a meeting or by written consent and not by proxy. The Firm or the client's general partner or manager will vote any securities or proxy in a manner consistent with the investment objectives of the client, typically to maximize investment returns within the guidelines established by the client while taking into consideration applicable risk factors, and subject to any investment restrictions and other constraints set forth in the client's offering memorandum or partnership agreement or joint venture or other agreement negotiated directly with an investor. The Firm's proxy voting policies and procedures are designed to comply with the requirements of Rule 206(4)-6 under the Investment Advisers Act of 1940. Such policies and procedures are reviewed periodically and may be amended from time to time. Upon written request by any investor, a copy of the full policy and procedures on proxy voting will be provided as well as a proxy voting record for any specific proxies voted on behalf of a client in which that investor purchased securities.

## Item 18 – Financial Information

The Firm is not required to include financial statements in this brochure, there is no financial condition which is reasonably likely to impact our ability to meet our contracted commitments to clients, and the Firm has not been the subject of a bankruptcy petition at any time during the past 10 years.

### Appendix Schedule of Clients

1. Merion Multifamily Fund, L.P. (*Merion Multifamily GP, L.P., its general partner, exercises discretion*)
2. Merion Multifamily Investment Fund II, L.P. (*MMIF II GP, LLC, its general partner, exercises discretion*)
3. Merion Multifamily Fund III, L.P. (*Merion Multifamily Fund III GP, LLC, its general partner, exercises discretion*)

*Liquidating clients only listed if assets other than cash remain in the portfolio.*

Part 2B of Form ADV: Brochure Supplement

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**MERION**  
**REALTY ADVISERS, LLC**

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WILLIAM ALAN LANDMAN

*June 18, 2024*

308 E. Lancaster Avenue  
Suite 300  
Wynnewood, Pennsylvania 19096-2145

Phone: 610.896.3010

Fax: 610.896.3038

Year of Birth: 1952

CRD Number: 4342118

**This brochure supplement provides information about William A. Landman that supplements the Merion Realty Advisers, LLC firm brochure. You should have received a copy of that brochure. Please contact us at 610-896-3000 if you did not receive Merion Realty Advisers, LLC's brochure, or if you have any questions about the contents of this supplement.**

**Additional information about William Alan Landman is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

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## Item 2 – Educational Background and Business Experience

### Formal Education after High School:

University of Pittsburgh (Pittsburgh, PA), B.A. 1974

University of Pittsburgh School of Law (Pittsburgh, PA), J.D. 1977

### Business Background for Past 5 Years:

<u>Current Positions</u>	<u>Company</u>
<p>Manager/Member/ Executive Officer</p>	<p>Merion Realty Advisers, LLC (the “Firm”) Merion Realty Investment Partners, LLC Merion Realty Ventures, LLC MainLine Investment Partners, LLC (1) MainLine Investment Advisers, LLC</p>
<p>Senior Managing Director</p>	<p>CMS Fund Advisers, LLC</p>
<p>Member/Manager</p>	<p>CMS Holdco, LLC (2)</p>
<p>Shareholder/Executive Officer/ Director, Member and/or Manager</p>	<p>Various affiliated general partner, limited partner or manager investment-related entities</p>

- (1) MainLine Investment Partners, LLC is the sole owner and member of MainLine Investment Advisers, LLC and the sole member of MainLine Securities LLC (a registered broker-dealer). MainLine Investment Partners, LLC engages in investment activities independently or along with certain clients of the Firm, and may also engage in operating business activities (directly or indirectly).
- (2) CMS Holdco LLC is the sole owner, member and manager of CMS Fund Advisers, LLC as well as various operating companies that are no longer operating or are in the process of liquidating. Mr. Landman holds executive officer positions at each company.

Mr. Landman has been employed with the Firm or an advisory affiliate since 1987. As the Firm’s Manager he is responsible for overseeing the Firm’s investment portfolio, which includes managing all real estate and private equity investments made by the Firm’s clients or affiliates, including all research and due diligence, strategic initiatives, investment business plans, financing and exit strategies. He also manages the private fund investment portfolios for MainLine Investment Advisers,

LLC (“MLIA”) and CMS Fund Advisers, LLC (“CMSFA”). Mr. Landman manages over \$300 million (as of March 2024) in private fund assets in aggregate between the Firm, MLIA and CMSFA. The Firm, MLIA and CMSFA are each SEC-registered investment advisers.

Additionally, Mr. Landman manages over \$350 million in direct real estate acquisitions. The asset figures discussed in the paragraph above do not include assets of MainLine Investment Partners, LLC that are invested directly or indirectly in businesses or entities for which no advisory services are performed.

His other direct responsibilities currently include:

- 1) serving as a senior member of the Firm’s, MLIA and CMSFA’s Investment Committees;
- 2) supervising employees who work for the Firm or MLIA;
- 3) serving as member of the board of directors or investment committees of several companies in which the Firm, MLIA or CMSFA clients have substantial investments;
- 4) identifying joint venture relationships, as well as investment and business opportunities; and
- 5) making recommendations regarding private securities to sophisticated and institutional clients for whom advisory services are provided under separately managed account agreements.

Landman was a co-founder and senior member of the Investment Committee at MainLine Private Wealth, LLC, a wealth management firm primarily serving high-net-worth families, until the business was acquired by CW Advisors, LLC in September 2023.

### Item 3 – Disciplinary Information

There is no disciplinary information relative to Mr. Landman.

### Item 4 – Other Business Activities

See Item 2 above.

Mr. Landman is a member of MRM Residential Holdings, LLC, which is the sole member of MRM Residential Management, LLC, known collectively as “Merion Residential”. These businesses are involved in property management, and their address is 308 E. Lancaster Avenue, Wynnewood, Pennsylvania 19096.



Mr. Landman serves on numerous boards and/or committees of private equity firms and portfolio companies in connection with his advisory activities with MainLine Investment Advisers, LLC or CMS Fund Advisers, LLC, including Zeta Global Holdings Corp (publicly traded on NYSE). He may also serve on the board of companies where MainLine Investment Partners, LLC or a related party has a direct investment.

The address of the Firm's related and affiliated entities, including MRM Residential Holdings, LLC, is 308 E. Lancaster Avenue, Wynnewood, Pennsylvania 19096.

Mr. Landman is a Senior Advisor at CW Advisors, LLC (Boston, Massachusetts), and serves as an Emeritus Trustee of the Thomas Jefferson University Board of Trustees (Philadelphia, Pennsylvania).

## Item 5 – Additional Compensation

Mr. Landman does not receive compensation from any source outside of the Firm or an advisory affiliate for providing investment advisory services, although expenses may be reimbursed when providing services to businesses unrelated to the Firm, and Landman receives restricted stock in connection with services provided to ZETA.

## Item 6 – Supervision

William A. Landman and Richart T. Aljian are managers of the Firm and supervise one another. Senior personnel can be reached at 610.896.3000.

Part 2B of Form ADV: Brochure Supplement

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**MERION**  
**REALTY ADVISERS, LLC**

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RICHARD THOMAS ALJIAN

*June 18, 2024*

308 E. Lancaster Avenue  
Suite 300  
Wynnewood, Pennsylvania 19096-2145

Phone: 610.896.3047

Fax: 610.896.3353

Year of Birth: 1966

CRD Number: 2692622

**This brochure supplement provides information about Richard T. Aljian that supplements the Merion Realty Advisers, LLC firm brochure. You should have received a copy of that brochure. Please contact us at 610-896-3000 if you did not receive Merion Realty Advisers, LLC's brochure, or if you have any questions about the contents of this supplement.**

**Additional information about Richard T. Aljian is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

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## Item 2 – Educational Background and Business Experience

Formal Education after High School:

Villanova University (Villanova, PA), B.A. 1988

Business Background for Past 5 Years:

<u>Current Positions</u>	<u>Company</u>
<p>Manager/Executive Officer/Partner</p>	<p>Merion Realty Advisers, LLC (the “Firm”)                      Merion Realty Investment Partners, LLC                      Merion Realty Ventures, LLC                      (collectively “Merion Realty Partners”)</p>
<p>Shareholder/Executive Officer/                      Director/Member and/or Manager</p>	<p>Various affiliated general partner, limited partner or manager investment-related entities</p>

Mr. Aljian is a co-founding member of Merion Realty Partners and the Firm. As Manager of the Firm he oversees the real estate investment portfolio, including all asset management operations, research and due diligence, investment business plans, financing and exit strategies. In addition to real estate private fund assets managed by the Firm, Mr. Aljian manages over \$350 million in direct real estate acquisitions.

His other responsibilities include:

- 1) serving as a member of the Firm’s Investment Committee;
- 2) supervising employees who work for the Firm;
- 3) identifying joint venture relationships, as well as investment and business opportunities; and
- 4) serving as member of the board of directors or on committees of companies in which the Firm or related companies have substantial investments.

Prior to establishing the Firm, Mr. Aljian was employed at CMS Companies (an advisory affiliate) since 1995 where he had been instrumental in developing the joint venture and direct acquisition platform for multifamily, hospitality, medical office and retail asset classes for which CMS raised capital.

### Item 3 – Disciplinary Information

There is no disciplinary information relative to Mr. Aljian.

### Item 4 – Other Business Activities

See Item 2 above.

Mr. Aljian is a member and executive officer of MRM Residential Holdings, LLC which is the sole member of MRM Residential Management, LLC, known collectively as “Merion Residential”. These businesses are involved in property management.

The address of the Firm’s related and affiliated entities, including MRM Residential Holdings, LLC, is 308 E. Lancaster Avenue, Wynnewood, Pennsylvania 19096.

### Item 5 – Additional Compensation

Mr. Aljian will not receive compensation from any source outside of the Firm or an advisory affiliate for providing investment advisory services.

### Item 6 – Supervision

Richard Aljian and William A. Landman are managers of the Firm and supervise one another. Senior personnel can be reached at 610.896.3000.