

## FORM ADV

### UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

<b>Primary Business Name: APEX REAL ESTATE ADVISORS, LLC</b>	<b>CRD Number: 45098</b>
<b>ADV - Annual Amendment, Page 1</b>	<b>Rev. 11/2010</b>
<b>3/31/2011 10:37:18 AM</b>	

#### ADV Part 1A, Page 1

**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 3.

#### 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):  
APEX REAL ESTATE ADVISORS, LLC
- B. Name under which you primarily conduct your advisory business, if different from Item 1.A.  
APEX REAL ESTATE ADVISORS, LLC  
*List on Section 1.B. of Schedule D any additional names under which you conduct your advisory business.*
- C. If this filing is reporting a change in your legal name (Item 1.A.) or primary business name (Item 1.B.), enter the new name and specify whether the name change is of  
 your legal name or  your primary business name:
- D. If you are registered with the SEC as an investment adviser, your SEC file number: 801-
- E. If you have a number ("CRD Number") assigned by FINRA's CRD system or by the IARD system, your CRD number: 45098  
*If your firm does not have a CRD number, skip this Item 1.E. Do not provide the CRD number of one of your officers, employees, or affiliates.*

## FORM ADV

### UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

<b>Primary Business Name: APEX REAL ESTATE ADVISORS, LLC</b>	<b>CRD Number: 45098</b>
<b>ADV - Annual Amendment, Page 2</b>	<b>Rev. 11/2010</b>
<b>3/31/2011 10:37:18 AM</b>	

#### Item 1 Identifying Information (Continued)

- F. *Principal Office and Place of Business*
- (1) Address (do not use a P.O. Box):
- |  |                                  |
|--|----------------------------------|
| Number and Street 1:<br>32 WASHINGTON AVENUE | Number and Street 2:<br>SUITE B  |
| City:<br>POINT RICHMOND                      | State:<br>CA                     |
| Country:<br>UNITED STATES                    | ZIP+4/Postal Code:<br>94801-3923 |

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

List on Section 1.F. of Schedule D any office, other than your principal office and place of business, at which you conduct investment advisory business. If you are applying for registration, or are registered, with one or more state securities authorities, you must list all of your offices in the state or states to which you are applying for registration or with whom you are registered. If you are applying for registration, or are registered only, with the SEC, list the largest five offices in terms of numbers of employees.

(2) Days of week that you normally conduct business at your principal office and place of business:

Monday-Friday  Other:

Normal business hours at this location:

8:30 AM - 5:00 PM

(3) Telephone number at this location:

925-478-2800

(4) Facsimile number at this location:

925-403-7967

G. Mailing address, if different from your principal office and place of business address:

Number and Street 1:

6114 LA SALLE AVENUE

City:

OAKLAND

State:

CA

Number and Street 2:

#345

Country:

UNITED STATES

ZIP+4/Postal Code:

94611

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 1.F.:

Number and Street 1:

Number and Street 2:

City:

State:

Country:

ZIP+4/Postal Code:

## FORM ADV

### UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

**Primary Business Name: APEX REAL ESTATE ADVISORS, LLC**

**CRD Number: 45098**

**ADV - Annual Amendment, Page 3**

**Rev. 11/2010**

**3/31/2011 10:37:18 AM**

#### Item 1 Identifying Information (Continued)

I. Do you have World Wide Web site addresses?

**YES NO**

If "yes," list these addresses on Section 1.I. of Schedule D. If a web address serves as a portal through which to access other information you have published on the World Wide 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 addresses in response to this Item.

J. Contact *Employee*:

Name:

BRENT R. DONALDSON

Title:

MANAGING PRINCIPAL

Telephone Number:

925-478-2802

Facsimile Number:

925-403-7967

Number and Street 1:

32 WASHINGTON AVENUE

Number and Street 2:

SUITE B

City:

POINT RICHMOND

State:

CA

Country:

UNITED STATES

ZIP+4/Postal Code:

94801

Electronic mail (e-mail) address, if contact *employee* has one:

BDONALDONSON@APEXREADVISORS.COM

*The contact employee should be an employee whom you have authorized to receive information and respond to questions about this Form ADV.*

YES NO

- K. Do you maintain some or all of the books and records you are required to keep under Section 204 of the Advisers Act, or similar state law, somewhere other than your *principal office and place of business*?  YES  NO

*If "yes," complete Section 1.K. of Schedule D.*

YES NO

- L. Are you registered with a *foreign financial regulatory authority*?  YES  NO
- 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 1.L. of Schedule D.*

**FORM ADV****UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION****Primary Business Name: APEX REAL ESTATE ADVISORS, LLC****CRD Number: 45098****ADV - Annual Amendment, Page 4****Rev. 11/2010****3/31/2011 10:37:18 AM****Item 2 SEC Registration**

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

- A. To register (or remain registered) with the SEC, you must check at least one of the Items 2.A(1) through 2.A(11), 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(12). You:

(1) have *assets under management* of \$25 million (in U.S. dollars) or more;

*See Part 1A Instruction 2.a. to determine whether you should check this box.*

(2) have your *principal office and place of business* in Wyoming;

(3) have your *principal office and place of business* outside the United States;

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

*See Part 1A Instruction 2.b. to determine whether you should check this box.*

- (5) have been designated as a nationally recognized statistical rating organization;

*See Part 1A Instruction 2.c. to determine whether you should check this box.*

- (6) are a pension consultant that qualifies for the exemption in rule 203A-2(b);

*See Part 1A Instruction 2.d. to determine whether you should check this box.*

- (7) are relying on rule 203A-2(c) because you are an investment adviser 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;

*See Part 1A Instruction 2.e. to determine whether you should check this box. If you check this box, complete Section 2.A(7) of Schedule D.*

- (8) are a newly formed adviser relying on rule 203A-2(d) because you expect to be eligible for SEC registration within 120 days;

*See Part 1A Instruction 2.f. to determine whether you should check this box. If you check this box, complete Section 2.A(8) of Schedule D.*

## FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

**Primary Business Name: APEX REAL ESTATE ADVISORS, LLC**  
**ADV - Annual Amendment, Page 5**  
**3/31/2011 10:37:18 AM**

**CRD Number: 45098**  
**Rev. 11/2010**

### Item 2 SEC Registration (Continued)

- (9) are a multi-state adviser relying on rule 203A-2(e);

*See Part 1A Instruction 2.g. to determine whether you should check this box. If you check this box, complete Section 2.A(9) of Schedule D.*

- (10) are an Internet investment adviser relying on rule 203A-2(f);

*See Part 1A Instructions 2.h. to determine whether you should check this box.*

- (11) have received an SEC *order* exempting you from the prohibition against registration with the SEC;

*If you checked this box, complete Section 2.A(11) of Schedule D.*

- (12) are no longer eligible to remain registered with the SEC.

*See Part 1A Instructions 2.i. to determine whether you should check this box.*

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

<input type="checkbox"/> AL	<input type="checkbox"/> ID	<input type="checkbox"/> MO	<input type="checkbox"/> PA
<input type="checkbox"/> AK	<input type="checkbox"/> IL	<input type="checkbox"/> MT	<input type="checkbox"/> PR
<input type="checkbox"/> AZ	<input type="checkbox"/> IN	<input type="checkbox"/> NE	<input type="checkbox"/> RI
<input type="checkbox"/> AR	<input type="checkbox"/> IA	<input type="checkbox"/> NV	<input type="checkbox"/> SC
<input type="checkbox"/> CA	<input type="checkbox"/> KS	<input type="checkbox"/> NH	<input type="checkbox"/> SD
<input type="checkbox"/> CO	<input type="checkbox"/> KY	<input type="checkbox"/> NJ	<input type="checkbox"/> TN
<input type="checkbox"/> CT	<input type="checkbox"/> LA	<input type="checkbox"/> NM	<input type="checkbox"/> TX
<input type="checkbox"/> DE	<input type="checkbox"/> ME	<input type="checkbox"/> NY	<input type="checkbox"/> UT
<input type="checkbox"/> DC	<input type="checkbox"/> MD	<input type="checkbox"/> NC	<input type="checkbox"/> VT
<input type="checkbox"/> FL	<input type="checkbox"/> MA	<input type="checkbox"/> ND	<input type="checkbox"/> VI
<input type="checkbox"/> GA	<input type="checkbox"/> MI	<input type="checkbox"/> OH	<input type="checkbox"/> VA
<input type="checkbox"/> GU	<input type="checkbox"/> MN	<input type="checkbox"/> OK	<input type="checkbox"/> WA
<input type="checkbox"/> HI	<input type="checkbox"/> MS	<input type="checkbox"/> OR	<input type="checkbox"/> WV
			<input type="checkbox"/> WI

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

### Item 3 Form Of Organization

A. How are you organized?

- Corporation   
 Sole Proprietorship   
 Limited Liability Partnership (LLP)  
 Partnership   
 Limited Liability Company (LLC)   
 Other (specify):

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

## FORM ADV

### UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

**Primary Business Name: APEX REAL ESTATE ADVISORS, LLC**
**CRD Number: 45098**
**ADV - Annual Amendment, Page 6**
**Rev. 11/2010**
**3/31/2011 10:37:18 AM**
**Item 3 Form Of Organization (Continued)**

- B. In what month does your fiscal year end each year?  
December
- C. Under the laws of what state or country are you organized?  
State:      Country:  
Delaware    UNITED STATES

**Item 4 Successions**

- |  | <b>YES</b>            | <b>NO</b>                        |
|--|-----------------------|----------------------------------|
| A. Are you, at the time of this filing, succeeding to the business of a registered investment adviser?<br><i>If "yes," complete Item 4.B. and Section 4 of Schedule D.</i> | <input type="radio"/> | <input checked="" type="radio"/> |
| 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**

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

- A. Approximately how many *employees* do you have? Include full and part-time *employees* but do not include any clerical workers.
- |                                       |  |   |                              |                               |
|---------------------------------------|--|---|------------------------------|-------------------------------|
| <input checked="" type="radio"/> 1- 5 | <input type="radio"/> 6-10               | <input type="radio"/> 11-50                                   | <input type="radio"/> 51-250 | <input type="radio"/> 251-500 |
| <input type="radio"/> 501-1,000       | <input type="radio"/> More than<br>1,000 | If more than 1,000, how many?<br>(round to the nearest 1,000) |                              |                               |
- B.
- (1) Approximately how many of these *employees* perform investment advisory functions (including research)?
- |                                    |                                      |  |   |                              |
|------------------------------------|--------------------------------------|--|---|------------------------------|
| <input checked="" type="radio"/> 0 | <input checked="" type="radio"/> 1-5 | <input type="radio"/> 6-10               | <input type="radio"/> 11-50                                   | <input type="radio"/> 51-250 |
| <input type="radio"/> 251-500      | <input type="radio"/> 501-1,000      | <input type="radio"/> More than<br>1,000 | If more than 1,000, how many?<br>(round to the nearest 1,000) |                              |

(2) Approximately how many of these *employees* are registered representatives of a broker-dealer?

- 0     
  1-5     
  6-10     
  11-50     
  51-250  
 251-500     
  501-1,000     
  More than 1,000     
 If more than 1,000, how many?  
 (round to the nearest 1,000)

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

## FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

**Primary Business Name: APEX REAL ESTATE ADVISORS, LLC**

**CRD Number: 45098**

**ADV - Annual Amendment, Page 7**

**Rev. 11/2010**

**3/31/2011 10:37:18 AM**

### Item 5 Information About Your Advisory Business (Continued)

(3) Approximately how many firms or other *persons* solicit advisory *clients* on your behalf?

- 0     
  1-5     
  6-10     
  11-50     
  51-250  
 251-500     
  501-1,000     
  More than 1,000     
 If more than 1,000, how many?  
 (round to the nearest 1,000)

*In your response to Item 5.B(3), 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

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

- 0     
  1-10     
  11-25     
  26-100     
  101-250  
 251-500     
 More than 500     
 If more than 500, how many?  
 (round to the nearest 500)

D. What types of *clients* do you have? Indicate the approximate percentage that each type of *client* comprises of your total number of *clients*.

	None	Up to 10%	11-25%	26-50%	51-75%	More Than 75%
--	------	-----------	--------	--------	--------	---------------

- |   |                                  |                       |                       |                       |                       |                       |
|---|----------------------------------|-----------------------|-----------------------|-----------------------|-----------------------|-----------------------|
| (1) Individuals (other than <i>high net worth individuals</i> ) | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| (2) <i>High net worth individuals</i>                           | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |
| (3) Banking or thrift institutions                              | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> |

- |      |   |                                  |                       |                       |                       |                                  |                       |
|------|---|----------------------------------|-----------------------|-----------------------|-----------------------|----------------------------------|-----------------------|
| (4)  | Investment companies (including mutual funds)                   | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/>            | <input type="radio"/> |
| (5)  | Pension and profit sharing plans (other than plan participants) | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/>            | <input type="radio"/> |
| (6)  | Other pooled investment vehicles (e.g., hedge funds)            | <input type="radio"/>            | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input checked="" type="radio"/> | <input type="radio"/> |
| (7)  | Charitable organizations  | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/>            | <input type="radio"/> |
| (8)  | Corporations or other businesses not listed above               | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/>            | <input type="radio"/> |
| (9)  | State or municipal <i>government entities</i>                   | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/>            | <input type="radio"/> |
| (10) | Other:  | <input checked="" type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/> | <input type="radio"/>            | <input type="radio"/> |

The category "individuals" includes trusts, estates, 401(k) plans and IRAs of individuals and their family members, but does not include businesses organized as sole proprietorships.

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(4).

## FORM ADV

### UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

**Primary Business Name: APEX REAL ESTATE ADVISORS, LLC**

**CRD Number: 45098**

**ADV - Annual Amendment, Page 8**

**Rev. 11/2010**

**3/31/2011 10:37:18 AM**

#### Item 5 Information About Your Advisory Business (Continued)

##### Compensation Arrangements

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

- (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):

##### Assets Under Management

F. (1) Do you provide continuous and regular supervisory or management services to securities portfolios?

**YES NO**

(2) If yes, what is the amount of your assets under management and total number of accounts?

	U.S. Dollar Amount	Total Number of Accounts
Discretionary:	(a) \$ 2800000 .00	(d) 1
Non-Discretionary:	(b) \$ 0 .00	(e) 0
Total:	(c) \$ 2800000 .00	(f) 1

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

#### 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
- (4) Portfolio management for businesses or institutional *clients* (other than investment companies)
- (5) Pension consulting services
- (6) Selection of other advisers
- (7) Publication of periodicals or newsletters
- (8) Security ratings or pricing services
- (9) Market timing services
- (10) Other (specify):  
PROVIDE INVESTMENT ADVISORY SERVICES FOR REAL ESTATE AND REAL ESTATE SECURITIES

*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.*

## FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

<b>Primary Business Name: APEX REAL ESTATE ADVISORS, LLC</b>	<b>CRD Number: 45098</b>
<b>ADV - Annual Amendment, Page 9</b>	<b>Rev. 11/2010</b>
<b>3/31/2011 10:37:18 AM</b>	

#### **Item 5 Information About Your Advisory Business (Continued)**

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

- 0
  1-10
  11-25
  26-50
  51-100

- 101-250     
  251-500     
  More than 500     
 If more than 500, how many?  
 (round to the nearest 500)

I. 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.I(2) of Schedule D.*

*If your involvement in a wrap fee program is limited to recommending wrap fee programs to your clients, or you advise a mutual fund that is offered through a wrap fee program, do not check either Item 5.I(1) or 5.I(2).*

#### Item 6 Other Business Activities

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

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

- (1) Broker-dealer  
 (2) Registered representative of a broker-dealer  
 (3) Futures commission merchant, commodity pool operator, or commodity trading advisor  
 (4) Real estate broker, dealer, or agent  
 (5) Insurance broker or agent  
 (6) Bank (including a separately identifiable department or division of a bank)  
 (7) Other financial product salesperson (specify):

**YES NO**

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

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

*If "yes," describe this other business on Section 6.B. of Schedule D.*

**YES NO**

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

## FORM ADV

### UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

**Primary Business Name: APEX REAL ESTATE ADVISORS, LLC**

**CRD Number: 45098**

**ADV - Annual Amendment, Page 10**

**Rev. 11/2010**

**3/31/2011 10:37:18 AM**

#### Item 7 Financial Industry Affiliations

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*.

Item 7 requires you to provide information about you and your *related persons*. Your *related persons* are all of your *advisory affiliates* and any *related person* that is under common *control* with you.

A. You have a *related person* that is a (check all that apply):

- (1) broker-dealer, municipal securities dealer, or government securities broker or dealer
- (2) investment company (including mutual funds)
- (3) other investment adviser (including financial planners)
- (4) futures commission merchant, commodity pool operator, or commodity trading advisor
- (5) banking or thrift institution
- (6) accountant or accounting firm
- (7) lawyer or law firm
- (8) insurance company or agency
- (9) pension consultant
- (10) real estate broker or dealer
- (11) sponsor or syndicator of limited partnerships

*If you checked Items 7.A.(1) or (3), you must list on Section 7.A. of Schedule D all your related persons that are investment advisers, broker-dealers, municipal securities dealers, or government securities broker or dealers.*

**Yes No**

B. Are you or any *related person* a general partner in an *investment-related* limited partnership or manager of an *investment-related* limited liability company, or do you advise any other "private fund" as defined under SEC rule 203(b)(3)-1?

*If "yes," for each limited partnership or limited liability company, or (if applicable) private fund, complete Section 7.B. of Schedule D . If, however, you are an SEC-registered adviser and you have related persons that are SEC-registered advisers who are the general partners of limited partnerships or the managers of limited liability companies, you do not have to complete Section 7.B. of Schedule D with respect to those related advisers' limited partnerships or limited liability companies.*

*To use this alternative procedure, you must state in the Miscellaneous Section of Schedule D :(1) that you have related SEC-registered investment advisers that manage limited partnerships or limited liability companies that are not listed in Section 7.B. of Schedule D ; (2) that complete and accurate information about those limited partnerships or limited liability companies is available in Section 7.B. of Schedule D of the Form ADVs of your related SEC-registered advisers; and (3) whether your clients are solicited to invest in any of those limited partnerships or limited liability companies.*

### **Item 8 Participation or Interest in *Client* Transactions**

In this Item, we request information about your participation and interest in your *clients'* transactions. Like Item 7, this information identifies 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*.

## FORM ADV

### UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

**Primary Business Name: APEX REAL ESTATE ADVISORS, LLC**
**CRD Number: 45098**
**ADV - Annual Amendment, Page 11**
**Rev. 11/2010**
**3/31/2011 10:37:18 AM**

#### Item 8 Participation or Interest in *Client* Transactions (Continued)

##### Proprietary Interest in *Client* Transactions

- | A. Do you or any <i>related person</i> :  | Yes                   | No                               |
|---|-----------------------|----------------------------------|
| (1) buy securities for yourself from advisory <i>clients</i> , or sell securities you own to advisory <i>clients</i> (principal transactions)?  | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) buy or sell for yourself securities (other than shares of mutual funds) that you also recommend to advisory <i>clients</i> ?  | <input type="radio"/> | <input checked="" type="radio"/> |
| (3) recommend securities (or other investment products) to advisory <i>clients</i> in which you or any <i>related person</i> has some other proprietary (ownership) interest (other than those mentioned in Items 8.A(1) or (2))? | <input type="radio"/> | <input checked="" type="radio"/> |

##### Sales Interest in *Client* Transactions

- | B. Do you or any <i>related person</i> :   | Yes                   | No                               |
|--|-----------------------|----------------------------------|
| (1) as a broker-dealer or registered representative of a broker-dealer, execute securities trades for brokerage customers in which advisory <i>client</i> securities are sold to or bought from the brokerage customer (agency cross transactions)?        | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) recommend purchase of securities to advisory <i>clients</i> for which you or any <i>related person</i> serves as underwriter, general or managing partner, or purchaser representative?  | <input type="radio"/> | <input checked="" type="radio"/> |
| (3) recommend purchase or sale of securities to advisory <i>clients</i> for which you or any <i>related person</i> has any other sales interest (other than the receipt of sales commissions as a broker or registered representative of a broker-dealer)? | <input type="radio"/> | <input checked="" type="radio"/> |

##### Investment or Brokerage Discretion

- | C. Do you or any <i>related person</i> have <i>discretionary authority</i> to determine the:         | Yes                              | No                    |
|--|----------------------------------|-----------------------|
| (1) securities to be bought or sold for a <i>client's</i> account?                                   | <input checked="" type="radio"/> | <input type="radio"/> |
| (2) amount of securities to be bought or sold for a <i>client's</i> account?                         | <input checked="" type="radio"/> | <input type="radio"/> |
| (3) broker or dealer to be used for a purchase or sale of securities for a <i>client's</i> account?  | <input checked="" type="radio"/> | <input type="radio"/> |
| (4) commission rates to be paid to a broker or dealer for a <i>client's</i> securities transactions? | <input checked="" type="radio"/> | <input type="radio"/> |

## FORM ADV

### UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

**Primary Business Name: APEX REAL ESTATE ADVISORS, LLC**
**CRD Number: 45098**
**ADV - Annual Amendment, Page 12**
**Rev. 11/2010**

**3/31/2011 10:37:18 AM****Item 8 Participation or Interest in Client Transactions (Continued)**

- D. Do you or any *related person* recommend brokers or dealers to *clients*?
- E. Do you or any *related person* receive research or other products or services other than execution from a broker-dealer or a third party in connection with *client* securities transactions?
- F. Do you or any *related person*, directly or indirectly, compensate any *person* for *client* referrals?

*In responding to this Item 8.F., consider in your response all cash and non-cash compensation that you or a related person gave 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**

In this Item, we ask you whether you or a *related person* has *custody* of *client* assets and about your custodial practices.

- A. (1) Do you have *custody* of any advisory *clients*': **Yes No**
- (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 have custody solely because (i) you deduct your advisory fees directly from your clients' accounts, or (ii) a related person maintains client funds or securities as a qualified custodian 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 amount of *client* funds and securities and total number of *clients* for which you have *custody*:

U.S. Dollar Amount	Total Number of Clients
(a)\$	(b)

*If your related person serves as qualified custodian of client assets, do not include the amount of those assets and the number of those clients in your response to Item 9.A.(2). Instead, include that information in your response to Item 9.B.(2).*

- B. (1) Do any of your *related persons* have *custody* of any of your advisory *clients*': **Yes No**
- (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 amount of *client* funds and securities and total number of *clients* for which your related persons have *custody*:

U.S. Dollar Amount	Total Number of Clients
(a)\$ 2800000	(b) 1

C. If you or your *related persons* have *custody* of *client* funds or securities, check all the following that apply:

- (1) A qualified custodian(s) sends account statements at least quarterly to the investors in the pooled investment vehicle(s) you manage.
- (2) An independent public accountant audits annually the pooled investment vehicle(s) 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 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.

D. Do you or your *related persons* 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
- (2) your *related persons* act as qualified custodians

If you checked "yes" to Item 9.D.(2), list in Section 9.D. of Schedule D all your *related persons* that act as qualified custodians for your *clients* in connection with advisory services you provide to *clients* (you do not have to list broker-dealers already identified as qualified custodians in Section 7.A. of Schedule D).

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:

**Item 10 Control Persons**

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

**UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

If you are submitting an initial application, you must complete Schedule A and Schedule B.

<p>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, you must complete Schedule C.</p> <p><b>Primary Business Name: APEX REAL ESTATE ADVISORS, LLC</b></p> <p><b>ADV - Annual Amendment, Page 13</b></p> <p><b>3/31/2011 10:37:18 AM</b></p>	<p><b>CRD Number: 45098</b></p> <p><b>Rev. 11/2010</b></p>
--	--

**Item 11 Disclosure Information**

In this Item, we ask for information about your disciplinary history and the disciplinary history of all your *advisory affiliates*. We use this information to determine whether to grant your application for registration, to decide whether to revoke your registration or to place limitations on your activities as an investment adviser, and to identify potential problem areas to focus on during our on-site examinations. One event may result in "yes" answers to more than one of the questions below.

Your *advisory affiliates* are: (1) all of your current *employees* (other than *employees* performing only clerical, administrative, support or similar functions); (2) all of your officers, partners, or directors (or any *person* performing similar functions); and (3) all *persons* directly or indirectly *controlling* you or *controlled* by you. If you are a "separately identifiable department or division" (SID) of a bank, see the Glossary of Terms to determine who your *advisory affiliates* are.

*If you are registered or registering with the SEC, you may limit your disclosure of any event listed in Item 11 to ten years following the date of the event. If you are registered or registering with a state, you must respond to the questions as posed; you may, therefore, limit your disclosure to ten years following the date of an event only in responding to Items 11.A(1), 11.A(2), 11.B(1), 11.B(2), 11.D(4), and 11.H(1)(a). For purposes of calculating this ten-year period, the date of an event is the date the final order, judgment, or decree was entered, or the date any rights of appeal from preliminary orders, judgments, or decrees lapsed.*

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

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

- |  | <b>YES</b>            | <b>NO</b>                        |
|--|-----------------------|----------------------------------|
| A. In the past ten years, have you or any <i>advisory affiliate</i> :  |                       |                                  |
| (1) been convicted of or plead guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to any <i>felony</i> ? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) been <i>charged</i> with any <i>felony</i> ?   | <input type="radio"/> | <input checked="" type="radio"/> |

*If you are registered or registering with the SEC, you may limit your response to Item 11.A(2) to charges that are currently pending.*

- |  |                       |                                  |
|--|-----------------------|----------------------------------|
| B. In the past ten years, have you or any <i>advisory affiliate</i> :  |                       |                                  |
| (1) been convicted of or plead guilty or nolo contendere ("no contest") in a domestic, foreign, or military court to a <i>misdemeanor</i> involving: investments or an <i>investment-related</i> business, or any fraud, false statements, or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) been <i>charged</i> with a <i>misdemeanor</i> listed in 11.B(1)?   | <input type="radio"/> | <input checked="" type="radio"/> |

*If you are registered or registering with the SEC, you may limit your response to Item 11.B(2) to charges that are currently pending.*

**FORM ADV**

**UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION****Primary Business Name: APEX REAL ESTATE ADVISORS, LLC****CRD Number: 45098****ADV - Annual Amendment, Page 14****Rev. 11/2010****3/31/2011 10:37:18 AM****Item 11 Disclosure Information (Continued)**

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

- |   | <b>YES</b>                       | <b>NO</b>                        |
|---|----------------------------------|----------------------------------|
| C. Has the SEC or the Commodity Futures Trading Commission (CFTC) ever:   |                                  |                                  |
| (1) <i>found</i> you or any <i>advisory affiliate</i> to have made a false statement or omission?   | <input type="radio"/>            | <input checked="" type="radio"/> |
| (2) <i>found</i> you or any <i>advisory affiliate</i> to have been <i>involved</i> in a violation of SEC or CFTC regulations or statutes?   | <input type="radio"/>            | <input checked="" type="radio"/> |
| (3) <i>found</i> you or any <i>advisory affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?  | <input type="radio"/>            | <input checked="" type="radio"/> |
| (4) entered an <i>order</i> against you or any <i>advisory affiliate</i> in connection with <i>investment-related</i> activity?   | <input type="radio"/>            | <input checked="" type="radio"/> |
| (5) imposed a civil money penalty on you or any <i>advisory affiliate</i> , or <i>ordered</i> you or any <i>advisory affiliate</i> to cease and desist from any activity?   | <input type="radio"/>            | <input checked="" type="radio"/> |
| D. Has any other federal regulatory agency, any state regulatory agency, or any <i>foreign financial regulatory authority</i> :   |                                  |                                  |
| (1) ever <i>found</i> you or any <i>advisory affiliate</i> to have made a false statement or omission, or been dishonest, unfair, or unethical?   | <input type="radio"/>            | <input checked="" type="radio"/> |
| (2) ever <i>found</i> you or any <i>advisory affiliate</i> to have been <i>involved</i> in a violation of <i>investment-related</i> regulations or statutes?  | <input type="radio"/>            | <input checked="" type="radio"/> |
| (3) ever <i>found</i> you or any <i>advisory affiliate</i> to have been a cause of an <i>investment-related</i> business having its authorization to do business denied, suspended, revoked, or restricted?   | <input type="radio"/>            | <input checked="" type="radio"/> |
| (4) in the past ten years, entered an <i>order</i> against you or any <i>advisory affiliate</i> in connection with an <i>investment-related</i> activity?   | <input type="radio"/>            | <input checked="" type="radio"/> |
| (5) ever denied, suspended, or revoked your or any <i>advisory affiliate's</i> registration or license, or otherwise prevented you or any <i>advisory affiliate</i> , by <i>order</i> , from associating with an <i>investment-related</i> business or restricted your or any <i>advisory affiliate's</i> activity? | <input type="radio"/>            | <input checked="" type="radio"/> |
| E. Has any <i>self-regulatory organization</i> or commodities exchange ever:  |                                  |                                  |
| (1) <i>found</i> you or any <i>advisory affiliate</i> to have made a false statement or omission?   | <input type="radio"/>            | <input checked="" type="radio"/> |
| (2) <i>found</i> you or any <i>advisory affiliate</i> to have been <i>involved</i> in a violation of its rules (other than a violation designated as a " <i>minor rule violation</i> " under a plan approved by the SEC)?   | <input checked="" type="radio"/> | <input type="radio"/>            |

- (3) *found* you or any *advisory affiliate* to have been the cause of an *investment-related* business having its authorization to do business denied, suspended, revoked, or restricted?
- (4) disciplined you or any *advisory affiliate* by expelling or suspending you or the *advisory affiliate* from membership, barring or suspending you or the *advisory affiliate* from association with other members, or otherwise restricting your or the *advisory affiliate's* activities?

## FORM ADV

### UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

**Primary Business Name: APEX REAL ESTATE ADVISORS, LLC**

**CRD Number: 45098**

**ADV - Annual Amendment, Page 15**

**Rev. 11/2010**

**3/31/2011 10:37:18 AM**

#### Item 11 Disclosure Information (Continued)

- F. Has an authorization to act as an attorney, accountant, or federal contractor granted to you or any *advisory affiliate* ever been revoked or suspended?
- G. Are you or any *advisory affiliate* now the subject of any regulatory *proceeding* that could result in a "yes" answer to any part of Item 11.C., 11.D., or 11.E.?

For "yes" 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, <i>enjoined</i> you or any <i>advisory affiliate</i> in connection with any <i>investment-related</i> activity?   | <input type="radio"/> | <input checked="" type="radio"/> |
| (b) ever <i>found</i> that you or any <i>advisory affiliate</i> were <i>involved</i> in a violation of <i>investment-related</i> statutes or regulations?  | <input type="radio"/> | <input checked="" type="radio"/> |
| (c) ever dismissed, pursuant to a settlement agreement, an <i>investment-related</i> civil action brought against you or any <i>advisory affiliate</i> by a state or <i>foreign financial regulatory authority</i> ? | <input type="radio"/> | <input checked="" type="radio"/> |
| (2) Are you or any <i>advisory affiliate</i> now the subject of any civil <i>proceeding</i> that could result in a "yes" answer to any part of Item 11.H(1)?   | <input type="radio"/> | <input checked="" type="radio"/> |

#### Item 12 Small Businesses

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

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 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.

## FORM ADV

### UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

**Primary Business Name: APEX REAL ESTATE ADVISORS, LLC**  
**ADV - Annual Amendment, Page 16**  
**3/31/2011 10:37:18 AM**

**CRD Number: 45098**  
**Rev. 11/2010**

### Item 12 Small Businesses (Continued)

For purposes of this Item 12 only:

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

**YES NO**

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.*

B. Do you:

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

C. Are you:

- (1) *controlled* by or under common *control* with another investment adviser that had assets under management 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?

## FORM ADV

### UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

**Primary Business Name: APEX REAL ESTATE ADVISORS, LLC**  
**ADV - Annual Amendment, Part 1B, Page 1**  
**3/31/2011 10:37:18 AM**

**CRD Number: 45098**  
**Rev. 11/2010**

**You must complete this Part 1B only if you are applying for registration, or are registered, as an investment adviser with any of the *state securities authorities*.**

### Part 1B Item 1 - State Registration

Complete this Item 1 if you are submitting an initial application for state registration or requesting additional state registration(s). Check the boxes next to the states to which you are submitting this application. If you are already registered with at least one state and are applying for registration with an additional state or states, check the boxes next to the states in which you are applying for registration. Do not check the boxes next to the states in which you are currently registered or where you have an application for registration pending.

<input type="checkbox"/> AL	<input type="checkbox"/> ID	<input type="checkbox"/> MO	<input type="checkbox"/> PA
<input type="checkbox"/> AK	<input type="checkbox"/> IL	<input type="checkbox"/> MT	<input type="checkbox"/> PR
<input type="checkbox"/> AZ	<input type="checkbox"/> IN	<input type="checkbox"/> NE	<input type="checkbox"/> RI
<input type="checkbox"/> AR	<input type="checkbox"/> IA	<input type="checkbox"/> NV	<input type="checkbox"/> SC
<input checked="" type="checkbox"/> CA	<input type="checkbox"/> KS	<input type="checkbox"/> NH	<input type="checkbox"/> SD
<input type="checkbox"/> CO	<input type="checkbox"/> KY	<input type="checkbox"/> NJ	<input type="checkbox"/> TN
<input type="checkbox"/> CT	<input type="checkbox"/> LA	<input type="checkbox"/> NM	<input type="checkbox"/> TX
<input type="checkbox"/> DE	<input type="checkbox"/> ME	<input type="checkbox"/> NY	<input type="checkbox"/> UT
<input type="checkbox"/> DC	<input type="checkbox"/> MD	<input type="checkbox"/> NC	<input type="checkbox"/> VT
<input type="checkbox"/> FL	<input type="checkbox"/> MA	<input type="checkbox"/> ND	<input type="checkbox"/> VI
<input type="checkbox"/> GA	<input type="checkbox"/> MI	<input type="checkbox"/> OH	<input type="checkbox"/> VA
<input type="checkbox"/> GU	<input type="checkbox"/> MN	<input type="checkbox"/> OK	<input type="checkbox"/> WA
<input type="checkbox"/> HI	<input type="checkbox"/> MS	<input type="checkbox"/> OR	<input type="checkbox"/> WV
			<input type="checkbox"/> WI

### Part 1B Item 2 - Additional Information

A. Person responsible for supervision and compliance:

Name:

BRENT R. DONALDSON

Title:

MANAGING PRINCIPAL

Telephone:

925-478-2802

Fax:

925-403-7967

Number and Street 1:

32 WASHINGTON AVENUE

Number and Street 2:

SUITE B

City:

POINT RICHMOND

State:

CA

Country:

UNITED STATES

ZIP+4/Postal Code:

94801

Email address, if available:

BDONALDSON@APEXREADVISORS.COM

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

B. Bond/Capital Information, if required by your *home state*.

(1) Name of Issuing Insurance Company:

(2) Amount of Bond:

\$ .00

(3) Bond Policy Number:

Yes No

(4) If required by your home state, are you in compliance with your home state's minimum capital requirements?  

## FORM ADV

### UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: APEX REAL ESTATE ADVISORS, LLC

CRD Number: 45098

ADV - Annual Amendment, Part 1B, Page 2

Rev. 11/2010

3/31/2011 10:37:18 AM

#### Part 1B Item 2 - Additional Information (Continued)

	<b>Yes</b>	<b>No</b>
For "yes" answers to the following question, complete a Bond DRP.		
C. Has a bonding company ever denied, paid out on, or revoked a bond for you?	<input type="radio"/>	<input checked="" type="radio"/>
For "yes" answers to the following question, complete a Judgment/Lien DRP:		
D. Do you have any unsatisfied judgments or liens against you?	<input type="radio"/>	<input checked="" type="radio"/>
For "yes" answers to the following questions, complete an Arbitration DRP:		
E. Are you, any <i>advisory affiliate</i> , or any <i>management person</i> currently the subject of, or have you, any <i>advisory affiliate</i> , or any <i>management person</i> been the subject of, an arbitration claim alleging damages in excess of \$2,500, involving any of the following:		
(1) any investment or an <i>investment-related</i> business of activity?	<input type="radio"/>	<input checked="" type="radio"/>
(2) fraud, false statement, or omission?	<input type="radio"/>	<input checked="" type="radio"/>
(3) theft, embezzlement, or other wrongful taking of property?	<input type="radio"/>	<input checked="" type="radio"/>
(4) bribery, forgery, counterfeiting, or extortion?	<input type="radio"/>	<input checked="" type="radio"/>
(5) dishonest, unfair, or unethical practices?	<input type="radio"/>	<input checked="" type="radio"/>
For "yes" answers to the following questions, complete a Civil Judicial Action DRP:		
F. Are you, any <i>advisory affiliate</i> , or any <i>management person</i> currently subject to, or have you, any <i>advisory affiliate</i> , or any <i>management person</i> been found liable in, a civil, <i>self-regulatory organization</i> , or administrative <i>proceeding</i> involving any of the following:		
(1) an investment or <i>investment-related</i> business or activity?	<input checked="" type="radio"/>	<input type="radio"/>
(2) fraud, false statement, or omission?	<input type="radio"/>	<input checked="" type="radio"/>
(3) theft, embezzlement, or other wrongful taking of property?	<input type="radio"/>	<input checked="" type="radio"/>
(4) bribery, forgery, counterfeiting, or extortion?	<input type="radio"/>	<input checked="" type="radio"/>
(5) dishonest, unfair, or unethical practices?	<input type="radio"/>	<input checked="" type="radio"/>

## G. Other Business Activities

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

- Attorney
- Certified Public Accountant
- Tax Preparer

## FORM ADV

### UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

Primary Business Name: APEX REAL ESTATE ADVISORS, LLC

CRD Number: 45098

ADV - Annual Amendment, Part 1B, Page 3

Rev. 11/2010

3/31/2011 10:37:18 AM

**Part 1B Item 2 - Additional Information (Continued)**

(2) If you are actively engaged in any business other than those listed in Item 6.A of Part 1A or Item 2.G(1) of Part 1B, describe the business and the approximate amount of time spent on that business:

H. If you provide financial planning services, the investments made based on those services at the end of your last fiscal year totaled:

	Securities Investments	Non-Securities Investments
Under \$100,000	<input type="radio"/>	<input type="radio"/>
\$100,001 to \$500,000	<input type="radio"/>	<input type="radio"/>
\$500,001 to \$1,000,000	<input type="radio"/>	<input type="radio"/>
\$1,000,001 to \$2,500,000	<input type="radio"/>	<input type="radio"/>
\$2,500,001 to \$5,000,000	<input type="radio"/>	<input type="radio"/>
More than \$5,000,000	<input type="radio"/>	<input type="radio"/>

If securities investments are over \$5,000,000, how much? (round to the nearest \$1,000,000)

If non-securities investments are over \$5,000,000, how much? (round to the nearest \$1,000,000)

## I. Custody

- |   | Yes                   | No                               |
|---|-----------------------|----------------------------------|
| (1) Do you withdraw advisory fees directly from your <i>clients'</i> accounts? If you answered "yes", respond to the following:   | <input type="radio"/> | <input checked="" type="radio"/> |
| (a) Do you send a copy of your invoice to the custodian or trustee at the same time that you send a copy to the <i>client</i> ?   | <input type="radio"/> | <input checked="" type="radio"/> |
| (b) Does the custodian send quarterly statements to your <i>clients</i> showing all disbursements for the custodian account, including the amount of the advisory fees? | <input type="radio"/> | <input checked="" type="radio"/> |

- (c) Do your *clients* provide written authorization permitting you to be paid directly for their accounts held by the custodian or trustee?
- (2) Do you act as a general partner for any partnership or trustee for any trust in which your advisory *clients* are either partners of the partnership or beneficiaries of the trust? If you answered "yes", respond to the following:
- (a) As the general partner of a partnership, have you engaged an attorney or an independent certified public accountant to provide authority permitting each direct payment or any transfer of funds or securities from the partnership account?
- (3) Do you require the prepayment of fees of more than \$500 per *client* and for six months or more in advance?

**FORM ADV**  
**UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

**Primary Business Name: APEX REAL ESTATE ADVISORS, LLC**  
**ADV - Annual Amendment, Part 1B, Page 4**  
**3/31/2011 10:37:18 AM**

**CRD Number: 45098**  
**Rev. 11/2010**

**Part 1B Item 2 - Additional Information (Continued)**

- |   | Yes                   | No                    |
|---|-----------------------|-----------------------|
| J. If you are organized as a sole proprietorship, please answer the following:  |                       |                       |
| (1) (a) Have you passed, on or after January 1, 2000, the Series 65 examination?  | <input type="radio"/> | <input type="radio"/> |
| (b) Have you passed, on or after January 1, 2000, the Series 66 examination and also passed, at any time, the Series 7 examination? | <input type="radio"/> | <input type="radio"/> |
| (2) (a) Do you have any investment advisory professional designations?<br><i>If "no", you do not need to answer Item 2.J(2)(b).</i> | <input type="radio"/> | <input type="radio"/> |
| (b) I have earned and I am in good standing with the organization that issued the following credential:                             |                       |                       |
| <input type="checkbox"/> Certified Financial Planner ("CFP")  |                       |                       |
| <input type="checkbox"/> Chartered Financial Analyst ("CFA")  |                       |                       |
| <input type="checkbox"/> Chartered Financial Consultant ("ChFC")  |                       |                       |
| <input type="checkbox"/> Chartered Investment Counselor ("CIC")   |                       |                       |
| <input type="checkbox"/> Personal Financial Specialist ("PFS")  |                       |                       |
| <input type="checkbox"/> None of the above  |                       |                       |
| (3) Your Social Security Number:  |                       |                       |

**FORM ADV**  
**UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

**Primary Business Name: APEX REAL ESTATE ADVISORS, LLC**  
**ADV-Annual Amendment, Part 2**  
**3/31/2011 10:37:18 AM**

**CRD Number: 45098**  
**Rev. 11/2010**

Amend, retire or file new brochures:

Brochure ID	Brochure Name	Brochure Type(s)
46795	APES REAL ESTATE ADVISORS/ADVISORY SERVICES	Other
10074	APEX REAL ESTATE ADVISORS PART II ADV	Other

## FORM ADV

### UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

**Primary Business Name: APEX REAL ESTATE ADVISORS, LLC****CRD Number: 45098****ADV - Annual Amendment, SCHEDULE A****Rev. 11/2010****3/31/2011 10:37:18 AM****Form ADV, Schedule A****Direct Owners and Executive Officers**

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

3. Do you have any indirect owners to be reported on Schedule B?  Yes  No
4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner or executive officer is an individual.
5. Complete the Title or Status column by entering board/management titles; status as partner, trustee, sole proprietor, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
6. Ownership codes are:
- |                          |                           |                           |
|--------------------------|---------------------------|---------------------------|
| NA - less than 5%        | B - 10% but less than 25% | D - 50% but less than 75% |
| A - 5% but less than 10% | C - 25% but less than 50% | E - 75% or more           |
7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
- (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
- (c) Complete each column.

FULL LEGAL NAME (Individuals: Last Name, First Name, Middle Name)	DE/FE/I	Title or Status	Date Title or Status Acquired MM/YYYY	Ownership Code	<i>Control Person</i>	PR	CRD No. If None: S.S. No. and Date of Birth, IRS Tax No., or Employer ID No.
DONALDSON, BRENT ROY	I	PRESIDENT AND CEO	11/1997	D	Y	N	558-92-7616
BROWN, ARNOLD, ELLIS	DE	PRINCIPAL AND CFO	02/2008	C	Y	N	269-46-7795

## FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

<b>Primary Business Name: APEX REAL ESTATE ADVISORS, LLC</b>	<b>CRD Number: 45098</b>
<b>ADV - Annual Amendment, SCHEDULE B</b>	<b>Rev. 11/2010</b>
<b>3/31/2011 10:37:18 AM</b>	

### Form ADV, Schedule B

#### Indirect Owners

- 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.
- Indirect Owners. With respect to each owner listed on Schedule A (except individual owners), list below:

- (a) in the case of an owner that is a corporation, each of its shareholders that beneficially owns, has the right to vote, or has the power to sell or direct the sale of, 25% or more of a class of a voting security of that corporation;

For purposes of this Schedule, a *person* beneficially owns any securities: (i) owned by his/her child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law, sharing the same residence; or (ii) that he/she has the right to acquire, within 60 days, through the exercise of any option, warrant, or right to purchase the security.

- (b) in the case of an owner that is a partnership, all general partners and those limited and special partners that have the right to receive upon dissolution, or have contributed, 25% or more of the partnership's capital;
- (c) in the case of an owner that is a trust, the trust and each trustee; and
- (d) in the case of an owner that is a limited liability company ("LLC"), (i) those members that have the right to receive upon dissolution, or have contributed, 25% or more of the LLC's capital, and (ii) if managed by elected managers, all elected managers.
3. Continue up the chain of ownership listing all 25% owners at each level. Once a public reporting company (a company subject to Sections 12 or 15(d) of the Exchange Act) is reached, no further ownership information need be given.
4. In the DE/FE/I column below, enter "DE" if the owner is a domestic entity, "FE" if the owner is an entity incorporated or domiciled in a foreign country, or "I" if the owner is an individual.
5. Complete the Status column by entering the owner's status as partner, trustee, elected manager, shareholder, or member; and for shareholders or members, the class of securities owned (if more than one is issued).
6. Ownership codes are:
- |                           |  |
|---------------------------|--|
| C - 25% but less than 50% | E - 75% or more  |
| D - 50% but less than 75% | F - Other (general partner, trustee, or elected manager) |
7. (a) In the *Control Person* column, enter "Yes" if the *person* has *control* as defined in the Glossary of Terms to Form ADV, and enter "No" if the *person* does not have *control*. Note that under this definition, most executive officers and all 25% owners, general partners, elected managers, and trustees are *control persons*.
- (b) In the PR column, enter "PR" if the owner is a public reporting company under Sections 12 or 15(d) of the Exchange Act.
- (c) Complete each column.

No Indirect Owner Information Filed

## FORM ADV

### UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

**Primary Business Name: APEX REAL ESTATE ADVISORS, LLC**

**CRD Number: 45098**

**ADV - Annual Amendment, SCHEDULE C**

**Rev. 11/2010**

**3/31/2011 10:37:18 AM**

**Form ADV, Schedule C**

**Amendments to Schedules A and B**

- Use Schedule C only to amend information requested on either Schedule A or Schedule B. Refer to Schedule A and Schedule B for specific instructions for completing this Schedule C. Complete each column.
- In the Type of Amendment column, indicate "A" (addition), "D" (deletion), or "C" (change in information about the same *person*).
- Ownership codes are:

NA - less than 5%	C - 25% but less than 50%	G - Other (general partner, trustee, or elected member)
A - 5% but less than 10%	D - 50% but less than 75%	
B - 10% but less than 25%	E - 75% or more	
- List below all changes to Schedule A (Direct Owners and Executive Officers):

No Changes to Direct Owner / Executive Officer Information Filed

- List below all changes to Schedule B (Indirect Owners):

No Changes to Indirect Owner Information Filed

**FORM ADV****UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION****Primary Business Name: APEX REAL ESTATE ADVISORS, LLC****CRD Number: 45098****ADV - Annual Amendment, SCHEDULE D Page 1****Rev. 11/2010****3/31/2011 10:37:18 AM****Form ADV, Schedule D Page 1**

Certain items in Part 1A of Form ADV require additional information on Schedule D. Use this Schedule D Page 1 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

**Section 1.B. Other Business Names**

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

No Information Filed

**Section 1.F. Other Offices**

Complete the following information for each office, other than your *principal office and place of business*, at which you conduct investment advisory business. You must complete a separate Schedule D Page 1 for each location. If you are applying for registration, or are registered, only with the SEC, list only the largest five (in terms of numbers of *employees*).

No Information Filed

**Section 1.I. World Wide Web Site Addresses**

List your World Wide Web site addresses. You must complete a separate Schedule D for each World Wide Web site address.

World Wide Web Site Address: WWW.APEXREALESTATEADVISORS.COM

**Section 1.K. Locations of Books and Records**

Complete the following information for each location at which you keep your books and records, other than your *principal office and place of business*. You must complete a separate Schedule D Page 1 for each location.

No Information Filed

## FORM ADV

### UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

**Primary Business Name: APEX REAL ESTATE ADVISORS, LLC**

**CRD Number: 45098**

**ADV - Annual Amendment, SCHEDULE D, Page 2**

**Rev. 11/2010**

**3/31/2011 10:37:18 AM**

**Form ADV, Schedule D Page 2**

Use this Schedule D Page 2 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

**Section 1.L. Registration with *Foreign Financial Regulatory Authorities***

List the name, in English, of each *foreign financial regulatory authority* and country with which you are registered. You must complete a separate Schedule D Page 2 for each *foreign financial regulatory authority* with whom you are registered.

No Information Filed

**Section 2.A(7) Affiliated Adviser**

No Information Filed

**Section 2.A(8) Newly Formed Adviser**

If you are relying on rule 203A-2(d), 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(9) Multi-State Adviser

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

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

- I have reviewed the applicable state and federal laws and have concluded that I am required by the laws of 30 or more states to register as an investment adviser with the securities authorities in those states.
- I undertake to withdraw from SEC registration if I file an amendment to this registration indicating that I would be required by the laws of fewer than 25 states to register as an investment adviser with the 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 25 states to register as an investment adviser with the securities authorities in those states.

## FORM ADV

### UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

**Primary Business Name: APEX REAL ESTATE ADVISORS, LLC**

**CRD Number: 45098**

**ADV - Annual Amendment, SCHEDULE D, Page 3**

**Rev. 11/2010**

**3/31/2011 10:37:18 AM**

#### Form ADV, Schedule D Page 3

Use this Schedule D Page 3 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

#### Section 2.A(11) SEC Exemptive Order

No Information Filed

**Section 4 Successions**

Complete the following information if you are succeeding to the business of a currently-registered investment adviser. If you acquired more than one firm in the succession you are reporting on this Form ADV, you must complete a separate Schedule D Page 3 for each acquired firm. See Part 1A Instruction 4.

No Information Filed

**Section 5.I(2) Wrap Fee Programs**

If you are a portfolio manager for one or more *wrap fee programs*, list the name of each program and its *sponsor*. You must complete a separate Schedule D Page 3 for each *wrap fee program* for which you are a portfolio manager.

No Information Filed

**Section 6.B. Description of Primary Business**

Describe your primary business (not your investment advisory business):  
REAL ESTATE INVESTMENT ADVICE AND MANAGEMENT

**Section 7.A. Affiliated Investment Advisers and Broker-Dealers**

No Information Filed

**FORM ADV****UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

**Primary Business Name: APEX REAL ESTATE ADVISORS, LLC**

**CRD Number: 45098**

**ADV - Annual Amendment, SCHEDULE D, Page 4**

**Rev. 11/2010**

**3/31/2011 10:37:18 AM**

**Form ADV, Schedule D Page 4**

Use this Schedule D Page 4 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

**Section 7.B. Limited Partnership Participation or Other Private Fund Participation**

You must complete a separate Schedule D Page 4 for each limited partnership in which you or a *related person* is a general partner, each limited liability company for which you or a *related person* is a manager, and each other private fund that you advise.

Name of Limited Partnership, Limited Liability Company, or other Private Fund:

APEX OP GP, LLC

Name of General Partner or Manager:

APEX HIGH YIELD REAL ESTATE

If you are registered or registering with the SEC, is this a "private fund" as defined under SEC rule 203(b)(3)-1?  Yes  No

Are your *clients* solicited to invest in the limited partnership, limited liability company, or other private fund?  Yes  No

Approximately what percentage of your *clients* have invested in this limited partnership, limited liability company, or other private fund?

0 %

Minimum investment commitment required of a limited partner, member, or other investor:

\$ 20000

Current value of the total assets of the limited partnership, limited liability company, or other private fund:

\$ 2800000

#### Section 9.C. Independent Public Accountant

No Information Filed

#### Section 9.D. Related Person Qualified Custodian

No Information Filed

#### Section 10 Control Persons

You must complete a separate Schedule D Page 4 for each *control person* not named in Item 1.A. or Schedules A, B, or C that directly or indirectly *controls* your management or policies.

No Information Filed

## FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

**Primary Business Name: APEX REAL ESTATE ADVISORS, LLC**

**CRD Number: 45098**

**ADV - Annual Amendment, SCHEDULE D, Page 5**

**Rev. 11/2010**

**3/31/2011 10:37:18 AM**

**Form ADV, Schedule D Page 5**

Use this Schedule D Page 5 to report details for items listed below. Report only new information or changes/updates to previously submitted information. Do not repeat previously submitted information.

**Schedule D - Miscellaneous**

You may use the space below to explain a response to an Item or to provide any other information.

No Information Filed

## FORM ADV UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION

**Primary Business Name: APEX REAL ESTATE ADVISORS, LLC**

**CRD Number: 45098**

**ADV - Annual Amendment, DRP Pages**

**Rev. 11/2010**

**3/31/2011 10:37:18 AM**

### CRIMINAL DISCLOSURE REPORTING PAGE (ADV)

No Information Filed

### REGULATORY ACTION DISCLOSURE REPORTING PAGE (ADV)

#### GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an  INITIAL **OR**  AMENDED response used to report details for affirmative responses to Items 11.C., 11.D., 11.E., 11.F. or 11.G. of Form ADV.

Check item(s) being responded to:

<i>Regulatory Action</i>			
<input type="checkbox"/> 11.C(1)	<input type="checkbox"/> 11.C(5)	<input type="checkbox"/> 11.D(4)	<input type="checkbox"/> 11.E(3)
<input type="checkbox"/> 11.C(2)	<input type="checkbox"/> 11.D(1)	<input type="checkbox"/> 11.D(5)	<input type="checkbox"/> 11.E(4)
<input type="checkbox"/> 11.C(3)	<input type="checkbox"/> 11.D(2)	<input type="checkbox"/> 11.E(1)	<input type="checkbox"/> 11.F
<input type="checkbox"/> 11.C(4)	<input type="checkbox"/> 11.D(3)	<input checked="" type="checkbox"/> 11.E(2)	<input type="checkbox"/> 11.G

Use a separate DRP for each event or *proceeding*. The same event or *proceeding* may be reported for more than one *person* or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Items 11.C., 11.D., 11.E., 11.F. or 11.G. Use only one DRP to report details related to the same event. If an event gives rise to actions by more than one regulator, provide details to each action on a separate DRP.

#### PART I

A. The *person(s)* or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your *advisory affiliates*

- One or more of your *advisory affiliates*

If this DRP is being filed for an *advisory affiliate*, give the full name of the *advisory affiliate* below (for individuals, Last name, First name, Middle name).

If the *advisory affiliate* has a *CRD* number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE	
CRD Number:	<u>8436</u> This <i>advisory affiliate</i> is <input checked="" type="radio"/> a Firm <input type="radio"/> an Individual
Registered:	<input type="radio"/> Yes <input checked="" type="radio"/> No
Name:	LIQUIDITY FINANCIAL ADVISORS, LLC (For individuals, Last, First, Middle)

This DRP should be removed from the ADV record because the *advisory affiliate(s)* is no longer associated with the adviser.

This DRP should be removed from the ADV record because: (1) the event or *proceeding* occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or *advisory affiliate's* favor.

If you are registered or registering with a *state securities authority*, you may remove a DRP for an event you reported only in response to Item 11.D(4), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

B. If the *advisory affiliate* is registered through the IARD system or *CRD* system, has the *advisory affiliate* submitted a DRP (with Form ADV, BD or U-4) to the IARD or *CRD* for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes  No

**NOTE:** The completion of this form does not relieve the *advisory affiliate* of its obligation to update its IARD or *CRD* records.

## PART II

1. Regulatory Action initiated by:

SEC  Other Federal  State  SRO  Foreign

(Full name of regulator, *foreign financial regulatory authority*, federal, state, or SRO)

2. Principal Sanction:

Other Sanctions:

3. Date Initiated (MM/DD/YYYY):

Exact  Explanation

If not exact, provide explanation:

4. Docket/Case Number:

5. *Advisory Affiliate* Employing Firm when activity occurred which led to the regulatory action (if applicable):

6. Principal Product Type:

Other Product Types:

7. Describe the allegations related to this regulatory action (your response must fit within the space provided):

8. Current status ?  Pending  On Appeal  Final

9. If on appeal, regulatory action appealed to (SEC, SRO, Federal or State Court) and Date Appeal Filed:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 13 only.

10. How was matter resolved:

11. Resolution Date (MM/DD/YYYY):

Exact  Explanation

If not exact, provide explanation:

12. Resolution Detail:

A. Were any of the following Sanctions *Ordered* (check all appropriate items)?

Monetary/Fine Amount:\$

Revocation/Expulsion/Denial

Censure

Bar

Disgorgement/Restitution

Cease and Desist/Injunction

Suspension

B. Other Sanctions *Ordered*:

Sanction detail: if suspended, *enjoined* or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied.

If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an *advisory affiliate*, date paid and if any portion of penalty was waived:

13. Provide a brief summary of details related to the action status and (or) disposition and include relevant terms, conditions and dates (your response must fit within the space provided.)

### CIVIL JUDICIAL ACTION DISCLOSURE REPORTING PAGE (ADV)

#### GENERAL INSTRUCTIONS

This Disclosure Reporting Page (DRP ADV) is an  INITIAL **OR**  AMENDED response used to report details for affirmative responses to Item 11.H. of Part 1A and Item 2.F. of Part 1B of Form ADV.

Check Part 1A item(s) being responded to:

Civil Judicial			
<input type="checkbox"/> 11.H(1)(a)	<input type="checkbox"/> 11.H(1)(b)	<input type="checkbox"/> 11.H(1)(c)	<input type="checkbox"/> 11.H(2)

Check Part 1B item(s) being responded to:

Civil Judicial				
<input checked="" type="checkbox"/> 2.F(1)	<input type="checkbox"/> 2.F(2)	<input type="checkbox"/> 2.F(3)	<input type="checkbox"/> 2.F(4)	<input type="checkbox"/> 2.F(5)

Use a separate DRP for each event or *proceeding*. The same event or *proceeding* may be reported for more than one *person* or entity using one DRP. File with a completed Execution Page.

One event may result in more than one affirmative answer to Item 11.H. of Part 1A or Item 2.F. of Part 1B. Use only one DRP to report details related to the same event. Unrelated civil judicial actions must be reported on separate DRPs.

#### PART I

A. The *person(s)* or entity(ies) for whom this DRP is being filed is (are):

- You (the advisory firm)
- You and one or more of your *advisory affiliates*
- One or more of your *advisory affiliates*

If this DRP is being filed for an *advisory affiliate*, give the full name of the *advisory affiliate* below (for individuals, Last name, First name, Middle name).

If the *advisory affiliate* has a CRD number, provide that number. If not, indicate "non-registered" by checking the appropriate box.

ADV DRP - ADVISORY AFFILIATE

No Information Filed

This DRP should be removed from the ADV record because the *advisory affiliate(s)* is no longer associated with the adviser.

This DRP should be removed from the ADV record because: (1) the event or *proceeding* occurred more than ten years ago or (2) the adviser is registered or applying for registration with the SEC and the event was resolved in the adviser's or advisory affiliate's favor.

If you are registered or registering with a *state securities authority*, you may remove a DRP for an event you reported only in response to Item 11.H(1)(a), and only if that event occurred more than ten years ago. If you are registered or registering with the SEC, you may remove a DRP for any event listed in Item 11 that occurred more than ten years ago.

B. If the *advisory affiliate* is registered through the IARD system or *CRD* system, has the *advisory affiliate* submitted a DRP (with Form ADV, BD, or U-4) to the IARD or *CRD* for the event? If the answer is "Yes," no other information on this DRP must be provided.

Yes  No

NOTE: The completion of this form does not relieve the *advisory affiliate* of its obligation to update its IARD or *CRD* records.

## PART II

1. Court Action initiated by: (Name of regulator, *foreign financial regulatory authority*, *SRO*, commodities exchange, agency, firm, private plaintiff, etc.)  
NATIONAL ASSOCIATION OF SECURITIES DEALERS, INC.

2. Principal Relief Sought:  
Civil Penalty(ies)/Fine(s)

Other Relief Sought:  
CENSURE

3. Filing Date of Court Action (MM/DD/YYYY):  
05/15/1991  Exact  Explanation  
If not exact, provide explanation:

4. Principal Product Type:  
Other  
Other Product Types:  
LIMITED PARTNERSHIP INTERESTS

5. Formal Action was brought in (include name of Federal, State or Foreign Court, Location of Court - City or County and State or Country, Docket/Case Number):  
BRENT DONALDSON-COMPLAINT NUMBER C01919917 COMPLAINANT: DISTRICT BUSINESS CONDUCT COMMITTEE 425 CALIFORNIA STREET, SUITE 1400 SAN FRANCISCO, CA 94104

6. *Advisory Affiliate* Employing Firm when activity occurred which led to the civil judicial action (if applicable):

7. Describe the allegations related to this civil action (your response must fit within the space provided):

A COMPLAINT ENTITLED DISTRICT BUSINESS CONDUCT ITEM COMMITTEE VS LIQUIDITY FUND INVESTMENT CORPORATION, BROUGHT IN BY THE NATIONAL ASSOCIATION OF SECURITIES DEALERS ALLEGING THAT LFIC BOUGHT AND SOLD LIMITED PARTNERSHIP INTERESTS IN THE SECONDARY MARKET FROM OR TO UNAFFILIATED PARTIES SUBJECT TO MARK-UPS OR MARK-DOWNS IN EXCESS OF THE ASSOCIATION'S GUIDELINES.

8. Current Status?  Pending  On Appeal  Final

9. If on appeal, action appealed to (provide name of court) and Date Appeal Filed (MM/DD/YYYY):

10. If pending, date notice/process was served (MM/DD/YYYY):

Exact  Explanation

If not exact, provide explanation:

If Final or On Appeal, complete all items below. For Pending Actions, complete Item 14 only.

11. How was matter resolved:

Settled

12. Resolution Date (MM/DD/YYYY):

01/03/1992  Exact  Explanation

If not exact, provide explanation:

13. Resolution Detail:

A. Were any of the following Sanctions Ordered or Relief Granted (check appropriate items)?

Monetary/Fine Amount:\$ 7500

Revocation/Expulsion/Denial

Disgorgement/Restitution

Censure

Cease and Desist/Injunction

Bar

Suspension

B. Other Sanctions:

C. Sanction detail: if suspended, *enjoined* or barred, provide duration including start date and capacities affected (General Securities Principal, Financial Operations Principal, etc.). If requalification by exam/retraining was a condition of the sanction, provide length of time given to requalify/retrain, type of exam required and whether condition has been satisfied. If disposition resulted in a fine, penalty, restitution, disgorgement or monetary compensation, provide total amount, portion levied against you or an *advisory affiliate*, date paid and if any portion of penalty was waived:

PAID IN FULL MARCH 9, 1992

14. Provide a brief summary of circumstances related to the action(s), allegation(s), disposition(s) and/or finding(s) disclosed above (your response must fit within the space provided)

A COMPLAINT ENTITLED DISTRICT BUSINESS CONDUCT ITEM COMMITTEE VS. LIQUIDITY FUND INVESTMENT CORPORATION (LFIC), BRENT DONALDSON-COMPLAINT NO. C01919917, FILED ON MAY 15, 1991, BY THE NATIONAL ASSOCIATION OF SECURITIES DEALERS, INC. (THE ASSOCIATION) ALLEGED THAT LFIC BOUGHT AND SOLD LIMITED PARTNERSHIP INTERESTS IN THE SECONDARY MARKET FROM OR TO UNAFFILIATED PARTIES SUBJECT TO MARK-UPS OR MARK-DOWNS IN EXCESS OF THE ASSOCIATION'S GUIDELINES. LFIC CONTESTED THE COMPLAINT ASSERTING THE ASSOCIATION FAILED TO CONSIDER THE EXTRAORDINARY EXPENSES INVOLVED IN THE TRADING OF THAT TYPE OF SECURITY. PRIOR TO THE COMPLETION OF A HEARING ON THE MATTER, LFIC SUBMITTED AN OFFER OF SETTLEMENT WITHOUT ADMITTING OR DENYING THE ASSOCIATION'S ALLEGATIONS. ON JANUARY 3, 1992. THE ASSOCIATION ISSUED A DECISION AND ORDER OF ACCEPTANCE OF RESPONDENTS' OFFER OF SETTLEMENT (THE ORDER) IN THE MATTER. THE ORDER INCLUDED FINDINGS THAT LFIC AND BRENT DONALDSON VIOLATED ARTICLE III, SECTIONS 1 AND 4 OF THE ASSOCIATION'S RULES OF FAIR PRACTICE CONCERNING MARK-UPS AND MARK-DOWNS OF LIMITED PARTNERSHIP INTERESTS IN CERTAIN TRANSACTIONS CONDUCTED FOR MR. DONALDSON'S FIRM, LFIC. MR. DONALDSON AGREED TO A CENSURE AND A FINE OF \$7,500. NO OTHER SANCTIONS WERE IMPOSED. SUCH TRANSACTIONS DID NOT INVOLVE LFIC OR DONALDSON'S INVESTMENT FUND OPERATIONS OR ADVISED CLIENTS.

**Bond DRPs**

No Information Filed

**Judgment/Lien DRPs**

No Information Filed

**Arbitration DRPs**

No Information Filed

**FORM ADV**

**UNIFORM APPLICATION FOR INVESTMENT ADVISER REGISTRATION**

**Primary Business Name: APEX REAL ESTATE ADVISORS, LLC**

**CRD Number: 45098**

**ADV - Annual Amendment, Execution Pages**

**Rev. 11/2010**

**3/31/2011 10:37:18 AM**

**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 application for SEC registration and all amendments to registration.

**Appointment of Agent for Service of Process**

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the Secretary of State or other legally designated officer, of the state in which you maintain your *principal office and place of business* and any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, *order instituting proceedings*, demand for arbitration, or other process or papers, and you

further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding* or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of the state in which you maintain your *principal office and place of business* or of any state in which you are submitting a *notice filing*.

## Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having custody or possession of these books and records to make them available to federal and state regulatory representatives.

Signature:	Date: MM/DD/YYYY
BRENT DONALDSON	03/31/2011
Printed Name:	Title:
BRENT DONALDSON	PRINCIPAL
Adviser CRD Number:	
45098	

## **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 application for SEC registration and all amendments to registration.

### 1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint each of the Secretary of the SEC, and the Secretary of State or other legally designated officer, of any other state in which you are submitting a *notice filing*, as your agents to receive service, and agree that such *persons* may accept service on your behalf, of any notice, subpoena, summons, *order instituting proceedings*, demand for arbitration, or other process or papers, and you further agree that such service may be made by registered or certified mail, in any federal or state action, administrative *proceeding* or arbitration brought against you in any place subject to the jurisdiction of the United States, if the action, *proceeding*, or arbitration (a) arises out of any activity in connection with your investment advisory business that is subject to the jurisdiction of the United States, and (b) is *founded*, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these acts, or (ii) the laws of any state in which you are submitting a *notice filing*.

## 2. Appointment and Consent: Effect on Partnerships

If you are organized as a partnership, this irrevocable power of attorney and consent to service of process will continue in effect if any partner withdraws from or is admitted to the partnership, provided that the admission or withdrawal does not create a new partnership. If the partnership dissolves, this irrevocable power of attorney and consent shall be in effect for any action brought against you or any of your former partners.

## 3. *Non-Resident* Investment Adviser Undertaking Regarding Books and Records

By signing this Form ADV, you also agree to provide, at your own expense, to the U.S. Securities and Exchange Commission at its principal office in Washington D.C., at any Regional or District Office of the Commission, or at any one of its offices in the United States, as specified by the Commission, correct, current, and complete copies of any or all records that you are required to maintain under Rule 204-2 under the Investment Advisers Act of 1940. This undertaking shall be binding upon you, your heirs, successors and assigns, and any *person* subject to your written irrevocable consents or powers of attorney or any of your general partners and *managing agents*.

### Signature

I, the undersigned, sign this Form ADV on behalf of, and with the authority of, the *non-resident* investment adviser. The investment adviser and I both certify, under penalty of perjury under the laws of the United States of America, that the information and statements made in this ADV, including exhibits and any other information submitted, are true and correct, and that I am signing this Form ADV Execution Page as a free and voluntary act.

I certify that the adviser's books and records will be preserved and available for inspection as required by law. Finally, I authorize any *person* having custody or possession of these books and records to make them available to federal and state regulatory representatives.

Signature: \_\_\_\_\_ Date: MM/DD/YYYY

Printed Name: \_\_\_\_\_ Title: \_\_\_\_\_

Adviser *CRD* Number:  
45098

### **State Registered 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 application for state registration and all amendments to registration.

## 1. Appointment of Agent for Service of Process

By signing this Form ADV Execution Page, you, the undersigned adviser, irrevocably appoint the legally designated officers and their successors, of the state in which you maintain your *principal office and place of business* and any other state in which you are applying for registration or amending your registration, 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 applying for registration or amending your registration.

## 2. State-Registered Investment Adviser Affidavit

If you are subject to state regulation, by signing this Form ADV, you represent that, you are in compliance with the registration requirements of the state in which you maintain your principal place of business and are in compliance with the bonding, capital, and recordkeeping requirements of that state.

### 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
BRENT DONALDSON	03/31/2011
CRD Number	
45098	
Printed Name	Title
BRENT DONALDSON	PRINCIPAL

[Privacy](#) | [Legal](#) | Use of Web CRD<sup>®</sup> or IARD<sup>™</sup> is governed by the [Terms & Conditions](#).

©2011 FINRA. All rights reserved. FINRA is a registered trademark of the Financial Industry Regulatory Authority, Inc.