

Prime Group Fair Fund
C/O SS&C GIDS, Inc.
P.O. Box 219040
Kansas City, MO 64121-9040

<<<NAME>>>
<<<ADDRESS>>>
<<<City>>> <<<STATE>>> <<<ZIP>>> <<<COUNTRY>>>

SAMPLE of PLAN NOTICE
SEC Admin. Proc. File No. 3-21602 - Prime Group Holdings, LLC

REFERENCE NUMBER: <<<REF>>>
RECOGNIZED LOSS: <<<\$AMT>>>

December 20, 2024

Purpose of this Plan Notice.

The purpose of this Plan Notice is to inform you that you have been identified as a Preliminary Claimant and you may be entitled to a Distribution Payment from the Fair Fund established by the SEC in the above-referenced matter (the “Prime Group Fair Fund”). SS&C GIDS, Inc. (“SS&C”) has been appointed by the SEC as the Fund Administrator. Please read this Plan Notice and the Distribution Plan (the “Plan”) and the Plan of Allocation carefully. You can access the Distribution Plan and Plan of Allocation on the Fair Fund website at www.PrimeGroupFairFund.com.

The enclosed Certification Form will require confirmation of the name and mailing address of the Payee to which a Distribution Payment should be issued. The Certification Form will also require confirmation of the Recognized Loss listed in the Plan Notice. The Certification Form will require tax identification information from the Preliminary Claimant and a certification that the Preliminary Claimant is not an Excluded Party. The Certification Form will be accompanied by tax form, as required, relating to the tax treatment of any distribution. **Please be advised that you must return a completed Certification Form by the Certification Date to be eligible for a Distribution Payment. The Certification Date is sixty (60) days from the date listed on the Plan Notice and Certification Form.**

I. Background.

On September 5, 2023, the Commission issued the Order instituting and simultaneously settling cease-and-desist proceedings against Prime Group Holdings, LLC (the “Respondent”). In the Order, the Commission found that Respondent, a private equity real estate firm focused on alternative real estate asset classes, made inadequate disclosures and materially misleading statements in the offering materials of Prime Storage Fund II, LLP (“Fund II”), relating to millions of dollars of earned real estate brokerage fees paid between 2017 and 2021 to an affiliated brokerage firm (“Affiliate”), which is wholly owned by Respondent’s CEO. The Respondent managed and oversaw the operations of numerous self-storage real estate properties, some of which are fully owned by Fund II, with others managed on behalf of other investors including Respondent’s CEO. Respondent retained employees and independent contractors to source real estate acquisition transactions (“Deal Teams”). The brokerage fees paid to Affiliate in connection with property acquisition were used, in part to compensate the Deal Teams that sourced transactions on behalf of Fund II, as well as to pay for operational expenses of Respondent’s operations. Fund II’s offering materials, including its limited partnership agreement, private placement memorandum, and due diligence questionnaires, included statements regarding certain contemplated fees to be paid by Fund II for services, including brokerage fees. These offering materials, however, did not adequately disclose that certain brokerage fees would be paid to Affiliate or that such payment could create a conflict of interest, or that fees received by Affiliate paid for, in part, operation expenses of Respondent. These failures to disclose material information rendered statements made by Respondent to investors in Fund II misleading. The Commission ordered the Respondent to pay \$11,510,625 in disgorgement, \$2,561,197 in prejudgment interest, and a \$6,500,000 civil money penalty, for a total of \$20,571,822, to the Commission. The Commission also created the Fair Fund, pursuant to Section 308(a) of the Sarbanes-Oxley Act of 2002, so the penalty collected, along with the disgorgement and interest collected, can be distributed to harmed investors.

As calculated using the methodology detailed in the Plan of Allocation (Plan Exhibit A), investors in Fund II will be compensated for Respondent’s payment of improperly disclosed real estate brokerage fees paid to Affiliate between March 29, 2017 and April 28, 2021, inclusive (the “Relevant Period”). In the view of the Commission staff, this methodology constitutes a fair and reasonable allocation of the Fair Fund.

II. Eligibility Criteria and the Distribution Methodology.

To qualify for a payment from the Prime Group Fair Fund, you must satisfy certain eligibility criteria that are described in detail in the Plan. The Plan is available on the Prime Group Fair Fund website at www.PrimeGroupFairFund.com and on the Commission's public website at <https://www.sec.gov/files/litigation/admin/2024/34-101598-dp.pdf>. You can also request a copy of the Plan by calling the Fund Administrator at 844-924-6878 or by emailing them at ecprocessing@sscinc.com.

A Preliminary Claimant means a Person, or their lawful successors, identified by the Fund Administrator based on its review and analysis of applicable records obtained by the Commission staff during its investigation, who may have held an interest in Fund II during the Relevant Period.

The enclosed Certification Form sets forth your Recognized Loss, upon which your final Distribution Payment will be calculated. You are required to complete and return the Certification Form not later than February 20, 2025, the Certification Date. If you fail to return the Certification Form by February 20, 2025, you will be deemed an Unresponsive Preliminary Claimant and will not be eligible for a Distribution Payment.

The Recognized Loss amount attributable to a Preliminary Claimant is intended to compensate investors Fund II for improperly disclosed real estate brokerage fees paid to Affiliate between March 29, 2017 and April 28, 2021, inclusive (. The methodology used to determine eligibility and calculate Distribution Payments is set forth in Exhibit A of the Plan. **The Recognized Loss may not be the amount of the Distribution Payment you will receive. Instead, in accordance with the Plan, you may receive a *pro rata* portion of the Fair Fund.** Payees will receive a Distribution Payment equal to his, her, or its distribution amount. In no event will a Payee receive from the Fair Fund more than his, her, or its Recognized Loss, plus Reasonable Interest, if applicable.

III. Certification Form.

A CERTIFICATION FORM IS BEING MAILED TOGETHER WITH THIS NOTICE TO ALL PRELIMINARY CLAIMANTS KNOWN TO THE DISTRIBUTION AGENT. IF YOU DO NOT RECEIVE A CERTIFICATION FORM IN THE MAIL AND BELIEVE THAT YOU SHOULD BE INCLUDED AS A PRELIMINARY CLAIMANT, YOU MUST CONTACT THE FUND ADMINISTRATOR PRIOR TO JANUARY 20, 2025, TO ESTABLISH THAT YOU SHOULD BE CONSIDERED A PRELIMINARY CLAIMANT.

THE DEADLINE TO SUBMIT A CERTIFICATION FORM IS FEBRUARY 20, 2025. IF YOU FAIL TO SUBMIT A COMPLETED CERTIFICATION FORM ON OR BEFORE FEBRUARY 20, 2025, YOU WILL NOT RECEIVE A PAYMENT FROM THE PRIME GROUP FAIR FUND. IF YOU CHOOSE TO DISPUTE YOUR RECOGNIZED LOSS AMOUNT YOUR CERTIFICATION FORM SHOULD BE ACCOMPANIED BY APPROPRIATE SUPPORTING DOCUMENTS.

IV. Instructions for Submitting a Certification Form.

PRELIMINARY CLAIMANTS MUST COMPLETE AND SIGN THE ATTACHED CERTIFICATION FORM AND SUBMIT IT EITHER VIA EMAIL TO ECPROCESSING@SSCINC.COM SO THAT IT IS RECEIVED NO LATER THAN FEBRUARY 20, 2025, OR BY MAIL SO THAT IT IS POSTMARKED NO LATER THAN FEBRUARY 20, 2025, TO THE RETURN MAIL ADDRESS ON THIS NOTICE.

V. Final Determination Notices.

The Fund Administrator will email or mail a Final Determination Notice to (a) all Preliminary Claimants who timely submitted a Certification Form, notifying the Preliminary Claimants of the Fund Administrator's eligibility determination, and (b) those Preliminary Claimants who have not responded to the Plan Notice by returning a Certification Form, and/or other requested documentation as described in paragraph 43 of the Plan, notifying the Preliminary Claimant that he, she, or it has been deemed an Unresponsive Preliminary Claimant.

VI. Additional Information.

Additional information regarding the Prime Group Fair Fund may be found at www.PrimeGroupFairFund.com. You may obtain additional information by calling the Prime Group Fair Fund's toll-free number at 844-924-6878, or by emailing ecprocessing@sscinc.com.

NOTE: Please retain the Plan Notice (pages 1 &2) for your records. Complete and sign the attached Certification Form (pages 3, 4 and 5) and return it to the Fund Administrator by February 20, 2025, the Certification Date.

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SAMPLE of CERTIFICATION FORM
SEC Admin. Proc. File No. 3-21602 - Prime Group Holdings, LLC

REFERENCE NUMBER: <<<REF>>>
RECOGNIZED LOSS: <<<\$AMT>>>

December 20, 2024

You have been identified as a Preliminary Claimant in the Prime Group Fair Fund and may be entitled to receive a Distribution Payment. In order to receive a Distribution Payment, you must return this Certification Form no later than February 20, 2025.

If you fail to return this Certification Form by February 20, 2025, you will not be eligible for a distribution under the Plan.

The Certification Form will require confirmation of the name and mailing address of the Payee to which a Distribution Payment should be issued. The Certification Form will also require confirmation of the Recognized Loss listed above and in the Plan Notice. The Certification Form will require tax identification information from the Preliminary Claimant and a certification that the Preliminary Claimant is not an Excluded Party. The Certification Form will be accompanied by tax form, as required, relating to the tax treatment of any distribution.

If you choose to dispute the Recognized Loss amount on this form, please provide your asserted Recognized Loss amount accompanied by sufficient supporting documentation for the Fund Administrator to review in consultation with Commission staff.

NOTE: The Recognized Loss amount is not the amount of your Distribution Payment. Your Distribution Payment will be calculated pursuant to the Plan of Allocation attached as Exhibit A to the Distribution Plan, which is available on the Fair Fund website, www.PrimeGroupFairFund.com.

Preliminary Claimant Contact Information:

The Fund Administrator will use the name and address listed above in this mailing for all communications (including the check, if eligible for payment). If this information has changed, please complete the following section. If nothing has changed, you can leave the following section blank and proceed to complete the information on the following pages.

Preliminary Claimant Name(s) (as you would like the name(s) to appear on the check, if eligible for payment):

First Name:

MI:

Last Name:

Street Address:

City:

State:

ZIP Code:

Country (if Other than U.S.):

REFERENCE NUMBER: <<<REF>>>
RECOGNIZED LOSS: <<<\$AMT>>>

CERTIFICATION AND SIGNATURE

The undersigned represents and certifies UNDER PENALTY OF PERJURY that:

1. I am (we are) not an Excluded Party. “Excluded Parties” shall mean the following entities and individuals:
 - a) Defendants and any employee or former employee of the Defendants during any portion of the Relevant Period;
 - b) Any Registered Representative or Investment Adviser Representative of Defendants during any portion of the Relevant Period;
 - c) The Fund Administrator, its employees, and those Persons assisting the Fund Administrator;
 - d) Any assigns, creditors, heirs, distributes, spouses, parents, dependent children, or controlled entities of any of the foregoing Persons in paragraphs 1(a)-(c) above; and
 - e) Any purchaser or assignee of another Person’s right to obtain a recovery from the Fair Fund for value, provided, however, that this provision will not be construed to exclude those Persons who obtained such a right by gift, inheritance, or devise.
2. If signing this Certification Form on behalf of a corporation, partnership or other business entity, I have the legal authority to act on its behalf and execute this Certification Form.
3. I understand that the Fund Administrator may require additional information from me in order to validate or pay my claim, and I agree to provide any information requested by the Fund Administrator for those purposes.
4. I agree that under no circumstances shall the Fund Administrator or its agents incur any liability to me or to any other Person if it makes a distribution in accordance with the Plan and that I am enjoined from taking any action in contravention of this provision;
5. I agree that upon receipt and acceptance by me of a distribution from the Fair Fund, I shall be deemed to have released all claims that I may have against the Fund Administrator and its agents and shall be deemed enjoined from prosecuting or asserting any such claims;
6. I attest that I have not received prior compensation for this matter; and
7. If I am a custodian, trustee, or professional investing on behalf of and representing more than one Preliminary Claimant in a pooled investment fund or entity, I also attest that any distribution received will be allocated for the benefit of current or former pooled investors and not for the benefit of management.

I (We) declare under penalty of perjury under the laws of the United States of America that all of the foregoing information supplied on this Certification Form by the undersigned is true and correct and that the documents submitted herewith are true and genuine.

Executed this _____ day of _____ in _____
(Month) (Year) (City, State, Country)

Signature of Preliminary Claimant Print Name of Preliminary Claimant Date

Signature of Joint Preliminary Claimant, if any Print Name of Joint Preliminary Claimant, if any Date

Additional Information

Additional information regarding the Fair Fund may be found at www.PrimeGroupFairFund.com. You may obtain additional information by calling the Fair Fund’s toll-free hotline at 844-924-6878 or by emailing ecprocessing@sscinc.com.

PLEASE CHECK WWW.PRIMEGROUPFAIRFUND.COM FREQUENTLY FOR UPDATES