

GMI-HARRISON 165, LP
251 O'Connor Ridge Blvd., Suite 100
Irving, Texas 75038

June 1, 2018

To: Broker Dealers

Re: GMI-HARRISON 165, LP
Bring Down Certificate

Ladies and Gentlemen:

GMI-HARRISON 165, LP (the "Partnership"), a Texas limited partnership, is conducting a private offering (the "Offering") of up to \$14,220,534 of its limited partner interests ("Interests") pursuant to a Confidential Private Placement Memorandum dated June 1, 2018 (the "Memorandum").


At your request, the Partnership hereby represents and warrants that, as of the date of this Bring Down Certificate:

1. The Memorandum does not contain an untrue statement of material fact or omit to state a material fact or a fact required to make the statements made therein, in light of the circumstances under which they were made, not misleading, and
2. To the Partnership's best knowledge, there have been no major adverse business developments or conditions experienced by any of the prior sponsored investment programs described in the Memorandum in the section titled "ORGANIZATION AND STRUCTURE—Other Sponsored Offerings" that would be material to investors in the Offering that are not disclosed in such section.

The Partnership understands that you have relied on the representations and warranties made by the Partnership in this Bring Down Certificate in connection with the Offering.

Very truly yours,

GMI-HARRISON 165, LP
By: GMI-HARRISON 165 GP, LLC, General Partner

By: 

William P. Glass, Manager