

Proprietary and Confidential

respect to one or more capital calls, and (ii) in connection with the initial capital commitment of any Partner to take into account that they have not yet made a Contribution. For the avoidance of doubt, payments of Management Fees by Limited Partners shall not be considered "Contributions" for purposes of the definition of "Percentage Interest".

Person	Any individual, general partnership, limited partnership, limited liability partnership, limited liability company, corporation, joint venture, trust, business trust, cooperative or association and the heirs, executors, administrators, legal representative, successors and assigns of such Person where the context so permits.
Placement Agent	Means the third-party placement agents utilized by the Partnership.
Plan Assets Regulation	The regulation concerning the definition of "plan assets" under ERISA adopted by the United States Department of Labor and codified in 29 C.F.R. §2510.3-101 or any successor regulation promulgated pursuant to Section 3(42) of ERISA.
Prime Rate	As of any date, the prime rate of interest in effect on such date as reported in <i>The Wall Street Journal</i> .
Regulatory Allocations	As set forth in Part 1.6 of <u>Appendix II</u> .
Restricted Person	Refers to a Person that is (i) a "restricted person" within the meaning of Rule 5130 and (ii) not either an Exempt Entity or a Person whose only Beneficial Interest in the Partnership is an indirect interest held through an Exempt Entity.
Restricted Person Ownership Percentage	Means the percentage of the Beneficial Interests in the Partnership that are held in the aggregate directly or indirectly by Restricted Persons.
Restricted Person Partner	Refers to a Partner that is (i) a Restricted Person or (ii) a Person in which a Restricted Person has a direct or indirect Beneficial Interest.
Securities Act	The United States Securities Act of 1933, as amended from time to time, or any successor statute thereto.
Side Letter	As set forth in 14.7.11.
Subscription	With respect to any Partner, the total amount that such Partner has agreed to contribute to the Partnership as set forth in the List of Partners exclusive of any interest equivalent amounts pursuant to 3.3.1(a)(4).
Tax Liability	As set forth in 7.4.1.
Tax Matters Partner	As set forth in 14.6.2(a).
Temporary Investments	Short-term investments of cash pending distribution or use by the Partnership to pay expenses or to make contributions to the Underlying Fund, which shall be limited to (i) cash or cash equivalents, (ii) commercial paper rated no lower