

commitment such limited partner, in addition to certain other provisions, is not charged an MLP Carried Interest until a certain threshold return “hurdle” has been met.

Other Types of Fees or Expenses

MLP Fund investors bear indirectly the fees and expenses charged to the MLP Fund. These fees and expenses typically include, without limitation, the following:

Investment-related expenses (*e.g.*, brokerage commissions, interest on margin accounts and other indebtedness, borrowing charges on securities sold short, custodial fees, clearing and settlement charges, exchange fees, interest expenses and investment/research-related travel and travel-related expenses); research-related expenses, including, without limitation, research-related publications, data and news and quotation equipment and services; fees and expenses of the administrator and other third parties (including on and off-site contractors and consultants) providing administrative, accounting, operations and valuation services; legal expenses (including, without limitation, legal expenses relating to the offering of interests, investment activities, regulatory investigations and/or proceedings relating to the MLP Fund, and regulatory reporting and compliance costs relating to the MLP Fund, such as filing fees and expenses relating to Form PF and Section 13 filings); professional fees and expenses (including, without limitation, fees and expenses of consultants and experts); systems and technology expenses (including, without limitation, investment-related systems and accounting, operations, risk and valuation systems and technology to the extent that they support proprietary or vendor supplied investment and/or research-related systems and processes, and obtaining and storing data required for such systems and technology), such expenses to include, for the avoidance of doubt, the fees and expenses of consultants providing the foregoing; accounting, auditing and tax preparation expenses; costs of printing and mailing reports and notices; organizational expenses; expenses relating to obtaining insurance for members, officers and employees of the General Partner and Hudson Bay Capital; corporate licensing fees and other professional fees; bank service fees; withholding and transfer fees; entity-level taxes; other expenses related to the purchase, sale or transmittal of MLP Fund assets; and extraordinary expenses and other similar expenses related to the MLP Fund.

To the extent any of the foregoing expenses are also attributable to any Other Accounts, such expenses will be allocated among the MLP Fund and the various Other Accounts in a manner as determined by Hudson Bay Capital in its sole discretion to be fair and reasonable, in accordance with Hudson Bay Capital’s internal expense allocation policy. See “Allocation of Expenses” below.

Please also see “Item 12 – Brokerage Practices” below.

Allocation of Expenses

As Hudson Bay Capital manages investments on behalf of a number of Funds, Hudson Bay Capital may be required to allocate expenses among the various Funds. Hudson Bay Capital has adopted policies and procedures for the allocation of investment and operating expenses that are incurred for multiple Funds (“Multi-Fund Expenses”), although the