

(viii) do any and all acts on behalf of the Partnership as it may deem necessary or advisable in connection with the maintenance and administration of the Partnership, and exercise all rights of the Partnership, with respect to its interest in any person, including, without limitation, the voting of interests in the Old Domestic Fund and the Master Fund, participation in arrangements with creditors, the institution and settlement or compromise of suits and administrative proceedings and other like or similar matters; and

(b) from and after such time as the Management Company establishes an investment fund for the benefit of employee benefit plans, shall also have the power to:

(i) provide research and analysis and direct the formulation of investment policies and strategies for the Partnership;

(ii) acquire a long position or a short position with respect to any Security and make purchases or sales increasing, decreasing or liquidating such position or changing from a long position to a short position or from a short position to a long position, without any limitation as to the frequency of the fluctuation in such positions or as to the frequency of the changes in the nature of such positions;

(iii) purchase Securities and hold them for investment;

(iv) enter into contracts for or in connection with investments in Securities;

(v) possess, transfer, mortgage, pledge or otherwise deal in, and exercise all rights, powers, privileges and other incidents of ownership or possession with respect to, Securities and other property and funds held or owned by the Partnership;

(vi) lend, either with or without security, any Securities, funds or other properties of the Partnership, including by entering into reverse repurchase agreements, and, from time to time, without limit as to the amount, borrow or raise funds, including by entering into repurchase agreements, and secure the payment of obligations of the Partnership by mortgage upon, or pledge or hypothecation of, all or any part of the property of the Partnership;

(vii) open, maintain and close accounts, including margin and custodial accounts, with brokers, including brokers affiliated with the General Partner, which power shall include the authority to issue all instructions and authorizations to brokers regarding the Securities and/or money therein; to pay, or authorize the payment and reimbursement of, brokerage commissions that may be in excess of the lowest rates available that are paid to broker-dealers who execute transactions for the account of the Partnership and who supply, or pay for the cost of, brokerage, research or execution services utilized by the Partnership or the Other Accounts (as defined in (i) below); provided, that, in selecting a broker-dealer, the Partnership take into account various factors, including commission rates, reliability, financial responsibility, strength of the broker and ability of the broker to efficiently execute transactions, the broker-dealer's facilities and the broker-dealer's provision or payment of the costs of research and other