

MANAGEMENT COMPANY TO DISCUSS WITH, ASK QUESTIONS OF, AND RECEIVE ANSWERS FROM, SUCH PERSONS CONCERNING THE TERMS AND CONDITIONS OF THIS OFFERING OF THE INTERESTS, AND TO OBTAIN ANY ADDITIONAL INFORMATION, TO THE EXTENT THE GENERAL PARTNER AND/OR THE MANAGEMENT COMPANY POSSESSES SUCH INFORMATION OR CAN ACQUIRE IT WITHOUT UNREASONABLE EFFORT OR EXPENSE, NECESSARY TO VERIFY THE INFORMATION CONTAINED HEREIN.

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IN MAKING AN INVESTMENT DECISION, INVESTORS MUST RELY UPON THEIR OWN EXAMINATION OF THE PARTNERSHIP AND THE TERMS OF THE OFFERING, INCLUDING THE MERITS AND RISKS INVOLVED. THE INTERESTS HAVE NOT BEEN FILED WITH, OR APPROVED BY, THE SEC OR ANY OTHER GOVERNMENTAL AGENCY, REGULATORY AUTHORITY OR NATIONAL SECURITIES EXCHANGE. NO SUCH AGENCY, AUTHORITY OR EXCHANGE HAS PASSED UPON THE ACCURACY OR ADEQUACY OF THIS MEMORANDUM OR THE MERITS OF AN INVESTMENT IN THE PARTNERSHIP INTERESTS OFFERED HEREBY. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

THESE INTERESTS ARE SUBJECT TO RESTRICTIONS ON TRANSFERABILITY AND RESALE AND MAY NOT BE TRANSFERRED OR RESOLD EXCEPT AS PERMITTED UNDER THE SECURITIES ACT, PURSUANT TO REGISTRATION OR EXEMPTION THEREFROM. INVESTORS SHOULD BE AWARE THAT THEY MAY BE REQUIRED TO BEAR THE FINANCIAL RISKS OF THIS INVESTMENT FOR AN INDEFINITE PERIOD OF TIME.

EACH PURCHASER OF AN INTEREST WILL BE REQUIRED TO REPRESENT THAT THE INTEREST IS BEING ACQUIRED FOR ITS OWN ACCOUNT, FOR INVESTMENT, AND NOT WITH A VIEW TO RESALE OR DISTRIBUTION.

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THIS MEMORANDUM IS BEING FURNISHED SOLELY FOR USE BY QUALIFIED PROSPECTIVE INVESTORS IN EVALUATING THE OFFERING OF INTERESTS AND THE PARTNERSHIP. THE INFORMATION IN THIS MEMORANDUM IS FURNISHED ON A CONFIDENTIAL BASIS EXCLUSIVELY FOR YOUR USE AND RETENTION AND, BY ACCEPTING THIS MEMORANDUM, YOU AGREE NOT TO TRANSMIT, REPRODUCE OR MAKE AVAILABLE TO ANY OTHER PERSON (OTHER THAN YOUR LEGAL, TAX, ACCOUNTING AND OTHER ADVISERS ASSISTING IN YOUR EVALUATION OF THE INTERESTS AND THE PARTNERSHIP) ALL OR ANY PART OF THIS MEMORANDUM WITHOUT THE GENERAL PARTNER'S PRIOR EXPRESS WRITTEN CONSENT.

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