

If the Management Company decides, based on the factors set forth above, to execute over-the-counter transactions on an agency basis through Electronic Communications Networks (“ECNs”), it will also consider the following factors when choosing to use one ECN over another: the ease of use; the flexibility of the ECN compared to other ECNs; and the level of care and attention that will be given to smaller orders.

The Management Company maintains policies and procedures to review the quality of executions, including periodic reviews by its investment professionals.

Soft Dollars

From time to time, the Management Company may pay a broker-dealer commissions (or markups or markdowns with respect to certain types of riskless principal transactions) for effecting Underlying Fund transactions in excess of that which another broker-dealer might have charged for effecting the transaction in recognition of the value of the brokerage and research services provided by the broker-dealer. In certain cases, such arrangements, although all related to the Management Company’s administration and investment management of an Underlying Fund, may fall outside of the safe harbor for fiduciaries’ use of “soft dollar” services established by Section 28(e) of the Exchange Act (“Section 28(e)”); provided, in each case, that the Management Company believes that these arrangements are equitable and consistent with the objectives of such Underlying Fund. As of the date of this Memorandum, there are no arrangements whereby the Management Company has committed any of the Underlying Funds to pay a certain level of commissions (or markups or markdowns) in exchange for any “soft dollar” or other services from any broker dealer.

In addition, the Third-Party Ventures in which the Partnership may participate, may make use of “soft dollar” services, and any additional transaction expenses incurred in order to obtain such services—unlike in the case of any “soft dollar” services obtained by the Management Company—would generally constitute incremental expenses to the Partnership. Such “soft dollar” services may also fall outside of the “safe harbor” provisions of Section 28(e). Each Limited Partner, as a condition of investing in the Partnership, consents to such “soft dollar” arrangements and, if applicable, to the Management Company consenting to such arrangements on behalf of the Partnership.

Also, consistent with Section 28(e), research products or services obtained with “soft dollars” generated by an Underlying Fund may be used by the Management Company to service one or more Other Accounts, including Accounts that may not have paid for the soft dollar benefits. Although the Management Company currently has no arrangements whereby any of its Accounts are receiving soft dollar credits, if it obtains them in the future, the Management Company will not be required to seek to allocate soft dollar benefits to Accounts in proportion to the soft dollar credits the Accounts generate. Where a product or service obtained with soft dollars provides both research and non-research assistance to the Management Company (*i.e.*, a “mixed use” item), the Management Company will make a good faith allocation of the cost which may be paid for with soft dollars. In making good faith allocations of costs between administrative benefits and research and brokerage services, a conflict of interest may exist by reason of the Management Company’s allocation of the costs of such benefits and services between those that primarily benefit the Management Company and those that primarily benefit the Accounts.