

Conflicts of Interest

General

Investors should be aware that there will be situations where the Manager and its affiliates may encounter potential conflicts of interest in connection with the Fund's investment activities. The following discussion details certain potential conflicts of interest that should be carefully considered before making an investment in the Fund. By acquiring an Interest and to the fullest extent permitted by applicable law, each Investor will be deemed to have acknowledged the existence of any such actual and potential conflicts of interest and to have waived any claim with respect to any liability arising from the existence of any such conflict of interest.

The Fund will be dependent on the Manager to identify and manage all such conflicts of interest. The General Partner and the Manager will consult with the Fund Advisory Committee with respect to material issues involving actual or potential significant conflicts of interest, methods of valuation and certain other matters in accordance with the Fund Partnership Agreement, unless the General Partner and the Manager have been advised by counsel that disclosure of such potential or actual conflict of interest is, or may reasonably be, prohibited for regulatory or legal reasons (in which case, where the conflict cannot be satisfactorily resolved, the applicable transaction may not be consummated).

The following non-exhaustive discussion sets forth certain potential conflicts of interest. In the Fund Documents, Investors will be required to acknowledge and consent to the existence of the conflicts of interest described.

Conflicts among certain Investors

Investors may have conflicting investment, tax and other interests with respect to their investments in the Fund. As a consequence and in connection with decisions made by the Fund, including with respect to the nature or structuring of investments, decisions may be more beneficial for one Investor than for another Investor, especially with respect to particular tax situations of the Investors. In selecting and structuring investments appropriate for the Fund, the Manager will consider the investment and tax objectives of the Fund and the Investors as a whole, not the investment, tax or other objectives of any specific Investor.

Broken deal expenses and abort fees

Any broken deal expenses or abort fees relating to any investment opportunity that is not consummated will be allocated entirely to the Fund and not to any other co-investor unless such co-investor has agreed otherwise.

Investment by members of the management team

Partners and employees of the Manager and the U.S. Adviser may invest personal funds directly or indirectly into the Fund or through other parallel investment entities. As such, their decisions may be influenced by the presence of their investment, and may not be completely unbiased.

Carried Interest

The entitlement of certain partners and employees of the Manager and the U.S. Adviser to receive the economic benefit of the Carried Interest received by the Special Limited Partner may create an incentive for the Manager to make more speculative investments on behalf of the Fund than it would otherwise make in the absence of such Carried Interest. The existence of Carried Interest and its tax treatment may result in conflicts of interest between the Manager and Investors with respect to the management and disposition of investments and the determination of the order, timing and amount of distributions by the Fund.