SOF III – ILPA 2 scorecard[1]

SOF III	Key ILPA 2 Principles
	Alignment of interest
✓	▪ Best practice all-contribution-plus-preferred-return-back-first model
✓	▪ Limited Partner ("LP") favorable clawback provision
✓	▪ 100% transaction & monitoring fees offset General Partner share
✓	▪ Sponsor equity interest in the Fund (subject to DB compliance with the US Asset Management Exemption (Volcker Rule), DB intends to commit the lower of 2.9% or US$29m to the Fund at same terms and conditions as LPs)
	Governance
✓	▪ Key man and "for cause" provisions protective to LPs' interests
✓	– Supermajority vote of LPs required to reverse automatic suspension of investment period
✓	▪ No Fault Divorce with simple majority vote of LPs
✓	▪ Clearly and narrowly outlined investment strategy with appropriate limitations on investment concentration
✓	▪ Advisory Board best practice set-up
	Transparency
✓	▪ Comprehensive financial reporting
✓	▪ GAAP and FAS 157 (Topic 820) compliant valuation policy
✓	▪ General Partner share and carried interest disclosure
✓	▪ Detailed due diligence provided

(1) ILPA = Institutional Limited Partner Association. The full guidelines can be found at http://ilpa.org/principles-version-2-0/.