

to comply with an exception to the look-through provisions of the Plan Asset Provisions, the assets of the Onshore Feeder Fund may be treated as plan assets for purposes of ERISA or Section 4975 of the Code, in which event the General Partner and the Investment Manager (and any other person with discretionary authority with respect to the assets of the Onshore Feeder Fund) could be treated as a fiduciary with respect to the portion of the assets of the Onshore Feeder Fund deemed to be plan assets and all transactions of the Onshore Feeder Fund would be subject to the prohibited transaction provisions of ERISA and/or Section 4975 of the Code, which may restrict the Onshore Feeder Fund from engaging in certain transactions that may otherwise be beneficial to the Onshore Feeder Fund.

Additional Considerations for Investments Through the Offshore Feeder Fund

In addition to the considerations set forth in the previous section, which Investors investing through the Offshore Feeder Fund should consider, there are additional ERISA implications for Investors investing in the Onshore Feeder Fund through the Offshore Feeder Fund. Unlike the Onshore Feeder Fund, the Offshore Feeder Fund may be considered an ERISA plan asset entity within the meaning of ERISA. However, because the Offshore Feeder Fund's sole purpose is to invest in the Onshore Feeder Fund, and no discretion is being exercised by the General Partner or the Offshore Feeder Administrator with respect to the assets invested in the Offshore Feeder Fund, neither the General Partner of the Offshore Feeder Fund nor the Offshore Feeder Administrator will be considered a fiduciary to the ERISA plans invested through the Offshore Feeder Fund. Each investor in the Offshore Feeder Fund will be required to make certain representations to confirm its understanding and agreement with respect to the foregoing.

The U.S. Department of Labor may disagree with this position, in which event the General Partner of the Offshore Feeder Fund (and any other person deemed to have discretionary authority with respect to the assets of the Offshore Feeder Fund) could be treated as a fiduciary with respect to the portion of the assets of the Offshore Feeder Fund deemed to be plan assets and all transactions of the Feeder Funds could be subject to the prohibited transaction provisions of ERISA and/or Section 4975 of the Code, which may restrict the Feeder Funds from engaging in certain transactions that may otherwise be beneficial to the Feeder Funds.

Governmental Plans

Although federal, state and local governmental pension plans are not subject to ERISA, applicable provisions of federal and state law may restrict the type of investments such a plan may make or otherwise have an impact on such a plan's ability to invest in the Onshore Feeder Fund or the Offshore Feeder Fund. Accordingly, state and local governmental pension plans considering an investment in the Onshore Feeder Fund or the Offshore Feeder Fund should consult with their counsel regarding their proposed investment in the Onshore Feeder Fund or the Offshore Feeder Fund.

THE FOREGOING DISCUSSION OF ERISA AND CODE ISSUES SHOULD NOT BE CONSTRUED AS LEGAL ADVICE. FIDUCIARIES OF PLANS SHOULD CONSULT