

the Offshore Feeder Fund, the Investment Funds or to the Investors will not occur. See “Regulatory and Tax Considerations.”

Prospective Investors should consult their own tax advisors regarding the tax consequences of an investment in the Onshore Feeder Fund or the Offshore Feeder Fund.

**Phantom Income.** The Investment Manager will not be obligated to cause the Onshore Feeder Fund to make distributions to the Investors in order to enable such Investors to pay all or a portion of their current tax obligation with respect to their investment in the Onshore Feeder Fund. The Onshore Feeder Fund may make certain investments or employ an over-commitment strategy or reinvest distributions received from the Master Fund, such that Investors will be allocated income without corresponding cash to pay taxes on such income. No assurances can be made that distributions during any given taxable period will be sufficient to cover the tax obligations of any Investor. See “Regulatory and Tax Considerations.”

**Taxation of the Fund in Non-U.S. Jurisdictions.** The Feeder Funds or the Investors could be subject to tax and tax return filing obligations in non-U.S. jurisdictions in which the Feeder Funds or the Master Fund directly or indirectly invest. In addition, income from investments held directly or indirectly by the Feeder Funds or the Master Fund could be reduced by withholding taxes or other taxes imposed by non-U.S. countries in which the Feeder Funds or the Master Fund directly or indirectly invests, and there can be no assurance that any tax credits may be claimed with respect to such non-U.S. taxes incurred.

**FATCA and Tax Information.** An Investor will be required to comply with procedures as may be required under the provisions of the rules related to the FATCA provisions of Hiring Incentives to Restore Employment Act, and will be required to provide information to the Onshore Feeder Fund or the Offshore Feeder Fund, as applicable. The failure of an Investor to comply with these provisions may result in adverse consequences applying to such Investor, including pursuant to the LP Agreements, or if the Investor is a non-U.S. person, may result in withholding on payments to the Investor. In addition, amendments may be made to the LP Agreements to address the implementation of tax regulations including regulations related to FATCA, and compliance with such tax regulations may increase the Master Fund’s and the Feeder Funds’ operating expenses. Furthermore, even if the Master Fund, the Feeder Funds and the Investors comply with the requirements of FATCA, Withholdable Payments made to an Investment Fund may be subject to the 30% withholding tax if the Investment Fund fails to comply with the provisions of FATCA, and the Feeder Funds cannot ensure that Investment Funds will meet their obligations under FATCA. Investors are urged to consult their tax advisors regarding the potential application of FATCA to their investment in a Feeder Fund.

**Compliance with Anti-Money Laundering Requirements.** To ensure compliance with statutory and other generally accepted principles relating to anti-money laundering, the General Partner, the Investment Manager, and the Feeder Funds may require detailed