expenses incurred by the General Partner, the Investment Manager or the Onshore Feeder Fund to carry out such responsibilities will not be treated as Operating Expenses and instead will be specially allocated by the General Partner or the Investment Manager, in its discretion, to such Limited Partner. The General Partner or the Investment Manager may hold back or offset any cash distributions payable to such Limited Partner to satisfy the Limited Partner's obligation. All amounts that the General Partner or the Investment Manager withholds or otherwise pays on behalf of such Limited Partner will be treated as if such amounts were distributed to the Limited Partner.

The Onshore Feeder Fund may utilize affiliates of Deutsche Bank to serve as placement agents, and may also utilize third-party placement agents (each, a "**Placement Agent**"). At the time of the relevant closing of the Onshore Feeder Fund, each Limited Partner will pay a one-time sales charge or "**Placement Fee**" in full to the appropriate Placement Agent in connection with its subscription. The Placement Fee will equal up to 2.5% of the Limited Partner's Capital Commitment, as determined by the applicable Placement Agent, will be payable by the Limited Partner either directly or indirectly (via payment to the Onshore Feeder Fund, which will pay such fee to the appropriate Placement Agent) to the Placement Agent and is in addition to, and apart from, the Limited Partner's Capital Commitment. Certain Deutsche Bank employees ("**DB Investors**") may invest (directly or indirectly) in the Onshore Feeder Fund. Each Placement Agent in its sole discretion reserves the right to waive all or any portion of the Placement Fee payable by any particular Investor, including any DB Investor. Failure to pay the Placement Fee will constitute an event of default.