

3. Is the Investor a registered investment company or a private investment fund which is not registered under the Investment Company Act of 1940 in reliance on Section 3(c)(1) or 3(c)(7) thereof?

Yes No

(If YES, proceed to the question 3(a)) (If NO, go to Question 4 below)

- (a) If the Investor answered YES to the question above, did any of the Investor's beneficial owners acquire their interests in the subscriber on or before April 30, 1996?

Yes No

(If YES, proceed to the next question) (If NO, go to Question 4 below)

- (b) Have all the beneficial owners of the Investor's securities consented (as required under Section 2(a)(51)(C) of the Investment Company Act of 1940) to the Investor's treatment as a Qualified Purchaser?

Yes No

4. The fiscal year-end of the Investor is _____.
(Month/Day)

VI. Verification of Status under ERISA.

By executing this Subscription Agreement the Investor hereby represents, acknowledges and covenants that the representations made in Items 1 through 5 below shall be deemed made on each day from the date the Investor makes such representations through and including the date on which such Investor disposes of its Interest in the Onshore Feeder Fund. The Investor understands and agrees that the information supplied above and in this Subscription Agreement will be utilized and relied upon by the Onshore Feeder Fund to determine whether "Benefit Plan Investors" (within the meaning of the Employee Retirement Income Security Act of 1986, as amended ("ERISA")) own less than twenty-five percent (25%) of the outstanding Interests, both upon the original issuance of the Interests and upon any subsequent transfer of any equity interest in the Onshore Feeder Fund.

1. By executing this Subscription Agreement the Investor hereby represents and acknowledges that for purposes of determining whether Benefit Plan Investors hold less than twenty-five percent (25%) of the outstanding Interests, any portion of the Interest held by Controlling Persons that are not Benefit Plan Investors will be disregarded. The Investor acknowledges that no purchase of an Interest by or proposed transfer of an Interest to a person that has represented that it is a Benefit Plan Investor within the meaning of the Plan Asset Provisions or to a Controlling Person will be permitted to the extent that such purchase or transfer would result in persons that have represented that they are Benefit Plan Investors owning 22% or more of the outstanding Interests immediately after such purchase or proposed transfer (such percentage determined in accordance with the Plan Asset Provisions). "Controlling Person" as used in this paragraph refers to a person who has discretionary authority or control with respect to the assets of the Onshore Feeder Fund or any person who provides investment advice for a fee (direct or indirect) with respect to such assets or any affiliate of such persons.

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