

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL	
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Estimated average burden hours per response.....	16.00



**FORM D**  
**NOTICE OF SALE OF SECURITIES**  
**PURSUANT TO REGULATION D**  
**SECTION 4(6), AND/OR**  
**UNIFORM LIMITED OFFERING EXEMPTION**

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering ( check if this is an amendment and name has changed, and indicate change.)  
**Abernathy Aggressive Appreciation Fund, LP (name change from Abernathy Group Long Term Capital Partners, LP)**  
 Filing under (Check box(es) that apply):  Rule 504  Rule 505  Rule 506  Section 4(6)  ULOE  
 Type of Filing:  New Filing  Amendment

**A. BASIC IDENTIFICATION DATA**

1. Enter the information requested about the issuer

Name of Issuer ( check if this is an amendment and name has changed, and indicate change.)  
**Abernathy Aggressive Appreciation Fund, LP (name change from Abernathy Group Long Term Capital Partners, LP)**  
 Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
**Wall Street Tower, 38<sup>th</sup> Floor, 20 Exchange Place, New York, NY 10005** (212) 293-3499  
 Address of Principal Business Operations (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)  
 (if different from Executive Offices)  
 Brief Description of Business  
**Limited Partnership engaged in seeking capital appreciation through investment.**

Type of Business Organization  
 corporation  limited partnership, already formed  other (please specify):  
 business trust  limited partnership, to be formed

Actual or Estimated Date of Incorporation or Organization: MONTH YEAR  Actual  Estimated  
 APR 25 2002  
 Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  
 CN for Canada; FN for other foreign jurisdiction) **D THOMSON FINANCIAL**

**General Instructions**

**Federal:**

*Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

*When To File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

*Filing Fee:* There is no federal filing fee.

**State:**

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on the ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

**ATTENTION**

**Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.**

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general managing partners of partnership issuers; and
- Each general and managing partnership of partnership issuers.

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Abernathy Aggressive Appreciation, LLC**

Business or Residence Address (Number and Street, City, State, Zip Code)

**Wall Street Tower, 38<sup>th</sup> Floor, 20 Exchange Place New York NY 10005**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Abernathy Financial Services, LLC**

Business or Residence Address (Number and Street, City, State, Zip Code)

**Wall Street Tower, 38<sup>th</sup> Floor, 20 Exchange Place New York NY 10005**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

**Abernathy, Steven**

Business or Residence Address (Number and Street, City, State, Zip Code)

**Wall Street Tower, 38<sup>th</sup> Floor, 20 Exchange Place New York NY 10005**

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply:  Promoter  Beneficial Owner  Executive Officer  Director  General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? .....  Yes  No  
 Answer also in Appendix, Column 2, if filing under ULOE.
2. What is the minimum investment that will be accepted from any individual? ..... \$ 1,000,000
3. Does the offering permit joint ownership of a single unit? .....  Yes  No
4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchases in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

**N/A**

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[AL] <input type="checkbox"/>	[AK] <input type="checkbox"/>	[AZ] <input type="checkbox"/>	[AR] <input type="checkbox"/>	[CA] <input type="checkbox"/>	[CO] <input type="checkbox"/>	[CT] <input type="checkbox"/>	[DE] <input type="checkbox"/>	[DC] <input type="checkbox"/>	[FL] <input type="checkbox"/>	[GA] <input type="checkbox"/>	[HI] <input type="checkbox"/>	[ID] <input type="checkbox"/>
[IL] <input type="checkbox"/>	[IN] <input type="checkbox"/>	[IA] <input type="checkbox"/>	[KS] <input type="checkbox"/>	[KY] <input type="checkbox"/>	[LA] <input type="checkbox"/>	[ME] <input type="checkbox"/>	[MD] <input type="checkbox"/>	[MA] <input type="checkbox"/>	[MI] <input type="checkbox"/>	[MN] <input type="checkbox"/>	[MS] <input type="checkbox"/>	[MO] <input type="checkbox"/>
[MT] <input type="checkbox"/>	[NE] <input type="checkbox"/>	[NV] <input type="checkbox"/>	[NH] <input type="checkbox"/>	[NJ] <input type="checkbox"/>	[NM] <input type="checkbox"/>	[NY] <input type="checkbox"/>	[NC] <input type="checkbox"/>	[ND] <input type="checkbox"/>	[OH] <input type="checkbox"/>	[OK] <input type="checkbox"/>	[OR] <input type="checkbox"/>	[PA] <input type="checkbox"/>
[RI] <input type="checkbox"/>	[SC] <input type="checkbox"/>	[SD] <input type="checkbox"/>	[TN] <input type="checkbox"/>	[TX] <input type="checkbox"/>	[UT] <input type="checkbox"/>	[VT] <input type="checkbox"/>	[VA] <input type="checkbox"/>	[WA] <input type="checkbox"/>	[WV] <input type="checkbox"/>	[WI] <input type="checkbox"/>	[WY] <input type="checkbox"/>	[PR] <input type="checkbox"/>

Full Name (Last name first, if individual)

**N/A**

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[AL] <input type="checkbox"/>	[AK] <input type="checkbox"/>	[AZ] <input type="checkbox"/>	[AR] <input type="checkbox"/>	[CA] <input type="checkbox"/>	[CO] <input type="checkbox"/>	[CT] <input type="checkbox"/>	[DE] <input type="checkbox"/>	[DC] <input type="checkbox"/>	[FL] <input type="checkbox"/>	[GA] <input type="checkbox"/>	[HI] <input type="checkbox"/>	[ID] <input type="checkbox"/>
[IL] <input type="checkbox"/>	[IN] <input type="checkbox"/>	[IA] <input type="checkbox"/>	[KS] <input type="checkbox"/>	[KY] <input type="checkbox"/>	[LA] <input type="checkbox"/>	[ME] <input type="checkbox"/>	[MD] <input type="checkbox"/>	[MA] <input type="checkbox"/>	[MI] <input type="checkbox"/>	[MN] <input type="checkbox"/>	[MS] <input type="checkbox"/>	[MO] <input type="checkbox"/>
[MT] <input type="checkbox"/>	[NE] <input type="checkbox"/>	[NV] <input type="checkbox"/>	[NH] <input type="checkbox"/>	[NJ] <input type="checkbox"/>	[NM] <input type="checkbox"/>	[NY] <input type="checkbox"/>	[NC] <input type="checkbox"/>	[ND] <input type="checkbox"/>	[OH] <input type="checkbox"/>	[OK] <input type="checkbox"/>	[OR] <input type="checkbox"/>	[PA] <input type="checkbox"/>
[RI] <input type="checkbox"/>	[SC] <input type="checkbox"/>	[SD] <input type="checkbox"/>	[TN] <input type="checkbox"/>	[TX] <input type="checkbox"/>	[UT] <input type="checkbox"/>	[VT] <input type="checkbox"/>	[VA] <input type="checkbox"/>	[WA] <input type="checkbox"/>	[WV] <input type="checkbox"/>	[WI] <input type="checkbox"/>	[WY] <input type="checkbox"/>	[PR] <input type="checkbox"/>

Full Name (Last name first, if individual)

**N/A**

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) .....  All States

[AL] <input type="checkbox"/>	[AK] <input type="checkbox"/>	[AZ] <input type="checkbox"/>	[AR] <input type="checkbox"/>	[CA] <input type="checkbox"/>	[CO] <input type="checkbox"/>	[CT] <input type="checkbox"/>	[DE] <input type="checkbox"/>	[DC] <input type="checkbox"/>	[FL] <input type="checkbox"/>	[GA] <input type="checkbox"/>	[HI] <input type="checkbox"/>	[ID] <input type="checkbox"/>
[IL] <input type="checkbox"/>	[IN] <input type="checkbox"/>	[IA] <input type="checkbox"/>	[KS] <input type="checkbox"/>	[KY] <input type="checkbox"/>	[LA] <input type="checkbox"/>	[ME] <input type="checkbox"/>	[MD] <input type="checkbox"/>	[MA] <input type="checkbox"/>	[MI] <input type="checkbox"/>	[MN] <input type="checkbox"/>	[MS] <input type="checkbox"/>	[MO] <input type="checkbox"/>
[MT] <input type="checkbox"/>	[NE] <input type="checkbox"/>	[NV] <input type="checkbox"/>	[NH] <input type="checkbox"/>	[NJ] <input type="checkbox"/>	[NM] <input type="checkbox"/>	[NY] <input type="checkbox"/>	[NC] <input type="checkbox"/>	[ND] <input type="checkbox"/>	[OH] <input type="checkbox"/>	[OK] <input type="checkbox"/>	[OR] <input type="checkbox"/>	[PA] <input type="checkbox"/>
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box  and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$0	\$0
Equity .....	\$0	\$0
<input type="checkbox"/> Common <input type="checkbox"/> Preferred		
Convertible Securities (including warrants) .....	\$0	\$0
Partnership Interests .....	\$100,000,000	\$48,201,657
Other (Specify _____) .....	\$0	\$0
<b>Total .....</b>	<b>\$100,000,000</b>	<b>\$48,201,657</b>

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number of Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	65	\$48,201,657
Non-accredited Investors .....	0	\$0
<b>Total (for filing under Rule 504 only) .....</b>	<b>0</b>	<b>\$0</b>

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1.

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	N/A	\$0
Regulation A .....	N/A	\$0
Rule 504 .....	N/A	\$0
<b>Total .....</b>	<b>N/A</b>	<b>\$0</b>

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	<input type="checkbox"/>	\$0
Printing and Engraving Costs .....	<input checked="" type="checkbox"/>	\$2,000
Legal Fees .....	<input checked="" type="checkbox"/>	\$20,000
Accounting Fees .....	<input checked="" type="checkbox"/>	\$8,000
Engineering Fees .....	<input type="checkbox"/>	\$0
Sales Commissions (specify finders' fees separately) .....	<input type="checkbox"/>	\$0
Other Expenses (identify) <u>Various blue sky filing fees</u> .....	<input checked="" type="checkbox"/>	\$5,000
<b>Total .....</b>	<input checked="" type="checkbox"/>	<b>\$35,000</b>

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

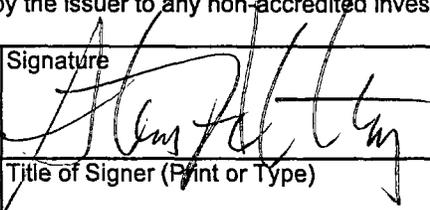
b. Enter the difference between the aggregate offering price given in response to Part C- Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." ..... \$99,965,500

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C- Question 4.b. above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees. . . . (See Exhibit A annexed hereto) . . . . .	<input checked="" type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate. . . . .	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment . . . . .	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities . . . . .	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other business (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) . . . . .	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness. . . . .	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital. . . . .	<input type="checkbox"/> \$ _____	<input checked="" type="checkbox"/> <u>\$99,965,500</u>
Other (specify): _____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals. . . . .	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added) . . . . .	<input checked="" type="checkbox"/> <u>\$99,965,000</u>	

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
<b>Abernathy Aggressive Appreciation Fund, LP</b>		4/1/02
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
<b>Steven Abernathy</b>	<b>Manager of General Partner of Issuer</b>	

**ATTENTION**

**Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)**

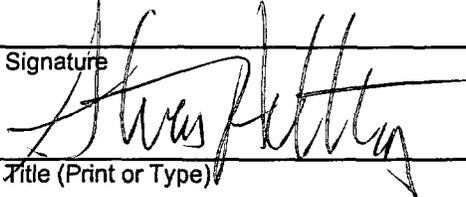
**E. STATE SIGNATURE**

1. Is any party described in 17 CFR 230.252(c), (d), (e) or (f) presently subject to any disqualification provisions of such rule? Yes  No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239.500) at such times as required by state law.
3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform Limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type) <b>Abernathy Aggressive Appreciation Fund, LP</b>	Signature 	Date 4/1/02
Name (Print or Type) <b>Steven Abernathy</b>	Title (Print or Type) <b>Manager of General Partner of Issuer</b>	

**Instruction:**

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

**APPENDIX**

1 State	2 Intend to sell to non-accredited investors in State (Part B-Item 1)		3 Type of Security and aggregate offering price offered in state (Part C-Item 1)	4 Type of investor and amount purchased in State (Part C-Item 2)				5 Disqualification under State ULOE (If yes, attach explanation of waiver granted) (Part E-Item 1)	
	Yes	No		Limited Partnership Interest	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes
AL	X		100,000,000	1	255,431	0	0		X
AK									
AZ	X		100,000,000	1	1,814,127	0	0		X
AR									
CA	X		100,000,000	5	2,000,000	0	0		X
CO	X		100,000,000	1	546,378	0	0		X
CT	X		100,000,000	0	0	0	0		X
DE	X		100,000,000	0	0	0	0		X
DC	X		100,000,000	1	58,830	0	0		X
FL	X		100,000,000	4	2,754,525	0	0		X
GA	X		100,000,000	1	163,498	0	0		X
HI									
ID									
IL	X		100,000,000	3	4,882,551	0	0		X
IN	X		100,000,000	1	1,167,135	0	0		X
IA	X		100,000,000	0	0	0	0		X
KS	X		100,000,000	0	0	0	0		X
KY	X		100,000,000	3	1,669,171	0	0		X
LA	X		100,000,000	2	747,718	0	0		X
ME	X		100,000,000	0	0	0	0		X
MD	X		100,000,000	1	284,776	0	0		X
MA	X		100,000,000	1	58,830	0	0		X
MI	X		100,000,000	9	2,935,352	0	0		X
MN	X		100,000,000	0	0	0	0		X
MS									
MO	X		100,000,000	1	1,664,934	0	0		X

**APPENDIX**

1	2		3	4				5	
	Intend to sell to non-accredited investors in State (Part B-Item 1)			Type of Security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)				Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)
State	Yes	No	Limited Partnership Interest	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
MT									
NE									
NV									
NH	X		100,000,000	0	0	0	0		X
NJ	X		100,000,000	0	0	0	0		X
NM									
NY	X		100,000,000	12	13,995,529	0	0		X
NC	X		100,000,000	2	1,071,381	0	0		X
ND									
OH	X		100,000,000	2	2,050,440	0	0		X
OK	X		100,000,000	0	0	0	0		X
OR									
PA	X		100,000,000	3	2,299,560	0	0		X
RI									
SC									
SD									
TN									
TX	X		100,000,000	4	4,345,175	0	0		X
UT									
VT									
VA	X		100,000,000	2	589,982	0	0		X
WA	X		100,000,000	4	2,015,200	0	0		X
WV									
WI	X		100,000,000	1	831,134	0	0		X
WY									
PR									

## EXHIBIT A

The General Partner shall receive a performance allocation (the "Performance Allocation") at the close of each fiscal quarter (or other period, as the case may be) equal to 20% of the portion of the net income of the Partnership (including realized and unrealized gains and net of the Management Fee) attributable to each Limited Partner as of the close of such fiscal quarter (or such other period). The Performance Allocation shall not include the value of any security position held in a Side Pocket Account (as defined below). The General Partner shall also receive a Performance Allocation upon any withdrawal by a Limited Partner, whether voluntary or involuntary, and upon dissolution of the Partnership. The Performance Allocation shall be in addition to the proportionate allocations of income and profits, or losses, to the General Partner based upon its capital account relative to the capital accounts of all Partners. The General Partner, in its sole discretion, may waive or reduce the Performance Allocation with respect to any Limited Partner for any period of time, or agree to apply a different Performance Allocation for that Limited Partner. The General Partner may, in its discretion, reallocate a portion of its Performance Allocation to certain Limited Partners.

The General Partner's Performance Allocation is subject to what is commonly known as a "high water mark" procedure. That is, if the Partnership has a net loss in any fiscal quarter, this loss will be carried forward as to each Limited Partner to future fiscal quarters (such amount is referred to as the "Loss Carryforward"). Whenever there is a Loss Carryforward for a Limited Partner with respect to a fiscal quarter, the General Partner will not receive a Performance Allocation from such Limited Partner for future fiscal quarters until the Loss Carryforward amount for such Limited Partner has been recovered (i.e., when the Loss Carryforward amount has been exceeded by the cumulative profits allocable to such Limited Partner for the fiscal quarters following the Loss Carryforward). Once the Loss Carryforward has been recovered, the General Partner's Performance Allocation shall be based on the excess profits (over the Loss Carryforward amount) as to each Limited Partner, rather than on all profits. The "high water mark" procedure prevents the General Partner from receiving a Performance Allocation as to profits that simply restore previous losses and is intended to ensure that each Performance Allocation is based on the long-term performance of an investment in the Partnership. When a Limited Partner withdraws capital, any Loss Carryforward will be adjusted downward in proportion to the withdrawal. The General Partner may agree with any Limited Partner to apply a different Loss Carryforward provision for such Limited Partner.

As compensation for its services to the Partnership, the Adviser shall receive a management fee ("Management Fee"), payable quarterly and in advance, equal to 0.25% (approximately 1.0% annually) of each Limited Partner's share of the Partnership's Net Worth (determined as of the first day of each fiscal quarter). A pro rata Management Fee will be charged to Limited Partners on any amounts permitted to be invested during any fiscal quarter. No part of the Management Fee will be refunded in the event that a Limited Partner withdraws all or any of the value in the Limited Partner's capital account during a fiscal quarter. The Adviser, in its sole discretion, may waive or reduce the Management Fee with respect to one or more Limited Partners for any period of time, or agree to apply a different Management Fee for that Limited Partner.

The Partnership shall pay or reimburse the General Partner and Adviser for (A) all expenses related to organizing the Partnership, including but not limited to, legal and accounting fees, printing and mailing expenses and government filing fees (including blue sky filing fees), (B) all expenses incurred in connection with the ongoing offer and sale of Interests, including but not limited to marketing expenses, printing and distribution of the Memorandum, documentation of performance and the admission of Limited Partners, (C) all operating expenses of the Partnership such as tax preparation fees, governmental fees and taxes, administrator fees, communications with Limited Partners and ongoing legal, accounting, auditing, bookkeeping, consulting and other professional fees and expenses, (D) all Partnership trading costs and expenses (e.g. brokerage commissions, margin interest, expenses related to short sales, custodial fees and clearing and settlement charges), and (E) all fees and other expenses incurred in connection with the investigation, prosecution or defense of any claims by or against the Partnership. The General Partner or the Adviser, in their sole discretion, may from time to time pay for any of the foregoing Partnership expenses or waive their right to reimbursement for any such expenses, as well as terminate any such voluntary payment or waiver of reimbursement. The Partnership intends to amortize organizational expenses over a period of 60 months from the date the Partnership commenced operations because it believes such treatment is more equitable than expensing the entire amount of the Partnership's organizational expenses in the Partnership's first year of operation, as required by generally accepted accounting principles. The General Partner and the Adviser will pay their own general operating, administrative and overhead expenses that are part of their day-to-day administration of the Partnership.