

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



04044728

OMB Number: 3235-0070
Expires: May 31, 2002
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hours per form.....1

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

1201658

Name of Offering (check if this is an amendment and name has changed, and indicate change.)
EVERGREEN PRIVATE INVESTMENT FUNDS - MULTI-STRATEGY, SUPER ACCREDITED, L.P.

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.)
EVERGREEN PRIVATE INVESTMENT FUNDS - MULTI-STRATEGY, SUPER ACCREDITED, L.P.

Address of Executive Offices (Number and Street, City, State, Zip Code) Telephone Number (Including Area Code)
401 S. TRYON ST., TH5, CHARLOTTE, NC 28288-1157 (704) 383-1484

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
FUND OF FUNDS/INVESTMENTS

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

Actual or Estimated Date of Incorporation or Organization: Month 12 Year 1999 Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State; CN for Canada; FN for other foreign jurisdiction) DE

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 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.

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 and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input type="checkbox"/> Officer of Investment Adviser	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director / Trustee	<input checked="" type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) EVERGREEN FPS, INC.					
Business or Residence Address (Number and Street, City, State, Zip Code) 401 S. TRYON ST., TH5, CHARLOTTE, NC 28288					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Officer of Investment Adviser	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Anderson, Darlene K.					
Business or Residence Address (Number and Street, City, State, Zip Code) 200 Berkeley Street, Boston, MA 02116-5022					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Officer of Investment Adviser	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Ballantine, Jacqueline A.					
Business or Residence Address (Number and Street, City, State, Zip Code) 123 South Broad Street, Philadelphia, PA 19109					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Officer of Investment Adviser	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Baxter, Joseph					
Business or Residence Address (Number and Street, City, State, Zip Code) 401 S. Tryon Street, Charlotte, NC 28202					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Officer of Investment Adviser	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Chepul, John					
Business or Residence Address (Number and Street, City, State, Zip Code) 201 S. College Street, Charlotte, NC 28282					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Officer of Investment Adviser	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Curry, Barbara R.					
Business or Residence Address (Number and Street, City, State, Zip Code) 201 S. College Street, Charlotte, NC 28282					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Officer of Investment Adviser	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) DeBerry, Jerry W.					
Business or Residence Address (Number and Street, City, State, Zip Code) 301 S. Tryon Street, Charlotte, NC 28288					

Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input type="checkbox"/> Officer of Investment Adviser	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Ferro, Dennis H.					
Business or Residence Address (Number and Street, City, State, Zip Code) 401 S. Tryon Street, Charlotte, NC 28202					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Officer of Investment Adviser	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Koonce, Michael H.					
Business or Residence Address (Number and Street, City, State, Zip Code) 200 Berkeley Street, Boston, MA 02116-5022					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Officer of Investment Adviser	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Lapple, Barbara					
Business or Residence Address (Number and Street, City, State, Zip Code) 401 S. Tryon Street, Charlotte, NC 28202					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Officer of Investment Adviser	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Lipsett, Lloyd					
Business or Residence Address (Number and Street, City, State, Zip Code) 200 Berkeley Street, Boston, MA 02116-5022					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input type="checkbox"/> Officer of Investment Adviser	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) McMullen, Jr., Donald A.					
Business or Residence Address (Number and Street, City, State, Zip Code) 301 S. College Street, Charlotte, NC 28202					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Officer of Investment Adviser	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Mullis, Carol R.					
Business or Residence Address (Number and Street, City, State, Zip Code) 301 S. Tryon Street, TH5, Charlotte, NC 282888					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input type="checkbox"/> Officer of Investment Adviser	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Munn, W. Douglas					
Business or Residence Address (Number and Street, City, State, Zip Code) 200 Berkeley Street, Boston, MA 02116-5022					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Officer of Investment Adviser	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Nakano, Yukari					
Business or Residence Address (Number and Street, City, State, Zip Code) 200 Berkeley Street, Boston, MA 02116-5022					
Check Box(es) that Apply:	<input type="checkbox"/> Promoter <input checked="" type="checkbox"/> Officer of Investment Adviser	<input type="checkbox"/> Beneficial Owner	<input type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> General and/or Managing Partner
Full Name (Last name first, if individual) Peppercorn, Kenneth J.					
Business or Residence Address (Number and Street, City, State, Zip Code) 401 S. Tryon Street, TH5, Charlotte, NC 28288					

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

Full Name (Last name first, if individual)

Prickett, F. Daniel

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

401 S. Tryon Street, Charlotte, NC 28202

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

Full Name (Last name first, if individual)

Roth, Leslie Karen

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

77 West Wacker Drive, Chicago, IL 60601-1604

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

Full Name (Last name first, if individual)

Schwartz, William H.

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

123 South Broad Street, Philadelphia, PA 19109

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

Full Name (Last name first, if individual)

Taback, Adam I.

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

401 S. Tryon Street, Charlotte, NC 28202

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

Full Name (Last name first, if individual)

Wilson, Diane

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

1901 Avenue of the Stars, Los Angeles, CA 90067-6001

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

Full Name (Last name first, if individual)

Yokley, Carolyn A.

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

401 S. Tryon Street, Charlotte, NC 28202

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? **NO MORE THAN 35** 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? \$ 250,000 w/the discretion of the General Partner to accept less.

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 purchasers 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)

WACHOVIA SECURITIES, LLC

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

951 East Byrd Street, Richmond, VA 23219

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

Full Name (Last name first, if individual)

WACHOVIA BANK, N.A.

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

401 TRYON ST., TH5, CHARLOTTE, NC 28288-1157

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

Full Name (Last name first, if individual)

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

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	\$ 0	\$ 0
Other (Specify <u>Partnership Interests (not more than 499 beneficial owners)</u>)	More than \$ 100,000,000	More than \$ 100,000,000
Total	More than \$ 100,000,000	More than \$ 100,000,000

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 Investors	Aggregate Dollar Amount of Purchases
Accredited Investors	Less than 500	More than \$ 100,000,000
Non-accredited Investors	0	\$ 0
Total (for filings under Rule 504 only)		\$ 0

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	_____	\$ _____
Regulation A	_____	\$ _____
Rule 504	_____	\$ _____
Total	_____	\$ _____

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"/>	\$ 5,000
Accounting Fees	<input checked="" type="checkbox"/>	\$ 5,000
Engineering Fees	<input type="checkbox"/>	\$ 0
Sales Commissions (specify finders' fees separately)	<input checked="" type="checkbox"/>	\$ 10,000*
Other Expenses (Identify) _____	<input type="checkbox"/>	\$ 0
Total	<input checked="" type="checkbox"/>	\$ 22,000

*At initial launch date

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" More than \$ 100,000,000

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.

	Payment to Officers, Directors, & Affiliates	Payment To Others
Salaries and fees	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Purchase of real estate	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Purchase, rental or leasing and installation of machinery and equipment	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Construction or leasing of plant buildings and facilities	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Acquisition of other businesses (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"/> \$ 0	<input type="checkbox"/> \$ 0
Repayment of indebtedness	<input type="checkbox"/> \$ 0	<input type="checkbox"/> \$ 0
Working capital	<input checked="" type="checkbox"/> More than \$ 100,000,000	<input type="checkbox"/> \$ 0
Other (specify):	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ 0
Column Totals	<input checked="" type="checkbox"/> More than \$ 100,000,000	<input type="checkbox"/> \$ 0
Total Payments Listed (column totals added)		<input checked="" type="checkbox"/> More than \$ 100,000,000

D. FEDERAL SIGNATURE

The issuer had 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) EVERGREEN PRIVATE INVESTMENT FUNDS - MULTI-STRATEGY, SUPER ACCREDITED, L.P.	Signature 	Date OCTOBER 4, 2004
Name of Signer (Print or Type) ADAM I. TABACK	Title of Signer (Print or Type) PRESIDENT OF EVERGREEN FPS, INC., GENERAL PARTNER	

ATTENTION

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

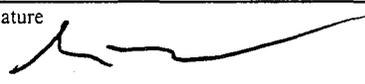
E. STATE SIGNATURE

1. Is any party described in 17 CFR 230.252 presently subject to any of the disqualification provisions of such rule? Yes No

See Appendix, Column 5, for state response.

2. The undersigned issuer hereby undertakes to furnish to the state administrator of any state in which the 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 any 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) EVERGREEN PRIVATE INVESTMENT FUNDS – MULTI-STRATEGY, SUPER ACCREDITED, L.P.	Signature 	Date OCTOBER 4, 2004
Name (Print or Type) ADAM I. TABACK	Title (Print or Type) PRESIDENT OF EVERGREEN FPS, INC., GENERAL PARTNER	

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.

FORM U-2 UNIFORM CONSENT TO SERVICE OF PROCESS

KNOW ALL MEN BY THESE PRESENTS:

The undersigned **EVERGREEN PRIVATE INVESTMENT FUNDS – MULTI-STRATEGY, SUPER ACCREDITED, L.P.**, a partnership organized under the laws of the State of Delaware, for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and had been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Adam I. Taback
Wachovia National Bank
401 South Tryon Street, TH-5
Charlotte, North Carolina 28288-0968

Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of that State as its attorney in that State for receipt of service of process:

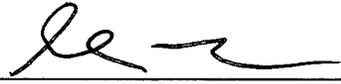
<input checked="" type="checkbox"/> ALABAMA	Secretary of State.	<input type="checkbox"/> MAINE	Administrator, Securities Division.
<input checked="" type="checkbox"/> ALASKA	Administrator of the Division of Banking and Corporations, Department of Commerce and Economic Development.	<input checked="" type="checkbox"/> MARYLAND	Commissioner of the Division of Securities.
<input checked="" type="checkbox"/> ARIZONA	The Corporation Commission.	<input checked="" type="checkbox"/> MASSACHUSETTS	Secretary of State.
<input type="checkbox"/> ARKANSAS	The Securities Commissioner.	<input checked="" type="checkbox"/> MICHIGAN	Administrator, Corporation and Securities Bureau, Department of Commerce.
<input checked="" type="checkbox"/> CALIFORNIA	Commissioner of Corporations.	<input type="checkbox"/> MINNESOTA	Commissioner of Commerce.
<input type="checkbox"/> COLORADO	Securities Commissioner.	<input type="checkbox"/> MISSISSIPPI	Secretary of State.
<input checked="" type="checkbox"/> CONNECTICUT	Banking Commissioner.	<input checked="" type="checkbox"/> MISSOURI	Securities Commissioner.
<input checked="" type="checkbox"/> DELAWARE	Securities Commissioner.	<input type="checkbox"/> MONTANA	State Auditor and Commissioner of Insurance.
<input checked="" type="checkbox"/> DISTRICT OF COLUMBIA	Public Service Commission.	<input checked="" type="checkbox"/> NEBRASKA	Director of Banking and Finance.
<input checked="" type="checkbox"/> FLORIDA	Department of Banking and Finance.	<input checked="" type="checkbox"/> NEVADA	Secretary of State.
<input checked="" type="checkbox"/> GEORGIA	Commissioner of Securities.	<input type="checkbox"/> NEW HAMPSHIRE	Secretary of State.
<input type="checkbox"/> GUAM	Administrator, Department of Finance.	<input checked="" type="checkbox"/> NEW JERSEY	Chief, Securities Bureau.
<input checked="" type="checkbox"/> HAWAII	Commissioner of Securities.	<input checked="" type="checkbox"/> NEW MEXICO	Director, Securities Division.
<input checked="" type="checkbox"/> IDAHO	Director, Department of Finance.	<input checked="" type="checkbox"/> NEW YORK	Secretary of State.
<input checked="" type="checkbox"/> ILLINOIS	Secretary of State.	<input checked="" type="checkbox"/> NORTH CAROLINA	Secretary of State.
<input type="checkbox"/> INDIANA	Secretary of State.	<input checked="" type="checkbox"/> NORTH DAKOTA	Securities Commissioner.
<input type="checkbox"/> IOWA	Commissioner of Insurance.		
<input type="checkbox"/> KANSAS	Secretary of State.		
<input checked="" type="checkbox"/> KENTUCKY	Director, Division of Securities.		
<input type="checkbox"/> LOUISIANA	Commissioner of Securities.		

<input checked="" type="checkbox"/>	OHIO	Secretary of State.
<input type="checkbox"/>	OREGON	Director, Department of Insurance and Finance.
<input type="checkbox"/>	OKLAHOMA	Securities Administrator.
***	PENNSYLVANIA	Pennsylvania does not require filing of a Consent to Service of Process.
<input type="checkbox"/>	PUERTO RICO	Commissioner of Financial Institutions.
<input type="checkbox"/>	RHODE ISLAND	Director of Business Regulation.
<input checked="" type="checkbox"/>	SOUTH CAROLINA	Office of Attorney General.
<input checked="" type="checkbox"/>	SOUTH DAKOTA	Director of the Division of Securities.
<input checked="" type="checkbox"/>	TENNESSEE	Commissioner of Commerce and Insurance.
<input checked="" type="checkbox"/>	TEXAS	Securities Commissioner.
<input type="checkbox"/>	UTAH	Director, Division of Securities.
<input type="checkbox"/>	VERMONT	Secretary of State.
<input checked="" type="checkbox"/>	VIRGINIA	Clerk, State Corporation Commission.
<input checked="" type="checkbox"/>	WASHINGTON	Director of the Department of Licensing.
<input type="checkbox"/>	WEST VIRGINIA	Commissioner of Securities.
<input checked="" type="checkbox"/>	WISCONSIN	Commissioner of Securities.
<input type="checkbox"/>	WYOMING	Secretary of State.

Dated this 4 day of October, 2004.

**EVERGREEN PRIVATE INVESTMENT FUNDS –
MULTI-STRATEGY, SUPER ACCREDITED, L.P.**

BY: EVERGREEN FPS, INC., its General Partner

By: 
 Adam I. Taback
 President of the General Partner

(SEAL)

