

Item 1- Cover Page

**FORM ADV - PART 2A
FIRM BROCHURE**



March 31, 2012

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This brochure provides information about the qualifications and business practices of Portfolio Advisors, LLC. If you have any questions about the contents of this brochure (the "Brochure"), please contact us at (203) 662-3456. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority.

Portfolio Advisors, LLC is a registered investment adviser. Registration as an Investment Adviser with the SEC or with any state securities authority does not imply any level of skill or training.

Additional information about Portfolio Advisors, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 - Material Changes

Portfolio Advisors, LLC ("Portfolio Advisors") is required to identify and discuss any material changes made to its Brochure since the last annual update on March 31, 2011, pursuant to certain rules promulgated under the Investment Advisers Act of 1940, as amended (the "Advisers Act"). There are no material changes to report. If Portfolio Advisors makes any material changes to this Brochure, this section will be revised to include a summary of such changes.

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Item 4 - Advisory Business

Founded in 1994, Portfolio Advisors is an independent, employee-owned investment firm specializing in the private equity and real estate asset classes. Portfolio Advisors conducts its private equity and real estate funds management, separate account advisory and administrative activities from its office headquarters in Darien, CT. Portfolio Advisors' clients include the private equity and real estate "funds-of-funds" it manages (the "Funds") and the separately managed accounts it advises (the "Accounts"). From its office in Zurich, Switzerland, Portfolio Advisors liaises with and performs client services with respect to the firm's European Accounts, as well as performs diligence and ongoing monitoring with respect to European investments and conducts certain marketing activities. Similarly, Portfolio Advisors' Hong Kong-based subsidiary, Portfolio Advisors (Hong Kong) Limited, focuses on Pan-Asia investments.

Portfolio Advisors has an experienced team of more than 70 professionals and exclusively advises on the private equity and private equity real estate asset class. Portfolio Advisors invests in venture, buyout and special situations funds (such as mezzanine funds, co-investment funds and other alternative investments), real estate funds, secondary and co-investment opportunities and funds with a geographic focus such as U.S., Europe or the Pan-Asia region. These investments generally fall into three categories: interests in private equity partnerships (primaries), purchases of existing interests in private equity funds on the secondary market (secondaries), and co-investments in operating companies alongside fund sponsors (co-investments). By focusing upon these three areas, Portfolio Advisors is able to develop valuable insight into the portfolios and capabilities of private equity fund managers, as well as industry sectors; leverage a strong, deep network of manager relationships; and increase the flow of potential investment opportunities.

Each of the Funds sponsored by Portfolio Advisors (which are described in more detail below) are long-term, closed-end investment funds without redemption rights primarily structured as limited partnership vehicles in which investors are limited partners and a Portfolio Advisors-affiliate serves as the general partner. With respect to such Funds, the corresponding Portfolio Advisors-affiliated general partner generally invests a small percentage in each respective Fund so as to help align the parties' interests. The Funds typically offer different investment vehicles for investors to choose from depending on their taxable, tax-exempt, ERISA plan asset and/or non-U.S. status. As mentioned above, Portfolio Advisors also provides investment management services to the Accounts. The underlying funds that Portfolio Advisors' Accounts invest in are also generally similar long-term investment vehicles and both the Funds and Accounts invest with a view to hold the underlying fund interests until the ultimate liquidation of the underlying assets and the termination of such funds in their ordinary course. For the avoidance of doubt, Portfolio Advisors does not sponsor hedge funds-of-funds or advise on the hedge fund industry. Portfolio Advisors also does not directly invest in publicly traded securities or advise clients on investing in such securities and Portfolio Advisors does not participate in wrap fee programs.

On behalf of its investment advisory clients, Portfolio Advisors generally performs long-term strategic and short-term tactical planning, sources and conducts reviews of prospective investments and the principals connected therewith, negotiates the terms and conditions of investments (or assists the client with such negotiations), monitors the performance of the investments within the client's portfolio, and provides summary quarterly and comprehensive annual written reports on these investments. In order to monitor and track the assets in an investment portfolio, each client is given access to PRIVILEGe®, Portfolio Advisors' proprietary internet-enabled portfolio management system, which summarizes the performance and financial data with respect to the assets in such client's investment portfolio and allows each client to monitor and track such assets on an ongoing basis. Since each investment advisory agreement is individually tailored, such clients may impose restrictions on investing in certain investment strategies or types of securities, and Portfolio Advisors is experienced in performing its advisory services

while operating within the restrictions imposed by its clients. Portfolio Advisors tailors its advisory services to the individual needs of its clients. The objective is to structure a program that is long-term, dynamic, and accounts for the level of risk desired by each client. Portfolio Advisors structures a program under either a discretionary mandate or a non-discretionary mandate, utilizing a separate account, single client fund and/or commingled fund vehicle.

Portfolio Advisors private equity funds-of-funds are generally characterized by optionality with respect to industry sectors and/or geographic focus. The Portfolio Advisors Private Equity Funds (the "PAPEF Funds") are Portfolio Advisors' flagship private equity funds-of-funds that offer investors the opportunity to customize their investment across various private equity strategies including, without limitation, buyout, venture capital, special situations and co-investments, some of which are further subdivided into classes in which investors may also invest, including diversified buyout, U.S. middle market buyout and international or 'rest-of-world' buyout within the buyout sector, and diversified special situations and distressed classes within the special situations sector (with certain variations in earlier and later funds). The PAPEF Funds also generally include exposure to secondary investments and Portfolio Advisors is currently serving as the investment adviser to seven PAPEF Funds (PAPEF I – VII). Portfolio Advisors also sponsors secondary funds-of-funds (the "PASF Funds") and Portfolio Advisors currently serves as the investment adviser to two PASF Funds (PASF I & II). Portfolio Advisors co-sponsors Pan-Asia region focused funds-of-funds (the "Asia Funds") with UOB Global Capital Pte. Ltd., an affiliate of United Overseas Bank, one of the largest banks in Singapore, and an affiliate of Portfolio Advisors currently serves as the investment manager to three Asia Funds (Asia Funds I – III). Portfolio Advisors sponsors real estate focused funds-of-funds (the "PAREF Funds"), which generally invest in opportunistic and value-added real estate funds, including global, U.S.-only and non-U.S.-only private equity real estate funds and secondaries in private equity real estate funds. Similar to the PAPEF Funds, the PAREF Funds offer investors the opportunity to customize their investment across different real estate strategies within different sectors. The first two PAREF Funds were integrated as independent sectors within certain PAPEF Funds, while the third and the fourth PAREF Funds were formed as stand-alone vehicles, for which Portfolio Advisors serves as the investment adviser. Finally, in order to address the specific needs of certain clients, at the request of such clients, Portfolio Advisors sponsors single client funds.

As of January 1, 2012, Portfolio Advisors has approximately \$31,568,000,000 in assets under management (with approximately \$9,889,500,000 of assets managed on a discretionary basis and approximately \$21,678,500,000 of assets managed on a non-discretionary basis.)¹

Item 5 - Fees and Compensation

Portfolio Advisors receives management fees to cover the services it provides to the Accounts. Management fees are established in negotiations with each Account and typically range from 15 to 87.5 basis points of the commitment or book value of the client's investment portfolio being serviced by Portfolio Advisors, depending on the size of the portfolio and the scope of the services. Such clients may also be subject to a carried interest or incentive allocation of up to 10%. Subject to each specific client's

¹ The assets under management reflected herein represent the investments of Portfolio Advisors' Funds and Accounts valued at the sum of: (i) the most recent adjusted reported value for such assets, plus (ii) the amount of remaining unfunded commitments with respect thereto. Such amounts do not include assets of certain clients where Portfolio Advisors provides only administrative and reporting services and has no advisory or asset management responsibilities. To the extent that a Fund invests directly into another Fund or an Account invests into a Fund (as further described in Item 11 in the Section titled, "*Separate Account Advisory Clients Investing in Portfolio Advisors-Sponsored Funds*" and Item 10 in the Section titled, "*Material Relationships or Arrangements with Industry Participants*"), the foregoing figures include certain double-counting, as described further in such Sections.

investment advisory agreement, these fees are billed quarterly, either in arrears or up to one quarter in advance and may be subject to a minimum annual retainer. Fees for services for less than a quarter are generally pro-rated. Clients are entitled to a refund if they have paid in advance for services and the contract terminates prior to the end of the pre-paid period. The foregoing terms are also generally specified in each Account's advisory agreement.

Portfolio Advisors receives management fees to cover administrative, management, investment management, and supervisory services it provides to the Funds. Management fees are established in negotiations with the limited partners of each Fund. Portfolio Advisors' fees for investment advisory services to the Funds it manages typically range from 0.30% to 1.50% per year which fees are based on either: (i) capital commitments; (ii) invested capital; or (iii) net asset value. In addition, depending on the particular fund-of-funds and the other management fees charged, Funds may also be subject to a carried interest or incentive allocation of up to 10% of profits on distributions derived from investments. The advisory and other fees and distributions described above are generally subject to waiver or reduction by Portfolio Advisors in its sole discretion, both voluntarily and on a negotiated basis with certain investors.

With respect to the Funds, other expense reimbursements or non-advisory administrative fees may be charged by Portfolio Advisors (or its affiliates). These reimbursements and fees are disclosed to investors in the relevant fund documents and are in addition to the management fees described above. Such expenses may include organizational fees including, without limitation, legal and accounting fees, placement agent fees (which shall be offset against the management fees in most cases), and other expenses associated with the initial structuring, organization and closings of the Funds, including any feeder, parallel, and/or alternative investment vehicles; and expenses incurred to comply with laws of various jurisdictions including any filing, notice, registration or other action associated with the marketing of the Funds. The Funds also bear and pay all expenses related to the operations of the Funds, including, without limitation, investigating, consummating and monitoring the Funds' investments; expenses of transactions not completed; expenses related to legal, regulatory, external accounting, external audit and tax matters; expenses related to escrow agents, liability insurance, any required ERISA fidelity bonds (if any), the sale of assets in kind, and expenses related to extraordinary events such as litigation and all associated costs thereof. The Funds and Accounts will also bear multiple layers of expenses and management costs as the Funds and Accounts will also bear certain expenses (including many of the type set forth above), plus management fees and carry with respect to each underlying fund in which the Fund or Account invests. With respect to certain of the Accounts, other expense reimbursements or non-advisory administrative fees may be charged by Portfolio Advisors. These expense reimbursements and non-advisory administrative fees are negotiated with clients and are set forth in each client's advisory agreement, if applicable. Such expenses may include, but are not limited to, reimbursement of external legal fees, expenses related to consummating investments and expenses related to the ongoing monitoring of the client's investments. Portfolio Advisors does not accept compensation from any third party for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

Item 6 - Performance-Based Fees and Side-By-Side Management

Portfolio Advisors makes investments on behalf of Funds and Accounts having similar investment objectives and in making such investments, conflicts of interests may exist. Where such conflicts of interest exist, investment opportunities will be allocated on a fair and equitable basis as determined by Portfolio Advisors in its sole discretion in consideration of such factors as Portfolio Advisors deems relevant, such as, for example, the investment objectives of such clients and the relative sizes of such clients. Portfolio Advisors has made certain capacity commitments to certain clients (including the Funds) with respect to investments with a particular fund sponsor (generally, if such client has an existing investment relationship with such fund sponsor) under which one client would have priority ahead of

another client on investing with such fund sponsor if that fund sponsor were to offer only a limited amount of its investment capacity to Portfolio Advisors' clients. As available investment amounts in underlying funds may be limited, the Funds' and/or Accounts' ability to invest in such underlying funds may be significantly affected by such allocations. Portfolio Advisors and/or its affiliates may also decide to buy or sell interests in underlying funds for the accounts of certain but not all of its clients.

Portfolio Advisors accepts performance-based fees from certain clients. The acceptance of performance-based fees may create an incentive for Portfolio Advisors to make investments that are more speculative than would be the case in the absence of performance-based compensation. However, this incentive may be tempered somewhat by the fact that losses will reduce performance and thus the fees earned. Performance-based fees are not accepted from all clients. The variation in performance-based fee structures among Portfolio Advisors' clients may create an incentive for it to direct or allocate certain investments to certain clients that pay performance-based fees (and among those, to those that pay the highest fees). Such performance-based fees are charged in compliance with Rule 205-3 under the Investment Advisers Act of 1940, as amended.

Item 7 - Types of Clients

Portfolio Advisors sponsors and provides investment advisory services to several privately offered funds-of-funds. As described in more detail in Item 4 above, these funds-of-funds are generally formed by Portfolio Advisors to invest in private equity funds with particular investment strategies, such as buyout funds, venture capital funds, special situations funds (such as mezzanine funds, co-investment funds and other alternative investments), real estate funds, secondary funds and funds with a geographic focus such as U.S, Europe or the Pan-Asia region, during each such Fund's applicable investment period, all as specified in such Fund's governing agreements. Portfolio Advisors also provides separate account advisory services to a wide variety of clients.

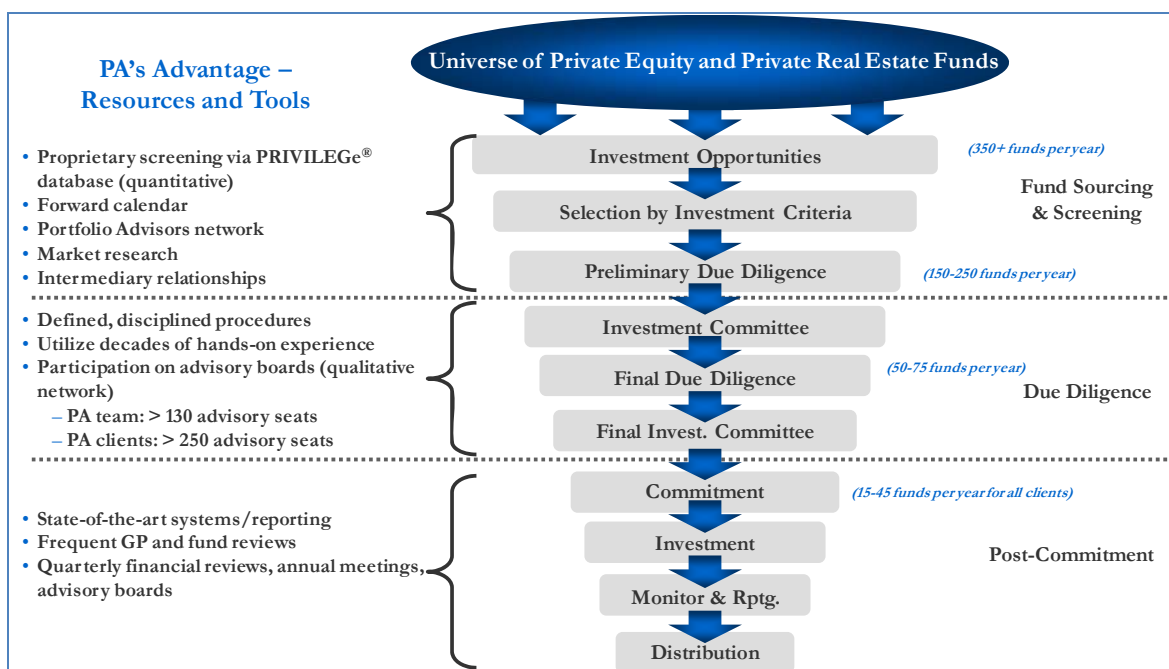
The following types of institutions may establish separate account advisory services with Portfolio Advisors or invest in funds-of-funds sponsored by the firm: sophisticated institutional investors, major public and private pension plan sponsors, corporations, foundations, endowments, charitable organizations, insurance companies, financial institutions, municipalities, sovereign funds, private investment funds, other pooled investment vehicles, family offices, high net worth individuals, and other U.S. and international institutions. Portfolio Advisors does not have any size requirements for opening or maintaining an account.

Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss

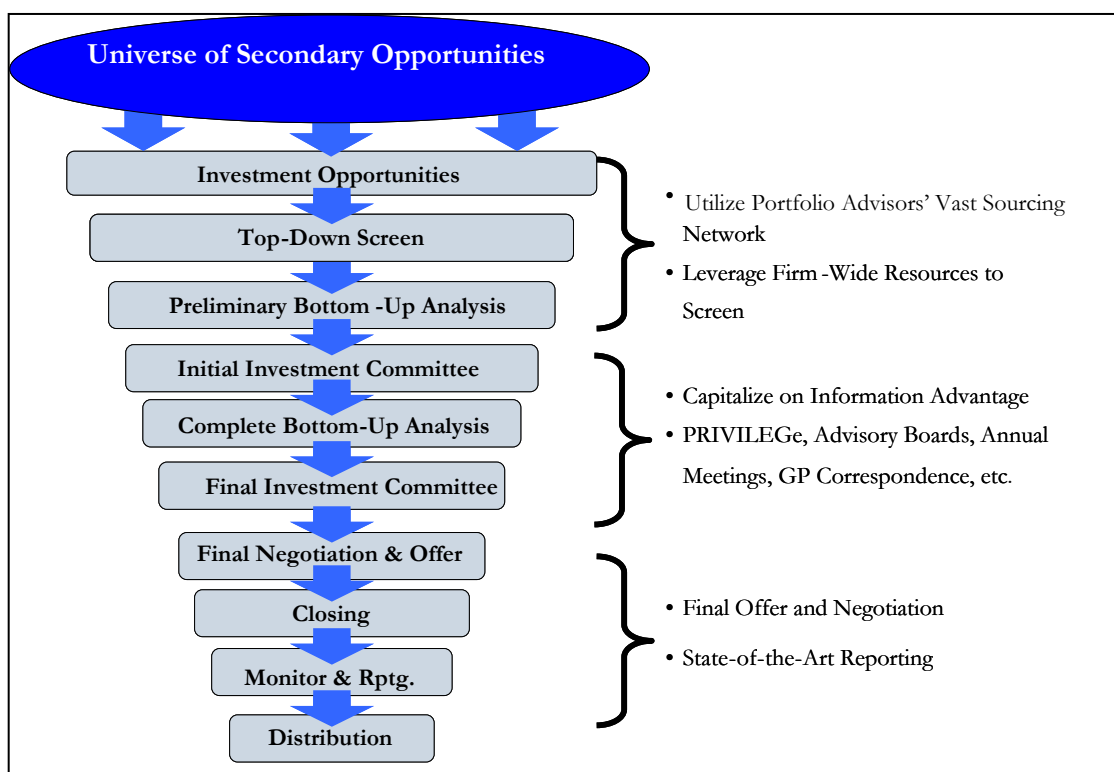
Portfolio Advisors invests its clients' assets in privately offered pooled investment vehicles, secondaries and co-investments. The overall investment strategy employed depends on sourcing investment opportunities and evaluating the strategy and performance of such investment opportunities. There are generally two significant methods of analysis utilized by Portfolio Advisors in evaluating investment opportunities. The first approach is used with respect to primary investments (e.g., commitments made directly to private equity funds or real estate funds while such funds are in the fundraising process). The second approach is used with respect to evaluating secondary investments and co-investments (e.g., fund interests purchased on the secondary market and/or investments made in an underlying company alongside an underlying fund sponsor).

Portfolio Advisors' analysis of primary investment opportunities typically includes analysis of the investment strategy and focus of the investment under consideration, the relevant experience of the manager, the past performance of prior investments sponsored by the same manager (if any), the compensation structure of the underlying fund manager, the fees being charged by the investment vehicle,

and/or any other factors deemed appropriate by Portfolio Advisors. Below is a table summarizing the various steps in the investment process with respect to primary investments.



Portfolio Advisors' analysis of secondary investment opportunities and co-investment opportunities typically includes a 'bottom-up' analysis of each limited partnership interest or portfolio of limited partnership interests or co-investment by gathering and examining industry and performance data, including revenues, EBITDA, net debt levels, budget versus actual performance and other pertinent information on the underlying portfolio companies or other investments, to the extent such information is available. With respect to secondary investments, the impact of underlying fund portfolio terms, including the management fee and carry potential in addition to other transaction costs (including, but not limited to, the legal costs involved with structuring the transaction and facilitating the transfer) are also analyzed. Below is a table summarizing the various steps in the investment process with respect to secondary investments. The co-investment process is substantially similar to that for secondary investments.



Since Portfolio Advisors' primary business is facilitating private equity and private equity real estate investments, Portfolio Advisors does not typically invest directly in public securities.

RISKS ²

ALL PRIVATE EQUITY AND REAL ESTATE INVESTMENTS, INCLUDING PRIMARY INVESTMENTS, SECONDARY INVESTMENTS AND CO-INVESTMENTS, AS WELL AS THE FUNDS-OF-FUNDS SPONSORED BY PORTFOLIO ADVISORS, RISK THE LOSS OF CAPITAL AND THERE IS NO GUARANTEE THAT AN INVESTMENT WILL ACHIEVE ITS INVESTMENT OBJECTIVE OR THAT INVESTORS WILL NOT LOSE ALL OR A PORTION OF THEIR CAPITAL.

General Risks. The success of an investment in general is subject to a variety of risks, including, without limitation, those related to: (i) the quality of the management of the investment vehicle and the ability of such management to successfully select and execute investment opportunities; (ii) the quality of the management of the operating companies in which the investment vehicle has invested and the ability of such management to develop and maintain successful business enterprises; (iii) general economic conditions; and (iv) the ability of the investment vehicle to liquidate its investments. Portfolio Advisors expects that certain underlying funds may experience financial difficulties, which may never be overcome. Such portfolio funds may utilize highly speculative investment techniques, including high leverage, highly concentrated portfolios, workouts and startups, control positions, non-control positions and illiquid investments. Neither Portfolio Advisors nor its Funds or Accounts will have the ability to direct or influence the portfolio fund sponsors or management of the underlying companies, but will

² The offering memoranda for each respective Fund discusses the risks related to such Fund and its investment strategies in greater detail.

primarily depend on the performance of such unrelated investment advisors and the returns could suffer substantial adverse effects by the unfavorable performance of such investment advisors.

Access and Competition. Identification of attractive investment opportunities by Portfolio Advisors and managers of portfolio funds with whom its Funds and Accounts invest involves a high degree of uncertainty. The success of each portfolio fund depends on the availability of appropriate investment opportunities and the ability of the portfolio managers to identify, select, gain access to and consummate appropriate investments. The availability of investment opportunities for each Fund and Account will generally be subject to market conditions and the ability of Portfolio Advisors to locate portfolio funds in their fund raising stages, secondaries that are available for purchase at attractive prices or attractive co-investment opportunities. There can be no assurance that suitable investments will be available to each Fund or Account or that a portfolio fund will be able to fully invest its committed capital. To the extent that any portion of such committed capital is not invested, the potential return for a Fund or Account and a portfolio fund may be diminished. Moreover, the historical performance of any portfolio fund or any portfolio manager is not a guarantee or indication of its future performance.

General Economic and Capital Market Conditions. General market conditions may affect the activities and success of Portfolio Advisors, its Funds and Accounts and the underlying funds. Fluctuations in interest rates, market prices of securities, including public securities market prices, slowdown in the global economy or in specific regional economies, increases in prices of oil and gas, raw materials, and agricultural commodities may have a direct and/or indirect negative impact on Fund and Account investments.

Regulatory Changes. The financial services industry generally, and the activities of private equity and alternative investment firms and their investment managers and advisers in particular, have been subject to intense and increasing regulatory scrutiny. As a result, Portfolio Advisors and its Funds and Accounts may become subject to less favorable legal, tax and/or regulatory schemes which may increase the exposure to potential increased tax liabilities, as well as legal, compliance and other related costs.

Non-U.S. and Emerging Markets Investments. Investing in non-U.S portfolio companies and portfolio funds, particularly in emerging markets, involves certain political and economic considerations, such as greater risks of expropriation and nationalization, confiscatory taxation, the potential difficulty of repatriating funds, potential exchange-control regulations, potential restrictions on non-U.S. investment, general social, political and economic instability and adverse diplomatic developments; the possibility of imposition of withholding or other taxes on dividends, interest, capital gain or other income; the small size of the securities markets in such countries and the low volume of trading, resulting in potential lack of liquidity and in price volatility; fluctuations in the rate of exchange between currencies and costs associated with currency conversion; less rigorous auditing and financial reporting standards and regulations; and volatility in inflation. Portfolio Advisors generally does not "hedge" currency risk, and as such, its Funds and Accounts may be exposed to significant risks due to exchange rate fluctuations.

Risks Inherent in Investing in Secondaries and Co-Investments. The success of the Funds' and/or Accounts' investments in general is subject to a variety of risks, including, without limitation, those related to (i) general economic conditions; (ii) the quality of the management of underlying funds; (iii) the quality of the management of the operating companies in which each Fund or Account has invested through underlying funds and the ability of such management to develop and maintain successful business enterprises; (iv) the price paid to purchase each Fund's or Account's investments; and (v) the ability of the underlying funds and each Fund and/or Account to successfully (x) source investment opportunities; (y) operate and manage their underlying investments; and (z) liquidate their underlying investments. None of the Funds or the Accounts will have the ability to direct or influence the

management and control of the underlying funds or the operating companies in which the underlying funds invest (or the operating companies in which each Fund or Account invests directly).

Co-Investments. Co-investments involve the syndication of a private equity fund portfolio company investment financing when a Fund or Account makes a common equity, preferred stock or debt investment in an underlying portfolio company. Co-investments are often subordinated to any debt provided to such underlying portfolio company by senior lenders. Co-investments may also take the form of mezzanine loans which, like equity investments, are typically unsecured and/or may have a deeply subordinated security structure. Co-investments and mezzanine loans involve a high degree of risk and are generally not diversified because they typically involve investments in (or provide financing to) a single, underlying portfolio company. There is no guarantee that Portfolio Advisors will correctly assess a particular co-investment's and/or mezzanine loan's risk/return profile or that, once purchased, a co-investment will perform to the general partner's expectations.

Use of Leverage by Underlying Funds and the Underlying Portfolio Companies. Certain of the underlying funds and/or underlying portfolio companies may have highly leveraged capital structures. The use of leverage magnifies the unfavorable effects on equity values. The highly leveraged capital structures of such underlying funds and/or underlying portfolio companies will magnify the exposure to adverse economic factors such as rising interest rates, reduced cash flows, fluctuations in exchange rates, inflation, downturns in the economy or deterioration in the condition of the company or its industry. In particular, in the event an underlying portfolio company cannot generate sufficient cash flow to meet its principal and interest payments on its debt obligations, the value of such underlying portfolio company, and indirectly the underlying fund which owns an interest in such portfolio company and/or an Account or a Fund, could be significantly reduced or even eliminated. Moreover, an underlying fund may itself employ leverage and its inability to meet its principal and interest payments on indebtedness will similarly have a material adverse effect on the underlying fund and, indirectly, a Fund and/or an Account.

Style Drift. Portfolio Advisors conducts a robust investment allocation process which focuses on selecting underlying funds with well-defined investment objectives, risk parameters and investment guidelines. Notwithstanding the investment allocation process, a Fund or an Account may be affected by "style drift" (i.e., the risk that a portfolio manager may deviate from its stated or expected investment strategy). Portfolio Advisors relies primarily on information provided by portfolio managers in assessing a portfolio manager's defined investment strategy and, ultimately, determining whether, and to what extent, it will allocate a Fund's or an Account's assets to particular underlying funds. Style drift can occur abruptly if, for example, a portfolio manager believes it has identified a particular investment opportunity that may produce higher returns than investments within its stated strategy or it can occur gradually, if, for instance, a "value"-oriented portfolio manager gradually increases an underlying fund's investments in "growth" stocks. Style drift poses a particular risk for multiple-manager structures since, as a consequence, a Fund may be exposed to particular markets or strategies to a greater extent than was anticipated by Portfolio Advisors due to resulting overlap of investment strategies among various underlying funds. In addition, "style drift" may affect the investment categorization of an underlying fund and, as a result, may affect Portfolio Advisors' attempts to monitor a Fund's diversification guidelines. Although Portfolio Advisors has established policies and procedures that are designed to monitor portfolio managers' compliance with stated strategies and guidelines and to mitigate the likelihood of potential "style drift" situations, there can be no assurance that a Fund or an Account will not be impacted by style drift of a particular portfolio manager.

Contingent Liabilities on Disposition of Investments. In connection with the disposition of an investment in a portfolio company, the underlying funds may be required to make representations about the business and financial affairs of such company typical of those made in connection with the sale of a business. The underlying funds also may be required to indemnify the purchasers of such portfolio

investment to the extent that any such representations are inaccurate or with respect to certain potential liabilities. These arrangements may result in the incurrence of contingent liabilities for which the portfolio managers may establish reserves or escrows. In that regard, limited partners may be required to return amounts distributed to them to fund obligations, including, without limitation, indemnity obligations, subject to certain limitations set forth in the applicable agreements.

Illiquidity. Portfolio Advisors may invest in or recommend underlying funds on behalf of its Funds and Accounts that make investments that are illiquid and cannot be realized in an orderly or timely fashion. Distributions-in-kind made to the Funds or Accounts may consist of securities for which there is no readily available public market or could consist of securities of companies unable to meet required interest or redemption payments. Interests in the underlying funds are typically restricted as to their transferability under U.S. federal or state or non-U.S. securities laws or under their respective governing documents and should be acquired only by investors able to commit their funds for an indefinite period of time. There is no public market for these portfolio interests and it is highly unlikely that one will develop.

Valuations of the Investments of Portfolio Funds. Investments in securities that are not readily marketable will generally be carried at the values provided to the Funds or Accounts by the underlying funds pursuant to valuation procedures set forth in the organizational documents of such portfolio funds. These valuation procedures may be subjective in nature, may not conform to any particular industry standard and may not reflect actual values at which investments are ultimately realized; however, in most cases, the value of a company or a portfolio company reflects the "fair value" as determined by each fund sponsor in accordance with U.S. Generally Accepted Accounting Principles or International Financial Reporting Standards, and includes valuations of unrealized investments. Clients must understand that (i) such valuations may be materially higher or lower than the cost of such investments and may vary over time, (ii) such valuations may or may not be based on valuations provided or verified by third parties independent of the underlying fund's general partner, and (iii) the ultimate realized value of any investment may be materially different than its fair value as reported in the underlying fund's financial statements.

Control Risks. Portfolio funds may acquire non-controlling interests in certain underlying portfolio companies. The success of the portfolio funds' investments in such underlying portfolio companies will depend in part on the performance and abilities of such portfolio companies' controlling shareholders. Because the portfolio funds will not control such portfolio companies, the portfolio funds' ability to exit from such investments may be limited. Additionally, the portfolio funds are likely to have a reduced ability to influence management of such portfolio companies. The portfolio manager may also have disagreements with controlling shareholders over the strategy and operations of such portfolio companies. As a result of the foregoing, the portfolio funds' equity investments in such portfolio companies may perform poorly.

Reliance on Unaffiliated Managers. The underlying funds in which Portfolio Advisors invests on behalf of its Funds or Accounts are managed by professional investment managers unrelated to Portfolio Advisors. Returns will depend primarily on the performance results obtained by such unrelated managers whose past performance may not be a reliable indicator of future results. Neither Portfolio Advisors nor its Funds or Accounts will be in a position to exercise control or substantial influence over the underlying funds.

Third-Party Involvement. An underlying fund may co-invest with third parties through joint ventures or other structures. Such investments may involve risks not present in investments where a third party is not involved, including the possibility that a co-venturer or partner of an underlying fund may at any time become bankrupt or have economic or business interests or goals that are inconsistent with those of such underlying fund or may be in a position to take action contrary to such underlying fund's investment

objectives. Furthermore, if such co-venturer or partner defaults on its funding obligations, it may be difficult for the underlying fund to make up the shortfall from other sources. A Fund or an Account may be required to make additional contributions to an underlying fund to replace such shortfall, thereby reducing the diversification of its investments. Any default by an underlying fund's co-venturer or partner could have an adverse effect on an Account or a Fund, its assets and the interests of its limited partners. In addition, an underlying fund may be liable for actions of its co-venturers or partners.

Currency Risks. To the extent that a Fund or an Account makes an investment in one or more non-U.S. countries, such underlying fund's assets generally will be denominated in the currency of the jurisdiction in which the underlying fund is located. Investments outside the United States or denominated in non-U.S. currencies pose currency exchange risks (including costs of conversion, blockage, devaluation and non-exchangeability) which may affect the value of investments in foreign assets.

Default by Limited Partners. Portfolio Advisors expects that a Fund's underlying funds will require commitments to meet capital calls over an extended period of time. Failure by a limited partner in a Fund to meet a capital call could have adverse consequences for the Fund (including, without limitation, financial penalties and the possibility of forfeiture of the Fund's interest in such underlying fund) and thus for the other partners. An underlying fund generally may reduce the value of a Fund's interest or terminate a Fund's interest therein if a Fund fails to satisfy any capital call by such underlying fund (or generally if the portfolio manager thereof determines that the continued participation of a Fund in such underlying fund would have a material adverse effect on such underlying fund or its assets). If a limited partner fails to timely fund a draw-down by a Fund and such shortfall is not made up by the other limited partners, a Fund may fail to meet a capital call.

Multiple Layers of Expense. Funds, Accounts and the underlying funds each have multiple layers of expenses and management costs that will be borne, directly or indirectly, by each such Fund and Account, respectively. By way of example, an investment in a Fund will generally entail the payment of certain expenses, plus management fees and carry to the general partner of each underlying fund in which a Fund invests, and the payment of certain expenses, plus management fees and carry to Portfolio Advisors, as the investment manager of a Fund.

Diverse Investor Group. Limited partners may have conflicting investment, tax and other interests with respect to their investments in a Fund. The conflicting interests of individual limited partners may relate to or arise from, among other things, the nature of investments made by a Fund, the structuring or the acquisition of investments and the timing of disposition of investments. As a consequence, conflicts of interest may arise in connection with decisions made by Portfolio Advisors that may be more beneficial for one limited partner than for another limited partner, especially with respect to any limited partner's individual tax situation.

Allocation of Investment Opportunities. Investing in pooled investment vehicles can be competitive and many of the underlying funds in which Portfolio Advisors will seek to invest its Funds and Accounts may be oversubscribed, with investor demand exceeding the commitments offered. There can be no guarantee that Portfolio Advisors will be able to secure admission to such portfolio funds for its Funds and Accounts (or secure adequate allocation) or sufficiently allocate the investment opportunities to invest in such portfolio funds.

Side Letters. A Fund may enter into other written agreements ("Side Letters") with one or more limited partners. These Side Letters may entitle a limited partner to make an investment in such Fund on terms other than those described in the limited partnership agreement. Any such terms, including with respect to (i) reporting obligations of a Fund, (ii) transfer to affiliates, or (iii) any other matters described therein, may be more favorable than those offered to any other limited partner.

Dependence on Key Personnel. Portfolio Advisors' investors and Accounts rely on the experience, relationships and expertise of certain individuals employed by Portfolio Advisors and/or the underlying investment advisers to the underlying funds. There can be no assurance that these individuals will remain employed with the applicable investment manager or otherwise continue to carry on their current duties throughout the term of the related investments. The loss of any such key person could have a material adverse effect on Portfolio Advisors' Funds or Accounts.

Tax Risks. An investment in a Fund involves complex non-U.S., federal, state and local income tax considerations that will differ for each prospective investor, involving, inter alia, significant issues as to the character, timing of realization and sourcing of gains and losses. In addition, legal, tax and regulatory changes could occur during the term of a Fund that may adversely affect the Fund, its underlying fund and its partners. Each limited partner in a Fund should consult its own tax advisers with reference to its specific tax situations, including any applicable U.S. federal, state, local and non-U.S. taxes.

Item 9- Disciplinary Information

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of Portfolio Advisors' advisory business or the integrity of Portfolio Advisors' management.

Item 10 - Other Financial Industry Activities and Affiliations

Portfolio Advisors, its affiliates and its personnel serve as investment advisers to multiple clients. Portfolio Advisors and its personnel may have conflicts in allocating their time and services among the firm's clients. Portfolio Advisors, its affiliates and its personnel will devote as much time to the activities of each client as they deem necessary and appropriate and the amount of time devoted to different clients may vary.

Portfolio Advisors is also co-owner of a subsidiary investment management company, Asia Select Management Ltd., with UOB Global Capital Pte. Ltd., an affiliate of United Overseas Bank, one of the largest banks in Singapore. The "Asia Select Management team" (comprised of certain employees from both organizations) works together on sourcing investment opportunities in the Pan-Asia region for the Asia Funds. (Please see Item 4 for additional detail on the Asia Funds.)

Certain Funds (and sectors and/or classes thereof) may invest in other Funds (and sectors and/or classes thereof) in order to facilitate exposure to certain types of investments, facilitate the consummation of investments and/or to benefit from economies of scale by investing through shared vehicles. For example, certain sectors or classes of PAPEF VII may invest in an aggregator vehicle alongside the PASF Funds in order to participate in secondary investments in an efficient and cost effective manner. In the event that a Fund invests in another Fund, no additional management fees or performance allocation will be charged by Portfolio Advisors.

Portfolio Advisors does not receive compensation directly or indirectly from investment advisers whom it recommends or selects for its clients. Likewise, other than as set forth herein, Portfolio Advisors does not have any other business relationships with investment advisers whom it recommends or selects for its clients. (Please see the section titled, "Relationships with Third Party Fund Sponsors" in Item 11 for additional information.)

Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Portfolio Advisors' has a Code of Ethics which, among other things, requires that employees act with integrity and in an ethical manner, use reasonable care, exercise professional judgment, place the interests

of clients above their own and comply with all applicable provisions of U.S. federal and state securities laws, as well as any applicable non-U.S. securities laws. A copy of Portfolio Advisors' Code of Ethics is available to any client, prospective client, investor or prospective investor upon request. While Portfolio Advisors' business is focused on facilitating investments in the private equity asset class, the sponsors of private equity funds or investments may invest in publicly traded securities. However, it would be unusual for Portfolio Advisors to receive material, non-public information about these securities. Notwithstanding the foregoing, Portfolio Advisors has an Insider Trading Policy to prevent insider trading by its employees. Among other things, the Insider Trading Policy prohibits employees from: (i) trading in securities while in the possession of material, non-public information about those securities; (ii) trading in securities recommended by the firm; and (iii) participating in an initial public offering without prior approval. Employees also have certain quarterly and annual reporting obligations with respect to trading in securities.

In certain select instances, as described more specifically in each applicable Fund's governing agreements, Portfolio Advisors transfers underlying investment assets between certain Funds. More specifically, Portfolio Advisors intends for the U.S. fund and the corresponding non-U.S. fund of certain PAPEF Funds and, separately, certain PAREF Funds (as applicable) to invest in the same underlying funds, in proportion to the amount of capital committed to the U.S. and non-U.S. funds with exceptions in limited circumstances; however, the parallel U.S. and non-U.S. funds will have disproportionate initial allocations because of: (i) differences in closing dates and commitment amounts received by the U.S. and non-U.S. funds during their offering periods; (ii) the limited timeframes in which underlying funds may offer its interests; and (iii) the determination by portfolio sponsors not to accept a subscription from either the U.S. or the non-U.S. vehicle for any reason. In order to effect the aforementioned pro rata allocation of investments, at each closing of the applicable Funds, to the extent practical and possible, the U.S. and non-U.S. funds will be rebalanced to reflect the pro rata commitments in the U.S. and non-U.S. funds. Upon the final closing of the applicable Funds, a final rebalancing will be performed and legal ownership of the holdings will be transferred to the extent possible pursuant to the final pro rata commitments in the U.S. and non-U.S. funds.

Portfolio Advisors has long-term relationships with many private equity managers and may seek to invest the assets of its clients in the pooled investment vehicles managed by such managers. In addition, there are a small number of instances in which an investment committee member has held or still retains such an interest based on a commitment made a long time ago (e.g., prior to employment at Portfolio Advisors). In order to help mitigate any actual or perceived conflicts of interest, in the event a member of a particular Portfolio Advisors' investment committee has a financial interest in a predecessor pooled investment vehicle to a fund currently being considered for investment, such Portfolio Advisors employee will recuse himself or herself from voting on such investment opportunity.

Portfolio Advisors may recommend and/or make investments with the same fund sponsors and in the same funds on behalf of more than one client. In addition, Portfolio Advisors has made certain capacity commitments to certain of its clients with respect to investments with a particular fund sponsor (generally, if such client has an existing investment relationship with such fund sponsor) pursuant to which such client would have priority ahead of Portfolio Advisors' other clients on investing with such fund sponsor if that fund sponsor were to offer only a limited amount of its investment capacity to Portfolio Advisors. (Please see further discussion of Portfolio Advisors' investment allocation policies in Item 6.) Portfolio Advisors may act as an investment adviser to multiple clients and situations may arise where more than one client has an interest in the same investment but the interest varies considerably. For example, Portfolio Advisors may have different clients invested in the same underlying fund, a client invested in a co-investment alongside such underlying fund and/or a client having purchased an interest in an underlying fund on the secondary market or a client pursuing a secondary opportunity. Portfolio Advisors may give advice, and take action, with respect to any of its respective clients that may differ or

be completely opposite from the advice given to other clients. Portfolio Advisors may also provide administrative or other services to, and receive fees from, clients or third parties who have interests that conflict with those of certain other clients. From time to time, Portfolio Advisors sponsors Funds in which its separate account advisory clients may be interested in investing. In such circumstances, Portfolio Advisors could be entitled to receive increased or additional fees from such client(s) as a result of such commitments. In order to avoid the potential conflict of interest that would be present if Portfolio Advisors were to utilize its discretion to commit an Account to a Fund, Portfolio Advisors refrains from making any such investment decision. To the extent that an Account wishes to invest in a Fund, such Account must make the investment decision itself. From time to time, a particular Fund (and sectors and/or classes thereof) may invest directly into another Fund (and sectors and/or classes thereof); however, in such event, no additional management fees or performance allocation is charged by Portfolio Advisors to investors. (Please see the section titled, "Material Relationships or Arrangements with Industry Participants," in Item 10 for additional detail.)

Item 12 - Brokerage Practices

As a general matter, Portfolio Advisors' business model does not involve investing in or trading securities or other assets on behalf of clients on an active basis. Portfolio Advisors' primary business is facilitating investments in privately offered pooled investment vehicles. Accordingly, Portfolio Advisors does not typically trade in public securities. When a Portfolio Advisors client has received public securities as a result of a distribution in-kind, Portfolio Advisors generally manages the sale of such securities on behalf of the Funds and generally does not manage the sale of such securities on behalf of its Accounts; *however*, in such latter event, Portfolio Advisors places any securities distributed by the sponsor of an underlying fund in which an Account has invested into such Account's existing broker-dealer account or as specified in the applicable advisory services agreement or other governing agreement with such Account. Where applicable, brokers are selected by Portfolio Advisors primarily on the basis of their execution capability, trading expertise and reasonableness of commission. Portfolio Advisors does not: (i) routinely recommend, (ii) request or (iii) require that an Account direct the execution of a transaction through a specified broker-dealer. Portfolio Advisors does not receive research or other products or services other than execution from broker-dealers or third parties in connection with client securities transactions (i.e., "soft dollar benefits").

Portfolio Advisors generally does not aggregate the purchase or sale of securities for various client accounts. As stated above, since Portfolio Advisors does not typically trade in public securities, it attempts to liquidate such securities as soon as possible rather than hold such securities with the goal of aggregating a group sale for a lower execution cost. Since sales of securities are generally an ancillary event, Portfolio Advisors believes that the *de minimis* cost savings that might be obtained through aggregation is outweighed by being able to provide its clients with more immediate liquidity.

Item 13 - Review of Accounts

Portfolio reviews are provided for most Accounts and Funds on a quarterly and annual basis in the form of a report and each respective advisory services agreement or other governing agreement generally spells out the nature of the information that would be included in these reports. The reports generally cover the performance of the client's private equity portfolio, the asset allocation within the portfolio, the geographic and industry distribution of the underlying assets within the portfolio, long- and short-term trends (and for Accounts, the weighting by cost and value of the largest private and public investments in the portfolio and an evaluation of how the portfolio compares with performance in the marketplace). 'Reviewers' for each Account and Fund typically include a Managing Director of Portfolio Advisors and each review is undertaken in accordance with the applicable advisory services agreement and/or other governing agreements which specifically outline the reviews and the information that is to be included in

the particular client's portfolio review. Generally, once a client agrees on the type of information it is seeking in the portfolio review, that category of information remains the same for each subsequent review and then the data is updated, as appropriate. Each Managing Director has up to approximately five primary clients, depending on the size of the client's portfolio, the extensive nature of the review required, and the frequency of the review. A review of a client account may simply be requested by a client or could be triggered by any unusual performance activity, changes in market conditions or special circumstances such as an employee reporting suspicious activity pursuant to Portfolio Advisors Anti-Fraud Policy and/or its Anti-Money Laundering Policy. In addition, Portfolio Advisors is frequently asked to work on special projects for its Accounts. In fact, most Account contracts state that Portfolio Advisors will perform such additional work as may be requested by the Account client from time to time, provided such work is reasonable in scope and further provided that sufficient lead time is given. As an example, Portfolio Advisors might be asked to "slice and dice" the portfolio in a manner not previously included in the standard reports, or Portfolio Advisors might be asked to prepare a presentation that the client wishes to make.

Item 14 - Client Referrals and Other Compensation

Portfolio Advisors has retained several placement agents for the purpose of referring prospective advisory clients and/or investors to Portfolio Advisors-sponsored investment vehicles. Such placement agents may be paid cash consideration for their solicitation activities in compliance with SEC rules governing cash payments for client solicitations pursuant to written placement agent services agreements. With respect to its current Fund offerings, Portfolio Advisors has retained several placement agents acting as finders in respect of the corresponding limited partnership interests. For this service, the placement agents are being paid a fee by Portfolio Advisors (or by the applicable Fund as described more specifically in such Fund's governing agreements, and such fees paid by any Fund to the placement agent would offset amounts otherwise owed to Portfolio Advisors as the investment manager of such Fund). Such placement agent's respective clients and/or other contacts may also or alternatively be required to compensate such placement agent, but any such arrangement would be dictated by the terms of the underlying investor's contractual relationship with such placement agent and not by Portfolio Advisors.

Item 15 - Custody

Portfolio Advisors is subject to Rule 206(4)-2 under the Advisers Act (the "Custody Rule") with respect to the Funds. Portfolio Advisors complies with the Custody Rule with respect to each Fund by: (i) maintaining each Fund's assets with a qualified custodian; (ii) ensuring the Funds receive account statements from the qualified custodians; (iii) ensuring that an annual audit is conducted by an independent public accountant; and (iv) when required by the Custody Rule, ensuring that a surprise audit by an independent public accountant is conducted. Portfolio Advisors also retains custody over certain funds or securities of certain of its Accounts and complies with Rule 206(4)-2 with respect to those Accounts.

Item 16 - Investment Discretion

Portfolio Advisors' relationships with its clients range from fully discretionary to non-discretionary. For clients with whom Portfolio Advisors maintains a fully discretionary relationship, Portfolio Advisors is authorized to determine the investments to be made and the amount of such investments (within the parameters of and subject to the restrictions within the applicable advisory services agreements or other governing agreements with such client). Other than the execution of the applicable advisory services agreements, investment management agreements, a power of attorney and/or other governing agreements, as determined as appropriate on a client-by-client basis, there are no pre-determined procedures that Portfolio Advisors follows prior to assuming any degree of discretionary authority.

Item 17 - Voting Client Securities

From time to time, the Funds receive publicly traded stock in lieu of a cash distribution from an underlying fund. In these cases, Portfolio Advisors has the authority to vote Fund proxies, however, it is Portfolio Advisors' policy not to vote these holdings and to liquidate these holdings as soon as possible. As a practical matter, the Funds generally hold these securities for up to three days at most and do not have the opportunity to vote these securities in any event. Portfolio Advisors generally uses Deutsche Bank, a registered broker-dealer, to handle the sale of stocks in the instance that an underlying fund distributes shares of a publicly-traded stock in-kind in lieu of a cash distribution. If a Fund receives such an in-kind distribution, Portfolio Advisors instructs the aforementioned broker-dealer to sell the shares at the stock market opening or as soon as practicable thereafter in keeping with its policy (e.g., if the trade notices were not received prior to the opening bell). Portfolio Advisors maintains a log of such activity. As Portfolio Advisors exclusively advises on the private equity and private real estate asset class, Portfolio Advisors generally does not have authority to vote publicly traded securities on behalf of its Accounts. In the event that an Account is required by the manager of an investment to vote with respect to publicly traded securities, Portfolio Advisors would facilitate such voting in the manner described in such separate account client's advisory agreement.

Item 18 - Financial Information

Portfolio Advisors has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.