

FIRM BROCHURE

CROW HOLDINGS CAPITAL PARTNERS, L.L.C.

3819 Maple Avenue
Dallas, TX 75219
(214) 661-8000 (telephone)
www.crowholdingscapital.com

This brochure provides information about the qualifications and business practices of Crow Holdings Capital Partners, L.L.C. If you have any questions about the information contained in this brochure, please contact us at (214) 661-8000. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

This brochure does not constitute an offer, solicitation or recommendation to sell or an offer to buy any securities, investment products or investment advisory services. Such an offer may only be made to eligible persons by means of delivery of offering, governing and/or account documents that contain the material terms relating to such investments, products or services.

Additional information about Crow Holdings Capital Partners, L.L.C. also is available on the SEC’s website at www.adviserinfo.sec.gov.

MARCH 30, 2012

Item 2: Material Changes

This item requires us to identify and discuss any material changes that have been made to our firm brochure since the date of our last annual updating amendment. Since this is our first annual updating amendment, Item 2 is not currently applicable.

Nevertheless, a summary of the material changes made to our brochure since September 8, 2011 (the date it was last amended) are as follows:

- The SEC recently adopted amendments to Form ADV to redefine how an investment adviser's assets are calculated for certain purposes of the form. Among other things, the amendments now require us to calculate our assets under management on a gross basis. The amount of our assets under management in Item 4 of this brochure differs from the assets under management previously disclosed in the previous version of our brochure.
- Due to the recent dissolution and liquidation of Blazek Crow Holdings Capital, L.P. (the "Blazek Fund"), we have removed certain disclosures regarding the Blazek Fund and its affiliated entities from Item 10 of our brochure.
- Due to recent amendments to CFTC rules, we and/or certain of our affiliates may be required to register with the CFTC as commodity pool operators and/or commodity trading advisors in the near future.

We encourage all clients and investors to carefully review this document in its entirety.

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Item 4: Advisory Business

FIRM DESCRIPTION AND OVERVIEW

Crow Holdings Capital Partners, L.L.C., a Delaware limited liability company and private investment advisory firm (“CHCP” or “we,” “us,” or “our”), was formed in 2010. We provide investment management services to pooled investment vehicles and separately managed accounts with respect to investments in real estate and real estate related assets, securities, financial instruments, private investments and other assets, including through other private pooled investment vehicles and separately managed accounts managed by third-party investment advisers. Our investment advice is provided in accordance with the investment objectives, strategies, guidelines, restrictions and limitations contained in the applicable offering, governing and/or account documents, and the information in this brochure is qualified in its entirety by the information set forth in such documents.

PRINCIPAL OWNERS

We are ultimately owned, indirectly through intermediate subsidiaries, by various CH Entities (as defined below) and select members of our management team. As used herein, “CH Entities” means entities directly or indirectly owned and controlled by the lineal descendants of Trammell Crow and Margaret Crow, and trusts established for their benefit and the benefit of the spouses of certain such persons. While the CH Entities own a majority of our equity interests, they are passive owners and are not involved in our day-to-day management and operations.

TYPES OF ADVISORY SERVICES

Our advisory services are provided through several distinct business units, as described below.

Real Estate Funds

We provide advisory services to private pooled investment vehicles (“Real Estate Funds”) with respect to investments in real estate and real estate related assets, including warehouses, retail, multi-family housing, office buildings, hotels, single family residential lot development and debt secured, directly or indirectly, thereby. We are responsible for investing the assets of each Real Estate Fund in accordance with the investment objectives, policies and guidelines set forth in its offering and governing documents. Information about each Real Estate Fund is set forth in its offering memorandum. Investment in a Real Estate Fund does not, in and of itself, create an advisory relationship between an investor in such fund and us. **See Item 8 below.**

Securities Funds

We provide advisory services to private pooled investment vehicles (“Securities Funds” and, together with the Real Estate Funds, the “Funds”) with respect to investments in securities, financial instruments, private investments and other assets, including investments in other private pooled investment vehicles (“Underlying Funds”) and separately managed accounts (“Underlying Accounts”) managed and operated by third-party investment advisers (“Underlying Advisers”). We generally are responsible for investing and re-investing the assets of each Securities Fund (and for the selection of Underlying Funds, Underlying Accounts and Underlying Advisers) in accordance with the investment objectives, policies and guidelines set forth in its offering and governing documents. Information about each Securities Fund is set forth in its offering memorandum. Investment in a Securities Fund does not, in and of itself, create an advisory relationship between an investor in such fund and us. **See Item 8 below.**

Advisory Accounts

We provide investment advisory services to separately managed advisory accounts (“Advisory Accounts”) of various clients with respect to investments in securities, financial instruments, private investments and other assets, including investments in the Funds, Underlying Funds and Underlying Accounts. Advisory Accounts are managed in accordance with the terms, conditions, guidelines and limitations set forth in the investment management agreement with each Advisory Account client. **See Item 8 below.**

In addition to the foregoing, we also provide advisory and other services with respect to various CH Entities and the Advisory Accounts of certain Crow family members. In general, investments in the Funds by the CH Entities and members of the Crow family are subject to substantially similar terms and conditions as those applicable to third-party investors.

In addition to the foregoing, we have provided, and may from time to time in the future provide, financial planning

and/or general business consulting services to certain advisory clients.

INVESTMENT RESTRICTIONS

Funds

We provide investment advice to each Fund in accordance with the investment objectives, policies and guidelines set forth in the applicable offering and governing documents, and not in accordance with the individual needs or objectives of any particular investor in that Fund. Investors generally are not permitted to impose restrictions or limitations on the management of the Funds. Notwithstanding the foregoing, the general partner of a Fund may enter into side letter agreements with one or more investors in that Fund that alter, modify or change the terms of the interests held by those investors.

Advisory Accounts

We provide and tailor our investment advice based on the investment guidelines, objectives, restrictions, financial circumstances and risk tolerance of each Advisory Account client. Subject to our approval, Advisory Account clients generally may impose reasonable restrictions and limitations on the management of their Advisory Accounts.

ASSETS UNDER MANAGEMENT

As of December 31, 2011, we had approximately \$2,820,508,000 in regulatory assets under management. All of these assets were managed on a discretionary basis.

Item 5: Fees and Compensation

FEE SCHEDULES

In consideration of our advisory services, we generally are entitled to receive management fees with respect to each of our clients, and one or more of our affiliates also may be entitled to receive carried interest distributions with respect to the Real Estate Funds. While our fees are described in detail in the applicable governing, account and/or offering documents, our basic advisory fee schedule is set forth below:

Real Estate Funds

With respect to the Real Estate Funds, we generally receive a management fee, payable quarterly in advance, equal to:

- (i) during the investment period, 0.375% (1.5% per annum) of each limited partner's aggregate capital commitments; and
- (ii) after the investment period, between 0.25% (1.0% per annum) and 0.375% (1.5% per annum) of each limited partner's invested capital in respect of investments that have not been the subject of a disposition.

In addition, the Real Estate Funds generally are subject to a carried interest equal to 20% of profits on distributions derived from the disposition of investments (following a preferred rate of return of 9% to investors).

Management fees and/or carried interest distributions with respect to the Real Estate Funds and each investor are not negotiable.

Securities Funds

With respect to the Securities Funds, the amount of management fee differs depending upon the class of interests acquired by investors. With respect to each investor that is not an Advisory Account client, we generally receive a management fee, payable quarterly in advance, equal to no more than 0.25% (1.0% per annum) of (as applicable) the net asset value of that investor's capital account, the aggregate capital commitment of that investor or the total invested capital of that investor. Advisory Account clients generally are not subject to any management fee charged at the Securities Fund level; instead, we are entitled to receive an asset-based management fee from such clients in accordance with the terms of their respective investment management agreements. In the event an investment management agreement between us and an Advisory Account client is terminated, the general partner may elect to convert such client's interest in a Securities Fund to an interest that is subject to the management fee charged at the fund level. Certain of our employees, officers and directors and affiliates are not subject to any management fee.

While we and/or our affiliates currently are not entitled to receive any performance-based allocations or fees and/or carried interest distributions with respect to the Securities Funds, we and/or one or more of our affiliates may receive such allocations, fees and/or distributions with respect to one or more Securities Funds in the future. Certain of the Underlying Funds and Underlying Advisers charge performance-based fees or allocations, which generally are borne by a Securities Fund. In addition, CH Entities have equity, profits or other interests or arrangements in or with certain Underlying Funds, Underlying Advisers and/or their respective affiliates and investments by clients or the Securities Funds in such Underlying Funds and/or Underlying Advisers will indirectly result in additional revenues to such CH Entities. **See Item 10 and Item 11.**

Management fees with respect to the Securities Funds and each investor generally are not negotiable. However, we may enter into side letters or similar arrangements with certain investors that reduce or eliminate the fees charged with respect to these investors.

Advisory Accounts

With respect to each Advisory Account client, we generally receive an asset-based management fee, payable quarterly in advance, equal to 0.125% (0.50% per annum) of the asset value of the Advisory Account as of the close of business on the last business day of the preceding calendar quarter. Management fees charged with respect to Advisory Account clients generally are not expected to be negotiable. Nevertheless, we may, in certain limited and unique circumstances, agree to reduce the advisory fees applicable to certain Advisory Account clients.

We currently are not entitled to receive any performance-based fees with respect to the Advisory Accounts.

However, certain of the Underlying Funds and Underlying Advisers charge performance-based fees or allocations, which generally will be borne directly or indirectly by Advisory Account clients. If an Advisory Account client invests in a Real Estate Fund, it will be required to pay to us and/or our affiliates, in addition to the advisory fees set forth above, the management fees and carried interest distributions charged at the Real Estate Fund level. In addition, CH Entities have equity, profits or other interests or arrangements in or with certain Underlying Funds, Underlying Advisers and/or their respective affiliates and investments by clients or the Securities Funds in such Underlying Funds and/or Underlying Advisers will indirectly result in additional revenues to such CH Entities. **See Item 10 and Item 11.**

Advisory fees applicable with respect to the CH Entities and Crow family clients generally are expected to be the same as those applicable to third-party clients. Nevertheless, the advisory fees of certain CH Entities and Crow family clients may, under certain circumstances, vary from the fees applicable to third-party clients based on a number of factors, including the extent and nature of the advisory services provided and the size of the applicable CH Entity or Advisory Account.

DEDUCTION OF ADVISORY FEES

Real Estate Funds

Management fees may be funded with capital contributions called from investors, with proceeds from investments or from a line of credit carried by such funds.

Securities Funds

With respect to each applicable investor, management fees may be funded (as applicable based upon the terms of the Securities Fund) by deducting such fees directly from that investor's capital account, with capital contributions called from that investor or by reducing distributions which would otherwise be made to that investor. In the event of a withdrawal by an investor other than as of the last calendar day of a calendar quarter, a *pro rata* portion of the management fee, based upon the actual number of days remaining in such quarter as of the date of withdrawal, will be refunded by us to the applicable Securities Fund for credit to such investor's capital account.

Advisory Accounts

Advisory Account clients typically authorize and direct us to deduct our management fees directly from their custodial accounts. In certain cases, Advisory Account clients may be billed and responsible for paying management fees directly to us.

Investment management agreements with Advisory Account clients generally do not have termination dates. Instead, investment management agreements typically may be terminated by us or the clients at any time upon at least 15 days advance written notice, as set forth in the applicable agreements. Management fees may be prorated (i) with respect to withdrawals, on any date other than as of the end of a calendar quarter and (ii) with respect to contributions, on any date other than as of the beginning of a calendar quarter. In the event of termination of the investment management agreement, any unearned fees paid in advance will be refunded to the client (minus any account expenses and reserves for expenses).

OTHER FEES AND EXPENSES

In addition to the fees set forth above, clients generally bear all fees, costs and expenses associated with their investments and Advisory Accounts, including the types of fees, costs and expenses set forth below. To the extent requested or authorized in writing, Advisory Account clients may also be required to bear reasonable travel and other expenses incurred by us in connection with investment due diligence, negotiation or monitoring. If any fees, costs and/or expenses are incurred jointly for the account of a client and one or more other clients, such fees, costs and/or expenses generally will be allocated among the applicable clients in proportion to the size of the investment made by such clients in the activity or entity to which the expense relates or in such other manner as we determine to be fair and equitable. We or an affiliate may from time to time elect to bear certain costs and expenses.

Underlying Adviser Fees

In addition to our fees, each Underlying Adviser generally imposes management fees and also may impose performance-based fees or allocations based upon realized and unrealized appreciation in the value of the assets managed by that Underlying Adviser. These fees generally will be borne by our clients.

Fund Expenses

Each client (including the Funds) generally bears its own organizational, offering and operating expenses.

Underlying Fund or Underlying Adviser Expenses

Clients generally bear, directly or indirectly through their investment in each Underlying Fund or other investment vehicle (as applicable), their *pro rata* share of the offering, organizational and operating expenses of such Underlying Fund or other investment vehicle, and expenses related to the investment of such assets, such as brokerage commissions (including soft dollar payments), expenses relating to short sales, clearing and settlement charges, custodial fees, bank service fees, interest expenses, borrowing costs and extraordinary expenses.

Custodial and Administration Fees

With respect to the Funds, custody and administration fees, if any, are charged separately by the custodian or administrator and are in addition to the management fees payable to us. Advisory Account clients are responsible for their share of any fees or expenses charged by third-party administrators engaged to provide administrative and other services with respect to the Advisory Accounts. Advisory Account clients are responsible for paying all custodial fees and expenses with respect to their accounts held at qualified custodians. Custody fees are in addition to the management fees payable to us.

As described in Item 12 below, we generally recommend that Advisory Account clients utilize the custodial, brokerage, clearing and other services of Pershing Advisor Solutions, a registered broker-dealer and affiliate of Pershing, L.L.C. (collectively, "Pershing"). As compensation for its services, Pershing generally will charge Advisory Account clients a flat rate custody-based fee (the "Pershing Custody Fee") of 4 basis points on all assets held in their custodial account(s) at Pershing. The Pershing Custody Fee includes trades executed through Pershing either directly or indirectly, but does not include foreign currency trades and certain other items that will be charged directly to clients on a per execution basis. The Pershing Custody Fee is in lieu of transaction-based brokerage commissions, does not vary based on the number or size of trades in client accounts, and does not include fees for trade away execution and services in connection with transactions effected through broker-dealers other than Pershing or its agents/affiliates. The Pershing Custody Fee is charged quarterly in advance and calculated based on the average value of the custodial account on the last day of the past three calendar month ends. The Pershing Custody Fee is deducted by Pershing directly from the custodial account of each applicable client and is in addition to the management fee charged by us. Additional fees and expenses may be incurred for transactions executed by a broker-dealer other than Pershing or its agents/affiliates, or if a custodian other than Pershing or its agents/affiliates is used. **See Item 12 below.**

Brokerage

Clients generally are responsible for and pay all brokerage fees and expenses. For Advisory Account clients who open custodial account(s) at Pershing, the Pershing Custody Fee generally includes all trades executed through Pershing either directly or through the use of Underlying Advisers. Additional fees and expenses may be incurred for transactions executed by a broker-dealer other than Pershing or its agents/affiliates. **See Item 12 below.**

COMPENSATION FOR THE SALE OF SECURITIES OR OTHER INVESTMENT PRODUCTS

Neither we nor any of our supervised persons accept compensation for the sale of securities or other investment products.

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

PERFORMANCE-BASED FEES

As noted under Item 5 above, certain of our affiliates may be entitled to receive carried interest distributions with respect to the Real Estate Funds. While we and/or our affiliates currently are not entitled to receive performance based fees or allocations with respect to the Securities Funds, we and/or one or more of our affiliates may receive such compensation in the future. In addition, certain of the Underlying Funds and Underlying Advisers charge performance-based fees or allocations and the CH Entities have equity, profits or other interests in or arrangements with certain Underlying Funds and Underlying Advisers (and/or their affiliates). **See Item 10 and Item 11 below.** Carried interest distributions and performance-based fees could motivate us and/or the Underlying Advisers, as applicable, to make investment decisions that are riskier or more speculative than would be the case if these arrangements were not in effect. The method of calculating the carried interest may result in conflicts of interest with respect to the management and disposition of investments, including the sequence of dispositions. In addition, because many performance-based fees or allocations are calculated on a basis that includes both realized and unrealized appreciation in portfolios based upon values assigned by the Underlying Advisers (or their affiliates), Underlying Advisers face a conflict of interest in valuing those portfolios. Certain of our individual employees, agents and affiliates (and employees, agents and affiliates of Underlying Advisers) may be compensated to some extent based upon investment profits for which they are responsible and, accordingly, may face the same potential conflict. We attempt to address these conflicts through full and fair disclosure in the applicable governing, account and/or offering documents and/or this brochure and by monitoring Underlying Advisers to detect any abuses.

Item 7: Types of Clients

TYPES OF CLIENTS

We provide advisory services to various types of clients, including private pooled investment vehicles, foundations, endowments, trusts, estates, charitable organizations, corporations, other entities and high net worth individuals (including certain CH Entities and members of the Crow family). We may provide advisory services to other types of clients in the future.

ACCOUNT REQUIREMENTS

Funds

In general, the minimum initial capital contribution or capital commitment, as applicable, required for an investor in a Fund is described in its offering memorandum. The general partner of each Fund may accept lesser amounts in its discretion.

To invest in the Funds, investors generally must be, among other things, “accredited investors” as defined in Rule 501(a) of Regulation D under the U.S. Securities Act of 1933, as amended, and “qualified purchasers” as defined in Section 2(a)(51)(A) of the U.S. Investment Company Act of 1940, as amended (“Company Act”).

Advisory Accounts

In general, a client and/or its affiliates must have, in the aggregate, at least \$40 million in assets under our management in order to open an Advisory Account, although we may accept lesser asset amounts in our sole discretion. Advisory Account clients generally, among other things, (i) enter into account agreements with, and open custodial accounts at, Pershing (**see Item 12 below**), and (ii) sign investment management agreements that, among other things, set forth the nature and scope of our investment management authority and the investment objections, guidelines and restrictions applicable to the management of the Advisory Accounts. In addition, Advisory Account clients generally must meet certain net worth, net asset and/or other eligibility requirements imposed by various securities and commodities laws.

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

METHODS OF ANALYSIS AND INVESTMENT STRATEGIES

Real Estate Funds

With respect to each of the Real Estate Funds, we generally seek to acquire a diversified portfolio of real estate and real estate assets, including, without limitation, warehouses, retail, multi-family housing, office buildings, hotels, single family residential lot development and debt secured, directly or indirectly, thereby. We evaluate the market throughout the investment period and deploy capital where we believe that the best opportunities can be found on a risk-adjusted basis. Nevertheless, we intend to primarily focus on sectors of real estate that historically have lower volatility and higher current income, such as retail, warehouse and multi-family.

We typically finance each asset separately on a non-recourse basis in order to avoid cross-collateralization. This minimizes the possibility of a “mistake” in the portfolio creating a domino effect on other holdings within a Real Estate Fund. However, from time to time, a separate guaranty of the debt may be required, which may effectively cross-collateralize a portion of the portfolio. We strive to maintain appropriate levels of leverage.

We seek to generate attractive risk-adjusted returns through the implementation of one or more investment strategies, including the following:

Value Creation. We target well-located properties with an in-place income stream and the opportunity to produce appreciation through the implementation of value creation tactics such as (i) increasing net operating income, (ii) redevelopment, (iii) asset repositioning, (iv) acquiring assets in recovering markets, and (v) buying below replacement cost.

Development. As the competition for income producing assets has increased, development projects in markets with strong job growth or in supply constrained sub-markets increasingly attract investor capital. We target development opportunities with strategic local operators.

Negotiated Transactions. In a competitive investment environment, exploitation of a wide network of relationships is critical to placing capital effectively. We continually tap into our network of relationships to gain market knowledge and source transactions on a negotiated or limited competition basis.

Flexibility. We have the depth of management and experience to react quickly to changes in the market cycle and capitalize on windows of opportunity in the real estate market.

Securities Funds and Advisory Accounts

With respect to each of the Securities Funds and Advisory Accounts, we intend to achieve our investment objectives primarily by investing in, and/or allocating client assets to, Underlying Funds and Underlying Accounts. We also may recommend that Advisory Account clients invest and/or allocate assets to one or more of the Securities Funds.

In selecting a new Underlying Adviser or Underlying Fund, we generally consider various factors including, without limitation, current market conditions and opportunities, the Underlying Adviser’s historical performance across various time periods and market cycles, the Underlying Adviser’s reputation, experience and training, the amount of leverage employed by the Underlying Adviser, the correlation of an Underlying Account or Underlying Fund with existing Underlying Accounts and/or Underlying Funds, the investment and risk management philosophy and policies of the Underlying Adviser, the stability of the Underlying Adviser, the composition of the investor base of an Underlying Fund and the service providers and/or consultants used by the Underlying Adviser. The Underlying Advisers also may be involved in a variety of strategies, including but not limited to, long/short equity, credit related, distressed investing, managed futures, arbitrage, relative value, short-biased, long only or long-biased, quantitative, volatility, global macro and fixed income. We and the Underlying Advisers may invest through both long and short positions in an unlimited range of securities, other financial instruments, private investments and other assets throughout the world including, without limitation, equity, master limited partnerships, private equity, debt, bonds and other fixed-income securities, loans and loan participations, asset-backed securities, currencies, commodities, futures, forward contracts, warrants, options, swaps and other derivative instruments. We and the Underlying Advisers also may employ leverage and engage in various hedging strategies.

We also may invest directly in securities, financial instruments, private investments and other assets. Direct investments may be made to, among other things, express our views regarding an attractive investment opportunity

or to effect a desired hedge.

We consider various factors when making investment decisions including, without limitation, appropriate diversification and correlation among current and prospective investments, liquidity terms that are appropriate for the strategy, appropriate fee structures and appropriate alignment of interests between our client, us and/or Underlying Advisers.

The investment strategies summarized above are not intended to be comprehensive.

CERTAIN RISK FACTORS

There can be no assurance that clients will achieve their investment objectives or that investments will be profitable. Our investment strategies involve a substantial degree of risk, including risk of complete loss. Nothing in this brochure is intended to imply, and no one is or will be authorized to represent, that our investment strategies are low risk or risk free. Our investment strategies are appropriate only for sophisticated persons who fully understand and are capable of bearing the risks of investment. The various risks outlined below are not the only risks associated with our investment strategies and processes and will not necessarily apply to each client or investor. With respect to the Funds, the following risks are qualified in their entirety by the risks set forth in the applicable offering documents.

Real Estate Funds

Risks of Real Estate Ownership. There can be no assurance that the operations of the Real Estate Funds will be profitable or that cash from operations will be available for distribution to limited partners. Because real estate, like many other types of long-term investments, historically has experienced significant fluctuations and cycles in value, specific market conditions may result in occasional or permanent reductions in the value of real property interests. The marketability and value of the real property interests will depend on many factors beyond our control, including, without limitation: (i) changes in general or local economic conditions; (ii) changes in supply of or demand for competing properties in an area (e.g., as a result of over-building); (iii) changes in interest rates; (iv) the promulgation and enforcement of governmental regulations relating to land-use and zoning restrictions, environmental protection and occupational safety; (v) unavailability of mortgage funds which may render the sale of a property difficult; (vi) the financial condition of tenants, buyers and sellers of properties; (vii) changes in real estate tax rates and other operating expenses; (viii) the imposition of rent controls; (ix) energy and supply shortages; (x) various uninsured or uninsurable risks; and (xi) acts of God, natural disasters and uninsurable losses. Since investments in real estate generally are not liquid, there is no assurance that there will be a ready market for real property interests held by the Real Estate Funds. In addition, general economic conditions in the United States and abroad, as well as conditions of domestic and international financial markets, may adversely affect operations of the Real Estate Funds.

Competition for Real Property Interests. The Real Estate Funds will encounter competition for real property investments from numerous other real estate investment partnerships, limited liability companies and trusts, as well as from individuals, corporations, bank and insurance company investment accounts, foreign investors and other entities engaged in real estate investment activities. Competition for investments may have the effect of increasing costs, thereby reducing investment returns to the Real Estate Funds.

Unforeseen Acquisition Results. Acquisitions made by the Real Estate Funds may not prove to be successful. The Real Estate Funds may encounter unanticipated difficulties and expenditures relating to any acquired properties, including contingent liabilities. The Real Estate Funds may never realize the anticipated benefits of an acquisition, which could adversely affect their ability to dispose of properties or make distributions to limited partners.

Possible Lack of Diversification. While diversification is an objective of the Real Estate Funds, there is no assurance as to the degree of diversification that will actually be achieved in the Real Estate Funds' investments either by geographic region or asset type. The Real Estate Funds may participate in a limited number of investments and, as a consequence, the aggregate return of the Real Estate Funds may be substantially adversely affected by the unfavorable performance of even a single investment. If we make an investment in a single transaction with the intent of refinancing or selling a portion of the investment, there is a risk that we will be unable to successfully complete such a financing or sale. This could lead to increased risk as a result of the Real Estate Funds having an unintended long-term investment and reduced diversification.

Foreign Investments. We may make investments in foreign countries (subject to the terms of the applicable governing documents). With any investment in a foreign country, there exists the risk of adverse political

developments, including nationalization, confiscation without fair compensation or war, economic problems and particular legal or regulatory risks. Furthermore, any fluctuation in currency exchange rates will affect the value of investments in foreign securities or other assets and any restrictions imposed to prevent capital flight may make it difficult or impossible to exchange or repatriate foreign currency. In addition, laws and regulations of foreign countries may impose restrictions or approvals that would not exist in the United States and may require financing and structuring alternatives that differ significantly from those customarily used in the United States. Foreign countries also may impose taxes on the Real Estate Funds and/or the limited partners.

Risks of Developing Property. Property development activities include the risks that we may abandon development projects after expending resources, construction costs of a project may exceed original estimates, occupancy rates and rents at a newly completed property may be less than anticipated and the construction and leasing of a property may not be completed on schedule. Development activities are also subject to risks relating to the inability to obtain, or delays in obtaining, all necessary zoning, land-use building, occupancy and other required government permits and authorizations.

Investment in Troubled Assets. We may make substantial investments in nonperforming or other troubled assets that involve a degree of financial risk and there can be no assurance that a Real Estate Fund's internal rate of return and/or cash multiple of invested capital objectives will be realized or that there will be any return of capital. Furthermore, investments in properties operating in workout modes or under Chapter 11 of the Bankruptcy Code may, in certain circumstances, be subject to additional potential liabilities that could exceed the value of the investor's original investment, including equitable subordination and/or disallowance of claims or lender liability. In addition, under certain circumstances, payments to the Real Estate Funds and distributions by the Real Estate Funds to the limited partners may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential payment under applicable law.

Leverage of Investments. We may leverage the Real Estate Funds' investments with non-recourse debt financing. We also may obtain recourse debt financing in select situations such as a completion guarantee for development projects. Although the use of leverage may enhance returns and increase the number of investments that can be made, it also may substantially increase the risk of loss. Additionally, use of leverage on any particular investment will increase the exposure of such investment to adverse economic factors such as rising interest rates, severe economic downturns or deterioration in the condition of the real estate investment or its market. In the event a real estate investment is unable to generate sufficient cash flow to meet its principal and interest payments on its indebtedness, the value of a Real Estate Fund's equity investment in such real estate investment could be significantly reduced or even eliminated. Borrowings under a proposed credit facility may be secured, among other things, by the interests of the limited partners in the Real Estate Funds and by their obligations to make capital contributions. Any inability of the Real Estate Funds to repay such borrowings could enable a lender to take action against the limited partners.

Illiquidity of Investments. Real estate investments made by the Real Estate Funds are generally illiquid. Dispositions of such investments also may be subject to limitations on transfer or other restrictions that would interfere with the subsequent sale of such investments or adversely affect the terms that could be obtained upon any disposition thereof. In addition, we may invest in securities of privately held companies for which there is no public market. The Real Estate Funds will generally not be able to sell these securities unless such securities are registered under applicable securities laws or unless an exemption from such registration requirements is available. In some cases, the Real Estate Funds may be prohibited by contract from selling securities for a period of time. There is also the risk that the Real Estate Funds will be unable to dispose of such securities at attractive prices or otherwise execute a successful exit strategy.

Securities Funds and Advisory Accounts

General Economic and Market Conditions. The success of our activities will be affected by general economic and market conditions, such as changes in interest rates, availability of credit, inflation rates, economic uncertainty, commodity shortages/prices, relative changes in currency valuations, changes in laws, trade barriers, currency exchange controls, and national and international political circumstances (including wars, terrorist acts or security operations). These factors and others may affect the level and volatility of securities prices and the liquidity of our clients', the Underlying Accounts' and the Underlying Funds' investments. Volatility and/or illiquidity could impair our clients', the Underlying Accounts' and the Underlying Funds' profitability or result in losses. Our clients, the Underlying Accounts and Underlying Funds could incur material losses even if we and Underlying Advisers react quickly to difficult market conditions, and there can be no assurance that our clients, the Underlying Accounts and

the Underlying Funds will not suffer material losses and other adverse effects from broad and rapid changes in economic and market conditions in the future. Investors should realize that markets for the investments in which our clients, the Underlying Accounts and the Underlying Funds seek to invest can correlate strongly with each other at times or in ways that are difficult for us and the Underlying Advisers to predict. Even a well-analyzed approach may not protect our clients, the Underlying Accounts and the Underlying Funds from significant losses under certain market conditions.

Potential for Fraud. Although we intend to conduct due diligence evaluations and investigations on all prospective Underlying Funds, Underlying Advisers and other investments, there is a risk that we will be subject to fraud. Recent discoveries of fraud in the banking and financial services industry highlight the seriousness of this issue. The scope and long-term nature of such frauds is a testament to how difficult fraud is to detect and prevent. There is no assurance we will be able to prevent all types of fraud by parties with whom we and our clients transact business.

Multiple Levels of Expense. We and the Underlying Advisers impose management fees and other administrative fees and expenses. In addition, many Underlying Advisers also impose performance-based fees or allocations on realized and unrealized appreciation in the value of client assets. If an Advisory Account client invests in a Real Estate Fund, it will be required to pay to us and/or our affiliates, in addition to the advisory fees otherwise applicable to the Advisory Account, the management fees and carried interest distributions charged at the Real Estate Fund level. This results in greater expense and less return on investment than if such fees and expenses were not charged. In addition, performance-based allocations or fees could give Underlying Advisers an incentive to make investment decisions that are more risky or speculative than they might otherwise have made without such arrangements. The multiple levels of fees and expenses will reduce overall profitability.

Valuation Risks. We ordinarily expect to value client accounts based upon valuations of underlying investments provided by Underlying Advisers, custodians and other third-parties. We generally will not have sufficient information in order to be able to confirm or review the accuracy of valuations provided by Underlying Advisers and other third-parties. Furthermore, valuations received from Underlying Advisers and other third-parties may be estimates only, and such valuations generally will be used to calculate the net asset value and management fee accruals (to the extent applicable) in respect of client accounts to the extent that current audited information is not available. Such valuations may be subject to later adjustment based on valuation information available at that time, including, without limitation, as a result of year-end audit adjustments.

We generally expect to rely on the valuation information most recently provided by an Underlying Adviser to us and any other factors deemed relevant by us at the time of such valuation (except to the extent we know or reasonably believe that such valuations are materially inaccurate). Such determination may be materially inaccurate, including because the information available to us was insufficient, inaccurate or out of date. It is not expected that we will make adjustments to correct such determinations to reflect information that becomes available to us at a later date, although we may make such adjustments in our sole discretion.

Investment and Trading Risks Generally. All investments risk the loss of capital. No guarantee or representation is made that our or the Underlying Advisers' investment programs will be successful. Our and the Underlying Advisers' investment programs may involve, without limitation, risks associated with, among other things, limited diversification, leverage, interest rates, currencies, volatility, tracking risks in hedged positions, security borrowing risks in short sales, credit deterioration or default risks, systems risks and other risks inherent in our or their activities. Certain of our or the Underlying Advisers' investment techniques may, in certain circumstances, substantially increase the impact of adverse market movements to which our clients, the Underlying Accounts and the Underlying Funds may be subject. In addition, our clients' and each of the Underlying Account's and Underlying Fund's investments may be materially affected by conditions in the financial markets and overall economic conditions occurring globally and in particular countries or markets where our clients, the Underlying Accounts and the Underlying Funds invest their assets.

Unlimited Range of Strategies. Our investment activities are not limited to the strategies or types of strategies described herein. Rather, we may pursue any investment strategy determined by us to be appropriate from time to time, in our sole discretion, without any notice to investors or clients (in accordance with the applicable offering and governing documents). This unlimited range of potential investments may include substantial investments in strategies not previously pursued by us and with which we and our personnel have limited experience. New strategies, assets and markets are likely to involve material and as-yet unanticipated risks. Furthermore, since our clients invest a substantial portion of their assets in the Underlying Funds and the Underlying Accounts, our clients' performance depends to a significant degree on the strategies and activities of the Underlying Funds, Underlying

Accounts and Underlying Advisers (which will change from time to time). There can be no assurance that any of the investment strategies pursued by or on behalf of our clients will be successful.

Limited Diversification and/or Risk Management Failures. Our clients' portfolios could become significantly concentrated in a limited number of Underlying Funds, Underlying Accounts, issuers, types of financial instruments, assets, industries, sectors, strategies, countries, or geographic regions, and any such concentration of risk may increase losses. Limited diversification could expose clients to losses disproportionate to market movements in general. While we generally attempt to control these types of risks, risks associated with different assets may be correlated in unexpected ways, with the result that our clients face concentrated exposure to certain risks. In addition, many other investment funds pursue similar strategies, which creates the risk that many funds would be forced to liquidate positions at the same time, reducing liquidity, increasing volatility and exacerbating losses. Although we attempt to identify, monitor and manage significant risks, these efforts do not take all risks into account and there can be no assurance that these efforts will be effective. Many risk management techniques are based on observed historical market behavior, but future market behavior may be entirely different. Any inadequacy or failure in our risk management efforts could result in material losses.

Equity Risks. We and the Underlying Advisers may invest in equity and equity-linked securities. The value of these securities generally will vary with the performance of the issuer and movements in the equity markets generally and for specific sectors. As a result, our clients, the Underlying Accounts and the Underlying Funds may suffer losses if they invest in equity securities of issuers whose performance falls below market or industry expectations or if equity markets generally or specific sectors decline and we and/or the Underlying Advisers have not hedged against such a decline. In their equity derivatives and private placements businesses, our clients, the Underlying Accounts and the Underlying Funds will be exposed to risks that issuers will not fulfill their contractual obligations, such as delivering marketable common stock upon conversions of convertible securities, registering restricted securities for public resale and maintaining listings on exchanges.

Private Equity Investments. Investments made by clients, the Securities Funds, Underlying Funds and Underlying Advisers in private portfolio companies and other private equity assets will involve a significant degree of financial and/or business risk. Portfolio companies may be highly leveraged and therefore may be more sensitive to adverse business or financial developments or economic factors. The profitability and survival of portfolio companies may depend on their ability to access sufficient sources of debt at attractive rates, which may or may not be available at any particular time. Portfolio companies also may face intense competition, changing business or economic conditions or other developments that may adversely impact their performance. Business risks may be more significant in lower middle-market companies or those embarking on a build-up or operating turnaround strategy. Some portfolio companies may operate at a loss or have significant variations in operating results, may be engaged in a rapidly changing business or business environment with products subject to a substantial risk of obsolescence, may require substantial additional capital to support their operations, finance expansion or maintain their competitive position, may be in an early stage of development or may otherwise have a weak financial position. If for any of these or other reasons a portfolio company is unable to generate cash flow to meet its operating expenses and working capital requirements, make principal or interest payments on its indebtedness, or make other required payments on its commitments, the portfolio company's business, financial condition and prospects could be materially adversely affected and the value of the client's, the Securities Fund's or the Underlying Fund's investment could be significantly reduced or even eliminated. Moreover, private equity investments generally may not be liquidated or realized for a significant period of time after such investment is initially made.

Distressed Securities. We and the Underlying Advisers may invest in obligations of issuers in weak financial condition, experiencing poor operating results, having substantial capital needs or negative net worth, facing special competitive or product obsolescence problems and "below investment-grade" debt securities, including companies involved in covenant or payment default or in bankruptcy or other reorganization and liquidation proceedings. These securities are likely to be particularly risky investments although they also may offer the potential for high returns. Among the risks inherent in investments in troubled entities is the fact that it frequently may be difficult to obtain information as to the true condition of such issuers. Such investments also may be adversely affected by laws relating to, among other things, fraudulent transfers and other voidable transfers or payments, lender liability and the bankruptcy court's power to disallow, reduce, subordinate or disenfranchise particular claims. Such companies' securities may be considered speculative, and the ability of such companies to pay their debts on schedule could be affected by adverse interest rate movements, changes in the general economic climate, economic factors affecting a particular industry or specific developments within such companies.

Master Limited Partnership Risk. We and the Underlying Advisers may invest in master limited partnerships (“MLPs”). An investment in an MLP unit involves risks that differ from those associated with investments in similar equity securities, such as common stock of a corporation. Holders of MLP units usually have the rights typically afforded to limited partners in a partnership, and as such have limited control and voting rights on matters affecting the partnership. In addition, there is the risk that an MLP could be, contrary to its intention, taxed as a corporation, resulting in decreased returns from such MLP. Further, conflicts of interest may exist between common unit holders, subordinated unit holders and the general partner of the MLP, including those arising from incentive distribution payments.

Commodity Price Volatility Risk. Companies operating in the energy sector may be affected by fluctuations in the prices of energy commodities, including, for example, natural gas, natural gas liquids, crude oil and coal, in the short- and long-term. Fluctuations in energy commodity prices would directly impact companies that own such energy commodities and could indirectly impact companies that engage in transportation, storage, processing, distribution or marketing of such energy commodities. Fluctuations in energy commodity prices can result from changes in general economic conditions or political circumstances (especially of key energy-consuming countries), market conditions, weather patterns, domestic production levels, volume of imports, energy conservation, domestic and foreign governmental regulation, international politics, policies of the Organization of Petroleum Exporting Countries (“OPEC”), taxation, tariffs, and the availability and costs of local, intrastate and interstate transportation methods. The energy sector as a whole may also be impacted by the perception that the performance of energy sector companies is directly linked to commodity prices.

Small and Medium Companies. We and the Underlying Advisers may invest in the securities of companies with small to medium-sized market capitalizations. While such securities often provide significant potential for appreciation, the securities of certain companies, particularly smaller-capitalization companies, involve higher risks in some respects than do investments in securities of larger companies. For example, prices of small-capitalization and even medium-capitalization securities are often more volatile than prices of large-capitalization securities and the risk of bankruptcy or insolvency of many smaller companies (with the attendant losses to our clients) is higher than for larger, “blue-chip” companies. In addition, due to thin trading in the securities of some small-capitalization companies, an investment in those companies may be illiquid.

Derivatives. We and the Underlying Advisers may use derivative instruments, including (among others), options (including speculative positions such as buying and writing call options and put options on either a covered or an uncovered basis), futures, forward contracts, repurchase agreements, reverse repurchase agreements and many different types of swaps involving payments based on a wide range of risks.

In many cases, derivatives provide the economic equivalent of leverage by magnifying the potential gain or loss from an investment in much the same way that incurring indebtedness would. Many derivatives provide exposure to potential gain or loss from a change in the market price of a financial instrument (or a basket or index) or other event or circumstance in a notional amount that greatly exceeds the amount of cash or assets required to establish or maintain the derivative contract. Accordingly, relatively small price movements in the underlying financial instruments or other events or circumstances may result in immediate and substantial losses. In some cases, our clients’, the Underlying Accounts’ and the Underlying Funds’ exposure under a derivative contract will be limited to the amount invested (for example, when we or an Underlying Adviser buy a call option). In other cases, the derivative contract will create an open-ended obligation (for example, when we or an Underlying Adviser write a call option). Many derivatives, particularly those negotiated over-the-counter, are substantially illiquid or could become illiquid under certain market conditions. As a result, it may be difficult or impossible to determine the fair value of our clients’ or an Underlying Account’s or Underlying Fund’s interest in such contracts. Many derivative contracts involve exposure to the credit risk of the counterparty, because our clients, the Underlying Accounts and the Underlying Funds acquire no direct interest in the underlying financial instrument, but instead depend on the counterparty’s ability to perform under the contract. Further, if and when a client, an Underlying Account or an Underlying Fund takes economic exposure through a derivative, it generally will not have any voting rights and may not be able to pursue legal remedies that would be available if it invested directly in the underlying financial instrument.

Many derivatives also involve substantial legal risk and uncertainty, because the terms of the contract may be difficult to draft, apply, interpret and enforce, particularly in the context of unforeseen market conditions or events. In many cases, the counterparty has discretion (either pursuant to the express terms of the contract or in practice) to interpret the contract, make required calculations and demand or withhold payments in the manner most favorable to

the counterparty and most unfavorable to our clients, the Underlying Accounts or the Underlying Funds. An adverse interpretation or calculation under one derivative contract could trigger cross-defaults with other contracts and could have a materially adverse effect on our clients', Underlying Accounts' or Underlying Funds' liquidity and performance. Any dispute concerning a derivative contract could be expensive and time consuming to resolve, particularly given the potential for complex and novel legal issues and the involvement of multiple legal jurisdictions. Even a favorable resolution could come too late to prevent cross-defaults, trading losses and material liquidity problems.

Highly Volatile Markets. The prices of financial instruments and assets in which we and the Underlying Advisers may invest can be volatile. Price movements of the financial instruments in which our clients', the Underlying Accounts' and the Underlying Funds' assets may be invested are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. Our clients, the Underlying Accounts and the Underlying Funds are subject to the risk of failure of any of the exchanges on which their positions trade or of their clearinghouses. In addition, governments from time to time intervene in certain markets, directly and by regulation, particularly in currencies, futures and options. Such intervention is often intended to directly influence prices and may, together with other factors, cause some or all of these markets to move rapidly in the same direction. The effect of such intervention is often heightened by a group of governments acting in concert.

Investments in Unlisted Securities. We and the Underlying Advisers may invest in unlisted securities of companies. Because of the absence of any public trading market for these investments, it may take longer to liquidate, or it may not be possible to liquidate, these positions than would be the case for publicly traded securities. Although these securities generally may be resold in privately negotiated transactions, the prices realized on these sales could be less than those originally paid by our clients, the Underlying Accounts and the Underlying Funds. Further, companies whose securities are not publicly traded may not be subject to public disclosure and other investor protection requirements applicable to publicly traded securities. In the event there is no public trading market for these investments, we value such investments based upon the fair value of such investments as determined by us.

Convertible Securities. We and the Underlying Advisers may invest in convertible securities. Convertible securities are bonds, debentures, notes, preferred stocks or other securities that may be converted into or exchanged for a specified amount of equity securities of the same or different issuer within a particular period of time at a specified price or formula.

The value of a convertible security generally is a function of its "investment value" (determined by its yield in comparison with the yields of other securities of comparable maturity and quality that do not have a conversion privilege) and its "conversion value" (the security's worth, at market value, if converted into the underlying equity securities). The investment value of a convertible security may be influenced by changes in interest rates, with investment value declining as interest rates increase and increasing as interest rates decline. The credit standing of the issuer and other factors also may have an effect on the convertible security's investment value. The conversion value of a convertible security generally is determined by the market price of the underlying equity securities. If the conversion value is low relative to the investment value, the price of the convertible security is governed principally by its investment value. To the extent the market price of the underlying equity securities approaches or exceeds the conversion price, the price of the convertible security will be increasingly influenced by its conversion value. A convertible security generally will sell at a premium over its conversion value by the extent to which investors place value on the right to acquire the underlying equity securities while holding a fixed-income security. Generally, the amount of the premium decreases as the convertible security approaches maturity.

A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security's governing instrument. If a convertible security held by a client, an Underlying Account or an Underlying Fund is called for redemption, the client, Underlying Account or Underlying Fund will be required to permit the issuer to redeem the security, convert it into the underlying equity securities or sell it to a third-party. Any of these actions could have an adverse effect on the client's or such Underlying Account's or Underlying Fund's ability to achieve its investment objective.

High-Yield Instruments. We and the Underlying Advisers may invest in high-yield instruments. Such instruments are generally not exchange-traded and, as a result, these instruments trade in the over-the-counter marketplace, which is less transparent than the exchange-traded marketplace. In addition, we and the Underlying Advisers may invest in bonds of issuers that do not have publicly traded equity instruments, making it more difficult to hedge the risks associated with such investments. High-yield instruments face ongoing uncertainties and exposure to adverse

business, financial or economic conditions which could lead to the issuer's inability to meet timely interest and principal payments. The market values of certain of these lower-rated and unrated debt instruments tend to reflect individual corporate developments to a greater extent than do higher-rated instruments which react primarily to fluctuations in the general level of interest rates, and tend to be more sensitive to economic conditions than are higher-rated instruments. Companies that issue such instruments are often highly leveraged and may not have available to them more traditional methods of financing. It is possible that a major economic recession could disrupt severely the market for such instruments and may have an adverse impact on the value of such instruments. In addition, it is possible that any such economic downturn could adversely affect the ability of the issuers of such instruments to repay principal and pay interest thereon and increase the incidence of default of such instruments.

Futures Contracts. The value of futures contracts depends upon the price of the financial instruments, such as commodities, underlying them. The prices of futures contracts are highly volatile, and price movements of futures contracts can be influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. In addition, investments in futures contracts are also subject to the risk of the failure of any of the exchanges on which our clients', the Underlying Accounts' and the Underlying Funds' positions trade or of their clearing houses or counterparties.

Futures positions may be illiquid because certain commodity exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as "daily price fluctuation limits" or "daily limits." Under such daily limits, during a single trading day no trades may be executed at prices beyond the daily limits. Once the price of a particular futures contract has increased or decreased by an amount equal to the daily limit, positions in that contract can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. This could prevent us and the Underlying Advisers from promptly liquidating unfavorable positions and subject our clients, the Underlying Accounts and the Underlying Funds to substantial losses or from entering into desired trades. In extraordinary circumstances, a futures exchange or the Commodity Futures Trading Commission (the "CFTC") could suspend trading in a particular futures contract, or order liquidation or settlement of all open positions in such contract.

Forward Contracts. Forward contracts and options thereon, unlike futures contracts, are not currently traded on exchanges and are not standardized; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and "cash" trading is substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable. The principals who deal in the forward markets are not required to continue to make markets in the currencies or commodities they trade, and these markets can experience periods of illiquidity, sometimes of significant duration. There have been periods during which certain participants in these markets have refused to quote prices for certain currencies or commodities or have quoted prices with an unusually wide spread between the price at which they were prepared to buy and that at which they were prepared to sell. Disruptions can occur in forward markets due to unusually high trading volume, political intervention or other factors. The imposition of controls by governmental authorities might also limit such forward (and futures) trading to less than that which we would otherwise recommend, to the possible detriment of our clients, the Underlying Accounts and the Underlying Funds. Market illiquidity or disruption could result in significant losses.

Call Options. There are risks associated with the sale and purchase of call options. The seller (writer) of a call option which is covered (e.g., the writer holds the underlying security) assumes the risk of a decline in the market price of the underlying security below the purchase price of the underlying security less the premium received, and gives up the opportunity for gain on the underlying security above the exercise price of the option. The seller of an uncovered call option assumes the risk of a theoretically unlimited increase in the market price of the underlying security above the exercise price of the option. The securities necessary to satisfy the exercise of an uncovered call option may be unavailable for purchase, except at much higher prices, thereby reducing or eliminating the value of the premium. Purchasing securities to cover the exercise of an uncovered call option can cause the price of the securities to increase, thereby exacerbating the loss. The buyer of a call option assumes the risk of losing its entire premium investment in the call option.

Put Options. There are risks associated with the sale and purchase of put options. The seller (writer) of a put option which is covered (e.g., the writer has a short position in the underlying security) assumes the risk of an increase in the market price of the underlying security above the sales price (in establishing the short position) of the underlying security plus the premium received, and gives up the opportunity for gain on the underlying security if

the market price falls below the exercise price of the option. The seller of an uncovered put option assumes the risk of a decline in the market price of the underlying security below the exercise price of the option. The buyer of a put option assumes the risk of losing its entire investment in the put option.

Stock Index Options. We and the Underlying Advisers also may purchase and sell call and put options on stock indices listed on securities exchanges or traded in the over-the-counter market for the purpose of realizing their investment objectives or for the purpose of hedging their portfolios. A stock index or index option fluctuates with changes in the market values of the stocks included in the index. The effectiveness of purchasing or writing stock index options for hedging purposes will depend upon the extent to which price movements in our clients', the Underlying Accounts' and the Underlying Funds' portfolios correlate with price movements of the stock indices selected. Because the value of an index option depends upon movements in the level of the index rather than the price of a particular stock, whether a client, an Underlying Account or an Underlying Fund realizes gains or losses from the purchase or writing of options on indices depends upon movements in the level of stock prices in the stock market generally or, in the case of certain indices, in an industry or market segment, rather than movements in the price of particular stocks. Accordingly, successful use of options on stock indices will be subject to our and the Underlying Advisers' ability to correctly predict movements in the direction of the stock market generally or of particular industries or market segments. This requires different skills and techniques than predicting changes in the price of individual stocks.

Swap Agreements. Our clients, the Underlying Accounts and the Underlying Funds may enter into swap agreements and options on swap agreements ("swaptions"). Swap agreements are individually negotiated and can be structured to include exposure to a variety of different types of investments, asset classes or market factors. An Underlying Fund, for instance, may enter into swap agreements with respect to interest rates, credit defaults, currencies, securities, indexes of securities and other assets or other measures of risk or return. Depending on their structure, swap agreements may increase or decrease such Underlying Fund's exposure to, for example, long-term or short-term interest rates (in the United States or abroad), non-U.S. currency values, credit spreads, corporate borrowing rates, or other factors such as security prices, baskets of equity securities or inflation rates. Swap agreements can take many different forms and are known by a variety of names. Our clients are not limited to any particular form of swap agreement if consistent with the client's investment objective and policies.

Swap agreements tend to shift our clients', the Underlying Accounts' and the Underlying Funds' investment exposures from one type of investment to another. For example, if an Underlying Fund agrees to exchange payments in dollars for payments in non-U.S. currency, the swap agreement would tend to decrease such Underlying Fund's exposure to U.S. interest rates and increase its exposure to non-U.S. currency and interest rates. Depending on how they are used, swap agreements may increase or decrease the overall volatility of our clients', the Underlying Accounts' and the Underlying Funds' portfolios. The most significant factor in the performance of swap agreements is the change in the specific interest rate, currency, individual equity values or other factors that determine the amounts of payments due to and from our clients, the Underlying Accounts and the Underlying Funds. If a swap agreement calls for payments by a client, an Underlying Account or an Underlying Fund, the client, Underlying Account or Underlying Fund must be prepared to make such payments when due. In addition, if a counterparty's creditworthiness declines, the value of swap agreements with such counterparty can be expected to decline, potentially resulting in losses by our clients, the Underlying Accounts and the Underlying Funds.

Whether our clients', the Underlying Accounts' and the Underlying Funds' use of swap agreements or swaptions will be successful will depend on our and Underlying Advisers' ability to select appropriate transactions for our clients, the Underlying Accounts and the Underlying Funds. Swap transactions may be highly illiquid and may increase or decrease the volatility of our clients', the Underlying Accounts' and the Underlying Funds' portfolios. Moreover, our clients', the Underlying Accounts' and the Underlying Funds' bear the risk of loss of the amount expected to be received under a swap agreement in the event of the default or insolvency of its counterparty. Our clients, the Underlying Accounts and the Underlying Funds will also bear the risk of loss related to swap agreements, for example, for breaches of such agreements or the failure of our clients, the Underlying Accounts and the Underlying Funds to post or maintain required collateral. Many swap markets are relatively new and still developing. It is possible that developments in the swap markets, including potential government regulation, could adversely affect our clients', the Underlying Accounts' and the Underlying Funds' ability to terminate existing swap transactions or to realize amounts to be received under such transactions.

Equity Swaps. We and the Underlying Advisers may utilize equity swaps. A swap is a contract under which two parties agree to make periodic payments to each other based on the value of a security, specified interest rates, an

index or the value of some other instrument, applied to a stated or “notional” amount. An equity swap is a customized derivative instrument that entitles the counterparty to certain payments on the gain or loss on the value of an underlying equity security. Equity swaps are subject to various types of risk, including market risk, liquidity risk, counterparty credit risk, legal risk and operations risk.

Repurchase and Reverse Repurchase Agreements. Our clients, the Underlying Accounts and the Underlying Funds may enter into repurchase and reverse repurchase agreements. When a client, an Underlying Account or an Underlying Fund enters into a repurchase agreement, it “sells” securities to a broker-dealer or financial institution, and agrees to repurchase such securities on a mutually agreed date for the price paid by the broker-dealer or financial institution, plus interest at a negotiated rate. In a reverse repurchase transaction, a client, an Underlying Account or an Underlying Fund “buys” securities issued from a broker-dealer or financial institution, subject to the obligation of the broker-dealer or financial institution to repurchase such securities at the price paid by the client, Underlying Account or Underlying Fund, plus interest at a negotiated rate. The use of repurchase and reverse repurchase agreements involve certain risks. For example, if the seller of securities to the client, Underlying Account or Underlying Fund under a reverse repurchase agreement defaults on its obligation to repurchase the underlying securities, as a result of its bankruptcy or otherwise, the client, Underlying Account or Underlying Fund will seek to dispose of such securities, which action could involve costs or delays. If the seller becomes insolvent and subject to liquidation or reorganization under applicable bankruptcy or other laws, the client’s, the Underlying Fund’s or the Underlying Adviser’s ability to dispose of the underlying securities may be restricted. It is possible, in a bankruptcy or liquidation scenario, that the client, Underlying Account or Underlying Fund may not be able to substantiate its interest in the underlying securities. Finally, if a seller defaults on its obligation to repurchase securities under a reverse repurchase agreement, the client, Underlying Account or Underlying Fund may suffer a loss to the extent that it is forced to liquidate its position in the market, and proceeds from the sale of the underlying securities are less than the repurchase price agreed to by the defaulting seller. Similar elements of risk arise in the event of the bankruptcy or insolvency of the buyer.

Other Derivative Instruments. We and the Underlying Advisers may take advantage of opportunities with respect to certain other derivative instruments that are not presently contemplated for use or that are not currently available, but that may be developed, to the extent such opportunities are both consistent with the investment objective of a client, an Underlying Account or an Underlying Fund and legally permissible. Special risks may apply to instruments that are invested in by our clients, Underlying Accounts and Underlying Funds in the future that cannot be determined at this time or until such instruments are developed or invested in by our clients, the Underlying Accounts and the Underlying Funds. Certain swaps, options and other derivative instruments may be subject to various types of risks, including market risk, liquidity risk, the risk of non-performance by the counterparty, including risks relating to the financial soundness and creditworthiness of the counterparty, legal risk and operations risk.

Hedging Transactions. We and the Underlying Advisers may utilize financial instruments, both for investment purposes and for risk management purposes, in order to: (a) protect against possible changes in the market value of our clients’, the Underlying Accounts’ and the Underlying Funds’ investment portfolios resulting from fluctuations in the securities markets and changes in interest rates; (b) protect our clients’, the Underlying Accounts’ and the Underlying Funds’ unrealized gains in the value of our clients’, the Underlying Accounts’ and Underlying Funds’ investment portfolios; (c) facilitate the sale of any such investments; (d) enhance or preserve returns, spreads or gains on any investment in our clients’, the Underlying Accounts’ and the Underlying Funds’ portfolios; (e) hedge against a directional trade; (f) hedge the interest rate or currency exchange rate on any of our clients’, the Underlying Accounts’ or the Underlying Funds’ liabilities or assets; (g) protect against any increase in the price of any securities our clients’, the Underlying Accounts’ or the Underlying Funds’ anticipate purchasing at a later date; or (h) for any reason that we or Underlying Advisers deem appropriate.

The success of the Underlying Accounts’ and the Underlying Funds’ hedging strategies will depend, in part, upon our and the Underlying Advisers’ ability to correctly assess the degree of correlation between the performance of the instruments used in the hedging strategy and the performance of the portfolio investments being hedged. Since the characteristics of many securities change as markets change or time passes, the success of our clients’, the Underlying Accounts’ and the Underlying Funds’ hedging strategies will also be subject to our and Underlying Advisers’ ability to continually recalculate, readjust and execute hedges in an efficient and timely manner. While our clients’, the Underlying Accounts’ and the Underlying Funds’ may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for our clients, the Underlying Accounts and the Underlying Funds than if they had not engaged in such hedging transactions. For a variety of reasons, we or

Underlying Advisers may not seek to establish a perfect correlation between the hedging instruments utilized and the portfolio holdings being hedged. Such an imperfect correlation may prevent our clients, the Underlying Accounts and the Underlying Funds from achieving the intended hedge or expose the clients, the Underlying Accounts and the Underlying Funds to risk of loss. Our clients, the Underlying Accounts and the Underlying Funds will not be required to hedge any particular risk in connection with a particular transaction or their portfolios generally. Moreover, it should be noted that the portfolio will always be exposed to certain risks that may not be hedged. The successful utilization of hedging and risk management transactions requires skills complementary to those needed in the selection of our clients', the Underlying Accounts' and the Underlying Funds' portfolio holdings.

Non-U.S. Investments. We and the Underlying Advisers may invest in financial instruments of non-U.S. corporations and governments. Investing in the financial instruments of companies (and, from time to time, governments) outside of the United States involves certain considerations not usually associated with investing in financial instruments of U.S. companies or the U.S. government, including political and economic considerations, such as greater risks of expropriation, nationalization, confiscatory taxation, imposition of withholding or other taxes on interest, dividends, capital gains or other income, limitations on the removal of assets and general social, political and economic instability; the relatively 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; the evolving and unsophisticated laws and regulations applicable to the securities and financial services industries of certain countries; fluctuations in the rate of exchange between currencies and costs associated with currency conversion; and certain government policies that may restrict our clients', the Underlying Accounts' and the Underlying Funds' investment opportunities. In addition, accounting and financial reporting standards that prevail outside of the U.S. generally are not as high as U.S. standards and, consequently, less information is typically available concerning companies located outside of the U.S. than for those located in the U.S. As a result, our clients, the Underlying Accounts and the Underlying Funds may be unable to structure their transactions to achieve the intended results or to mitigate all risks associated with such markets. It also may be difficult to enforce our clients', the Underlying Accounts' or the Underlying Funds' rights in such markets. For example, financial instruments traded on non-U.S. exchanges and the non-U.S. persons that trade these instruments are not subject to the jurisdiction of the Securities and Exchange Commission (the "SEC") or CFTC or the securities and commodities laws and regulations of the U.S. Accordingly, the protections accorded to our clients, the Underlying Accounts and the Underlying Funds under such laws and regulations are unavailable for transactions on foreign exchanges and with foreign counterparties.

Currency Exposure. We and the Underlying Advisers may invest in the securities of non-U.S. issuers and other instruments denominated in non-U.S. currencies, the prices of which are determined with reference to currencies other than the U.S. dollars. We, however, value securities and other assets in U.S. dollars. We and Underlying Advisers may seek to mitigate the foreign currency exposure of any investment made in any currency other than the U.S. dollar in order to neutralize, so far as practicable, the impact of fluctuations in the exchange rates.

To the extent un-hedged, the value of our clients', the Underlying Accounts' and the Underlying Funds' positions in non-U.S. investments will fluctuate with U.S. dollar exchange rates as well as the price changes of the investments in the various local markets and currencies. In such cases, an increase in the value of the U.S. dollar compared to the other currencies in which a client, an Underlying Account or an Underlying Fund makes its investments will reduce the effect of any increases and magnify the effect of any decreases in the prices of the client's, the Underlying Account's or the Underlying Fund's securities in their local markets and may result in a loss. Conversely, a decrease in the value of the U.S. dollar will have the opposite effect on our clients', the Underlying Accounts' and the Underlying Funds' non-U.S. dollar investments.

Our clients, the Underlying Accounts and the Underlying Funds may incur costs in connection with conversions between various currencies. Non-U.S. currency exchange dealers realize a profit based on the difference between the prices at which they are buying and selling various currencies. Thus, a dealer normally will offer to sell currency to our clients, the Underlying Accounts and the Underlying Funds at one rate, while offering a lesser rate of exchange should our clients, the Underlying Accounts and the Underlying Funds desire immediately to resell that currency to the dealer. Currency exchange transactions either on a spot (*i.e.*, cash) basis at the spot rate prevailing in the currency exchange market, or through entering into forward, futures or options contracts to purchase or sell non-U.S. currencies.

Corporate Debt. We and the Underlying Advisers may invest in bonds, notes, debentures or other debt instruments issued by corporations. These instruments may pay fixed, variable or floating rates of interest, and may include zero

coupon obligations. We and the Underlying Advisers may invest in corporate debt instruments that have experienced or are contemplated to experience ratings downgrades. Other instruments may have the lowest quality ratings or may be unrated. Credit ratings evaluate the safety of the principal and interest payments, not the market value risk of lower-rated instruments. Such ratings also do not reflect macroeconomic or systemic risk, including the risk of increased illiquidity in the credit markets. It is also possible that a rating agency might not change its rating of a particular issue on a timely basis and, as a result, outstanding ratings may not reflect the issuer's current credit standing. Conversely, rating agencies may re-rate an instrument which could cause substantial loss as the ratings are downgraded. Our clients', the Underlying Accounts' and the Underlying Funds' investments may experience significant credit rating volatility. In addition, our clients, Underlying Accounts and Underlying Funds may be paid interest in kind in connection with their investments in corporate debt and related financial instruments (e.g., the principal owed to a client, an Underlying Account or an Underlying Fund in connection with a debt investment may be increased by the amount of interest due on such debt investment). Such investments may experience greater market value volatility than debt obligations that provide for regular payments of interest in cash and, in the event of a default, our clients, the Underlying Accounts and the Underlying Funds may experience substantial losses.

Short Selling. Our clients', the Underlying Accounts' and the Underlying Funds' investment portfolios may include short positions. Short selling involves selling securities which may or may not be owned and borrowing the same securities for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows clients to profit from a decline in the price of a particular security to the extent that such decline exceeds the transaction costs and the costs of borrowing the securities. The extent to which our clients, the Underlying Accounts and the Underlying Funds engage in short sales will depend upon our and the Underlying Advisers' investment strategies and opportunities. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost to our clients, the Underlying Accounts or the Underlying Funds of buying those securities to cover the short position. There can be no assurance that our clients, the Underlying Accounts and the Underlying Funds will be able to maintain the ability to borrow securities sold short. In such cases, a client, an Underlying Account or an Underlying Fund can be "bought in" (i.e., forced to repurchase securities in the open market to return to the lender). There also can be no assurance that the security necessary to cover a short position will be available for purchase at or near prices quoted in the market. Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss.

Competition. The markets in which we and Underlying Advisers participate are extremely competitive. There can be no assurance that we and Underlying Advisers will be able to identify or successfully pursue attractive investment opportunities in this environment. We, the Underlying Advisers, our clients, the Underlying Accounts and the Underlying Funds will compete with many firms, some of which may have substantially greater financial resources, more favorable financing arrangements, larger research staffs and more securities traders than are available to us, the Underlying Advisers, our clients, the Underlying Accounts or the Underlying Funds.

Illiquid Instruments. Under certain market conditions, such as during volatile markets or when trading in an instrument or market is otherwise impaired, the liquidity of our clients', the Underlying Accounts' and the Underlying Funds' portfolio positions may be reduced. In addition, the Underlying Funds may from time to time hold large positions with respect to a specific type of instrument, which may reduce their liquidity. During such times, the Underlying Funds may be unable to dispose of certain assets, which would adversely affect the Underlying Funds' ability to rebalance their portfolios or to meet withdrawal requests. In addition, such circumstances may force the Underlying Funds to dispose of assets at reduced prices, thereby adversely affecting their performances. If there are other market participants seeking to dispose of similar assets at the same time, Underlying Funds may be unable to sell such assets or prevent losses relating to such assets. Furthermore, if Underlying Funds incur substantial trading losses, the need for liquidity could rise sharply while their access to liquidity could be impaired. In conjunction with a market downturn, our clients', the Underlying Accounts' and the Underlying Funds' counterparties could incur losses of their own, thereby weakening their financial condition and increasing our clients', the Underlying Accounts' and the Underlying Funds' credit risks to them.

Default and Credit Risks. We and the Underlying Advisers may invest in debt obligations of both government and corporate issuers. These financial instruments involve the risk that the obligor either cannot or will not fulfill its obligations under the terms of the financial instrument. We, the Underlying Advisers, our clients, the Underlying Accounts and the Underlying Funds also will assume credit risk to their brokers, custodians and other counterparties in connection with brokerage arrangements, derivatives and other contractual relationships. In evaluating credit

risk, we, the Underlying Advisers, our clients, the Underlying Accounts and the Underlying Funds will often be dependent upon information provided by the obligor, which may be materially inaccurate or fraudulent. Any actual default, or any circumstance that increases the possibility of such a default, could have a material adverse effect on our clients, the Underlying Accounts and the Underlying Funds.

Interest Rate Risks. Our and the Underlying Advisers' investment programs may include investments in debt securities of government and corporate issuers. These and various other assets, as well as our clients', the Underlying Accounts' and the Underlying Funds' borrowings, will subject our clients', Underlying Accounts' and Underlying Funds' to risks associated with movements in interest rates. For example, a client will be required to manage both curve risk, which is the risk that the slope of the yield curve will vary from the slope assumed in the client's strategy, and credit spread risk, which is the risk that the spreads between yields of differently rated issuers will change in a manner that adversely affects the client's portfolio.

Risks Associated with Commodity Futures, Forwards and Related Instruments. The prices of commodities contracts and all derivative instruments, including futures and options prices, can be highly volatile. Price movements of forwards, futures and other derivative contracts in which our clients', the Underlying Accounts' and the Underlying Funds' assets may be invested are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies, financial instrument futures and options. Such intervention often is intended directly to influence prices and may, together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations. Our clients, the Underlying Accounts and the Underlying Funds also will be subject to the risk of the failure of any of the exchanges on which their positions trade or of their clearinghouses.

Trading options on futures involves a high degree of risk. An option on a futures contract is a right to either buy or sell the underlying futures contract at a specific price. The risks of trading options on futures are similar to the risks of trading securities options. In addition, if the purchaser of an option on a futures contract exercises the option, the holder will, in effect, be buying or selling the underlying futures contract, and will then be subject to the same risks as are attendant to futures trading.

Relative Value and Directional Investments. Our and the Underlying Advisers' investment strategies will depend on our and Underlying Advisers' ability to accurately predict future price movements or the convergence of market prices toward the theoretical values expected by us and the Underlying Advisers. Any such attempt to predict future price movements is inherently risky and inaccurate. Often, price movements will be determined by unanticipated factors, and our and Underlying Advisers' analysis of known factors may prove incorrect, in each case potentially leading to substantial losses to our clients, the Underlying Accounts and the Underlying Funds.

Trading Decisions. Our trading decisions will be based on fundamental, technical and other analysis. Any factor that would lessen the prospect of major trends occurring in the future (such as increased governmental control of, or participation in, the financial markets) may reduce the prospect that a particular trading method or strategy will be profitable in the future. In the past, there have been periods without discernable trends and, presumably, such periods will continue to occur in the future. Moreover, any factor that would make it more difficult to execute trades at desired prices in accordance with the signals of the trading method or strategy (such as a significant lessening of liquidity in a particular market) would also be detrimental to profitability. Further, many advisors' trading methods utilize similar analyses in making trading decisions. Therefore, bunching of buy and sell orders can occur, which makes it more difficult for a position to be taken or liquidated. No assurance can be given that our strategies will be successful under all or any market conditions.

"Widening" Risk. For reasons not necessarily attributable to any of the risks set forth herein (for example, supply/demand imbalances or other market forces), the prices of the instruments in which we and the Underlying Advisers invest may decline substantially. In particular, purchasing assets at what may appear to be "undervalued" levels is no guarantee that these assets will not be trading at even more "undervalued" levels at a time of valuation or at the time of sale. It may not be possible to predict, or to hedge against, such "spread widening" risk.

Leverage Risks. We and Underlying Advisers generally have the power to borrow funds and employ leverage as and when they deem appropriate. The use of such leverage can, in certain circumstances, increase the volatility of client performance and the risk of loss.

The purchase of options, futures, forward contracts, repurchase agreements, reverse repurchase agreements and

equity swaps generally involves little or no margin deposit and, therefore, will provide substantial leverage. Accordingly, relatively small price movements in these financial instruments may result in immediate and substantial losses to our clients, the Underlying Accounts and the Underlying Funds.

Counterparty Risks. We and Underlying Advisers may be exposed to the credit risk of counterparties with which, or the brokers, dealers, custodians and exchanges through which, we or they deal in connection with the investment of assets, whether engaged in exchange-traded or privately negotiated transactions.

THE FOREGOING RISK FACTORS DO NOT PURPORT TO BE A COMPLETE DESCRIPTION OF ALL OF THE RISKS ASSOCIATED WITH OUR OR THE UNDERLYING ADVISERS' INVESTMENT STRATEGIES OR THAT ARE APPLICABLE TO OUR CLIENTS. PROSPECTIVE CLIENTS AND INVESTORS SHOULD READ THIS BROCHURE AND ALL OTHER APPLICABLE DISCLOSURE MATERIALS IN THEIR ENTIRETY BEFORE MAKING ANY INVESTMENT DECISIONS.

Item 9: Disciplinary Information

Not applicable.

Item 10: Other Financial Industry Activities and Affiliations

MATERIAL RELATIONSHIPS WITH AFFILIATED AND OTHER PERSONS

We are affiliated and share office space, service providers and certain employees with Trammell Crow Interests Company, D/B/A Crow Family Holdings and its affiliates (“Crow Family Holdings”), a family office established exclusively to manage the wealth and direct the investments of the Trammell and Margaret Crow family. We intend to keep our business activities and operations separate and independent from the business activities and operations of Crow Family Holdings and have established procedures and guidelines in an attempt to segregate our activities from the activities of Crow Family Holdings. Notwithstanding the foregoing, the activities of Crow Family Holdings, the CH Entities and members of the Crow family may present actual or potential conflicts of interest, including, but not limited to, the conflicts discussed in this brochure.

In addition to the foregoing, certain of our affiliates act as general partner of the Funds.

RELATED SERVICE PROVIDERS

Both we and Crow Family Holdings will provide various administrative and support services to the other. The administrative and support services provided by Crow Family Holdings to us include, among other things, maintaining office facilities, furnishing the services of certain personnel on a part-time basis, and furnishing certain administrative services and office supplies. The administrative and support services provided by us to Crow Family Holdings include, among other things, furnishing the services of certain personnel on a part-time basis.

Notwithstanding the foregoing, all decisions, recommendations, consents and other determinations (including all investment advisory decisions made with respect to our investment advisory clients) will be made exclusively by us in accordance with the terms of the applicable investment management agreements, and not by Crow Family Holdings, the CH Entities or the Crow family.

RECEIPT OF COMPENSATION AND OTHER BENEFITS

We manage client accounts that allocate assets to and/or make investments in Underlying Funds, Underlying Accounts and Underlying Advisers through various means. In addition, many Advisory Account clients will invest in the Securities Funds and may also invest in one or more Real Estate Funds, which are managed and operated by us. No additional management fee will be charged by us to Advisory Account clients at the Securities Fund level (although such clients generally will be responsible for their pro rata share of any fees and expenses charged by Underlying Funds and Underlying Advisers in and with which the Securities Funds invest). However, if an Advisory Account client invests in a Real Estate Fund, it will be required to pay to us and/or our affiliates, in addition to its advisory fees, the management fees and carried interest distributions charged at the Real Estate Fund level. As a result of these additional fees and carried interest distributions, we have a financial incentive to recommend investments in the Real Estate Funds.

Our interests and the interests of our personnel and affiliates may create potential conflicts in the selection of Underlying Funds and Underlying Advisers for client accounts. We make determinations regarding which Underlying Funds and Underlying Advisers to make available to clients consistent with our fiduciary duties and the investment processes described in Item 8. Our affiliates may derive ancillary benefits from certain decisions made in respect of certain Underlying Funds and Underlying Advisers. It is expected that the CH Entities will receive various forms of compensation, payments, remuneration, investment activity, services and/or other benefits from certain Underlying Funds and Underlying Advisers to which our clients allocate assets or make investments, or may have interests in such Underlying Funds and Underlying Advisers or their businesses and/or provide products and services to them for compensation. The amount of such compensation, payments, remuneration, investment activity, services or other benefits to the CH Entities may be greater if we select such Underlying Funds and Underlying Advisers than it would otherwise have been had other Underlying Funds or Underlying Advisers been selected that might also have been appropriate for client accounts.

We act as investment adviser under the Investment Advisers Act of 1940, as amended (the “Advisers Act”), in accordance with fiduciary standards. We will face potential conflicts in making determinations as to whether client accounts should invest or withdraw funds from Underlying Funds and Underlying Advisers with which we and/or any of our affiliates have business relationships. For example, certain CH Entities have equity, profits or other interests in Underlying Funds or Underlying Advisers (or the general partners or managers thereof). Payments to the

CH Entities will generally increase as the amount of assets managed by such Underlying Advisers increase. Therefore, investment by clients in Underlying Funds and/or with Underlying Advisers where the CH Entities have a fee and/or profit sharing arrangement or other interest in the equity or profits of such Underlying Advisers may result in additional revenues to the CH Entities. The relationship we, the CH Entities, our affiliates, client accounts or other accounts have with Underlying Advisers also may result in us directly or indirectly being incentivized to increase client investments with such Underlying Advisers or in Underlying Funds or to maintain investments with such Underlying Advisers or Underlying Funds. We will attempt to manage these conflicts in accordance with fiduciary requirements and applicable law (which may include disclosure and consent).

COMMODITY POOL OPERATOR, COMMODITY TRADING ADVISER, FUTURES COMMISSION MERCHANT REGISTRATION

Neither we nor any of our affiliates currently is registered with the CFTC as a commodity pool operator and/or commodity trading advisor pursuant to an exemption provided by CFTC Rules 4.13(a)(4) and/or 4.14(a)(8). Nevertheless, the CFTC recently issued final rules that will eliminate the exemption from commodity pool operator registration that is currently available under CFTC Rule 4.13(a)(4). As a result, we and/or certain of our affiliates may be required to register with the CFTC as a commodity pool operator in the near future.

OTHER ACTIVITIES AND AFFILIATIONS

From time to time, certain of our employees and affiliates may serve as directors and officers of, and provide advice to, privately held or publicly traded companies in which our clients invest. Clients should be aware that the receipt of non-public information by our related persons regarding these companies could preclude us from effecting discretionary transactions on behalf of clients in certain securities of these issues.

In addition, we may from time to time engage third-parties to provide certain consulting and strategic advisory services with respect to us and/or our affiliates. In consideration of such services, we may provide office space, administrative support and other benefits to such persons.

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

CODE OF ETHICS

We have adopted and implemented a code of ethics, which sets forth standards of business conduct for our supervised persons. Our code of ethics is designed to educate supervised persons about our philosophy regarding ethics and professionalism, emphasize our fiduciary duties to clients, encourage supervised persons to comply with applicable laws, prevent the misuse of material non-public information, the circulation of rumors and other forms of market abuse and address material conflicts of interest that arise from personal trading by access persons. Subject to the limitations of the code of ethics, access persons may buy and sell securities or other investments for their personal accounts, including investments in the Funds, and may take positions that are the same as, different from, or made at different times than, positions taken directly or indirectly for client accounts. We maintain a list of companies/issuers with respect to which a determination has been made that it is prudent to restrict personal trading activity by certain of our supervised persons (the "Restricted Trading List"). Our code of ethics prohibits applicable supervised persons from trading in securities included on the Restricted Trading List without the prior approval of the Chief Compliance Officer. All access persons must also provide copies of, or otherwise direct their brokers or custodians to supply the Chief Compliance Officer with, (i) brokerage and/or custodial account statements (at least monthly, at the same time they are sent to the access person) and (ii) duplicate copies of trade confirmations within 30 days after the applicable transaction. We also maintain certain policies and procedures designed to prevent supervised persons from misusing material non-public information and to address certain actual and potential conflicts of interest that may arise when supervised persons accept, provide, offer or give gifts or entertainment events. We will furnish a copy of our code of ethics to clients and investors upon request.

PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

We expect to make investments in Underlying Funds and other issuers (i) where we, the CH Entities and/or their respective affiliates have economic or financial interests in such Underlying Funds, issuers and/or the general partners or managers thereof, (ii) to which we, the CH Entities and/or their respective affiliates provide office space and services, or (iii) from which we, the CH Entities and/or their respective affiliates receive services and products. We may also invest in investment funds and other issuers established, managed or advised by us or our affiliates. If an Advisory Account client invests in a Fund or another investment fund established or managed by us and/or our affiliates, we may have potentially conflicting loyalties and responsibilities regarding the client and such other investment fund, and certain other conflicts of interest may be inherent in the situation. For example, if we invest Advisory Account assets in a Fund, we will be obligated, in connection with making investment decisions for such Fund, to consider the investment and tax objectives of the Fund and its investors as a whole, rather than the investment, tax or other objectives of the Advisory Account client or any single or particular group of investors. We will review each of the foregoing transactions and take such steps as we deem necessary or appropriate to ensure that the terms of transactions are fair and reasonable. We will effect these transactions in accordance with fiduciary requirements and applicable law (which may include disclosure and consent).

CROSS AND PRINCIPAL TRANSACTIONS

To the extent permitted by applicable law, we, acting on behalf of our client accounts, may enter into transactions in securities, financial instruments and other assets with ourselves or our affiliates, and may cause client accounts to engage in principal and cross transactions. We may face conflicts of interest that could influence our decision to engage in such transactions for client accounts. Principal transactions may occur if we, on behalf of our client accounts, engage in a transaction in securities or other instruments with ourselves or an affiliate acting as principal. We may earn compensation in connection with these transactions. For example, due to the significant ownership interest currently held by the CH Entities and/or their or our affiliates in each of the Funds, transactions between Advisory Account clients and such Funds may be deemed to be principal transactions under Section 206(3) of the Advisers Act. Cross transactions may occur if we cause a client account to buy securities or other investments from, or sell securities or other investments to, another client account or the account of one of our affiliates. We may have conflicting loyalties and responsibilities to the parties in such transactions, and have developed policies and procedures in relation to such transactions and conflicts. We will review each of the foregoing transactions and take such steps as we deem necessary or appropriate to ensure that the terms of transactions are fair and reasonable. We will effect these transactions in accordance with fiduciary requirements and applicable law (which may include disclosure and consent).

VALUATIONS

We expect to value many investments owned by clients based, to a certain extent, upon valuations of underlying investments provided by Underlying Advisers and other third-parties (*i.e.*, we are a “price taker”). To the extent we perform valuation services related to securities, financial instruments and other assets in the Securities Funds and Advisory Accounts, we attempt to value such investments at fair value in accordance with our valuation policies and procedures. We may face a conflict with respect to such valuations as they affect our compensation. In addition, to the extent we utilize third-party vendors (administrators or custodians) to perform certain valuation functions, these vendors may have interests and incentives that differ from those of our client accounts. **See “Valuation Risks” in Item 8 above.**

DIFFERENCES AMONG CLIENT ACCOUNTS; OTHER ACTIVITIES

Our decisions and actions may differ among client accounts. Advice given to, or investment or voting decisions made for, one or more client accounts may compete with, affect, differ from, conflict with, or involve timing different from, advice given or investment decisions made for other client accounts.

We also expect that Underlying Advisers generally will advise clients in addition to, and engage in activities other than activities related to the management of, the Underlying Funds and Underlying Accounts to which we allocate client account assets. As a result, Underlying Advisers may have other interests and relationships which may create a variety of conflicts similar to or different from the foregoing in relation to the Underlying Funds and Underlying Accounts they manage.

In the course of our activities, including activities on behalf of clients, we may acquire confidential information or otherwise become restricted in our investment activities. In such event, we may not be free to act upon such confidential information in the course of performing our duties for clients, and we may not be able to initiate a transaction for a client that we otherwise would have initiated, with the result being that we are unable to purchase or dispose of a position. Such restrictions would apply even if we were not involved in, and could not have benefitted from, the receipt of such information.

Item 12: Brokerage Practices

BROKER SELECTION AND BEST EXECUTION

General

We generally will not have oversight over the selection of broker-dealers by Underlying Advisers. To the extent we make direct investments or otherwise direct brokerage, we will select broker-dealers to execute client transactions based primarily on their ability to deliver best execution for our clients. In selecting brokers, we consider various factors including, but not limited to, execution quality, commission rate, responsiveness, the value of any research provided and financial responsibility. The commissions or transaction costs (including spreads) charged by any broker may be greater than the amount another firm might charge if we determine in good faith that the amount of such commission is reasonable in relation to the value of the brokerage services and research provided by the broker.

We have adopted policies and procedures that we believe are reasonably designed to ensure that our clients achieve best execution and that brokers utilized have been selected based on our clients' best interests. We have established a Brokerage Committee that is generally responsible for reviewing brokers utilized, evaluating for conflicts of interest, evaluating the quality of execution services and reviewing any proposed soft-dollar arrangements. The Brokerage Committee will meet on a periodic basis to review trading activity and the quality of execution received.

Pershing Advisor Solutions

In general, we recommend that Advisory Account clients establish accounts at, and receive custody, clearing, brokerage and other services from, Pershing. Nevertheless, clients are ultimately responsible for deciding whether or not to open custodial accounts at Pershing. We are independently owned and operated and are not affiliated with Pershing.

As compensation for its services, Pershing generally will charge Advisory Account clients a flat rate custody-based fee (the "Pershing Custody Fee") of 4 basis points on all assets held in their custodial account(s) at Pershing. The Pershing Custody Fee includes trades executed through Pershing either directly or indirectly, but does not include foreign currency trades and certain other items that will be charged directly to clients on a per execution basis. The Pershing Custody Fee is in lieu of transaction-based brokerage commissions, does not vary based on the number or size of trades in client accounts, and does not include fees for trade away execution and services in connection with transactions effected through broker-dealers other than Pershing or its agents/affiliates. The Pershing Custody Fee is charged quarterly in advance and calculated based on the average value of the account on the last day of the past three calendar month ends. The Pershing Custody Fee is deducted by Pershing directly from the custodial account of each applicable client and is in addition to the management fee charged by us. Additional fees and expenses may be incurred for transactions executed by a broker-dealer other than Pershing or its agents/affiliates, or if a custodian other than Pershing or its agents/affiliates is used.

The appropriateness of the Pershing Custody Fee for any client may depend on a number of factors including, among others, the client's investment objectives and financial situation, our investment strategies and trading patterns, including the frequency of trading and the number and size of transactions. If the number of transactions in an Advisory Account is low enough in any particular period, the Pershing Custody Fee may exceed the commissions that would otherwise have been charged for transactions effected in such period.

Pershing also makes available other products and services that benefit us but may not directly benefit our clients. Some of these other products and services assist us in managing and administering Advisory Accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements); facilitate trade execution; provide pricing information and other market data; facilitate payment of our management fees from Advisory Accounts; and assist with back-office functions, recordkeeping and client reporting. Some of these services generally may be used to service all or a substantial number of our clients, including accounts not maintained at Pershing. Pershing also makes available to us other services intended to help us manage and further develop our business enterprise, including publications on information technology, regulatory compliance and marketing.

While we endeavor to act in the best interests of our clients, our recommendation that clients maintain their assets in accounts at Pershing may be based in part on the benefit to us of the availability of some of the foregoing products, services and arrangements and not solely on the nature, cost or quality of custody and brokerage services provided

by Pershing, which may create a conflict of interest.

SOFT DOLLARS

In addition to execution, we may receive research and research related services from brokers who execute portfolio transactions for our clients. This research generally is used to service all client accounts (to the extent such research is applicable to our clients). We do not formally commit to invest any particular level of commissions to brokers who provide research services. Research or brokerage services by brokers through which portfolio transactions for us are executed may include research reports on particular industries and companies, economic surveys and analyses, recommendations as to specific securities, online quotations, news and research services, access to an electronic communication network for order entry and account information, participation in broker-dealer sponsored research and capital introduction conferences and other services providing lawful and appropriate assistance to us in the performance of investment decision-making responsibilities on behalf of clients. We may benefit by not having to produce or pay for research, and receipt of such research or other products or services may create an incentive for us to select or direct more business to particular brokers. We understand that the benefits received through our relationship with broker-dealers generally do not depend upon the amount of transactions directed to, or the amount of assets custodied by, the broker-dealers. We expect that all research reports received in connection with client-related matters will be within the limitations set forth in Section 28(e) of the Securities Exchange Act of 1934, as amended.

In addition to the foregoing, we may purchase research reports and other information from brokers that do not execute portfolio transactions for our clients.

BROKERAGE FOR CLIENT REFERRALS

From time to time we may speak at conferences and programs that are sponsored by one or more of our executing brokers, service providers or other third-parties for investors interested in investing in hedge funds or other investment types. These conferences and programs may provide opportunities for us to be introduced to potential Fund investors or Advisory Account clients. Generally, these third-parties will not be compensated by us, the Funds, or potential investors or clients for providing such “capital introduction” opportunities. These third-parties may, however, provide services to us or the Funds, and such additional services provided by these third-parties, including the opportunity to attend capital introduction events, may influence our decision to use (or continue to use) their services. Underlying Advisers may allocate brokerage in return for client referrals, which may raise conflicts of interest.

DIRECTED BROKERAGE

We may from time to time permit our Advisory Account clients to direct the brokers to be used in executing transactions for their accounts. Advisory Account clients should be aware that directing brokerage may prevent us from achieving best execution which may end up costing those clients more money.

As described above, we generally recommend that Advisory Account clients utilize the custodial, brokerage and clearing services of Pershing.

ORDER AGGREGATION

We may aggregate or “bunch” trade orders for multiple clients from time to time when it would be in the clients’ best interests to do so. Aggregated orders will be allocated among applicable clients on a fair and equitable basis under the circumstances, but generally *pro rata* per suitable client account.

ALLOCATION OF INVESTMENT OPPORTUNITIES

We generally allocate investment opportunities among clients in a manner we believe to be fair and equitable under the circumstances based upon various factors, including, but not limited to, the investment objectives, guidelines and restrictions, risk profiles, financial condition, available capital to invest and tax status of such clients. Except with respect to real estate and real estate related assets, as set forth below, if we have determined to invest in the same direction in the same investment at the same time for more than one of our clients, we will generally place orders for all such accounts simultaneously. If all such orders are not filled at the same price, we will, to the extent possible, allocate the trades such that the order for each client is filled at the average price. Similarly, if an order on behalf of more than one client cannot be fully executed under prevailing market conditions, we will allocate the trades among different clients on a basis that we consider equitable. Notwithstanding the foregoing, (i) the Real Estate Funds will have priority with respect to all real estate and real estate related assets; *provided, however*, this priority will not

apply with respect to investments in private real estate funds that have multiple third-party investors and are managed by third-party investment managers; and (ii) the funds of private equity funds managed by us generally will have priority with respect to investment opportunities in private equity funds that we identify.

TRADE ERRORS

In the course of managing client accounts, we expect trade errors to occur from time to time. Although there is no standard definition of trade errors, they may include a number of situations, such as:

- Purchasing securities not legally permitted for an Advisory Account or Fund, or not within an Advisory Account or Fund's investment guidelines;
- Purchasing or selling the wrong securities or the wrong amount of securities for an Advisory Account or Fund;
- Purchasing or selling securities for the wrong Advisory Account or Fund; or
- Allocating securities to the wrong Advisory Account or Fund.

A trade error, however, does not include errors that are corrected at the broker-dealer level or otherwise corrected prior to settlement.

If a client incurs costs as the result of a trade error, the client generally will be required to bear such costs unless the trade error was caused by our gross negligence, willful misconduct or violation of applicable laws or regulations. Notwithstanding the foregoing, we may bear the costs of any trade error in our sole discretion.

Trading activity is monitored daily for errors and any errors are reported to the Chief Compliance Officer for further review and recordkeeping.

Item 13: Review of Accounts

REVIEWS OF ACCOUNTS

Real Estate Funds

Our real estate investment committee generally is responsible for reviewing the activities of the Real Estate Funds and conducts reviews of the Real Estate Funds on at least an annual basis. In addition, our real estate investment committee reviews and approves all investment and disposition decisions and financings.

With respect to accounting matters, we have engaged an independent public auditor to conduct an annual audit of each of the Real Estate Funds.

Securities Funds and Advisory Accounts

Our securities investment team generally conducts reviews of the Securities Funds and Advisory Accounts on at least a monthly basis. Our securities investment team will periodically review (i) investments made by each client, specifically looking for irregularities, unusual positions and overall allocations in accordance with client objectives, and will be primarily responsible for ensuring that investments held by a client are consistent with such client's investment objectives, financial situation and any disclosure and/or governing and/or account documents and (ii) client holdings to determine whether or not the investments remain consistent with their objectives and their applicable disclosure and/or governing documents. Our securities investment team will also hold both formal and informal meetings on a periodic basis to discuss investment ideas, economic developments, current events, investment strategies and issues related to client investments. The securities investment committee will be responsible for approving new Underlying Funds and new Underlying Advisers.

With respect to accounting matters, independent public auditors generally will conduct annual audits of each of the Securities Funds.

FACTORS TRIGGERING ADDITIONAL REVIEWS

In addition to periodic reviews, additional reviews may be undertaken in response to, among other things, changes in market or economic conditions, changes in Underlying Advisers, Underlying Funds or other investments, or changes in a client's investment objectives or policies.

REPORTS TO INVESTORS/CLIENTS

Real Estate Funds

We provide investors in the Real Estate Funds with quarterly unaudited financial statements (including a balance sheet, income statement and statement of partners' capital) and annual audited financial statements (including a balance sheet, income statement, and statement of partners' capital). After the close of each taxable year, we provide investors with tax information for the preparation of their respective federal income tax returns.

Securities Funds

We provide investors in the Securities Funds periodic performance reports, annual financial statements audited by the Fund's independent auditors, Schedule K-1s and any other tax information reasonably requested by an investor. We may provide other reports to investors from time to time. In response to questions and requests and in connection with due diligence meetings and other communications, we may provide additional information to certain investors that is not distributed to other investors. Such investors may make investment decisions with respect to their investment in the Securities Funds based upon such information.

Advisory Accounts

Pershing generally provides each applicable Advisory Account client with monthly account statements that include, among other things, a summary of all activity in that client's account, including all purchases and sales of securities (which generally will reflect subscriptions for, and redemptions or withdrawals of, interests in Underlying Funds), and any debits and credits to the account, a summary of holdings including a portfolio valuation, and the change in value of the account during the reporting period. Pershing and other applicable custodians may also provide other reports, as set forth in the applicable custodial account agreements. In addition, we may provide Advisory Account clients with such reports, notices and letters as we deem appropriate in our discretion and as set forth in the

applicable investment management agreement with such client. **Clients are urged to compare any statements they receive from us or our agents with the statements provided by their custodians.**

Item 14: Client Referrals and Other Compensation

THIRD-PARTY COMPENSATION

Pershing makes available certain products and services that benefit us but may not directly benefit our clients. For more information, please see Item 12 above.

Except as set forth in Item 12, we currently do not receive any economic benefit from any person who is not a client for providing investment advice or other advisory services to our clients.

REFERRALS

We may from time to time enter into agreements or arrangements with other persons who refer investors in the Funds to us. For their referral services, such persons may receive compensation from us (or our affiliates) which may be (i) a percentage of the management fee and/or performance-based fee, (ii) allocation paid to us or our affiliates by such investors and clients, (iii) a percentage of an investor's commitment, or (iv) a flat fee. Investors generally will not be charged any higher or additional fee as a result of such agreements or arrangements. In every instance, all arrangements and payments of referral fees will be disclosed to investors in substantial compliance with Rule 206(4)-3 under the Advisers Act.

Item 15: Custody

Real Estate Funds

We have, or may be deemed to have, custody of the Real Estate Funds' cash and securities. To the extent required by Rule 206(4)-2 under the Advisers Act, each Real Estate Fund's cash and securities are held with one or more qualified custodians. We may change custodians at any time and from time to time without the consent of, or notice to, investors. An independent public auditor conducts annual audits of the Real Estate Funds, and audited financial statements (prepared in accordance with generally accepted accounting principles) are provided to investors on an annual basis. We attempt to provide such statements to investors within 120 days after the end of each fiscal year, but there can be no assurance that we will be successful in this regard. Qualified custodians do not provide statements directly to investors in the Real Estate Funds.

Securities Funds

We have, or may be deemed to have, custody of each Securities Fund's cash and securities. To the extent required by Rule 206(4)-2 under the Advisers Act, each Securities Fund's cash and securities are held with one or more qualified custodians. We may change custodians at any time and from time to time without the consent of, or notice to, investors. Independent public auditors will conduct annual audits of the Securities Funds, and audited financial statements (prepared in accordance with generally accepted accounting principles) will be provided to investors on an annual basis. We generally attempt to provide such statements to investors within 120 days or 180 days, as applicable, after the end of each fiscal year, but there can be no assurance that we will be successful in this regard. Qualified custodians do not provide statements directly to investors in the Securities Funds.

Advisory Accounts

We may have, or may be deemed to have, custody of an Advisory Account client's cash and securities. We do not intend to have physical possession of the cash or securities in Advisory Accounts at any time. In general, all cash and securities owned by Advisory Account clients will be held by one or more qualified custodians that are appointed by such clients pursuant to separate custody or other agreements. As noted in Item 12 above, we generally recommend that Advisory Account clients utilize the custodial, brokerage, clearing and other services of Pershing. **Advisory Account clients generally will receive account statements directly from Pershing (and/or other applicable custodians) and should carefully review those statements. We urge Advisory Account clients to compare the account statements they receive from their qualified custodian(s) with any statements that they receive from us.**

If we have, or are deemed to have, custody of Advisory Account cash and securities, such cash and securities may (to the extent required by Rule 206(4)-2 under the Advisers Act) be verified by a surprise examination at least once each calendar year by an independent public accountant.

Item 16: Investment Discretion

DISCRETIONARY AUTHORITY

Funds

We have discretionary power and authority over the types of investments to be bought or sold, as well as the amount to be bought or sold, on behalf of each of the Funds, subject to any limitations set forth in the applicable offering and governing documents.

In addition, we generally have authority to determine the broker-dealer or other counterparty to be used for Fund transactions and the negotiation of commission rates and other consideration to be paid by the Funds.

Advisory Accounts

We generally expect to have full discretionary power and authority to invest and reinvest the funds and assets held in Advisory Accounts. Accordingly, we generally expect to have authority (i) over the types of investments to be bought or sold, as well as the amount to be bought or sold, on behalf of Advisory Accounts; and (ii) to determine the broker-dealer or other counterparty to be used for Advisory Account transactions and the negotiation of commission rates and other consideration to be paid by the Advisory Accounts. Each Advisory Account client for which we have investment discretion is required to sign an investment management agreement that authorizes us to manage and direct the investment and reinvestment of Advisory Account assets, with full discretion to make investment decisions on the Advisory Account client's behalf and at the Advisory Account client's risk. Our discretionary authority is limited by the terms of the investment management agreements and the investment guidelines, restrictions and limitations imposed on the management of Advisory Accounts by each client. Notwithstanding the foregoing, we may also provide advisory services to Advisory Account clients on a non-discretionary or limited discretionary basis.

LIMITED POWER OF ATTORNEY

Each investor in the Funds generally grants the general partner of the Fund a limited power of attorney to enable the general partner to execute the applicable partnership agreement on its behalf. In addition, each Advisory Account client generally grants us a limited power of attorney to enable us to conduct authorized trading on their behalf.

Item 17: Voting Client Securities

Underlying Advisers generally will be responsible for voting with respect to securities held by Underlying Funds and Underlying Accounts.

Real Estate Funds

Each of the Real Estate Funds invests indirectly in real estate and real estate related assets and we generally do not expect to be called upon to vote with respect to securities held by the Real Estate Funds. Nevertheless, in the event that we are called upon to vote securities, we would act in accordance with the policies and procedures set forth in our proxy voting policy (as described below).

Investors in the Real Estate Funds may obtain copies of our proxy voting policy by contacting us.

Securities Funds

Each of the Securities Funds invests primarily in and through Underlying Funds and Underlying Accounts, and we generally are not responsible for voting the underlying investments held or maintained by the Underlying Funds and Underlying Accounts. Nevertheless, we generally do have voting authority with respect to securities that are owned directly by the Securities Funds (including voting with respect to the interests in Underlying Funds held by the Securities Funds). Rule 206(4)-6 under the Advisers Act requires registered investment advisers that exercise voting authority over client securities to implement proxy voting policies and procedures. In accordance with such rule, we have adopted proxy voting policies and procedures in our compliance manual. In general, our policy is to vote proxy proposals, amendments, consents or resolutions relating to securities, including interests in Underlying Funds, in a manner that serves the best interests of the applicable Fund, as determined in our discretion, taking into account various factors.

Investors in the Securities Funds may obtain copies of our proxy voting policy, together with information regarding how we have voted past proxies, by contacting us.

Advisory Accounts

We may accept authority to vote securities held by or on behalf of Advisory Account clients. In the event that we do accept (or otherwise have) proxy voting authority on behalf of an Advisory Account, we generally vote proxy proposals, amendments, consents or resolutions relating to Advisory Account securities, including interests in the Securities Funds and Underlying Funds, in accordance with the instructions of the Advisory Account client. We will use commercially reasonable efforts to vote according to the Advisory Account client's request in these circumstances. In the absence of specific voting guidelines or instructions from the Advisory Account client, we will attempt to vote proxies in a manner that serves the best interests of the Advisory Account, as determined in our discretion, taking into account various factors.

Advisory Account clients may obtain copies of our proxy voting policy, together with information regarding how we have voted past proxies, by contacting us.

For Advisory Accounts in respect of which we do not have authority to vote proxies, Advisory Account clients should work with their custodians to ensure they receive proxies and other solicitations for securities held in their Advisory Accounts. These Advisory Account clients may contact us if they have questions on any particular solicitation.

Item 18: Financial Information

We do not have any financial commitment that impairs our ability to meet contractual and fiduciary commitments to our clients, nor have we been the subject of any bankruptcy proceeding.

General Information

PRIVACY POLICY

We have adopted policies and procedures that we believe are reasonably designed to protect various records and information of clients and investors. Except as set forth in the applicable offering materials, our privacy notice and as otherwise authorized by each client and/or investor, private information about clients and/or investors is disclosed only as permitted by applicable law to our affiliates and service providers, including our accountants, attorneys, brokers, custodians, transfer agents and any other parties whose services are necessary or convenient to the operation of the Fund. Notice of our privacy policy is provided on an annual basis to clients and investors and is available upon request.

LEGAL PROCEEDINGS

We generally are not responsible for filing claims or otherwise taking any action in connection with class action lawsuits, bankruptcy proceedings, or any other legal or administrative proceeding, in any such case on behalf of a client in connection with any client security holding.