

**ITEM 1
COVER PAGE**

PART 2A OF FORM ADV: FIRM BROCHURE



3G Capital Partners, Ltd.

600 Third Avenue
37th Floor
New York, New York 10016
(212) 893-6727
www.3gcapital.com

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This brochure provides information about the qualifications and business practices of 3G Capital Partners, Ltd. (together, with its relying adviser affiliates, the “**Adviser**,” “**we**,” “**us**,” or “**our**”). If you have any questions about the contents of this brochure, please contact our General Counsel/Chief Compliance Officer, Bradley Brown, at (212) 893-6727 or bbrown@3G-Capital.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “**SEC**”) or by any state securities authority.

Additional information about us also is available on the SEC’s website at www.adviserinfo.sec.gov.

We are a registered investment adviser under the Investment Advisers Act of 1940, as amended (the “**Advisers Act**”). Our registration under the Advisers Act does not imply any level of skill or training.

ITEM 2

MATERIAL CHANGES

This brochure is our initial Form ADV Part 2. Pursuant to SEC requirements and rules, you will receive a summary of any material changes to this brochure and subsequent brochures within 120 days of the close of our fiscal year.

Our brochure may be requested, free of charge, by contacting our General Counsel/Chief Compliance Officer, Bradley Brown, at (212) 893-6727 or bbrown@3G-Capital.com.

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ITEM 4 ADVISORY BUSINESS

A. General Description of Advisory Firm

We are an exempted limited company organized under the laws of the Cayman Islands, formed in March 2005.

While we do not have any employees, we have entered into a staffing agreement with 3G Capital, Inc., a Delaware corporation and wholly owned subsidiary of ours, which employs all of the investment professionals that provide services to us and, ultimately, our clients.

We provide investment advisory services to privately offered pooled investment vehicles (each, a “**Fund**” or “**Client**” and collectively, the “**Funds**” or “**Clients**”), typically pursuant to an investment management agreement or similar document (an “**IMA**”) or other organizational and offering documents under which the Adviser is granted discretion to trade the Client’s account without obtaining the Client’s consent to each particular transaction (subject to the investment policies and restrictions, if any, imposed by the Client in an IMA). In addition, we operate under basic policies and principles applicable to the conduct of our investment advisory business. These policies and principles are based upon general concepts of fiduciary duty, the specific requirements of the Advisers Act, the rules and regulations promulgated thereunder, and our internal policies. We anticipate advising other funds from time to time. We refer to such potential clients, along with the Clients, as our “**clients**.” Our managing partner is Alexandre Behring.

Our Clients are funds organized under the laws of the Cayman Islands, generally organized in a master-feeder structure. The feeder funds invest substantially all of their assets in a master fund. By using a master fund, our Clients achieve trading and administrative efficiencies. Our managed funds include, without limitation, the following:

- 3G Fund L.P. (the “**3G Master Fund**”), 3G Onshore Fund Ltd. (the “**3G Onshore Feeder Fund**”), and 3G Offshore Fund Ltd. (the “**3G Offshore Feeder Fund**,” and, collectively with the 3G Master Fund and the 3G Onshore Feeder Fund, the “**3G Fund**”);
- 3G Brasil Fundo de Investimento Multimercado (the “**3G Brasil Multimercado Master Fund**”) and 3G Brasil Onshore Fundo de Investimento em Cotas de Fundos de Investimento Multimercado (the “**3G Brasil Multimercado Feeder Fund**,” and together with the 3G Brasil Fundo Master Fund, the “**3G Brasil Multimercado Fund**”);
- 3G Brazil Fund L.P. (the “**3G Brazil Master Fund**”), 3G Brazil Onshore Fund Ltd. (the “**3G Brazil Onshore Feeder Fund**”), and 3G Brazil Offshore Fund Ltd. (the “**3G Brazil Offshore Feeder Fund**,” and, collectively with the 3G Brazil Master Fund and the 3G Brazil Onshore Feeder Fund, the “**3G Brazil Fund**”);

- 3G Low Volatility Fund, L.P. (the “**3G LV Master Fund**”), 3G Low Volatility Onshore Fund Ltd. (the “**3G LV Onshore Feeder Fund**”), and 3G Low Volatility Offshore Fund Ltd. (the “**3G LV Offshore Feeder Fund**,” and, collectively with the 3G LV Master Fund and the 3G LV Onshore Feeder Fund, the “**3G LV Fund**”);
- 3G Long Biased Equity Fund, L.P. (the “**3G LBE Master Fund**”), 3G Long Biased Equity Onshore Fund Ltd. (the “**3G LBE Onshore Feeder Fund**”), and 3G Long Biased Equity Offshore Fund Ltd. (the “**3G LBE Offshore Feeder Fund**,” and, collectively with the 3G LBE Master Fund and the 3G LBE Onshore Feeder Fund, the “**3G LBE Fund**”);
- 3G Principal Fund L.P. (the “**3G Principal Master Fund**”) and 3G Principal Offshore Fund Ltd. (the “**3G Principal Offshore Feeder Fund**,” and, together with the 3G Principal Master Fund, the “**3G Principal Fund**”); and
- 3G Special Situations Fund II L.P. and 3G Special Situations Fund III L.P. (the “**3G Special Situations Funds**”).

3G Capital Gestora de Recursos Ltda. (“**3G Capital Gestora**”) is a non-U.S. investment adviser affiliate of the Adviser and the investment adviser of the 3G Brasil Multimercado Fund. 3G Capital Gestora and our affiliate entities serving as general partner to a Fund (collectively referred to as relying advisers) together file a single Form ADV in reliance on the position expressed in the January 18, 2012 Response of the Office of Investment Adviser Regulation, Division of Investment Management to the American Bar Association, Business Law Section. The relying advisers are identified on Section 1.B, Schedule D, of our Form ADV Part 1.

B. Description of Advisory Services

As an investment adviser, we provide portfolio management services to our clients. We are responsible for sourcing potential investments, conducting research and due diligence on potential investments, analyzing investment opportunities, structuring investments, and monitoring investments on behalf of our Clients. We generate all of our advisory billings from investment advisory services.

We do not limit the type of investment advisory services we offer and there are no material limitations to the types of securities in which we may invest our clients (subject to anything in the relevant IMA, offering document, or organizational documents of a particular client). We may invest in any security and any sector of the market to carry out the overall objectives of our clients. Such objectives, strategies and policies may be expected to evolve materially over time. We have complete flexibility to create or organize (alone or in conjunction with others including affiliates) or otherwise utilize special purpose subsidiaries or other special purpose investment vehicles, swaps or other derivatives or structured products.

C. Availability of Customized Services for Individual Clients

We tailor our advisory services to the individual needs of our clients. The client’s IMA, each Fund’s organizational and offering documents, such as a private placement memorandum (a

“PPM”), or other Fund documents provide more detailed descriptions of each client’s investment objectives and may contain investment guidelines, policies, or restrictions.

In addition, the Adviser may enter into agreements with certain clients (or underlying investors) that may in each case provide for terms of investment that are more favorable to the terms provided to other clients (or underlying investors). Such terms may include the waiver or reduction of management and/or incentive fees, the provision of additional information or reports, more favorable transfer rights, and more favorable liquidity rights.

D. Wrap Fee Programs

We do not participate in a wrap fee program.

E. Assets Under Management

As of January 1, 2012, we had approximately \$3,204,300,000 Client regulatory assets under management on a discretionary basis and no Client assets under management on a non-discretionary basis.

ITEM 5

FEES AND COMPENSATION

A. Advisory Services and Fees

Our management and performance fees vary by Client. For several Clients, we charge management fees based on net assets under management from 1.0% to 2.0% annually, depending on the Client. For one Client, we charge a nominal amount as a management fee. For another client, we charge 2.0% annually of the underlying investors' interest which is actively deployed for investments. In addition, we or an affiliate of the Adviser, typically the general partner of a master fund, may receive an incentive or performance fee of up to 20% of the net capital appreciation, if any, charged to each Fund subject in certain cases to a loss carry forward provision. We structure any performance or incentive fee arrangement in accordance with Section 205(a)(1) of the Advisers Act and the rules and regulations promulgated thereunder, including the exemption set forth in Rule 205-3 permitting performance fee arrangements with "qualified clients."

In addition, we and/or our affiliates may agree to terms with such other investment vehicles or accounts, or with the investors in such other investment vehicles or accounts, that differ from the terms entered into with our Clients and/or any of their respective underlying investors, including, without limitation, terms related to management fees, incentive allocations or fees, reporting, notice periods for redemptions, redemption dates, payment dates, redemption fees or other redemption terms. Any such arrangements with such other investment vehicles and accounts may be adverse to the interests of our Clients and/or their respective underlying investors.

B. Payment of Fees

The IMAs, PPMs, or other Fund documents, govern the terms of compensation and the manner in which we charge fees to each Client. Subject to the terms of IMAs, PPMs, or other Fund documents, we directly deduct our fees from the Funds. Depending on the Client, our management fees are paid monthly, in arrears, based on ending net assets at the end of each month. For a certain Client, our management fees are paid quarterly, in advance, based on the underlying investors' interest which is actively deployed for investments. Depending on the Fund, incentive fees are paid to us, either at the feeder or master level, either semi-annually or quarterly in arrears. Fees will be prorated for partial periods.

If a Client (or underlying investor) pays a fee in advance and then terminates its advisory contract before the end of the billing period, the client may obtain a refund by contacting the Adviser or the refund will automatically be credited to the client (or underlying investor) as specified in the relevant IMA or Fund document. The amount of the refund will be prorated for the partial period.

C. Additional Expenses and Fees

Our fees are exclusive of other charges, fees, and expenses which are paid by Clients and include, among other things: the cost of maintaining a Fund's existence, including, without limitation, the cost of maintaining the Fund's registered office in the Cayman Islands and the

fees payable to the Cayman Island Monetary Authority (“CIMA”); the cost of meetings of the directors, shareholders and officers of a Fund; the cost associated with any shareholder communications; expenses of the continuous offering of shares of a Fund, including the cost of producing and distributing offering memoranda and other marketing materials; printing and mailing costs; filing fees and expenses; accounting, audit and tax preparation fees and expenses (including the preparation and mailing of K-1 forms); the fees and expenses of a Fund’s administrator; computer software, licensing, programming and operating expenses; data processing costs; director fees and out-of-pocket expenses; taxes; legal fees and expenses; litigation and extraordinary expenses, if any; interest expenses; insurance premiums and expenses; custody fees; bank charges; and operating expenses. A Fund will also bear its pro rata share of a master fund’s operational expenses, including, without limitation: research expenses; the cost of maintaining the master fund’s existence, including, without limitation, the cost of maintaining the master fund’s registered office in the Cayman Islands and the fees payable to CIMA; filing fees and expenses; accounting, audit and tax preparation fees and expenses; the fees and expenses of the administrator; computer software, licensing, programming and operating expenses; data processing costs; director fees and out-of-pocket expenses; consulting fees; investment banking fees; taxes; legal fees and expenses; litigation and extraordinary expenses, if any; interest expenses (including interest due to repurchase agreements and other borrowings); insurance premiums and expenses; custody fees; bank charges; brokerage commissions, spreads, and mark-ups; and other investment and operating expenses.

These charges, fees, and expenses are exclusive of and in addition to our management and incentive fees, if any. We do not receive any portion of these charges, fees, and expenses and do not receive a brokerage commission or other compensation attributable to the sale of a security or other investment product.

ITEM 6

PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

While the specific terms may vary by Client, for our advisory services, in general, we receive a management fee and we or an affiliate may receive a performance-based fee from our Clients. While we do not charge any clients another type of fee, such as an hourly or flat fee, for one Client we do charge a nominal management fee. For a more detailed discussion of our performance or incentive fees, please see Item 5, “Fees and Compensation,” above.

Because the Adviser receives a management fee based on the net asset value of a Fund or value of an underlying investor’s interest, there is a potential conflict of interest regarding the management of a Fund’s assets. There is a potential conflict of interest between the responsibility of the Adviser to maximize profits from investment and trading and the possible desire of the Adviser to avoid taking risks that might reduce the net asset value of a Fund or value of an underlying investor’s interest and, consequently, reduce the management fee payable to the Adviser. In addition, the right of the Adviser or a Fund’s general partner, an affiliate of the Adviser, to receive a performance fee may create an incentive for the Adviser to cause a Fund to make investments that involve more risk or are more speculative than would otherwise be the case if the Adviser or the general partner of a Fund were allocated only a fixed amount as a fee. Because the performance fee is calculated on a basis that includes unrealized appreciation of the Fund’s assets as well as realized appreciation, such performance fee may be greater than if it were based solely on realized gains.

In addition, in the allocation of investment opportunities, performance based fee arrangements may also create (i) an incentive for us to favor accounts with performance or incentive fee arrangements over accounts that are not charged, or from which we will not receive, a performance fee; and (ii) an incentive for us to favor accounts from which we will receive a greater performance fee over accounts from which we will receive a lesser performance fee. We have adopted an Order Aggregation and Trade Allocation Policy (the “**Allocation Policy**”) designed to ensure that all of our clients are treated fairly and equally and to prevent this form of conflict from influencing the allocation of investment opportunities among our clients. We will offer clients the right to participate in all investment opportunities that we determine are appropriate for the client in view of relative amounts of capital available for new investments, the investment programs, and the portfolios of our clients. In accordance with our Allocation Policy, we will endeavor to treat each of our clients in a fair and equitable manner.

ITEM 7

TYPES OF CLIENTS

We currently provide investment advisory services to private investment funds that are, generally, offered to high net worth financially sophisticated individual and institutional investors. Our investment advisory services are generally intended for insurance companies, endowments, trusts and estates, governmental agencies, other financially sophisticated institutional and individual investors, and commingled investment vehicles.

The minimum account size necessary to open and maintain an account with us varies by client and type of client. We have set a minimum investment of \$100,000 to \$20,000,000 (depending on the Fund), but we may require a different amount, or waive the minimum investment, depending on a variety of factors, such as a particular client's circumstances or our investment strategies.

ITEM 8

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

A. Methods of Analysis and Investment Strategies

We use several methods of analysis and investment strategies depending on a particular Fund's investment objectives, including, without limitation, those described below. Our Clients and underlying investors should refer to a particular Fund's PPM or other offering memoranda for additional details.

3G Fund: The 3G Fund's primary investment objective is to seek capital appreciation by investing primarily in the fixed income and equity securities of companies located in the United States and other countries. The 3G Fund pursues a wide range of investment strategies including long/short strategies, event-driven strategies, and macro strategies. The 3G Fund may, in the reasonable discretion of the Adviser, employ leverage in furtherance of its investment objectives.

3G Brazil Fund: The 3G Brazil Fund's primary investment objective is to seek high current income and capital appreciation on a risk-adjusted basis by investing primarily in investments in or related to Brazil. The 3G Brazil Fund pursues a wide range of investment strategies including long/short strategies, event-driven strategies, and activist strategies. Although the main focus of the 3G Brazil Fund is to invest in Brazil-related instruments, the 3G Brazil Fund may, to the extent consistent with the 3G Brazil Fund's objectives, seek capital appreciation by investing in other countries and markets outside of Brazil, which may include developed and emerging markets countries, and enter into financing arrangements, hedging transactions and defensive investments outside of Brazil. The 3G Brazil Fund may, in the reasonable discretion of the Adviser, employ leverage in furtherance of its investment objectives.

3G Brasil Multimercado Fund: The 3G Brasil Multimercado Fund has the same investment objectives and pursues the same strategies as the 3G Brazil Fund. The 3G Brasil Multimercado Fund and the 3G Brazil Fund generally make investments *pari passu*. In addition, as part of its investment program, the 3G Brazil Fund has invested in the 3G Brasil Multimercado Fund.

3G LV Fund: The 3G LV Fund's primary investment objective is to achieve net annual returns exceeding 500 basis points above one month LIBOR with limited volatility by investing primarily in a combination of debt, fixed income, currency and interest rate derivative products, equity securities, and high yielding securities. The 3G LV Fund pursues investment strategies that analyze macroeconomic trends in interest rates, exchange rates, and financial markets in general. The investment program will involve limited leverage and an emphasis on capital preservation and liquidity.

3G LBE Fund: The 3G LBE Fund's primary investment objective is to seek capital appreciation on a risk-adjusted basis. The 3G LBE Fund invests primarily in equity securities of companies that the Adviser believes have strong business models and are undervalued in relation to factors such as assets, earnings, or growth potential. The 3G LBE Fund typically invests in equity securities of companies whose market capitalizations are greater than \$5 billion and are located in the Americas and Europe. The 3G LBE Fund typically does not employ leverage in

furtherance of its investment objectives. Leverage, however, may be embedded into certain instruments (such as options) that the 3G LBE Fund may use.

3G Principal Fund: The 3G Principal Fund's primary investment objective is to provide investors with the opportunity to invest in a manner that is generally *pari passu* to the main portfolio investments made by the 3G Fund, while providing investors and certain feeder funds the ability to be excluded from certain investments of the 3G Fund.

3G Special Situations Funds: The 3G Special Situations Funds' objectives are to achieve superior long-term capital appreciation by making either controlling or non-controlling (but, in such cases, typically influential) investments in a small number of companies operating fundamentally good businesses with easy to understand business models that are being under-managed or to which the Adviser believes it can add meaningful value. The 3G Special Situations Funds focus on leveraged acquisitions, recapitalizations, and acquisitions of controlling or influential stakes of businesses in industries where the Adviser has either operating experience or a strong network of contacts within the industry.

B. Risk of Loss

Investing in securities involves risk of loss that our Clients and their underlying investors should be prepared to bear, including the loss of their entire investment. The success of our Client's investment will depend entirely upon our skill and expertise and the performance of our investment strategy. In addition, because of the investment techniques we use, investing with us is designed for investors who are investing for the long term. An investment with us is not intended and is not suitable for clients seeking assured income or preservation of capital. While we try to reduce risks by carefully researching securities before they are purchased, diversifying investments and, in some cases, by using hedging techniques, there is no assurance that our Clients will achieve their investment objectives. Because changes in overall market prices can occur at any time, the value of the securities held by our Clients may go up or down.

In addition, we believe that Clients and their underlying investors should be aware of the risk factors delineated below. These risk factors are not a complete explanation of all the risks to Clients and underlying investors from investing with us. Clients should carefully review this brochure, as well as each Fund's PPM, as appropriate, and any other operative agreements, before deciding to invest with the Adviser. Furthermore, while the risks below are generally applicable to our Funds and across our various strategies, Clients should review each Fund's PPM or other operative and offering documents for risks which may be specific to each Fund or strategy.

Risk Factors

Hedging Transactions. We may invest our Clients in financial instruments such as credit default swaps, forward contracts and currency options, and interest rate swaps, caps, collars and floors to seek to hedge against fluctuations in the relative values of their investment positions (including, among other things, hedges on currencies, equities and derivatives). Hedging against a decline in the value of a position does not eliminate fluctuations in the values of portfolio positions or prevent losses if the values of such positions decline, but establishes other positions

designed to gain from those same developments, thus offsetting the decline in the positions' value. Such hedge transactions also limit the opportunity for gain if the value of the position should increase. We are not obligated to hedge any risks and even if certain risks are hedged from time to time, we may choose to terminate such hedging at any time.

Leverage. We may have certain of our Clients invest using leverage, depending on the particular Client's PPM or organizational documents. The use of leverage creates opportunities for greater total return, but also increases the risk of losses. A relatively small movement in the market prices of the instruments held by a Client can result in immediate and substantial loss to the Client. Purchasing on margin increases the risk of having to sell at a time when market prices are declining in order to meet margin calls. Also, our Clients may at times not be able to obtain financing at desired levels or on desired terms. This could adversely affect Clients' returns.

Illiquidity. The Adviser may have difficulty disposing of certain debt or equity securities of our Clients because there may be a thin trading market for such securities. Reduced secondary market liquidity may have an adverse impact on market price and the ability to dispose of particular issues when necessary to meet liquidity needs or in response to specific economic events such as deterioration in the creditworthiness of the issuer. To the extent that illiquid investments restrict our Clients' ability to raise cash when needed, such illiquidity may result in borrowings by Clients in order to meet short-term cash requirements.

Short Selling. Short selling involves selling securities which are not owned by the short seller and borrowing them for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows the investor to profit from a decline in market price to the extent such decline exceeds the transaction costs and the costs of borrowing the securities. The extent to which we may have a Client engage in short sales will depend upon our investment strategy 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 the Client of buying those securities to cover the short position. There can be no assurance that the Client will be able to maintain the ability to borrow securities sold short. In such cases, the Client 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 securities necessary to cover a short position will be available for purchase at or near prices quoted in the market. Purchasing securities to close out a short position can itself cause the price of the securities to rise further, thereby exacerbating the loss.

Loans of Portfolio Securities. We may have certain Clients lend their portfolio securities. By doing so, the Client attempts to increase its income through the receipt of interest on the loan. In the event of the bankruptcy of the other party to a securities loan, the Client could experience delays in recovering the securities it lent. To the extent that the value of the securities Client lent has increased, a loss could be experienced if such securities are not recovered.

Commodities and Derivative Investments. The prices of commodities contracts and derivative instruments, including futures and options, are highly volatile. Payments made pursuant to swap agreements may also be highly volatile. Price movements of commodities, futures and options

contracts and payments pursuant to swap agreements 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. The value of futures, options and swap agreements also depends upon the price of the commodities underlying them. In addition, the Client's assets are also subject to the risk of the failure of any of the exchanges on which its positions trade or of its clearinghouses or counterparties.

We may have certain Clients buy or sell (write) both call options and put options, and when they write options, they may do so on a "covered" or an "uncovered" basis. A call option is "covered" when the writer owns securities of the same class and amount as those to which the call option applies. A put option is covered when the writer has an open short position in securities of the relevant class and amount. The Client's option transactions may be part of a hedging strategy (*i.e.*, offsetting the risk involved in another securities position) or a form of leverage, in which the Client has the right to benefit from price movements in a large number of securities with a small commitment of capital. These activities involve risks that can be substantial, depending on the circumstances.

In general, without taking into account other positions or transactions we may have the Client enter into, the principal risks involved in options trading can be described as follows: when the Client buys an option, a decrease (or inadequate increase) in the price of the underlying security in the case of a call, or an increase (or inadequate decrease) in the price of the underlying security in the case of a put, could result in a total loss of the Client's investment in the option (including commissions). The Client could mitigate those losses by selling short, or buying puts on, the securities for which it holds call options, or by taking a long position (*e.g.*, by buying the securities or buying calls on them) in securities underlying put options.

When we have a Client sell (write) an option, the risk can be substantially greater than when they buy an option. The seller of an uncovered call option bears the risk of an increase in the market price of the underlying security above the exercise price. The risk is theoretically unlimited unless the option is "covered." If it is covered, the Client would forego the opportunity for profit on the underlying security should the market price of the security rise above the exercise price. If the price of the underlying security were to drop below the exercise price, the premium received on the option (after transaction costs) would provide profit that would reduce or offset any loss the Client might suffer as a result of owning the security. The Commodity Futures Trading Commission ("CFTC") and certain commodity exchanges have established limits referred to as speculative position limits or position limits on the maximum net long or net short position which any person or group of persons may hold or control in particular futures and options. Limits on trading in options contracts also have been established by the various options exchanges. It is possible that the trading decisions may have to be modified and that positions held may have to be liquidated in order to avoid exceeding such limits. Such modification or liquidation, if required, could adversely affect our operations and our Clients' profitability.

Non-U.S. Financial Instruments. We may have certain Clients trade non-U.S. financial instruments. Investments in financial instruments of non-U.S. issuers (including non-U.S. governments) and financial instruments denominated, or whose prices are quoted, in non-U.S.

currencies pose, to the extent not hedged, currency exchange risks (including repatriation restrictions, devaluation and non-exchangeability) as well as a range of other potential risks which could include expropriation, confiscatory taxation, political or social instability, illiquidity, price volatility and market manipulation. In addition, less information may be available regarding securities of non-U.S. issuers and non-U.S. issuers may not be subject to accounting, auditing and financial reporting standards and requirements comparable to or as uniform as those of U.S. issuers. Transaction costs of investing in non-U.S. securities markets are generally higher than in the United States. There is generally less government supervision and regulation of exchanges, brokers and issuers than there is in the United States. We, on our Clients behalf, might have greater difficulty taking appropriate legal action in non-U.S. courts. Non-U.S. markets also have different clearance and settlement procedures which in some markets have at times failed to keep pace with the volume of transactions, thereby creating substantial delays and settlement failures that could adversely affect the performance of our Clients' investments. In addition, the value of non-U.S. financial instruments is often dependent on the ability of the holder to recover portions of the cash flow. For example, bonds from which coupon interest has been withheld, acquire value to a holder capable of recovering the withholding. The withholding and redemption practices of non-U.S. governments may change from time to time without notice, and the ability of the Adviser to guarantee recovery of the cash flow is necessarily uncertain.

The fact that evidences of ownership of such financial instruments may be held outside the United States may subject our Clients to additional risks, which include possible adverse political and economic developments, and the attendant risk of seizure or nationalization of foreign deposits, and possible adoption of governmental restrictions which might adversely affect payments on non-U.S. financial instruments or might restrict payments to investors located outside the country of the issuers, whether from currency blockage or otherwise. Custodial expenses for a portfolio of non-U.S. financial instruments generally are higher than for a portfolio of U.S. securities. This is particularly the case in the developing markets, where custodial and transaction charges are generally significantly higher than in the U.S. In addition, dividend and interest payments from, and capital gains in respect of, certain non-U.S. financial instruments may be subject to non-U.S. withholding or other taxes that may or may not be reclaimable.

With respect to any emerging market country, there is the possibility of nationalization, political changes, government regulation, social instability or diplomatic developments which could affect adversely the economies of such countries or the value of our Clients' investments in those countries.

Forward Trading. We may have certain Clients engage in forward trading. Forward contracts and options thereon, unlike futures contracts, are not 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 any market traded by the Adviser on Clients' behalf due to unusual trading volume, political intervention or other factors. The imposition of controls by governmental authorities might also limit such forward trading to less than that which the Adviser would otherwise recommend, to our Clients' possible detriment. Market illiquidity or disruption could result in major losses to our Clients.

Concentration of Investments. We are generally not restricted from concentrating our Clients' assets in the financial instruments of a single issuer (or borrower) or guarantor, and may invest all or most of our Clients' assets in a single market sector and region. The negative impact on Clients of adverse movements in the value of the financial instruments of a single issuer (or borrower), guarantor, region or market sector could be considerably greater than if we were not permitted to concentrate its investments to such an extent.

Highly Volatile Markets. The prices of financial instruments in which we may invest our Clients' assets can be highly volatile. Price movements of forward and other derivative contracts in which our Clients' 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.

Counterparty Risk. Some of the markets in which we may invest our Clients' assets may effect transactions "over-the-counter" or in "interdealer" markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. This exposes our Clients to the risk that a counterparty will not settle a transaction in accordance with our terms and conditions because of a dispute over the terms of the contract (whether or not *bona fide*) or because of a credit or liquidity problem, thus causing our Clients to suffer losses. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where a Client has concentrated its transactions with a single or small group of counterparties. We generally are not restricted from dealing with any particular counterparty or from concentrating any or all of our Clients' transactions with one counterparty. Moreover, our internal credit function which evaluates the creditworthiness of counterparties may prove insufficient. The lack of a complete and "foolproof" evaluation of the financial capabilities of counterparties and the absence of a regulated market to facilitate settlement may increase our Clients' potential for losses.

Prime Broker Risk. We may retain various brokers to act as prime brokers. The terms on which services are provided, or upon which such transactions are effected, by prime brokers shall be no less favorable to our Clients than could have been expected had the transaction or service been effected with, by or through an independent third party. The securities in margin accounts maintained with prime brokers and any securities for which we have not had our Clients fully pay, together with all attendant ownership rights, may be loaned to prime brokers or to others, or may be used by the prime brokers as collateral for their general loans. Such assets may become available to third party creditors of the prime brokers.

Portfolio Turnover. Consistent with investment policies, we may have our Clients purchase and sell securities without regard to the effect on our Clients' portfolio turnover. Higher portfolio turnover (*e.g.*, over 100% per year) will cause our Clients to incur additional transaction costs and may result in taxable gains being passed through to underlying investors.

Reliance on Key Personnel. Certain of the Adviser's employees may be considered key persons with respect to the successful implementation of our Clients' investment strategies. If these persons were not available to us, we may be impaired, at least to some degree, in our ability to pursue our Clients' investment objectives and implement their investment strategies; however, it is not currently anticipated that any of our current key employees will not be available to continue to manage our Clients' assets.

Master-Feeder Structure. Certain of our Clients are funds in a "master-feeder" structure. The "master-feeder" fund structure presents certain unique risks to investors. For example, a smaller fund investing in a master fund may be materially affected by the actions of a larger feeder fund. If a larger feeder fund withdrew from a master fund, the remaining feeder fund may experience higher pro rata operating expenses, thereby providing lower returns. A master fund may become less diverse due to redemption by a larger feeder fund, resulting in increased portfolio risk. A master fund is a single entity and creditors of the master fund may enforce claims against all of the assets of the master fund. The Adviser may establish additional feeder funds that invest in a master fund or classes within certain feeder funds with terms that differ from that of a particular Fund.

High Yield Debt Securities. We may have certain of our Clients invest in higher yielding (and, therefore, higher risk) debt securities. Such securities may be below "investment grade" and 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 prices of certain of these lower rated debt securities tend to reflect individual corporate developments to a greater extent than do higher rated securities, 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 securities. It is likely that a major economic recession or an environment characterized by a shortage of liquidity could severely disrupt the market for such securities and may have an adverse impact on the value of such securities. In addition, it is likely that any such economic downturn or liquidity squeeze could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default for such securities.

Investing in Brazil. We may invest the assets of certain of our Clients in a portfolio that may be comprised of securities of Brazilian companies and other Brazilian assets (as well as other assets with a connection to Brazil). There may be particular risks associated with investing in the securities and other assets in the Brazilian markets, including the general economic and market conditions in Brazil, the volatility of Brazilian markets, and fluctuations in Brazilian currency.

C. Recommendation of a Particular Type of Security

We do not recommend any particular type of security. There are no material limitations to the types of securities in which we may invest our Clients (subject to anything to the contrary in the relevant IMA, offering document, or organizational documents of a particular Client).

ITEM 9
DISCIPLINARY INFORMATION

We do not believe that there are any legal or disciplinary events that are material to our clients' evaluation of our advisory business or the integrity of our management.

ITEM 10
OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. Broker-Dealer Registration

The Adviser and its management personnel are not registered as broker-dealers and do not have any application pending to register with the SEC as a broker-dealer or registered representative of a broker-dealer.

B. Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor Registration

The Adviser and its management personnel are not registered as futures commission merchants (“FCM”), commodity pool operators (“CPO”), and commodity trading advisors (“CTA”) with the CFTC and do not have any application pending to register with the CFTC or the National Futures Association as a FCM, CPO, CTA, or an associated person of a FCM, CPO, or CTA.

C. Material Relationships and Conflicts of Interests with Industry Participants

Our relationships and arrangements with other clients and our affiliates are material to our advisory business. The Adviser, its respective members, officers, and employees manage and advise multiple Funds. For a list of our Funds, please see Item 4(B), “Advisory Business, Description of Advisory Services,” above. A relying adviser affiliate serves as the general partner to certain of these Funds. In addition, 3G Capital Gestora is a relying adviser affiliate of 3G Capital Partners, Ltd.

We and our Clients may be subject to actual and potential conflicts of interest arising out of our and our affiliates’ activities. The success of our Clients depends primarily upon the Adviser and our affiliates. We and our affiliates may act as advisers or consultants to other entities, including affiliates and employees of affiliates that have investments which may be substantially similar to the investments of our Clients, or which employ an investment strategy similar to the investment strategy employed by our Clients. We currently or in the future may act as an adviser to one or more investment partnerships, partnerships, corporations, pension or profit-sharing plans or trusts, or individuals that have investments that may be substantially similar to the investments of our Clients, or that employ investment strategies similar to those employed by our Clients.

In addition, the Adviser may manage or advise other investment funds or client accounts that invest in the Funds or in assets that may also be purchased or sold by the Funds. The advice and securities recommendations that we may give to these other accounts and the securities that we may buy or sell for these other accounts may differ from the advice and recommendations that we may give to our Clients, and the securities bought or sold for our Clients, even if these other accounts employ substantially the same investment strategy as our Clients. We cannot guarantee that trades for these other accounts will not be different from or opposite to or entered ahead of trades entered into by or for our Clients. Because of different objectives or other factors, an asset may be purchased for one or more Funds managed by us at the same time that the asset may be sold for another Fund managed by us. If we decide that one or more of such

Funds would be best served by selling a certain type of asset at the same time that one or more of such Funds would be best served by purchasing the same type of asset, transactions in such assets will be made for the respective Funds in a manner determined by us to be equitable to each Fund. Further, we may decide that a Fund that we advise may be best served by selling its investment in another Fund. Circumstances may exist in which the purchase or sale of assets for one or more Funds advised by us or the sale by Clients or the Adviser of their investments in a Fund will have an adverse effect on other Funds or accounts advised by us. We may cause the Fund to enter into transactions with us and our affiliates, including, among other things, brokerage or financing arrangements.

D. Material Conflicts of Interest Relating to Other Investment Advisers

We do not recommend or select other investment advisers for our clients from whom we receive compensation, directly or indirectly, or have other business relationships with any such advisers that create a material conflict of interest.

ITEM 11
CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS
AND PERSONAL TRADING

A. Code of Ethics

As a fundamental mandate, the Adviser demands the highest standards of ethical conduct and care from all of its employees, officers, and directors. All employees of the Adviser must abide by this basic business standard and must not take inappropriate advantage of their position with the Adviser. Each employee is under a duty to exercise his or her authority and responsibility for the primary benefit of our Clients and the Adviser and may not have outside interests that inappropriately conflict with the interests of the Adviser or of the Adviser's Clients. Each employee must avoid circumstances or conduct that adversely affect or that appear to adversely affect our Clients. Every employee must comply with applicable federal securities laws and must report violations of its Code of Ethics to our General Counsel / Chief Compliance.

In recognition of the Adviser's fiduciary duty to its Clients and the Adviser's desire to maintain its high ethical standards, the Adviser adopted a Code of Ethics, pursuant to Rule 204A-1, promulgated under the Advisers Act, containing provisions designed to prevent improper personal trading, identify conflicts of interest, and provide a means to resolve any actual or potential conflicts in favor of the Adviser's Clients. Clients or prospective clients may obtain a copy of the Adviser's Code of Ethics by contacting our General Counsel/Chief Compliance Officer, Bradley Brown, at (212) 893-6727 or bbrown@3G-Capital.com.

B. Recommending, Buying, or Selling Securities in which We or a Related Person Have a Material Financial Interest, Invest, or Buy or Sell at the Same Time; Conflict of Interests

Conflicts of interest may occur when we, or our related persons, invest in the same securities, trade in the same securities at or about the same time, or have a material financial interest in the same securities that we recommend to our clients. For example, the Adviser and its related persons may invest their personal funds in the Funds, and, therefore, such persons may hold an indirect interest in the same securities as other investors in the Funds. In addition, certain employees of the Adviser may own securities in their personal accounts that are also recommended by the Adviser to its clients. Further, a relying adviser of the Adviser is the general partner of certain of the Funds.

Moreover, the 3G Principal Fund serves as a co-investment vehicle for certain passive owners of the Adviser. The 3G Principal Fund invests in "over-allotments" of certain portfolio securities purchased by the 3G Fund. Only after the 3G Fund, and any other Funds other than the 3G Principal Fund, have been offered participation in a particular security transaction in an amount appropriate for a particular fund (as determined by the Adviser at the time of purchase) will the Adviser offer participation in such security transaction to the 3G Principal Fund. Generally, none of the passive owners with investments in the 3G Principal Fund are involved in the Adviser's day-to-day investment decisions or day-to-day management.

The Adviser has established procedures, including a Code of Ethics and a personal trading policy, intended to limit conflicts of interest in cases where the Adviser, a related person or any employee, buys, sells or otherwise has an interest in, securities recommended by the Adviser to its clients. In addition, our Chief Compliance Officer reviews all investment-related decisions concerning the 3G Principal Fund.

On rare occasions, the Adviser may deem it to be in the best interests of its clients to reallocate or “cross” securities transactions between client accounts. Similarly, on rare occasions, the Adviser may enter into “principal transactions” in which the Adviser or an Affiliate act as principal for its own account or as broker for the account of a client with respect to the sale of a security to or purchase of a security from another client. The Adviser maintains policies and procedures intended to limit the potential conflicts of interest inherent in cross or principal transactions. Cross or principal transactions will only be effected if they are deemed to be in the best interests of the particular clients involved and will be conducted in compliance with our policies and procedures and applicable law.

Personal Trading

We believe restricting our employees’ personal trading is one way of avoiding conflicts of interest between our clients and our employees. Accordingly, we include a “Personal Investment Policy” (the “**Personal Investment Policy**”) as part of our Code of Ethics. For a full description of our Code of Ethics, please see Item 11(A), “Code of Ethics, Participation or Interest in Client Transactions and Personal Trading, Code of Ethics,” above.

Generally, our Personal Investment Policy restricts employees from trading in a broad-definition of securities. Employees who already own specific securities must obtain permission from our senior management prior to selling the specific security. Employees are permitted to invest in the following: mutual fund shares, U.S. Government obligations, investment grade debt securities, exchange traded funds (ETFs) and other indexed-linked securities, and “blind pools” (investments in an account which the employee does not exercise any influence or control.)

We also maintain a restricted security list (the “**Restricted Securities List**”) composed of companies or issuers whose securities are subject to the Adviser’s imposed trading activity prohibitions or restrictions. If an employee’s proposed transaction involves a security on the Restricted Security List, the transaction will not be approved for personal trading. It is the policy of the Adviser that all personnel shall strictly observe such trading activity prohibitions or restrictions.

In addition, in general, the personnel covered by the Adviser’s Personal Investment Policy must provide our Chief Compliance Officer with all of their securities holdings at the commencement of employment with the Adviser and (i) monthly brokerage statements, and/or (ii) quarterly reports of any securities transactions not previously reported on a brokerage statement. Furthermore, the personal accounts of the personnel covered by the Adviser’s personal trading policy are reviewed on a regular basis. Any transactions that are believed to be a violation of the Adviser’s personal trading policy will be reported promptly to the management of the Adviser.

ITEM 12

BROKERAGE PRACTICES

Pursuant to each Client's IMA, or other similar agreement, we are generally authorized to select the broker or dealer to effect transactions on behalf of our Clients; however, our selection of the broker or dealer may be tailored to a particular client's investment guidelines or restrictions, where appropriate. Accordingly, portfolio transactions will be allocated to brokers based on best execution and in consideration of such broker's provision or payment of the costs of research and other services.

A. Selection of Broker-Dealers and Reasonableness of Compensation

We have a duty to obtain "best execution" of the securities transactions being effected for our clients' accounts. To fulfill this obligation, we generally must execute securities transactions in such a manner that the Client's total cost or proceeds in the transaction is the most favorable under the circumstances. The SEC has stated that in deciding what constitutes best execution, the determinative factor is not the lowest possible commission cost, but whether the transaction represents the best qualitative execution. In seeking best execution, we consider the full range of the broker's services, including the value of research provided and execution capability, commission rate, financing rates and financial reputation, responsibility and responsiveness. In selecting brokers or dealers to execute transactions, the Adviser need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost.

The Adviser considers the full range and quality of a broker-dealer's service in selecting broker-dealers. The determinative factor is whether the broker-dealer will provide the best overall qualitative execution for our Clients. As a starting point, the primary consideration is the trade price/cost and imputed mark-up/mark-down. These things being equal or fairly equal among brokers, the following qualitative factors, among others and where relevant, are considered:

- Order flow sent to the broker-dealers;
- Gross compensation paid to each broker-dealer;
- Liquidity of the securities traded and current market conditions;
- Allocation of limited investment opportunities;
- Ability to maintain the confidentiality of trading intentions/activity;
- Market intelligence regarding trading activity;
- Ability/willingness to place trades in difficult market environments;
- Frequency and correction of trading errors and fairness in resolving disputes;
- Quality and value of the research services provided;
- Ability to access a variety of market venues;
- Execution facilitation services provided;
- Expertise as it relates to specific securities;
- Timeliness of execution and trade confirmations;
- Intermediary compensation (dealer spreads);
- Willingness to commit capital;
- Financial condition and business reputation;

- Access to underwritten offerings and secondary markets; and
- Block trading and block positioning capabilities.

Generally, the Adviser prepares and regularly reviews trade summaries which document our trading activities, and which include, among other things, information about the pricing and execution our Clients received from particular broker-dealers.

1. Research and Other Soft Dollar Arrangements

Research and related products or services furnished by brokers will be limited to services that constitute research within the meaning of Section 28(e) of the Securities Exchange Act of 1934, as amended. Accordingly, research and related products or services may include, but are not limited to, written information and analyses concerning specific securities, companies or sectors; market, financial and economic studies and forecasts, as well as discussions with research personnel; financial and industry publications; statistical and pricing services, along with hardware, software, data bases and other technical and telecommunication services, lines, and equipment (including updates, replacement parts, repairs and service thereon) utilized in the investment management process. The research and related products or services may include both proprietary research created or developed by the broker-dealer and research created or developed by a third party. Research services obtained by the use of commissions arising from a Fund's portfolio transactions may not only benefit such Fund's trading, but may be used by the Adviser in its other investment activities.

When we use client brokerage commissions to obtain research or other products or services, we receive a benefit because we do not have to produce or pay for the research, products, or services. The receipt of research and other "soft-dollar" benefits from broker-dealers provides an incentive for us to select or recommend a broker-dealer based on our interest in receiving the research or other products or services, rather than on our clients' interest in receiving the most favorable execution. Using a broker who provides us with research or other "soft-dollar" benefits may cause clients to pay commissions higher than the commissions charged by broker-dealers who do not so provide.

In the last fiscal year, we acquired the following these types of research and related products or services using brokerage commissions: written information and analyses concerning specific securities, companies or sectors; market, financial and economic studies and forecasts, as well as discussions with research personnel; financial and industry publications; statistical and pricing services, along with software, data bases and other technical and telecommunication services utilized in the investment management process.

2. Brokerage for Client Referrals

In selecting or recommending broker-dealers, we do not consider whether we, or any of our affiliates, receive client or investor referrals from a broker-dealer or other third party.

3. Directed Brokerage

“Directed brokerage” refers to instances in which a client retains the discretion to choose brokers and instructs the Adviser to direct portfolio transactions to a particular broker-dealer. We generally do not permit any directed brokerage arrangements at this time. If we change our policy on directed brokerage, we will adopt appropriate policies and procedures. Directed brokerage restricts the Adviser’s discretion to select brokers and negotiate commission rates and may adversely affect the Adviser’s ability to obtain best price and execution.

B. Aggregating Orders for Various Client Accounts

As a general principle, the Adviser will only aggregate transactions when it believes that such an aggregation is lawful and consistent with its duty to seek best execution for its Clients, and is consistent with the pertinent IMA, PPM, or other offering and organizational documents of the relevant Funds. In such cases, individual investment advice and treatment will be accorded to each Client and we will not receive any additional compensation or remuneration of any kind as a result of the proposed aggregation.

As may be reasonably necessary and appropriate in order to ensure best execution, orders for the same security entered on behalf of more than one Fund will generally be aggregated (i.e., blocked or bunched), provided that aggregation is in the best interests of all participating Funds – or, in any case, the transaction will be effectuated in a manner that permits each of the participating Funds to participate in a fair and equal manner and receive best execution.

Trades for our Clients in the same security on the same trading day with the same dealer or multiple dealers (either multiple sales or multiple buys), may be effected in a manner so as to give each Client the average price of the transactions. If multiple buys or multiple sells in a particular security are executed with the same dealer on the same day, reasonable efforts will be made to aggregate the trades with that dealer into one weighted-average cost ticket, except if doing so would subject participating Clients to unintended risks. If a trade is allocated, priced, and hedged for a group of Funds, a later trade in the day in that same security will not be aggregated with the first trade if it would have the consequence of subjecting participating Clients to unintended risks.

C. Trade Errors

Trade errors may occur as a result of mistakes made on the part of an executing broker, or mistakes on the part of our personnel including, but not limited to, portfolio managers, traders and operations staff. To the extent that errors occur, we maintain trade error policies and procedures. In accordance with such procedures, trade errors are: (i) corrected by us as soon after discovery as practicable, and (ii) corrected in a manner whereby we minimize any gain and loss as a result of trade errors. We strive to correct all trade errors prior to settlement. Any gain that results from a trade error is left in the account of the applicable Client. Broker-dealers that cause trade errors as a result of their own mistakes should be responsible for any losses that result from such errors. We do not compensate broker-dealers with soft dollars for absorbing trade errors.

Pursuant to various exculpation and indemnification provisions in our Clients' offering and operative documents, the Adviser and our personnel generally will not be liable to Clients for any act or omission, absent bad faith, gross negligence, willful misconduct or fraud. In addition, Clients generally will be required to indemnify such persons against any losses they may incur by reason of any act or omission related to the Client, absent bad faith, gross negligence, willful misconduct or fraud. As a result of these provisions, the Client (and not the Adviser) will be responsible for any losses resulting from trading errors and similar human errors, absent bad faith, gross negligence, willful misconduct or fraud. Trading errors might include, for example, keystroke errors that occur when entering trades into an electronic trading system, failures of oral communication between and among investment staff, trading staff and operations staff, or typographical or drafting errors related to derivatives contracts or similar agreements. Investors are advised that trading errors (and similar errors) will occur and Clients, in such cases, will be responsible for any resulting losses, even if such losses result from the negligence (but not gross negligence) of the personnel of the Adviser.

ITEM 13

REVIEW OF ACCOUNTS

A. Periodic Review of Client Accounts

Our senior management, which includes our Chief Financial Officer, Chief Compliance Officer and Risk Manager, reviews on a daily basis the holdings of all our clients' accounts. These holdings are reviewed and monitored to ensure investment suitability and compliance with a Client's organizational documents and investment guidelines.

B. Additional Review of Client Accounts

The Chief Compliance Officer and/or the Chief Financial Officer will periodically review Clients' portfolios, performance and prospects in order to ensure compliance and identify any irregularities and/or inappropriate positions.

C. Contents and Frequency of Account Reports to Clients

Subject to reasonable delays, within 180 days of the end of a Fund's fiscal year, the Adviser will send each underlying investors in the Funds audited financial statements of the relevant Fund. The Adviser also intends to send, by mail or electronic means, semi-annual unaudited reports to underlying investors of the Funds. All results will be reported in U.S. dollars. The Adviser will also provide Clients and underlying U.S. taxable investors with K1 forms and other reasonably available annual income tax information.

Moreover, we generally provide each Fund's underlying investors with a monthly newsletter, which includes an analysis of the Fund's performance and an estimate of the Fund's gains or losses. The underlying investors in a Fund also receive a monthly statement of account from the Fund's administrator.

ITEM 14
CLIENT REFERRALS AND OTHER COMPENSATION

A. Economic Benefits for Providing Services to Clients

We do not receive an economic benefit for providing investment advice or other advisory services to Clients from anyone other than our Clients.

B. Compensation to Non-Supervised Persons for Client Referrals

The Adviser may engage placement agents or solicitors to obtain underlying investors for the Funds. Such placement agents or solicitors may receive a cash referral fee, directly or indirectly, from the Funds. To address potential conflicts of interest, we require such placement agents or solicitors to provide details, or we provide details, of any referral fees relating to a particular underlying investor to that investor at the time of any solicitation activities.

ITEM 15 CUSTODY

Rule 206(4)-2 promulgated under the Advisers Act (the “**Custody Rule**”) (and certain related rules and regulations under the Advisers Act) imposes certain obligations on registered investment advisers that have custody or possession of any funds or securities in which any client has any beneficial interest. An investment adviser is deemed to have custody or possession of client funds or securities if the adviser directly or indirectly holds client funds or securities or has the authority to obtain possession of them (regardless of whether the exercise of that authority or ability would be lawful).

The Adviser is required to maintain the funds and securities (except for securities that meet the privately offered securities exemption in the Custody Rule) over which it has custody with a “qualified custodian.” Qualified custodians include banks, broker-dealers, futures commission merchants, and certain foreign financial institutions.

Rule 206(4)-2 generally requires that, upon opening an account with a qualified custodian on a client’s behalf, an adviser promptly notify the client in writing of the name and address of the qualified custodian and the manner in which the funds or securities are maintained. Generally, an adviser also must verify that the custodian sends quarterly account statements to the client. By rule, account statements must be sent directly to investors in a pooled investment vehicle if the adviser to the pool also acts as its general partner, managing member or in a similar capacity (or, in some cases, if an affiliate of the adviser acts as general partner, managing member or in a similar capacity). These account statements may be sent to the investors’ independent representative. Under certain circumstances, at least once each calendar year, an independent public accountant must verify the funds and securities of a client by surprise examination.

As noted above, Rule 206(4)-2 generally imposes on advisers with custody of clients’ funds or securities certain requirements concerning reports to such clients (including underlying investors in certain circumstances) and surprise examinations relating to such clients’ funds or securities. However, we need not comply with such requirements with respect to pooled investment vehicles if the pooled investment vehicle: (i) is audited at least annually by an independent public accountant, and (ii) distributes its audited financial statements prepared in accordance with generally accepted accounting principles to all limited partners, members or other beneficial owners, within 120 days (180 days in the case of a fund of fund adviser) of its fiscal year end. The Adviser intends to distribute the audited financials of each Fund to Clients (which will generally include Fund investors for this purpose) within the 120-day time period and therefore will be exempt from the Rule 206(4)-2 reporting and examination requirements.

ITEM 16

INVESTMENT DISCRETION

In general, our clients have provided us with discretion to trade their account without obtaining their consent to each particular transaction. We exercise this discretion subject to the investment policies, limitations, and restrictions, if any, imposed by a client in an IMA or other applicable agreement, such as a Fund's organizational or offering documents. In these agreements, our clients may place limitations on our investment authority, including, without limitation, designating types of permitted investments, percentage of permitted investments, or prohibiting certain types of investments.

Our clients must specify our authority, discretionary or non-discretionary, and provide us with any investment guidelines and restrictions in writing, typically as part of the IMA or by amending the IMA. For a complete discussion of our advisory business and the services we provide to our clients, please see Item 4, "Advisory Business," above.

ITEM 17

VOTING CLIENT SECURITIES

We have accepted, and in the future will continue to accept, the authority to vote our clients' securities. As such, we have adopted policies and corresponding procedures to comply with Rule 206(4)-6 promulgated under the Advisers Act and with our fiduciary obligations (the **"Proxy Voting Policies"**). The Proxy Voting Policy applies to voting securities held by our Clients and has been designed to ensure that we vote proxies in the best interest of our Clients.

For most matters, our policy is not to vote a proxy if we believe the proposal is not adverse to the best interest of the Funds or, if adverse, the outcome of the vote is not in doubt in order to avoid the unnecessary expenditure of time and the cost to review the proxy materials in detail and carry out the vote. In the situations where we do vote a proxy, our primary objective is to make decisions in the best interest of our Clients. In fulfilling our obligations to our Clients, we will act in a manner deemed to be prudent and diligent to enhance the economic value of the underlying securities held by each of our Clients. In acting upon these matters on behalf of our Clients, we will seek to avoid material conflicts of interest between our interests and the interests of our Clients.

A member of our senior management will be responsible for making voting decisions with regard to all of our Clients' proxies. When voting proxies, or determining not to vote, some, but not all, of our considerations include:

- the view and opinion of management of the portfolio companies in which our Client holds a position and the effect of management's position on the value of our Client's investment;
- with regard to corporate governance matters, the purpose underlying the Client's investment position, including the investment horizon and the current or planned ownership position and degree of our involvement, on behalf of our Client, in management;
- with regard to proposals related to stock option plans and other management compensation issues, the portfolio company's need to recruit and retain highly qualified individuals in competitive labor markets and the relevant industry standards and practices;
- the purpose of proposed changes to the capital structure of a portfolio company and the likely effect of the change on the Client's investment; and
- with regard to proposals related to social and corporate responsibility, we will generally defer to company management, but will not support any proposals that may conflict with the portfolio company's ability to maximize long-term profits or may have an adverse effect on our Client's investment.

When deciding whether and how to vote proxies, certain conflicts of interest may arise. For example, portfolio companies in which different Clients are invested may be competing for or involved in similar transactions, investments, lines of business, or types of research. Voting a proxy with regard to one Client's portfolio company may adversely affect the prospects or

business of another Client's portfolio company. Because we serve as investment advisers to several Clients, a proxy vote in one manner may benefit one Client and a proxy vote in the same manner would adversely affect other Clients. In acting upon these matters on behalf of our Clients, we will seek to avoid material conflicts between our interests on the one hand and the interests of our Clients on the other. In addition, each Client's organizational documents may include provisions for the identification and mitigation of conflicts of interest.

If a Client has authorized us to vote proxies on its behalf, we will generally not accept instructions from the Client regarding how to vote on a particular proxy or solicitation. We will maintain proper records in connection with our Proxy Voting Policies, as required under the Advisers Act. Our Clients can obtain a copy of our Proxy Voting Policy and how we voted their securities from our General Counsel/Chief Compliance Officer, Bradley Brown, at (212) 893-6727 or bbrown@3G-Capital.com.

ITEM 18
FINANCIAL INFORMATION

A. Balance Sheet

We are not required to attach a balance sheet because we do not require or solicit the payment of fees six months or more in advance.

B. Contractual Commitments to Our Clients

We have no financial condition that is reasonably likely to impair our ability to meet contractual and fiduciary commitments to our clients.

C. Bankruptcy Petitions

We have never been the subject of a bankruptcy petition.