

CITI CAPITAL ADVISORS LIMITED

**FORM ADV PART 2A – DISCLOSURE BROCHURE
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This brochure provides information about the qualifications and business practices of Citi Capital Advisors Limited. If you have any questions about the contents of this brochure, please contact us at (212) 559-3626. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Citi Capital Advisors Limited will also be available on the SEC's website at www.adviserinfo.sec.gov. Citi Capital Advisors Limited anticipates it will be an SEC-registered investment adviser. Being a registered investment adviser does not imply a certain level of skill or training.

Item 2 Material Changes

This Item 2 includes only material changes since the last annual update of this Brochure. The last brochure was dated January 14, 2011

CCAL commenced operations as of July 1, 2011. Furthermore, as of January 1, 2012 CCAL also provides services following the transfer of European Credit Opportunities Strategies business from CCA Credit Europe Limited as described more fully in Items 4 and 8 of this Brochure.

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Item 4 Advisory Business

Citi Capital Advisors Limited (“CCAL”) is a wholly-owned direct subsidiary of Citigroup Alternative Investments, LLC (“CAI LLC”). Citigroup Alternative Investments LLC is a wholly-owned direct subsidiary of Citigroup Investments Inc. which is a wholly-owned direct subsidiary of Citigroup Inc. (“Citigroup”). Citigroup is a publicly held company. CAI and CCAL are two of the entities through which the Citi Capital Advisors (“CCA”) division of Citigroup operates. CCA also operates through EMSO Partners Limited (“EMSO”), CAI LLC, Citibank N.A., Singapore branch (“Citibank Singapore”) and Metalmark Management II, LLC. CCAL is authorized and regulated by the Financial Services Authority in the United Kingdom and is passported into the European Union to engage in advisory and portfolio management activities. CCAL may provide advisory services to private investment companies such as funds of hedge funds, private equity funds, hedge funds and infrastructure funds (“collectively referred to herein as “Funds” and individually as “Fund”), and institutional investors, pension plans, state and municipal government entities and Citigroup affiliates. CCAL may also provide investment advice to separately managed accounts (“Managed Accounts”) on a fully discretionary or non-discretionary basis.

A number of fixed income, private equity and infrastructure investment centers operate through CCAL, these are part of the CCA business division of Citigroup Inc. (Citigroup”). The various fixed income investment centers fall within the CCA market strategies group (“Market Strategies”) in addition to private equity and infrastructure strategies. CCAL will largely be providing investment management services for the types of products and funds listed below.

Services Provided:

Market Strategies Products:

Each investment center within CCA’s Market Strategies group represents a specialized area of expertise in a fixed income or equities sector and seeks to offer Funds with a consistent investment approach, appropriate asset-liability management and attractive risk-return profile. CCAL manages a range of fixed income products with varying degrees of risk, return and diversification profiles (including hedge funds and separate accounts) with the ability to customize solutions. CCAL may manage fixed income investment funds in the areas of emerging markets, bank debt, global macro, European loans, corporate credit, mortgage backed and asset backed securities and structured credit .

CCA uses an integrated product development, investment management, risk, operations and technology platform that draws upon professionals who have experience in investments, research, structured finance, liability management, risk analytics, client servicing, operations, technology, legal and accounting.

CCAL’s investment and strategy selection and execution process includes an evaluation of each strategy, the development of risk management and investment guidelines, identifying and contracting third party service providers who it believes can successfully execute the strategies selected at any given time and, finally, active management of both the assets and the liabilities of the funds.

The following investments centers or teams are part of Market Strategies::

European Credit Opportunities Strategies (“ECOS”) is a business unit which shall operate through CCAL and will focus European corporate credit themes.

Global Macro Strategies (“GMS”) is a business unit which shall operate through CCAL and will focus on global macro investment strategies.

Citi Infrastructure Investors:

Citi Infrastructure Investors (“CII”) is the business unit which shall operate through CCAL in the area of infrastructure investment. CII seeks to capitalize on the growing need for infrastructure funding around the world and increased private sector involvement in infrastructure-related investments. CII manages equity investments in infrastructure assets and pursues investment opportunities within infrastructure sectors such as transport, utilities, and energy. CII focuses on investments primarily in OECD countries. CII operating through CCAL serves as the sub-advisor to CAI, the primary advisor of CII products.

CII does not currently provide investment advice to separately managed accounts.

Managed Accounts:

CCAL may provide investment advice to separately managed accounts (“Managed Accounts”).

The Managed Accounts may be managed on a fully discretionary basis (“Discretionary Managed Accounts”) or a non-discretionary basis (“Non-Discretionary Managed Accounts”).

With respect to a Discretionary Managed Account, CCAL and its affiliates will enter into an advisory agreement with the client pursuant to which CCAL will construct and manage on a discretionary basis the Discretionary Managed Account. With respect to a Non-Discretionary Managed Account, CCAL and its affiliates will enter into an advisory agreement with a client pursuant to which CCAL will provide investment advice relating to private investment funds and will construct on a non-discretionary basis the Non-Discretionary Managed Account’s portfolio. Individual agreements may provide for other services to be provided by CCAL which may include: overall allocation advice, due diligence services, certain account consolidation, analytical and reporting services and certain administrative services. Affiliates or third parties may be retained by the Managed Account clients or CCAL to provide administrative, custodial or other services to the Managed Accounts. It is expected that in certain instances Citibank, N.A. or other Citigroup affiliates will provide these services and in other instances third party service providers may be engaged to provide these services to the extent a client prefers particular service providers.

In constructing a Managed Account portfolio, CCAL will first consider and assess the Managed Account client’s financial goals, investment objectives, investment time horizon, and investment preferences. CCAL expects that Managed Accounts will in most cases follow strategies similar to other Funds it advises, as described above. See Item 8 “Methods of Analysis.”

Particular Investment Restrictions

Individual investors in the Funds are not consulted in the design or implementation of such Fund's investment programs. Each Fund's account documentation will describe that Fund's investment program.

With respect to Managed Accounts, each advisory agreement and related account documentation will specify the particular investment program and any related investment restrictions. It is expected that in general each Managed Account will be customized to reflect a particular client's investor profile.

Definitions

As used in Item 8.B below, the term "Alternative Investments" includes Funds and Managed Accounts.

Assets Under Management

As of December 31, 2011, CCAL has approximately USD \$1,951,000,000 in discretionary assets under management and \$0 in non-discretionary assets under management. .

Item 5 Fees and Compensation

CCAL's fee schedule will be available upon request.

Fees Charged: Market Strategies Products

Each Fund will pay CCAL a management fee, and in certain cases an incentive fee or incentive allocation (if earned). Fees from an investment may compensate CCAL or affiliates for the provision of certain ancillary services, the responsibility for all or a portion of which may be subcontracted to other parties. The amount of fees to be paid by a sponsored vehicle will be set forth in the offering materials for that vehicle.

Fees Charged: Citi Infrastructure Investors

CCAL currently receives management fees quarterly in advance in respect of its management of CII products. The management fee is based on the aggregate capital commitments of the fund's investors during the investment period, and thereafter on invested capital. The management fee may be charged to investors in the fund or deducted from distributions made by fund investments. Funds may also pay an incentive allocation, if earned after exceeding a hurdle rate of return. Funds may also compensate CCAL or affiliates for the provision of certain ancillary services. The amount and nature of fees to be paid with respect to any additional funds will be disclosed in the relevant offering materials. The fund would be entitled to obtain a refund of any pre-paid amounts if the advisory contract is terminated before the end of the billing period, pro-rated based on the amount of time remaining to the end of the billing period. The refund would be obtained through the exercise of rights under the advisory contract

Fees Charges: Managed Accounts

The investment advisory agreement and account documentation relating to each Managed Account will specify the fees payable to CCAL. Such fees may include management fees and incentive fees. CCAL may share a portion of such fees with certain placement, sales or referral agents.

Citi affiliates may provide certain administrative and custodial services related to the support of the Managed Accounts for fees.

Method of Payment of Fees

The Funds will pay any management and incentive fees at such times and in such manner specified in their respective documentation. Such fees will be deducted from the Fund and reflected in an investor's net asset value per share or capital account, as applicable.

Management fees and incentive fees in respect of any Managed Account will be paid as set out in the respective documentation for the relevant Managed Account(s) and may be customized or differ from the above.

Additional Compensation Received by Affiliates

Affiliates of CCAL typically may receive placement fees for placing Funds. CCAL may also receive fees from a Fund or Managed Account (the amount of which will be specified in an agreement) for the provision of administrative services, the responsibility for all or a portion of which may be subcontracted to other parties. Affiliates of CCAL also may have relationships with, and provide certain services to, a Fund or Managed Account for which the affiliate receives compensation. Affiliates of CCAL may be compensated by an Investment Fund and the manager thereof for placing assets in the Investment Fund.

Additional Fees and Expenses

As described in more detail in their respective offering or account documentation, each Fund and each Managed Account bears its organizational and initial offering expenses and its operating and other expenses, which may include, but not be limited to, direct investment-related expenses (e.g. custodial fees, interest expense, consulting and other professional fees relating to particular investments), reporting and legal expenses, accounting, audit and tax preparation expenses, ongoing expenses relating to the offering and sale of the fund's interests, remuneration to directors or managing members, as applicable, insurance, administrator fees, liability insurance premiums, any extraordinary expenses and other similar expenses related to the fund.

As described in more detail in each client's advisory agreement and related account documentation, each Managed Account client may incur other costs and charges in certain circumstances (for example where individual securities are held in the Managed Account).

Compensation of CCAL Personnel

CCAL's personnel or supervised persons do not receive commissions tied directly to the sale of any particular securities or other investment products advised by CCAL in the form of asset-based sales or services fees. However, certain CCAL personnel are registered as broker-dealer representatives of Citigroup Global Markets Inc., which may market CCAL Funds and Managed Accounts to institutional investors and who are salaried employees of CCAL, as further described in Item 10 "Other Financial Industry Activities and Affiliations. Affiliates of CCAL that serve as placement agents, referral agents or distributors for CCAL products and third party marketers do receive such compensation.

Payment of Fees in Advance and Arrears

All fees currently payable to CCAL are payable in arrears or payable less than six months in advance. All fees currently payable to CCAL are payable in arrears except for management fees charged by CII which are currently payable quarterly in advance. Fees for Managed Accounts shall generally be payable in arrears or less than six months in advance as specified in such Managed Accounts' (s) relevant documentation.

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

Market Strategies Products and Managed Accounts:

CCAL and its affiliates receive performance-based fees from certain Funds and Managed Accounts. Other Managed Accounts or Funds are charged fixed fees, including asset-based fees. The performance-based fees may create an incentive for CCAL to cause the relevant Fund or Managed account to make investments that are riskier or more speculative than would be the case if CCAL did not receive a performance-based fee, or to direct investments in favor of a Fund or Managed Account receiving a performance-based fee. Please refer to Item 11 "Code of Ethics Participation in Client Transactions and Personal Trading" and Item 12 "Brokerage Practices" for a discussion of conflict management procedures, incentive compensation arrangements, managerial review and oversight and allocation policies applicable to CCAL, all of which are intended to mitigate conflicts.

Item 7 Types of Clients

CCAL provides investment advice to Funds, Managed Accounts and other investment vehicles. However, the ultimate investors in Funds and Managed Accounts advised by CCAL typically are institutional investors, registered funds, funds of funds, pension plans, Citigroup affiliates, state and municipal and government entities.

Market Strategies Products:

Ultimate investors in each Fund which transacts Market Strategies are required to make a minimum capital commitment generally ranging between \$250,000 and \$10,000,000 depending on the product. The minimum for a specific Fund will be set forth in the offering materials for that fund.

Citi Infrastructure Investors:

Ultimate investors generally were required to make a minimum capital commitment of \$50 million. Other funds which may be managed by CII may require different minimum capital commitments, which will be set forth in the applicable offering materials.

Managed Accounts:

With respect to the Managed Accounts, the clients are the holders of the Managed Accounts. CCA expects that such clients may include individuals, trusts, institutions, investment funds and pension plans. CCA generally requires a minimum investment of \$50 million for both Discretionary Managed Accounts and Non-Discretionary Managed Accounts.

At its discretion, CCA may accept a lower capital commitments from an investor in a managed account operated through CCAL.

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

CCAL advises on the following strategies :

MARKET STRATEGIES PRODUCTS:

European Credit Opportunities Strategies:

Investment Strategy and Method of Analysis:

The following statements in relation to CCAL apply in respect of the European Credit Opportunities Strategies (“ECOS”) team who manage a strategy which currently focuses on European corporate credit themes.

The investment strategy is to invest opportunistically in European corporate credit-related instruments including, but not limited to, investment grade and high yield bonds, leveraged loans and CLO tranches. It may also invest in post-reorganization equity or equity-like instruments that result from or are related to a corporate restructuring.

ECOS takes a value-oriented approach to investing, and seeks current income and capital appreciation by investing principally in obligations of corporate issuers facing operational or financial difficulties, as well as obligations of corporate issuers that present inherent value through mergers, acquisitions, divestitures, and other event-driven opportunities. ECOS makes investments that it considers will generate current income and capital appreciation based on a perceived difference in the prices available in the financial markets for a corporation’s obligations and their inherent underlying economic value.

ECOS intends to engage in short sales and various transactions in derivatives as either as hedges of its investment portfolio or as individual investments. ECOS may also effect short sales and derivative transactions in situations where investments are overvalued and have a high

probability of declining in value. In addition, ECOS may use derivatives as a substitute for actual long or short positions.

ECOS will seek to hedge, in whole or in part, the currency exposure resulting from the purchase of obligations denominated in a currency other than Euro through spot, forward, option or swap transactions in situations where it considers it both possible and economic to do so.

Strategy Risks:

Alternative Investments advised by ECOS may be subject to the following risks, among others.

Investment Objective and Investment Strategy

There can be no assurance that the Alternative Investment will achieve its investment objective and investment results may vary over time.

The investment strategy of the Alternative Investment is broad and is expected to involve the making of investments in a wide range of strategies, markets and instrument in global markets (including developed and emerging markets). The investments of the Alternative Investment are subject to risks that may result in a loss of all or part of an investment, such as interest rate and foreign exchange rate volatility, world and local market price and demand and general economic factors and activity. Asset classes or instruments may at times be out of market favour for considerable periods, creating adverse consequences for the portfolio, which may prompt ECOS to change its strategy. In certain instances, anticipated catalysts (such as extraordinary corporate actions) may fail to materialize as expected, which could cause losses on an issuer's securities.

Due to the nature of the investments strategy, the portfolio may experience significant price volatility..

Concentration of Investments

The Alternative Investment may hold relatively few investments at any given time and may at certain times also hold substantial amounts of cash or cash equivalents. The Alternative Investments could be subject to significant losses if it holds a large position in a particular investment that declines in value or is otherwise adversely affected, including by reason of a default of the issuer or of the collateral supporting a particular investment.

Short Selling

Short selling involves trading on margin and accordingly can involve greater risk than investments based on a long position. A short sale of a security involves the risk of a theoretically unlimited increase in the market price of the security, which could result in an inability to cover the short position and a theoretically unlimited loss. There can be no guarantee that securities necessary to cover a short position will be available for purchase.

Undervalued Securities

The identification of investment opportunities in undervalued securities is a difficult task, and there can be no assurance that such opportunities will be successfully recognized. While investments in undervalued securities offer opportunities for above average capital appreciation,

these investments involve a high degree of financial risk and can result in substantial losses. Returns generated from the Alternative Investments may not adequately compensate for the business and financial risks assumed.

Debt Securities

Debt securities that are invested in may be unrated or below investment grade. Such debt securities are subject to greater risk of loss of principal and interest than retail or higher-rated debt securities. The Alternative Investment may invest in debt securities which rank junior to other outstanding securities and obligations of the issuer, all or a significant portion of which may be secured on substantially all of that issuer's assets. The Alternative Investment may invest in debt securities which are not protected by financial covenants or limitations on additional indebtedness. The Alternative Investment will therefore be subject to credit, liquidity and interest rate risks. In addition, evaluating credit risk for debt securities of issuers in some jurisdictions involves uncertainty because credit rating agencies throughout the world have different standards, making comparison across countries difficult.

Derivatives; Leverage

The Alternative Investment may from time to time utilize both exchange-traded and over-the-counter futures contracts, options and contracts for differences as part of its investment policy. These instruments are highly volatile and expose investors to a high risk of loss. Derivative instruments may alter the default risk implicit in the transaction, in that the Alternative Investment will typically have rights against the issuer of the derivative as opposed to the issuer of the security underlying the derivative. The low initial margin deposit normally required to establish a position in such instruments permits a high degree of leverage. As a result, depending on the type of instrument, a relatively small movement in the price of a contract may result in a profit or a loss which is high in proportion to the amount of funds actually placed as initial margin and may result in unquantifiable further loss exceeding any margin deposited. Transactions in over-the-counter contracts may involve additional risk as there is no exchange market on which to close out an open position. It may be impossible to liquidate an existing position, to assess the value of a position or to assess the exposure to risk.

The Alternative Investment may also sell covered and uncovered options on securities. To the extent that such options are uncovered, the Alternative Investment could incur an unlimited loss. ECOS expects that the Alternative Investment may enter into total return and credit default swaps. Because these are leveraged investments, a loss in the value of assets underlying swap transactions may have a magnified adverse effect on the value of the Alternative Investment's portfolio.

If the Alternative Investment invests in derivatives at inopportune times or judges market conditions incorrectly, such investments may lower the Alternative Investment's return or result in a loss. The Alternative Investment could also experience losses if derivatives are poorly correlated with its other investments, or if it is unable to liquidate its position because of an illiquid secondary market. The market for many derivatives is, or may suddenly become, illiquid. Conversely, many of these products are subject to variation or other interim margin

requirements, which may force premature liquidation of investment positions. Changes in liquidity may result in significant, rapid and unpredictable changes in the prices for derivatives.

Global Macro Strategies:

Investment Strategy and Method of Analysis:

The following statements in relation to CCAL apply in respect of the Global Macro Strategies (“GMS”) team who manage a strategy which currently focuses on a global macro investment themes .

The investment strategy is to invest in assets and strategies primarily in the interest rate and currency markets (in both developed and emerging markets) through investments, inter alia, in global fixed income products, currencies and their related derivatives. The strategy may also invest in equity, commodity and other market instruments.

The strategy will make investments that GMS considers will generate returns which are attractive taking into account, in respect of each investment and the portfolio as a whole, the risk assumed and the investment return profile.

GMS intends to apply macroeconomic principles to identify dislocations in asset prices in a variety of markets (including both developed and emerging markets), with the aim of making directional and relative value investments based upon the movements GMS expects will take place in particular markets. In summary, a directional investment is an investment that is based on the anticipation that prices of assets or indices of a particular kind will move in a particular direction and a relative value investment is an investment that is made on the assumption that the market has mispriced two assets, or classes of assets or indices, by underpricing or overpricing one relative to the other.

GMS intends to identify and take advantage of the market volatility, inefficiencies, imbalances and capital flows that it perceives, from time to time, exist in particular markets in order to create strategies that are compatible with GMS’s investment objective. GMS will utilise both its technical analysis and quantitative models to determine the markets in which the strategy will invest and the appropriate time to enter into or exit specific strategies.

The strategy may invest across a wide range of strategies, markets and instruments that GMS believes will achieve it’s investment objective.

GMS intends to use a variety of derivative instruments (including, but not limited to, interest rate swaps, options and futures contracts) to gain exposure to the global interest rate and currency markets, as well as taking direct holdings in currencies and government bonds. GMS does not intend that the strategy will acquire holdings of debt or equity issued by particular companies, the strategy may gain exposure to equities, commodities, government securities, foreign currencies, interest rates and other financial instruments by investing in financial indices or derivatives related thereto.

GMS will also seek to use derivative instruments and strategies (such as interest rate swaps, CDSs, options and futures contracts) for the purposes of both capturing gains and limiting or stopping losses. Risk management will be undertaken using systems employed by GMS that are designed to monitor individual positions and the overall portfolio.

Strategy Risks:

Alternative Investments advised by GMS may be subject to the following risks, among others.

Nature of Investments. The nature of the investment strategy of the Alternative Investment involves certain risks and the Alternative Investment utilises investment techniques (such as short selling and the use of derivatives) which may carry additional risks. An investment in the Alternative Investment therefore carries substantial risk and may be volatile and is suitable only for persons who can assume the risk of losing their entire investment. Accordingly, investment results may vary substantially over time and the value of an investor's investment in the Alternative Investment may substantially decline. Investors may receive less than the amount invested upon redemption or the winding up of the Alternative Investment. The risk factors described herein are not, and cannot be, a full and complete description of all the current and future potential risks associated with an investment in the Alternative Investment. Any person considering making an investment in the Alternative Investment should obtain their own independent advice on any potential risks associated with this investment.

Investment Objective and Investment Strategy. There can be no assurance that the Alternative Investment will achieve its investment objective and investment results may vary over time.

The investment strategy of the Alternative Investment is broad and is expected to involve the making of investments in a wide range of strategies, markets and instruments in global markets (including developed and emerging markets). The investments of the Alternative Investment are subject to risks that may result in a loss of all or part of an investment, such as interest rate and foreign exchange rate volatility, world and local market price and demand and general economic factors and activity.

Concentration of Investments. The Alternative Investment may hold relatively few investments at any given time and may at certain times also hold substantial amounts of cash or cash equivalents. The Alternative Investment could be subject to significant losses if it holds a large position in a particular investment that declines in value or is otherwise adversely affected, including by reason of a default of the issuer or of the collateral supporting a particular investment.

Counterparty Risk. The Alternative Investment is subject to the risk of the inability of any counterparty with whom derivative instruments, sale and repurchase and securities lending arrangements, futures contracts, options, interest rate or foreign currency positions and any other transactions are carried out) to perform with respect to any transactions, banking and deposit taking functions, or, as the case may be, services, whether due to insolvency, bankruptcy or other causes. Some counterparties may require the posting of collateral and margin in order to carry out particular transactions, which could result in additional losses to the Alternative Investment in the event of the insolvency or bankruptcy of such counterparty.

In particular, the Alternative Investment intends to transact derivatives, futures contracts, sale and repurchase agreements, securities lending transactions and other types of transactions with the Prime Broker and other counterparties and is therefore reliant upon such parties' performance to execute its investment strategy. Certain credit and trading agreements to be entered into between the Alternative Investment, ISDA counterparties, sale and repurchase or securities lending counterparties and counterparties generally make provision for such parties to exercise rights to terminate such agreements in circumstances where the net asset value of the Alternative Investment has, over a specified period of time, decreased by a specified percentage. It may be that the net asset value of the Alternative Investment fluctuates sufficiently over time such that the termination right referred to in the previous sentence is exercisable by the relevant Prime Broker or counterparty. The Alternative Investment may also, on the occurrence of certain events or in particular circumstances, be required to post collateral and margin with the any counterparty or such other parties which could result in substantial losses to the Alternative Investment in the event of an insolvency or bankruptcy of any counterparty.

Currency Exposure. GMS expects that the Alternative Investment will take long and short exposures in a number of different currencies in order to generate returns but such exposures could result in substantial losses for the Alternative Investment.

Investments in the Alternative Investments are denominated in United States Dollars. Certain of the assets of the Alternative Investment may, however, be invested in securities and other investments which are denominated in currencies other than United States Dollars. Accordingly, the value of such assets measured in United States Dollars may be affected favourably or unfavourably by fluctuations in currency rates. GMS may not seek to hedge the resulting foreign currency exposure of the Alternative Investment. In addition, prospective investors whose assets and liabilities are denominated predominately in currencies other than United States Dollars should take into account the potential risk of loss arising from fluctuations in value between the United States Dollars and such other currencies.

Dealing Restrictions. Securities may be held by, or be an appropriate investment for, the Alternative Investment as well as by or for other clients of GMS or of other Citigroup companies and associated companies. There may be circumstances when purchases or sales of securities for one or more of such clients have an adverse effect on other clients (including the Alternative Investment) and certain transactions may not be able to be effected at the optimum price, date, time or amount.

Interest Rate Exposure. The Alternative Investment will make investments whose value is sensitive to interest rates. To the extent that prevailing interest rates change, it could negatively affect those investments and the performance of the Alternative Investment.

Derivatives; Leverage. The Alternative Investment may utilise both exchange-traded and over-the-counter futures contracts, options and contracts for differences as part of its investment policy. These instruments are highly volatile and expose investors to a high risk of loss. Derivative instruments often alter the default risk implicit in the transaction, in that the Alternative Investment will typically have rights against the issuer of the derivative as opposed to the issuer of the security underlying the derivative. The low initial margin deposit normally required to establish a position in such instruments permits a high degree of leverage. As a

result, depending on the type of instrument, a relatively small movement in the price of a contract may result in a profit or a loss which is high in proportion to the amount of funds actually placed as initial margin and may result in unquantifiable further loss exceeding any margin deposited. Transactions in over-the-counter contracts may involve additional risk as there is no exchange market on which to close out an open position. It may be impossible to liquidate an existing position, to assess the value of a position or to assess the exposure to risk.

The Alternative Investment may also sell covered and uncovered options on securities. To the extent that such options are uncovered, the Alternative Investment could incur an unlimited loss. GMS expects that the Alternative Investment may enter into total return swaps and CDSs. Because these are leveraged investments, a loss in the value of assets underlying swap transactions may have a magnified adverse effect on the value of the Alternative Investment's portfolio.

If the Alternative Investment invests in derivatives at inopportune times or judges market conditions incorrectly, such investments may lower the Alternative Investment's return or result in a loss. The Alternative Investment could also experience losses if derivatives are poorly correlated with its other investments, or if it is unable to liquidate its position because of an illiquid secondary market. The market for many derivatives is, or may suddenly become, illiquid. Conversely, many of these products are subject to variation or other interim margin requirements, which may force premature liquidation of investment positions. Changes in liquidity may result in significant, rapid and unpredictable changes in the prices for derivatives.

Borrowing and Refinancing. GMS expects the Alternative Investment may use borrowings for the establishment of strategies and trading positions.

GMS expects that most borrowing provided to the Alternative Investment will be conditional on the Alternative Investment posting collateral of a certain market value with the provider of the borrowing (such as pursuant to sale and repurchase or securities lending arrangements). Should the value of such collateral decline, the Alternative Investment may be required to provide additional collateral. If such a situation was to arise, there can be no certainty that the Alternative Investment will have sufficient additional collateral and there is a risk that the borrowing counterparty may terminate the borrowing and sell the collateral, thereby generating losses for the Alternative Investment.

Liquidity and Market Characteristics. In some circumstances, investments of the Alternative Investment may be relatively illiquid making it difficult to acquire or dispose of them at the prices quoted on the various exchanges or otherwise. In particular, prior to exercise or expiration, a derivative's position can be terminated only by entering into an offsetting transaction. This requires a liquid secondary market on the exchange on which the original derivative's position was established. There can be no assurance that such a market will exist for any particular derivatives contract at any point in time. In that event, it might not be possible to establish or liquidate a position.

Furthermore, adverse publicity and investor perceptions about the types of investments the Alternative Investment may invest in, whether or not based on fundamental analysis, may be a contributing factor in a decrease in the value and liquidity of such investments. Accordingly, the

Alternative Investment's ability to respond to market movements may be impaired and the Alternative Investment may experience adverse price movements upon liquidation of its investments. Settlement of transactions may be subject to delay and administrative uncertainties.

Net Asset Value Considerations. The value of investment in the Alternative Investment is expected to fluctuate over time with the performance of the investments made by the Alternative Investment. An investor may not fully recover its initial investment when it chooses to redeem its investment in an Alternative Investment or upon compulsory redemption if the value of the investments in the Alternative Investment at the time of such redemption is less than the price paid by such investor to make its original investment. In certain circumstances, the valuation of investments in the Alternative Investment may be suspended or it may be calculated to be negative.

Conflicts of Interest. There can be no assurance that the potential, perceived or actual conflicts of interest will be resolved in favour of the Alternative Investment or the Alternative Investment, as the case may be. In particular, where the Alternative Investment is to acquire an investment from a Citigroup company, the price payable by the Alternative Investment may be more than the price that might have otherwise been paid had the seller been a third party.

Creditors' Rights and Enforceability of Security. The Alternative Investment's investments may be subject to various laws for the protection of creditors in the jurisdictions of incorporation of the issuers or borrowers and, if different, the jurisdictions from which they conduct business and in which they hold assets, which may adversely affect an issuer's or borrower's ability to make payment in full or on a timely basis. These insolvency considerations will differ depending on the country in which an obligor or its assets are located and may differ depending on the legal status of the obligor. Additionally, the Master Company, as a creditor, may experience less favourable treatment under different insolvency regimes, including where it seeks to enforce any security it may hold as a creditor.

Short Selling. Short selling by the Alternative Investment involves trading on margin and accordingly can involve greater risk than investments based on a long position. A short sale of a security involves the risk of a theoretically unlimited increase in the market price of the security, which could result in an inability to cover the short position and a theoretically unlimited loss. There can be no guarantee that securities necessary to cover a short position will be available for purchase.

Transaction Costs. The investment approach of the Alternative Investment may involve a high level of trading and turnover of the investments of the Alternative Investment which may generate substantial transaction costs which will be borne by the Alternative Investment.

Citi Infrastructure Investors:

Investment Strategy and Method of Analysis:

The following statements in relation to CCAL apply in respect of the Citi Infrastructure Investment (“CII”) team who manages a strategy which currently focuses on an infrastructure investment strategy.

The strategy for infrastructure investment is designed to seek attractive risk-adjusted returns, while mitigating downside risk. CII believes that the following strategic elements are key to achieving this:

- Focus on sectors widely recognized as infrastructure and which clearly demonstrate the target investment characteristics.
- Invest in large and complex transactions, which CII believes offer upside potential.
- Target investments with high quality assets or best-in-class management teams, which may be further utilized as a platform for follow-on acquisitions.
- Strong emphasis on risk management to mitigate downside exposure, while using the investment team’s experience and capabilities to drive operational savings and financial returns.

The investment team is deeply immersed in the infrastructure sector globally and is well positioned to identify investment opportunities. CII’s extensive relationship networks should ensure that it is kept fully apprised of market developments as, or before, they occur.

Investments deemed appropriate are evaluated in depth. CII assigns a multi-person team to review the opportunity and prepare a detailed financial model and investment memorandum for the investment committee that captures the principal aspects of a transaction.

CII conducts a review of relevant available information to identify material risks and validate assumptions in the financial analysis in two phases. First, CII performs a thorough evaluation of an investment opportunity to identify and analyze the significant risks and opportunities raised by a potential investment. Depending on the type of transaction, CII may engage technical, environmental, legal, financial and industry consultants to assess and review material aspects of a potential transaction. Second, if warranted, CII will typically arrange debt-financing providers and retain outside advisors, lawyers, and accountants as appropriate to help structure the transaction.

CII intends generally to hold assets for the long term to fully take advantage of the long maturities offered by infrastructure assets. This focus will provide the opportunity to work the assets and drive operational efficiencies. It is expected that returns on the investments will be driven by cash distributions (e.g., dividends) and by refinancing and restructuring the investment portfolio. Notwithstanding the long-term focus of the fund, potential exit options are expected to be carefully considered opportunistically in light of the current market and political conditions, the impact of the strategic and operational improvements implemented to date and the potential for further value creation through initiatives currently being, or yet to be, implemented.

Strategy Risks:

Alternative Investments advised by CII may be subject to the following risks, among others.

Nature of Investments Generally. The securities in which CII will invest will generally be the most junior in what will typically be a complex capital structure, and thus subject to the greatest risk of loss. Given that the Alternative Investment may make only a limited number of investments, and given that these investments generally will involve a high degree of risk, poor performance by a few of the investments could severely affect the total returns to investors of the Alternative Investment.

Identification and Availability of Investment Opportunities. The Alternative Investment's success depends on the identification and availability of suitable investment opportunities. The business of identifying and structuring infrastructure investments is highly competitive and involves a high degree of uncertainty. The Alternative Investment will be competing for investments with many other sources of capital, including other infrastructure funds, private equity funds and hedge funds, as well as institutional and strategic investors and governmental agencies. In addition, other investment funds with similar investment objectives have recently been formed or announced their formation and additional investment funds may be formed in the future. Some of these competitors may have advantages over the Alternative Investment in acquiring investments, including larger amounts of available capital, longer commitment period and lower targeted returns. As a result of this competition, there may be a limited number of attractively priced investment opportunities, which could have an adverse impact on the length of time that is required for the Alternative Investment to become fully invested. The availability of investment opportunities will be subject to market conditions and other factors outside the control of the Alternative Investment. It is possible that the Alternative Investment will never be fully invested if enough sufficiently attractive investment opportunities are not identified during the commitment period. In addition, if the Alternative Investment makes only a limited number of investments, the aggregate returns realized by the limited partners could be adversely affected in a material manner by the unfavorable performance of even one such investment. There can be no assurance that the Alternative Investment will be able to identify sufficient attractive investment opportunities to meet its investment objectives.

Furthermore, once infrastructure assets of investments become operational, they will face competition from other infrastructure assets in the vicinity of the assets they operate, the presence of which depends in part on government plans and policies. For example, an increase in the number and convenience of alternative routes and competition from other modes of transportation could reduce traffic on toll roads operated by investments thus materially and adversely affecting the Alternative Investment's performance. Such competition may materially and adversely affect the Alternative Investment's business, financial conditions and results of operations.

Long-term Investment. An investment in the Alternative Investment requires a long-term commitment, with no certainty of return. By their nature, infrastructure investments are generally less liquid and involve a longer holding period than traditional private equity investments, which are themselves often considered illiquid and long-term. An investment may be illiquid because, among other reasons, there is no established market for the particular type of asset or company, there is a scarcity of disposal options and/or potential acquirers, or there are legal, tax, regulatory or contractual restrictions associated with the disposal of the investment.

Financial and Business Risk. Investments will generally 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. Portfolio companies may face intense competition, changing business or economic conditions or other developments that may adversely affect their performance. Business risks may be more significant in smaller companies or those embarking on a build-up or operating turnaround strategy. If for any of these reasons a portfolio company is unable to generate sufficient cash flow to meet principal or interest payments on its indebtedness or make regular dividend payments, the value of the portfolio company could be significantly reduced or even eliminated.

The performance of the Alternative Investment's investment portfolio is expected to vary dramatically from year-to-year, and is expected to involve a high degree of risk. In making investment decisions on behalf of the Alternative Investment, CII may rely upon its own or a portfolio company's projections concerning future growth and performance. Such projections are subject to uncertainty and to certain factors beyond the control of CII and of the portfolio company. In addition, the Alternative Investment may face risks in connection with any co-investments with unaffiliated private equity funds identified by CII or other third-party co-investors.

Inability to Realize Current Income. Although CII expects the investments to generate current income during the term of the Alternative Investment, any particular investment may not generate distributable current income until at least several years after its acquisition. In addition, the Alternative Investment may maintain a certain amount of leverage within each of the investments and may re-leverage an investment in order to achieve this goal, which would generate current income. If the Alternative Investment is unable to refinance an investment in order to maintain the desired amount of leverage, the Alternative Investment may realize lower than expected current income with respect to that investment, and may hold a larger than expected equity investment in that investment.

Need for Follow-On Investments. Following the initial investment in a portfolio company, the Alternative Investment may be called upon to provide additional funds or have the opportunity to increase its investment in such portfolio company. There is no assurance that the Alternative Investment will make follow-on investments or that the Alternative Investment will have sufficient funds to make such an investment at that time. The Alternative Investment's decision not to make a follow-on investment or its inability to do so may have a substantial negative impact on the portfolio company and, therefore, the return from such investment.

Privately-Held Companies. The Alternative Investment's investment portfolio will consist primarily of securities issued by privately-held companies. Operating results of privately-held companies can be difficult to predict. In addition, such investments involve a high degree of business and financial risk. These factors can result in substantial losses for investors, including the loss of an investor's investment.

Debt Securities Risk. The Alternative Investment may invest in debt or convertible debt securities, which are subject to interest rate risk and the risk that the issuer or the guarantor of the security will be unable or unwilling to make timely principal and/or interest payments, or otherwise to honor its obligations. The Alternative Investment's debt investments may be

unsecured and structurally or contractually subordinated to substantial amounts of senior indebtedness, all or a significant portion of which may be secured. Moreover, such debt investments may not be protected by financial covenants or limitations upon additional indebtedness. Other factors may affect the market price and yield of debt securities including investor demand, changes in the financial condition of issuers of securities, government fiscal policy and domestic or worldwide economic conditions.

Environmental Regulation. Many countries have implemented environmental regulations regarding the impact of the development and operation of certain projects in which the Alternative Investment will invest. These regulations provide the governments of these countries with the power to take action against companies for failure to comply with such environmental regulations, including the imposition of fines and the revocation of licenses and concessions.

Construction Risks. Where the Alternative Investment invests in new or development-stage infrastructure projects, it is likely to retain some risk that the project will not be completed within budget, within the agreed time frame and to the agreed specification. During the construction or development phase, the major risks of delay include political opposition, regulatory and permitting delays, delays in procuring sites, strikes, disputes; environmental issues, force majeure, or failure by one or more of the infrastructure investment participants to perform in a timely manner their contractual, financial or other commitments. These delays in the projected completion of the project could result in delays in the commencement of cash flow and an increase in the capital needed to complete construction, which may have a material adverse effect on the Alternative Investment's financial performance.

In addition, actual construction and development costs may exceed estimates for various reasons, including inaccurate engineering and planning, labor and building material costs in excess of expectations and unanticipated problems with project start-up. Such unexpected cost increases may result in increased debt service costs and the inability of project owners to meet the higher interest and principal repayments arising from the additional debt requirement. In addition, there may be insufficient funds to complete construction. Delays in project completion may also affect the scheduled flow of project revenues necessary to cover the debt service costs, operation and maintenance expenses and damage payments for late delivery. Construction risk is frequently reduced through contract penalty clauses such as liquidated damage provisions, but such provisions may not mitigate the risk of insolvency and other residual risks to investors.

Toll Rates and Fares. Some of the portfolio companies may derive substantially all of their revenues, other than pursuant to revenue guarantee payments, from collecting tolls from vehicles using such roads, tunnels or bridges or from subway fares. The toll rates that are applicable to such roads, tunnels or bridges and the subway fares are set by the relevant concession company and the relevant government body. In the future, the relevant government bodies may seek to limit the Alternative Investment's ability to increase, or may seek to reduce, toll rates or fares outside the scope of the respective concession agreements, as a result of factors such as general economic conditions in the country in which the infrastructure is located, negative consumer perceptions of increases in toll rates or fares, the prevailing rate of inflation, traffic volume and public sentiment about prevailing toll rates or fares.

Inflation and Interest Rate Risk. Inflation could directly adversely affect the investments. If a portfolio company is unable to increase its revenue in times of higher inflation, its profitability and ability to distribute dividends may be adversely affected. Many of the Portfolio Companies in which the Partnership invests may have long-term rights to income linked to some extent to inflation, whether by government regulations, contractual arrangement or other factors. Typically, as inflation rises, the entity will earn more revenue, but will incur higher expenses; as inflation declines, the entity may not be able to reduce expenses in line with any resulting reduction in revenue. Many infrastructure businesses rely on concessions to mitigate the inflation risk to cash flows through escalation provisions linked to the inflation rate (e.g., the toll set on a toll road). While these provisions may protect against certain risks, they do not protect against the risk of a rise in real interest rates, which is likely to create higher financing costs for infrastructure businesses and a reduction in the amount of cash available for distribution to investors.

Demand, Usage and Patronage Risks. Although the Alternative Investment will target assets with low demand, usage and patronage risk, the Alternative Investment may not be able to eliminate these risks. To the extent that CII's assumptions regarding the demand, usage and patronage of its investments prove incorrect, the Alternative Investment's financial returns could be adversely affected. Some of the investments may be subject to seasonal variations, including greater revenues and profitability during different seasons of the year. Accordingly, the Alternative Investment's operating results for any particular investment in any particular quarter may not be indicative of the results that can be expected for that investment throughout the entire year.

Please also refer to “*General Risks*” below.

General Risks

Alternative Investments entail a high degree of risk. Investors should give careful consideration to the following risk factors and conflicts of interest detailed in this Item 8 and other product-specific information provided by the product, CII, ECOS, GMS or CCAL in evaluating the merits and suitability of any Alternative Investment products. The following does not purport to be a comprehensive summary of all the risks and conflicts of interest associated with Alternative Investments. As used in this Item 8, “Alternative Investments” means the Funds and Managed Accounts. “Investment Managers” means CCAL, ECOS, GMS or CII unless the context indicates otherwise. Unless the context indicates otherwise, all references to “Alternative Investments” in this Item 8 should be read to include Funds and Managed Accounts.

General Economic Conditions and Recent Events

Over the past few years, various sectors of the global financial markets have experienced an extended period of adverse conditions following serious disruptions in the U.S. residential mortgage market. Market uncertainty in the United States increased dramatically during this time, and adverse market conditions in the United States have expanded to other markets. These conditions have resulted in reduced liquidity, greater volatility, general widening of credit spreads and a lack of price transparency. These difficult global credit market conditions have

adversely affected the market values of equity, fixed-income and other securities and these circumstances may continue or even deteriorate further. The short- and longer-term impact of these events is uncertain, but they have had and are likely to continue to have a material effect on general economic conditions, consumer and business confidence and market liquidity worldwide. Investments made by any Alternative Investment may be sensitive to the performance of the overall economy. A negative impact on economic fundamentals and consumer and business confidence would likely increase market volatility and reduce liquidity, both of which could have a material adverse effect on the performance of investments made by any Alternative Investment may and these or similar events may affect the Alternative Investment's ability to execute its investment strategy.

Deterioration of the Credit Market

The recent global slowdown and the weakening of the credit market, along with a widening of credit spreads, a deterioration of the sub-prime and global debt markets, and a rise in interest rates, have reduced investors' demand for high yield debt and senior bank debt, which in turn has led some investment banks and other lenders to be unwilling to finance new investments or to only offer committed financing for these investments on unattractive terms. The ability of any fund to generate attractive investment returns for its investors may be adversely affected to the extent the Alternative Investment may or its investments are unable to obtain favorable financing terms. Moreover, to the extent that such marketplace events are not temporary and continue, they may have an adverse impact on the availability of credit to businesses generally and could lead to an overall weakening of global economies. Such an economic downturn could adversely affect the financial resources of operating partners and investment projects in which any fund intends to participate, and may result in the inability of such partners and projects to make principal and interest payments on outstanding debt when due, and may also restrict the ability of any Alternative Investment may to sell or liquidate investments at favorable times or for favorable prices.

Recent Developments in Financial Services Industry and Impact on Citi

Beginning in the fourth quarter of 2008, U.S. and global financial markets experienced extraordinary and unprecedented market conditions, including, among other things, extreme losses and volatility in securities markets and the failure of credit markets to function. During the turmoil, participants in the financial services industry experienced some significant events, including the failure or forced sale of certain banks and other financial services businesses and broad-scale market intervention by governments in the U.S. and abroad. In reaction to these events, regulators in the United States and other countries have been undertaking unprecedented regulatory actions. As a result, the current environment for financial services companies is uncertain.

In light of such market conditions and the overall weakening of the financial services industry, Citi's financial condition may be adversely affected and it may be subject to legal, regulatory, reputational and other unforeseen risks that could have an adverse affect on Citi's business and operations. To the extent that any such events were to occur to Citi, CCAL and its affiliates may be unable to fulfill any funding obligations, one or more of any fund's key investment professionals may cease to be associated with such Alternative Investment may or the Alternative Investment may suffer other adverse consequences, each of which could adversely

affect such Alternative Investment business, restrict its investment activities and impede its ability to achieve its investment objective effectively.

Government Regulation – Financial Stability Legislation.

The recently enacted Financial Reform Act includes significant alterations to the regulations applicable to financial institutions and investment advisors, including the Alternative Investment, CAI LLC, the parent company of CCAL and CCAL. The Financial Reform Act modifies registration requirements for private investment funds, modifies the standard to qualify as an accredited investor, and modifies a number of restrictions applicable to covered financial companies. The Financial Reform Act requires advisers to private funds to maintain certain records and reports pertaining to the following items, which are subject to SEC inspection: amount of assets under management; use of leverage; counterparty exposure; trading and investment positions; valuation policies and practices; types of assets held; side arrangements or side letters; trading practices and other information deemed necessary by the SEC. Additionally, the Financial Reform Act imposes regulatory changes with respect to covered financial companies relating to the operation, capital maintenance and activities of systemically important nonbank financial companies, and would restrict such entities from engaging in proprietary trading, investing in or sponsoring certain private funds and engaging in transactions with affiliates. The Financial Reform Act includes a number of additional regulatory requirements with respect to entering into derivative and swap transactions, capital and margin requirements for swap transactions and obtaining approvals for swap transactions. Federal, state, and other governments, their regulatory agencies, or self regulatory organizations may enact further legislation and/or rules which impact the management of the Alternative Investment and the instruments in which Alternative Investment invests in ways that are unforeseeable. The U.S. Congress specifically delegated rule making authority necessary to implement certain provisions of the Financial Reform Act to a range of governmental regulators which wield discretionary authority, such as the SEC, the CFTC, the Board of Governors of the Federal Reserve System, and the to-be-established Financial Stability Oversight Council. Such legislation or regulation could limit or preclude the Alternative Investment's ability to achieve its investment objective.

“Volcker Rule”

The “Volcker Rule” contained in the Dodd-Frank Wall Street Reform and Consumer Protection (the “Dodd-Frank Act”) will limit the ability of banking entities, such as CCAL and CAI LLC, to sponsor, invest in, or serve as investment manager of private investment funds, such as the Alternative Investments. The Volcker Rule's effective date will be the earlier of 12 months after the issuance of final rules or 2 years after the effectiveness of the Dodd-Frank Act. Following the effective date of the Volcker Rule, banking entities subject to the Volcker Rule, such as CAI LLC and CCAL, will have at least a 2-year period to come into compliance with the provisions of the Volcker Rule. The Volcker Rule could have a significant negative impact on CAI LLC and CCAL and the Alternative Investments. CCAL may attempt to take certain actions to lessen the impact of the Volcker Rule on the Alternative Investments, although no assurance can be given that such actions would not have a significant negative impact on the Alternative Investments. CCAL cannot predict whether the Volcker Rule will be subject to modification by rule prior to its effective date, or the impact any such modifications may have on CAI LLC and CCAL, the Alternative Investments and the Investment Managers.

The foregoing list of risk factors is not a complete explanation of the risks involved in an investment in an Alternative Investment.

Item 9 Disciplinary Information

Below are summaries of certain legal and disciplinary events that may be material to clients and prospective clients. Additional information about legal and disciplinary events involving us and our management persons is available in Item 11 Part 1A on Form ADV, available at www.adviserinfo.sec.gov.

ASTA/MAT and Falcon were hedge funds managed and marketed by Citigroup that performed well for many years but suffered substantial losses during the credit crisis. The SEC is investigating the marketing, management and accounting treatment of the Falcon and ASTA/MAT funds. Citigroup is cooperating fully with the SEC's inquiry.

In addition, numerous investors in Falcon and ASTA/MAT have filed lawsuits or arbitrations against Citigroup and its affiliates including, in certain cases, the funds themselves seeking recoupment of their alleged losses. Many of those investor disputes have been resolved, and the remainder are in various procedural stages.

Item 10 Other Financial Industry Activities and Affiliations

Many of the individuals providing client services through CCAL making investment decisions, have in the past held, and will continue to hold, similar positions as officers and employees of affiliates of CCAL, CAI LLC, EMSO, and Citibank N.A. CCAL may share resources, other employees and management, as well as investment ideas and opportunities, with any or all affiliates engaged in similar activities. Certain individuals operating through or providing services on behalf of CCAL are registered as broker-dealer representatives of Citigroup Global Markets Inc.

Citigroup Global Markets Inc., Citibank, N.A. and other affiliates may act as placement agents for securities in the United States issued by vehicles managed or sponsored by CCAL. Furthermore, affiliates of Citigroup Global Markets Inc. and Citibank, N.A. branches outside of the United States may act as placement agents for securities outside of the United States issued by vehicles managed or sponsored by CCAL.

CCAL may recommend that its clients invest in investment funds in which CCAL or one of its affiliates is a managing or non-managing general partner (or equivalent).

Material Relationships or Arrangements With Certain Related Persons.

Broker-Dealer.

Citigroup Global Markets Inc., a registered broker-dealer (“CGMI”) may serve as the distributor of Market Strategies Products and Infrastructure Products and it is expected that it will serve as distributor or referral agent of Funds and Managed Accounts advised by CCAL. Other Citigroup affiliated entities also serve as distributors or referral agents for these CCAL advised funds and accounts. Such affiliated distributors may charge placement or other fees to clients as provided in the relevant account documentation. In addition they may share in the fees paid to CCAL. See Item 5 “Fees and Compensation”.

CCAL may, in certain limited circumstances, select CGMI as a broker-dealer in respect of the Funds and Managed Accounts. See Item 12 “Brokerage Practices”.

Banking Institutions.

As described above, certain Citigroup affiliates may serve as distributors or referral agents for CCAL advised funds and accounts.

Certain Funds or Managed Accounts may retain Citibank, N.A. to provide certain cash account services.

As described in Item 4 “Services Provided: Managed Accounts,” Citibank, N.A. and other Citigroup affiliates may provide administrative, custodial and other services to the Managed Accounts.

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

Code of Ethics

CCA has adopted a Code of Ethics that memorializes CCA’s fundamental duties as a fiduciary. The Code of Ethics includes standards of business conduct and incorporates a personal investments policy. Each employee providing services through CCAL receives a copy of the Code of Ethics upon hiring and annually thereafter and must sign an attestation that such employee has read and understood such Code of Ethics.

CCA’s Code of Ethics requires each employee to prioritize the interests of the client, to avoid conflicts of interest, to never abuse such employee’s position of trust and responsibility and to comply with all federal securities laws. Employees are required to safeguard material non-public information in such employee’s possession and are prohibited from using such information to such employee’s personal benefit. Each employee must treat information belonging to clients as confidential and take care to protect such information from unauthorized access by third parties.

To avoid any potential conflict of interest involving personal transactions, CCAL requires each employee providing services through CCAL to notify the Citigroup compliance upon opening a personal account, to pre-clear personal transactions and disclose all potential conflicts of interest with regard to such a personal transaction before engaging in the transaction. Employees are also subject to a restricted list and blackout periods. In addition, access persons (defined as

employees providing services through CCAL with access to non-public information regarding CCAL's purchase or sale of securities and directors, officers and partners) will (i) upon starting employment, provide a complete record of his or her securities holdings to the Compliance Officer and annually thereafter and (ii) any individuals providing services on behalf of CCAL in the United States resident in the United States also provide quarterly reports of personal securities transactions within 30 days following the end of the quarter, unless such information has been provided through other means. All employees are required to inform the Compliance Officer of any violation of the Code of Ethics that comes to his or her notice.

A copy of CCAL's Code of Ethics will be provided to any client or prospective client upon request.

Trading Practices

Participation and Interest in Client Transactions. CCA has implemented policies and procedures that address affiliated transactions. Therefore, from time to time, CCA or its affiliates may effect a securities transaction between one or more Funds. In such case, one Fund will purchase securities held by another Fund. CCA effects these transactions only (i) when it deems the transaction to be in the best interests of both client accounts and (ii) at a price that CCA has determined by reference to independent market indicators, which CCA believes to constitute "best execution" for both accounts. Neither CCA nor its affiliates will receive any compensation, directly or indirectly, for arranging such a transaction. To the extent that CCA or its affiliates engage in principal agency, agency cross transactions or cross trades, such transactions will be consummated in accordance with FSA rules and regulations and in relation to services provided to clients from the United States only in accordance with Section 206(3) of the Advisers Act and, as applicable, Rule 206(3)-2 promulgated thereunder. Per FSA rules and regulations, participation and interests in client transactions requires prior approval by the relevant Fiduciary Committee members approval by e-mail is required and documented at the next Fiduciary Committee meeting.

Aggregation of Transactions. If a portfolio manager operating through CCAL believes that the purchase or sale of a security is in the best interests of more than one client, the portfolio manager may, but is not obligated to, aggregate the securities to be sold or purchased, to the extent permitted by applicable law and regulations. In such event, the transactions, as well as the expenses incurred in such transactions, will be allocated by the portfolio manager consistent with fiduciary duties to ensure that all clients are treated fairly and in accordance with CCAL procedures relating to the Allocation of Investments as described in Item 12. The portion of an aggregated order to be allocated to each client's account will be specified contemporaneously with the execution of the trade.

Interest in Client Transactions

CCAL may recommend securities in which it and/or its affiliates directly or indirectly have a financial interest. CCAL affiliates also may buy and sell securities that CCAL recommends to advisory clients for purchase and sale. CCAL may give advice and take action in the

performance of its duties to clients which differs from the advice given, or the timing and nature of action taken, with respect to the accounts of its affiliates and/or the accounts of other clients.

In certain instances, affiliates of CCAL may acquire investments in an issuer on a side-by-side basis with an investment vehicle managed by CCAL. Such investments may provide the vehicle with access to investments that it could not otherwise have obtained. However, this practice may give rise to potential conflicts of interest. CCAL and its affiliates will seek to fairly and equitably allocate, based on the particular facts and circumstances, investment opportunities between or among funds and its affiliates and other investment accounts. Please see Item 12 “Brokerage Practices”, - Allocation of Investment Opportunities for more details.

Temporary investments in which an account’s assets may be invested include instruments issued, or funds managed by, an affiliate of CCAL, in which case such affiliate will receive fees or other compensation in connection with such investment. Such fees will be in addition to the advisory fees and other compensation paid to CCAL.

Inside Information

In addition, CCAL has adopted procedures to guard against insider trading. In the event that CCAL obtains material, non-public information about an issuer, it may be prohibited from trading the issuer’s securities until the information becomes public or is no longer material. CCAL’s investment flexibility may be constrained as a consequence of CCAL’s inability to use such information for investment purposes.

Other Conflicts of Interest

As an indirect subsidiary of Citigroup, CCAL is a member of a large corporate conglomerate consisting of many affiliated entities. In addition, Citigroup has existing and potential relationships with a significant number of institutions and individuals. Affiliates of CCAL engage in a broad spectrum of activities, including financial advisory activities, merchant banking, lending, arranging securitizations and other financings, sponsoring and managing private investment funds, engaging in broker-dealer activities, and other activities, and they have extensive investment activities that are independent from, and may from time to time present potential conflicts of interest with, CCAL’s clients. Many of these potential conflicts of interest arise in connection with the investment banking activities and other investment management activities of CCAL affiliates. For example, Citigroup affiliates often represent potential purchasers and sellers in transactions or may pursue investments on a proprietary basis on their own behalf. In these cases, these relationships or proprietary investment activities may result in a Fund or Managed Account not being permitted to pursue certain investment opportunities. Accordingly, no assurances can be given that all potentially suitable investment opportunities will be offered to any given Fund or Managed Account. In addition, Citigroup could provide investment banking services to competitors of portfolio investments of Funds or Managed Accounts, in which case CCAL and its affiliates will take appropriate steps to safeguard the confidential information of each client.

CCAL has taken certain steps to ameliorate these potential conflicts of interest. CCAL is organizationally and legally separate from and reports through different channels from the investment banking businesses of Citigroup. CCAL's compensation, including that of its employees, is independent of the activities of its affiliates, although CCAL has an inherent interest in the value of the Citigroup conglomerate. Information barriers have been erected that are designed to prevent the flow of non-public information between Citigroup's investment management activities, which include CCAL, on the one hand and its investment banking and direct investment activities, which include Citigroup Global Markets Inc., on the other hand.

CCAL affiliates engage in transactions with, and provide services to, portfolio companies and potential portfolio companies of CCAL clients. A Fund may pay investment banking fees to a CCAL affiliate for providing services in connection with: (i) the acquisition, disposition or sale of companies in which the Fund invests; (ii) equity or debt financings; or (iii) other investment banking services.

An affiliate may be engaged to act as financial adviser to a company in connection with the sale of such company, or subsidiaries or divisions thereof. The compensation provided to a CCAL affiliate for such activities typically will be based upon realized consideration and will likely be contingent, in substantial part, upon closing. CCAL affiliates may be precluded from offering such company to any affiliated Fund or other CCAL client if the seller has required the CCAL affiliate to act exclusively on its behalf. Additionally, there may be seller assignments in which the seller permits the Fund or other CCAL client to act as a buyer. If an affiliated Fund or other CCAL client were to be that buyer, certain conflicts of interest would be inherent in the situation, including those involved in negotiation of a purchase price.

CCAL affiliates may be engaged to act as financial adviser to financially troubled companies in connection with the restructuring of their capital structures or in connection with their bankruptcy. The compensation provided to a CCAL affiliate for such activities generally is based upon the successful completion of a restructuring, which may include raising funds for the purchase of existing securities or for an equity infusion. If an affiliated Fund or other CCAL client is an investor in such a company, certain conflicts of interest would be inherent in the situation, including those involved in negotiation of a purchase price.

CCAL affiliates may provide services to, invest in, advise, sponsor and/or act as investment manager to investment vehicles and other persons or entities (including prospective investors in the Funds and Managed Accounts) which may have similar structures and investment objectives and policies to those of the Funds and Managed Accounts and which may compete with the Funds and Managed Accounts for investment opportunities and which may co-invest with the Funds and Managed Accounts in certain transactions. In addition, CCAL affiliates and their respective clients may themselves invest in securities that would be appropriate for the Funds and Managed Accounts and may compete with the Funds and Managed Accounts for investment opportunities.

CCAL affiliates, such as Citigroup Global Markets Inc., may provide advisory and other services to parties entering into transactions with entities advised by CCAL. In such instances, steps will

be taken to ensure that the investment decision-making process on behalf of the CCAL advised entity is insulated from any investment banking considerations.

CCAL may engage in transactions on behalf of Funds managed by CCAL (or their subsidiaries) or Managed Accounts with, or seek services for such Funds or Managed Accounts from, affiliates or other related parties or former related parties. For example, certain affiliates of CCAL or other related parties may, subject to Bank Holding Company Act restrictions, provide services to its funds or their subsidiaries, including debt and equity financing services (such as relating to the issuance or underwriting of CMBS or other debt instruments), raising of equity capital for a Fund's or Managed Account's venture transactions, development or redevelopment services, development oversight or construction management services, interest rate hedging, foreign exchange services or hedging, brokerage services or investment banking services (including in connection with asset sales). In most instances, the Fund's or Managed Account's governing documents will provide that CCAL or its affiliates may be retained to provide (and be compensated for providing) services to a fund, such as those described in the preceding sentences or that are ancillary to the fund's investment or financing activities or are customarily provided by a service provider in connection with the acquisition, disposition, leasing, financing or management of properties, without investor or Advisory Board/Committee approval so long as such services are provided at market rates. Such fees will not be shared with the Fund or Managed Account for which the services are provided.

A Fund or Managed Account may sell shares to a affiliate or other related party, generally at the then current share price.

A Fund or Managed Account may from time to time make an investment together with CCAL, a CCAL affiliate or investment client or other related parties, or may make an investment in which an affiliate or other related party is already invested or has other competing interests. Conflicts can arise even where the two entities have invested on a substantially pari passu basis such as with respect to the manner and timing of each party's exit from the investment; such conflicts are exacerbated if the Fund or Managed Account and the CCAL affiliate or related party are invested in different securities, particularly where the investment experiences financial difficulties. For example, if additional funds are necessary as a result of financial or other difficulties, it may not be in the best interest of the Fund or Managed Account to provide such additional funds. Conversely, if an affiliate or related party would lose their respective investments as a result of such difficulties, the ability of CCAL to recommend actions in the best interests of its Fund or Managed Account client might be impaired.

CCAL or its affiliates have made a large capital commitment to various Funds and therefore may have conflicting interests in connection with any joint investments. Because of the differentials in cost of capital and other circumstances, there can be no assurance that the return on any given fund's investment will be equivalent to or better than the returns obtained by the other related parties participating in such co-investments. Moreover, CCAL Infrastructure Products provide their general partners (i.e. an applicable investment team) with a "carried interest," and this may create an incentive for the general partner to make riskier or more speculative investments on behalf of such funds than would be the case in the absence of such arrangements. This situation

can be exacerbated because various employees of CCAL may have an indirect interest in the carry provided to CCAL.

Generally speaking, officers and employees providing services through CCAL will devote such time as they deem necessary to carry out the operations of the Funds and/or Managed Accounts. However, officers and employees providing services through CCAL are not necessarily required to devote full time to a given Fund's or Managed Account's business and they may have conflicts of interest in allocating their time between such fund and other related or unrelated activities.

It is also possible that Citigroup professionals and CCAL and its affiliates will be permitted to co-invest in certain investment opportunities in which a given client fund invests as a further incentive and means of aligning such professionals' interests with the interests of the fund's investors.

Investors in CCAL's various Funds are expected to include entities and persons located in various jurisdictions, who may have conflicting investment, tax and other interests with respect to their various fund investments. As a result, conflicts of interest may arise in connection with decisions made by CCAL or its affiliates that may be more beneficial for one type of investor than another type of investor. CCAL will follow the investment objective and standards for resolving such conflicts set forth in each of its fund's governing documents -e.g., by focusing on the pre-tax investment objectives of a fund as a whole.

In certain situations, CCAL may be restricted or precluded from pursuing an investment with respect to a given property due to certain regulatory considerations arising under the Bank Holding Company Act, ERISA, section 17 of the Investment Company Act of 1940, or similar laws.

Procedures for Resolving Conflicts of Interest

On any issues involving actual conflicts of interest, CCAL will be guided by its legal obligations, including but not limited to the contractual requirements governing such situation, as well as its good faith judgment as to a client's best interests. CCAL may refer the matter to a committee designed to monitor fiduciary relationships. Subject to the applicable investment management agreement and other governing documents, CCAL may take such actions as it may deem necessary or appropriate to ameliorate the conflict. As an FSA regulated and authorized company, CCAL is required to document all its actual or perceived conflicts of interest together with the remedial action that has been taken to reduce or minimize these conflicts. Such steps can include disclosure.

Item 12 Brokerage Practices

Brokerage Discretion

CCAL generally is not limited in its authority to select broker-dealers for trade execution. CCAL generally considers it appropriate (unless there are relevant factors such as customer

direction or legal requirements or policy decisions to the contrary) to use the execution services of affiliated broker-dealers for the purchase and sale of such securities for investment advisory clients. CCAL's affiliates will receive compensation in connection therewith. As discussed below in connection with unaffiliated broker-dealers, in light of all of the factors bearing upon the execution services provided by CCAL's affiliated broker-dealers, the commissions charged may exceed those that other broker-dealers may charge. Any such transactions will be executed by CCAL's affiliated broker-dealers only to the extent permitted by, and in compliance with, applicable law and regulations, including Section 11(a) of the Securities Exchange Act of 1934 and, for clients subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), Prohibited Transaction Class Exemption 86-128.

In selecting an unaffiliated broker-dealer for trade execution, CCAL uses its best judgment to select a broker-dealer that provides prompt and reliable execution at favorable securities prices and reasonable commission rates. CCAL has an obligation to provide best execution to Professional Clients as defined in the FSA's Conduct of Business Rules. Best execution means taking all reasonable steps to obtain the best possible result for the execution of client orders, and acting in the best interests of our clients when we pass orders to other parties for execution. In doing so, we need to take into account price, costs, speed, likelihood of execution and settlement, size, nature or any other consideration relevant to the execution of the order, known as the "execution factors".

CCAL may choose to participate in seminars or conferences, or other types of capital introduction service programs (collectively referred to as "Cap Intro Programs") held by affiliated and/or non-affiliated prime brokers for their current or prospective clients that are hedge fund or investment managers that manage funds or other types of investment vehicles or who are otherwise eligible to invest in CCAL products. CCAL may have an incentive to select or recommend a broker-dealer based on its interests in receiving client referrals or invitations to participate in such Cap Intro Programs.

Research and Other Soft Dollar Arrangements

CCAL currently does not utilize client's agency commission dollars to purchase research and other services i.e. soft dollars.

Allocation of Investment Opportunities

Affiliates of CCAL and other proprietary investment accounts managed by CCAL may co-invest with a client advised by CCAL on a side-by-side basis from time to time. Clients may, from time to time, compete with such other investors for access to potential investments. CCAL and its affiliates will seek to fairly and equitably allocate, based on the particular facts and circumstances, such investment opportunities between or among the funds and its affiliates and other proprietary investment accounts. However, such allocation will not necessarily be made pro rata based on available assets. There can be no assurance that a particular investment opportunity which comes to the attention of CCAL's affiliates will be referred to CCAL and the funds it manages. CCAL is not obligated to refer any specific investment opportunity to a client.

In the event that two or more CCAL clients or portfolios managed by CCAL officers through affiliates (including proprietary portfolios) have cash available for investment at the same time and an investment opportunity arises that may be appropriate for each client and the affiliated portfolio but whose availability to CCAL and its affiliates is limited, CCAL and its affiliates will seek to fairly and equitably allocate such investment opportunity between or among such funds, taking into account such factors as each fund's investment objective, industry and sector focuses, size and available cash.

CCAL will generally allocate trades on a pro-rata basis based upon capital weighting, subject to the factors detailed below.

The business requires it to select from a large array of possible eligible investments those that are appropriate to the relevant Fund and/or Managed Account. It must then decide the quantity that it is prudent to purchase, to which Fund and/or Managed Account they should be allocated and in what size. It will never be possible to list fully every single factor that each business should take into account for each possible investment opportunity and indeed part of the skill of the investment manager at both the level of the individual and the team is the ability to weigh up the relevant factors in order to come to a balanced decision ("**the Allocation Factors**"). However, the following serves as a non-exhaustive list of the factors that CCAL should consider in respect of each portfolio when determining the allocation of assets:

- 1) An allocation percentage for each relevant client Fund and/or Managed Account
- 2) Investment cost both in terms of size, currency mix and intended growth strategy.
- 3) Current leverage, target leverage and average life of portfolio.
- 4) Sovereign issuer concentrations, exposure to core and non-core sovereign issuer sectors, exposure and the correlation of exposures to similar sovereign credit risks.
- 5) Current funding requirement for sovereign bonds.
- 6) Geographic concentration of current assets exposures.
- 7) Individual Fund and/or or Managed Accounts requirements as set out in any private placement memorandum and/or similar documents.

Aggregation of Transactions

If a portfolio manager believes that the purchase or sale of a security is in the best interests of more than one client, the portfolio manager may, but is not obligated to, aggregate the securities to be sold or purchased, to the extent permitted by applicable law and regulations. In such event, the transactions, as well as the expenses incurred in such transactions, will be allocated by the portfolio manager consistent with fiduciary duties to ensure that all clients are treated fairly and in accordance with CCAL procedure relating to the Allocation of Investments as scribed above. The portion of an aggregated order to be allocated to each client's account will be specified contemporaneously with the execution of the trade.

Item 13 Review of Accounts

Review of Accounts

Market Strategies Product, and Managed Accounts:

Fiduciary committees consisting of senior Citi professionals including legal, risk and compliance meet quarterly or half yearly to review client accounts, fund performance and any significant events.

Infrastructure Products:

An oversight committee consisting of senior Citi professionals (including the Head of Risk Management for Citigroup's Citi Capital Advisors business unit which provides coverage for CCAL) meets quarterly to review valuations and performance and any significant events. The review focuses on pertinent issues affecting the performance of the investments, including traffic, market conditions, performance, valuation, performance vs. initial investment, capital market conditions, portfolio strategy and investment strategy.

Client Reports

Market Strategies Fund Products:

CCAL will report performances on at least a quarterly basis.

Infrastructure Fund Product:

CII investors generally receive quarterly written reports of the fund's performance and their accounts, as well as additional disclosure of significant events in the discretion of CII.

Managed Accounts:

With respect to the Managed Accounts CCAL's clients are the holders of the Managed Account. The relevant advisory agreement and related account documentation will specify the reports to be provided to the client, but generally holders of Managed Accounts receive at least a quarterly statement.

Item 14 Client Referrals and Other Compensation

CCAL does not receive any economic benefits from non-clients for providing investment advice or other advisory services to clients.

CCAL may enter into agreements with its employees, and/or third parties to solicit clients for CCAL's investment advisory services. Under such agreements, persons may refer or solicit clients and receive compensation for such services. The structure of any agreement with a third party, including the compensation payable to the solicitor, will be disclosed fully to the client as required by applicable law. Different solicitors, including affiliates, may receive varying amounts of compensation for their services.

CCAL also may enter into agreements to refer clients to its affiliates. Under such arrangements, CCAL would receive compensation for such referrals.

Item 15 Custody

CCAL does not provide custodial services to its clients. Client assets are held with banks, registered broker-dealers, or other qualified custodians

CCAL will cause the Funds, Managed Accounts and any related special purposes vehicles which it manages to maintain its funds and securities with a qualified custodian, which may include a U.S. bank, an SEC-registered broker-dealer, a CFTC-registered futures commission merchant, and a foreign financial institution that segregates client assets.

In addition, each Fund, Managed Account or special purpose vehicle is required to be audited at least annually and to provide audited financial statements to its investors within 120 days after the end of its fiscal year. (Otherwise, the relevant fund custodian will send each such fund investor at least a quarterly account statement showing such fund's positions and NAV, and the fund's aggregate account transactions during the quarter. In addition, a surprise examination of the relevant fund will be conducted by a qualified independent accountant.)

Item 16 Investment Discretion

CCAL has the authority to determine, without obtaining specific client consent, the investments and temporary investments. A Fund will acquire, subject in each case to the limitations and restrictions described in the funds' offering materials and governing documents (in the case of the funds) and the investment advisory agreements. A fund or account may receive distributions from an Investment Fund in kind in the form of securities of portfolio companies, some of which may be illiquid or restricted securities. With respect to such distributions, CCAL may have the discretion to sell such securities and distribute the cash proceeds, distribute such securities in kind or offer the funds' investors the option, subject to CCAL's consent, either to receive the securities in kind or have the fund sell them and distribute the cash proceeds. While CCAL will use reasonable efforts in such instances to sell or to distribute marketable securities promptly, investors will bear any associated costs or market risks during the disposition process.

Managed Accounts. The relevant advisory agreement and related account documentation will specify the investment authority (including limitations on it) granted to CCAL by the holder of the Managed Account.

Item 17 Voting Client Securities

CCAL has been delegated the authority to vote investment proxies on behalf of certain of its clients and has adopted written policies that are reasonably designed to ensure proxies are voted in the best interest of its clients and to resolve conflicts of interest (the "Policies"). The general policy is to vote proxy proposals, amendments, consents or resolutions relating to client securities, including interests in private investment funds, if any, in a manner that serves the best interests of client accounts, as determined by CCAL in its discretion. Clients may request a copy of the Policies and the proxy voting record relating to their account by contacting CCAL. CCAL is also FSA regulated and compliant with the UK Stewardship Code (the "Code") which requires conflict of interests to be referred to legal and compliance and documented, together with any compensating controls that have been established to mitigate any conflict as set forth in the Policies. Furthermore, pursuant to the Code, each business within CCAL that trades equities also undertakes to review and make available its voting record to its clients on an annual basis.

Item 18 Financial Information

All client fees owed to CCAL are either paid in arrears or paid less than six months in advance. Under relevant SEC rules, this means that CCAL is not required to disclose information about its financial position or balance sheets. Nonetheless, we confirm that we believe that CCAL has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has never been the subject of a bankruptcy proceeding.