

PART 2A OF FORM ADV: FIRM BROCHURE



RA CAPITAL MANAGEMENT, LLC

**20 Park Plaza, Suite 1200
Boston, MA 02116**

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This brochure provides information about the qualifications and business practices of RA Capital Management, LLC (“RA Capital” or the “Adviser”). If you have any questions about the contents of this brochure, please contact us at 617-778-2500. 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 RA Capital also is available on the SEC’s website at www.adviserinfo.sec.gov.

RA Capital is registered as an investment adviser with the SEC under the U.S. Investment Advisers Act of 1940, as amended (the “Advisers Act”). SEC registration does not imply a certain level of skill or training.

ITEM 2 – MATERIAL CHANGES

There are no material changes to report since the Adviser filed the initial version of its Brochure on February 14, 2012.

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ITEM 4 – ADVISORY BUSINESS

RA Capital Management, LLC (“RA Capital” or the “Adviser”) provides discretionary investment advisory services to RA Capital Healthcare Fund, L.P. (the “Domestic Fund”) and RA Capital Healthcare International Fund, Ltd (the “Offshore Fund” and with the Domestic Fund, the “Funds”) and a separately managed Account (the “Account” and, together with the Funds, the “Advisory Clients”). RA Capital Management was organized under the laws of the State of Massachusetts in 2004. The Funds are open only to certain financially sophisticated and high net-worth individuals and entities, as more fully discussed in Item 7, and are organized in a master-feeder structure (the feeder fund, a “Feeder Fund,” and the master fund, the “Master Fund”).

RA Capital is principally owned by Peter Kolchinsky (the “Portfolio Manager”).

RA Capital focuses its investment advisory services on the healthcare and life sciences industries. The terms and investment objectives and strategies applicable to the Funds are set forth in a confidential memorandum or similar documents provided to Investors prior to the time of an investment. RA Capital has broad and flexible investment authority with respect to the Funds.

RA Capital also provides discretionary investment advisory services to the Account in accordance with the same investment parameters as the Funds.

RA Capital does not tailor its advisory services to the individual needs of investors in the Funds (“Fund Investors”) and does not accept Fund Investor imposed investment restrictions.

When deemed appropriate, RA Capital has established, and may in the future establish, separately managed accounts for particular investors. These Accounts are subject to investment objectives, guidelines, restrictions, fee arrangements and other terms that are individually negotiated. These Account relationships generally involve significant account minimums.

RA Capital has entered (and may in the future enter) into agreements, or “side letters,” with Investors whereby such Investors may be subject to terms and conditions that are more advantageous than those applicable to other Investors. For example, such terms and conditions may provide for lower fees or preferential liquidity, among other rights.

As of December 31, 2012, RA Capital manages approximately \$390,959,089 of “Regulatory Assets Under Management” (as defined by the SEC), all on a discretionary basis.

ITEM 5 – FEES AND COMPENSATION

RA Capital generally charges Advisory Clients an asset based investment management fee based on the value of the Advisory Client's assets under management. In addition, Advisory Clients also pay RA Capital a performance-based fee or incentive allocation. These fees/allocation are compensation to RA Capital that is based on a share of capital gains on or capital appreciation of the assets of an Advisory Client. Fund Investors are generally subject to their share of management fees and performance-based fees/allocation indirectly through their investment in a Fund.

Fund Fees

RA Capital is compensated by Fund Investors in the form of management fees ("Management Fees") and performance-based allocations ("Performance Allocation") (which may be made to an affiliate of RA Capital). Management Fees are generally calculated monthly (regardless of a client's profits), and generally equal .1667% per month (2.0% per annum), payable on the first day of each month. Management Fees are prorated for partial months. Performance Allocations generally equal 20% of profits, subject to a customary high-watermark. The calculation of the Performance Allocation is complex and Investors and prospective Investors should carefully review the more detailed terms set forth in offering and governing documents.

Management Fees and Performance Allocations are not negotiable but may be waived or modified in the sole discretion of RA Capital.

RA Capital deducts fees from Fund Investor assets invested in the Funds. Investors do not have the ability to choose to be billed directly for fees incurred. Management fees are generally calculated and paid monthly in advance and performance-based fees and allocations (when applicable) are generally paid annually. Management fees are prorated for partial months, if applicable.

In addition to fees payable to RA Capital, the Funds (and therefore Fund Investors) may pay a variety of expenses, including but not limited to:

- A pro rata share of master fund expenses, if applicable;
- the expenses of the organization of the Fund and all offerings of Interests in the Funds;
- all operating expenses, including interest, taxes, custodial fees, brokerage commissions paid in the course of the purchase or sale of securities, and legal and accounting expenses; and
- other similar expenses related to the Funds.

It is critical that Fund Investors refer to their respective Fund's private placement memorandum (or similar materials) and governing documents for a complete understanding of fees they may incur and how such fees are deducted from their assets. The information contained herein is a summary only and is qualified in its entirety by such documents.

Account Fees

Fee arrangements with the Accounts are individually negotiated and are generally based on assets under management and may include performance-based fees. Management fees are prorated for partial months, if applicable.

Account owners may negotiate the terms of their investment management agreements and are generally billed for management fees monthly in advance and for performance-based fees annually.

ITEM 6 - PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

As described in Item 5 above, all of RA Capital's Advisory Clients are subject to performance-based fees. It should be noted that such a compensation arrangement may create an incentive for RA Capital to effectuate larger and more risky transactions than would be the case in the absence of such form of compensation. Since the performance-based fees are calculated on a basis that includes unrealized appreciation of Advisory Client assets, such allocation may be greater than if it were based solely on realized gains. Investors are provided with clear disclosure as to how performance-based compensation is charged with respect to a particular Fund and the risks associated with such performance-based compensation prior to making an investment.

RA Capital recognizes that it is a fiduciary and as such must act in the best interests of the Advisory Clients. Further, RA Capital recognizes that it must treat all Advisory Clients fairly and must refrain from favoring one Advisory Client's interests over another's.

ITEM 7 – TYPES OF CLIENTS

As previously described in Item 4, RA Capital's clients consist of private investment funds and a separately managed account for institutional or sophisticated investors. With respect to the Funds, any initial and additional subscription minimums are disclosed in the relevant offering documents, and may be waived or modified by RA Capital or its affiliates (as the case may be), but not below applicable minimums set forth in the Funds' governing documents. The Funds are open only to certain financially sophisticated investors who meet eligibility criteria. With respect to the Accounts, RA Capital determines the minimum investment amounts on a case-by-case basis. In general, such Accounts involve significant minimum investments.

ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Methods of Analysis

RA Capital anticipates that its due diligence will include, in particular cases, interviews with management, clinical investigators, physicians and sell-side research analysts. The Adviser may conduct extensive surveys of physicians to identify new market opportunities, may hire consulting firms to validate aspects of investment theses where significant capital may be deployed, and may even take Board seats or observer positions.

Investment Strategies

RA Capital will make long and short investments in a variety of healthcare and life sciences companies with products ranging from drugs to research tools, to diagnostics, to devices, and to services. Long investments may be made in both equity and debt. While the primary focus of the Adviser is to invest primarily in publicly-traded companies, it may make some investments in private companies if the probability of a high return appears to strongly outweigh the lack of liquidity. RA Capital will seek opportunities to short securities that have extended valuations relative to the marketplace. Due to the unlimited losses that come with shorting securities, the Adviser's short exposure will be more diversified than the long exposure with any one short position rarely being more than several percent of RA Capitals' assets under management unless hedged with options to limit potential losses.

RA Capital may borrow funds in order to increase its investment capabilities. The Adviser foresees only moderate use of leverage in the Funds' investment portfolio and will in any case comply with all applicable margin and other limits. Borrowed funds will be collateralized by the RA Capital's securities and other assets. The Funds' governing documents do not impose limits on the types of securities or other instruments in which the Funds may invest, the concentration of its investments by industry, country, type of security, amount of leverage it may employ or the number or nature of short positions it may take. RA Capital may invest a portion of its assets in securities for which there is no ready market. Further, depending on conditions and trends in securities markets, the Adviser may pursue strategies and employ techniques other than those described above, to the extent the Adviser considers doing so appropriate and in the Advisory Clients' best interests.

Material Risks

Achievement of the Adviser's Investment Objective

No guarantee or representation is made that the RA Capitals' investment strategy will be successful. The Adviser's investment program may include such investment techniques as leverage, short sales, illiquid investments, and limited diversification which practices can, in certain circumstances, maximize the adverse impact to which the Funds' investments may be subject. No assurance can be given that the Adviser will achieve its investment objective or that the ultimate achievement of the Adviser's investment objective will be profitable for all of the Funds.

Unspecified Investments

Funds must rely on the ability of RA Capital and its employees to identify and make investments consistent with the Funds' investment strategy. Fund Investors neither participate in the making of any investment decisions nor have the opportunity to evaluate personally the relevant economic, financial and other information used by the Adviser in its selection, monitoring and disposition of investments.

Accordingly, no purchase of Interests should be made unless prospective Fund Investors are willing to entrust all aspects of the management and investments of the Fund to the Adviser.

No Diversification

The Funds' assets will have limited diversification. Although the Funds may trade a variety of securities, it is anticipated that the Fund's portfolio will be invested primarily in publicly-traded U.S. equities in the healthcare and life-sciences sectors. Accordingly, the Fund's portfolio may not be diversified among types of securities or a wide range of issuers. In addition, there are no limits on how much the Funds may invest in the securities of a single company. Accordingly, the investment portfolio of the Funds may be subject to more rapid change in value than would be the case if the Funds were required to maintain investments in a large number of securities and maintain a wide diversification among industries, areas, types of securities and issuers.

Lack of Liquidity of Fund Assets

Fund assets may, at any given time, include securities and other financial instruments or obligations which are very thinly traded or which are restricted as to their transferability under applicable securities laws. The Funds may own securities that are relatively liquid when acquired but that become illiquid after the Fund's investment. The sale of any such illiquid investments may be possible only at substantial discounts. Further, such investments may be extremely difficult to value with any degree of certainty. In addition, the size of the Fund's position in a security may limit its ability to sell the security without difficulty.

Short Sales

The Fund may engage in short sales by selling equity securities that it does not own at the time of sale. By doing so, the Fund will become obligated to purchase and deliver such securities against the short position. In the event that the price of a security increases between the short sale and the Fund's subsequent purchase of shares of that security, the Fund will suffer a loss on that transaction and the value of the Fund Investors' investments will decrease accordingly. There can be no assurance that the Fund will not suffer such losses. In theory, a short sale has the potential for unlimited loss. In connection with short sales, the Fund will have to deliver cash or United States Treasury securities or other securities to brokers to assure delivery of securities against short positions. The Fund will be able to keep only a negotiated percentage of the yield of such United States Treasury or other securities.

Use of Borrowed Funds

The Adviser may cause the Fund to leverage its investment positions by borrowing funds from securities broker-dealers, banks, or others. Such leverage increases both the possibilities for profit and the risk of loss. In a downward trending market the use of leverage for long positions could have a material adverse effect on the Fund's profitability and operations. Extensions of credit and guarantees by broker-dealers of performance of the Fund's obligations will typically be secured by the Fund's securities and other assets. Under certain circumstances, a broker-dealer may demand an increase in the collateral that secures the Fund's obligations, and if the Fund were unable to provide additional collateral, the broker-dealer could liquidate assets held in the account to satisfy the Fund's obligation to the broker-dealer. Liquidation in such manner could have materially adverse consequences. In addition, the amount of the Fund's borrowings and the interest rates on those borrowings, which will fluctuate, will have a significant effect on the Fund's profitability.

Healthcare and Life-Sciences Sector

The Funds intend to focus on investments in the healthcare and life-sciences industries. Companies in these industries are subject to extensive government regulation which may change in a way adverse to the industry. Research and development in the industries is costly and long in duration and the approval of new products is lengthy and uncertain. As a result, investments in this sector may be riskier than other market sectors. In addition, the investments the Funds will make will generally be subject to certain risks inherent in the life-sciences area, including the following:

- a) *Rapid Changes.* The healthcare and life-sciences sectors are characterized by significant and rapid change. A company's research, technologies, and/or products may quickly be rendered obsolete by the research and discoveries of competitors prior to revenue generation.
- b) *Volatility.* The market value of healthcare and life-sciences companies in general has been highly volatile, with significant price fluctuations that are often unrelated to the operating performance of particular companies.
- c) *Product Failure.* The success of healthcare and life-sciences companies often hinges upon the success of one product or potential products (or a small number of products or potential products). It is possible that potential products may fail to produce intended results, produce results that were unexpected or unintended, and/or fail to obtain necessary regulatory approvals including Food and Drug Administration ("FDA") approval. In addition, the cost of obtaining such regulatory approvals could be substantial.
- d) *Product Liability Risks.* Healthcare companies, and drug companies in particular, face inherent risks of product liability exposure related to the testing and/or selling of products. Product liability claims may result in, among other things: (i) injury to reputation, (ii) withdrawal of clinical trial volunteers, (iii) litigation costs, (iv) decreased demand for products, and (v) substantial monetary awards to third parties.
- e) *Key Personnel.* Healthcare and life-sciences companies often depend on key scientific, research and/or management personnel. Such companies' abilities to pursue the development of current and future potential products depends largely on retaining the services of existing personnel and hiring additional qualified personnel to perform research and developments. Such companies may not be able to attract and retain personnel on acceptable terms given the competition for such personnel among lifesciences companies. Any such failure to attract and retain personnel might delay the development of products and result in harm to the companies' business.
- f) *Proprietary Rights.* The success of healthcare and life-sciences companies depends, in part, on the ability to maintain protection for products and/or technologies under the patent laws of the United States and other countries, and on the ability to avoid infringing the proprietary rights of others. The patent positions of healthcare and life-sciences companies can be highly uncertain and involve complex legal and factual questions. In addition, such companies often rely upon unpatented technology, trade secrets, and other confidential information that may be difficult to protect.
- g) *Government Regulations and Regulatory Approvals.* Certain product candidates of life sciences companies likely will be subject to extensive and rigorous government regulations. The FDA regulates the development, testing, manufacture, safety and record keeping, labeling, distribution and promotion of, among other things, certain medical devices and pharmaceutical products. If a company fails to comply with the FDA's requirements it may face a number of consequences, including: (i) fines; (ii) injunctions; (iii) civil penalties; (iv) recall or seizure of products; (v) total or partial suspension of production; (vi) failure of the FDA to grant pre-market clearance or approval of devices or products; (vii) withdrawal of marketing approvals; (viii) limited indicated uses for which potential products may be marketed; (ix) costly requirements imposed on activities; and (x) criminal prosecution.
- h) *Third Party Reimbursement; Healthcare Reform.* The ability of certain life-sciences companies to commercialize certain of their products and potential products depends, in part, upon the availability of reimbursement from third-party payors, such as government health administration authorities, private health insurers and other organizations. Government and other third-payors increasingly attempt to contain healthcare costs by limiting both coverage and level of

reimbursement for certain products. If government and third-party payors do not provide adequate coverage and reimbursement levels for certain products the market acceptance of those products may be drastically limited, with such limitation resulting in harm to the companies' business.

Investments in Companies with Small Market Capitalization

The Funds will invest a significant portion of their assets, either directly or through derivative securities, in securities of companies with relatively small market capitalizations. While RA Capital believes these securities can provide significant potential for profit, they can involve higher risks in some respects than investments in securities of larger companies. For example, prices of small capitalization and even some medium capitalization stocks are often more volatile than prices of large capitalization stocks and the risk of bankruptcy or insolvency of many smaller companies is higher than for larger capitalization companies. In addition, due to thin trading in some small capitalization stocks, an investment in those stocks may be considered illiquid.

Risk of Derivatives

The Partnership may trade and invest in a variety of derivative instruments. Derivatives are financial instruments or arrangements in which the risk and return are related to changes in the value of other assets such as stocks, reference rates or indices. They can provide a form of "leverage" in that they permit the Partnership to speculate on fluctuations in the prices of securities indices or other assets while investing only a small percentage of the value of the underlying securities, or other assets. Trading and investing in derivatives can be highly speculative and can entail greater risks than the risks of investing in other securities. Prices of equity derivatives are generally more volatile than prices of the securities on which they are based. A change in the market price of the underlying securities, indices or other assets or rates will cause a much greater change in the price of the derivative. The ability to profit or avoid risk through trading or investing in derivatives will depend largely on the General Partner's ability to anticipate changes in the prices of underlying assets, reference rates or indices.

Investors and prospective Investors are provided with investment offering documents that contain a detailed description of the risks related to an investment in the Fund and are advised to carefully review all risk factors set forth in the relevant offering documents.

ITEM 9 – DISCIPLINARY INFORMATION

Not applicable to the Adviser.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Neither RA Capital nor its management persons are registered or have an application pending to register as a broker-dealer or registered representative of a broker-dealer.

Neither RA Capital nor its management persons are registered or have an application pending to register as a futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of the foregoing entities.

In addition, the following individuals are directors of the offshore Feeder Fund:

- James M. Keyes
- Peter Kolchinsky

As disclosed in Item 6.A of RA Capital's Form ADV Part 1, Mr. Kolchinsky is the sole member of TechAtlas Group, LLC, ("TechAtlas") a firm that provides mapping and surveillance products for companies in the healthcare industry, including but not limited to companies in which RA Capital's Advisory Clients may be invested. RA Capital employees may dedicate some time to the TechAtlas. Such potential conflict of interest is managed by RA Capital's implementation of the Code of Ethics (as discussed in greater detail in Item 11 below), which recognizes that RA Capital and its employees are fiduciaries to Advisory Clients and must place the interests of Advisory Clients and Investors over their own. All employees of RA Capital are required to acknowledge their receipt and understanding of the Code of Ethics.

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

RA Capital's Code of Ethics (the "Code") is designed to meet the requirements of Rule 204A-1 of the Investment Advisers Act of 1940 (the "Advisers Act"). The Code applies to RA Capital's "Access Persons." Access Persons include, generally, any partner, officer or director of RA Capital and any employee or other supervised person of RA Capital who, in relation to the Advisory Clients, (1) has access to non-public information regarding any purchase or sale of securities, or non-public information regarding securities holdings or (2) is involved in making securities recommendations, executing securities recommendations, or has access to such recommendations that are non-public. All RA Capital employees are deemed to be Access Persons.

The Code sets forth a standard of business conduct that takes into account RA Capital's status as a fiduciary and requires Access Persons to place the interests of Advisory Clients above their own interests and the interests of RA Capital. The Code requires Access Persons to comply with applicable federal securities laws. Further, Access Persons are required to promptly bring violations of the Code to the attention of RA Capital's Chief Compliance Officer (the "Chief Compliance Officer"). All Access Persons are provided with a copy of the Code and are required to acknowledge receipt of the Code upon hire and on at least an annual basis thereafter.

The Code also sets forth certain reporting and pre-clearance requirements with respect to personal trading by Access Persons. Access Persons must provide the Chief Compliance Officer with a list of their personal accounts and an initial holdings report within 10 days of becoming an Access Person. In addition, Access Persons must provide annual holdings reports and quarterly transaction reports in accordance with Advisers Act Rule 204A-1. Access Persons are generally not permitted to trade for their personal accounts any security with a market capitalization under \$5 billion in the health and life sciences sector, unless the security has been placed on a list of allowable securities. Access Persons are prohibited from transacting in any security on RA Capital's Restricted List.

RA Capital employees may also invest directly in the Funds. It should be noted that investments in the Funds made by such parties generally will not be subject to the Management Fee and Performance Allocation described in Item 5 above.

The fact that RA Capital's employees may have financial ownership interests in the Funds creates a potential conflict in that it could cause RA Capital to make different investment decisions than if such parties did not have such financial ownership interests. RA Capital addresses this potential conflict by impressing upon Access Persons their fiduciary duty to act in the best interests of advisory clients and Investors and by requiring Access Persons to submit securities holdings and transaction reports in accordance with Rule 204A-1.

RA Capital has a material financial interest with respect to fees paid by Advisory Clients and Fund Investors. Management fees are payable without regard to the overall success or income earned by the Advisory Clients and therefore may create an incentive on the part of RA Capital to raise or otherwise increase assets under management to a higher level than would be the case if RA Capital were receiving a lower or no management fee. Performance-based fees may create an incentive for RA Capital to make investments that are riskier or more speculative than in the absence of such incentive allocations.

RA Capital's employees also invest directly in certain of the Funds. It should be noted that investments in the Funds made by such parties generally are not subject to the management or performance-based fees described in Item 5 above.

The fact that RA Capital's employees have financial ownership interests in certain of the Funds creates a potential conflict in that it could cause RA Capital to make different investment decisions than if such parties did not have such financial ownership interests. Such potential conflicts are addressed by the personal securities transaction pre-clearance and holding requirements described in this section.

RA Capital addresses these potential conflicts through regular monitoring of the Advisory Client portfolios for consistency with Advisory Client objectives, strategies, and target capacity. Further, RA Capital carefully considers the risks involved in any investments and RA Capital provides extensive disclosure to Fund Investors regarding the potential risks that come with an investment in the Funds or through a separately managed account. The Code requires Access Persons to place the interests of Advisory Clients over their own or those of RA Capital, and all Access Persons are required to acknowledge their receipt and understanding of the Code.

RA Capital recognizes the potential conflict when employees of an investment adviser make transactions in their personal securities accounts. RA Capital reduces this risk by requiring Access Persons to pre-clear personal account transactions in initial public offerings, limited offerings, and prohibiting Access Persons from transacting in any security with a market capitalization under \$5 billion in the health and life sciences sector, unless the security has been placed on a list of allowable securities.

As noted above, RA Capital's Access Persons have purchased interests in certain of the Funds. RA Capital believes that when Access Persons invest in a Fund it aligns Access Persons' interests with those of Fund Investors.

ITEM 12 – BROKERAGE PRACTICES

RA Capital is authorized to determine the broker-dealers used to execute trades and to negotiate any commissions paid on such transactions. RA Capital's primary consideration in placing transactions with particular broker-dealers is to obtain execution in the most effective manner possible. RA Capital also takes into account a variety of other factors, including the financial strength, integrity and stability of the broker-dealer and the commissions to be paid. RA Capital may also consider the quality comprehensiveness and frequency of available research and other products and services considered to be of value. The products and services furnished by broker-dealers may include, among other things, written information and analyses concerning specific securities, companies or sectors; market, financial and economic studies and forecasts, statistics and pricing or appraisal services, discussion with research personnel, special execution capabilities, order of call and the availability of stocks to borrow for short trades.

RA Capital is authorized to pay brokerage commissions which may be in excess of the lowest rates available to brokers who execute transactions for the Funds or who otherwise provide brokerage and research services utilized by RA Capital. However, RA Capital must first determine in good faith that the amount of each such commission paid to a broker is reasonable in relation to the value of the brokerage and research services provided by such broker viewed in terms of either the particular transaction to which the commission relates or RA Capital's overall responsibilities with respect to accounts as to which the Firm exercises investment discretion. Accordingly, the Funds may be deemed to be paying for research and other products and services with "soft" or commission dollars.

Any use of commissions or "soft dollars" generated by the Funds to pay for brokerage and research products or services will fall within the safe harbor created by Section 28(e) of the U.S. Securities Exchange Act of 1934, as amended. Where a product or service obtained with commission dollars provides both research and non-research assistance to the Funds, RA Capital will make a reasonable allocation of the cost that may be paid for with commission dollars.

When RA Capital uses soft dollars to obtain research or other products or services from broker-dealers, it receives a benefit because it does not have to produce or pay for the research, products or services. RA Capital also has the authority to cause the Funds to pay brokers directly for research.

Further, RA Capital has an incentive to select or recommend a broker-dealer based on its interest in receiving the research or other products or services, rather than on a client's interest in receiving most favorable execution.

Such soft dollar benefits may be used to service all of RA Capital's clients and not just those that paid for the benefits. It is anticipated that any soft dollar benefits received by RA Capital will be applicable to all of RA Capital's clients.

When the purchase and sale of securities is considered to be in the best interest of more than one Advisory Client, the securities to be purchased or sold may be aggregated in order to obtain superior execution and/or lower brokerage expenses. Advisory execution prices for identical securities purchased or sold on behalf of multiple accounts in any one day may be (but are not required to be) averaged. In such instances, allocation of prices, as well as expenses incurred in the transaction, will be made in a manner that RA Capital considers to be equally as favorable to the Funds as to any other party.

Allocation of investment opportunities among the Funds and other Accounts managed by RA Capital or one of its affiliates will be made by RA Capital based upon the investment objectives and investment portfolio of the Funds and such other Accounts.

ITEM 13 – REVIEW OF ACCOUNTS

The Advisory Client portfolios are under continuous review by the Portfolio Manager. Such reviews include a review of existing investments, potential investments, investment policy, the suitability of the investments used to meet policy objectives, cash availability, and investment objectives. The Portfolio Manager considers, among other things, investment performance, the portfolio's sensitivity to market changes, and whether anything has changed subsequent to an initial investment decision that impacts the risk or potential return.

Fund Investors may receive the following:

- monthly performance letters for certain of the Advisory Clients;
- unaudited quarterly performance letters;
- annual audited financial statements; and
- K-1s (Fund Investors in the Master Fund only).

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

Not applicable to the Adviser.

ITEM 15 – CUSTODY

RA Capital and its affiliates are deemed to have custody of Advisory Client funds and securities by virtue of their status as investment manager and general partner. The qualified custodians are National Financial Services, LLC, 200 Seaport Boulevard, Boston, MA 02210 and Goldman, Sachs & Co., 200 West Street, 3rd Floor, New York, NY 10282..

To ensure RA Capital is in compliance with Rule 206(4)-2 under the Advisers Act, RA Capital or the Funds' administrators provide Fund Investors with audited financial statements for their respective Funds within 120 days of the end of such Funds' fiscal years (i.e., generally by April 30). Fund Investors should carefully review such statements.

ITEM 16 – INVESTMENT DISCRETION

RA Capital has discretionary authority to manage securities accounts on behalf of the Funds, and is authorized to make transaction for the Funds. As explained in Item 4.C above, each Fund's investment strategy is set forth in detail in such Fund's prospectus and governing documents. Fund Investors do not have the ability to impose limitations on the discretionary authority of RA Capital. Fund Investors must execute a subscription agreement in which they make various representations, including representations regarding their suitability to invest in a high-risk investment pool. Further, Fund Investors in the domestic Fund must execute a limited partnership agreement that contains a power of attorney.

RA Capital has discretionary authority to manage Accounts for certain Advisory Clients. Such Accounts are subject to investment objectives, guidelines, and restrictions, and fee arrangements, as well as other terms that are individually negotiated with each Account owner, and set forth in an investment management agreement (or similar agreement).

ITEM 17 – VOTING CLIENT SECURITIES

RA Capital has authority to vote the securities of certain Advisory Clients. RA Capital understands and appreciates the importance of ensuring that its proxy voting procedures are clearly described to Advisory Clients and Investors.

All proxies will be provided to the Portfolio Manager (or his Designated Person) who, prior to voting any proxies, will determine if there are any conflicts of interest related to the proxy in question. If a potential conflict is identified, the Portfolio Manager will inform the Chief Compliance Officer of the details of such proxy and the perceived conflict of interest. The Portfolio Manager and the Chief Compliance Officer together will make a determination as to whether the conflict is material. If no material conflict is identified, RA Capital will vote the proxy in question in accordance with the best interest of the relevant Advisory Client(s).

If a material conflict is identified by the Portfolio Manager and Chief Compliance Officer, RA Capital will generally seek to mitigate the conflict by either appointing an independent third party to vote such proxies or disclosing the conflict to affected Advisory Clients (or Fund Investors) and giving such Advisory Clients (or Fund Investors) the opportunity to vote the proxies in question themselves.

RA Capital delivers completed proxies in accordance with instructions related to such proxy. RA Capital keeps a record of its proxy voting policies and procedures, proxy statements received, votes cast, communications received and internal documents created that were material to voting decisions and Investor requests for proxy voting records and RA Capital's response.

Fund Investors do not have the ability to direct proxy votes.

Advisory Clients and Fund Investors may obtain additional information regarding how RA Capital voted proxies and may obtain a copy of RA Capital's proxy voting policies and procedures by contacting the Chief Compliance Officer, Amanda Daniels, at adaniels@racap.com.

ITEM 18 – FINANCIAL INFORMATION

Not applicable to the Adviser.