

**ITEM 1**

**COVER PAGE**

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**PART 2A OF FORM ADV: FIRM BROCHURE**

**GLG Partners LP**

November 14, 2013

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GLG Partners LP

1 Curzon Street  
London W1J 5HB  
England

Phone: 44 20 7016 7000

Fax: 44 20 7016 7200

Website: [www.man.com](http://www.man.com)

This brochure (this "Brochure") provides information about the qualifications and business practices of GLG Partners LP. If you have any questions about the contents of this Brochure, please contact us at 44 20 7016 7000 and/or [MILDNCompliance@maninvestments.com](mailto:MILDNCompliance@maninvestments.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority.

*GLG Partners LP is registered as an investment adviser with the SEC. Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.*

Additional information about GLG Partners LP also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**ITEM 2**  
**MATERIAL CHANGES**

This is GLG Partners LP's first Brochure.

## ITEM 3

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## ITEM 4

### ADVISORY BUSINESS

#### A. General Description of Advisory Firm

GLG Partners LP is a limited partnership registered under the Limited Partnership Act of 1907 of England and Wales which is authorized and regulated by the Financial Conduct Authority in the United Kingdom ("GLG Partners LP"), and provides advisory or sub-advisory services to non-U.S. investment management companies, managed accounts and pooled investment vehicles on either a discretionary or non-discretionary basis. GLG Partners LP provides discretionary or non-discretionary investment advice and/or management services according to the stated investment objectives, restrictions and policies of each client. The general partner of GLG Partners LP is GLG Partners Limited which is ultimately owned by Man Group plc, which is listed on the London Stock Exchange and is a component of the FTSE 250 Index. Man Group plc, through its investment management subsidiaries (collectively, "Man"), is a global alternative investment management business and provides a range of fund products and investment management services for institutional and private investors globally. As of September 30, 2013, Man had approximately \$52.5 billion of funds under management.

GLG Partners LP has full discretionary advisory investment management authority with respect to investment decisions for non-U.S. pooled investment vehicles, including private funds (the "Funds") and managed accounts. GLG Partners LP's advice with respect to the Funds and managed accounts is made in accordance with the investment objectives and guidelines as set forth in the applicable GLG Partners LP Fund's offering memorandum or the managed account's investment management agreement. Certain clients of GLG Partners LP invest in the Funds and those clients have been reflected in responses to these questions as investors in the Funds.

As used herein, the term "client" generally refers to each Fund and each beneficial owner of a managed account.

GLG Partners LP does not have discretionary authority with respect to all client accounts. However, with respect to non-discretionary accounts, GLG Partners LP does have on-going responsibility to select or make recommendations, based upon the needs of the client, as to specific securities or other investments the account may purchase or sell and, if such recommendations are accepted by the client, GLG Partners LP is responsible for arranging or effecting the purchase or sale.

GLG Partners LP may utilize investment management, research and trading services of certain of its affiliates in providing services to its clients.

**B. Description of Advisory Services**

Please see Item 8 herein.

*This Brochure generally includes information about GLG Partners LP and its relationships with its clients and affiliates. While much of this Brochure applies to all such clients and affiliates, certain information included herein applies to specific clients or affiliates only.*

*This Brochure does not constitute an offer to sell or solicitation of an offer to buy any securities. The securities of the Funds are offered and sold on a private placement basis under exemptions promulgated under the Securities Act of 1933, as amended (the "Securities Act"), and other exemptions of similar import under U.S. state laws and the laws of other jurisdictions where any offering may be made. In the U.S., shares in the Funds are generally offered on a private placement basis to U.S. persons, and outside the U.S., in accordance with Regulation S of the Securities Act with respect to non-U.S. persons, and subject to certain other conditions, which are fully set forth in the offering documents for the Funds. The interests in the Funds are generally offered in the U.S. on a private placement basis, pursuant to Section 3(c)(7) of the Company Act, to persons who are "accredited investors" as defined under the Securities Act and "qualified purchasers" as defined under the Company Act, and subject to certain other conditions, which are set forth in the offering documents for the Funds. Persons reviewing this Brochure should not construe this as an offer to sell or solicitation of an offer to buy the securities of any of the Funds described herein. Any such offer or solicitation will be made only by means of a confidential private placement memorandum.*

**C. Availability of Customized Services for Individual Clients**

GLG Partners LP's investment decisions and advice with respect to each Fund are subject to the Fund's investment objectives and guidelines, as set forth in its offering documents. Similarly, GLG Partners LP's investment decisions and advice with respect to each managed account are subject to each client's investment objectives and guidelines, as set forth in the client's investment management agreement, as well as any written instructions provided by the beneficial owner to GLG Partners LP.

A Fund may issue other classes, sub-classes, tranches, sub-tranches and/or series (or sub-series) of shares or interests, as applicable, in the future (or enter into "side letter" agreements with certain investor(s) that alter, modify or change the terms of the shares or interests, as applicable, held by the investor(s)), which may differ and may be more favorable from the shares or interests, as applicable, currently offered by the Fund in terms of, among other things, the performance compensation, the management fee, redemption rights (including redemption dates and notice periods), currency denomination, minimum and additional subscription amounts, informational rights and other rights. New classes, sub-classes, tranches, sub-tranches and/or series (or sub-series) of shares or interests, as applicable, may be issued (or "side letter" agreements may be entered into) by a Fund's board of directors, in its sole

discretion, on behalf of the Fund, in consultation with GLG Partners LP, without providing prior notice to, or receiving consent from, existing investors. The terms of such classes, sub-classes, tranches, sub-tranches and/or series (or sub-series) or "side letter" agreements will be determined by the board of directors, in its sole discretion, in consultation with GLG Partners LP. In general, a Fund will not be required to notify investors of any such "side letter" agreements or any of the rights and/or terms or provisions thereof, nor will a Fund be required to offer such additional and/or different rights and/or terms to any or all of the other investors.

**D. Wrap Fee Programs**

GLG Partners LP does not participate in wrap fee programs.

**E. Assets Under Management**

GLG Partners LP manages approximately \$19.569 billion in regulatory assets under management on a discretionary basis as of September 30, 2013.



## ITEM 5

### FEES AND COMPENSATION

GLG Partners LP does not maintain a basic fee schedule. Fees for each client are determined on a case-by-case basis. In general, the following is a description of the types of fees GLG Partners LP charges its clients:

#### A. Advisory Fees and Compensation

##### 1. GLG Partners LP Funds

Fees charged to the Funds are fully described in the respective Funds' offering document. Generally, with respect to the Funds, GLG Partners LP or its affiliates (i) charge a monthly management fee in arrears at annualized rates generally ranging from 0.5% to 2.75%, and (ii) charge performance fees generally 20% of net profits and in some cases subject to a "high water mark" calculated and payable semi-annually, annually or at the time of a redemption/withdrawal in arrears. The specific level of fees depends upon various factors, including the availability of certain share classes, which may be closed to new investors.

Certain share classes of the Funds charge performance fees on a class-by-class (or series-by-series) basis in order to maintain a single net asset value per share within each class (or series, as applicable). In general, this calculation is effected by taking the aggregate amount of appreciation in net asset value with respect to all shares within a class or series, as applicable, for the relevant performance period, and then charging a performance fee generally 20% of such aggregate amount of appreciation to the class or series, as applicable, as a whole. This means that, where a performance fee is payable in respect of a class or series, as applicable, the net asset value per share of all shares in that class or series, as applicable, is reduced equally to reflect the payment of the per share average of the aggregate performance fee for the class or series, as applicable, as a whole, and not the individual performance of those shares, during the relevant performance period. Since the net asset value per share of all shares within such class is reduced to reflect the payment of the performance fee attributable to such class or series, as applicable, it is possible that (a) the net asset value of the shares in such class or series, as applicable, that are held by an investor may reflect the payment of a performance fee even though the net asset value of such shares experienced no appreciation or even depreciated during the relevant period, and (b) the net asset value of shares held by an investor may bear a disproportionate amount of the performance fee relative to the actual appreciation that such shares experienced during the relevant period. In these cases, the performance fee attributable to a share that is redeemed at any time other than at a date as of which the performance fee is calculated (a "Calculation Date") shall be determined separately for the share that is being redeemed. Accordingly, when a share is redeemed at any time other than at a Calculation Date: (i) the performance fee attributable to such share could be different from the performance fee that would be payable if such share was not redeemed until the Calculation Date; and (ii) the holder redeeming such share would not get the benefit of, or suffer the

disadvantage of, the allocation of the performance fee across the class or series, as applicable, as a whole.

In the alternative, certain share classes of the Funds may charge performance fees using the full equalization method, which computes fees on a share-by-share basis so that performance fees are only paid on shares that have appreciated in value during the relevant performance period.

The manager to the Funds also charges an administration fee of up to 0.50% per annum of average net asset value paid monthly. The fees of the administrator and the investment manager for performing administration services are paid out of the administration fee. Certain share classes in the Funds may be subject to distribution fees ranging from 1.0% to 1.25% per annum of the average net asset value paid monthly, which may be used for distribution and sales costs of the shares, including payments to affiliated and/or unaffiliated distributors. The manager to the Funds may from time to time in its sole discretion and out of its own resources decide to rebate to some or all investors or to intermediaries part or all of the management and/or performance fees and/or distribution fees.

Certain share classes may also be subject to up-front sales charges of up to 5% of the initial amount invested, and may be subject to contingent deferred sales charges depending upon the length of time that the shares in the Funds are held as further described in the Funds' offering documents. Sales charges and contingent deferred sales charges may be reduced or waived at the sole discretion of the manager of the Funds. It is not currently intended that the Funds will assess such sales or contingent deferred sales charges although the Funds reserve the right to do so in the future. Certain share classes in the Funds may be subject to redemption fees if the shares are redeemed before certain holding periods have elapsed. These redemption fees may be waived for each investor by the directors of the Funds. Schedules of fees and performance based fees are set forth in the offering document for each of the Funds, which should be consulted by any prospective investor to determine the applicable level of fees or allocations, when fees are paid, and any conditions on redemptions from the Funds.

GLG Partners LP or its affiliates may also invest Fund assets in investments that charge additional fees or are subject to additional allocations (including other Funds advised by GLG Partners LP or its affiliates ("Affiliated Funds")). Investors may therefore indirectly bear (i) advisory fees or an allocation (including management, performance, administrative, or other fees or a performance allocation) to GLG Partners LP or its affiliates and (ii) fees charged by the underlying investment. Investments that charge additional fees may include, but are not limited to, money market funds, short-term investment vehicles, exchange traded funds, pooled investment vehicles, special purpose investment vehicles and alternative investment vehicles. If a Fund invests in any Affiliated Fund, the performance compensation and management fee will generally be waived by such Affiliated Fund. The administrative fee (if any) may or may not be waived.

**B. Payment of Fees**

Fees and compensation paid to GLG Partners LP or its affiliates by the Funds or managed accounts that it manages are generally paid by the client from its assets. Management fees are generally paid on either a monthly or quarterly basis in arrears and the performance compensation is generally deducted on a semi-annual or annual basis or at the time of a redemption or withdrawal, as applicable, or more frequently as agreed with the client.

**C. Additional Fees and Expenses**

Not all of GLG Partners LP's Fund investors bear all of the expenses set forth below and in some cases may even bear additional expenses not included herein. The following sets forth the expenses that GLG Partners LP's Fund investors may generally bear: To the extent permitted under the applicable documents, each client bears its own operating and other expenses and its *pro rata* portion of master fund expenses, if applicable, including, but not limited to, fees paid to administrators; fees paid to custodians; investment-related expenses (*e.g.*, brokerage commissions (see Item 12 for more information on brokerage expenses) and transaction costs, clearing and settlement charges, interest expense, consulting, investment banking and any other professional fees or compensation relating to particular investments or contemplated investments and research-related expenses, including, without limitation, news and quotation equipment and services (including fees for data and software providers)); expenses relating to third-party valuation services; expenses relating to reports provided to members; external legal and compliance expenses (which include, without limitation, responding to formal and informal inquiries, subpoenas, investigations and other regulatory matters, indemnification expenses and expenses associated with regulatory filings relating to the Fund and/or master fund and the master fund's investments, if applicable); external accounting, audit and tax preparation expenses; directors fees; organizational expenses; expenses relating to the offer and sale of interests and/or shares; entity-level taxes; expenses related to the maintenance of the Fund's registered office; and corporate licensing expenses.

A Fund may also pay certain other costs and expenses incurred in its operation, including without limitation, withholding taxes that may arise on securities, registration fees and other expenses due to regulatory, supervisory or fiscal authorities in various jurisdictions, insurance, promotional and marketing expenses and all professional and other fees and expenses in connection therewith and the cost of publication of the net asset value of the Fund's shares, if applicable.

GLG Partners LP's employees may invest in one or more Affiliated Funds. GLG Partners LP's employees are generally charged a management fee and subject to performance based compensation by these Affiliated Funds subject to GLG Partners LP's right to charge a discounted fee or allocation in its sole discretion.

Each managed account may bear certain of the fees and expenses described above. The expenses borne by a managed account are set forth in the managed account's investment management agreement.

## **ITEM 6**

### **PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

GLG Partners LP accepts performance-based fees for some, but not all clients it provides investment advisory services, as described above. GLG Partners LP may face a conflict of interest by managing accounts that are subject to a performance-based fee or allocation and accounts that are not subject to a performance-based fee or allocation, including that GLG Partners LP may have an incentive to favor accounts for which it receives performance-based fees or allocations. GLG Partners LP also may have an incentive to favor accounts from which GLG Partners LP will receive a performance fee calculated at a higher rate over accounts from which GLG Partners LP will receive a performance fee or allocation calculated at a lower rate. Generally, GLG Partners LP addresses this conflict of interest by utilizing an investment allocation policy designed to treat all accounts fairly and equitably. Please see Item 11.B.2 below.

**ITEM 7**  
**TYPES OF CLIENTS**

GLG Partners LP provides advisory or sub-advisory services primarily to the Funds and managed accounts on either a discretionary or non-discretionary basis. The securities of these Funds are not registered under the Securities Act. In addition, the Funds are not registered under the Company Act, and may or may not be continuously offered.

## ITEM 8

### METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

#### A. Methods of Analysis and Investment Strategies

*The descriptions set forth in this Brochure of specific advisory services that GLG Partners LP offers to clients, and investment strategies pursued and investments made by GLG Partners LP on behalf of its clients, should not be understood to limit in any way GLG Partners LP's investment activities. GLG Partners LP may offer any advisory services, engage in any investment strategy and make any investment, including any not described in this Brochure, that GLG Partners LP considers appropriate, subject to each client's investment objectives and guidelines. The investment strategies GLG Partners LP pursues are speculative and entail substantial risks. Clients should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any client will be achieved.*

GLG Partners LP conducts its own analyses and may also use the analyses of its affiliates as well as third parties. GLG Partners LP may use many sources of information in its analyses of securities which may be obtained from its affiliates or third parties. These sources include but are not limited to: financial filings; business, economic, financial and other publications; trade journals; other money managers or financial services professionals; media sources; information from brokers including, research, models, discussions with analysts, idea meetings, and other information provided by brokers; third-party data services; external research; one-on-one conversations with company management teams, suppliers, customers, end users and sector specialists, as well as lawyers, economists, strategists, lobbyists and academic specialists. In addition, GLG Partners LP may employ third-party consultants to provide it with fundamental and technical research, including, but not limited to, information regarding various markets, industries and companies. Furthermore, GLG Partners LP may utilize other sources of information which may exist from time to time.

GLG Partners LP may employ a number of investment strategies in connection with its advisory and sub-advisory services depending upon the type and stated investment objectives of each client. These investment strategies include, but are not limited to the following which may be used for investment, hedging or speculating purposes: fundamental stock picking; long only equities; long-short equities; buying put options and call options; selling put options and call options on both a covered and uncovered basis; options and futures on equity indices; long volatility instruments; buying and selling of derivatives; securities lending; long-short debt; pairs trading; leverage; arbitrage; event driven; relative value; credit/distressed debt and offsetting positions in various credit and/or equity instruments, including unsecured and secured debt, preferred stock, common stock, derivatives or capital structure arbitrage.

Depending on the specific investment strategies pursued, GLG Partners LP may invest in one or more of the following, among others: stocks, bonds, debt instruments

(investment and non-investment grade), equity instruments (including listed and un-listed securities), exchange-traded funds ("ETFs"), loans, commodities, derivatives or other financial instruments, asset backed securities, convertible and preferred securities, and warrants, collateralized loan obligations, bank debt, floating rate notes, government bonds and preferred real or personal property or any other types of assets it can own unless otherwise specified in the fund's offering documents. The derivative instruments in which the Funds may purchase or sell include, without limitation, credit derivatives, exchange-traded or over-the-counter derivatives, swaps (including, but not limited to, basket swaps, equity swaps and total return swaps), and deliverable and non-deliverable forward contracts. The Funds also may from time to time purchase or sell currencies, forward currency contracts or other related derivative instruments.

GLG Partners LP may also engage in specific trading strategies such as algorithm trades, short term trading and others. GLG Partners LP may engage in other investment and trading strategies that may be deemed appropriate from time to time. Investment strategies utilized in the management of the Funds are described in greater detail in the offering document for each Fund managed by GLG Partners LP.

GLG Partners LP's investment programs are speculative and entail investment and market-related risks. There can be no assurance that client's investment objectives will be achieved. The client's activities could result in substantial losses under certain circumstances. Investing in securities involves risk of loss that clients should be prepared to bear.

**B. Material, Significant or Unusual Risks Relating to Investment Strategies**

The following risk factors do not purport to be a complete list or explanation of the risks involved in an investment in a Fund or managed account managed by GLG Partners LP.

*The following risk factors may not be applicable to all clients. Investments in a Fund are speculative and involve a substantial degree of risk, including the risk that an investor could lose some or all of its investment in a Fund. Prospective investors should carefully consider the risks of investing, which include, without limitation, those set forth below which are more fully described in the applicable Fund's offering documents. These risk factors include only those risks GLG Partners LP believes to be material, significant or unusual and relate to particular significant investment strategies or methods of analysis employed by GLG Partners LP and do not purport to be a complete list or explanation of the risks involved in an investment in a Fund or to clients advised by GLG Partners LP.*

**Risks of Investments in Securities Generally**

Investing in securities involves risks, including the risk that the entire amount invested may be lost. On behalf of its clients, GLG Partners LP may invest in and actively trade securities and other financial instruments using investment techniques with certain risk



characteristics, including, without limitation, risks arising from the volatility of the debt and equity markets, risks particular to emerging markets, the risks of borrowings, the potential illiquidity of securities and other financial instruments and the risk of loss from counterparty defaults. No guarantee or representation is made that a client investment objective will be achieved. GLG Partners LP may utilize such investment techniques as leverage and margin transactions, limited diversification and options and derivatives trading, which practices can, in certain circumstances, increase the adverse impact to which clients may be subject.

### **Investing in Developing Europe**

GLG Partners LP may invest on behalf of a client in countries that are not part of the G8.<sup>1</sup> The economies of such countries generally are heavily dependent upon international trade and, accordingly, have been and may continue to be adversely affected by trade barriers, exchange controls, managed adjustments in relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade. Business entities in countries outside of the G8 have only a limited history of operating in a market-oriented economy, and the ultimate impact of such countries' attempts to move toward more market-oriented economies is currently unclear. The social and economic difficulties resulting from local corruption and crime could adversely affect the value of the investments. Certain countries outside of the G8 have been developing a body of real property, securities and tax laws and laws governing corporations and other business entities. Such legal structures governing private and foreign investment and private property, where they have been implemented, are new. Laws may not exist to cover all business and commercial relationships or to protect the holders of interests in equity or debt securities adequately. Laws, regulations, and legal interpretations in less developed European countries can change quickly and unpredictably in a manner far more volatile than in the United States and certain of the more developed European countries. These changes could materially and adversely affect the investments.

### **Investing in Emerging Markets and Frontier Markets**

GLG Partners LP may cause a client to invest in investments in various markets, some of which may be considered as “emerging markets” or “frontier markets”. Many emerging markets or frontier markets are developing both economically and politically and may have relatively unstable governments and economies based on only a few commodities or industries. Many emerging market or frontier markets countries do not have firmly established product markets and companies may lack depth of management or may be vulnerable to political or economic developments such as nationalisation of key industries. Investments in companies and other entities in emerging markets or frontier markets and investments in

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<sup>1</sup> The G8 countries include Canada, France, Germany, United Kingdom, Italy, Japan, Russia and the United States.

emerging market or frontier market sovereign debt may involve a high degree of risk and may be speculative. GLG Partners LP considers that frontier markets are similar to emerging markets. However, they have smaller and fewer companies, fewer investors and less trading than emerging markets. There is also less regulation, information on companies and transparency in frontier markets. It is generally expected that frontier markets will be the next generation of emerging markets.

Risks include: (i) greater risk of expropriation, confiscatory taxation, nationalisation, social and political instability (including the risk of changes of government following elections or otherwise) and economic instability; (ii) the relatively small current size of some of the markets for securities and other investments in emerging markets issuers and the current relatively low volume of trading, resulting in lack of liquidity and in price volatility; (iii) certain national policies which may restrict a client's investment opportunities including restrictions on investing in issuers or industries deemed sensitive to relevant national interests; (iv) the absence of developed legal structures governing private or foreign investment and private property; (v) the potential for higher rates of inflation or hyper-inflation; (vi) currency risk and the imposition, extension or continuation of foreign exchange controls; (vii) interest rate risk; (viii) credit risk; (ix) lower levels of democratic accountability; (x) differences in accounting standards and auditing practices which may result in unreliable financial information; (xi) different corporate governance frameworks; (xii) lack of quality, timing and reliability of official data published by governments or government agencies; and (xiii) political instability due to government or military intervention in decision making, terrorism, civil unrest, extremism, hostilities between neighbouring countries and anti-western views.

The emerging markets or frontier markets risks described above increase counterparty risks for those clients invested in these markets. In addition, investor risk aversion to emerging markets or frontier markets can have a significant adverse effect on the value and/or liquidity of investments made in or exposed to such markets and can accentuate any downward movement in the actual or anticipated value of such investments which is caused by any of the factors described above.

Emerging markets or frontier markets are characterised by a number of market imperfections, analysis of which requires long experience in the market and a range of complementary specialist skills. These inefficiencies include: (i) the effect of politics on sovereign risk and asset price dynamics; (ii) institutional imperfections in emerging markets, such as deficiencies in formal bureaucracies and historical or cultural norms of behaviour at the level of individual economic factors; (iii) the fact that asset classes in emerging markets are still developing and the information driving markets is a small proportion of the available information, and underlying development and sovereign risk fundamentals may take days, months and sometimes years to impact asset prices; (iv) liquidity imperfections and the unpredictability of market concentration; and (v) information asymmetries, most typically the result of experience and local knowledge and the fact that some market participants have access to relevant market information that others do not. GLG Partners LP may seek to take advantage

of these market imperfections to achieve the investment objectives of the relevant clients. It is not, however, guaranteed that it will be able to do so at any time.

In the recent past, the tax systems of some emerging markets or frontier markets countries have been marked by rapid change, which has sometimes occurred without warning and has been applied with retroactive effect. In these countries, a large national budget deficit often gives rise to an acute government need for tax revenues, while the condition of the economy has reduced the ability of potential taxpayers to meet their tax obligations. In some cases, there is widespread non-compliance with tax laws, insufficient personnel to deal with the problem and inconsistent enforcement of the laws by the inexperienced tax inspectors.

In addition, the market practices in relation to settlement of securities transactions and custody of assets may not be as developed as in developed countries, increasing the risk of conducting transactions in those countries.

### **Legal Risk Relating to Investments in Emerging Markets**

Many of the laws that govern private and foreign investment, securities transactions, creditors' rights and other contractual relationships in emerging markets are new and largely untested. As a result, clients may be subject to a number of unusual risks, including inadequate investor protection, contradictory legislation, incomplete, unclear and changing laws, ignorance or breaches of regulations on the part of other market participants, lack of established or effective avenues for legal redress, lack of standard practices and confidentiality customs characteristic of developed markets, and lack of enforcement of existing regulations. Regulatory controls and corporate governance of companies in developing countries may confer little protection on investors. Anti-fraud and anti-insider trading legislation is often rudimentary. The concept of fiduciary duty is also limited when compared to such concepts in developed countries. In certain instances, management may take significant actions without the consent of investors. There can be no assurance that this difficulty in protecting and enforcing rights will not have a material adverse effect on a client and its operations. Furthermore, it may be difficult to obtain and enforce a judgment in certain of emerging market countries in which securities are invested.

### **Risk of Errors and Omissions in Information Relating to Emerging Markets**

Companies in emerging countries are generally subject to less stringent and less uniform accounting, auditing and financial reporting standards, practices and disclosure requirements than those applicable to companies in developed countries. In particular, valuation of assets, depreciation, exchange differences, deferred taxation, contingent liabilities and consolidation may be treated differently from accounting standards in more developed countries. Consequently, there is less publicly available information about an emerging country company than about a company in a developed market. Furthermore, the quality and reliability of official data published by the government or securities exchanges in emerging markets may not accurately reflect the statistics being reported.

### **Limited Diversification**

There may not be limits on GLG Partners LP's investment discretion with respect to certain Funds. At any given time, it is therefore possible that a Fund's portfolio could become significantly concentrated in any one issuer, industry, sector, strategy, country or geographic region, and such concentration of risk may increase the losses suffered by the Fund. In addition, it is possible that GLG Partners LP may select investments that are concentrated in a limited number or type of financial instruments. This limited diversity could expose a Fund to losses disproportionate to market movements in general if there are disproportionately greater adverse price movements in those financial instruments.

### **Flexible Investment Approach**

GLG Partners LP has broad investment authority, and may trade in any type of security, issuer or group of related issuers, country, region and sector that it believes will help its clients achieve their investment objectives. GLG Partners LP may also invest in and utilize, in order to manage or mitigate risk, currency spot and forward contracts, currency and interest rate futures contracts, "over the counter" and exchange-listed options and options on futures contracts. Additionally, the strategies that GLG Partners LP may pursue for its clients are not limited to the strategies described herein; furthermore, such strategies may change and evolve materially over time. GLG Partners LP will opportunistically implement whatever strategies, techniques and discretionary approaches, as well as such other investment tactics, as it believes from time to time may be suited to prevailing market conditions. GLG Partners LP may utilize such leverage, position size, duration and other portfolio management techniques as it believes are appropriate for its clients. In addition, any new investment strategy, technique and tactic developed may be more speculative than earlier investment strategies, techniques and tactics and may involve material and as-yet-unanticipated risks that could increase the risk of an investment in the Funds. Investors will not generally be informed of any changes in GLG Partners LP's strategies, techniques, discretionary approach and tactics. There can be no assurance that GLG Partners LP will be successful in applying its approach and there is material risk that an investor may suffer significant impairment or total loss of its capital.

### **Highly Volatile Markets**

The prices of derivative instruments, including, without limitation, futures and option prices, can be highly volatile. Price movements of derivative contracts in which a portfolio's assets may be invested by GLG Partners LP are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies, financial instruments, futures and options. Such intervention often is intended directly to influence prices and may,

together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations. A client's portfolio is also subject to the risk of the failure of any exchanges on which its positions trade or of their clearinghouses.

### **Leverage; Interest Rates; Margin**

GLG Partners LP may use leverage on behalf of its clients by trading on margin and/or through other direct and indirect borrowings, which at times may be substantial. The use of leverage has attendant risks and can substantially increase the adverse impact to which a client's investment portfolio may be subject. In addition, the leverage used by GLG Partners LP will be subject to the risk that changes in the general level of interest rates may adversely affect expenses and operating results.

In general, GLG Partners LP's use of short-term margin borrowings may result in certain additional risks. For example, should the securities pledged to brokers to secure the portfolio's margin accounts decline in value, the portfolio could be subject to a "margin call," pursuant to which the portfolio must either deposit additional funds with the broker, or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a sudden precipitous drop in the value of the portfolio's assets, the portfolio might not be able to liquidate assets quickly enough to pay off its margin debt. When GLG Partners LP purchases an option in the U.S., there is no margin requirement because the option premium is paid for in full. The premiums for certain options traded on non-U.S. exchanges may be paid for on margin. Whether any margin deposit will be required for over-the-counter options and other over-the-counter instruments, will depend on the credit determinations and specific agreements of the parties to the transaction, which are individually negotiated.

GLG Partners LP may leverage its clients' investment positions by borrowing funds from securities broker-dealers, banks or others, including pursuant to repurchase arrangements and/or deferred purchase agreements. Leverage may also take the form of, without limitation, any of the securities described herein, including derivative instruments which are inherently leveraged and trading in products with embedded leverage such as options, short sales, swaps and forwards. Such leverage increases both the possibilities for profit and the risk of loss. Borrowings will typically be secured by the securities and other assets held by the clients. Under certain circumstances, such a lender may demand an increase in the collateral that secures a client's obligations and if GLG Partners LP were unable to provide additional collateral, the lender could liquidate assets held in the account to satisfy a client's obligations. Liquidation in that manner could have extremely adverse consequences. In addition, interest rates will typically be affected by economic factors including, without limitation, inflation, lending rates established by central banks or similar governmental agencies, availability of credit, liquidity in the markets, and the pace of economic growth. The amount of GLG Partners LP's borrowings and the interest rates on those borrowings, which will fluctuate, may have a significant effect on a client's profitability.

## **Special Situations**

GLG Partners LP may invest in companies involved in (or the target of) acquisition attempts or tender offers or in companies involved in or undergoing work-outs, liquidations, spin-offs, reorganizations, bankruptcies or other catalytic changes or similar transactions. In any investment opportunity involving any such type of special situation, there exists the risk that the contemplated transaction either will be unsuccessful, take considerable time or will result in a distribution of cash or a new security the value of which will be less than the purchase price of the security or other financial instrument in respect of which such distribution is received. Similarly, if an anticipated transaction does not in fact occur, GLG Partners LP may be required to sell its investment at a loss. Because there is substantial uncertainty concerning the outcome of transactions involving financially troubled companies in which GLG Partners LP may invest, there is a potential risk of loss by clients of their entire investment in such companies.

## **Short Selling**

Short selling involves selling securities which are not owned and borrowing them for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows the investor to profit from declines in market prices to the extent such decline exceeds the transaction costs and the costs of borrowing the securities. The extent to which GLG Partners LP engages in short sales depends upon its investment strategy and opportunities. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost to GLG Partners LP of buying those securities on behalf of a client to cover the short position. There can be no assurance that GLG Partners LP will be able to maintain, on behalf of a client, the ability to borrow securities sold short. In such cases, GLG Partners LP can be "bought in" (*i.e.*, forced to repurchase securities in the open market to return to the lender). There also can be no assurance that the securities necessary to cover a short position will be available for purchase at or near prices quoted in the market. Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss.

In a short sale, a client would ordinarily be entitled to receive payments (at rates based in part on prevailing short-term "money market" rates) with respect to such proceeds. To complete such a transaction, GLG Partners LP would generally, on behalf of a client, borrow the security sold in order to make delivery to the buyer. The proceeds of the short sale would generally be retained by the broker, to the extent necessary to meet margin requirements, until the short position is closed out. GLG Partners LP may be required to pay, on behalf of a client, a premium to the lender of the securities, which would increase the cost of the security sold. The client would generally be obliged to replace any securities borrowed by purchasing them at the market price at the time of replacement. The client may be obliged to return the securities

borrowed at any time. The price at such time may be more or less than the price at which the security was sold by GLG Partners LP. Until the security is replaced, the client is generally required to pay to the lender amounts equal to any dividends or interest which accrue on the securities borrowed during the period of the loan. The client will incur a loss as a result of the short sale if the price of the security increases between the date of the short sale and the date on which the client replaces a borrowed security and the client will realized a gain to the extent the security declines in price between those dates by an amount in excess of the costs incurred in effecting the short sale.

### **Convertible Trading and Arbitrage**

Convertible trading and arbitrage strategies involve investing in convertibles that appear incorrectly valued relative to their theoretical value. The strategy consists of the purchase (or short sale) of a convertible security coupled with the short sale (or purchase) of the underlying security for which the convertible security can be exchanged to exploit price differentials. GLG Partners LP typically will seek to hedge out the risk inherent in the stock; the remaining interest rate risk may or may not be hedged.

Convertible arbitrage strategies generally involve spreads between two or more positions. To the extent the price relationships between such positions remain constant, no gain or loss on the position will occur. Such positions do, however, entail a substantial risk that the price differential could change unfavorably, causing a loss to the spread position. Substantial risks also are involved in borrowing and lending against such investments. The prices of these investments can be volatile, market movements are difficult to predict, and financing sources and related interest and exchange rates are subject to rapid change. Certain corporate securities may be subordinated (and thus exposed to the first level of default risk) or otherwise subject to substantial credit risks. Government policies, especially those of the Federal Reserve Board and foreign central banks, have profound effects on interest and exchange rates that, in turn, affect prices in areas of the investment and trading activities of convertible arbitrage strategies. Many other unforeseeable events, including actions by various government agencies and domestic and international political events, may cause sharp market fluctuations.

### **Risk Arbitrage**

Risk arbitrage is a strategy that seeks to profit from changes in the price of securities of companies involved in extraordinary corporate transactions. The difference between the price paid by GLG Partners LP for securities of a company involved in an announced extraordinary corporate transaction and the anticipated value to be received for such securities upon consummation of the proposed transaction will often be very small. Since the price bid for the securities of a company involved in an announced extraordinary corporate transaction will generally be at a significant premium above the market price prior to the announcement, if the proposed transaction appears likely not to be consummated or in fact is not consummated or is delayed, the market price of the securities will usually decline sharply,

perhaps by more than GLG Partners LP's anticipated profit, even if the security's market price returns to a level comparable to that which exists prior to the announcement of the deal.

The risk arbitrage business is extremely competitive. In any given transaction, arbitrage activity by other firms will tend to narrow the spread between the price at which a security may be purchased by GLG Partners LP and the price it expects to receive upon consummation of the transaction.

### **Capital Structure Arbitrage**

The success of this strategy will depend on the ability of GLG Partners LP to identify and exploit the relationships between movements in different Financial Instruments within an issuer's capital structure (including bank debt, convertible and non-convertible senior and subordinated debt and preferred and common stock). Identification and exploitation of these opportunities involve uncertainty. There can be no assurance that GLG Partners LP will be able to locate investment opportunities or to correctly exploit price discrepancies. A reduction in the pricing inefficiency of the markets in which GLG Partners LP will seek to invest will reduce the scope for GLG Partners LP's investment strategies. In the event that the perceived mispricings underlying the clients' positions fail to materialize, these investment strategies could be unsuccessful or result in losses.

### **Merger Arbitrage**

Merger or "risk" arbitrage strategies attempt to exploit merger activity to capture (or sell short) the spread between current market values of securities and their values after successful completion of a merger, restructuring or similar corporate transaction. Merger arbitrage investments often incur significant losses when anticipated merger or acquisition transactions are not consummated. The consummation of mergers, tender offers and exchange offers can be prevented or delayed by a variety of factors, including: (i) regulatory and antitrust restrictions; (ii) political factors; (iii) industry weakness; (iv) stock-specific events; and (v) failed financings. Merger arbitrage positions are also subject to the risk of overall market movements. To the extent that a general increase or decline in equity values affects the stocks involved in a merger arbitrage position differently, the position may be exposed to loss. Merger arbitrage strategies also depend on the overall volume of merger activity, which historically has been cyclical in nature.

### **Risks of Event-Driven Investing**

A portion of a clients' investment portfolio may be devoted to event-driven investing, which often involves the purchase of a company's securities after the announcement or disclosure of a significant event, including, but not limited to, a spin-off, auction of the company or subsidiary, merger, tender offer or other type of restructuring.

GLG Partners LP, on behalf of its clients, may also invest and trade in securities of a company that, although not the subject of an announced spin-off, merger, tender offer or



other restructuring transaction is in GLG Partners LP's view, a potential candidate for such a transaction. Alternatively, investments may be made in a company experiencing accounting problems, in anticipation of a potential corporate transaction or in a company being impacted by possible legislative activity or litigation. In any such a case, if the anticipated transaction or event does not in fact occur, or if events occur in a sequence not anticipated by GLG Partners LP, on behalf of its clients, may close out the investment at a loss.

The price offered for securities of a company involved in an announced deal generally represents a significant premium above the market price prior to the announcement. Therefore, the value of such securities held by clients will decline in the event the proposed transaction is not consummated and if the market price of the securities returns to a level comparable to the price prior to the announcement of the deal. Furthermore, the difference between the price paid by clients for securities of a company involved in an announced deal and the anticipated value to be received for such securities upon consummation of the proposed transaction will often be very small. If the proposed transaction appears likely not to be consummated or, in fact, is not consummated or is delayed, the market price of the securities will usually decline, perhaps by more than clients' anticipated profit. In addition, when clients have sold short the securities it anticipates receiving in an exchange or merger, and the proposed transaction is not consummated, clients may be forced to cover its short position in the market at a higher price than its short sale, with a resulting loss. If clients have sold short securities that are the subject of a proposed cash tender offer or cash merger and the transaction is consummated, GLG Partners LP on behalf of its clients also may be forced to cover its short position at a loss.

Where GLG Partners LP has purchased put options with respect to the securities it anticipates receiving in an exchange or merger, if the proposed transaction is not consummated, the exercise price of the put options held by clients may be lower than the market price of the underlying securities, with the result that the cost of the options will not be recovered. If GLG Partners LP has purchased put options with respect to securities which are the subject of a proposed cash tender offer or cash merger and the transaction is consummated, GLG Partners LP on behalf of its clients also may not exercise its options and may lose the premiums paid therefor. Since options expire on defined dates, in the event consummation of a transaction is delayed beyond the expiration of a put option held by clients, they may lose the anticipated benefit of the option.

GLG Partners LP may determine that the offer price for a security which is the subject of a tender offer is likely to be increased, either by the original bidder or by another party. In those circumstances, GLG Partners LP may purchase securities above the offer price, and such purchases are subject to the added risk that the offer price will not be increased or that the offer will be withdrawn.

The consummation of mergers and tender and exchange offers can be prevented or delayed by a variety of factors, including: (i) opposition of the management or stockholders of the target company, which will often result in litigation to enjoin the proposed transaction;

(ii) intervention of a regulatory agency; (iii) efforts by the target company to pursue a "defensive" strategy, including a merger with, or a friendly tender offer by, a company other than the offeror; (iv) in the case of a merger, failure to obtain the necessary stockholder approvals; (v) market conditions resulting in material changes in securities prices; (vi) compliance with any applicable securities laws; and (vii) inability to obtain adequate financing.

Often a tender or exchange offer will be made for less than all of the outstanding securities of an issuer or a higher price will be offered for a limited amount of the securities, with the provision that, if a greater number is tendered, securities will be accepted *pro rata*. Thus, a portion of the securities tendered by GLG Partners LP may not be accepted and may be returned to clients. After completion of the tender offer, the market price of the securities may have declined below clients' cost, and a sale of any returned securities may result in a loss.

### **Necessity for Counterparty Trading Relationships; Counterparty Risk**

GLG Partners LP may establish relationships to obtain financing, derivative intermediation and prime brokerage services that permit GLG Partners LP to trade in any variety of markets or asset classes over time; however, there can be no assurance that GLG Partners LP will be able to maintain such relationships or establish such relationships. An inability to establish or maintain such relationships would limit GLG Partners LP's trading activities, and could create losses, preclude GLG Partners LP from engaging in certain transactions, financing, derivative intermediation and prime brokerage services and prevent GLG Partners LP from trading at optimal rates and terms. Moreover, a disruption in the financing, derivative intermediation and prime brokerage services provided by any such relationships before GLG Partners LP establishes additional relationships could have a significant impact on GLG Partners LP's business (and thus its clients) due to GLG Partners LP's reliance on such counterparties. Some of the markets in which GLG Partners LP may effect transactions are not "exchange-based," including "over-the-counter" or "interdealer" markets. The participants in such markets are typically not subject to the credit evaluation and regulatory oversight to which members of "exchange-based" markets are subject. The lack of evaluation and oversight of over-the-counter markets exposes clients to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing clients to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where GLG Partners LP has concentrated its transactions with a single or small group of counterparties. Generally, GLG Partners LP will not be restricted from dealing with any particular counterparties. GLG Partners LP's evaluation of the creditworthiness of counterparties may not prove sufficient. The lack of a complete and "foolproof" evaluation of the financial capabilities of GLG Partners LP's counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses by GLG Partners LP's clients.

## **Currency Risk**

The net asset value of a client's portfolio may be computed in a particular currency of denomination of such portfolio, whereas securities for the applicable portfolio may be acquired in other currencies. The base currency value of the securities, which may be designated in any currency, may rise and fall due to exchange rate fluctuations in respect of the relevant currencies. Adverse movements in currency exchange rates can result in a decrease in return and a loss of capital. It may not be possible, desirable or practicable to successfully hedge against the consequent currency risk exposure in all circumstances.

## **Hedging Transactions**

GLG Partners LP is not required to attempt to hedge a clients' portfolio positions. Furthermore, GLG Partners LP may not anticipate a particular risk so as to hedge against it. GLG Partners LP may utilize a variety of financial instruments (including options and derivatives), both for investment purposes and for risk management purposes in order to: (i) protect against possible changes in the market value of a client investment portfolio resulting from fluctuations in the securities markets and changes in interest rates; (ii) protect the unrealized gains in the value of a client investment portfolio; (iii) facilitate the sale of any such investments; (iv) enhance or preserve returns, spreads or gains on any investment in a client portfolio; (v) hedge the interest rate or currency exchange rate on any of the liabilities or assets of a client; (vi) protect against any increase in the price of any securities GLG Partners LP anticipates purchasing at a later date; or (vii) for any other reason that GLG Partners LP deems appropriate. The success of GLG Partners LP's hedging strategy is subject to its ability to correctly assess the degree of correlation between the performance of the instruments used in the hedging strategy and the performance of the investments in the portfolios being hedged. Since the characteristics of many securities change as markets change or time passes, the success of the instances when GLG Partners LP hedges portfolio positions for a client is also subject to GLG Partners LP's ability to continually recalculate, readjust and execute hedges in an efficient and timely manner. While GLG Partners LP may enter into certain hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for a client than if GLG Partners LP had not engaged in any such hedging transactions. For a variety of reasons, GLG Partners LP may not seek to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Such imperfect correlation may prevent a client from achieving the intended hedge or expose a client to risk of loss. The successful utilization of hedging and risk management transactions requires skills complementary to those needed in the selection of portfolio holdings for a client.

## **Narrowing Credit Spreads**

GLG Partners LP seeks to hedge against a "tail hedge" event, including the possibility that the widening of credit spreads is more likely than a tightening. If credit spreads were to narrow, it would result in an increase in the cost to clients of buying securities to cover the short position or resulting in the inability of clients to cover the short position.

## **Non-Performing Nature of Debt**

It is possible that certain debt instruments purchased by GLG Partners LP for a client may become non-performing and possibly go into default. Furthermore, the obligor or relevant guarantor may also be in bankruptcy or liquidation. There can be no assurance as to the amount and timing of payments, if any, with respect to such loans.

## **Global Investments**

GLG Partners LP may invest a portion of a client's assets in securities of global companies which are traded in global markets. Investing in the securities of global companies traded in global markets involves certain considerations, including: political and economic considerations, such as greater risks of expropriation and nationalization, confiscatory taxation, the potential difficulty of repatriating funds, general social, political and economic instability and adverse diplomatic developments; the possibility of imposition of withholding or other taxes on dividends, interest, capital gain or other income; the small size of the securities markets in such countries and the low volume of trading, resulting in potential lack of liquidity and in price volatility; fluctuations in the rate of exchange between currencies and costs associated with currency conversion; and certain government policies that may restrict the portfolio's investment opportunities.

## **Repurchase and Reverse Repurchase Agreements**

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

## **Investment in Undervalued Securities**

GLG Partners LP may seek to invest a client portfolio in securities of companies which it believes to be undervalued. However, the identification of investment opportunities in undervalued securities is a difficult task, and there are no assurances that such opportunities will be successfully recognized or acquired.

## **Relative Value**

The success of a relative value investment strategy depends on GLG Partners LP's ability to identify and exploit perceived inefficiencies in the pricing of securities, financial products or markets. Identification and exploitation of such discrepancies involve uncertainty. There can be no assurance that GLG Partners LP will be able to locate investment opportunities or to exploit pricing inefficiencies in the securities markets. A reduction in the pricing inefficiency of the markets in which GLG Partners LP seeks to invest will reduce the scope for a client investment strategies. In the event that the perceived mispricings underlying client positions were to fail to converge toward, or were to diverge further from, relationships expected by GLG Partners LP, a client may incur losses. A relative value investment strategy may result in high portfolio turnover and, consequently, high transaction costs. In addition, a relative value strategy is designed to be uncorrelated with respect to the movements in equity markets and risk-free interest rates. Depending upon the investment strategies employed and market conditions, unforeseen events involving such matters as political crises, or changes in currency exchange rates or interest rates, forced redemptions of securities, or general lack of market liquidity may have a material adverse effect on a client.

## **Issuer Risk**

Investments by GLG Partners LP on behalf of a client may include debt instruments and equity securities of companies that GLG Partners LP does not control. Such instruments and securities may be acquired by GLG Partners LP on behalf of a client through trading activities or through purchases of securities from the issuer. These investments will be subject to the risk that the company in which the investment is made may make business, financial or management decisions with which GLG Partners LP does not agree or that the majority stakeholders or the management of the company may take risks or otherwise act in a manner that does not serve a client interest. If any of the foregoing were to occur, the value of an investment by GLG Partners LP could decrease.

## **Small and Mid-Capitalization Risks.**

Investments in unseasoned and small and mid-capitalization companies may expose the clients to greater investment risk. Investments in the securities of these companies may present greater opportunities for growth but also involve greater risks than are customarily associated with investments in securities of more established and larger capitalized companies. The securities of less seasoned and smaller capitalized companies are often traded in the over-the-counter market and have fewer market makers and wider price spreads, which may in turn

result in more abrupt and erratic market price movements and make the clients' investments more vulnerable to adverse general market or economic developments than would investments only in large, more established companies. It is more difficult to obtain information about less seasoned and smaller capitalization companies because they tend to be less well known and have shorter operating histories and because they tend not to have significant ownership by large investors or be followed by many securities analysts. Additionally, these companies may have limited product lines, markets or financial resources, or they may be dependent upon a limited management group that may lack depth and experience. Investments in larger and more established companies present certain advantages in that such companies generally have greater financial resources, more extensive research and development, manufacturing, marketing and service capabilities, more stability and greater depth of management and technical personnel.

### **Prime Brokers and Custodian**

Cash held by certain of the Funds' prime brokers may not be treated as client money subject to applicable regulatory requirements. Accordingly, a Fund's cash may not be segregated from the relevant prime broker's own money and may be used by it in the course of its investment business and the Fund may therefore rank as one of the relevant prime broker's unsecured creditors in relation thereto. In relation to a Fund's rights to the return of assets equivalent to those of its investments which a prime broker borrows, lends or otherwise uses for its own purposes or margin the Fund will rank as one of such prime broker's unsecured creditors and in the event of the insolvency of such prime broker the Fund might not be able to recover such equivalent assets in full.

### **Investment Selection**

GLG Partners LP may select investments on the basis of information and data filed by the issuers of such securities with various regulatory bodies or made directly available to GLG Partners LP by the issuers of the securities and other instruments or through sources other than the issuers. Although GLG Partners LP evaluates all such information and data and seeks independent corroboration when it considers it appropriate and when it is reasonably available, GLG Partners LP is not in a position to confirm the completeness, genuineness or accuracy of such information and data.

### **Discretion to Employ New Strategies and Techniques**

GLG Partners LP has considerable discretion in the types of securities which clients may trade and has the right to modify the trading strategies or hedging techniques of clients. Any of these new trading techniques may not be thoroughly tested in the market before being employed and may have operational or theoretical shortcomings which could result in unsuccessful trades and, ultimately, loss to clients. In addition, any new investment strategy or hedging technique developed by GLG Partners LP may be more speculative than earlier techniques and may increase the risk of an investment in the Funds.

## **Competition; Availability of Investments**

Certain markets in which GLG Partners LP may invest are extremely competitive for attractive investment opportunities and, as a result, there may be reduced expected investment returns. There can be no assurance that GLG Partners LP will be able to identify or successfully pursue attractive investment opportunities in such environments. Among other factors, competition for suitable investments from other pooled investment vehicles, the public equity markets and other investors may reduce the availability of investment opportunities. There has been significant growth in the number of firms organized to make such investments, which may result in increased competition to GLG Partners LP in obtaining suitable investments.

## **Portfolio Turnover**

GLG Partners LP's investment program for certain clients may involve frequent trading, which may result in higher investment costs and charges to those clients.

## **Execution, Market and Liquidity Risks**

GLG Partners LP, on behalf of its clients, may make investments or hold trading positions in markets that are volatile and which may become illiquid. Timely divestiture or sale of trading positions can be impaired by decreased trading volume, increased price volatility, concentrated trading positions, limitations on the ability to transfer positions in highly specialized or structured transactions to which it may be a party, and changes in industry and government regulations. It may be impossible or costly for GLG Partners LP to liquidate positions rapidly in order to meet margin calls, redemption requests or otherwise, particularly if there are other market participants seeking to dispose of similar assets at the same time or the relevant market is otherwise moving against a position or in the event of trading halts or daily price movement limits on the market or otherwise. Furthermore, if a client incurs substantial trading losses, the need for liquidity could rise sharply while its access to liquidity could be impaired. In addition, in conjunction with a market downturn, the counterparties of a client could incur losses of their own, thereby weakening their financial condition and increasing clients' credit risk to them. Trading orders for clients may not be executed in a timely and efficient manner due to various circumstances, including, without limitation, trading volume surges or systems failures attributable to clients, GLG Partners LP, the counterparties of a client, brokers, dealers, agents or other service providers. In such event, GLG Partners LP might only be able to acquire or dispose of some, but not all, of the components of such position, or if the overall position were to need adjustment, GLG Partners LP might not be able to make such adjustment. As a result, a client would not be able to achieve the market position selected by GLG Partners LP, which may result in a loss.

## **Credit Default Swaps**

GLG Partners LP, on behalf of its clients, may invest in credit default swaps. Credit default swaps can be used to implement GLG Partners LP's view that a particular credit,

or group of credits, will experience credit improvement or deterioration. In the case of expected credit improvement, GLG Partners LP may sell credit default protection in which it receives a premium to take on the risk. In such an instance, the obligation of GLG Partners LP to make payments upon the occurrence of a credit event creates leveraged exposure to the credit risk of the referenced entity. GLG Partners LP, on behalf of its clients, may also buy credit default protection with respect to a referenced entity if, in the judgment of GLG Partners LP, there is a high likelihood of credit deterioration. In such instance, clients will pay a premium regardless of whether there is a credit event. The credit default swap market in high-yield securities is comparatively new and rapidly evolving compared to the credit default swap market for more seasoned and liquid investment-grade securities, creating the risk that the newer markets will be less liquid, and making it potentially more difficult to exit or enter into a particular credit default swap transaction.

### **Currency Exchange Exposure**

GLG Partners LP, on behalf of clients, may invest in securities denominated in non-U.S. currencies, the prices of which are determined with reference to currencies other than the U.S. dollar. GLG Partners LP, however, values its securities in U.S. dollars. GLG Partners LP may or may not seek to hedge its non-U.S. dollar currency exposure by entering into currency hedging transactions, such as treasury locks, forward contracts, futures contracts and cross-currency swaps. There can be no guarantee that securities suitable for hedging currency or market shifts will be available at the time when GLG Partners LP wishes to use them, or that hedging techniques employed by GLG Partners LP will be effective. Furthermore, certain currency market risks may not be fully hedged or hedged at all. To the extent unhedged, the value of GLG Partners LP's positions in non-U.S. dollar denominated investments will fluctuate with U.S. dollar exchange rates as well as with the price changes of the investments in the various local markets and currencies. Such fluctuations may result in a loss to clients.

### **Assumption of Business, Terrorism and Catastrophe Risks**

Opportunities involving the assumption by GLG Partners LP of various risks relating to particular assets, markets or events may be considered from time to time. A client portfolio is subject to the risk of loss arising from exposure that it may incur, directly or indirectly, due to the occurrence of various events, including, without limitation, hurricanes, earthquakes, and other natural disasters, terrorism and other catastrophic events and events that could adversely affect the health or life expectancy of people. These risks of loss can be substantial, could greatly exceed all income or other gains, if any, received by a client in assuming these risks and, depending on the size of the loss, could adversely affect the return of a client.

### **Non-Execution of Trading Orders**

The efficacy of investment and trading strategies depends largely on the ability to establish and maintain an overall market position in a combination of financial instruments. Trading orders may not be executed in a timely and efficient manner due to various



circumstances, including systems failures or human error. In such event, a portfolio might only be able to acquire some but not all of the components of the position, or if the overall position were to need adjustment, a portfolio might not be able to make such adjustment. As a result, the portfolio would not be able to achieve the market position selected by GLG Partners LP and might incur a loss in liquidating its position.

### **Risks of Clearing Houses, Counterparties or Exchange Insolvency**

The liquidity of a secondary market in derivatives is subject to the risk of trading halts, suspensions, exchange or clearing house equipment failures, government intervention, insolvency of a brokerage firm, clearing house or exchange or other disruptions of normal trading activity, including prime brokers refusing to clear or settle any trade.

GLG Partners LP may cause the assets of its clients to be held in one or more accounts maintained for clients by counterparties, including, without limitation, its prime brokers. There is a risk that any of such counterparties could become insolvent. The insolvency of the counterparties is likely to impair the operational capabilities or the assets of GLG Partners LP's clients. If one or more of the counterparties were to become insolvent or the subject of liquidation proceedings in the U.S. (either under the Securities Investor Protection Act or the U.S. Bankruptcy Code), there exists the risk that the recovery of clients' securities and other assets from such prime broker or broker-dealer will be delayed or be of a value less than the value of the securities or assets originally entrusted to such prime broker or broker-dealer. In addition, GLG Partners LP may use counterparties located in various jurisdictions outside the U.S. Such local counterparties are subject to various laws and regulations in various jurisdictions that are designed to protect their customers in the event of their insolvency. However, the practical effect of these laws and their application to a client's assets are subject to substantial limitations and uncertainties. Because of the large number of entities and jurisdictions involved and the range of possible factual scenarios involving the insolvency of a counterparty, it is impossible to generalize about the effect of their insolvency on a client and its assets. Insolvency of any of the counterparties would result in a loss to the applicable Accounts, which could be material.

### **Regulatory Oversight – Financial Services Industry**

Banking institutions in which clients may invest may be subject to extensive regulation, supervision and examination by regulators. Regulatory authorities in certain jurisdictions have extensive discretion in connection with supervision and enforcement activities applicable to banks. In many instances, an extensive regulatory regime governs all aspects of a financial institution's activities and, thus, may have an adverse effect on its business, financial position or results of operation.

The results of operations of banking institutions also may be materially affected by general economic conditions, changes in the level of interest rates, national and local cycles in real estate, and the monetary and fiscal policies of applicable authorities. Although in recent years certain banking institutions have derived an increased portion of their income from the

receipt of fees, the results of operations generally continue to depend to a large extent on the level of their net interest income.

### **Fraud**

Of paramount concern for any investment is the possibility of material misrepresentation or omission on the part of a counterparty. Such inaccuracy or incompleteness may adversely affect the valuation of the collateral underlying an investment. GLG Partners LP will rely upon the accuracy and completeness of representations made by counterparties to the extent reasonable, but cannot guarantee such accuracy or completeness. Under certain circumstances, payments to clients may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential payment.

### **Business and Regulatory Risks of Hedge Funds.**

Legal, tax and regulatory changes are likely to occur during the term of the Funds and some of these changes may adversely affect the Funds, perhaps materially. The financial services industry generally, and the activities of hedge funds and their managers, in particular, have been subject to intense and increasing regulatory scrutiny. Such scrutiny may increase the Funds' exposure to potential liabilities and to legal, compliance and other related costs. Increased regulatory oversight may also impose additional administrative burdens on GLG Partners LP and affiliates, including, without limitation, responding to investigations and implementing new policies and procedures. Such burdens may direct GLG Partners LP's and its affiliates' attention and resources from portfolio management activities.

In addition, futures and securities markets are subject to comprehensive statutes, regulations and margin requirements. The SEC, other regulators, self-regulatory organizations and exchanges are authorized to take extraordinary actions in the event of market emergencies. The regulation of derivatives transactions and funds that engage in such transactions is an evolving area of law and is subject to modification by government and judicial actions.

In July 2010, the U.S. President signed the Dodd-Frank Wall Street Reform and Consumer Protection Act (the "Dodd-Frank Act"), which aims to reform various aspects of the U.S. financial markets. The Dodd-Frank Act covers a broad range of market participants including banks, non-banks, rating agencies, mortgage brokers, credit unions, insurance companies, payday lenders, broker-dealers and investment advisers. The Dodd-Frank Act directly affects GLG Partners LP and affiliates by mandating additional new reporting requirements, including, but not limited to, position information, use of leverage and counterparty and credit risk exposure. The new reporting requirements will impose additional burdens on GLG Partners LP's and affiliates' time, attention and resources. The Dodd-Frank Act may also affect the Funds in a number of other ways. The Dodd-Frank Act creates the Financial Stability Oversight Council (the "Council") that is charged with monitoring and mitigating systemic risk. As part of this responsibility, the Council would have the authority to subject banks and other financial firms to regulation by the Federal Reserve Board, which could limit the amount of risk-taking engaged in by the Funds.

It is impossible to predict what, if any, changes in regulation applicable to the Funds, GLG Partners LP or affiliates, the markets in which they trade and invest or the counterparties with which they do business may be instituted in the future. The effect of any future regulatory change on the Funds could be substantial and adverse.

Investors should understand that the Funds' business is dynamic and is expected to change over time. Therefore, the Funds may be subject to new or additional regulatory constraints in the future. This document cannot address or anticipate every possible current or future regulation that may affect GLG Partners LP, affiliates, the Funds or their respective businesses. Such regulations may have a significant impact on the investors or the operations of the Funds, including, without limitation, restricting the types of investments the Funds may make, preventing the Funds from exercising its voting rights with regard to certain financial instruments, requiring the Funds to disclose the identity of their investors, its positions or otherwise. GLG Partners LP or affiliates may cause the Funds to be subject to such regulations if it believes that an investment or business activity is in the Funds' interest, even if such regulations may have a detrimental effect on one or more investors. Prospective investors are encouraged to consult their own advisors regarding an investment in the Funds.

#### **Limitations Due to Regulatory Restrictions.**

The Fund may seek to acquire a significant stake in certain issuers of securities. In the event such stake exceeds certain percentage or value limits, the Fund may be required to file a notification with one or more governmental agencies or comply with other regulatory requirements. Certain notice filings are subject to review that require a delay in the acquisition of the security. Compliance with such filing and other requirements may result in additional costs to the Fund, and may delay the Fund's ability to respond in a timely manner to changes in the markets with respect to such securities.

#### **Control Position.**

The Fund, acting either alone or as part of a group, may acquire a "control" position in an issuer's securities. This may subject the Fund to additional risks of liability for environmental damage, product defects, failure to supervise management, violation of governmental regulations and other types of liability in which the limited liability generally characteristic of business operations may be ignored.

#### **Short-Swing Liability and Other Limitations.**

From time to time, the Fund, acting alone or as part of a group may acquire beneficial ownership of more than 10% of a certain class of securities of a public company, or may place a director on the board of directors of such a company. As a result, under Section 16 of the Exchange Act, the Fund may be subject to certain additional reporting requirements and may be required to disgorge certain short-swing profits arising from purchases and sales of such securities. In addition, in such circumstances the Fund will be prohibited from entering

into a short position in such issuer's securities, and therefore limited in its ability to hedge such investments.

### **Risk of Litigation.**

The Fund may accumulate substantial positions in the securities of a company that becomes involved in proxy fights or other litigation or attempts to gain control of the company. Under those circumstances, the Fund might be named as a defendant in a lawsuit or regulatory action. In addition, the outcome of such disputes, which may affect the value of the Fund, may be impossible to anticipate.

## **C. Risk Associated With Particular Types of Securities**

### **Equity Securities**

The investment portfolio for clients may include equity and equity-related securities. Equity securities fluctuate in value in response to many factors, including the activities and financial condition of individual companies, the business market in which individual companies compete and industry market conditions and general economic environments. For example, beginning in September 2008, world financial markets experienced extraordinary market conditions resulting in extreme volatility in the global equity markets.

### **Debt Securities**

GLG Partners LP may invest in private and government debt securities and instruments. Debt instruments in which GLG Partners LP invests may be unrated, and whether or not rated, the debt instrument may have speculative characteristics. The issuers of such instruments (including sovereign issuers) may face significant ongoing uncertainties and exposure to adverse conditions that may undermine the issuer's ability to make timely payment of interest and principal. Such instruments are regarded as predominantly speculative with respect to the issuer's capacity to pay interest and repay principal in accordance with the terms of the obligations and involve major risk exposure to adverse conditions. In addition, an economic recession could severely disrupt the market for most of these securities and may have an adverse impact on the value of such instruments. It is also likely that any such economic downturn could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default for such securities.

### **Fixed Income Securities**

Fixed income securities are subject to the risk of an issuer's ability to meet principal and interest payments on the obligation (credit risk), and may also be subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (market risk). The fixed-income securities in which GLG Partners LP may invest on behalf of its clients are interest rate

sensitive. An increase in interest rates will generally reduce the value of fixed-income securities, while a decline in interest rates will generally increase the value of fixed-income securities. The performance of clients will therefore depend in part on the ability to anticipate and respond to such fluctuations on market interest rates, and to utilize appropriate strategies to maximize returns, while attempting to minimize the associated risks to investment capital.

### **Preferred Securities**

GLG Partners LP may invest in preferred stock of certain companies. Preferred stock, unlike common stock, offers a stated dividend rate payable from a corporation's earnings. These dividends may be cumulative or non-cumulative, participating or auction rate. If interest rates rise, the fixed dividend on preferred stocks may be less attractive, causing the prices of preferred stocks to decline. Preferred stock may have mandatory sinking provisions and call/redemption provisions prior to maturity, a negative feature when interest rates decline. Dividends on some preferred stock may be "cumulative," requiring all or a portion of prior unpaid dividends to be paid before dividends are paid on the issuer's common stock. Preferred stock also generally has a preference over common stock on the distribution of a corporation's assets upon liquidation of the corporation, and may be "participating," which means that it may be entitled to a dividend exceeding the stated dividend in certain cases. Preferred securities may include provisions that permit the issuer, at its discretion, to defer distributions for a stated period without any adverse consequences to the issuer. If GLG Partners LP owns a preferred security that is deferring its distributions, GLG Partners LP may be required to report income for tax purposes although it has not yet received such income. Preferred securities are generally subordinate to the rights associated with an issuer's debt securities in terms of priority to corporate income and liquidation payments, and therefore are subject to greater credit risk than more senior debt instruments. Preferred securities may be substantially less liquid than many other securities.

### **Illiquid Securities**

GLG Partners LP may invest on behalf of its clients in thinly traded or illiquid securities. Securities may be illiquid because of contractual restrictions, because no significant trading market has developed for them because they are interests in private investment vehicles for which no trading market exists or because they are investments in privately held companies in which no trading market exists. GLG Partners LP may find it difficult to dispose of or to obtain accurate price quotations for thinly traded or illiquid securities and it may take longer to liquidate positions in such securities than would be the case for more actively traded or liquid securities. In addition, inactive or low volume trading markets typically experience more volatility than higher volume markets. The prices realized on the resale of illiquid securities could be less than those originally paid by a client and lower than the price at which similar securities which are not subject to restrictions on resale may sell.

## **Risks Associated With Investments in High Yield and Distressed Debt**

GLG Partners LP may invest on behalf of its clients in obligors and issuers in weak financial condition, experiencing poor operating results, having substantial financial needs or negative net worth, facing special competitive problems, or in obligors and issuers that are involved in bankruptcy or reorganization proceedings. Among the problems involved in investments in troubled obligors and issuers is the fact that it may frequently be difficult to obtain full information as to the conditions of such obligors and issuers. The market prices of such investments are also subject to abrupt and erratic market movements and significant price volatility, and the spread between the bid and offer prices of such investments may be greater than normally expected. It may take a number of years for the market price of such investments to reflect their intrinsic value. Some of the investments held by a portfolio may not be widely traded, and depending on the investment profile of a particular portfolio, that portfolio's exposure to such investments may be substantial in relation to the market for those investments. In addition, there may be no recognized market for some of the investments held in a portfolio, with the result that such investments are likely to be illiquid. As a result of these factors, the investment objectives of the relevant portfolio may be more difficult to achieve. Fluctuations in interest rates may significantly affect the return derived from a portfolio's investments, as well as the market values of, and the corresponding levels of gains or losses on, such investments.

### **Investments in Distressed Securities**

GLG Partners LP, on behalf of clients, may invest in "below investment grade" securities and obligations of issuers in weak financial condition, experiencing poor operating results, having substantial capital needs or negative net worth, facing special competitive or product obsolescence problems, including companies involved in bankruptcy or other reorganization and liquidation proceedings. These securities are likely to be particularly risky investments although they also may offer the potential for correspondingly high returns. Among the risks inherent in investments in troubled entities is the fact that it may frequently be difficult to obtain information as to the true condition of such issuers. Such investments may also be adversely affected by laws relating to, among other things, fraudulent transfers and other voidable transfers or payments, lender liability and the bankruptcy court's power to disallow, reduce, subordinate or disenfranchise particular claims. Such companies' securities may be considered speculative, and the ability of such companies to pay their debts on schedule could be affected by adverse interest rate movements, changes in the general economic climate, economic factors affecting a particular industry or specific developments within such companies. In addition, there is no minimum credit standard that is a prerequisite to a client investment in any instrument, and a significant portion of the obligations and securities in which GLG Partners LP invests may be less than investment grade. The level of analytical sophistication, both financial and legal, necessary for successful investment in companies experiencing significant business and financial difficulties is unusually high. There is no assurance that GLG Partners LP will correctly evaluate the value of the assets collateralizing a client's loans or the prospects for a successful reorganization or similar action. In any

reorganization or liquidation proceeding relating to a company in which GLG Partners LP invests, clients may lose its entire investment, may be required to accept cash or securities with a value less than clients' original investment and/or may be required to accept payment over an extended period of time. Under such circumstances, the returns generated from clients' investments may not compensate the shareholders adequately for the risks assumed.

In liquidation (both in and out of bankruptcy) and other forms of corporate reorganization, there exists the risk that the reorganization either will be unsuccessful (due to, for example, failure to obtain requisite approvals), will be delayed (for example, until various liabilities, actual or contingent, have been satisfied) or will result in a distribution of cash or a new security the value of which will be less than the purchase price to clients of the security in respect to which such distribution was made.

In certain transactions, clients may not be "hedged" against market fluctuations, or, in liquidation situations, may not accurately value the assets of the company being liquidated. This can result in losses, even if the proposed transaction is consummated.

### **Lower-Rated or Unrated Convertible Securities**

Lower rated or unrated securities may have a higher yield than securities rated "A1" or better by Moody's or "AA" or better by S&P but are more likely to react to developments affecting market and credit risk than such higher rated securities, which primarily react to movements in the general level of interest rates. Lower rated or unrated securities are generally subject to a greater default risk than such higher rated securities. Convertible securities include bonds, debentures, corporate notes and preferred stock that are convertible to common stock. Prior to conversion, convertible securities have the same general characteristics as non-convertible debt securities, which provide a stable stream of income with generally higher yields than those of equity securities of the same or similar issues. Lower-rated or unrated convertible securities are subject to greater loss of principal and interest than higher-rated convertible securities. They are also generally subject to greater market risk than higher-rated convertible securities. The capacity of issuers of lower-rated or unrated securities to pay interest and repay principal is more susceptible to real or perceived adverse economic conditions than investment grade securities, although the market values of lower-rated or unrated convertible securities tend to react less to fluctuations in interest rate levels than do higher-rated convertible securities. The market for lower-rated or unrated convertible securities may be thinner, and less active, than for higher-rated securities, which can adversely affect the prices at which such convertible securities can be sold. Investing in lower-rated or unrated convertible securities can increase the risk to investors of losing all or a substantial portion of their investment.

### **Stock Index Options**

GLG Partners LP may cause a client to purchase and sell call and put options on stock indices listed on securities exchanges or traded in the over-the-counter market. A stock index fluctuates with changes in the market values of the stocks included in the index. Because

the value of an index option depends upon movements in the level of the index rather than the price of a particular stock, whether a client will realize gains or losses from the purchase or writing of options on indices depends upon movements in the level of stock prices in the stock market generally or, in the case of certain indices, in an industry or market segment, rather than movements in the price of particular stocks. Accordingly, successful use by GLG Partners LP of options on stock indices will be subject to GLG Partners LP's ability to correctly predict movements in the direction of the stock market generally or of particular industries or market segments. This requires different skills and techniques than predicting changes in the price of individual stocks.

### **Stock Index Futures**

The price of stock index futures contracts may not correlate perfectly with the movement in the underlying stock index because of certain market distortions. First, all participants in the futures market are subject to margin deposit and maintenance requirements. Rather than meeting additional margin deposit requirements, futures contracts may close through offsetting transactions that would distort the normal relationship between the index and futures markets. Secondly, from the point of view of speculators, the deposit requirements in the futures market are less onerous than margin requirements in the securities market. Therefore, increased participation by speculators in the futures market also may cause price distortions. Successful use of stock index futures contracts by GLG Partners LP also is subject to GLG Partners LP's ability to correctly predict movements in the direction of the market.

### **Call Options**

There are risks associated with the sale and purchase of call options. The seller (writer) of a call option which is covered (*e.g.*, the writer holds the underlying security) assumes the risk of a decline in the market price of the underlying security below the purchase price of the underlying security offset by the gain by the premium received if the option expires out of the money, and gives up the opportunity for gain on the underlying security above the exercise price of the option. The seller of an uncovered call option assumes the risk of a theoretically unlimited increase in the market price of the underlying security above the exercise price of the option. The buyer of a call option assumes the risk of losing the premium if the option expires out of the money.

### **Put Options**

There are risks associated with the sale and purchase of put options. The seller (writer) of a put option which is covered (*e.g.*, the writer has a short position in the underlying security) assumes the risk of an increase in the market price of the underlying security above the sale price of the short position of the underlying security offset by the premium if the option expires out of the money, and thus the gain in the premium, and the option seller gives up the opportunity for gain on the underlying security below the exercise price of the option. The seller of an uncovered put option assumes the risk of a decline in the market price of the



underlying security to zero. The buyer of a put option assumes the risk of losing the premium if the option expires out of the money.

### **Swap Agreements**

GLG Partners LP may cause a client to enter into swap agreements. These agreements are individually negotiated and can be structured to include exposure to a variety of different types of investments, asset classes or market factors. Depending on their structure, swap agreements may increase or decrease a client exposure to, for example, equity securities. Swap agreements can take many different forms and are known by a variety of names. GLG Partners LP is not limited to any particular form of swap agreement if consistent with the applicable client investment objective. Whether GLG Partners LP's use of swap agreements, on behalf of its clients, will be successful will depend on GLG Partners LP's ability to select appropriate transactions for clients. Swap transactions may be highly illiquid and may increase or decrease the volatility of a client portfolio. Moreover, a client bears the risk of loss of the amount expected to be received under a swap agreement in the event of the default or insolvency of its counterparty. An Account also bears the risk of loss related to swap agreements, for example, for breaches of such agreements or the failure of clients to post or maintain required collateral. Many swap markets are relatively new and still developing. It is possible that developments in the swap markets, including potential government regulation, could adversely affect GLG Partners LP's ability to terminate existing swap transactions or to realize amounts to be received under such transactions.

### **Derivative Instruments Generally**

GLG Partners LP may cause a client to use futures, options, swaps and other derivatives for investment purposes, for efficient portfolio management and to enhance investment performance. GLG Partners LP's ability to use these strategies may be limited by market conditions, regulatory limits and tax considerations. Use of these strategies involves certain special risks, including: (i) dependence on GLG Partners LP's ability to predict movements in the price of securities being hedged and movements in interest rates; (ii) imperfect correlation between movements in the securities or currency on which a futures or options contract is based and movements in the securities or currencies; (iii) the absence of a liquid market for any particular instrument at any particular time; (iv) the risk of non-performance by the counterparty, including risks relating to the financial soundness and creditworthiness of the counterparty; (v) possible impediments to effective portfolio management or the ability to meet repurchase requests or other short-term obligations because of the percentage of a client assets segregated to cover its obligations; and (vi) the degree of leverage inherent in futures trading, *i.e.*, the low margin deposits normally required in futures trading means that futures trading may be highly leveraged. Accordingly, a relatively small price movement in a futures contract may result in an immediate and substantial loss to a client.

These instruments may produce an unusually or unexpectedly high amount of losses. In addition, GLG Partners LP may, in the future, take advantage of opportunities with

respect to certain other derivative instruments that are not presently contemplated for use or that are currently not available, but that may be developed, to the extent such opportunities are both consistent with the investment objective of its clients and believed by GLG Partners LP to be legally permissible. Special risks may apply in the future that cannot be determined at this time. The regulatory and tax environment for derivative instruments in which clients may participate is evolving, and changes in the regulation or taxation of such securities may have a material adverse effect on clients.

Derivatives are highly specialized instruments that require investment techniques and risk analyses that are often different from those associated with the underlying securities to which they relate. The use of a derivative requires an understanding not only of the underlying instrument but also of the derivative itself, without the benefit of observing the performance of the derivative under all possible market conditions.

Liquidity risk exists when a particular derivative is difficult to purchase or sell. If a derivative transaction is particularly large or if the relevant market is illiquid (as may be the case with many privately negotiated derivatives), it may not be possible to initiate a transaction or liquidate a position at an advantageous time or price.

Because the markets for certain derivatives are relatively new and still developing, suitable derivatives transactions may not be available in all circumstances. Upon the expiration of a particular contract, GLG Partners LP may wish to retain a client position in the derivative by entering into a similar contract, but may be unable to do so if the counterparty to the original contract is unwilling to enter into the new contract and no other suitable counterparty can be found. GLG Partners LP's ability to use derivatives may also be limited by certain regulatory and tax considerations.

When managing a client exposure to market risks, GLG Partners LP may from time to time use forward contracts, options, swaps, credit default swaps, caps, collars and floors or pursue other strategies or use other forms of derivative instruments to limit exposure to changes in the relative values of investments that may result from market developments, including changes in prevailing interest rates, currency exchange rates and commodity prices. The success of any hedging or other derivative transactions generally will depend on the ability to correctly predict market changes, the degree of correlation between price movements of a derivative instrument, the position being hedged, the creditworthiness of the counterparty and other factors. As a result, while GLG Partners LP may cause a client to enter into a transaction in order to reduce exposure to market risks, the transaction may result in poorer overall investment performance than if it had not been executed. Such transactions may also limit the opportunity for gain if the value of a hedged position increases.

### **Futures Contracts**

Transactions in futures contracts carry a high degree of risk. Though the futures contract usually only requires a much smaller amount of margin to be provided in comparison to the economic exposure which the futures contract provides to the relevant investment, index,

rates, currency or physical commodity, investment in a futures contract creates a "gearing" or "leverage" effect. This means that a small margin payment can lead to enhanced losses as well as enhanced gains. It also means that a relatively small movement in the underlying reference investment, index, rate, currency or physical commodity can lead to a much larger proportional movement in the value of the futures contract. This may work against a client as well as work for it. Futures positions may be illiquid because, for example, many commodity exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as "daily price fluctuation limits" or "daily limits." Under such daily limits, during a single trading day no trades may be executed at prices beyond the daily limits. Once the price of a contract for a particular future has increased or decreased by an amount equal to the daily limit, positions in the future can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. Futures contract prices on various commodities or financial instruments occasionally have moved the daily limit for several consecutive days with little or no trading. Similar occurrences could prevent GLG Partners LP from promptly liquidating unfavorable positions and subject a client to substantial losses. In addition, GLG Partners LP may not be able to execute futures contract trades at favorable prices if trading volume in such contracts is low. It is also possible that an exchange or a regulator may suspend trading in a particular contract, order immediate liquidation and settlement of a particular contract or order that trading in a particular contract be conducted for liquidation only. In addition, various exchanges impose speculative position limits on the number of positions that may be held in particular commodities. Trading in commodity futures contracts and options are highly specialized activities that may entail greater than ordinary investment or trading risks. Furthermore, low margin or premiums normally required in such trading may provide a large amount of leverage, and a relatively small change in the price of a security or contract can produce a disproportionately larger profit or loss.

### **Forward Contracts and Currency Transactions**

GLG Partners LP may deal in forward foreign exchange contracts between currencies of different countries and multi-national currency units and options on currencies and on currency futures contracts for hedging or speculation. With respect to forward currency contracts, this is accomplished through contractual agreements generally to purchase or sell one specified currency for another currency at a specified future date and price determined at the inception of the contract. Forward contracts and options thereon, unlike futures contracts, are not traded on exchanges and are not standardized; rather, banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and "cash" trading is substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable. For example, there are no requirements with respect to record-keeping, financial responsibility or segregation of customer funds or positions. In contrast to exchange-traded futures contracts, interbank traded instruments rely on the dealer or counterparty being contracted with to fulfill its contract. As a result, trading in interbank foreign exchange contracts may be subject to more risks than futures or options trading on regulated exchanges, including, but not limited to, the risk of default due to the failure of a counterparty with which GLG Partners LP has a forward contract. Although GLG Partners LP

seeks to trade with reliable counterparties, failure by a counterparty to fulfill its contractual obligation could expose a client to unanticipated losses. The principals who deal in the forward markets are not required to continue to make markets in the currencies or commodities they trade and these markets can experience periods of illiquidity, sometimes of significant duration. There have been periods during which certain participants in these markets have refused to quote prices for certain currencies or commodities or have quoted prices with an unusually wide spread between the price at which they were prepared to buy and that at which they were prepared to sell. Disruptions can occur in any currency market traded by GLG Partners LP due to unusually high trading volume, political intervention or other factors. The imposition of controls by governmental authorities might also limit such forward trading to less than that which GLG Partners LP would otherwise recommend, to the possible detriment of a client. Market illiquidity or disruption could result in a major loss to a client.

### **Commodity Interests are Volatile**

Commodity interest contracts are highly volatile and are subject to occasional rapid and substantial fluctuations. The profitability of a client may depend on the ability of GLG Partners LP to predict these fluctuations accurately. Price movements for commodity interests are influenced by, among other things: (i) changes in interest rates; (ii) governmental, agricultural, trade, fiscal, monetary and exchange control programs and policies; (iii) weather and climate conditions; (iv) changing supply and demand relationships; (v) changes in balances of payments and trade; (vi) rates of inflation; (vii) currency devaluations and revaluations; (viii) political and economic events; and (ix) changes in philosophies and emotions of market participants. In addition, governments from time to time intervene, directly and by regulation, in certain markets, often with the intent to influence prices directly. The effects of governmental intervention may be particularly significant at certain times in certain markets, and this intervention may cause these markets to move rapidly.

In 2008, world commodity markets experienced extraordinary market conditions, including, among other things, extreme volatility. Prices and trading volumes for certain commodities have experienced significant volatility in recent months as dislocations in the equity and credit markets have caused inflows of capital and the entrance of new market participants into the commodity markets. Fundamental demand for commodities in developing countries, such as China and India, has also contributed to increased volatility in prices of certain commodities.

### **Off-Exchange Transactions**

GLG Partners LP may enter into off-exchange transactions, including spot, forward and option contracts. GLG Partners LP may also engage in swap transactions, consisting primarily of an exchange of a fixed price for an average floating price of a set quantity of a particular security or commodity or fixed income instrument over an agreed period of time and even purchase cash securities or commodities if market conditions are believed to be warranted. Off-exchange contracts are not regulated and such contracts are not

guaranteed by an exchange or clearing house. Consequently, trading in these contracts is subject to more risks than future or options trading on regulated exchanges, including, but not limited to, the risk that a counterparty will default on an obligation. The counterparties will typically not be required to post collateral. Off-exchange transactions are also subject to legal risks, such as the legal incapacity of a counterparty to enter into a particular contract or the declaration of a class of contracts as being illegal or unenforceable.

### **Depository Receipts**

GLG Partners LP may purchase sponsored or unsponsored American Depositary Receipts, European Depositary Receipts and Global Depositary Receipts (collectively "Depository Receipts") typically issued by a bank or trust company which evidence ownership of underlying securities issued by a corporation. Generally, Depositary Receipts in registered form are designed for use in the U.S. securities market and Depositary Receipts in bearer form are designed for use in securities markets outside the U.S. Depositary Receipts may not necessarily be denominated in the same currency as the underlying securities into which they may be converted. Depositary Receipts may be issued pursuant to sponsored or unsponsored programs. In sponsored programs, an issuer has made arrangements to have its securities trade in the form of Depositary Receipts. In unsponsored programs, the issuer may not be directly involved in the creation of the program. Although regulatory requirements with respect to sponsored and unsponsored programs are generally similar, in some cases it may be easier to obtain financial information from an issuer that has participated in the creation of a sponsored program. Accordingly, there may be less information available regarding issuers of securities' underlying unsponsored programs and there may not be a correlation between such information and the market value of the Depositary Receipts.

### **Pooled Investment Vehicles**

In the event that GLG Partners LP seeks to pursue a client investment strategy, either in whole or in part, through Affiliated Funds or pooled investment vehicles managed by third party managers, there can be no assurance that the managers of such pooled investment vehicles will be successful in their investment strategies. In addition, the risk factors referred to in this Item 8 may apply equally to any such pooled investment vehicles in which a client has invested and consequently, to the extent that a client invests in any such pooled investment vehicles, such risk factors should be interpreted accordingly as applying to both the clients' portfolios and the clients' investment in such pooled investment vehicles. In addition, a client may be restricted from redeeming from a pooled investment vehicle which may lead to a suspension of the redemption rights in the Fund. If GLG Partners LP invests in any Affiliated Funds, the performance compensation and management fee, but not the administrative fee (if any), will be waived by such Affiliated Funds.

## **Exchange-Traded Funds**

GLG Partners LP may cause its clients to invest in exchange-traded funds ("ETFs"). An ETF trades like common stock and represents a fixed portfolio of securities designed to track a particular market index. The risks of owning an ETF generally reflect the risks of owning the underlying securities they are designed to track, although lack of liquidity in an ETF could result in it being more volatile and ETFs have management fees that increase their costs. ETFs are also subject to other risks, including: (a) the risk that their prices may not correlate perfectly with changes in the underlying index; and (b) the risk of possible trading halts due to market conditions or other reasons that, in the view of the exchange upon which an ETF trades, would make trading in the ETF inadvisable. An exchange-traded sector fund may also be adversely affected by the performance of that specific sector or group of industries on which it is based.

## **Contracts for Differences**

GLG Partners LP may cause a client to invest in contracts for differences ("CFDs"), which are privately negotiated contracts between two parties, buyer and seller, stipulating that the seller will pay to or receive from the buyer the difference between the nominal value of the underlying instrument at the opening of the contract and that instrument's value at the end of the contract. The underlying instrument may be a single security, stock basket or index. A CFD can be set up to take either a short or long position on the underlying instrument. The buyer and seller are both required to post margin, which is adjusted daily. The buyer will also pay to the seller a financing rate on the notional amount of the capital employed by the seller less the margin deposit. A CFD is usually terminated at the buyer's initiative. As is the case with owning any financial instrument, there is the risk of loss associated with buying a CFD. There may be liquidity risk if the underlying instrument is illiquid because the liquidity of a CFD is based on the liquidity of the underlying instrument. A further risk is that adverse movements in the underlying security will require the buyer to post additional margin. CFDs also carry counterparty risk, *i.e.*, the risk that the counterparty to the CFD transaction may be unable or unwilling to make payments or to otherwise honor its financial obligations under the terms of the contract. If the counterparty were to do so, the value of the contract, and of the Interests, may be reduced.

## **Nature of Certain Investments**

There is generally no limitation on the size or operating experience of the companies in which GLG Partners LP may invest on behalf of its clients. Some small companies in which GLG Partners LP may invest may lack management depth or the ability to generate internally or obtain externally the funds necessary for growth. Companies with new products or services could sustain significant losses if projected markets do not materialize. Further, such companies may have, or may develop, only a regional market for products or services and may be adversely affected by purely local events. Such companies may be small

factors in their industries and may face intense competition from larger companies and entail a greater risk than investment in larger companies.

Entry into a CFD transaction may, in certain circumstances, require the payment of an initial margin and adverse market movements against the underlying stock may require the buyer to make additional margin payments. CFDs may be considered illiquid. To the extent that there is an imperfect correlation between the return on GLG Partners LP's obligation to its counterparty under the CFDs and the return on related assets in its portfolio, the CFD transaction may increase a client's financial risk.

### **Investments in Initial Public Offerings**

GLG Partners LP may cause a client to invest in initial public offerings. Such investments offer the opportunity for significant appreciation; however, they are speculative and involve a high degree of risk. It is characteristic of the initial public offerings market that certain companies may be extremely successful, while a much higher percentage of newly-public companies fail. Thus, the risk of investing in initial public offerings is substantially greater than investing in the stock market as a whole.

### **Investing in Technology Companies.**

Investing in securities and other instruments of technology companies involves substantial risks. These risks include: the fact that certain companies in the portfolios of clients may have limited operating histories; rapidly changing technologies and products which may quickly become obsolete; cyclical patterns in information technology spending which may result in inventory write-offs, cancellation of orders and operating losses; scarcity of management, engineering and marketing personnel with appropriate technological training; the possibility of lawsuits related to technological patents; changing investors' sentiments and preferences with regard to technology sector investments (which are generally perceived as risky) with their resultant effect on the price of underlying securities; and volatility in the markets affecting the prices of technology company securities, which may cause the performance of clients to experience substantial volatility.

### **Investing in Telecommunications Companies.**

Investing in telecommunications companies involves substantial risks. These risks include: rapidly changing technologies and products which may quickly become obsolete; the possibility of damage to or failure of computer and telecommunications equipment, software systems, distribution facilities, and customer service centers; the possibility of unauthorized access to or sabotage of communications networks which may adversely affect market perception of these companies and consequently, adversely affect their business and financial conditions; exposure to significant and frequently changing federal, state, local, and international regulation which may affect the business or operations of these companies; and the possibility of lawsuits related to technological patents. As a result of the foregoing, the net asset value of such client portfolio may be negatively affected.

## **Investing in Media Companies**

GLG Partners LP expects to focus a portion of its investment activities in media companies. These companies are sensitive to, among other things, global economic conditions, fluctuations in advertising expenditures (from which media companies derive substantial revenue), seasonal fluctuations, changes in public and consumer tastes and preferences (which are generally viewed as difficult to predict) for products, content, and services, rapidly changing technologies, theft of intellectual property (including lost revenue due to copyright infringement), retention of key talent and management, merger and acquisition activity, and regulation and other political considerations. As a result of the foregoing, the net asset value of clients' portfolio may be negatively affected.

## **Risks of Investments in Utilities Sector**

GLG Partners LP expects to focus a portion of its investment activities in companies involved in, or supporting, the production and distribution of power and other utilities. These companies are sensitive to fluctuations in fuel supply and demand, interest rates, seasonal fluctuations, special risks of constructing and operating facilities (including nuclear facilities), lack of control over pricing, merger and acquisition activity and regulation. Such fluctuations may, among other things, increase compliance costs and the costs of doing business and in the past have tended to limit the growth potential of utility companies. Historically, regulations have limited many utility companies to certain geographic areas and to certain lines of business. As a result of the foregoing, the net asset value of clients' portfolio may be negatively affected.

## **Healthcare and Life Science Companies**

Investing in securities and other instruments of healthcare companies involves substantial risks, including but not limited to, the following: certain companies in the portfolio of clients may have limited operating histories; rapidly changing technologies and the obsolescence of products; change in government policies; changing investors' sentiments and preferences with regard to healthcare sector investments (some of which are generally perceived as risky) may have an adverse effect on the price of underlying securities; volatility in the stock markets affecting the prices of healthcare company securities may cause the performance of clients to experience substantial volatility; and most pharmaceutical and biotechnology companies, and many other companies in the healthcare sector, are subject to extensive government regulation. In addition, obtaining governmental approval for new products from governmental agencies can be lengthy, expensive and uncertain.

## **ABS and MBS**

The investment characteristics of asset-backed securities ("ABS") and mortgage-backed securities ("MBS") differ from traditional debt securities. Among the major differences are that interest and principal payments are made more frequently, usually monthly, and that the principal may be prepaid at any time because the underlying loans or other assets generally



may be prepaid at any time. The frequency at which prepayments (including voluntary prepayments by the obligors and liquidations due to default and foreclosures) occur on loans underlying MBS and ABS will be affected by a variety of factors including the prevailing level of interest rates as well as economic, demographic, tax, social, legal and other factors. Generally, mortgage obligors tend to prepay their mortgage loans when prevailing mortgage rates fall below the interest rates on their mortgage loans. Particular investments may experience outright losses, as in the case of an interest only security in an environment of faster actual or anticipated prepayments. Also, particular investments may underperform relative to hedges that may have been constructed for these investments, resulting in a loss.

Mortgage loans on commercial properties underlying MBS are often structured so that a substantial portion of the loan principal is not amortized over the loan term but is payable at maturity and repayment of the loan principal thus often depends upon the future availability of real estate financing from the existing or an alternative lender and/or upon the current value and saleability of the real estate. Therefore, the unavailability of real estate financing may lead to default. Most commercial mortgage loans underlying MBS are effectively non-recourse obligations of the borrower, meaning that there is no recourse against the borrower's assets other than the collateral. If borrowers are not able or willing to refinance or dispose of encumbered property to pay the principal and interest owed on such mortgage loans, payments on the subordinated classes of the related MBS are likely to be adversely affected. The ultimate extent of the loss, if any, to the subordinated classes of MBS may only be determined after a negotiated discounted settlement, restructuring or sale of the mortgage note, or the foreclosure (or deed in lieu of foreclosure) of the mortgage encumbering the property and subsequent liquidation of the property.

Through the use of trusts and special purpose corporations, various types of assets, primarily automobile and credit card receivables, are securitized in pass-through structures. Through collateralized debt obligations, GLG Partners LP may invest in these and other types of ABS that may be developed in the future. ABS presents certain risks that are not presented by MBS. Primarily, these securities do not have the benefit of the same security interest in the related collateral. There is a possibility that recoveries on repossessed collateral may not, in some cases, be available to support payments on these securities. The risk of investing in ABS is ultimately dependent upon payment of consumer loans by the debtor. The collateral supporting ABS is of shorter maturity than mortgage loans and is less likely to experience substantial prepayments. As with MBS, ABS are often backed by a pool of assets representing the obligations of a number of different parties and use credit enhancement techniques such as letters of credit, guarantees or preference rights. The value of an ABS is affected by changes in the market's perception of the asset backing the security and the creditworthiness of the servicing agent for the loan pool, the originator of the loans or the financial institution providing any credit enhancement, as well as by the expiration or removal of any credit enhancement.

## **Farming Industry**

Demand for agricultural commodities such as wheat, corn and soybeans, both for human consumption and as cattle feed, has generally increased with worldwide growth and prosperity. However, there is no guarantee that such trends will continue. Global economic conditions, changing worldwide demand for food, the demand for different forms of bio-energy and governmental or other regulation could have an effect on prices for farm commodities which could have a material adverse effect on clients. Further, farmland involves a number of uncontrollable risks. Severe weather conditions and natural disasters that prevent the planting of a crop or limit crop yields, such as floods, droughts, frosts or earthquakes, fires, or adverse growing conditions, diseases and insect-infestations may reduce the quantity and quality of available commodities and result in increased costs, with adverse financial consequences to clients. Access to sufficient water is also essential for farmland. In certain cases, the farm may require additional wells from which to obtain water, which in turn require permits prior to drilling such wells.

## **Agricultural Products and Equipment**

GLG Partners LP's investment in agriculture-related assets is subject to, among other risks, government policies that can affect the market for agricultural products and equipment, by influencing interest rates and regulating economic activity. For example, government subsidies, the uncertainty created by policy changes and new government programs could cause a delay in purchases of agricultural equipment and products, and decrease the demand and value of such assets. Similarly, international and multilateral institutions, such as the World Trade Organization, can affect the market for agricultural equipment and products through initiatives for changes in governmental policies and practices regarding agricultural subsidies, tariffs and the production of genetically modified crops.

## **Tail Risk Investments**

The investment programs of the Funds involving tail risk are highly speculative and entail substantial risks. In these programs GLG Partners LP seeks to hedge specifically identified "tail risk" events and/or scenarios. Because these tail risk events and/or scenarios are perceived as having a low probability of occurrence, clients are expected to incur material losses during normal market conditions. There can be no assurance that the "tail risk" events and/or scenarios hedged by GLG Partners LP's investments will occur and/or materialize. Any failure of these events and/or scenarios to occur and/or materialize would likely adversely impact the value of the related investments. In addition, even if these events and/or scenarios do occur or materialize, the investments may not experience gains or adequately hedge against such events and/or scenarios. There may be "tail risk" events and/or scenarios not identified, or identified and not executed, that would adversely impact a generic portfolio and also adversely impact the investments. The Funds' investment program may utilize such investment techniques as derivatives, option transactions, margin transactions, short sales, limited diversification, leverage and forward contracts, which practices can, in certain circumstances,

increase the adverse impact to which the Funds' portfolio may be subject. Furthermore, GLG Partners LP's investments may be concentrated, complex and risky and, as a result, investors may experience a total or partial loss of their investment in the Funds. Ultimately, there can be no assurance that the investment objectives of the Funds will be achieved or that the investments will not incur a substantial or total loss.

### **Risks of Investments in the Energy, Natural Gas and Oil Industries**

GLG Partners LP focuses its investment activities on behalf of certain of its Funds in the global energy markets, which are sensitive to, among other things, fluctuations in fuel supply and demand, interest rates, seasonal fluctuations, special risks of constructing and operating facilities, lack of control over pricing, merger and acquisition activity and regulation. The price of energy products has recently been, and may continue to be, volatile and may cause large fluctuations in the value of a Fund's assets. Among the factors that can cause volatility and wide fluctuations in the price of certain energy products are: (i) worldwide or regional demand for energy, which is affected by economic conditions; (ii) the domestic and foreign supply, availability of storage capacity and inventories of gas and oil; (iii) weather conditions, including abnormally mild winter or summer weather, and abnormally harsh winter or summer weather; (iv) availability and adequacy of pipeline and other transportation facilities; (v) U.S. and non-U.S. governmental regulations, tariffs and taxes; (vi) geopolitical conditions in gas or oil producing regions and countries, including the risk of nationalization of the natural gas, oil and related sectors; (vii) the ability of members of the organization of petroleum exporting countries ("OPEC") to agree upon and maintain oil prices and production levels; (viii) the price and availability of alternative fuels; (ix) international and regional trade contracts, (x) labor contracts; and (xi) the impact of energy conservation efforts. The Funds' portfolio may be affected by such factors. In addition, a slow down in the global economy may affect the success of a Fund's energy-related activities because it may affect interest rates, availability of credit, inflation rates and currency exchange rates, which in turn may have a negative impact on the price and demand for certain energy products.

The energy industry is subject to comprehensive U.S. Federal, state, local and international laws and regulations. For example, environmental and other governmental laws and regulations have increased the costs to plan, design, drill, install, operate and abandon natural gas and oil wells, while other laws have prevented exploration and drilling of natural gas in certain environmentally sensitive U.S. Federal lands and waters. Additionally, laws favoring the move toward hydro, solar and wind energies may have a negative impact on the price of traditional energy sources such as natural gas because of decreased demand. Regulation of the commodity interests and energy markets is extensive and constantly changing; future regulatory developments are impossible to predict but may significantly and adversely affect a client. The regulation of commodity interest transactions in the U.S. is a rapidly changing area of law and is subject to ongoing modification by governmental and judicial action. In addition, various national governments have expressed concern regarding the disruptive effects of speculative trading in the energy markets and the need to regulate the

derivatives markets in general. The effect of any future regulatory change on the energy markets is impossible to predict, but could be substantial and adverse.

### **Risks of Below Investment-Grade Investments**

GLG Partners LP may trade in corporate and government debt securities and instruments, which may be unrated or below investment grade. It is likely that many of the debt instruments purchased or sold by clients may be unrated, and whether or not rated, the debt instrument may have speculative characteristics. The issuers of such instruments may face significant ongoing uncertainties and exposure to adverse conditions that may undermine the issuer's ability to make timely payment of interest and principal. Such instruments are regarded as predominantly speculative with respect to the issuer's capacity to pay interest and repay principal in accordance with the terms of the obligations and involve major risk exposure to adverse conditions. In addition, an economic recession could severely disrupt the market for most of these securities and may have an adverse impact on the value of such instruments. It is also likely that any such economic downturn could adversely affect the ability of the issuers of such securities to repay principal and pay interest thereon and increase the incidence of default for such securities.

### **Risks of Investments in Contingent Convertible Securities**

GLG Partners LP may trade in contingent convertible securities ("CoCos"). CoCos are hybrid securities that are only convertible under certain conditions (for example, the right to convert can only be exercised if the price of the underlying stock is a certain percentage over the conversion price). CoCos may be structured such that upon the occurrence of a specific trigger event, the investor in such security is at risk of a total loss of their investment. In some cases, the principal can be written down to zero and the security is effectively cancelled; in other cases, the principal write-down is temporary and can be written back up. The uncertainty in (i) predicting the triggering events that would require the debt to convert to equity and (ii) measuring the losses the debt holder may suffer as a result of such trigger could result in losses to clients.

If CoCos held by clients are called for redemption, the client will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third party. Furthermore, an issuer could refuse to permit the client to convert the CoCos into the underlying common stock, despite its obligation to do so. Any of these actions could have an adverse effect on the client's ability to achieve its investment objective.

### **Collateralised Obligations Generally**

There are a variety of different types of collateralised debt obligations ("CDOs") and collateralized loan obligations ("CLOs"), including CDO and CLO equity, multi-sector CDO equity, trust preferred CDO equity and CLO debt. CDOs are subject to credit, liquidity and interest rate risks, which are each discussed in greater detail above. The

CDO equity may be unrated or non-investment grade. As a holder of CDO equity, the Fund will have limited remedies available upon the default of the CDO. CDOs often invest in concentrated portfolios of assets. The concentration of an underlying portfolio in any one obligor would subject the related CDOs to a greater degree of risk with respect to defaults by such obligor and the concentration of a portfolio in any one industry would subject the related CDOs to a greater degree of risk with respect to economic downturns relating to such industry.

The value of CDOs generally fluctuates with, among other things, the financial condition of the obligors or issuers of the underlying portfolio of assets of the related CDO ("CDO Collateral"), general economic conditions, the condition of certain financial markets, political events, developments or trends in any particular industry and changes in prevailing interest rates. Consequently, holders of CDOs must rely solely on distributions on the CDO Collateral or proceeds thereof for payment in respect thereof. If distributions on the CDO Collateral are insufficient to make payments on the CDOs, no other assets will be available for payment of the deficiency and following realisation of the CDOs, the obligations of such issuer to pay such deficiency generally will be extinguished. CDO Collateral may consist of high-yield debt securities, loans, asset-backed securities and other securities, which often are rated below investment grade (or of equivalent credit quality). High-yield debt securities generally are unsecured (and loans may be unsecured) and may be subordinated to certain other obligations of the issuer thereof. The lower ratings of high-yield securities and below investment grade loans reflect a greater possibility that adverse changes in the financial condition of an issuer or in general economic conditions or both may impair the ability of the related issuer or obligor to make payments of principal or interest. Such investments may be speculative.

**Subordination of CDO Debt and CDO Equity.** Subordinate CDO debt generally is fully subordinated to the related CDO senior tranches. CDO equity generally is fully subordinated to any related CDO debt. To the extent that any losses are incurred by a CDO in respect of its related CDO Collateral, such losses will be borne first by the holders of the related CDO equity, next by the holders of any related subordinated CDO debt and finally by the holders of the related CDO senior tranches. In addition, if an event of default occurs under the governing instrument or underlying investment, as long as any CDO senior tranches are outstanding, the holders thereof generally will be entitled to determine the remedies to be exercised under the instrument governing the CDO. Remedies pursued by such holders could be adverse to the interests of the holders of any related subordinated CDO debt and/or the holders of the related CDO equity, as applicable.

**Mandatory Redemption of CDO Senior Tranches and CDO Debt.** Under certain circumstances, cash flows from CDO Collateral that otherwise would have been paid to the holders of any related CDO debt and the related CDO equity will be used to redeem the related CDO senior tranches. This could result in an elimination, deferral or reduction in the interest payments, principal repayments or other payments made to the holders of such CDO debt or such CDO equity, which could adversely impact the returns to the holders of such CDO debt or such CDO equity.

Optional Redemption of CDO Senior Tranches and CDO Debt. An optional redemption of a CDO could require the collateral or portfolio manager of the related CDO to liquidate positions more rapidly than would otherwise be desirable, which could adversely affect the realised value of the items of CDO Collateral sold (and which in turn could adversely impact the holders of any related CDO debt, and/or the holders of the related CDO equity).

### **Prepayment Risk.**

The frequency at which prepayments (including voluntary prepayments by the obligors and liquidations due to default and foreclosures) occur on loans underlying certain of the client's investments will be affected by a variety of factors including the prevailing level of interest rates as well as economic, demographic, tax, social, legal and other factors. In general, "premium" financial instruments (i.e., financial instruments whose market values exceed their principal or par amounts) are adversely affected by faster than anticipated prepayments, and "discount" financial instruments (i.e., financial instruments whose principal or par amounts exceed their market values) are adversely affected by slower than anticipated prepayments. Since the client's investments may include discount financial instruments when interest rates are high, and may include premium financial instruments when interest rates are low, such investments may be adversely affected by prepayments in any interest rate environment.

### **Bank Loans.**

The client's investment program may include investments in bank loans and participations. These obligations are subject to unique risks, including: (i) the possible invalidation of an investment transaction as a fraudulent conveyance under relevant creditors' rights laws; (ii) so-called lender-liability claims by the issuer of the obligations, (iii) environmental liabilities that may arise with respect to collateral securing the obligations; and (iv) limitations on the ability of the client to directly enforce its rights with respect to participations. In analysing each bank loan, the GLG Partners LP compares the relative significance of the risks against the expected benefits of the investment. Successful claims by third parties arising from these and other risks will be borne by clients.

As secondary market trading volumes increase, new loans are frequently adopting standardised documentation to facilitate the loan trading which may improve market liquidity. There can be no assurance, however, that future levels of supply and demand in loan trading will provide an adequate degree of liquidity or that the current level of liquidity will continue. Because of the provision to holders of such loans of confidential information relating to the borrower, the unique and customised nature of the loan agreement, and the private syndication of the loan, loans are not as easily purchased or sold as a publicly traded security, and historically the trading volume in the loan market has been small relative to the high yield debt market.

## **Lower Credit Quality Bonds and Loans**

Loans purchased by clients may be deemed to have substantial vulnerability to default in payment of interest and/or principal. Certain of the claims which clients may invest in have large uncertainties or major exposures to adverse conditions, and may be considered to be predominantly speculative. Generally, such claims offer a higher return potential than higher quality bonds and loans, but involve greater volatility of price and greater risk of loss of income and principal. The market values of certain of these bonds and loans also tend to be more sensitive to change in economic conditions than better quality bonds loans.

## **Investments Longer than Term**

The Funds may make investments which may not be advantageously disposed of prior to the date that the Funds will be dissolved. Although GLG Partners LP expects that investments will be disposed of prior to dissolution or be suitable for in-kind distribution at dissolution, the Fund may have to sell, distribute or otherwise dispose of investments at a disadvantageous time as a result of dissolution. In addition, there can be no assurances with respect to the time frame in which the winding up of the assets and the final distribution of proceeds to the investors will be completed.

## **Long-Term Investment Nature of Certain Unlisted Investments**

Although certain investments by the Funds may generate some current income, the return of capital and the realisation of gains, if any, from unlisted investments, generally will occur only upon the partial or complete disposition of such investment. While an investment may be sold at any time, this may not occur for a number of years after the investment is made. There may not be a public market for a significant part of the securities acquired by the Fund. Therefore, no assurance can be given that, if the Fund is determined to dispose of a particular investment held by the Fund, it could dispose of such investment at a prevailing market price, and there is a risk that disposition of such investments may require a lengthy time period or may result in distributions in-kind to investors. The Fund will generally not be able to sell its investments through the public markets unless their sale is registered under applicable securities laws, or unless an exemption from such registration requirements is available. Additionally, there can be no assurances that the Fund's investments can be sold on a private basis. In addition, in some cases the Fund may be prohibited by contract or legal or regulatory reasons from selling certain securities for a period of time.

## **Investment in Private Companies**

The Fund may be invested in private companies. Private companies are not subject to the same disclosure and reporting requirements that are generally applicable to public companies. In addition such companies may have small management teams and may be highly dependent on the skill of a small number of individuals.

## **Market for Disposals**

Investments in unquoted companies may be difficult or impossible to realise. Investments in unquoted companies intrinsically riskier than quoted companies as unquoted companies may be smaller, more vulnerable to changes in the markets and technology and dependent on skills and commitment of a small management team. In general, investments in illiquid securities that represent interests in unlisted companies will remain illiquid unless and until such companies are acquired or become publicly quoted.



## ITEM 9

### DISCIPLINARY INFORMATION

#### A. **Criminal or Civil Proceedings**

In connection with the administrative proceeding before the SEC described in Item 9B below, the SEC entered a complaint against GLG Partners LP for alleged violations of Rule 105 of Regulation M of the Securities Exchange Act of 1934 in connection with GLG Partners LP's short sales ahead of fourteen public offerings. The complaint alleged that, on sixteen occasions from July 2003 through May 2005, GLG Partners LP realized more than \$2.2 million in four of its managed hedge funds in contravention of Rule 105.

Without admitting or denying the allegations in the SEC's complaint, on July 26, 2007, GLG Partners LP consented to pay a \$500,000 civil money penalty.

#### B. **Administrative Proceedings Before Regulatory Authorities**

The United Kingdom financial regulator, the Financial Services Authority ("FSA"), alleged that in 2003, GLG Partners LP executed trades in shares of a company prior to issuance of new securities by that company based on confidential information. The FSA's Regulatory Decisions Committee issued a Decision Notice finding that a former GLG Partners LP managing director had committed market abuse and breached the FSA's market conduct principle. On August 4, 2006, GLG Partners LP paid a monetary fine of GBP 750,000 to the FSA.

In an administrative proceeding, the SEC alleged that GLG Partners LP violated Rule 105 of Regulation M of the Securities Exchange Act of 1934 in connection with GLG Partners LP's short sales ahead of fourteen public offerings. The SEC alleged that, on sixteen occasions from July 2003 through May 2005, GLG Partners LP realized more than \$2.2 million in four of its managed hedge funds in contravention of Rule 105. Without admitting or denying the SEC's findings, on July 26, 2007, GLG Partners LP agreed to cease and desist from committing or causing any violations and any future violations of Rule 105 and pay disgorgement of \$2,214,180 and prejudgment interest of \$489,455.94.

The French financial regulator, the Autorité Des Marchés Financiers ("AMF"), alleged that in December 2004, GLG Partners LP executed trades in shares of two companies prior to the announcement of securities issuances by those companies based on confidential information. On December 13, 2007, GLG Partners LP paid monetary fines to the AMF of Euro 1.2 million and Euro 1.5 million with respect to these matters.

## ITEM 10

### OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

#### A. **Broker-Dealer Registration Status**

GLG Partners LP is not registered as a broker-dealer and does not have any application pending to register with the SEC as a broker-dealer. An entity under common control with GLG Partners LP, Man Investments Inc. ("MII"), is a limited purpose broker-dealer registered with the SEC and a member of Financial Industry Regulatory Authority, Inc. ("FINRA"). MII may act as solicitor, selling agent and/or investor servicing agent for certain of the Funds for which it may or may not be compensated.

#### B. **Futures Commission Merchant, Commodity Pool Operator or Commodity Trading Adviser Registration Status**

GLG Partners LP is not registered as a commodity pool operator or commodity trading advisor with the Commodity Futures Trading Commission ("CFTC") and is not a member of the National Futures Association ("NFA").

#### C. **Material Relationships or Arrangements with Industry Participants**

GLG Partners LP is affiliated with the following New York based entities: (i) GLG Inc., an investment adviser registered with the SEC and a commodity pool operator and commodity trading adviser registered with the CFTC and a member of the NFA, (ii) GLG Ore Hill LLC, an investment adviser registered with the SEC and (iii) Man Investments Inc., a limited purpose broker dealer registered with the SEC and member of the Financial Industry Regulatory Authority, Inc. which provides placement agent services to certain of GLG Partners LP Funds. GLG Partners LP is also affiliated with GLG Partners Hong Kong Limited, an investment adviser licensed by the Hong Kong Securities and Futures Commission and GLG Partners Asset Management Limited an investment adviser regulated by the Central Bank of Ireland. GLG Partners LP is also affiliated with the following London based entities which are authorized and regulated by the Financial Conduct Authority: (i) GLG Partners International Limited which is also an investment adviser registered with the SEC, (ii) GLG Partners UK Limited, (iii) AHL Partners LLP, an Exempt Reporting Adviser and (iv) Man-AHL USA Ltd a commodity trading adviser registered with the CFTC and a member of the NFA. GLG Partners LP is also affiliated with FRM Investment Management Ltd. an Exempt Reporting Adviser based in Guernsey that is regulated by the Guernsey Financial Services Commission. FRM Investment Management Ltd. may, on behalf of its clients and/or funds, invest in the Funds advised by GLG Partners LP or its affiliates. Nevertheless, FRM Investment Management Ltd undergoes the same due diligence process for investments it considers in Funds advised by GLG Partners LP as it would for unaffiliated funds.

GLG Partners LP, its affiliates and its personnel serve as investment advisers and investment managers to multiple pooled investment vehicles and managed accounts. GLG Partners LP, its affiliates and its personnel may take action or give advice with respect to certain clients and accounts that differs from the advice given to other clients and accounts. GLG Partners LP, its affiliates and its personnel will devote as much time to the activities of each client or account as they deem necessary and appropriate and the amount of time devoted to different clients and accounts may vary.

**D. Material Conflicts of Interest Relating to Other Investment Advisers**

GLG Partners LP does not recommend or select other third party investment advisers for its clients. GLG Partners LP's Funds may invest in other GLG Partners LP Funds or funds managed by its affiliates.

## ITEM 11

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

#### A. Code of Ethics

Potential and actual conflicts of interest may arise from the activities described herein. GLG Partners LP has established policies and procedures to monitor and to the extent possible resolve conflicts and will endeavor to resolve conflicts with respect to investment opportunities in a manner it deems equitable to the extent possible under the prevailing facts and circumstances.

GLG Partners LP strives to adhere to the highest industry standards of conduct based on principles of professionalism, integrity, honesty and trust. Accordingly, GLG Partners LP has adopted a Code of Ethics pursuant to the Advisers Act that is applicable to all of GLG Partners LP's employees. The Code of Ethics contains policies and procedures that, among other things:

- Require employees to observe fiduciary duties owed to clients;
- Prohibit employees from taking personal advantage of opportunities belonging to clients;
- Prohibit trading on the basis of material nonpublic information;
- Place limitations on personal trading by employees and impose pre-clearance and reporting obligations with respect to such trading (except for US open-ended mutual funds, US Treasury securities, or other investments listed in the Code of Ethics);
- Impose limitations on the giving or receiving of gifts and entertainment;
- Restrict employees' outside business activities;
- Require pre-clearance on political contributions; and
- Prohibit disclosure by employees of confidential information of GLG Partners LP and its clients.

GLG Partners LP's employees are also subject to the prohibition on trading on the basis of material nonpublic information and to the limitations and pre-clearance requirements on personal trading. Employee personal trades in securities covered by the Code of Ethics are monitored by the Chief Compliance Officer or designee and governed by the

procedures set forth in the Code of Ethics. Employees may from time to time have proprietary investments in which clients advised or sub-advised by GLG Partners LP also take a position, may trade and invest simultaneously with such clients, and may take investment positions that are different from or opposite to the positions taken by such clients. In general, all personal securities transactions (except for US open-ended mutual funds, US Treasury securities, or other permitted investments listed in the Code of Ethics) are subject to pre-clearance by the Chief Compliance Officer, or designee. A copy of GLG Partners LP's Code of Ethics is available to clients and prospective clients upon request.

Furthermore, GLG Partners LP has adopted procedures to prevent and detect misuse of material nonpublic information. Specifically, GLG Partners LP's procedures prohibit any employee from trading, either personally or on behalf of others (such as client accounts advised or sub-advised by GLG Partners LP), while in possession of material, nonpublic information, and prohibit employees from communicating material, nonpublic information to others in violation of the law.

From time to time, as part of its business activities, GLG Partners LP or its affiliates may come into possession of non-public information concerning specific issuers. Under applicable laws and GLG Partners LP's procedures, this may limit GLG Partners LP's flexibility to buy or sell securities of such issuers.

Related persons and personnel of GLG Partners LP and its affiliates (the "Advisory Affiliates") may invest in or have a financial interest in the Funds and may not invest in all such Funds. It is expected that the size of these investments or the financial interest will change over time. Potential conflicts may arise due to the fact that the Advisory Affiliates may have investments or financial interests in some Funds but not in others or may have different levels of investments or financial interests in various Funds, and because the Funds may pay different levels of fees.

In addition, certain Advisory Affiliates may from time to time make personal investments in securities or financial instruments which may be appropriate for, may be held by, or may fall within client investment guidelines. Such Advisory Affiliates may buy, sell, or hold securities or other financial instruments for their own accounts while entering into different investment decisions for one or more clients. These activities may adversely affect the prices and availability of securities or financial instruments held by or potentially considered for one or more clients.

From time to time, GLG Partners LP or Advisory Affiliates may form and manage additional pooled investment vehicles and advise other client accounts with similar or different investment strategies as the Funds or managed accounts currently advised or sub-advised by GLG Partners LP. It may be appropriate for more than one Fund or managed account advised by GLG Partners LP to trade in the same securities at the same time. GLG Partners LP has policies and procedures regarding such trades.

**B. Securities that the Investment Adviser or a Related Person Has a Material Financial Interest.**

**1. Cross Transactions and Principal Transactions**

GLG Partners LP may effect cross transactions on behalf of clients in connection with portfolio rebalancing or other situations such as cash flow events, among others. Such cross transactions may be arranged through a broker and effected at an independently verifiable current price where such can be ascertained. For cross trades involving non-exchange traded securities, to the extent possible, quotes are obtained from different brokers. Commissions may or may not be charged in cross trades. A determination will be made as to whether a cross transaction is appropriate for a given client or in a given transaction and in accordance with any client or regulatory restrictions. Each cross transaction will be performed consistently with GLG Partners LP's policies and procedures.

To the extent that such cross transactions may be viewed as principal transactions due to the ownership interest in a client by GLG Partners LP or its personnel, GLG Partners LP will comply with the requirements of Section 206(3) of the Advisers Act with respect to any US client or Fund, including that GLG Partners LP will notify the applicable client (or an independent representative of the client) in writing of the transaction and obtain the client's consent (or the consent of an independent representative of the client).

**2. Allocation of Investment Opportunities**

GLG Partners LP may provide discretionary advisory or sub-advisory investment advice and/or management services to multiple client accounts that may seek to invest in the same investment opportunities. In addition, GLG Partners LP may provide investment advice to multiple client accounts advised by it that may seek to invest in the same investment opportunities as GLG Partners LP's clients. This will create potential conflicts and potential differences among client accounts, particularly where there is limited availability or limited liquidity for those investments. GLG Partners LP has developed policies and procedures that provide that investment opportunities will be allocated and purchase and sale decisions will be made among these client accounts in a manner that is considered to be reasonable and equitable over time and in a manner that is consistent with each client's investment objectives and guidelines.

GLG Partners LP may determine that an investment opportunity or particular purchases or sales are appropriate for one or more client accounts, but not for other clients, or are appropriate for or available to certain clients but in different sizes, terms, or timing than is appropriate for others. GLG Partners LP will make allocations for client accounts of such investments with reference to numerous factors including, without limitation, GLG Partners LP's perception of the appropriate risks and rewards for each client account, investment objectives and guidelines of each client account, leverage of each client account, the liquidity of the account at the time of the investment and on a going-forward basis, risk parameters for

each client account, regulatory restrictions affecting the client, and such other factors as are relevant in the judgment of GLG Partners LP. Although allocating orders among client accounts may create potential conflicts of interest because of the interests of GLG Partners LP or its employees or because GLG Partners LP may receive greater fees or compensation from one client account over another, GLG Partners LP will not make allocation decisions based on such interests or greater fees or compensation. Allocation among accounts in any particular circumstance may be more or less advantageous to any one account. In addition, transactions in investments by multiple client accounts may have the effect of diluting or otherwise impairing the values, prices or investment strategies of an individual client, particularly, but not limited to, in small capitalization, emerging market, or less liquid strategies. Therefore, the amount, timing, structuring, or terms of an investment by some clients may differ from, and performance may be lower than, investments and performance of other clients.

In addition, GLG Partners LP may acquire securities or other financial instruments of an issuer for one client that are senior or junior to securities or financial instruments of the same issuer held by, or acquired for, another client (*e.g.*, one client may acquire senior debt while another client may acquire subordinated debt). GLG Partners LP recognizes that conflicts may arise under such circumstances and will endeavor to treat all clients fairly and equitably.

**C. Investing in Securities that the Investment Adviser or a Related Person Recommends to Clients**

The Code of Ethics places restrictions on personal trades by employees, including that they disclose their personal securities holdings and transactions to GLG Partners LP on a periodic basis, and requires that employees pre-clear certain types of personal securities transactions. Generally, and subject to certain exceptions, GLG Partners LP's employees may not engage in personal securities trading without pre-clearance. Accordingly, under certain circumstances, GLG Partners LP, its affiliates and its employees may invest on behalf of themselves in securities and other instruments that would be appropriate for, held by, or may fall within the investment guidelines of clients.

GLG Partners LP, its affiliates and its employees may give advice or take action for their own accounts that may differ from, conflict with or be adverse to advice given or action taken for clients. These activities may adversely affect the prices and availability of other securities or instruments held by or potentially considered for one or more clients. Potential conflicts also may arise due to the fact that GLG Partners LP and its personnel may have investments in some Funds but not in others or may have different levels of investments in the various Funds.

GLG Partners LP has established policies and procedures to monitor and resolve conflicts with respect to investment opportunities in a manner it deems fair and equitable, including the restrictions placed on personal trading in the Code of Ethics, as described above, and regular monitoring of employee transactions and trading patterns for actual or perceived

conflicts of interest, including those conflicts that may arise as a result of personal trades in the same or similar securities made at or about the same time as client trades.

**D. Conflicts of Interest Created by Contemporaneous Trading**

GLG Partners LP manages investments on behalf of a number of clients. Certain clients have investment programs that are similar to or overlap and may, therefore, participate with each other in investments. It is the policy of GLG Partners LP to allocate investment opportunities among all clients fairly, to the extent practical and in accordance with each client's applicable investment strategies, over a period of time. GLG Partners LP will have no obligation to purchase or sell a security for, enter into a transaction on behalf of, or provide an investment opportunity to any client solely because GLG Partners LP purchases or sells the same security for, enters into a transaction on behalf of, or provides an opportunity to any client if, in its reasonable opinion, such security, transaction or investment opportunity does not appear to be suitable, practical or desirable for the client.

Allocations of initial public offerings or other limited offerings ("Limited Offering") by GLG Partners LP will be made in a fair and equitable manner among clients. Allocations will be made among accounts eligible to participate in a Limited Offering taking into account factors such as long term investment horizons, investment objectives and guidelines, different levels of investment for different strategies, the overall portfolio composition for each account, and such other relevant factors. Eligibility to participate in a Limited Offering may include but is not limited to consideration of the following factors: (i) clients whose investment guidelines explicitly prohibit such investment, (ii) "restricted persons" under the FINRA New Issues Rule 5130 or an executive officer or director of a public company or a covered non-public company, or a person materially supported by such an executive officer or director, as contemplated under FINRA New Issues Rule 5131, (iii) in accordance with FINRA Rule, (iv) suitability requirements, (v) account turnover guidelines, and (vi) available investable capital.



## ITEM 12

### BROKERAGE PRACTICES

#### A. **Factors Considered in Selecting or Recommending Broker-Dealers for Client Transactions**

GLG Partners LP will place orders for the execution of transactions for client accounts in accordance with its best execution policies, which take into account a number of factors including, among other things, commission rates (and other transactional charges), the broker's financial strength, ability to commit capital, stability and responsibility, reputation, reliability, overall past performance of services, research capability and coverage, responsiveness to GLG Partners LP as well as means of communication, quality of recommendations, deal calendar, ability to execute trades based on the characteristics of a particular trade, technology and trading systems, trading activity in a particular security, block trading and block positioning capabilities, nature and frequency of sales coverage, net price, depth of available services, arbitrage operations, bond capability and options operations, investment banking coverage, capacity of syndicate operations, the availability of stocks to borrow for short trades, willingness to execute related or unrelated difficult transactions, order of call, back office, processing and special execution capabilities, efficiency and speed of execution, and error resolution. Accordingly, transactions will not always be executed at the lowest available price or commission.

GLG Partners LP does not adhere to any rigid formulas in selecting brokers, but weighs a combination of factors. There is, however, no formulaic correlation between this evaluation and the allocations of brokerage for client accounts advised or sub-advised by GLG Partners LP. Because of the range of factors considered by GLG Partners LP, it is possible that GLG Partners LP's clients may pay brokerage commissions in excess of that which another broker might have charged for effecting the same transaction. Nevertheless, GLG Partners LP will make a good faith determination that the amount of commission is reasonable in relation to the value of the products and services received, the broker's execution ability, and other factors.

##### 1. **Research and Other Soft Dollar Benefits**

GLG Partners LP may select brokers that furnish GLG Partners LP and/or personnel, directly or through correspondent relationships with third parties, research, or other products or services (collectively, "Products and/or Services"). In selecting brokers to execute transactions, GLG Partners LP need not solicit competitive bids and does not have an obligation to seek the lowest available commission cost.

In selecting brokers, GLG Partners LP may also take into account the value of one or more Products and/or Services, either provided by the broker, or paid for by the broker (either by direct or reimbursement payments (in whatever form) or by commissions, mark-ups or credits or by any other means). GLG Partners LP will use reasonable efforts to ensure that

the Products and/or Services are related to the execution of trades; related to the provision of research; or will reasonably assist GLG Partners LP in the provision of services to its clients on whose behalf orders are being executed. GLG Partners LP intends that its use of Products and/or Services will comply with the "safe harbor" of Section 28(e) of the Securities Exchange Act of 1934 (as amended). With regards to non-US clients or Funds, GLG Partners LP may generate "soft" or commission dollars through transactions other than agency transactions or riskless principal transactions in securities such as futures, currencies, derivatives and other principal transactions involving securities that are not riskless principal transactions that currently do not fall within the safe harbor of Section 28(e).

In the last year, research services provided by broker-dealers has generally included information on the economy, industries, groups of securities, individual companies, statistical information, accounting and tax law interpretations, political and policy developments, legal developments affecting portfolio securities, technical market action, pricing and appraisal services, credit analysis, risk measurement analysis, performance analysis, and analysis of corporate responsibility issues. Such research services are received primarily in the form of written reports, telephone contacts, and personal meetings with security analysts. In addition, such research services may be provided in the form of access to various computer-generated data, and meetings arranged with corporate and industry spokespersons, economists and academics, among others. In some cases, research services are generated by third parties but are provided to GLG Partners LP by or through broker-dealers.

GLG Partners LP's clients may be deemed to be paying for such Products and/or Services with "soft" or commission dollars. The extent to which commission rates or net prices charged by brokers reflect the value of Products and/or Services cannot be readily determined. Although GLG Partners LP believes that a client may benefit from the Products and/or Services obtained with commissions generated by trades made by the client, the client may not benefit from all of the services paid for in this manner. The relationships with brokerage firms that provide Products and/or Services to GLG Partners LP may influence GLG Partners LP's judgment in allocating brokerage business and create a potential conflict of interest in using the services of those brokers to execute the client's brokerage transactions. GLG Partners LP may have an incentive to select or recommend a broker-dealer based on GLG Partners LP's interest in receiving research or other Products and/or Services, rather than on GLG Partners LP's clients' interest in receiving the most favorable execution.

GLG Partners LP may execute securities transactions with multiple executing brokers, including the various prime brokers appointed for the Funds. Many of these brokers provide GLG Partners LP with access to proprietary research reports (such as standard investment research) which may be used for any or all accounts. To the best of GLG Partners LP's knowledge, these and other Products and/or Services are generally made available to all institutional investors doing business with such brokers. These bundled services are made available on an unsolicited basis and without regard to the rates of commissions paid by GLG Partners LP's clients or the volume of business GLG Partners LP directs to such brokers. Since these products and/or services are merely made available by brokers as part of a bundled

business package to GLG Partners LP, who may or may not use them, it is GLG Partners LP's understanding that such brokers do not set discrete prices for such products and/or services. Accordingly, GLG Partners LP does not separately compensate such brokers for the provision of such services.

Products and/or Services obtained by GLG Partners LP may be used in servicing any or all of the clients advised by GLG Partners LP. In addition, some Products and/or Services may not necessarily be used in whole or in part by GLG Partners LP in managing the client account that generated the commissions used to pay for such Products and/or Services. GLG Partners LP does not seek to allocate soft dollar benefits to client accounts in proportion to the soft dollar credits the client accounts generate. Furthermore, other clients may receive the benefit, including disproportionate benefits, economies of scale or price discounts in connection with Products and/or Services that may be provided to a client.

There may be circumstances whereby GLG Partners LP utilizes the investment management and/or trading capabilities of GLG Inc. in providing services to certain clients. In these circumstances, commissions paid by such clients may be used to obtain Products and/or Services which may be used in servicing any and all clients advised by GLG Inc. and clients of GLG Partners LP, including or excluding the clients that paid such commissions.

If a product or service obtained provides both research and non-research assistance to GLG Partners LP (i.e., a "mixed use item"), GLG Partners LP will make a good faith effort to determine the relative proportion of the product or service used to assist GLG Partners LP in carrying out its investment decision making responsibilities, and the relative proportion used for administrative or other non-research purposes. The proportionate amount of the product or service that is used to assist GLG Partners LP in carrying out its investment decision making responsibilities will be paid through brokerage commissions generated by client transactions; the proportionate amount attributable to administrative or other non-research purposes will be paid for by GLG Partners LP from its own resources. In making good faith allocations of costs between administrative benefits and research and brokerage services, a conflict of interest may exist by reason of GLG Partners LP's allocation of the costs of such benefits and services between those that primarily benefit GLG Partners LP and those that primarily benefit clients.

GLG Partners LP has entered into a number of global commission sharing agreements with brokers to facilitate the payments for Products and/or Services that are provided to GLG Partners LP and/or GLG Inc. by third party providers of Products and/or Services including other brokers and vendors.

## **2. Brokerage for Client Referrals**

As discussed above, subject to best execution, GLG Partners LP may consider, among other things, capital introduction and marketing assistance with respect to investors in the Funds in selecting or recommending broker-dealers for the Funds.

### 3. **Directed Brokerage**

GLG Partners LP may recommend brokers to be used by client accounts. In making these recommendations, GLG Partners LP will generally take into account the factors and considerations discussed above. In addition, GLG Partners LP may select brokers in accordance with a client's instructions (e.g., approved brokers list or directed brokerage arrangements). In these circumstances, it shall be the client's responsibility for evaluating such brokers. GLG Partners LP will seek to obtain best execution while complying with the client's instructions to the extent possible.

### B. **Order Aggregation**

GLG Partners LP may, but is not required to, aggregate orders for its clients (including the Funds or together with GLG Inc. other clients or accounts advised by GLG Inc.) if, in GLG Partners LP's reasonable judgment, such aggregation is reasonably likely to result in an overall economic benefit to the client and such other accounts or entities based on an evaluation that they will be benefited by relatively better purchase or sale prices, lower commission expenses or beneficial timing of transactions, or a combination of these and other factors. It should be noted that only trades that the trader is aware of at the time such trader is placing an order will be aggregated. There may be times where more than one trader is placing an order for the same security and such orders are not aggregated. In many instances, the purchase or sale of financial instruments for a client account will be effected simultaneously with the purchase or sale of similar financial instruments for other client accounts. When an aggregated order is filled through multiple trades at different prices on the same day, each participating client account will typically receive an average price with transaction costs allocated pro-rata based on the size of each client's participation in the order (or actual allocation such as in the case of a partial fill) as determined by GLG Partners LP. It should be noted that aggregated transactions may be made at slightly different prices, due to the volume of financial instruments purchased or sold. In the event of a partial fill, allocations will generally be made *pro rata* based on the initial order, but may be modified on a basis that GLG Partners LP deems to be appropriate, including for example, in order to avoid odd lots or *de minimis* allocations among other factors. It should be noted that on some occasions, aggregating orders may work to the client's disadvantage. Clients with specific instructions (e.g. approved brokers list or directed brokerage arrangements) may not be included in aggregated trades.

### C. **Trade Error Policy**

In the event that GLG Partners LP experiences an error with respect to trades made on behalf of clients, GLG Partners LP will correct such error in accordance with its policies and procedures. If GLG Partners LP, in its sole discretion determines that a client should be reimbursed as a result of a trade error caused by GLG Partners LP, interest will generally not be paid on such losses.

## ITEM 13

### REVIEW OF ACCOUNTS

#### A. **Frequency and Nature of Review of Client Accounts or Financial Plans**

GLG Partners LP's portfolio management team, including portfolio managers, research analysts, and traders, are primarily responsible for reviewing accounts of the clients and do so individually or in a group, depending upon account needs and market conditions. The portfolio management team, individually or in a group, perform daily, weekly, or monthly reviews of all accounts as they deem appropriate or as otherwise required. Reviews may be undertaken because of changes in market conditions; change of security positions; changes in investment objectives or policies; capital inflows/outflows; and other reasons. Various matters may be discussed during such reviews, (*e.g.*, performance of accounts in connection with investment objectives, portfolio construction, risk/reward, security positions, and investment opportunities).

#### B. **Factors Prompting Review of Client Accounts Other than a Periodic Review**

A review of a client account may be triggered by changes in market conditions; change of security positions; changes in investment objectives or policies; capital inflows/outflows; and other reasons.

#### C. **Content and Frequency of Account Reports to Clients**

The requirements for frequency and content of reports will be set forth in the documents for each client account.

Investors in the Funds generally receive estimated and final monthly statements, as applicable, generally showing account values, changes in account values, account activity, asset allocation, currency exposure and performance. Investors in private funds also generally receive audited financial statements prepared within 120 days of the applicable fund's fiscal year end.

Investors generally receive similar information, however, to the extent an investor requests additional information and reporting, and other investors may not receive some or all items provided in response to such requests, the additional information could affect an investor's decision to request a redemption from the Fund.

## ITEM 14

### CLIENT REFERRALS AND OTHER COMPENSATION

#### A. Economic Benefits for Providing Services to Clients

GLG Partners LP does not receive economic benefits from non-clients for providing investment advice and other advisory services.

#### B. Compensation to Non-Supervised Persons for Client Referrals

From time to time, GLG Partners LP or its affiliates may engage affiliated and non-affiliated entities, which may include SEC-registered broker-dealers, to solicit investors or act as selling agent, marketing consultant or investor services agent for a Fund, for which such parties receive compensation. Such compensation generally may be an upfront selling commission, a percentage of the management fees and/or performance-based compensation earned by GLG Partners LP or any of its affiliates based on investments by such investors, ongoing services compensation, a fixed amount or other agreed upon compensation. GLG Partners LP or its affiliates may benefit from the arrangements where clients are referred directly to it and/or investors are referred directly to a Fund, since the management fees are generally based upon a percentage of such client's assets under management. Thus the more assets GLG Partners LP or its affiliates has under management, the higher the management fee income. If applicable, any such arrangement with a third-party placement agent will comply with Rule 206(4)-3 under the Advisers Act.

MII, an entity under common control with GLG Partners LP, acts as the selling agent and/or investor servicing agent for certain Funds. GLG Partners LP may pay a portion of its fees to MII for its services. MII may also receive compensation directly from a Fund. In addition, MII has entered into agreements with other broker-dealers and certain financial advisers to solicit interests in Funds and/or to provide ongoing investor services and account maintenance services to investors. Each such broker-dealer and financial adviser generally receives compensation based on the aggregate value of outstanding interests held by investors that receive services from such persons, fixed amounts or other agreed upon compensation. Such compensation generally will be paid by MII from the fees that it receives from a Fund or GLG Partners LP.

## **ITEM 15**

### **CUSTODY**

With regards to its US clients and private funds, GLG Partners LP is subject to Rule 206(4)-2 under the Advisers Act (the "Custody Rule"). However, it is not required to comply (or is deemed to have complied) with certain requirements of the Custody Rule with respect to each Fund because it complies with the provisions of the so-called "Pooled Vehicle Annual Audit Exception", which, among other things, requires that each Fund be subject to audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and requires that each Fund distribute its audited financial statements to all investors within 120 days of the end of its fiscal year.

For GLG Partners LP's clients that are managed accounts, GLG Partners LP does not have custody of the assets held by such accounts.

## **ITEM 16**

### **INVESTMENT DISCRETION**

In general, GLG Partners LP provides discretionary advisory or sub-advisory investment advice and/or management services to its clients. As such, GLG Partners LP has discretion regarding all decisions and is authorized to determine and direct execution of portfolio transactions within each client's specified investment objectives, restrictions and policies. However, GLG Partners LP's discretion is subject to limits imposed on the investment manager as described in the applicable offering document in the case of the Funds, as applicable, and investment management agreements or other relevant documents with each client advised or sub-advised by GLG Partners LP. GLG Partners LP utilizes the investment management and/or trading capabilities of GLG Inc. in providing services to certain clients. In such circumstances, GLG Inc. places orders on behalf of such clients (together with its own clients), and allocates trades, in the manner described in Item 11 herein. Accordingly, for purposes of the responses to Item 11, references to GLG Partners LP shall be deemed to include GLG Inc. to the extent that GLG Inc. provides investment management and/or trading capabilities with respect to clients of GLG Partners LP.



## ITEM 17

### VOTING CLIENT SECURITIES

#### A. Proxy Voting

GLG Partners LP has adopted policies and procedures to ensure that any proxy voted on behalf of its clients is voted in a manner which is in the best interests of such clients.

Proxies may be voted for clients at GLG Partners LP's or the Portfolio Manager's discretion, where GLG Partners LP has been specifically instructed by a client to vote proxies or where GLG Partners LP is required to vote a proxy for a client (each a "Proxy Client"). In such cases, proxies will be evaluated and voted in the best interest of the relevant Proxy Client(s) with the goal of increasing the overall economic value of the investment. It should be noted that there may be times whereby Portfolio Managers invest in the same securities/assets while managing different investment strategies and/or client accounts; accordingly, it may be appropriate in certain cases that such securities/assets are voted differently across different investment strategies and/or client accounts, based on their respective investment thesis and other portfolio considerations. GLG Partners LP will only vote proxies on securities currently held by clients. Proxies received for securities that are loaned will generally not be voted.

GLG Partners LP will endeavour to identify material conflicts of interest, if any, which may arise between GLG Partners LP and one or more issuers of clients' portfolio securities, with respect to votes proposed by and/or affecting such issuer(s), in order to ensure that all votes are voted in the overall best interest of clients. GLG Partners LP has established a Proxy Voting Committee to be responsible for resolving proxy voting issues when deemed necessary; making proxy voting decisions where a material conflict of interest may exist; monitoring compliance with the Global Proxy Voting Policy; and setting new and/or modifying existing policy.

GLG Partners LP has appointed, and will appoint from time to time, one or more proxy voting service companies, to provide it with proxy voting services for certain Proxy Clients. Where applicable, GLG Partners LP will generally vote proxies for the relevant Proxy Clients in accordance with the relevant proxy voting service company's proxy voting guidelines, unless otherwise specifically instructed to vote otherwise by the Portfolio Manager or such Proxy Client.

Such guidelines generally provide that (i) when the view of the company's management is favourable, GLG Partners LP will generally support current management initiatives with exceptions as noted below and (ii) when the view is that changes to the management structure would probably increase shareholder value, GLG Partners LP will not necessarily support current management initiatives. Exceptions in supporting current management initiatives may include:

- Where there is a clear conflict between management and shareholder interests, the Proxy Voting Guidelines may call to elect to vote against management.
- In general, the Proxy Voting Guidelines will call to oppose proposals that act to entrench management.
- In some instances, even though GLG Partners LP may support management, there may be corporate governance issues that, in spite of management objections, GLG Partners LP believes should be subject to shareholder approval.

Furthermore, with respect to certain proxy issues including, but not limited to, option re-pricing and the terms and conditions of members of the Board of Directors, GLG Partners LP may choose to vote on a case-by-case basis, which may be different from the recommendations set forth in relevant proxy voting guidelines. Nevertheless, in voting proxies, GLG Partners LP will take into account what is the overall best economic interest of its Proxy Clients. GLG Partners LP will maintain documentation memorializing the decision to vote a proxy in a manner different from what is stated in the relevant proxy voting guidelines.

GLG Partners LP may abstain from voting a proxy when it is determined that the cost of voting the proxy exceeds the expected benefit to the client. Documentation will be maintained of all proxies that are not voted for Proxy Clients and the reasons therefor where GLG Partners LP has been instructed by the Proxy Client to vote.

Upon request, clients may receive a copy of GLG Partners LP's Global Proxy Voting Policy and/or information regarding the manner in which securities held in their account were voted by contacting GLG Partners LP at ++ 44 20 7016 7000.

## **B. Class Actions**

GLG Partners LP will generally participate in class actions on behalf of the Funds. Unless specifically stated in the client's investment management agreement, GLG Partners LP will not participate in class actions for managed accounts. GLG Partners utilizes the services of a third party class actions service provider to file claims and participate in class action settlements.

## **ITEM 18**

### **FINANCIAL INFORMATION**

GLG Partners LP is not required to include a balance sheet for its most recent fiscal year, is not aware of any financial condition reasonably likely to impair its ability to meet contractual commitments to clients, and has not been the subject of a bankruptcy petition at any time during the past ten years.