

Form ADV Part 2: Firm “*Brochure*”

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This document (the “*Brochure*”) provides information about the qualifications and business practices of Invus Financial Advisors, LLC (“*IFA*” or the “*Firm*”). If you have any questions about the contents of this Brochure, please contact us at (212) 616-2555. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Though IFA may from time to time refer to itself as a “registered investment adviser” or describe itself as being “registered,” registration with the SEC does not imply any level of skill or training.

March 14, 2014

Item 2: Material Changes

This Brochure, dated March 14, 2014, prepared by IFA in accordance with the SEC's new requirements and rules pertaining to Form ADV as established on July 28, 2010.

There were no material changes to IFA's business in 2013.

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Item 4: Advisory Business

IFA provides investment advisory services to private pooled investment vehicles, the “Funds,” that are offered exclusively to certain highly sophisticated investors, including high net worth individuals, families or institutions. IFA also provides advisory services to a family office.

For the purposes of this document, IFA’s “clients” are the private pooled investment vehicles it manages and the family office to which it provides advisory services, and its “investors” are the underlying investors in those vehicles and the aforementioned family office.

IFA was formed in 2006, and its principal owners are Leslie Lake and Sacha Lainovic. A minority owner of IFA is Invus Alternative Assets Advisors, LLC.

IFA offers advisory services with the goal of generating capital appreciation. For some of its clients, including the “Funds of Hedge Funds” and the family office client, IFA recommends for investment exclusively securities of hedge funds. For other clients, the “Private Equity Funds,” IFA recommends direct investments, primarily minority positions, in highly speculative private companies and investments in private equity funds. For a third group of clients, the “TMG Funds,” IFA recommends exclusively investments in Brazil, primarily control positions in private companies. As described below, IFA co-sponsors the TMG Funds together with TMG Management Services, Ltd. (the “TMG Advisor”). IFA generally does not recommend securities that are actively traded or securities that are traded on public markets. IFA’s clients’ investment strategies are described in more detail in each client’s governing documents, including advisory agreements, investment management agreements or limited partnership agreements (as applicable).

IFA generally tailors its recommendations to clients’ investment strategies. IFA determines which recommendations are suitable for each client based on that client’s governing documents, which may include the Funds’ limited partnership agreements and offering memoranda or a client’s advisory agreement with the Firm, as applicable, which collectively set forth the investment objectives and suitable investments for that client. IFA does not personalize its investment recommendations to the specific needs of the investors in the Funds.

IFA does not participate in wrap fee programs.

As of December 31, 2013, IFA manages approximately \$680,500,000 on a sole discretionary basis. Together with the TMG Advisor, IFA has joint discretion over approximately \$318,400,000. Please refer to Item 7: Types of Clients for more information.

Item 5: Fees and Compensation

IFA is compensated for advisory services with fees that are not based on capital appreciation (collectively, the “Management Fees” and each such fee a “Management Fee”).

For the Funds of Hedge Funds, the Management Fee is based on aggregate assets under management and is charged at a rate equivalent to between 0.50% and 2.0% of assets under management. For the Private Equity Funds and the TMG Funds, the Management Fee is based on aggregate committed capital and is charged at a rate equivalent to between 0.50% and 2.0% of an investor's committed capital annually. For the family office client, the Management Fee is a fixed fee negotiated separately with the client. For each client, IFA is also compensated with a fee based on invested capital (the "*Incentive Allocation*"). For the Funds, the Management Fee and Incentive Allocation are not generally negotiated separately with each investor. However, IFA believes that its advisory fees are either lower than or in line with industry standards and may negotiate fees with individual investors at its discretion in consideration of the size of such investor's capital commitment or other factors.

IFA allocates fees to its account directly from the assets of the Funds of Hedge Funds. IFA calls capital from investors in the Private Equity Funds for the Management Fee. IFA receives Management Fees from the TMG Funds through a sub-advisory relationship with the TMG Advisor.

In addition to the Management Fees, clients will generally bear all legal and organizational expenses incurred in their formation. Clients will also pay all expenses directly related to their individual operations, including without limitation all costs and expenses with respect to the actual or proposed acquisition of investments, including research, monitoring, due diligence expenses, brokerage commissions, fees and expenses of custodians, consultants, outside counsel and accountants; insurance expenses; litigation expenses; entity-level taxes and other governmental fees and charges; expenses for liability insurance, including directors and officers liability insurance; other legal, accounting, auditing, appraisal, administrative and accounting expenses and fees for other outside services; annual or special meetings of investors and periodic reports to investors; and printing, duplication, telephone and mailing expenses.

In addition, IFA's clients will also utilize a "fund-of-funds" investment strategy, pursuant to which their assets will be invested with other investment advisers. Investment management compensation will be charged to clients both by the Firm and by the investment advisers with which assets are invested. As a result, clients will bear multiple investment management fees, which may include both fees based on assets under management (or committed capital) and fees based on capital appreciation, which in the aggregate may exceed the compensation which would typically be incurred by an investment with a single portfolio manager.

Most of IFA's clients must pay the Management Fee in advance. In the extremely unlikely event that an advisory contract is terminated before the end of a billing period, IFA will refund a *pro rata* portion of the Management Fee based on the date of the contract's termination.

Neither IFA nor any of its supervised persons accepts compensation for the sale of securities or other investment products.

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

IFA receives the Incentive Allocation at comparable levels from each of its clients. Certain investors in the Funds may not pay the Incentive Allocation. These investors still participate *pro rata* in their applicable Fund's overall investment program. The Incentive Allocation may lead IFA to make investments that are riskier or more speculative than would be the case if IFA did not receive the Incentive Allocation. However, IFA subjects each investment to an extensive due diligence process, and IFA's Managing Directors have substantial investments in the Funds.

Item 7: Types of Clients

IFA provides investment advice to the Funds, which are private pooled investment vehicles that are exempt from registration under the Investment Company Act. Investors in these vehicles may include high net worth individuals and institutions, high net worth families, pension plans, endowments and other Qualified Purchasers. IFA has full investment discretion to purchase and sell securities on behalf of the Funds.

IFA advises the TMG Funds pursuant to a sub-advisory arrangement with the TMG Advisor, a Brazilian private equity firm that was formed in 2007. An affiliate of IFA serves as co-general partner to the TMG Funds. IFA and the TMG Advisor have joint investment discretion over the TMG Funds. This means that both IFA and the TMG Advisor must approve all investments recommended for the TMG Funds.

The minimum initial contribution in any Fund managed by IFA is \$1 million, though certain of IFA's Funds have a minimum initial contribution of \$5 million or \$10 million. For each of IFA's clients, the minimum initial commitment is subject to the discretion of the applicable Fund's general partner.

IFA also provides non-discretionary advisory services to one family office entity. IFA does not have strict requirements in place for providing such advisory services and will evaluate such opportunities on a case-by-case basis.

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

Methods of Analysis and Investment Strategies

Funds of Hedge Funds

The Funds of Hedge Funds are managed pursuant to a "fund of hedge funds" strategy. IFA recommends that these clients invest substantially all of their respective assets in interests in hedge funds (such hedge funds are "*Underlying Funds*"). The Funds of Hedge Funds will place assets under the direction of the portfolio managers of the Underlying Funds (each, an "*Underlying Manager*"). IFA will attempt to diversify its holdings among investment strategies and attempt to achieve superior risk-adjusted returns.

IFA will evaluate Underlying Managers based on a variety of criteria. IFA will consider rate of return, correlation of return to general market indices, historical performance, volatility, liquidity and fee structure of the Underlying Funds. In addition, IFA will evaluate the strategy correlation among prospective managers and attempt to forecast economic environments which will affect particular strategies, markets and groups of managers. IFA will attempt to construct a quantitative foundation for the distribution of its market exposure among a variety of strategies and markets, including those that may offer attractive investment opportunities under prevailing market conditions and market conditions that IFA expects to occur in the near to medium term market. IFA will also evaluate Underlying Managers subjectively, based on criteria such as the manager's experience, intelligence, market knowledge, integrity, reputation, coherency of strategy and operational infrastructure.

IFA will also do extensive due diligence on investments in the Underlying Funds before committing to making an investment. Consideration will be given to, among other factors, the experience of the investment team of the Underlying Manager, the operational infrastructure of the Underlying Fund and its Underlying Manager, the Underlying Manager's principals' ability to manage a business, the investment strategy of an Underlying Fund, geography of investments, investment sector, historical performance and diversification of the applicable Fund of Hedge Funds' other investments.

Private Equity Funds

For the Private Equity Funds, IFA attempts to identify smaller, unconventional opportunities with high upside potential. The Private Equity Funds have a very flexible investment mandate with the aim of creating a diversified portfolio with a disproportionate risk/return profile. For the Private Equity Funds, IFA generally attempts to deploy capital in one of the following investment strategies:

1. *Venture Capital and Growth Equity*. IFA seeks to identify minority investments in a limited number of companies that target large market opportunities and may offer the potential for corresponding returns. IFA may identify opportunities both as a lead investor and as part of a consortium.
2. *Indirect Investing*. IFA seeks opportunities in co-investments or transactions originated by third parties, which may be independent sponsors or established private equity funds. These transactions may be unique, special situations or complex in nature.
3. *Fund of funds*. IFA may also identify opportunities as passive limited partners in private equity funds, also heretofore included in the definition of "Underlying Funds," with strategies that IFA believes are well positioned to produce a good capital appreciation. IFA evaluates these opportunities on a case-by-case basis based on the particular opportunities that are available to each such Underlying Fund.

With respect to direct and indirect investments that it may make in private companies, IFA will perform extensive operational and business analysis, including in-depth analysis of the company's financial statements and potential growth prospects, with consideration of factors

such as the geography of investments, investment sector, historical performance and diversification of the Funds' investments.

Private Equity in Brazil

IFA is a sub-advisor to the TMG Funds, which invest exclusively in private equity in Brazil. An affiliate of IFA serves as co-general partner to the TMG Funds. For these Funds, IFA and the TMG Advisor seek both control and minority investments in private companies.

Risk Factors

General Risks

IFA's investment strategy is speculative and entails substantial risks. There can be no assurance that a client's investment objective will be achieved. In fact, the investment techniques which the clients may employ from time to time can, in certain circumstances, substantially increase the adverse impact on the client's investment portfolio. Accordingly, IFA's investment recommendations could result in substantial losses, including loss of a client's entire investment, which clients should be willing to bear. In addition, each client and investor should carefully read each risk set forth in this document and in all other disclosure documents provided.

There is no public market for the vast majority of investments that will be recommended to clients and it is highly unlikely that one will develop. As a consequence, clients' investments in securities are generally expected to be illiquid. As a consequence, clients could be prevented from liquidating securities promptly, which may in turn subject clients to substantial losses. Illiquidity could also impair the clients' ability to distribute withdrawal proceeds to a withdrawing investor in a timely manner.

IFA does not intend to direct the Funds to borrow or otherwise use leverage to increase amounts invested. However, the Underlying Funds and portfolio companies in which IFA's clients have made direct investments may conduct their activities on a leveraged basis. While leverage presents opportunities for increasing clients' total return, it also has the effect of potentially increasing losses as well. Accordingly, any event that adversely affects the value of an investment may be magnified to the extent leverage is utilized. The cumulative effect of the use of leverage by the Underlying Funds or portfolio companies in a market that moves adversely to the Underlying Funds' or portfolio companies' investments could result in substantial losses to clients that would be greater than if leverage were not utilized.

There can be no assurance that IFA will be able to identify or consummate investments satisfying the Funds' investment criteria. The success of the Funds' investment programs will depend on IFA's ability to identify suitable investments, and in certain circumstances to negotiate and arrange the closing of appropriate transactions and to arrange the timely disposition of portfolio investments. Likewise, there can be no assurance that the Fund will be able to realize upon the values of its investments or that it will be able to invest its committed

capital. To the extent that the Fund encounters competition for investments, returns to investors may decrease.

Risks of Investing in Funds of Hedge Funds and Private Equity Funds

IFA will recommend investments in private investment vehicles over which neither IFA nor any affiliate has any investment discretion, and which may themselves invest in highly speculative investments.

The overall success of IFA's investment strategy depends upon the ability of the Underlying Managers to be successful in their own businesses employing their own investment strategies. The past performance of a particular strategy is not necessarily indicative of its future profitability, and no strategy is infallible. No assurance can be given that the strategies used by the Underlying Managers will be successful under all or any market conditions. The Underlying Managers may modify their strategies from time to time in an attempt to evaluate market movements more favorably. As a result of such periodic modifications, it is possible that the strategies used by an Underlying Manager in the future may be different from those in use when IFA recommends an investment.

Some of the Underlying Funds in which IFA will recommend an investment will be in the development stage, having little or no assets under management. These investments are anticipated to present greater opportunities for growth, but may also involve greater risks than customarily are associated with investments in more established investment funds run by seasoned portfolio managers. The Underlying Funds and/or Underlying Managers may have little or no operating history and the principals thereof may have limited track records. Further, the Underlying Managers may have limited financial resources and limited management other than the portfolio manager. The prior performance of the principal(s) of any Underlying Manager in any similar venture is not a guarantee of future results. There is no assurance that any Underlying Fund will achieve its investment objective.

IFA will request detailed information from each Underlying Manager regarding such Underlying Manager's methodology, investments and market views. IFA, however, may not always be provided with detailed information regarding all the investments made by the Underlying Manager because some of this information may be considered proprietary information by the Underlying Manager. This lack of access to information may make it more difficult for IFA to select, allocate among and evaluate the Underlying Managers and may prevent the Investment Manager from fully appreciating all the risks involved in a particular Underlying Manager's strategy.

IFA will generally attempt to diversify each client's holdings when possible and will attempt to invest in Underlying Funds with exposure to diversified investments. However, each client's portfolio could directly or indirectly 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 such client.

Although IFA intends to invest in multiple Underlying Funds on behalf of each of its clients, many of these multiple Underlying Funds may hold a particular investment in their portfolios. Therefore, if IFA's clients, through the Underlying Funds, have exposure to a limited number of positions or large exposure to certain positions, they could be exposed to losses disproportionate to market declines in general if there are disproportionately greater adverse price movements in those positions.

The Underlying Managers may be limited in the amount of capital they can manage successfully by both the difficulty of executing substantially larger trades in order to accommodate greater assets under management and the restrictive effects of speculative position limits and possible market illiquidity. The rates of return recognized on the trading of a limited amount of assets may have little relationship to those an Underlying Manager reasonably can expect to achieve trading larger amounts of capital. The Underlying Managers will not be required to agree to limit the amount of additional assets they may manage. There can be no assurance that an Underlying Manager's strategies will not be adversely affected by the additional capital represented by additions made by IFA or others.

There is no assurance that each Underlying Manager will, as a result of capacity constraints, agree to manage as much of IFA's clients' assets as the Investment Manager determines to allocate to such Underlying Managers. There also is no assurance that an Underlying Manager will not terminate its relationship with the Partnership or return some assets under management.

Trading decisions made by each Underlying Manager will be based on the judgment of one or a limited number of key individuals (each, a "Key-Person"). If any Key-Person were to die or become incapacitated or otherwise terminate his or her relationship with an Underlying Manager or an Underlying Fund, such event could have a material adverse effect on the Partnership and its performance. While IFA will seek to negotiate terms whereby an investment in an Underlying Fund will be redeemable upon the death, incapacity, retirement or removal of one or more Key-Person, there is no guarantee that such terms will be secured in all cases. Moreover, there is no guarantee that having the ability to redeem from the Underlying Fund in such circumstances will mitigate potential adverse consequences.

The Underlying Managers are partially compensated based on the performance of their respective Underlying Funds. Consequently, a particular Underlying Manager may receive incentive compensation in respect of its Underlying Fund's performance during a period when client's overall capital depreciated.

The investment strategies of the Underlying Funds themselves are generally speculative and may involve significant risks. For example, the Underlying Funds that invest heavily in securities traded publicly on capital markets may be unsuccessful at analyzing these markets profitably, and the Underlying Funds that invest directly in more speculative opportunities may not successfully identify profitable opportunities. For a more complete description of the risks facing the Underlying Funds of IFA's clients, please refer to the applicable client's offering memorandum.

Risks of Direct Investments in Private Companies

Portfolio companies in which a Fund invests could deteriorate as a result of, among other factors, an adverse development in their business, a change in their competitive environment, or an economic downturn. As a result, portfolio companies which IFA expected to be stable may operate at a loss or have significant variations in operating results, may require substantial additional capital to support their operations or to maintain their competitive positions, or may otherwise have a weak financial condition or be experiencing financial distress. In some cases, the success of IFA's investment strategy will depend, in part, on the ability of IFA to effect improvements in the operations of a portfolio company and/or recapitalize its balance sheet. The activity of identifying and implementing operating improvements and/or recapitalization programs at portfolio companies entails a high degree of uncertainty. There can be no assurance that IFA will be able to successfully identify and implement such operating improvements and/or recapitalization programs.

IFA may recommend co-investment in a company with financial, strategic or other third-party investors. Such investments will involve additional risks not present in investments where a third party is not involved, including the possibility that the co-investor may have interests or objectives that are inconsistent with those of the Funds or may be in a position to take action contrary to the Funds' investment objectives.

IFA will be competing for investment opportunities with a significant number of individuals, financial institutions and other investment advisers to private funds, as well as various institutional investors. Some of these competitors may be larger and have greater financial, human and other resources than IFA and may in certain circumstances have a competitive advantage over IFA. Competition for appropriate investment opportunities may reduce the number of investment opportunities available to the Funds and adversely affect the terms upon which investments can be made.

A Fund may be called upon to provide follow-up funding for its portfolio companies or have the opportunity to increase its investment in such portfolio company. There can be no assurance that such Fund will wish to make follow-on investments or have sufficient funds to do so. Any decision by a Fund not to make follow-on investments or its inability to make them may have a substantial negative impact on a portfolio company in need of such an investment. Certain of the Funds' portfolio companies, especially those in a development phase, for example, may require additional financing to satisfy their working capital requirements. If the capital provided is not sufficient, a company may have to raise additional capital at a price unfavorable to its existing investors, including the Funds managed by IFA.

The availability of capital is generally a function of capital market conditions that are beyond the control of IFA, the Funds it manages or any portfolio company. There can be no assurance that the portfolio companies will be able to predict accurately future capital requirements necessary for success or that additional funds will be available from any source.

IFA may recommend investments which may not be advantageously disposed of prior to the date that the Funds will be dissolved, either by expiration of the Funds' term or otherwise (as described more fully in the Funds' offering memoranda). Although IFA expects that investments will either 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.

Item 9: Disciplinary Information

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of IFA's advisory business.

Item 10: Other Financial Industry Activities and Affiliations

Neither IFA nor any of its management persons is registered, or has an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

Neither IFA nor any of its management persons is registered, or has an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor or an associated person of the foregoing entities. IFA's Fund of Fund business is currently claiming an exemption from CFTC registration due to a no-action letter issued by the CFTC extended the deadline for registration for Fund of Funds operators until June 30, 2013 or six months from the date that the CFTC issues revised guidance on the application of the calculation of de minimis thresholds in the context of Regulations 4.5 and 4.13(a)(3), provided that the CPOs comply with the following requirements.¹ The CFTC has not issued further guidance on the subject since the release of the no-action letter as of the date of this Brochure. In addition, in December 2013, the general partner of the Private Equity Funds filed an exemption with the CFTC under 4.13(a)(3).

IFA Alternative Assets Advisors, LLC ("*Invus AAA*") owns a minority equity interest in the Firm. Invus AAA is an affiliate of The Invus Group, LLC ("*The Invus Group*"), a family office. The Invus Group and the Firm do not share office space or personnel. The Invus Group and IFA are not under common control and do not consult with each other regarding advisory recommendations to IFA's clients.

IFA does not receive compensation directly or indirectly from the Underlying Managers. IFA does not have any business relationships with such Underlying Managers other than in the course of selecting Underlying Funds for investment and the continual diligence it performs on such investments.

¹ See CFTC Letter No. 12-38.

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

As an investment adviser, IFA stands in a position of trust and confidence with respect to its clients. IFA has a fiduciary duty to place the interests of the Funds before its own interests and the interests of its employees. All of the IFA's personnel must put the interests of its clients before their own personal interests and must act honestly and fairly in dealings with its clients. All of IFA's personnel must also comply with all federal and other applicable securities laws.

As part of its Code of Ethics, IFA has adopted a personal trading policy requiring all personnel to disclose (i) all securities held in personal accounts over which they have discretion and (ii) all discretionary personal securities transactions in a timely manner. The Firm also maintains a "Restricted List" of publicly traded companies about which a determination has been made that it is prudent to restrict trading activity by the Firm and/or its personnel. Generally, an employee may not trade securities of an issuer included on the Restricted List; however, exceptions may be granted under certain circumstances if pre-clearance is granted (e.g., during the "window period" of an issuer of which an employee is on the Board of Directors). IFA also requires employees to pre-clear transactions in the securities of certain issuers that are not on the restricted list, as determined by the Firm from time to time.

IFA's Code of Ethics also contains policies regarding the control of non-public information, outside business activities, and gifts and entertainment with business associates. IFA's Code of Ethics is designed to promote the ethical behavior of all of the Firm's personnel and to ensure compliance with applicable regulation and best practices. IFA will provide a copy of its Code of Ethics to any investor upon request.

IFA or its supervised persons may have a stake over 25% in certain of the Funds (the "*Proprietary Funds*"). IFA may make investments on an aggregated basis for the Proprietary Funds and certain other of its clients. These investments will be allocated *pro rata* between the Proprietary Funds and other participating Funds based on portfolio size (except for legal, regulatory or tax reasons). IFA will make and dispose of such investments at the same time and on materially the same terms and conditions for the Proprietary Funds and its other Funds that have participated in the investment.

IFA will have an interest in investments made by its clients only insofar as IFA's employees are themselves invested in the Funds. IFA believes that this investment properly aligns the interests of its investment professionals and clients.

Item 12: Brokerage Practices

Due to the nature of investments recommended to IFA's clients, IFA does not expect to select or recommend broker-dealers for client transactions at this time.

Item 13: Review of Accounts

IFA's Managing Directors review client holdings and investment performance on an ongoing basis. IFA's Managing Directors and Associates review the performance of each Underlying Fund upon receiving investor communications regarding performance from such Fund. IFA monitors the progress of its private equity investments on an ongoing basis. IFA monitors a variety of factors to determine whether the Private Equity Funds should make additional investments or attempt to dispose of investments. While IFA has no set criteria that may trigger additional review, IFA monitors the performance of the Underlying Funds and its Funds' other investments continuously and may opt to review any portfolio holdings at any time if there is a material change that affects that investment.

Investors in the Funds of Hedge Funds receive monthly unaudited net asset values for their investments. Investors in the Private Equity Funds receive quarterly written reports. Investors in the TMG Funds may receive quarterly written reports from the TMG Advisor. IFA distributes to each investor audited financial statements regarding his or her respective Funds annually.

Item 14: Client Referrals and Other Compensation

Only IFA's clients provide economic benefits to IFA for providing investment advice or other advisory services. IFA does not compensate anyone who is not a supervised person for client referrals.

Item 15: Custody

The majority of IFA's assets consist of privately offered securities. For cash or securities of clients that are held with a qualified custodian, such as client checking accounts, clients will receive account statements quarterly or more frequently from such qualified custodian.

In accordance with the Custody Rule, IFA will provide audited financial statements to the investors in its Funds annually. Investors in the TMG Funds will receive audited financial statements annually from the TMG Advisor.

Item 16: Investment Discretion

For the Private Equity Funds and the Funds of Hedge Funds, IFA or its affiliated general partner entity obtains full power to do business on behalf of the client, including power of attorney, power to purchase and sell investments, power to vote securities, and all other rights and responsibilities necessary to manage securities portfolios on a discretionary basis. These terms are set forth in the applicable Fund's investment management agreement, limited partnership agreement and/or investment advisory agreement.

For the TMG Funds, affiliates of both IFA and the TMG Advisor have joint investment discretion over client securities portfolios. For these Funds, affiliates of both IFA and the TMG Advisor jointly obtain full power to do business on behalf of the client, including power of attorney, power to purchase and sell investments, power to vote securities, and all other rights and responsibilities necessary to manage securities portfolios on a discretionary basis. The approval of both the affiliate of IFA and the affiliate of the TMG Advisor is required before purchasing or selling securities on behalf of the TMG Funds. These terms are set forth in the applicable Fund's investment management agreement, limited partnership agreement and/or investment advisory agreement.

Item 17: Voting Client Securities

IFA does not expect to recommend securities with voting authority to the Funds of Hedge Funds. In the event that IFA obtains securities with voting authority, IFA has full authority to vote clients securities as it deems to be in the best interests of clients. In the event that IFA does receive proxies for these clients, it will record its vote and the rationale for its vote.

For the Private Equity Funds, IFA will seek to vote in the best interests of its clients whenever matters are put to a vote of the stockholders in a company. IFA will keep a record of all such votes cast on behalf of clients, including how IFA voted and a rationale for its vote. IFA may consider various factors, including the long-term value of its clients' holdings and whether the proposals properly align the interests of management with its clients' interests. IFA's investors may request IFA's detailed proxy voting policy and a record of its votes free of charge by contacting IFA at (212) 616-2555.

Item 18: Financial Information

IFA does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.