

**ITEM 1
COVER PAGE**

PART 2A OF FORM ADV: FIRM BROCHURE

MeehanCombs, LP

June 2014

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This brochure provides information about the qualifications and business practices of MeehanCombs, LP (“MeehanCombs” or the “Adviser”). If you have any questions about the contents of this brochure, please contact us at (203) 295-7411. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

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

MeehanCombs 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.

ITEM 2

MATERIAL CHANGES

MeehanCombs, LP (the “Adviser”) is providing this other-than-annual update to the “Brochure.” The following changes have been made to report from the Brochure on file with the United States Securities and Exchange Commission (“SEC”) dated June 18, 2014:

- Eli Combs is serving Chief Compliance Officer; and
- The Adviser’s new Principal Office and Place of Business is 40 Signal Road, Suite 3, Stamford, CT 06902.

Pursuant to SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

Currently, our Brochure may be requested by contacting Mr. Eli Combs, MeehanCombs’ Chief Compliance Officer, at (203) 295-7411 or eli@meehancombs.com.

Additional information about MeehanCombs is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with MeehanCombs who are registered, or are required to be registered, as investment adviser representatives of MeehanCombs.

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ITEM 4

ADVISORY BUSINESS

A. General Description of Advisory Firm.

MeehanCombs, LP (“MeehanCombs”) is a Delaware limited partnership which commenced operations in January 2012. MeehanCombs is controlled by MeehanCombs GP, LLC, its general partner. MeehanCombs and MeehanCombs GP, LLC are owned and controlled by Matt Meehan, Eli Combs, Brian Dubin, Steve Kampf, and Matt Ragsdale.

B. Description of Advisory Services.

MeehanCombs is an investment advisory firm specializing in alternative investments. MeehanCombs currently acts, or intends to act, as investment adviser to private investment funds, registered investment companies on a sub-advisory basis and managed accounts. MeehanCombs currently acts as investment adviser to MeehanCombs Global Credit Opportunities Fund, LP (“Onshore Fund”), MeehanCombs Global Credit Opportunities Fund (Cayman), LP (“Offshore Fund”) and MeehanCombs Global Credit Opportunities Master Fund, LP (“Master Fund” and collectively with the Onshore Fund and Offshore Fund, the “Funds”). In addition, MeehanCombs acts as a sub-advisor to the Underlying Funds Trust, a Delaware statutory trust (the “Trust”) registered as an investment company (the “RIC”), and an affiliate of Hatteras Alternative Mutual Funds Trust.

For more information on the Funds, please see Section 7.B.(1) of Schedule D to Part 1A of MeehanCombs’ Form ADV, both of which are available at www.adviserinfo.sec.gov.

MeehanCombs may, in the future, provide discretionary advisory services to other investment funds, RICs, separately managed accounts or other investment vehicles.

C. Availability of Customized Services for Individual Clients.

MeehanCombs advises each Fund in an attempt to achieve the Fund’s investment objective and does not tailor its advice to the individual needs of any investor in the Fund. Generally, no investor in a Fund may impose any restrictions on the way MeehanCombs advises the Fund.

Should MeehanCombs provide advisory services to a client through a separately managed account, or a fund created specifically for a client, it is anticipated that the account or fund would be tailored to the individual needs of the client and any investment restrictions or guidelines, as well as other terms such as fees, liquidity, and access to information, would be mutually agreed between MeehanCombs and the client.

D. Wrap Fee Programs.

MeehanCombs currently does not participate in any wrap fee programs.

E. Assets Under Management.

As of the fiscal year end, December 31, 2013, MeehanCombs managed approximately \$294 million of client assets on a discretionary basis and \$0 of client assets on a non-discretionary basis.

ITEM 5 FEES AND COMPENSATION

A. Advisory Fees and Compensation.

Compensation received by MeehanCombs in its role as investment adviser to the Funds consists of a percentage of assets under management (“Management Fees”) and performance-based compensation, such as performance fees, allocations, or carried interest distributions, to which investors in the Funds are subject (“Performance Fees”). All Management Fees and Performance Fees are disclosed in the relevant Fund’s offering documentation, which is provided to all prospective investors.

Management Fees typically range between 1% and 2% per annum. Management Fees are generally payable quarterly in advance and are pro-rated for partial periods.

Performance Fees are generally between 10% and 20% of net realized and unrealized capital appreciation, after making up for any losses carried forward from prior periods. The timing of allocations/distributions related to Performance Fees varies depending on the terms of each class of interest of the Fund, as set forth in the relevant Fund’s offering documentation.

The Management Fees and/or Performance Fees received by MeehanCombs or its affiliates with respect to any investor in a Fund, may be waived, reduced, rebated, or calculated differently, as may be agreed by MeehanCombs and any particular investor in MeehanCombs’ sole discretion.

With respect to the RIC, the fees associated with the RIC sub-advised by MeehanCombs is negotiated with the investment adviser of the RIC and is described in detail in the investment sub-advisory agreement entered into among MeehanCombs, the sub-advised RIC and the sub-advised RIC’s investment adviser.

Management Fees. Typically, sub-advised RICs are charged management fees which are generally calculated and paid by the RIC’s investment adviser monthly in arrears. The annual management fees are generally a percentage of the net asset value of RIC’s assets sub-advised by MeehanCombs.

Should MeehanCombs manage and/or advise other investment funds, RICs, or separately managed accounts in the future, it is anticipated that MeehanCombs would receive compensation similar to the Management Fees and Performance Fees described above.

B. Payment of Fees.

In general, Management Fees and Performance Fees are deducted from the assets of the Funds. As discussed above, Management Fees are generally deducted on a quarterly basis. Performance Fees are generally deducted, or allocated away, from the assets of investors in the Funds, on a periodic basis which period varies in duration, generally ranging from one to three years. Such duration is determined by the terms of each class of interest of the Fund, as set forth in the Fund’s offering documentation.

An investor in a Fund may be billed for Management Fees, and a Fund may hold a portion of an investor’s withdrawal/redemption proceeds in reserve to satisfy its future Management Fee payment obligations, in instances where the investor has requested a full withdrawal/redemption from the Fund and the Fund has elected to segregate assets in connection with such withdrawal/redemption.

With respect to the RIC, the management fee will generally be paid by the RIC’s investment adviser directly upon invoice.

C. Additional Fees and Expenses.

In addition to the Management Fees and Performance Fees described above, investors in the Funds may be subject to additional fees in the event of an early withdrawal. Investors in the Funds also are generally responsible for the costs and expenses of a Fund, as set forth in the Fund's offering documentation.

Generally, the Fund will bear all of its and its *pro rata* share of the Master Fund's legal and other organizational expenses incurred in the formation of the Fund and the Master Fund, including any and all expenses relating to capital raising activities. The Fund will bear its own operating and other expenses and its *pro rata* share of the Master Fund's expenses including, but not limited to, investment-related expenses (*e.g.*, costs, fees and other out-of-pocket expenses directly related to (i) the investigation of investment opportunities (whether or not consummated) and (ii) the acquisition, ownership, financing, hedging or sale of its investments, including transaction and investment banking or similar fees, legal and other expenses, brokerage commissions, information-related expenses, clearing and settlement charges, custodial fees, interest expenses, appraisal fees and other due diligence expenses), all operational expenses, including legal (including responding to formal and informal inquiries and indemnification expenses), auditing, tax preparation and accounting expenses (including expenses associated with the preparation of financial statements, tax returns and Schedules K-1), expenses incurred in the collection of monies owed to the Fund and the Master Fund, insurance expenses, regulatory expenses (including fees of the Fund's compliance consultant, Blue Rivers Partners LLC, or any such other person, firm or entity providing such services from time to time, filing fees and professional fees and expenses incurred in connection with regulatory filings pertaining to Fund (or Master Fund) portfolios), the Management Fee, compensation of the members of the Board of Advisors, fees of the Administrator and any other service providers, and to the extent applicable, any entity-level taxes, fees or other governmental charges levied against the Fund and the Master Fund, extraordinary expenses (such as litigation-related and indemnification expenses) and expenses comparable to the foregoing.

The Onshore Fund and the Offshore Fund will bear their *pro rata* share of the Master Fund's legal and organizational expenses and Operating Expenses.

With respect to the RIC, any additional fees and expenses associated with the RIC are described in detail in the investment sub-advisory agreement entered into among MeehanCombs, the sub-advised RIC and the sub-advised RIC's investment adviser.

Please see Item 12 for a discussion of MeehanCombs's brokerage practices.

D. Prepayment of Fees.

As discussed above, Management Fees payable by the Fund are generally payable quarterly in advance and are pro-rated for partial periods. If an investor in a Fund makes a redemption/withdrawal other than as of the last day of a quarter, such investor will only be charged a *pro rata* portion of the Management Fee for that quarter (based on the actual number of days elapsed during the quarter) and any remaining Management Fee previously charged but not owed will be refunded to the investor. Management Fees paid to MeehanCombs by the RIC are not pre-paid.

E. Additional Compensation for the Sale of Securities or Other Investment Products.

Neither MeehanCombs 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

As noted in Item 5 above, MeehanCombs may receive performance-based fees. Performance-based fees may create an incentive for MeehanCombs to recommend investments that may be riskier or more speculative than would be the case if such arrangement were not in effect. In addition, performance-based fee arrangements may create an incentive to favor higher fee paying Funds over other Funds or clients, such as the RIC, in the allocation of investment opportunities. MeehanCombs has adopted policies and procedures, including trade allocation policies, designed to manage these conflicts.

ITEM 7
TYPES OF CLIENTS

As noted in Item 4 above, MeehanCombs currently acts as a discretionary investment adviser to the Funds and as a sub-adviser to the RIC, and may, in the future, provide advisory services, either directly, or in a sub-advisory capacity, to other investment funds, RICs, separately managed accounts or investment vehicles.

Investors in the Funds may include pension plans, foundations, funds of funds, charitable organizations, trusts, estates, corporations, sovereign wealth funds, other institutional investors, and high net worth individuals.

The minimum subscription amounts for investing in the Funds is \$2,000,000, however, such minimum is subject to change or waiver at the discretion of MeehanCombs. The minimum investment amount for clients such as the RIC is negotiated on a case by case basis.

It is anticipated that other investment funds that may be advised by MeehanCombs in the future will require similar minimum subscription amounts and any separately managed account relationships will be subject to significantly higher account minimums that are negotiated on a case by case basis.

ITEM 8

METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS

A. Methods of Analysis and Investment Strategies.

The Fund will endeavor to maintain a broadly diversified, liquid portfolio, targeting low volatility without the use of leverage. The Fund seeks to generate superior risk adjusted returns by investing primarily in a broad array of event-driven and value credit instruments issued by European and U.S. companies. The Fund intends to invest in both public and private non-investment grade and investment grade bonds, first and second lien bank loans, mezzanine securities, convertible securities, credit default swaps, interest rate swaps and, to a lesser extent, equity securities. The Fund will invest opportunistically in companies based primarily in Europe and the United States. The Fund intends to take long and short positions and employ a hedging strategy for the Fund's portfolio.

The investment team will drive the Fund's disciplined and repeatable research process. The first step of the Fund's investment process is to determine the macro environment and identify thematic and sector opportunities in order to establish a target bet and net exposure. Once these targets are identified the investment team will use its deep relationships with traditional and "off the run" sources, including credit specialists, consultants, restructuring lawyers, operating specialists and industry experts, to identify attractive potential investment opportunities. The investment team will then perform deep and rigorous due diligence on each potential investment, focusing on the strongest opportunities within the context of the entire portfolio. A formal investment committee will review all positions and the Chief Investment Officer will have final authorization to enter or exit a position. Finally the investment team will use a "Portfolio Optimization Model" to determine ideal position sizing based on key metrics.

The descriptions set forth above discuss MeehanCombs's general methods of analysis and investment strategies and should not be understood to limit in any way MeehanCombs's investment activities on behalf of the Funds. MeehanCombs may recommend whatever strategies or approaches it believes from time to time may be suited to prevailing market conditions, subject to each Fund's investment objectives and guidelines as set forth in its offering documents.

The investment strategy employed by MeehanCombs for the RIC is similar but not identical to the investment strategy of the Fund as described herein. For example, MeehanCombs makes investments for the RIC primarily in European companies or companies with significant European exposure. The specific investment mandate of the RIC is described in detail in various documentation agreed upon by and among MeehanCombs, the Trust and the Trust's primary investment adviser.

The investment programs recommended by MeehanCombs on behalf of the Funds are designed for sophisticated investors, are speculative, and entail substantial risks, including a complete loss of capital that investors in the Funds should be prepared to bear. Since market risks are inherent in all investments to varying degrees, there can be no assurance that a Fund's investment objectives will be achieved or that significant losses will not be incurred.

B. Material, Significant, or Unusual Risks Relating to Investment Strategies (also generally applicable to the RIC).

Investing in securities involves a risk of loss that investors should be prepared to bear. The following is a summary of some of the material risks associated with the various strategies employed by the Funds and does not purport to be a complete list or explanation of the risks involved in investing the Funds. Although no summary can fully describe all of the risks associated with a particular investment program, the offering documents of the Funds contain a more complete description of these and other risks.

No Material Limitation on Strategies. The Fund will opportunistically implement whatever strategies or discretionary approaches the Investment Manager believes from time to time may be suited to prevailing market conditions. The risks associated with such strategies may be different than those described herein. There can be no assurance that the Investment Manager will be successful in applying any such strategy or discretionary approach and that losses will be avoided.

Discretion of Investment Manager; New Strategies and Techniques. The Investment Manager has considerable discretion in the types of Financial Instruments that the Fund may trade and has the right to modify the trading strategies or hedging techniques of the Fund without notifying Limited Partners or seeking their consent. 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, losses to the Fund. In addition, any new investment strategy or hedging technique developed by the Fund may be more speculative than earlier techniques and may increase the risk of an investment in the Fund.

Risks of Investments Generally. All investments risk the loss of capital. Such investments are subject to investment-specific price fluctuations as well as to macro-economic, market and industry-specific conditions, including but not limited to national and international economic conditions, domestic and international financial policies and performance, conditions affecting particular investments such as the financial viability, sales and product lines of corporate issuers, national and international politics and governmental events, and changes in income tax laws. No guarantee or representation is made that the Fund's investment program will be successful. The Fund's investment program involves, without limitation, risks associated with limited diversification and concentration, investments in speculative assets and the use of speculative investment strategies and techniques, interest rates, volatility, tracking risks in hedged positions, credit deterioration or default risks, systems risks and other risks inherent in the Fund's activities. Certain investment techniques of the Fund can, in certain circumstances, magnify the impact of adverse market moves to which the Fund may be subject. In addition, the Fund's investments may be materially affected by conditions in real estate markets, the financial markets and overall economic conditions occurring globally and in particular markets where the Fund may invest its assets.

The Fund's methods of minimizing such risks may not accurately predict future risk exposures. Risk management techniques are based in part on the observation of historical market behavior, which may not predict market divergences that are larger than historical indicators. Also, information used to manage risks may not be accurate, complete or current, and such information may be misinterpreted.

Limited Diversification; High Concentration. In the normal course of making investments on behalf of the Fund, the General Partner intends to diversify its investments only to a limited extent. Furthermore, at any given time, the Fund's portfolio could become significantly concentrated within a particular company, asset or asset class, industry, sector, strategy or geographic region, and such concentration of risk may increase the losses suffered by the Fund or reduce its ability to hedge its exposure and to dispose of depreciating assets. In addition, it is possible that the Fund may select investments that are concentrated in a limited number or type of Financial Instruments. This high concentration could expose the Fund to losses disproportionate to market movements in general if there are disproportionately greater adverse price movements in those Financial Instruments.

Illiquidity. A portion of the Fund's portfolio may consist of loans and other Financial Instruments that may not be actively or widely traded. Consequently, it may be relatively difficult for the Fund to dispose of such investments rapidly and at favorable prices in connection with withdrawal requests, adverse market developments or other factors. Illiquid assets may also be more difficult to value.

General Economic and Market Conditions. The success of the Fund's activities will be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws (including laws relating to taxation of the Fund's investments), trade barriers, currency exchange controls, and national and international political circumstances (including wars, terrorist acts or security operations). These factors may affect the level and volatility of securities prices and the liquidity of the Fund's investments. Volatility or illiquidity could impair the Fund's profitability or result in losses.

Nature of Non-Performing Debt. It is anticipated that certain debt instruments purchased by the Investment Manager for the Fund may be non-performing and possibly in default. In addition, these positions are expected to be non-control positions in such debt and the Fund will be dependent on actions of unrelated third parties. 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 these loans.

Contingent Liabilities. From time to time, the Fund may incur contingent liabilities in connection with an investment. For example, the Fund may purchase from a lender a revolving credit facility that has not yet been fully drawn. If the borrower subsequently draws down on the facility, the Fund would be obligated to fund the amounts due. The Fund may also enter into agreements pursuant to which it agrees to assume responsibility for default risk presented by a third party, and may, on the other hand, enter into agreements through which third parties offer default protection to the Fund.

Purchases of Securities and other Obligations of Financially Distressed Companies. The Fund intends to invest in 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 obligations 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 frequently may 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, recharacterize debt as equity or disenfranchise particular claims. In some instances, such companies' obligations 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 the Fund's investments in any asset, and a significant portion of the obligations in which the Fund 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 value of the assets collateralizing the Fund's investments will be sufficient or that prospects for a successful reorganization or similar action

will become available. In some or all reorganization or liquidation proceedings relating to a company in which the Fund invests, the Fund may lose its entire investment, may be required to accept cash or securities with a value less than its original investment and/or may be required to accept payment over an extended period of time. Under such circumstances, the returns generated from the Fund's investments may not compensate the Limited Partners adequately for the risks assumed. In addition, under certain circumstances, payments and distributions may be disgorged if any such payment is later determined to have been a fraudulent conveyance or a preferential payment.

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 the Fund of the security in respect to which such distribution was made.

In certain transactions, the Fund 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.

Global Investments. The Fund may invest all or a portion of its portfolio in Financial Instruments of issuers located outside of the United States. In addition to business uncertainties, such investments may be affected by political, social and economic uncertainty affecting a country or region. Many financial markets are not as developed or as efficient as those in the United States, and as a result, liquidity may be reduced and price volatility may be higher. The legal and regulatory environment may also be different, particularly as to bankruptcy and reorganization. Financial accounting standards and practices may differ, and there may be less publicly available information in respect of such non-U.S. issuers.

Furthermore, some of the Financial Instruments may be subject to brokerage taxes levied by governments, which has the effect of increasing the cost of such investments and reducing the realized gain or increasing the realized loss on such securities at the time of sale. Income received by the Fund from sources within some countries may be reduced by withholding and other taxes imposed by such countries. Any such taxes paid by the Fund will reduce its net income or return from such investments.

In addition, the Fund may invest in securities, obligations and other instruments of foreign companies. Investing in non-U.S. companies involves certain considerations not usually associated with investing in United States companies, including the following: (i) political or economic instability; (ii) the unpredictability of international trade patterns; (iii) the possibility of non-U.S. governmental actions such as expropriation, nationalization or confiscatory taxation; (iv) the imposition or modification of exchange controls; (v) price volatility; (vi) the imposition of withholding taxes on dividends, interest and gains; (vii) fluctuations in currency exchange rates; and (viii) different bankruptcy laws and customs. Also, it may be more difficult to obtain and enforce legal judgments against non-U.S. entities than against domestic entities. Non-U.S. markets also have different clearance and settlement procedures which in some markets have at times failed to keep pace with the volume of transactions, thereby creating substantial delays and settlement failures that could adversely affect the Fund's performance. Greater tax risks and complexities also may be associated with these investments. The Fund is not obligated to engage in any currency hedging operations and

there can be no assurance as to the success of any hedging operations that the Fund may implement.

European Economic and Political Risks. There is often a high degree of government regulation in European economies, including in the securities markets. Action by such governments may directly affect foreign investment in securities in those countries and may also have a significant indirect effect on the market prices of securities and of the payment of dividends and interest.

Changes in policy with regard to taxation, fiscal and monetary policies, repatriation of profits, and other economic regulations are possible, any of which could have an adverse affect on private investments. The European economies may differ favorably or unfavorably from the U.S. economy with regard to the rate of growth of gross domestic product, the rate of inflation, capital reinvestment, resource self-sufficiency and balance of payments.

Governments in certain of the countries in Europe participate to a significant degree, through ownership interests or regulation, in their respective economies. Action by these governments could have a significant adverse effect on market prices of securities and payment of dividends.

Changing political environments, regulatory restrictions, and changes in government institutions and policies in Europe could adversely affect private investments. Civil unrest, ethnic conflict or regional hostilities may contribute to instability in some countries of Europe. Such instability may impede business activity and adversely affect the environment for foreign investments. The Fund does not intend to obtain political risk insurance. Actions in the future of one or more European governments could have a significant effect on the various economies, which could affect market conditions, prices and yields of securities in the Fund's portfolio. Political and economic instability in any of the countries in Europe in which the Fund invests could adversely affect the Fund's investments.

Tax Risks. The Fund and/or the Partners could become subject to additional or unforeseen taxation in jurisdictions in which the Fund operates and invests. Changes to taxation treaties (or their interpretation) between the U.S. and the European countries in which the Fund invests may adversely affect the Fund's ability to efficiently realize income or capital gains. Interest payments on Fund investments in certain jurisdictions may be subject to withholding taxes and in some cases such withholding taxes may be greater than if such Fund investments were held directly by Partners. Although the Fund may where possible make its investments in a way which minimizes or eliminates withholding taxes where relevant, there can be no guarantee that such strategies will be successful.

Permanent Establishment Risks. The Fund intends to conduct its operations in a manner that will not cause a Limited Partner to have a "permanent establishment" in any country in Europe, as such term is defined in the relevant tax treaty, if any, between the United States and such country. There can be no assurance that a particular European country will not assert that the Fund has a permanent establishment in such country, and if such assertion were upheld it can potentially result in adverse tax consequences to the Limited Partners.

Accounting Standards. Investments may be made in countries where generally accepted accounting standards and practices differ significantly from those practiced in the United States. The evaluation of potential investments and the ability to perform due diligence may be affected. The financial information appearing on the financial statements of a company

operating in one or more European countries may not reflect its financial position or results of operations in the way they would be reflected if the financial statements had been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”).

Legal Infrastructure. Investment in non-U.S. securities involves considerations and possible risks not typically involved with investment in the securities of U.S. issuers, including changes in applicable laws, changes in governmental administration or economic or monetary policy (in the United States or elsewhere) or changed circumstances in dealings between nations. The application of non-U.S. tax laws (e.g., the imposition of withholding taxes on dividend or interest payments) may also affect investment in non-U.S. securities. Higher expenses may result from investment in non-U.S. securities than would result from investment in U.S. securities because of the costs that must be incurred in connection with conversions between various currencies and non-U.S. brokerage commissions that may be higher than in the United States. Non-U.S. securities markets also may be less liquid and more volatile.

Laws and regulations, particularly those concerning foreign investment and taxation, can change quickly and unpredictably. Inconsistencies and discrepancies among the vast number of local, regional and national laws, the lack of judicial or legislative guidance on unclear or conflicting laws and broad discretion on the part of government authorities implementing the laws produce additional legal uncertainties. The burden of complying with conflict laws may have an adverse impact on the operations of the Fund.

C. Risks Associated With Particular Types of Securities (also generally applicable to the RIC).

Investment in Fixed-Income Securities—Generally. The Fund will invest in fixed-income securities. The value of fixed-income securities changes in response to fluctuations in interest rates. Except to the extent that values are independently affected by currency exchange rate fluctuations, when interest rates decline, the value of fixed-income securities generally can be expected to rise. Conversely, when interest rates rise, the value of fixed-income securities generally can be expected to decline.

The Fund may invest in zero coupon bonds and deferred interest bonds, which are debt obligations issued at a significant discount from face value. The original discount approximates the total amount of interest the bonds will accrue and compound over the period until maturity or the first interest accrual date at a rate of interest reflecting the market rate of the security at the time of issuance. While zero coupon bonds do not require the periodic payment of interest, deferred interest bonds generally provide for a period of delay before the regular payment of interest begins. Such investments experience greater volatility in market value due to changes in interest rates than debt obligations that provide for regular payments of interest.

High Yield Securities. The Fund may invest in high-yield securities. Such securities are generally not exchange-traded and, as a result, these instruments trade in the over-the-counter marketplace, which is less transparent than the exchange traded marketplace. In addition, the Fund may invest in bonds of issuers that do not have publicly traded equity securities, making it more difficult to hedge the risks associated with such investments. High-yield securities face ongoing uncertainties and exposure to adverse business, financial or

economic conditions which could lead to the issuer's inability to meet timely interest and principal payments. The market values of certain of these lower-rated and unrated debt securities tend to reflect individual corporate developments to a greater extent than do higher-rated securities which react primarily to fluctuations in the general level of interest rates, and tend to be more sensitive to economic conditions than are higher-rated securities. Companies that issue such securities are often highly leveraged and may not have available to them more traditional methods of financing. It is possible that a major economic recession could severely disrupt the market for such securities and may have an adverse impact on the value of such securities. In addition, it is possible 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 of such securities.

Bankruptcy Claims. The Fund may invest in bankruptcy claims, which are amounts owed to creditors of companies in financial difficulty. Bankruptcy claims are illiquid and generally do not pay interest and there can be no guarantee that the debtor will ever be able to satisfy the obligation on the bankruptcy claim. The markets in bankruptcy claims are not generally regulated by Federal securities laws or the SEC. Because bankruptcy claims are frequently unsecured, holders of such claims may have a lower priority in terms of payment than certain other creditors in a bankruptcy proceeding. In addition, under certain circumstances, payments and distributions may be reclaimed if any such payment is later determined to have been a fraudulent conveyance or a preferential payment.

Risks Associated with Bankruptcy Cases. Many of the events within a bankruptcy case are adversarial and often beyond the control of the creditors. While creditors generally are afforded an opportunity to object to significant actions, there can be no assurance that a bankruptcy court would not approve actions, which may be contrary to the interests of the Fund. Furthermore, there are instances where creditors and equity holders lose their ranking and priority as such if they are considered to have taken over management and functional operating control of a debtor.

Generally, the duration of a bankruptcy case can only be roughly estimated. The reorganization of a company usually involves the development and negotiation of a plan of reorganization, plan approval by creditors and confirmation by the bankruptcy court. This process can involve substantial legal, professional and administrative costs to the company and the Fund; it is subject to unpredictable and lengthy delays; and during the process, the company's competitive position may erode, key management may depart and the company may not be able to invest adequately. The debt of companies in financial reorganization will, in most cases, not pay current interest, may not accrue interest during reorganization and may be adversely affected by an erosion of the issuer's fundamental values. Such investments can result in a total loss of principal.

U.S. bankruptcy law permits the classification of "substantially similar" claims in determining the classification of claims in a reorganization for purpose of voting on a plan of reorganization. Because the standard for classification is vague, there exists a significant risk that the Fund's influence with respect to a class of securities can be lost by the inflation of the number and the amount of claims in, or other gerrymandering of, the class. In addition, certain administrative costs and claims that have priority by law over the claims of certain creditors (for example, claims for taxes) may be quite high.

The Investment Manager, on behalf of the Fund, may elect to serve on creditors' committees, equity holders' committees or other groups to ensure preservation or enhancement

of the Fund's positions as a creditor or equity holder. A member of any such committee or group may owe certain obligations generally to all parties similarly situated that the committee represents. If the Investment Manager concludes that its obligations owed to the other parties as a committee or group member conflict with its duties owed to the Fund, it may resign from that committee or group, and in such case the Fund may not realize the benefits, if any, of participation on the committee or group. In addition, and also as discussed above, if the Fund is represented on a committee or group, it may be restricted or prohibited under applicable law from disposing of or increasing its investments in such company while it continues to be represented on such committee or group.

The Fund may purchase creditor claims subsequent to the commencement of a bankruptcy case. Under judicial decisions, it is possible that such purchase may be disallowed by the bankruptcy court if the court determines that the purchaser has taken unfair advantage of an unsophisticated seller, which may result in the rescission of the transaction (presumably at the original purchase price) or forfeiture by the purchaser.

Reorganizations can be contentious and adversarial. It is by no means unusual for participants to use the threat of, as well as actual, litigation as a negotiating technique. The Investment Manager anticipates that during the term of the Fund, the Investment Manager, the Fund, and perhaps certain of the Limited Partners may be named as defendants in civil proceedings. The expense of defending against claims by third parties and paying any amounts pursuant to settlements or judgments would generally be borne by the Fund and would reduce net assets or could require Limited Partners to return to the Fund distributed capital and earnings.

Investment in the debt of financially distressed companies domiciled outside the United States involves additional risks, including those risks discussed above. Insolvency and bankruptcy laws and processes may also differ substantially from those in the United States, resulting in greater uncertainty as to the rights of creditors, the enforceability of such rights, reorganization timing and the classification, seniority and treatment of claims. The procedural and substantive provisions of certain European insolvency laws generally are more favorable to secured creditors than comparable provisions of U.S. law and afford debtors and unsecured creditors only limited protection from secured creditors.

Equitable Subordination. Under common law principles that in some cases form the basis for lender liability claims, if a lender (i) intentionally takes an action that results in the undercapitalization of a borrower or issuer to the detriment of other creditors of such borrower or issuer, (ii) engages in other inequitable conduct to the detriment of such other creditors, (iii) engages in fraud with respect to, or makes misrepresentations to, such other creditors or (iv) uses its influence as a stockholder to dominate or control a borrower or issuer to the detriment of other creditors of such borrower or issuer, a court may elect to subordinate the claim of the offending lender or bondholder to the claims of the disadvantaged creditor or creditors (a remedy called "equitable subordination"). The Fund does not intend to engage in conduct that would form the basis for a successful cause of action based upon the equitable subordination doctrine; however, because of the nature of the debt obligations, the Fund may be subject to claims from creditors of an obligor that debt obligations of such obligor which are held by the issuer should be equitably subordinated.

Bank Loans. The Fund's investment program may include secondary market investments in significant amounts of 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 Fund to directly enforce its rights with respect to participations. In analyzing each bank loan or participation, the Investment Manager 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 the Fund. Bank loans subject to the laws of certain European jurisdictions may be subject to different risks, which may or may not be material.

Regulatory Risk. The value of the assets in which the Fund will invest may also be affected by changes in the market's perception, or by changes in government regulations, tax policies and laws (relating to, among other things, fraudulent transfers and other voidable transfers or payments, lender liability and the power of a court, receiver or liquidator to disallow, reduce, subordinate or disenfranchise particular claims). The value of the Fund's assets could be negatively affected by adverse regulatory developments.

ABS. 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. The Fund may invest either directly or indirectly, through collateralized debt obligations ("CDOs"), in these and other types of ABS that may be developed in the future. These Financial Instruments do not have the benefit of the same security interest in the related collateral. Credit card receivables, for example, are generally unsecured and the debtors are entitled to the protection of a number of state and federal consumer loan laws, many of which give such debtors the right to set off certain amounts owed on the credit cards, thereby reducing the balance due. Most issuers of ABS backed by automobile receivables permit the servicers to retain possession of the underlying obligations. If the servicer were to sell these obligations to another party, there is a risk that the purchaser would acquire an interest superior to that of the holders of the related ABS. In addition, because of the large number of vehicles involved in a typical issuance and technical requirements under state laws, the trustee for the holders of the ABS may not have a proper security interest in all of the obligations backing such ABS. Therefore, 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. 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.

"Widening" Risk. For reasons not necessarily attributable to any of the risks enumerated above (for example, supply/demand imbalances or other market forces), the prices of the securities in which the Fund invests may decline substantially. In particular, purchasing assets at what may appear to be "undervalued" levels is no guarantee that these assets will not be trading at even more "undervalued" levels at a time of valuation or at the time of sale. It may not be possible to predict, or to hedge against, such "spread widening" risk.

General Risks of CDO Investments. The value of any CDOs owned by the Fund generally will fluctuate 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 realization of the CDOs, the obligations of such issuer to pay such deficiency generally will be extinguished.

Issuers of CDOs may acquire interests in loans and other debt obligations by way of sale, assignment or participation. The purchaser of an assignment typically succeeds to all the rights and obligations of the assigning institution and becomes a lender under the credit agreement with respect to the loan or debt obligation; however, its rights can be more restricted than those of the assigning institution.

CDO Collateral may consist of high yield debt securities, loans, ABS and other instruments, 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. The Fund's portfolio may consist of CDO equity and subordinate CDO debt. 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.

Illiquidity of CDOs Owned by the Fund. The value of any CDOs owned by the Fund will fluctuate with, among other things, changes in the market rates of interest, general economic conditions, economic conditions in particular industries, the condition of financial markets and the financial condition of the related CDOs. In addition, the lack of an established, liquid secondary market for some CDOs (CDO equity securities in particular) may have an adverse effect on the market value of those CDOs and will in most cases make it difficult to dispose of such CDOs at market or near market prices. Additionally, the public markets for high yield corporate debt securities have experienced periods of volatility and periods of reduced liquidity, and CDOs will be subject to certain other transfer restrictions that may contribute to illiquidity. Therefore, if the Fund decides to dispose of any particular CDO, no assurance can be given that it will be able to dispose of such CDO at the prevailing market

price, if at all. Such illiquidity may adversely affect the price and timing of liquidations of CDO securities by the Fund.

Insolvency of Issuers of CDOs. If a court in a lawsuit brought by an unpaid creditor or representative of creditors of a U.S. issuer of a CDO, such as a trustee in bankruptcy, were to find that the issuer did not receive fair consideration or reasonably equivalent value for incurring the indebtedness constituting the CDO and, after giving effect to such indebtedness, the issuer: (i) was insolvent; (ii) was engaged in a business for which the remaining assets of such issuer constituted unreasonably small capital; or (iii) intended to incur, or believed that it would incur, debts beyond its ability to pay such debts as they matured, such court could determine to invalidate, in whole or in part, such indebtedness as a fraudulent conveyance, to subordinate such indebtedness to existing or future creditors of the issuer or to recover amounts previously paid by the issuer in satisfaction of such indebtedness. The measure of insolvency for this purpose varies. Generally, an issuer would be considered insolvent at a particular time if the sum of its debts was then greater than all of its property at a fair valuation or if the present fair saleable value of its assets was then less than the amount that would be required to pay its probable liabilities on its existing debts as they became absolute and matured. There can be no assurance as to what standard a court would apply in order to determine whether the issuer was insolvent after giving effect to the incurrence of the indebtedness constituting the CDO or that, regardless of the method of valuation, a court would not determine that the issuer was insolvent upon giving effect to such incurrence. In addition, in the event of the insolvency of an issuer of a CDO, payments made on such CDO could be subject to avoidance as a preference if made within a certain period of time (which may be as long as one year) before insolvency. In general, if payments on a CDO are voidable, whether as fraudulent conveyances or preferences, such payments can be recaptured.

Credit Default Swaps. The Fund may enter into credit derivative contracts such as credit default swap ("CDS"), loan credit default swap ("LCDS"), credit default swap index ("CDX") and loan credit default swap index ("LCDX") contracts. The typical CDS and LCDS contract requires the seller to pay to the buyer, in the event that a particular reference entity experiences specified credit events, the difference between the notional amount of the contract and the value of a portfolio of securities or loans issued by the reference entity that the buyer delivers to the seller. In return, the buyer agrees to make periodic and/or upfront payments equal to a fixed percentage of the notional amount of the contract. The Fund may also purchase or sell credit default swaps on a basket of reference entities or an index, that is CDX and LCDX contracts. In circumstances in which the Fund does not own the debt or loans that are deliverable under a credit default swap, the Fund will be exposed to the risk that deliverable securities or loans will not be available in the market, or will be available only at unfavorable prices, as would be the case in a so-called "short squeeze." In certain instances of issuer defaults or restructurings, it has been unclear under the standard industry documentation for credit default swaps whether or not a "credit event" triggering the seller's payment obligation had occurred. In either of these cases, the Fund would not be able to realize the full value of the credit default swap upon a default by the reference entity. As a seller of credit default swaps, the Fund incurs leveraged exposure to the credit of the reference entity and is subject to many of the same risks it would incur if it were holding debt securities or loans issued by the reference entity; however, the Fund will not have any legal recourse against the reference entity and will not benefit from any collateral securing the reference entity's debt obligations. In addition, the credit default swap buyer will have broad discretion to select which of the reference entity's debt obligations to deliver to the Fund following a credit event and will likely choose the obligations with the lowest market value in order to maximize the payment obligations of the Fund. Given the recent sharp increases in volume of credit derivatives trading in the market,

settlement of such contracts may also be delayed beyond the time frame originally anticipated by counterparties. Such delays may adversely impact the Fund's ability to otherwise productively deploy any capital that is committed with respect to such contracts.

Interest Rate Risk. The value of the fixed rate securities in which the Fund may invest generally will have an inverse relationship with interest rates. Accordingly, if interest rates rise the value of such securities may decline. In addition, to the extent that the receivables or loans underlying specific securities are prepayable without penalty or premium, the value of such securities may be negatively affected by increasing prepayments, which generally occur when interest rates decline.

Troubled Origination. The investments chosen by the General Partner may have been originated by financial institutions or other entities that are insolvent, in serious financial difficulty, or no longer in existence. As a result, the standards by which such investments were originated, the recourse to the selling institution, or the standards by which such investments are being serviced or operated may be adversely affected.

Hedging/Derivative Instruments. The Fund intends to use derivative Financial Instruments, including without limitation, futures, swaps, options and total return swaps, primarily for leveraging and hedging purposes. The use of derivative instruments involves a variety of material risks, including the high degree of leverage often embedded in such instruments and the possibility of counterparty nonperformance as well as of material and prolonged deviations between the actual and the theoretical value of a derivative (*i.e.*, nonconformance to anticipated or historical correlation patterns). In addition, the markets for certain derivatives are frequently characterized by limited liquidity, which can make it difficult as well as costly to the Fund to close out positions in order either to realize gains or to limit losses.

Many of the derivatives which the Fund trades will be principal to principal or "over the counter" contracts between the Fund and third parties entered into privately, rather than on an exchange. As a result, the Fund is not afforded the regulatory and financial protections of an exchange or its clearinghouse (or of the government regulator that oversees such exchange and clearinghouse). In privately negotiated transactions, the risk of the negotiated price deviating materially from fair value is substantial, particularly when there is no active market available from which to derive benchmark prices.

Many derivatives are valued on the basis of dealers' pricing of these instruments. However, the price at which dealers value a particular derivative and the price that the same dealers would actually be willing to pay for such derivative should the Fund wish or be forced to sell may be materially different. Such differences can result in an overstatement of the Fund's net assets and could materially adversely affect the Fund in situations in which the Fund is required to sell derivative instruments.

Trading in Options and Swap Agreements. The Fund may trade in options and swap agreements. The prices of all derivative instruments, including options, are highly volatile. Payments made pursuant to swap agreements may also be highly volatile. Price movements of options contracts and payments pursuant to swap agreements are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. The value of options and swap agreements also depends upon the price of the debt securities or commodities underlying them.

In addition, the Fund is subject to the risk of the failure of any of the exchanges on which it trades or of their clearinghouses.

Options may be cash settled, settled by physical delivery or by entering into a closing purchase transaction. In entering into a closing purchase transaction, the Fund may be subject to the risk of loss to the extent that the premium paid for entering into such closing purchase transaction exceeds the premium received when the option was written.

Swaps and certain options and other custom instruments are subject to the risk of non-performance by the swap counterparty, including the risks relating to the financial soundness and creditworthiness of the swap counterparty. The Fund does not have any fixed credit-rating requirements for the counterparties in which it may engage in swaps.

Over-the-Counter-Trading. Financial Instruments that may be purchased or sold by the Fund may include instruments not traded on an exchange, including, but not limited to, swap transactions, and forward foreign currency transactions. Over-the-counter options, unlike exchanged-traded options, are two-party contracts with price and other terms negotiated by the buyer and seller. The risk of nonperformance by the obligor on such an instrument may be greater and the ease with which the Fund can dispose of or enter into closing transactions with respect to such an instrument may be less than in the case of an exchange-traded instrument. In addition, significant disparities may exist between "bid" and "asked" prices for Financial Instruments that are not traded on an exchange. Financial Instruments not traded on exchanges are also not subject to the same type of government regulation as exchange traded instruments, and many of the protections afforded to participants in a regulated environment may not be available in connection with such transactions.

To the extent that the Fund engages in these transactions, the Fund must rely on the creditworthiness of its counterparty. In certain instances, counterparty or credit risk is affected by the lack of a central clearinghouse for foreign exchange trades. To reduce its credit risk exposure, the Fund may trade in the forward foreign currency market through money center banks and leading brokerage firms.

The Dodd-Frank Act requires clearing and exchange trading of those products mandated by the CFTC. The CFTC currently requires the clearing of certain interest rate and credit index derivatives. Additional products are expected to be required to be cleared in the future. However, other swaps will not necessarily be cleared through registered clearinghouses, and therefore may not be subject to the protections afforded to participants in cleared swaps (for example, centralized counterparty, guaranteed funds, customer asset segregation and mandatory margin requirements). Clearinghouse collateral requirements may differ from and be greater than the collateral terms negotiated with derivatives counterparties in the "over-the-counter" market. This may increase the Fund's cost in entering into these products and impact the Fund's ability to pursue certain investment strategies. For swaps that are cleared through a clearinghouse, the Fund will face the clearinghouse as legal counterparty and will be subject to clearinghouse performance and credit risk.

There is significant uncertainty regarding recently enacted legislation (including the Dodd-Frank Act and the regulations that are being developed pursuant to such legislation) and, consequently, the full impact that such legislation ultimately will have on the Fund's derivatives instruments is not fully known to date. For all the foregoing reasons, while the Fund may benefit from the use of derivatives and other hedging mechanisms, the use of derivatives and related techniques can expose the Fund and its investments to significant risk of loss and

may result in a poorer overall performance for the Fund than if it had not entered into such transactions.

Securities Futures Contracts. Securities futures contracts include both futures contracts on single stocks and futures contracts on narrow-based securities indices. They are treated as both futures and securities and, therefore, are subject to the joint jurisdiction of the SEC and the U.S. Commodity Futures Trading Commission ("CFTC"). Securities futures contracts are subject to the same risks as other securities, as well as to the greater volatility and risks of futures trading. Since they are new products, securities futures contracts have relatively low liquidity and no trading history.

Forward Trading. Forward contracts and options thereon, unlike commodity interest contracts, are not traded on exchanges and are not standardized; rather banks and dealers act as principals in these markets, negotiating each transaction on an individual basis. Forward and "cash" trading is substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable. The principals that deal in the forward markets are not required to continue to make markets in the 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 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.

Trading in Currencies. The Fund is exposed in the interbank market to risks associated with any government or market action that might suspend or restrict trading or otherwise render illiquid, in whole or in part, the Fund's position. The Fund may trade currencies and Financial Instruments only in interbank and forward contract markets which the Investment Manager believes to be well-established and of recognized standing, and the Investment Manager effects such trades only with banks, brokers, dealers, financial institutions and other market participants which the Investment Manager believes to be creditworthy.

Currency and Exchange Rate Risks. The Fund may invest in Financial Instruments denominated in currencies other than the U.S. Dollar or in Financial Instruments which are determined with references to currencies other than the U.S. Dollar. The Fund, however, will generally value its assets in U.S. Dollars. To the extent unhedged, the value of the Fund's assets will fluctuate with U.S. Dollar exchange rates as well as with price changes of their investments in the various local markets and currencies. Thus, an increase in the value of the U.S. Dollar compared to the other currencies in which the Fund may make investments will reduce the effect of increases and magnify the U.S. Dollar equivalent of the effect of decreases in the prices of the Fund's Financial Instruments in their local markets. Conversely, a decrease in the value of the U.S. Dollar will have the opposite effect of magnifying the effect of increases and reducing the effect of decreases in the prices of the Fund's non-U.S. Dollar Financial Instruments. The Fund may also utilize forward currency contracts and options to hedge against currency fluctuations, but there can be no assurance that such hedging transactions will be effective.

Non-U.S. Exchanges. The Fund may trade on exchanges or markets located outside the U.S. Trading on such exchanges or markets is not regulated by the SEC and CFTC and may, therefore be subject to more risks than trading on U.S. exchanges, such as the risks of exchange controls, expropriation, burdensome taxation, moratoria and political or diplomatic events. Risks in investments in non-U.S. securities, futures, commodities and other financial instruments may also include reduced and less reliable information about issuers and markets,

less stringent accounting standards, illiquidity of securities and markets, higher brokerage commissions and custody fees.

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

Trading and Investing Vehicles. The Fund may effect certain investments through limited partnerships, limited liability companies, corporations or other vehicles sponsored or managed by the Investment Manager or third parties. Such investments may be effected through the purchase of debt, warrants or other investments of issuers, the equity of which is owned by the Investment Manager. A creditor having a claim that relates to a particular investment held by any such vehicle may be able to satisfy such claim against all assets of such vehicle, without regard to the participation rights of the Fund and other investors of such vehicle in the assets of such vehicle.

Trade Errors. The General Partner has adopted a policy for the purpose of addressing trade errors that may arise, from time to time, with respect to the securities transactions of the Master Fund. The General Partner, pursuant to the policy, will seek to identify and correct any trade errors in an expeditious manner. The General Partner and/or the Investment Manager shall only remain liable for trade errors that are the result of the General Partner's and/or Investment Manager's gross negligence or willful misconduct. The determination of whether a trade error has occurred and whether a trade error is the result of gross negligence shall be in the sole discretion of the General Partner.

Counterparty Risk. Some of the markets in which the Fund may effect transactions are "over-the-counter" or "interdealer" markets. The participants in such markets are typically not subject to credit evaluation and regulatory oversight as are members of "exchange-based" markets. This exposes the Fund 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 the Fund to suffer a loss. Such "counterparty risk" is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the Fund has concentrated its transactions with a single or small group of counterparties. The Fund is not restricted from dealing with any particular counterparty or from concentrating any or all of its transactions with one counterparty. Moreover, the Fund's internal credit function which evaluates the creditworthiness of its counterparties may prove insufficient. The lack of a complete and "foolproof" evaluation of the financial capabilities of the Fund's counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses by the Fund.

Co-Investments with Third Parties. The Fund may co-invest with third parties through joint ventures or other entities. Such investments may involve risks in connection with such third-party involvement, including the possibility that a third-party co-venturer may have financial difficulties resulting in a negative impact on such investment, may have economic or business interests or goals that are inconsistent with those of the Fund, or may be in a position to take (or block) action in a manner contrary to the Fund's investment objective. In those circumstances where such third parties involve a management group, such third parties may enter into compensation arrangements relating to such investments, including incentive compensation arrangements. Such compensation arrangements will reduce the returns to participants in the investments and create potential conflicts of interest between such parties and the Fund.

ASC 820 -- Fair Value Measurements and Disclosures (originally issued as FAS 157): Potential GAAP vs. Valuation Policy Reporting Difference. The Fund's and the Master Fund's assets and liabilities are valued in accordance with the valuation policies set forth in the limited partnership agreement. However, for purposes of preparing the Fund's and the Master Fund's annual audited financial statements, which are prepared in accordance with GAAP (as defined below), certain of the Fund's and the Master Fund's assets and liabilities may be valued in a manner that, while consistent with GAAP, is different from the manner in which such assets are valued pursuant to the limited partnership agreement, as applicable.

Specifically, for purposes of GAAP-compliant financial reporting, the Fund and the Master Fund are required to follow a specific framework for measuring the fair value of its assets and liabilities, and are required to provide certain additional disclosures regarding the use of fair value measurements in their audited financial statements. Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820 defines and establishes a framework for measuring fair value under GAAP and expands financial statement disclosure requirements relating to fair value measurements. Other valuation-related requirements are contained in other provisions of GAAP, and sections of the codification. Additional FASB Accounting Codification Standards and updates and additional provisions of GAAP, that may be adopted in the future may also impose additional, or different, specific requirements as to the valuation of assets and liabilities for purposes of GAAP-compliant financial reporting.

Accordingly, to the extent that GAAP would require any of the Fund's or the Master Fund's assets or liabilities to be valued in a manner that differs from the valuation policies set forth in the limited partnership agreement, such assets or liabilities will be valued (x) in accordance with GAAP, solely for purposes of preparing the Fund's and the Master Fund's GAAP-compliant annual audited financial statements, and (y) in accordance with the valuation policies set forth in the limited partnership agreement (without regard to any GAAP requirements relating to the determination of fair value), for all other purposes, including, without limitation, for purposes of allocating gains and losses among the Limited Partners, which, as described in this Memorandum, is relevant to, among others, the calculation of the Management Fee and the Performance Allocation and the amounts payable by the Fund in respect of a withdrawal by or distribution to a Limited Partner.

Generally, ASC 820 and other accounting rules applicable to investment funds and various assets they invest in are evolving. Such changes may adversely affect the Fund. For example, the evolution of rules governing the determination of the fair market value of assets to the extent such rules become more stringent would tend to increase the cost and/or reduce the availability of third-party determinations of fair market value. This may in turn

increase the costs associated with selling assets or affect their liquidity due to inability to obtain a third-party determination of fair market value.

Systemic Risk. Credit risk may also arise through a default by one of several large institutions that are dependent on one another to meet their liquidity or operational needs, so that a default by one institution causes a series of defaults by the other institutions. This is sometimes referred to as a "systemic risk" and may adversely affect financial intermediaries, such as clearing agencies, clearing houses, banks, securities firms and exchanges, with which the Fund interacts on a daily basis.

Volatility Risk. The Fund's investment program may involve the purchase and sale of relatively volatile instruments such as derivatives, which are frequently valued based on implied volatilities of such derivatives compared to the historical volatility of underlying Financial Instruments. Fluctuations or prolonged changes in the volatility of such instruments, therefore, can adversely affect the value of investments held by the Fund. In addition, many non-U.S. financial markets are not as developed or as efficient as those in the U.S., and as a result, price volatility may be higher for the Fund's investments. Consequently, and also as a result of its investment program, the Fund's performance may be volatile.

Competition; Availability of Investments. The markets in which the Fund 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 the General Partner 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. Competitive investment activity by other firms and institutions will reduce the Fund's opportunity for profit by generally increasing price pressure on desired assets, reducing mispricings in the market as well as the margins available on those mispricings that can still be identified.

Equity Securities. The Fund may invest in equity and equity-related securities of U.S. and non-U.S. companies. Equity securities fluctuate in value in response to many factors, including the activities, results of operations and financial condition of individual companies, the business market in which individual companies compete, industry market conditions, interest rates and general economic environments. In addition, events such as domestic and international political instability, terrorism and natural disasters may be unforeseeable and contribute to market volatility in ways that may adversely affect investments made by the Fund.

Debt Instruments Generally. The Fund may invest in private and government debt securities and instruments. The debt instruments in which the Fund invests may be unrated, and whether or not rated, the debt instruments 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 instruments 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 instruments to repay principal and pay interest thereon and increase the incidence of default for such instruments.

Hedging Transactions. The Fund is not required to attempt to hedge portfolio positions and, for various reasons, may determine not to do so. Moreover, the Fund is not obligated to hedge against fluctuations in the value of the Fund's portfolio positions as a result of changes in market interest rates or any other developments. Furthermore, the Fund may not anticipate a particular risk so as to hedge against it. While the Fund may enter into hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for the Fund than if the Fund had not engaged in any such hedging transactions. In addition, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the portfolio position being hedged may vary. For a variety of reasons, the Fund may not seek to establish a perfect correlation between such hedging instruments and the portfolio holdings being hedged. Such imperfect correlation may prevent the Fund from achieving the intended hedge or expose the Fund to risk of loss. The successful utilization of hedging and risk management transactions requires skills complementary to those needed in the selection of the Fund's portfolio holdings. Moreover, it should be noted that a portfolio will always be exposed to certain risks that cannot be hedged, such as credit risk (relating both to particular securities and counterparties), "liquidity risk" and "widening" risk.

In the event that the Fund elects to hedge its exposure, it may utilize a variety of Financial Instruments such as shorts, derivatives, options, swaps, caps and floors and forward contracts, both for investment purposes and for risk management purposes in order to: (i) protect against possible changes in the market value of the Fund's investment portfolio resulting from fluctuations in the securities markets and changes in interest rates; (ii) protect the Fund's unrealized gains in the value of the Fund's investment portfolio; (iii) facilitate the sale of any such investments; (iv) establish a position as a temporary substitute for other securities; (v) enhance or preserve returns, spreads or gains on any investment in the Fund's portfolio; (vi) hedge the interest rate or currency exchange rate on any of the Fund's liabilities or assets; (vii) protect against any increase in the price of any securities the Fund anticipates purchasing at a later date; or (viii) for any other reason that the Investment Manager deems appropriate.

Hedging against a decline in the value of a portfolio position does not eliminate fluctuations in the values of portfolio positions or prevent losses if the values of such positions decline, but establishes other positions designed to gain from those same developments, thus moderating the decline in the portfolio positions' value. Such hedging transactions also limit the opportunity for gain if the value of the portfolio position should increase. Moreover, it may not be possible for the Fund to hedge against an exchange rate, interest rate or security price fluctuation that is so generally anticipated that the Fund is unable to enter into a hedging transaction at a price sufficient to protect its assets from the decline in value of the portfolio positions anticipated as a result of such fluctuations.

Fraud. Of paramount concern in loan investments is the possibility of material misrepresentation or omission on the part of the borrower or loan seller. Such inaccuracy or incompleteness may adversely affect the valuation of the collateral underlying the loans or may adversely affect the ability of the Fund to perfect or effectuate a lien on the collateral securing the loan. The Fund will rely upon the accuracy and completeness of representations made by borrowers to the extent reasonable, but cannot guarantee such accuracy or completeness. Under certain circumstances, payments to the Fund may be reclaimed if any such payment or distribution is later determined to have been a fraudulent conveyance or a preferential payment.

Instances of fraud and other deceptive practices committed by third parties in connection with any financial asset in which the Fund invests may undermine the Investment Manager's due diligence efforts with respect to such investments, and if such fraud is

discovered, negatively affect the valuation of the Fund's investments. In addition, when discovered, financial fraud may contribute to overall market volatility, which can negatively impact the Fund's investment program. Misconduct by employees of the Investment Manager, the General Partner or by third party service providers could cause significant losses to the Fund. Employee misconduct may include binding the Fund to transactions that exceed authorized limits or present unacceptable risks and unauthorized trading activities or concealing unsuccessful trading activities (which, in either case, may result in unknown and unmanaged risks or losses). Losses could also result from actions by third party service providers, including, without limitation, failing to recognize trades and misappropriating assets. In addition, employees and third party service providers may improperly use or disclose confidential information, which could result in litigation or serious financial harm, including limiting the Fund's business prospects or future marketing activities. No assurances can be given that the due diligence performed by the Investment Manager will identify or prevent any such misconduct.

Uncertain Exit Strategies. Due to the illiquid nature of some of the positions which the Fund may acquire, as well as the uncertainties of the reorganization and active management process, the General Partner is unable to predict with confidence what the exit strategy will ultimately be for any given investment, or that one will definitely be available. Exit strategies which appear to be viable when an investment is initiated may be precluded by the time the investment is ready to be realized due to economic, legal, political or other factors.

ITEM 9
DISCIPLINARY INFORMATION

There are no legal or disciplinary events that are material to a Fund investor's, or prospective Fund investor's, or the investors' of the RIC evaluation of MeehanCombs's advisory business or the integrity of MeehanCombs's management.

ITEM 10
OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. Broker-Dealer Registration Status.

None of MeehanCombs, its affiliates, or any of their management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

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

Neither MeehanCombs nor any of its management persons are registered as a futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of the foregoing entities.

C. Material Relationships or Arrangements with Industry Participants.

Neither MeehanCombs nor any of its management persons has any relationship or arrangement with any related person that is material to its advisory business or to the Funds.

MeehanCombs may in the future advise other pooled investment vehicles and separately managed accounts that may have investment programs that are similar or substantially similar to the investment program of the Funds. As a result of the foregoing, MeehanCombs and its employees may have conflicts of interest in allocating their time and resources among MeehanCombs' clients, and in allocating investments among MeehanCombs' clients. Accordingly, the MeehanCombs will devote so much of its time and will allocate the time and resources of its employees to each Fund, pooled investment vehicle or separately managed account as in its judgment each Fund or such other client reasonably requires.

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

MeehanCombs does not recommend or select other investment advisers for the Funds or the RIC.

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

A. Code of Ethics.

MeehanCombs's employees generally may not purchase or sell securities from their own accounts. To govern the personal securities transactions of its employees, MeehanCombs has adopted a code of ethics which sets forth a standard of conduct expected of all MeehanCombs employees and is designed to foster compliance with applicable law and regulatory requirements, and promote a culture of high ethical standards. The code of ethics addresses MeehanCombs' standards of business conduct, and includes personal trading and insider trading policies and procedures. In addition, the code of ethics requires MeehanCombs' personnel to protect the confidentiality of client and investor information, report, and, in certain instances pre-clear, the giving or receiving of gifts and entertainment (including political contributions), and seek approval for outside business activities.

MeehanCombs's code of ethics requires employees to report personal transactions on a quarterly basis, file initial and annual personal account disclosures and securities holdings reports, and certify their compliance with the code of ethics on an annual basis.

MeehanCombs will provide a copy of its code of ethics to any investor upon request.

B. Securities That You or a Related Person Has a Material Financial Interest.

MeehanCombs generally does not, directly or indirectly, while acting as principal for its own account, knowingly sell any security to, or purchase any security from, a Fund, but if it were to engage in such transactions it would obtain any necessary approvals in accordance with applicable law.

MeehanCombs may, from time to time, recommend that a Fund enter into a cross trade (a transaction for the purchase or sale of a security or other financial instrument) with another investment fund or managed account for purposes of portfolio re-balancing, or otherwise. A cross trade may be deemed a principal transaction if MeehanCombs and certain persons in a control relationship with MeehanCombs own a substantial portion (in excess of 25%) of one or both of the Fund and/or the other investment fund or managed account participating in the cross trade. MeehanCombs will not recommend that a Fund enter into a cross trade that is deemed a principal transaction without obtaining proper approval in accordance with applicable law.

MeehanCombs does not contemplate engaging in agency-cross transactions. Agency cross transactions typically arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

C. Investing in Securities That You or a Related Person Recommends to Clients.

Subject to internal compliance policies and approval procedures designed to address any conflicts of interest that may arise, employees of MeehanCombs may engage, from time to time, in personal trading of securities and other financial instruments, including securities and financial instruments in

which a Fund may invest. Please refer to the response in Item 11.A for a description of MeehanCombs's personal trading policy.

D. Conflicts of Interest Created by Contemporaneous Trading.

The Funds or the RIC presently advised by MeehanCombs may or may not follow an investment program that is the same as or similar to the investment program of one or more other investment funds or managed accounts advised by MeehanCombs in the future. Accordingly, in such case, it is MeehanCombs' policy to recommend the allocation of investment opportunities fairly and equitably over time. This means that such opportunities will be allocated among the Funds and any other investment fund or managed account, for which participation in the respective opportunity is considered appropriate, taking into account, among other considerations: (i) whether the risk-return profile of the proposed investment is consistent with the client's objectives; (ii) the proposed investments impact on the current portfolio of the client; (iii) liquidity requirements of the client; (iv) potentially adverse tax consequences; (v) legal or regulatory restrictions that would or could limit a client's ability to participate in a proposed investment; (vi) structural and/or financing restrictions; (vii) the need to re-size risk in the client's portfolio; and (viii) other considerations as may be deemed appropriate from time to time.

ITEM 12

BROKERAGE PRACTICES

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

As part of its advisory services to the Funds, MeehanCombs enters into portfolio transactions on behalf of the Funds on the basis of seeking best execution. MeehanCombs has discretion in deciding what brokers and dealers a Fund will use and in negotiating the rates of compensation paid. MeehanCombs allocates portfolio transactions to brokers and dealers in consideration of various factors, including a broker's or dealer's commission rates, reliability, financial responsibility and strength, the ability to efficiently execute transactions, facilities, and the provision or payment of the costs of research and other services that are of benefit to MeehanCombs or the Funds.

1. Research and Other Soft Dollar Benefits.

MeehanCombs may use "soft" dollars. To the extent that MeehanCombs uses "soft" dollars to pay for research products or services, any such use of "soft" dollars will fall within the safe harbor for soft dollars created by Section 28(e) and any such arrangements will be structured in accordance with SEC guidance in this area. Research products and services provided to MeehanCombs may include research reports on particular industries and companies, economic surveys and analyses, advice from legal, strategic, financial, and industry consultants and advisors, recommendations as to specific securities, and other products and services providing lawful and appropriate assistance to MeehanCombs in the performance of its investment advisory responsibilities.

If MeehanCombs uses brokerage commissions (or markups or markdowns) (*i.e.*, "soft" dollars) to obtain research, or other products or services, MeehanCombs receives a benefit because it does not have to produce or pay for the research, products, or services. MeehanCombs may have an incentive to select a broker or dealer based on its interest in receiving research or other products or services, rather than on the Fund's interest in receiving the most favorable execution.

MeehanCombs may cause a Fund to pay commissions (or markups or markdowns) higher than those charged by other brokers or dealers in return for soft dollar benefits. In addition, MeehanCombs may use research obtained with "soft" dollars generated by the Funds to service other investment funds or managed accounts; MeehanCombs is not required to allocate "soft" dollar benefits to clients proportionately. Where a product or service obtained with "soft" dollars provides both research and non-research assistance to MeehanCombs, MeehanCombs will make a reasonable allocation of the cost of that product or service that may be paid for with soft dollars and will pay for the remainder of the cost with its own funds.

2. Brokerage for Client Referrals.

Brokers may refer or introduce investors to MeehanCombs, and MeehanCombs may accept investor referrals or introductions from brokers in appropriate circumstances. It should be noted that in these situations MeehanCombs receives a benefit because it will receive additional compensation if it gains a new advisory client or the Funds accept new investors. However, MeehanCombs does not base its selection of brokers on the provision of these services in any material respect.

3. Directed Brokerage.

MeehanCombs does not recommend, request, or require that a client direct MeehanCombs to execute transactions through a specified broker or dealer.

B. Order Aggregation.

In the event that MeehanCombs executes purchases or sells of the same securities for advisory clients at approximately the same time, MeehanCombs may, to the extent permitted by applicable law, but is not obligated to, combine such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among advisory clients differences in prices and commissions or other transaction costs than might have been obtained had these orders been placed separately. This aggregation of orders would be expected, on average, to slightly reduce the costs of execution. In general, MeehanCombs will not aggregate orders if, in a particular instance, MeehanCombs believes that aggregation would cause a Fund's or any other advisory client's cost of execution to increase. If an order cannot be fully executed under prevailing market conditions, MeehanCombs may allocate the securities traded among different Fund and other advisory client accounts on a basis which MeehanCombs considers equitable. Situations may occur in which a Fund or other advisory client could be disadvantaged because of the execution activities conducted by MeehanCombs for other advisory clients.

C. Trade Errors.

Errors with respect to trades executed on behalf of the Funds or other advisory clients may result in losses or gains for the Funds or other advisory clients. MeehanCombs will seek to resolve any trade error on a fair and equitable basis, taking into consideration whether the error resulted from a breach of MeehanCombs' standard of care as set forth in the Fund's offering documentation or documents governing other advisory client relationships.

In general, none of MeehanCombs, its principals, officers, partners, members, employees, or controlling persons will be liable to the Funds if such person acted in good faith, or in a manner which they believed to be in, or not opposed to the interests of the Fund, and such person's conduct did not constitute a breach of MeehanCombs' standard of care. Negative or positive results of trading errors generally will be borne by the Fund, rather than by MeehanCombs, so long as MeehanCombs adheres to the foregoing standard of care.

ITEM 13
REVIEW OF ACCOUNTS

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

On a daily basis, the Fund's portfolio is reviewed by MeehanCombs' operations staff under the supervision of MeehanCombs' Chief Operating Officer to ensure that all transactions are properly posted. In addition, MeehanCombs' Chief Compliance Officer, or his designee, monitors trading in the Fund's portfolio to ensure compliance with applicable investment guidelines and investment restrictions, among other things. Daily compliance reporting has been developed with MeehanCombs' outside compliance software provider(s) to assist in such monitoring.

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

In addition to the periodic review described above, the Fund's portfolios will be reviewed if the portfolio encounter special circumstances.

C. Content and Frequency of Account Reports to Clients.

Generally, investors in the Funds will receive monthly unaudited performance reports and annual audited financial statements, as well as certain tax information for preparation of investors' tax returns. Certain investors in the Funds may receive additional information and reporting that other investors may not receive.

Should MeehanCombs manage and/or advise other investment funds or separately managed accounts in the future, the nature and frequency of reporting will be individually negotiated.

ITEM 14
CLIENT REFERRALS AND OTHER COMPENSATION

A. Economic Benefits for Providing Services to Clients.

MeehanCombs does not receive any economic benefits from persons who are not clients for providing investment advice or other advisory services to the Funds.

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

MeehanCombs may enter into arrangements pursuant to which it compensates third parties for referrals of potential investors to the Funds. To the extent applicable, such arrangements will be made in compliance with Rule 206(4)-3 under the Advisers Act.

ITEM 15 CUSTODY

MeehanCombs is deemed to have custody of the assets of the Funds. Fund assets are held at a qualified custodian or are otherwise exempt from such requirement. MeehanCombs relies on the provisions of Rule 206(4)-2 of the Advisers Act with respect to the Funds. Each Fund is audited annually by an independent public accountant that is both registered and inspected by the Public Company Accounting Oversight Board. Audited financial statements of the Funds are distributed to investors in the Funds within 120 days of each Fund's fiscal year end.

Should MeehanCombs be deemed to have custody of any assets of the Trust, MeehanCombs will request that the qualified custodian that holds and maintains the Trust assets send account statements directly to the client at least quarterly. MeehanCombs urges any such client to compare the account statements received from the qualified custodian to the account statements received from MeehanCombs.

ITEM 16
INVESTMENT DISCRETION

MeehanCombs has discretionary authority to manage the Funds pursuant to investment management agreements between MeehanCombs and the Funds. MeehanCombs' discretionary authority is subject to the stated investment objectives, guidelines, and restrictions of the Funds as set forth in the investment management agreements.

MeehanCombs provides discretionary advisory services pursuant to a sub-advisory agreement with the Trust and the Trust's primary investment advisor. MeehanCombs' discretionary authority is subject to the stated investment objectives, guidelines, and restrictions of the Trust as set forth in the investment mandate agreed upon by the parties.

ITEM 17
VOTING CLIENT SECURITIES

The Advisers Act generally requires investment advisers to vote all proxies within their authority. MeehanCombs has established written policies and procedures designed to ensure that shares owned by the Fund are voted in the best interest of such Fund (the “Proxy Voting Procedures”). MeehanCombs does not vote proxies where it does not have the authority to do so or where the cost of doing so, in the opinion of MeehanCombs, would exceed the expected benefits to the Fund. MeehanCombs generally votes most shares through and in accordance with the recommendations of an independent third party proxy voting service. MeehanCombs reviews selected material proxy matters for the Fund and determines whether the voting service recommendations appear to be in the best interest of the Fund. When MeehanCombs believes that a voting service recommendation may be contrary to the best interest of the Fund, MeehanCombs may consider an alternative vote. For the avoidance of doubt, MeehanCombs retains the authority to vote proxies, has not delegated such authority to any other party, and may vote against any voting service recommendation if it determines such recommendation is contrary to the Fund’s best interests.

Clients may contact MeehanCombs to obtain information on how proxies were voted and to request a copy of the Proxy Voting Procedures.

ITEM 18
FINANCIAL INFORMATION

MeehanCombs 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 the Funds, and has not been the subject of a bankruptcy petition at any time during the past ten years.

ITEM 19
REQUIREMENTS FOR STATE-REGISTERED ADVISERS

Not applicable.