

ITEM 1

COVER PAGE

PART 2A OF FORM ADV: FIRM BROCHURE



GLG LLC

March 31, 2017

GLG LLC

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This Brochure provides information about the qualifications and business practices of GLG LLC. If you have any questions about the contents of this Brochure, please contact us at (212) 649-6800 and/or compny@man.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

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

Additional information about GLG LLC also is available on the SEC website at www.adviserinfo.sec.gov.

ITEM 2

MATERIAL CHANGES

GLG LLC's last update to its brochure was March 30, 2016. Although GLG LLC has updated its brochure it does not consider such update to be a material change. Clients and prospective clients should review the Brochure carefully.

Even though a concerted effort is made to keep clients/investors informed of notable changes to GLG LLC's business throughout the year, clients/investors are encouraged to review this update, much like all of GLG LLC's reports and communications, in its entirety.

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ITEM 4

ADVISORY BUSINESS

A. General Description of Advisory Firm

GLG LLC, a Delaware limited liability company with its place of business located in New York, New York, USA, was originally formed in April 2002. GLG LLC provides advisory or sub-advisory services to U.S. or non-U.S. institutional managed accounts and pooled investment vehicles on either a discretionary or non-discretionary basis. In addition, GLG LLC provides sub-advisory services on a discretionary basis to an investment company registered under the Investment Company Act of 1940, as amended ("Company Act"). The direct owner of GLG LLC is Man Litchfield, Inc., an indirect, wholly-owned subsidiary of Man Group plc. Man Group plc is a public company listed on the London Stock Exchange and is a component of the FTSE 250 Index. Man Group plc, through its investment management subsidiaries (collectively, "Man"), is a global alternative investment management business and provides a range of fund products and investment management services for institutional and private investors globally. As of December 31, 2016, Man has approximately \$80.9 billion of funds under management.

GLG LLC has full discretionary advisory investment management authority with respect to investment decisions for US and non-U.S. pooled investment vehicles, including private funds (the "Funds") and managed accounts. GLG LLC's advice with respect to the Funds and managed accounts is made in accordance with the investment objectives and guidelines as set forth in the applicable Fund's offering memorandum or the managed account's investment management agreement. "Funds" include a fund that GLG LLC, affiliates or employees have seeded or invested over 25% of the capital of such Funds.

As part of its services, GLG LLC provides discretionary sub-advisory investment management, research, and trading services to its affiliate, GLG Partners LP, which is located in London, England and is an investment adviser registered with the SEC and is authorized and regulated by the Financial Conduct Authority in the United Kingdom. In connection with the discretionary sub-advisory investment management responsibilities, GLG LLC sub-advises on certain pooled investment vehicles, including private funds and managed accounts for which GLG Partners LP serves as investment manager or in a similar capacity.

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

GLG LLC may offer non-discretionary investment management services. With respect to non-discretionary accounts, GLG LLC would have on-going responsibility to select or make recommendations, based upon the needs of the client, as to specific financial instruments the account may purchase or sell and, if such recommendations are accepted by the client, GLG LLC would be responsible for arranging or effecting the purchase or sale.

GLG LLC may utilize the investment management, research, operational, risk management, trading, proxy voting, soft dollar/commission management, information technology and other capabilities of GLG Partners LP or other affiliates in providing services to its clients.

In addition, GLG Partners LP may utilize GLG LLC's investment management, research and trading services in providing services to its clients.

B. Description of Advisory Services

Please see Item 8 herein.

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

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

C. Availability of Customized Services for Individual Clients

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

A Fund may issue other classes, sub-classes, tranches, sub-tranches and/or series (or sub-series) of shares or interests, as applicable, in the future (or enter into side letter

agreements with certain investor(s) that alter, modify or change the terms of the shares or interests, as applicable, held by the investor(s)), which may differ and may be more favorable from the shares or interests, as applicable, currently offered by the Fund in terms of, among other things, the performance compensation, the management fee, redemption rights (including redemption dates and notice periods), currency denomination, minimum and additional subscription amounts, informational rights and other rights. New classes, sub-classes, tranches, sub-tranches and/or series (or sub-series) of shares or interests, as applicable, may be issued (or "side letter" agreements may be entered into) by a Fund's board of directors, in its sole discretion, on behalf of the Fund, in consultation with GLG LLC, without providing prior notice to, or receiving consent from, existing investors. The terms of such classes, sub-classes, tranches, sub-tranches and/or series (or sub-series) or "side letter" agreements will be determined by the board of directors, in its sole discretion, in consultation with GLG LLC. In general, a Fund will not be required to notify investors of any such "side letter" agreements or any of the rights and/or terms or provisions thereof, nor will a Fund be required to offer such additional and/or different rights and/or terms to any or all of the other investors.

D. Wrap Fee Programs

GLG LLC does not participate in wrap fee programs.

E. Assets Under Management

GLG LLC manages approximately \$5.568 billion in regulatory assets under management on a discretionary basis as of December 31, 2016.

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FEES AND COMPENSATION

GLG LLC does not maintain a basic fee schedule. Fees for each client are determined on a case-by-case basis. The following is a general overview of the types of fees GLG LLC charges its clients:

A. Advisory Fees and Compensation

1. GLG LLC Funds

Fees charged to the Funds are fully described in the respective Funds' offering document. Generally, with respect to the Funds, GLG LLC or its affiliates (i) charge a monthly or quarterly management fee in either arrears or advance at annualized rates generally ranging from 0.3% to 2.00%, and (ii) charge incentive or performance fees generally 10% to 20% of net profits and in some cases subject to a "high water mark" calculated and payable semi-annually, annually or at the time of a redemption/withdrawal. The specific level of fees depends upon various factors, including the availability of certain investment classes, which may be closed to new investors.

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

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

B. Payment of Fees

Fees and compensation paid to GLG LLC or its affiliates by the Funds or managed accounts are generally paid by the client from its assets. With regards to the Funds, the fees are calculated by the Fund's administrator and are paid directly from the Fund's assets. Management fees are generally paid on either a monthly or quarterly basis in either arrears or advance and the performance compensation is generally deducted on a semi-annual or annual basis or at the time of a redemption or withdrawal, as applicable, or more frequently as further described in the Fund's governing documents or managed account's investment management agreement. With regards to managed accounts, fees are negotiated and agreed upon with the client directly and may include a management fee or a combination of management fee and performance compensation. Management fees and performance-based compensation are pro-rated for partial periods.

C. Additional Fees and Expenses

Not all of GLG LLC's Fund investors bear all of the expenses set forth below and in some cases will bear additional expenses not included herein. Fund investors should refer to the Fund's governing documents for details relating to specific expenses relating to the Fund. The following sets forth the expenses that GLG LLC's Fund investors generally bear: To the extent permitted under the applicable documents, each investor bears its own operating and other expenses and its *pro rata* portion of the Fund's expenses and as applicable master fund expenses, including, but not limited to, fees paid to administrators, fees paid to custodians, fees relating to any special purpose vehicles, as applicable, investment-related expenses (*e.g.*, brokerage commissions (see Item 12 for more information on brokerage expenses) and transaction costs, clearing and settlement charges, interest expense, consulting, legal costs to review, research, negotiate and settle potential and actual transactions, as applicable, (including, without limitation, investment-related litigation expenses), investment banking and any other professional fees or compensation relating to particular investments or contemplated investments and research-related expenses, including, without limitation, news and quotation equipment and services (including fees for data and software providers)), other third-party fees and expenses incurred in connection the evaluation of prospective transactions, trade related travel and due diligence costs and expenses related to certain investments); expenses relating to third-party valuation services, expenses attributable to any third-party proxy voting service, costs for ERISA bonding, if applicable; expenses relating to reports provided to members, external legal and compliance expenses (which include, without limitation, responding to formal and informal inquiries, subpoenas, investigations and other regulatory matters, indemnification expenses and expenses associated with regulatory filings relating to the Fund's investments), external accounting, audit and tax preparation expenses, directors fees, organizational and operating expenses, clearing and registration fees and other expenses due to regulatory, supervisory or fiscal authorities in various jurisdictions, liquidation costs, and the out-of-pocket expenses incurred by the Fund's service providers, insurance, expenses relating to the offer and sale of interests and/or shares, entity-level taxes, expenses related to the maintenance of the Fund's registered office, and corporate licensing expenses.

GLG LLC's employees may invest in one or more Funds or Affiliated Funds. GLG LLC's employees may or may not be subject to a management fee and performance based compensation by these Funds or Affiliated Funds.

GLG LLC reserves the right to charge a discounted management fee or performance-based fee in its sole discretion. In addition, fees may be negotiable or waivable depending upon a variety of factors, including, among other things, type and extent of advisory services offered, amount of assets under management, the overall relationship with the investor and other services offered to the Fund or investor.

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

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PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

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

ITEM 7
TYPES OF CLIENTS

GLG LLC provides advisory or sub-advisory services primarily to U.S. or non-U.S. pooled investment vehicles (“Funds”) and institutional managed accounts on either a discretionary or non-discretionary basis. In addition, GLG LLC provides sub-advisory services on a discretionary basis to an investment company registered under the Company Act. The securities of the Funds are not registered under the Securities Act. In addition, the Funds are not registered under the Company Act and may or may not be continuously offered.

ITEM 8

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

A. Methods of Analysis and Investment Strategies

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

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

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

Depending on the specific investment strategies pursued, GLG LLC may invest in one or more of the following, among others: stocks, bonds, debt instruments (investment and non-investment grade), high yield bonds, trade claims/receivables, loans, below-par/distressed bank loans, par/near-par bank loans, debtor-in-possession loans, bridge loans, mezzanine loans, equity instruments (including listed and un-listed securities), private investments in public equity, private equity, exchange-traded funds ("ETFs"), commodities, futures, derivatives or other financial instruments, asset backed securities, convertible and preferred securities, and warrants and other rights to purchase shares, collateralized debt and loan obligations, bank debt, floating rate notes, government bonds, municipal bonds, and preferred real or personal property or any other types of assets it can own unless otherwise specified in the Fund's offering documents or in the client's investment management agreement. The derivative instruments which the Funds may purchase or sell include, without limitation, credit derivatives, exchange-traded or over-the-counter derivatives, swaps (including, but not limited to, basket swaps, equity swaps, credit default swaps, contracts for difference and total return swaps), and deliverable and non-deliverable forward contracts. The Funds also may from time to time purchase or sell currencies, forward currency contracts or other related derivative instruments. GLG LLC clients will incur additional costs when trading securities on swap.

GLG LLC may also engage in specific trading strategies such as algorithm trades, short term trading and other investment strategies. GLG LLC may engage in other investment and trading strategies that may be deemed appropriate from time to time. Investment strategies utilized in the management of the Funds are described in greater detail in each Fund's offering document and each client's investment management agreement.

GLG LLC's investment programs are speculative and entail substantial risks. There can be no assurance that client investment objectives will be achieved.

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

The investment strategies the Firm pursues are speculative and entail substantial risks. Clients should be prepared to bear a substantial loss of capital. There can be no assurance that the investment objectives of any Client will be achieved. The following risk factors do not purport to be a complete list or explanation of the risks involved in an investment in a Fund or managed account managed by GLG LLC.

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

Risks of Investments in Financial Instruments Generally

Investments in financial instruments involve risks, including the risk that the entire amount invested may be lost. GLG LLC will invest in and actively trade financial instruments using investment techniques with certain risk characteristics, including, without limitation, risks arising from the volatility of the equity markets, the risks of borrowings, the risks of short selling, the potential illiquidity of financial instruments and the risk of loss from counterparty defaults. No guarantee or representation is made that a client's investment objective will be achieved. GLG LLC may utilize such investment techniques as leverage and margin transactions, limited diversification and options and derivatives trading, which practices can, in certain circumstances, increase the adverse impact to which a client may be subject.

Market Risk

The financial instruments held by a client are subject to normal market fluctuations and the risks inherent in investment in international financial instruments markets and there can be no assurances that investments will appreciate in value. GLG LLC's strategies are subject to multiple dimensions of market risk: unexpected directional price movements, momentum pricing continuing to influence economic factors, deviations from historical pricing relationships, changes in the regulatory environment, changes in market volatility, "flights to quality" and "credit squeezes".

The particular or general types of market conditions in which a client may incur losses or experience unexpected performance volatility cannot be predicted, and a client may materially underperform other clients with a substantially similar investment strategy.

Flexible Investment Approach

GLG LLC has broad investment authority, and may trade long and short in any type of financial instrument, issuer or group of related issuers, country, region and sector that it believes will help a client achieve their investment objective. A client may also invest in and utilize, in order to manage or mitigate risk, currency spot and forward contracts, currency and interest rate futures contracts, OTC and exchange-listed options and options on futures contracts. Additionally, the strategies that GLG LLC may pursue for its clients are not limited to the strategies described herein; furthermore, such strategies may change and evolve materially over time. GLG LLC will opportunistically implement whatever strategies, techniques and discretionary approaches, as well as such other investment tactics, as it believes from time to time may be suited to prevailing market conditions. GLG LLC may utilize such leverage, position size, market exposure, duration and other portfolio management techniques as it believes are appropriate for a client. In addition, any new investment strategy, technique and tactic developed by GLG LLC may be more speculative than earlier investment strategies, techniques and tactics and may involve material and as-yet-unanticipated risks that could increase the risk of investing. Clients may not be informed of any changes in GLG LLC's strategies, techniques, discretionary approach and tactics, except as required by applicable law.

There can be no assurance that GLG LLC will be successful in applying its approach, and there is material risk that a client may suffer significant impairment or total loss of its capital.

Importance of Market Judgment

The discretionary market judgment of GLG LLC's investment professionals is integral to the implementation of its strategies. Discretionary action by GLG LLC's investment professionals is subject to the risk of bad judgment and emotionalism.

Nature of Certain Investments

There is no limitation on the size or operating experience of the companies in which a client may invest. Some small companies in which a client may invest may lack management depth or the ability to generate internally or obtain externally the funds necessary for growth. Companies with new products or services could sustain significant losses if projected markets do not materialize. Further, such companies may have, or may develop, only a regional market for products or services and may be adversely affected by purely local events. Such companies may be small factors in their industries and may face intense competition from larger companies and entail a greater risk than investment in larger companies.

Co-Investments

GLG LLC may offer Co-Investment Opportunities from time to time. Participants in Co-Investments may have economic or business interests or goals that are inconsistent with those of a Fund, or may be in a position to take (or block) action in a manner that is contrary to the Fund's investment objectives. Such participants may also have greater transparency or otherwise receive additional information with respect to such Co-Investment Opportunities than investors even though the Fund may have invested in the same asset.

The terms of any Co-Investment will be determined by GLG LLC on a case-by-case basis in its sole discretion and any Co-Investment Opportunity may be presented on an "as is" basis. GLG LLC expects that Co-Investments will generally be structured through investment funds or similar arrangements to facilitate such investments for legal, tax, regulatory or other purposes, but Co-Investment Opportunities may also be invested directly in parallel with the participants. In such cases, it is possible that a participant in a Co-Investment may sell some or all of its interest in a Co-Investment while the Fund retains (or is required to retain) its interest, implying that the Fund risks future losses while the participant in the Co-Investment has already liquidated its position.

Participants in Co-Investments may engage GLG LLC or its affiliates to advise it with respect to such Co-Investment Opportunity and agree to compensate GLG LLC or its affiliates for such services. The Fund and the investors will not participate in the profits or losses received by the other participants in the Co-Investments, nor will the Fund or its investors participate in the compensation received by GLG LLC or its affiliates with respect to such co-investment opportunities.

Below Investment-Grade Investments

The client may invest in private and government debt financial instruments, which may be unrated or below investment grade. It is likely that many of the debt instruments in which the client invests may be unrated, and whether or not rated, the debt instrument may have speculative characteristics. The issuers of such instruments may face significant ongoing uncertainties and exposure to adverse conditions that may undermine the issuer's ability to make timely payment of interest and principal. Such instruments are regarded as predominantly speculative with respect to the issuer's capacity to pay interest and repay principal in accordance with the terms of the obligations and involve major risk exposure to adverse conditions. In addition, an economic recession could severely disrupt the market for most of these financial 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 financial instruments to repay principal and pay interest thereon and increase the incidence of default for such financial instruments.

The secondary market for lower and unrated financial instruments will likely be less liquid (or even non-existent) than markets for higher quality financial instruments and, as such, may have an adverse effect on the market prices of certain financial instruments. The illiquidity of the market could make it difficult for the client to sell such financial instruments. There are fewer dealers in the market for lower and unrated financial instruments than investment grade financial instruments. The prices quoted by different dealers may vary significantly and the spread between the bid and asked price is generally much larger than for higher quality instruments. Since investors generally perceive that there are greater risks associated with lower or unrated credit financial instruments, the yields and prices of such financial instruments may tend to fluctuate more than those for higher rated financial instruments. In the lower quality segments of the credit markets, changes in perceptions of issuers' creditworthiness tend to occur more frequently and in a more pronounced manner than do changes in higher quality segments of the credit markets, resulting in greater yield and price volatility.

Investments in Distressed Financial Instruments

The client may invest in "below investment grade" financial instruments and obligations of issuers in weak financial condition, experiencing poor operating results, having substantial capital needs or negative net worth, facing special competitive or product obsolescence problems, including companies involved in bankruptcy or other reorganization and liquidation proceedings. These financial instruments are likely to be particularly risky investments although they also may offer the potential for correspondingly high returns. Among the risks inherent in investments in troubled entities is the fact that it may frequently be difficult to obtain information as to the true condition of such issuers. Such investments may also be adversely affected by laws relating to, among other things, fraudulent transfers and other voidable transfers or payments, lender liability and the bankruptcy court's power not to enforce covenants or to disallow, reduce, subordinate or disenfranchise particular claims. Such companies' securities may be considered speculative, and the ability of such companies to pay their debts on schedule could be affected by adverse interest rate movements, changes in the

general economic climate, economic factors affecting a particular industry or specific developments within such companies. In addition, there is no minimum credit standard that is a prerequisite to the client's investment in any instrument, and a significant portion of the obligations and financial instruments in which the client invests may be less than investment grade. The level of analytical sophistication, both financial and legal, necessary for successful investment in companies experiencing significant business and financial difficulties is unusually high. There is no assurance that GLG LLC will correctly evaluate the value of the assets collateralizing the client's loans or the prospects for a successful reorganization or similar action. In any reorganization or liquidation proceeding relating to a company in which the client invests, the client may lose its entire investment, may be required to accept cash or financial instruments with a value less than the client's original investment and/or may be required to accept payment over an extended period of time.

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 financial instrument the value of which will be less than the purchase price to the client of the financial instrument in respect to which such distribution was made.

In certain transactions, the client 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.

Financial Instruments related to Defaulting Companies

The client may invest in the financial instruments related to companies involved in bankruptcy proceedings, reorganizations and financial restructurings and may have a more active participation in the affairs of the issuer than is generally assumed by an investor. This may subject the client to litigation risks, including litigation brought by other creditors against the client, or prevent the client from disposing of securities. In a bankruptcy or other proceeding, the client as a creditor may be unable to enforce its rights in any collateral or may have its security interest in any collateral challenged, disallowed or subordinated to the claims of other creditors. While GLG LLC will attempt to avoid taking the types of actions that would lead to equitable subordination or creditor liability, there can be no assurance that such claims will not be asserted or that GLG LLC will be able to successfully defend against them. Because other investors may purchase the securities of these companies for the purpose of exercising control or management, the client may be at a disadvantage to the extent that the client's interests differ from the interests of these other investors.

Expenses Associated with Creditor Remedies

Bankruptcy proceedings are often lengthy and difficult to predict and could adversely impact a creditor's return on investment. Administrative costs relating to a bankruptcy proceeding will be paid out of the debtor's estate prior to any returns to creditors. These costs and the costs

associated with a creditor's exercising of its remedies can be significant and typically are incurred in significant amounts and in irregular periods. By their nature, these expenses frequently must be incurred before the associated investment can appreciate. A client may bear the expenses associated with an investment without receiving the benefit of the subsequent appreciation in value.

Seasoning and Selling

An SPV may originate a Loan and then sell or transfer the Loan to another SPV after a period of "seasoning". During the "seasoning" period, the SPV originating the Loan carries the risk of loss, including total loss. The sale of such a Loan is subject to various restrictions. For example, the Loan must be sold at fair market value at the time of sale; the General Partner may need to approve the acquiring SPV's acquisition of the Loan; and there can be no or only a limited overlap of investor base between the two SPVs. Given that the value of the Loan may change during the "seasoning" period, investors in the "originating" SPV may experience different returns than investors in the "acquiring" SPV.

Suboptimal Structuring of Investments

The GLG LLC may take into account tax considerations when structuring investments. However, the profitability of the client's investment strategies relies, in part, on an ability to take control positions or acquire voting rights. In addition, the client may in certain circumstances invest in SPVs that are corporations for US federal income tax purposes and any return experienced by the client on such SPVs will be net of taxes. The client's profitability also depends on efficient financing of investments. In balancing these considerations, which may be in tension, the client may structure certain investments in a manner that is suboptimal from a tax perspective, suboptimal from a control or voting perspective, suboptimal from a financing efficiency perspective, or some combination of these.

Capital Structure Arbitrage

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

Direct Lending

The participation of hedge funds in the loan markets is a relatively new development, and it is uncertain how successful hedge fund strategies — involving theoretical pricing models,

hedging through supposedly similar (but not identical) asset classes and leverage (among other factors) — will be in trading in these markets. While banks have participated in these markets for years as a means of laying off the risk of their debt portfolios, speculation in these markets is a much more recent development. There may be structural impediments to such trading that have not yet been fully recognized that could result in substantial losses to the Fund.

Trade Claims, Litigation Claims and Litigation Stubs

The client may acquire trade claims — *i.e.*, amounts due from a company to its suppliers — as well as litigation claims — *i.e.*, claims against a target company — and litigation stubs — *i.e.*, a piece of an escrow or hold back that will receive a distribution depending on certain outcomes in a case. Trade claims, litigation claims and litigation stubs are not “securities” for regulatory purposes, and the client, in investing in these claims and stubs, will not have the protection of the securities laws. Trade claims, litigation claims and litigation stubs are typically highly illiquid. Trade claims may have a relatively junior position as compared to securities and other debt owed by the issuer. There may be defenses to trade claims — for example, the services or products furnished not meeting specifications — and to litigation claims of which the GLG LLC may not be aware at the time of the client’s acquisition of such claims. Litigation claims and litigation stubs can be costly and it may take several years for the proceeds arising from such to be realized.

Bank Loans and Participations

The client may invest in fixed- and floating-rate bank loans and participations. The special risks associated with these obligations include: (i) the possible invalidation of an investment transaction as a fraudulent conveyance under relevant creditors’ rights laws; (ii) environmental liabilities that may arise with respect to the collateral securing the obligations; (iii) adverse consequences resulting from participating in such loans with other institutions which may default on their obligation to provide additional funding under such loans; and (iv) limitations on the ability of the investor in a participation directly to enforce the lender’s rights under such loans.

In recent years, a number of judicial decisions have upheld the right of borrowers to sue lending institutions based on various evolving legal theories (collectively termed “lender liability”). Generally, lender liability is founded upon the premise that an institutional lender has violated its duty (whether implied or contractual) of good faith and fair dealing owed to a borrower or has assumed a degree of control over the borrower resulting in the lender assuming a fiduciary duty to the borrower and/or its other creditors or shareholders. The client could be subject to allegations of lender liability.

The client may also invest in pools of mortgage-related loans and loan participations originated by banks and other financial institutions. These pools may include highly-leveraged loans to borrowers with below investment-grade credit ratings. Such loans typically are negotiated by one or more commercial banks or financial institutions and syndicated among a group of commercial banks and financial institutions. In order to induce the lenders to extend credit and

to offer a favorable interest rate, the borrower often provides the lenders with extensive information about its business that is not generally available to the public. To the extent that the client obtains such information and it is material and non-public, the client will be unable to trade in the securities of the borrower until the information is disclosed to the public or otherwise ceases to be material, non-public information.

The client may invest directly or through participations in loans with revolving credit features or other commitments or guarantees to lend funds in the future. A failure by the client to advance requested funds to a borrower could result in claims against the client and in possible assertions of offsets against amounts previously lent.

The client may acquire interests in bank loans and other debt obligations either directly (by way of sale or assignment) or indirectly (by way of 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 debt obligation; however, in certain cases its rights may be more restricted than those of the assigning institution. A participation interest in a portion of a debt obligation typically results in a contractual relationship with only the institution acting as a lender under the credit agreement, not with the borrower. To the extent it holds participation interests, the client generally will have no right to exercise the rights of the lender under the credit agreement, including the right to enforce compliance by the borrower with the terms of the loan agreement or approve amendments or waivers of terms, nor will the client have any rights of set-off against the borrower, and the client may not directly benefit from the collateral supporting the debt obligation in which they have purchased the participation. As a result, the client will be exposed to the credit risk of both the borrower and the institution selling the participation.

Investments in loans through direct assignment of a financial institution's interests with respect to a loan may involve additional risks to the client. For example, if the loan is foreclosed, the client could become part owner of any collateral, and would bear the costs and liabilities associated with owning and disposing of the collateral. In addition, under legal theories of lender liability, the client could be held liable as a co-lender. In the case of loan participations, direct debt securities may also involve a risk of insolvency of the lending bank or other intermediary. Direct debt securities that are not in the form of securities may offer less legal protection to the client in the event of fraud or misrepresentation. In the absence of definitive regulatory guidance, the client may rely on GLG LLC's research to attempt to avoid situations where fraud or misrepresentation could adversely affect the client.

Bank loans may not be readily marketable and may be subject to restrictions on resale. In some cases, negotiations involved in disposing of indebtedness may require weeks to complete. Consequently, some indebtedness may be difficult or impossible to dispose of readily at what GLG LLC believes to be a fair price. In addition, bank loans often are less liquid than other types of debt securities (particularly in times of significant market dislocation).

Bank loans that are fully secured may offer the client more protection than an unsecured loan in the event of non-payment of scheduled interest or principal. However, there can be no

assurance that the liquidation of any collateral from a secured bank loan would satisfy the borrower's obligation, or that such collateral could be liquidated. In the event of the bankruptcy of a borrower, the client could experience delays or limitations in its ability to realize the benefits of any collateral securing a bank loan. Also, the client may invest in bank loans that are unsecured.

Purchasers of loans and other forms of direct indebtedness depend primarily upon the creditworthiness of the borrower for payment of principal and interest. Direct debt securities may not be rated by any rating agency. Indebtedness of borrowers whose creditworthiness is poor involves substantially greater risks, and may be highly speculative. Borrowers that are in bankruptcy or restructuring may never pay off their indebtedness, or may pay only a small fraction of the amount owed.

A loan often is administered by a bank or other financial institution that acts as agent for all holders. The agent administers the terms of the loan, as specified in the loan agreement. Unless, under the terms of the loan or other indebtedness, the client has direct recourse against the borrower, it may have to rely on the agent to apply appropriate remedies against a borrower.

Bank loans are subject to prepayment risks. The degree to which borrowers prepay bank loans, whether as a contractual requirement or at their election, may be affected by, among other factors, general business conditions, the financial condition of the borrower and competitive conditions among lenders. As such, prepayments cannot be predicted with accuracy. Upon a prepayment, either in part or in full, the actual outstanding debt on which the client derives interest income will be reduced. The effect of prepayments on the client's performance may or may not be mitigated by the receipt of prepayment fees and/or the client's reinvestment of prepayments in other bank loans or other investments that have similar or identical yields.

Equitable Subordination

Under common law principles that in some cases form the basis for lender liability claims, if a lender (a) intentionally takes an action that results in the undercapitalization of a borrower to the detriment of other creditors of such borrower, (b) engages in other inequitable conduct to the detriment of such other creditors, (c) engages in fraud with respect to, or makes misrepresentations to, such other creditors or (d) uses its influence as a stockholder to dominate or control a borrower to the detriment of other creditors of such borrower, a court may elect to subordinate the claim of the offending lender to the claims of the disadvantaged creditor or creditors, a remedy called "equitable subordination." The risk of a successful equitable subordination action may be increased to the extent that the client owns equity securities of a borrower or GLG LLC serves on creditors' committees with respect to a defaulted or restructured asset or otherwise. With respect to a loan for which a third-party lender acts as agent but in which the client is participating, the client may be unable to prevent such agent from engaging in conduct that would form the basis for a successful cause of action based upon lender liability or equitable subordination.

Fraudulent Conveyance Considerations; Preferences; Recharacterization of Debt

Various creditor-protection laws, which differ materially from jurisdiction to jurisdiction, provide for the potential invalidation, subordination or recharacterization of certain debt obligations (which the client may acquire). For example, if a court were to find that a borrower did not receive fair consideration or reasonably equivalent value for incurring the indebtedness evidenced by an investment and/or granting any security interest or other lien securing such investment, and, after giving effect to such indebtedness, the borrower: (i) was insolvent; (ii) was engaged in a business for which the assets remaining in such borrower 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 mature, such court could invalidate such indebtedness and such security interest or other lien as fraudulent conveyances, subordinate such indebtedness to existing or future creditors of the borrower and/or recover amounts previously paid on such investment by the borrower (including to the client). If a court were to determine that an advance of funds to a borrower is in fact equity and not debt, such court may recharacterize the advance as common equity, subordinated to all indebtedness.

If an issuer in which the client has an investment becomes insolvent, any payment made on such investment may 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 an investment are voidable, whether as fraudulent conveyances or preferences, such payments can be recaptured either from the initial recipient or from subsequent transferees of such payments. To the extent that any such payments are recaptured from the client, the resulting loss will be borne by the investors in the client.

Whole Loans

GLG LLC may cause the client to acquire whole loans. When the client holds a whole loan, GLG LLC will be responsible for dealing directly with the issuer — which can both consume valuable GLG LLC resources which could be more profitably employed in other investments as well as subjecting the client to all the uncertainties, expenses and adversary proceedings which surround foreclosures in general.

Risks of Property Ownership

The client may be required, perhaps to a degree substantially greater than it anticipated, to attempt to enforce security interests, including through foreclosures on commercial or residential real estate. The foreclosure process, although designed to be expedited in many jurisdictions, can involve all the uncertainty and potential delays of any legal process as well as the related expense. Moreover, once property has been acquired (whether through foreclosure or consent), the client will be subject to all the risks and expense of a property owner.

If the client is forced by market conditions to hold a property for a longer holding period or for a higher holding cost than expected, the results could be materially adverse to the client and its prospects.

Difficulty of Exercising Remedies

In the event the issuer of one or more of the client's investments is or becomes insolvent, it may be difficult for the client to exercise its rights and remedies as a creditor or to otherwise effect a planned reorganization, restructuring or bankruptcy. The client may make investments in restructurings and workouts that involve companies that are experiencing, or are expected to experience, severe financial difficulties, which may never be overcome and may lead to uncertain outcomes. Courts and other governmental bodies typically have broad discretion to control the terms of a reorganization, and political factors may be of significant importance in the more high profile bankruptcies. For example, in order to protect net operating losses of a company in bankruptcy, a governmental body might take any number of actions, including prohibiting or limiting the transfer of claims held by certain classes of creditors. Such a prohibition could have a material adverse effect on the value of certain investments made by the client. For example, the client might be prohibited from liquidating investments that are declining in value.

If the client is unable to effectively assert its rights and remedies in court or other proceedings, it may not be able to implement its strategy with respect to one or more investments and, as a result, may incur substantial losses.

Subordination, "Cramdowns" and Dilution

The client as the creditor of an issuer can find itself subordinated to otherwise junior creditors, depending on the laws of the applicable jurisdiction. For example, a bankrupt issuer may be able to apply under local law to the relevant court for "debtor-in-possession" or similar financing in order to obtain new capital for its operations. The persons who invest such new capital will take a senior position to the client, even though the client was previously senior to such persons. The client may or may not be given an opportunity to participate in such financing.

A reorganization plan approved by any judicial or administrative body may result in a number of different creditors being compelled to accept materially adverse changes to the terms of the debt that they hold — including reduced interest rates, extended maturities and reduced acceleration rights. Such "cramdowns" may be imposed at the discretion of such governmental bodies in order to give the issuer a better chance of remaining economically viable.

In a reorganization, substantial amounts of equity are often issued to the senior lenders in return for the extinguishment of their debt. This can result in substantial dilution to an equity position previously acquired by the client — either directly or through the acquisition of convertible debt.

Uncertainties of Foreclosure Process

If it becomes necessary to foreclose on the assets underlying a loan acquired by the client, significant uncertainty may arise as to the outcome of the proceeding. Courts or other arbiters typically have broad discretion as to how they deal with the claims of different creditors, and

the claims of secured creditors may not — despite their legal entitlement — always be respected as a matter of policy.

General Risks of Real Estate Collateral

In making loans secured by real estate, the client will be subject to all of the risks inherent in investing in real estate and real estate-related investments. These risks may include, without limitation, general and local economic and social conditions, fluctuations in real estate values, the financial resources of tenants, vacancies, changes in tax, zoning, building, environmental and other applicable laws, real property tax rates, changes in interest rates and the availability of mortgage funds. Such risks also include fluctuations in occupancy rates, rent schedules and operating expenses, which could adversely affect the value of the properties. There can be no assurance of profitable operations for any real estate property or the repayment of any debt investment made by the client that is secured by such property. The cost of operating a property may exceed the rental income it generates, and the client may be forced to advance funds to protect an equity investment, forego the receipt of interest income on debt investments and/or dispose of commercial real estate collateral on disadvantageous terms.

Uncertain Recovery Value of Collateral

The investments made by the client may or may not be secured. To the extent potential investments are secured, a substantial component of GLG LLC's analysis of the desirability of making such investments relates to the estimated residual or recovery value of such investments in the event of the insolvency of the issuer. This residual or recovery value will be driven primarily by the value of the underlying assets constituting the collateral for such investment. The value of collateral can, however, be extremely difficult to predict and in certain market circumstances there could be little, if any, market for such assets. Moreover, depending upon the status of these assets at the time of an issuer's default, they may be substantially worthless. The types of collateral owned by the issuers in which the client will invest will vary widely.

Furthermore, GLG LLC's evaluation of the residual/recovery value of collateral as well as likely near- to mid-term market conditions depends in substantial part on the integrity of the data gathered by GLG LLC. Not only may such data prove to be unreliable but, even if reliable, changing markets and regulations may cause such data not to be representative of current market conditions.

Debtor-in-Possession Financing, Rescue Financing, Bridge Financing

From time to time the client, instead of acquiring financial instruments in the secondary market, may act as a direct lender to distressed companies through syndicated or bilateral credit facilities, including "rescue financings," bridge financings and debtor-in-possession loans extended within the context of a Chapter 11 (US Bankruptcy Code) process. These investments will likely take the form of debt and will be identified and evaluated in the same manner as any other client investment, but with the difference that GLG LLC will typically deal directly with such distressed company in question in structuring the client's investments

and have greater flexibility to structure the terms of such investments to the particular circumstances involved (whereas in acquiring financial instruments in the secondary market, GLG LLC has little, if any, ability to negotiate their terms). The timing of these investments — i.e., at what stage of the “distressed debt cycle” the distressed company is in when the client invests — will vary based on the individual circumstances of each distressed company. In these situations, the client may attempt to manage its exposure to issuer-specific idiosyncratic risk by structuring the terms of its investment (e.g., requiring additional collateral and/or “put” rights), conducting ongoing due diligence, holding regular meetings with management and, in certain cases, syndicating portions of its investment to third parties.

Uncertainties of Foreclosure Process

If it becomes necessary to foreclose on the assets underlying a loan acquired by the client, significant uncertainty may arise as to the outcome of the proceeding. Courts or other arbiters typically have broad discretion as to how they deal with the claims of different creditors, and the claims of secured creditors may not — despite their legal entitlement — always be respected as a matter of policy.

Inadvertent Receipt of Confidential Information

In making debt investments, especially in distressed debt securities, loans and other investments, investors often receive material non-public information which prevents them from executing additional transactions in the securities of a given issuer (for example, shorting the equity of such issuer as part of a “special situations” trade).

GLG LLC may participate in creditors’ committees. Participation on such committees may result in GLG LLC’s receiving “material non-public information”. If GLG LLC receives such information, it would be precluded from trading in a given issuer’s securities on behalf of the client.

Investments in Emerging Markets

GLG LLC may invest a client’s assets in securities of emerging market companies. Investing in emerging markets involves additional risks and special considerations not typically associated with investing in other more established economies or markets. Such risks may include (i) increased risk of nationalization or expropriation of assets or confiscatory taxation; (ii) greater social, economic and political uncertainty, including war; (iii) higher dependence on exports and the corresponding importance of international trade; (iv) greater volatility, less liquidity and smaller capitalization of markets; (v) greater volatility in currency exchange rates; (vi) greater risk of inflation; (vii) greater controls on foreign investment and limitations on realization of investments, repatriation of invested capital and on the ability to exchange local currencies for Euros; (viii) increased likelihood of governmental involvement in and control over the economy; (ix) governmental decisions to cease support of economic reform programs or to impose centrally planned economies; (x) differences in auditing and financial reporting standards which may result in the unavailability of material information about issuers; (xi) less extensive regulation of the markets; (xii) longer settlement periods for transactions and less

reliable clearance and custody arrangements; (xiii) less developed corporate laws regarding fiduciary duties of officers and directors and the protection of investors; and (xiv) certain considerations regarding the maintenance of client's financial instruments with brokers and securities depositories.

Repatriation of investment income, assets and the proceeds of sales by foreign investors may require governmental registration and/or approval in some emerging countries. A client could be adversely affected by delays in or a refusal to grant any required governmental registration or approval for such repatriation or by withholding taxes imposed by emerging market countries on interest or dividends paid on financial instruments held by a client or gains from the disposition of such financial instruments.

Lack of adequate custodial systems in some emerging market countries may prevent investment in a given country or may require a client to accept greater custodial risks in order to invest in such countries. Clients should also note that settlement mechanisms in emerging markets are generally less developed and reliable than those in more developed countries and that this therefore increases the risk of settlement default, which could result in substantial losses for a client in respect of investments in emerging markets. Clients should also note that the securities of companies domiciled in emerging markets are less liquid and more volatile than more developed stock markets and this may result in fluctuations in client portfolios. Custodian expenses for a portfolio of emerging markets securities are generally higher than for a portfolio of securities of issuers based in developed countries.

Economies in emerging market countries generally are heavily dependent upon international trade and, accordingly, have been and may continue to be affected adversely by trade barriers, exchange controls, managed adjustments in relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade. These economies also have been and may continue to be affected adversely by economic conditions in the countries in which they trade. There may be a lack of liquidity for emerging market securities; interest rates and relevant currency exchange rates may be more volatile; sovereign limitations on these investments may be more likely to be imposed; there may be significant balance of payment deficits; and their economies and markets may respond in a more volatile manner to economic changes than those of developed countries.

A client may invest in sovereign debt securities of emerging market governments. Investments in such securities involve special risks. The issuer of the debt or the governmental authorities that control the repayment of debt may be unable or unwilling to repay principal or interest when due in accordance with the terms of such debt. Periods of economic uncertainty may result in the volatility of market prices of sovereign debt, and in turn the NAV, to a greater extent than volatility inherent in non-emerging market fixed income securities.

A sovereign debtor's willingness or ability to repay principal and pay interest in a timely manner may be affected by, among other factors, its cash flow situation, the extent of its foreign reserves, the availability of sufficient foreign exchange on the date a payment is due, the relative size of the debt service burden to the economy as a whole, the sovereign debtor's

policy towards principal international lenders and the political constraints to which a sovereign debtor may be subject. Emerging market governments could default on their sovereign debt. Such sovereign debtors also may be dependent on expected disbursements from foreign governments, multinational agencies and other entities abroad to reduce principal and interest arrears on their debt. The commitment on the part of these governments, agencies and others to make such disbursements may be conditioned on a sovereign debtor's implementation of economic reforms and/or economic performance and the timely service of such debtor's obligations. Failure to implement such reforms, achieve such levels of economic performance or repay principal or interest when due, may result in the cancellation of such third parties' commitments to lend funds to the sovereign debtor, which may further impair such debtor's ability or willingness to service its debts in a timely manner.

In emerging markets, there is often less governmental supervision and regulation of business and industry practices, stock exchanges, OTC markets, brokers, dealers, counterparties and issuers than in other more established markets. Any regulatory supervision which is in place may be subject to manipulation or control. Some emerging market countries do not have mature legal systems comparable to those of more developed countries. Moreover, the process of legal and regulatory reform may not be proceeding at the same pace as market developments, which could result in investment risk. Legislation to safeguard the rights of private ownership may not yet be in place in certain areas, and there may be the risk of conflict among local, regional and national requirements. In certain cases, the laws and regulations governing investments in securities may not exist or may be subject to inconsistent or arbitrary appreciation or interpretation. Both the independence of judicial systems and their immunity from economic, political or nationalistic influences remain largely untested in many countries. A client may also encounter difficulties in pursuing legal remedies or in obtaining and enforcing judgments.

Investment in securities listed on Russian exchanges is subject to heightened risks. Political and economic instability may occur and is likely to have a greater impact on the securities markets and the economy in Russia. Foreign investment is affected by repatriation and currency convertibility. Adverse government policies and taxation laws may also have an impact on investments. The legal and regulatory environment is sometimes uncertain and the standards of corporate governance, accounting, auditing and reporting standards may not provide the same degree of investor information and protection as would apply in more developed markets. Furthermore, the settlement, clearing, registration and custody procedures may be underdeveloped which increases the risk of error, fraud or default.

Emerging Market Inflation

Some countries in which a client may invest have experienced substantial rates of inflation in recent years. Inflation and rapid fluctuations in inflation rates have had, and may in the future have, negative effects on the economies and securities markets of certain emerging economies. There can be no assurance that inflation will not become a serious problem in the future and have an adverse impact on a client's investments in these countries or the client's returns from such investments.

Taxation

Taxation of dividends and capital gains received by non-residents varies among emerging countries and, in some cases, tax rates are high compared to developed countries. In addition, developing countries typically have less well-defined tax laws and procedures. With respect to certain countries, there is a possibility of expropriation, confiscatory and imposition of withholding or other taxes on dividends, interest, capital gains, gross sale or disposition proceeds or other income.

Risk of Errors and Omissions in Information

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

Government Involvement in Private Sector

Government involvement in the private sector varies in degrees among the emerging countries in which the client may invest. Such involvement may include government ownership, wage and price controls or imposition of trade barriers or other protectionist measures.

Legal Risk

Many of the laws that govern private and foreign investment, securities transactions, creditors' rights and other contractual relationships in emerging markets are new and largely untested. As a result, the client may be subject to a number of unusual risks, including inadequate investor protection, contradictory legislation, incomplete, unclear and changing laws, ignorance or breaches of regulations on the part of other market participants, lack of established or effective avenues for legal redress, lack of standard practices and confidentiality customs characteristic of developed markets, and lack of enforcement of existing regulations.

Regulatory controls and governance of companies in developing countries may confer little protection on investors. Anti-fraud and anti-insider trading legislation is often rudimentary. The concept of fiduciary duty is also limited when compared to such concepts in developed countries. In certain instances, management may take significant actions without the consent of investors. This difficulty in protecting and enforcing rights may have a material adverse effect on the client and its operations. Furthermore, it may be difficult to obtain and enforce a judgment in certain of emerging market countries in which client assets are invested.

This difficulty in protecting and enforcing rights may have a material adverse effect on clients. Furthermore, it may be difficult to obtain and enforce a judgment in certain of emerging market countries in which client assets are invested.

Investment and Repatriation Restrictions

Some countries have laws and regulations that currently preclude direct foreign investment in the securities of their companies. However, indirect foreign investment in the securities of companies listed and traded on the stock exchanges in these countries is permitted by certain countries through investment funds which have been specifically authorized. A client may invest in these investment funds. If a client invests in such investment funds, they will indirectly bear expenses of the underlying investment funds. In addition to the foregoing investment restrictions, prior governmental approval for foreign investments may be required under certain circumstances in some emerging countries.

Repatriation of investment income, assets and the proceeds of sales by foreign investors may require governmental registration and/or approval in some countries. A client could be adversely affected by delays in or a refusal to grant any required governmental registration or approval for such repatriation or by withholding taxes imposed by countries on interest or dividends paid on securities held by a client or gains from the disposition of such securities.

Small and Mid-Capitalization Risks

Investments in unseasoned and small and mid-capitalization companies may expose a client to greater investment risk. Investments in the securities of these companies may present greater opportunities for growth but also involve greater risks than are customarily associated with investments in securities of more established and larger capitalized companies. The securities of less seasoned and smaller capitalized companies are often traded in the OTC market and have fewer market makers and wider price spreads, which may in turn result in more abrupt and erratic market price movements and make a client's investments more vulnerable to adverse general market or economic developments than would investments only in large, more established companies. It is more difficult to obtain information about less seasoned and smaller capitalization companies because they tend to be less well known and have shorter operating histories and because they tend not to have significant ownership by large investors or be followed by many securities analysts. Additionally, these companies may have limited product lines, markets or financial resources, or they may be dependent upon a limited management group that may lack depth and experience. Investments in larger and more established companies present certain advantages in that such companies generally have greater financial resources, more extensive research and development, manufacturing, marketing and service capabilities, more stability and greater depth of management and technical personnel.

Investing in Developing Europe

A client may invest in less developed European countries. The economies of such countries generally are heavily dependent upon international trade and, accordingly, have been and may continue to be adversely affected by trade barriers, exchange controls, managed adjustments in

relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade. Business entities in these countries have only a limited history of operating in a market-oriented economy, and the ultimate impact of such countries' attempts to move toward more market-oriented economies is currently unclear. The social and economic difficulties resulting from local corruption and crime could adversely affect the value of a client's investments. These countries have been developing a body of real property, securities and tax laws and laws governing corporations and other business entities. Such legal structures governing private and foreign investment and private property, where they have been implemented, are new. Laws may not exist to cover all business and commercial relationships or to protect the holders of interests in equity or debt securities adequately. Laws, regulations, and legal interpretations in less developed European countries can change quickly and unpredictably in a manner far more volatile than in the United States and certain of the more developed European countries. These changes could materially and adversely affect a client's investments.

Non-G8 Investments

GLG LLC may invest a portion of client assets in securities of non-G8 companies which are traded in non-G8 markets. Investing in the securities of companies in non-G8 countries involves certain considerations not usually associated with investing in securities of G8 companies or G8 markets, including: political and economic considerations, such as greater risks of expropriation and nationalization, confiscatory taxation, the potential difficulty of repatriating funds, general social, political and economic instability and adverse diplomatic developments, the possibility of imposition of withholding or other taxes on dividends, interest, capital gain, gross sale or disposition proceeds or other income; the small size of the securities markets in such countries and the low volume of trading, resulting in potential lack of liquidity and in price volatility, fluctuations in the rate of exchange between currencies and costs associated with currency conversion; and certain government policies that may restrict the client's investment opportunities. In addition, accounting and financial reporting standards that prevail in such countries generally are not equivalent to G8 standards and, consequently, less information is available to investors in companies located in such countries than is available to investors in companies located in the G8. There is also less regulation generally of the securities markets in such countries than there is in the G8.

Lack of Diversification

There are no limits on GLG LLC's investment discretion. At any given time, it is therefore possible that the client's portfolio could become significantly concentrated in any one issuer, industry, sector, strategy, country or geographic region, and such concentration of risk may increase the losses suffered by a client. In addition, it is possible that GLG LLC may select investments that are concentrated in a limited number or type of financial instruments. This limited diversity could expose a client to losses disproportionate to market movements in general if there are disproportionately greater adverse price movements in those financial instruments.

Political and/or Regulatory Risks

The value of client assets may be affected by uncertainties such as international political developments, changes in government policies, taxation, restrictions on foreign investment and currency repatriation, currency fluctuations and other developments in applicable laws and regulations.

Competition; Availability of Investments

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

Investment Selection

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

Special Situations

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

Relative Value

A portion of the client's investment portfolio may be devoted to relative value strategies. The success of any relative value investment strategy depends on GLG LLC's ability to identify and

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

Risk Arbitrage

A portion of the client's investment portfolio may be devoted to risk arbitrage strategies. Risk arbitrage is a strategy that seeks to profit from changes in the price of securities of companies involved in extraordinary corporate transactions. The difference between the price paid by the client for securities of a company involved in an announced extraordinary corporate transaction and the anticipated value to be received for such securities upon consummation of the proposed transaction will often be very small. Since the price bid for the securities of a company involved in an announced extraordinary corporate transaction will generally be at a significant premium above the market price prior to the announcement, if the proposed transaction appears likely not to be consummated or in fact is not consummated or is delayed, the market price of the securities will usually decline sharply, perhaps by more than the client's anticipated profit, even if the security's market price returns to a level comparable to that which exists prior to the announcement of the deal.

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

Event-Driven Investing

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

The client may also acquire securities of a company that, although not the subject of an announced spin-off, merger, tender offer or other restructuring transaction, is in GLG LLC's view, a potential candidate for such a transaction. Alternatively, positions may be taken in a company experiencing accounting problems, in anticipation of a potential corporate transaction

or in a company being impacted by possible legislative activity or litigation. In any such a case, if the anticipated transaction or event does not in fact occur, or if events occur in a sequence not anticipated by GLG LLC, the client may close out the investment at a loss.

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

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

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

The consummation of mergers and tender and exchange offers can be prevented or delayed by a variety of factors, including: (i) opposition of the management or stockholders of the target company, which will often result in litigation to enjoin the proposed transaction; (ii) intervention of a regulatory agency; (iii) efforts by the target company to pursue a "defensive" strategy, including a merger with, or a friendly tender offer by, a company other than the offeror; (iv) in the case of a merger, failure to obtain the necessary stockholder approvals; (v) market conditions resulting in material changes in securities prices; (vi) compliance with any applicable securities laws; and (vii) inability to obtain adequate financing.

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

Convertible Trading and Arbitrage

Convertible trading and arbitrage strategies involve investing in convertibles that appear incorrectly valued relative to their theoretical value. The strategy consists of the purchase (or short sale) of a convertible security coupled with the short sale (or purchase) of the underlying security for which the convertible security can be exchanged to exploit price differentials.

Convertible arbitrage strategies generally involve spreads between two or more positions. To the extent the price relationships between such positions remain constant, no gain or loss on the position will occur. Such positions do, however, entail a substantial risk that the price differential could change unfavourably, causing a loss to the spread position. Substantial risks also are involved in borrowing and lending against such investments. The prices of these investments can be volatile, market movements are difficult to predict, and financing sources and related interest and exchange rates are subject to rapid change. Certain corporate securities may be subordinated (and thus exposed to the first level of default risk) or otherwise subject to substantial credit risks.

Government policies, especially those of foreign central banks, have profound effects on interest and exchange rates that, in turn, affect prices in areas of the investment and trading activities of convertible arbitrage strategies. Many other unforeseeable events, including actions by various government agencies and domestic and international political events, may cause sharp market fluctuations.

Capital Structure Arbitrage

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

Merger Arbitrage

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

Turnover and Trading Costs

The investment strategy to be employed by GLG LLC may have a high degree of turnover which will result in higher transaction costs than would be the case if GLG LLC employed a buy-and-hold strategy. The transaction costs associated with an active trading strategy may lower returns. If the client’s portfolio is successful, it will also generate significant amounts of short-term capital gain related to the sale of securities held for less than one year and relatively little long-term gain, which may have disadvantageous tax consequences for the client. Furthermore, trading costs outside the United States are typically higher than those found in the United States.

Highly Volatile Derivative Markets

The prices of derivative financial instruments, including futures and option prices, can be highly volatile. Price movements of derivative contracts in which a client may be invested are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies, financial instruments, futures and options. Such intervention often is intended directly to influence prices and may, together with other factors, cause all of such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations. A client will also be subject to the risk of the failure of any exchanges on which its positions trade or of their clearing houses.

Issuer Risk

Investments by a client may include debt and equity securities of companies that the client does not control. Such securities may be acquired by the client through trading activities or through purchases of securities from the issuer. These investments will be subject to the risk that the company in which the investment is made may make business, financial or management

decisions with which GLG LLC does not agree or that the majority stakeholders or the management of the company may take risks or otherwise act in a manner that does not serve the client's interests. If any of the foregoing were to occur, the value of an investment by the client could decrease.

Currency Risk

The value of the financial instruments, which may be designated in any currency, may rise and fall due to exchange rate fluctuations in respect of the relevant currencies. Adverse movements in currency exchange rates can result in a decrease in return and a loss of capital. It may not be possible, desirable or practicable to successfully hedge against the consequent currency risk.

Short Sales

The client may sell financial instruments it does not own in anticipation of a decline in the market price of such securities or in order to hedge portfolio positions.

Short selling, of the securities not owned by the client, necessarily involves certain additional risks. Such transactions expose the client to the risk of loss in an amount greater than the initial investment, and such losses can increase rapidly. 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 client of buying those securities to cover the short position. There can be no assurance that the client will be able to maintain the ability to borrow securities sold short. In such cases, the client can be "bought in" (*i.e.*, forced to repurchase securities in the open market to return to the lender). If such request for return of securities occurs at a time when other short sellers of the subject security are receiving similar requests, a "short squeeze" can occur, wherein the client might be compelled, at a disadvantageous time, to replace borrowed securities previously sold short with purchases on the open market, possibly at prices significantly in excess of the proceeds received earlier.

In a short sale, the client would ordinarily be entitled to receive payments (at rates based in part on prevailing short-term "money market" rates) with respect to such proceeds. To complete such a transaction, the client would generally borrow the security sold in order to make delivery to the buyer. The proceeds of the short sale would generally be retained by the broker, to the extent necessary to meet margin requirements, until the short position is closed out. The client may be required to pay a premium to the lender of the securities, which would increase the cost of the security sold. The client would generally be obliged to replace any securities borrowed by purchasing them at the market price at the time of replacement. The client may be obliged to return the securities borrowed at any time. The price at such time may be more or less than the price at which the security was sold by the client. Until the security is replaced, the client is generally required to pay to the lender amounts equal to any dividends or interest which accrue on the securities borrowed during the period of the loan. The client will incur a loss as a result of the short sale if the price of the security increases between the date of the short sale and the date on which the client replaces a borrowed security and the client will

realise a gain to the extent the security declines in price between those dates by an amount in excess of the costs incurred in effecting the short sale.

Hedging Transactions

GLG LLC is not required to attempt to hedge portfolio positions for its clients. Furthermore, GLG LLC may not anticipate a particular risk so as to hedge against it. The client may utilise a variety of financial instruments (including options and other derivatives), both for investment purposes and for risk management purposes in order to: (i) protect against possible changes in the market value of the client's investment portfolio resulting from fluctuations in the securities markets and changes in interest rates; (ii) protect the unrealised gains in the value of the client's investment portfolio; (iii) facilitate the sale of any such investments; (iv) enhance or preserve returns, spreads or gains on any investment in the client's portfolio; (v) hedge the interest rate or currency exchange rate on any of the client's liabilities or assets; (vi) protect against any increase in the price of any financial instruments the client anticipates purchasing at a later date; or (vii) for any other reason that GLG LLC deems appropriate.

The success of GLG LLC's hedging strategy is subject to GLG LLC's ability to correctly assess the degree of correlation between the performance of the instruments used in the hedging strategy and the performance of the financial instruments in the portfolios being hedged. Since the characteristics of many securities change as markets change or time passes, the success of the instances when GLG LLC hedges portfolio positions in the client is also subject to GLG LLC's ability to continually recalculate, readjust and execute hedges in an efficient and timely manner. While the client may enter into certain hedging transactions to seek to reduce risk, such transactions may result in a poorer overall performance for the client than if they had not engaged in any such hedging transactions. For a variety of reasons, GLG LLC may not seek to establish a perfect correlation between such hedging financial instruments and the portfolio holdings being hedged. Such imperfect correlation may prevent the client from achieving the intended hedge or expose the client to risk of loss. The successful utilisation of hedging and risk management transactions requires skills complementary to those needed in the selection of the client's holdings.

Credit Analysis and Credit Risk

The investment strategies utilized by GLG LLC may require accurate and detailed credit analysis of issuers. There can be no assurance that GLG LLC will have access to accurate, complete information with respect to the subjects of its analysis or that GLG LLC's credit analysis, even with access to current information, will prove to be correct. The Client may be subject to losses, which could be substantial, in the event of credit deterioration or bankruptcy of one or more issuers in its portfolio. While the Client may hedge its credit risk with short positions in both cash and synthetic holdings, there can be no assurance that the Client will have the ability to establish such hedges in the market place or that such hedges, if established, will offset losses.

Execution, Market and Liquidity Risks

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

Assumption of Business, Terrorism and Catastrophe Risks

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

Use of Leverage

The client may, in the sole discretion of the Manager or GLG LLC, leverage its investment positions by borrowing funds from securities broker-dealers, banks or others, including pursuant to repurchase arrangements and/or deferred purchase agreements. Leverage may also take the form of, without limitation, any of the financial instruments described herein, including derivative financial instruments which are inherently leveraged, short selling and trading in products with embedded leverage such as options, swaps and forwards. While leverage potentially creates the opportunity to participate in greater returns or achieve more diversification associated with greater exposure, it also creates exposure to potential increased losses. Leverage increases both the possibilities for profit and the risk of loss, and the volatility

of an investment in Shares may be significantly greater than would otherwise be the case without leverage. Any event which adversely affects the value of an investment by the client would be magnified to the extent that the client is leveraged. Borrowings will typically be secured by the financial instruments and other assets held by the client. Under certain circumstances, a lender may demand an increase in the collateral that secures the client's obligations and if the client were unable to provide additional collateral, the lender could liquidate assets held in the account to satisfy the client's obligations. Liquidation in that manner could have extremely adverse consequences. Further, termination of any leverage facility entered into by the client by the facility provider may adversely impair the client's ability to meet its investment objective.

The use of leverage has attendant risks and can substantially increase the adverse impact to which the client's investment portfolio may be subject. In addition, the leverage used by the client will be subject to the risk that changes in the general level of interest rates may adversely affect expenses and operating results. Interest rates will typically be affected by economic factors including, without limitation, inflation, lending rates established by central banks or similar governmental agencies, availability of credit, liquidity in the markets, and the pace of economic growth. The amount of the client's borrowings and the interest rates on those borrowings, which will fluctuate, may have a significant effect on the client's profitability.

In general, the client's use of short-term margin borrowings may result in certain additional risks. For example, should the securities pledged to brokers to secure the portfolio's margin accounts decline in value, the portfolio could be subject to a "margin call," pursuant to which the portfolio must either deposit additional funds with the broker, or suffer mandatory liquidation of the pledged securities to compensate for the decline in value. In the event of a sudden precipitous drop in the value of the portfolio's assets, the portfolio might not be able to liquidate assets quickly enough to pay off its margin debt. Increases in the amount of margin or similar payments could result in the need for trading activity at times and prices which could be disadvantageous to the client or the underlying vehicles through which the client directly or indirectly invests and could result in substantial losses.

The client may obtain leverage through the use of options, futures, options on futures, swaps and other synthetic or derivative financial instruments. Such financial instruments inherently contain much greater leverage than a non-margined purchase of the underlying security, commodity or instrument. This is due to the fact that generally only a small portion (and in some cases none) of the value of the underlying security, commodity or instrument is required to be paid in order to make such investments. As a result of leverage employed in relation to these instruments, small changes in the value of the instruments may cause a relatively large change in the value of the client. Many such financial instruments are subject to variation or other interim margin requirements, which may force premature liquidation of investment positions.

As a consequence of leverage, interest expense may be material as a percentage of the assets of the client. Interest expense could force a reduction in the exposure of the Shares to the investment strategy. The use of such leverage means that even comparatively small losses, or

insufficient profits to offset expenses, could rapidly deplete the capital available to the client and reduce or eliminate its profit potential. Further fees relating to any financing arrangements such as arrangement, commitment, minimum utilisation and renewal fees may also be payable. Changes by banks and dealers in such policies, or the imposition of other credit limitations or restrictions, whether due to market circumstances or government, regulatory or judicial action, may result in large margin calls, loss of financing, forced liquidations of positions at disadvantageous prices, termination of swap and repurchase agreements and cross-defaults to agreements with other dealers. Any such adverse effects may be exacerbated in the event that such limitations or restrictions are imposed suddenly and/or by multiple market participants. The imposition of any such limitations or restrictions could compel the client to liquidate all or part of its portfolio at disadvantageous prices, which may lead to a complete loss of the client's equity.

There can be no assurance that the client will be able to maintain adequate financing arrangements or avoid having to close out positions at losses which if held would have been profitable. There is also no assurance that any Financing Arrangement will be renewed and, if any Financing Arrangement in respect of the Shares is renewed, it may be renewed on less favourable terms. In particular, third parties may not be available to act as financing providers and the Man Group itself may face regulatory, commercial or other constraints, resulting in it not offering or renewing a Financing Arrangement. Additionally, any Financing Arrangement may be subject to early termination in accordance with its terms and may be terminated by a counterparty. A loss of, a termination of, or a reduction in, a Financing Arrangement may have the effect of causing the client to reduce its overall investment exposure in respect of the Shares with a corresponding reduction in investment return expectations. The renewal of a Financing Arrangement might be subject to a change in terms of that Financing Arrangement including but not limited to a change in applicable interest margins.

An investment in the client should be regarded as a highly leveraged investment and the Shares will likely experience both a greater potential for gain as well as for loss as compared to an investment that employs a lower level of leverage.

Discretion to Employ New Strategies and Techniques

GLG LLC has considerable discretion in the types of financial instruments which the client may trade. GLG LLC may trade in any issuer or group of related issuers, country, region and sector that it believes will help the client achieve its investment objective, and, subject to the client's investment strategy, has the right to modify the trading strategies or hedging techniques of the client without the consent of the Shareholders. 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 client. In addition, any new investment strategy or hedging technique developed by GLG LLC may be more speculative than earlier techniques and may increase the risk.

Trading Systems

The client depends on GLG LLC and its other service providers to develop and implement appropriate systems for the client's trading activities. Further, GLG LLC may rely on computer programs and systems (and may rely on new systems and technology in the future) for various purposes including, without limitation, to trade, clear and settle transactions, to evaluate certain financial instruments, to monitor its portfolio and net capital, and/or to generate risk management and other reports that are critical to oversight of the client's activities. Certain of the client's and GLG LLC's operations interface may be dependent upon systems operated by third parties, including prime brokers, the Administrator, market counterparties and their sub-custodians and other service providers, and GLG LLC may not be in a position to verify the risks or reliability of such third-party systems. These programs or systems may be subject to certain limitations, including, but not limited to, those caused by computer "worms", viruses and power failures. GLG LLC's operations may depend on each of these systems and the successful operation of such systems is often out of GLG LLC's control. The failure of one or more systems or the inability of such systems to satisfy GLG LLC's new or growing businesses could have a material adverse effect on its clients. For example, systems failures could cause settlement of trades to fail, lead to inaccurate accounting, recording or processing of trades, and cause inaccurate reports, which may affect the ability of GLG LLC to monitor client investment portfolio and risks.

There is a risk that any algorithmic trading systems that may be used for clients or service providers may not be able to adequately react to a market event without serious disruption. Further, trading algorithms may malfunction causing severe losses.

Trade Error Risk

Given the volume, diversity and complexity of transactions executed by GLG LLC on behalf of the Client, should assume that trading errors (and similar errors) will occur. To the extent an error is caused by a counterparty, such as a broker, GLG LLC generally attempts to recover any loss associated with such error from such counterparty. To the extent an error is caused by GLG LLC, a formalized process is in place for the resolution of such errors. If such errors result in gains to the Client, such gains will be retained by the Client. However, if such errors result in losses, they will be borne by GLG LLC in accordance with its internal policies unless otherwise determined.

Settlement Risks

Clients may also be exposed to a credit risk on parties with whom it trades financial instruments, and may also bear the risk of settlement default. Client should also note that settlement mechanisms in emerging markets are generally less developed and reliable than those in more developed countries and that this therefore increases the risk of settlement default, which could result in substantial losses for the client in respect of investments in emerging markets. Clients should also note that the financial instruments related to small

capitalization companies as well as the financial instruments related to companies domiciled in emerging markets are less liquid and more volatile than more developed stock markets.

Custodian Risk

Where the Custodian or other service provider has custody of any client assets, the insolvency of such service provider may result in a delay in or a shortfall of the recovery of such assets.

Prime Brokers

As applicable, cash may not be segregated from a Prime Broker's own money and may be used by a Prime Broker in the course of its investment business and the client may therefore rank as one of a Prime Broker's unsecured creditors in relation thereto. In relation to the client's rights to the return of assets equivalent to those of the client's investments which a Prime Broker borrows, lends or otherwise uses for its own purposes or margin, the client will rank as one of such Prime Broker's unsecured creditors and in the event of the insolvency of such Prime Broker the client might not be able to recover such equivalent assets in full.

Risks of Clearing Houses, Counterparties or Exchange Insolvency

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

The client is subject to the risk of the insolvency of its counterparties (such as broker-dealers, futures commission merchants, banks or other financial institutions, exchanges or clearing houses). The client's capital could be lost or impounded during a counterparty's bankruptcy or insolvency proceedings and a substantial portion or all of the client's assets may become unavailable to it either permanently or for a matter of years. If any such bankruptcy or insolvency were to occur, GLG LLC might decide to liquidate the client's portfolio or suspend, limit or otherwise alter trading, perhaps causing the client to miss significant profit opportunities.

Necessity for Counterparty Trading Relationships

GLG LLC may establish relationships to obtain financing, derivative intermediation and brokerage services that permit the client to trade in any variety of markets or asset classes over time; however, there can be no assurance that GLG LLC will be able to maintain such relationships or establish such relationships. An inability to establish or maintain such relationships would limit the client's trading activities, and could create losses, preclude the client from engaging in certain transactions, financing, derivative intermediation and brokerage services and prevent the client from trading at optimal rates and terms. Moreover, a disruption in the financing, derivative intermediation and brokerage services provided by any such relationships before GLG LLC establishes additional relationships could have a significant impact on the client due to the client's reliance on such counterparties.

Counterparty Risk

The client will be exposed to a credit risk on the counterparties with which it trades in relation to non-exchange traded futures, options, interest rate swaps, credit default swaps as well as any other OTC transaction. Non-exchange traded futures and options are not afforded the same protections as may apply to participants trading futures or options on organized exchanges, such as the performance guarantee of an exchange clearing house. Non-exchange traded futures and options are agreements specifically tailored to the needs of an individual investor which enable the user to structure precisely the date, market level and amount of a given position. The counterparty for these agreements will be the specific company or firm involved in the transaction rather than a recognized exchange and accordingly the insolvency, bankruptcy or default of a counterparty with which the client trades such options or contracts for difference could result in substantial losses to the client. The participants in the OTC or “interdealer” markets are typically not subject to the regulatory oversight to which members of “exchange-based” markets are subject. The lack of oversight of OTC markets may expose the client 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 client to suffer a loss. Such “counterparty risk” is accentuated for contracts with longer maturities where events may intervene to prevent settlement, or where the client has concentrated its transactions with a single or small group of counterparties. If there is a default by the counterparty to a transaction, the client will under most normal circumstances have contractual remedies and in some cases collateral pursuant to the agreements related to the transaction. However, exercising such contractual rights may involve delays or costs which could result in losses.

If one or more of the client’s counterparties that act as broker-dealer for the client were to become insolvent or the subject of liquidation proceedings, there exists the risk that the recovery of the client’s financial instruments and other assets from such broker-dealer will be delayed or be of a value less than the value of the financial instruments or assets originally entrusted to such broker-dealer.

In addition, the client may use counterparties located in various jurisdictions. Such local counterparties are subject to various laws and regulations in various jurisdictions that are designed to protect their customers in the event of their insolvency. However, the practical effect of these laws and their application to the client’s assets are subject to substantial limitations and uncertainties. Because of the large number of entities and jurisdictions involved and the range of possible factual scenarios involving the insolvency of a counterparty, it is impossible to generalize about the effect of their insolvency on the client and its assets. Investors should assume that the insolvency of any client counterparty would result in a loss to the client, which could be material.

Generally, the client will not be restricted from dealing with any particular counterparties. GLG LLC’s evaluation of the creditworthiness of the client’s counterparties may not prove sufficient. The lack of a complete and “foolproof” evaluation of the financial capabilities of

the client's counterparties and the absence of a regulated market to facilitate settlement may increase the potential for losses by the client.

Regardless of the measures that the client may implement to reduce counterparty credit risk there can be no assurance that a counterparty will not default or that the client will not sustain losses on the transactions as a result.

Pricing of Investment Positions

Valuation of the client's portfolio, which will affect the amount of the management fee and the performance fee, is the responsibility of the administrator or custodian and may involve uncertainties and judgmental determinations. Third-party pricing information may at times not be available regarding certain of the client's financial instruments. A disruption in the secondary markets for the client's investments may limit the ability of the client to obtain accurate market quotations. In addition, material events occurring after the close of a principal market upon which a portion of the financial instruments or other assets of the client are traded may require the determination of the effect of a material event on the value of the financial instruments traded on the market. Further, because of the overall size and concentrations in particular markets and maturities of positions that may be held by the client from time to time, the liquidation values of the client's financial instruments and other investments may differ significantly from the interim valuations of these investments.

Due to a wide variety of market factors and the nature of certain financial instruments to be held by the client, there is no guarantee that the valuation of the client's portfolio will represent the value that will be realized by the client on the eventual disposition of the investment or that would, in fact, be realized upon an immediate disposition of the investment.

The valuation of certain illiquid financial instruments is inherently subjective and subject to increased risk that the information used to value such financial instruments may be inaccurate or subject to other error. Inaccurate valuations may, among other things, prevent GLG LLC from effectively managing its investment portfolios and risks, may result in the client exceeding certain investment guidelines and may affect the diversification and risk management of the client's portfolio. The value of the client's portfolio may also be affected by changes in accounting standards, policies or practices.

Fraud

Of paramount concern for any investment is the possibility of material misrepresentation or omission on the part of a counterparty. Such inaccuracy or incompleteness may adversely affect the valuation of the collateral underlying an investment. GLG LLC will rely upon the accuracy and completeness of representations made by counterparties to the extent reasonable, but cannot guarantee such accuracy or completeness.

Liquidity Risks

Under certain market conditions, such as during volatile markets or when trading in a financial instrument or market is otherwise impaired, the liquidity of the client's portfolio positions may be reduced. During such times, the client may be unable to dispose of certain assets, which would adversely affect the client's ability to rebalance its portfolio or to meet redemption requests. In addition, such circumstances may force the client to dispose of assets at reduced prices, thereby adversely affecting the client's performance. If there are other market participants seeking to dispose of similar assets at the same time, the client may be unable to sell such assets or prevent losses relating to such assets. Furthermore, if the client incurs substantial trading losses, the need for liquidity could rise sharply while its access to liquidity could be impaired. In addition, in conjunction with a market downturn, the client's counterparties could incur losses of their own, thereby weakening their financial condition and increasing the client's credit risk to them.

Better Access to Information

Man Group entities and/or affiliates will generally have full transparency into the activities of GLG LLC, including position transparency of client portfolios. Certain investors may be granted enhanced transparency rights from time to time. Such information, which may be potentially relevant to a decision to invest in or redeem interests of a client, may not be made available to all investors.

Business and Regulatory Risks of Private Investment clients

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

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

In July 2010 the US President signed the Dodd-Frank Act, which aims to reform various aspects of the US financial markets. The Dodd-Frank Act covers a broad range of market participants including banks, non-banks, rating agencies, mortgage brokers, credit unions, insurance companies, payday lenders, broker-dealers, and investment advisers. The Dodd-Frank Act directly affects GLG LLC by mandating additional new reporting requirements,

including, but not limited to, position information, use of leverage and counterparty and credit risk exposure. The new reporting requirements will impose additional burdens on GLG LLC's time, attention and resources. The Dodd-Frank Act may also affect the clients in a number of other ways. The Dodd-Frank Act creates the Financial Stability Oversight Council that is charged with monitoring and mitigating systemic risk. As part of this responsibility, the Financial Stability Oversight Council would have the authority to subject banks and other financial firms to regulation by the Federal Reserve Board, which could limit the amount of risk-taking engaged in by the clients.

More generally, it is impossible to predict what, if any, changes in regulation applicable to the clients, GLG LLC, the markets in which it trades and invests, or the counterparties with which it does business may be instituted in the future. The effect of any future regulatory change on the clients could be substantial and adverse.

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

Recent Market Conditions and Governmental Actions

The fixed income, equity, commodity and currency markets of the world have been marked by extreme uncertainty and volatility in recent years. Beginning in the fourth quarter of 2008, world financial markets experienced extraordinary market conditions including, among other things, extreme losses and volatility in securities markets and the failure of credit markets to function. These events have largely been attributed to the combination of a real estate bubble and the securitization and deregulation of real estate mortgages in a way that made the risks of mortgage-backed securities difficult to assess. In reaction to these events, regulators in the US and the UK and several other countries undertook unprecedented regulatory actions. Today, such regulators continue to consider and implement additional measures to stabilize and encourage growth in global financial markets. Nevertheless, it is uncertain whether the regulatory actions taken by regulators or any other regulatory actions will be able to prevent further losses and volatility in securities markets, or stimulate the credit markets.

The client may be materially and adversely affected by the foregoing events, or by similar or other events in the future. In the long term, there may be significant new regulations that could limit the client's activities and investment opportunities or change the functioning of capital

markets, and there is the possibility the severe worldwide economic downturn could continue for a period of years. Consequently, the client may not be capable of, or successful at, preserving the value of its assets, generating positive investment returns or effectively managing its risks.

US Regulatory Changes With Respect to Derivatives

In addition to the legal, tax and regulatory changes discussed above, with the passage of the Dodd-Frank Act, there is a process of extensive rulemaking and regulatory changes that may affect the derivatives industry, private fund managers and the funds that they manage.

The Dodd-Frank Act, among other things, includes provisions that substantially increase the regulation the OTC derivatives markets for the first time. The Dodd-Frank Act will ultimately mandate that a substantial portion of OTC derivatives traded by US persons (for the purposes of the CFTC swaps regulations) be executed in regulated markets and be submitted for clearing to regulated clearinghouses. For example, certain interest rate swaps, including certain foreign exchange forwards defined as swaps by the CFTC, and credit default index swaps are required by the CFTC to be submitted for clearing if traded by such US persons. These OTC trades submitted for clearing will be subject to minimum initial and variation margin requirements set by the relevant clearinghouse, as well as margin requirements mandated by the CFTC, SEC and/or federal prudential regulators. OTC derivative dealers also will be required to post margin to the clearinghouses through which they clear their customers' trades instead of using such margin in their operations, as they are allowed to do for uncleared OTC trades. This has increased and will continue to increase the dealers' costs, which costs may be passed through to other market participants in the form of higher fees and less favorable dealer marks.

With respect to cleared OTC derivatives, the client will not face a clearinghouse directly but rather will do so through an OTC derivatives dealer that is registered with the CFTC or SEC and that acts as a clearing member. The client may face the indirect risk of the failure of another clearing member customer to meet its obligations to its clearing member. Such scenario could arise due to a default by the clearing member on its obligations to the clearinghouse, triggered by a customer's failure to meet its obligations to the clearing member.

The CFTC also now requires certain derivative transactions that were previously executed on a bi-lateral basis in the OTC markets to be executed through a regulated securities or futures exchange or a swap execution facility. The SEC is also expected to impose similar requirements on certain security-based derivatives in the near future, though it is not yet clear when these parallel SEC requirements will go into effect. Such requirements may make it more difficult and costly for investment funds, including the client to the extent it is a US person (or its counterparty is a US person) for the purposes of the CFTC's swap regulations, to enter into highly tailored or customized transactions. They may also render certain strategies in which GLG LLC might otherwise engage on behalf of clients impossible or so costly that they will no longer be economical to implement. Regulatory changes are likely to change the way in which GLG LLC conducts business with its counterparties. The rules and regulations are expected to require or influence the margin that the client will have to post against OTC

derivative positions, leverage constraints applicable to the client, certain compliance and recordkeeping obligations, the trading information that will become available to the public and the types and credit risk of counterparties with whom the client will be permitted to trade, among many others. As the market anticipates the publication of rules and regulations resulting from the Dodd-Frank Act, the uncertainty in the market may lead to less liquidity and more volatility. The regulatory regime may make certain products cost prohibitive. Therefore, it may be difficult to enter into transactions to achieve a particular financial objective or to mitigate risk at the price that would otherwise be available during more liquid times.

Breaches in Information Technology Security

GLG LLC maintains global information technology systems, consisting of infrastructure, applications and communications networks to support the clients' as well as its own business activities. These systems could be subject to security breaches such as 'cyber-crime' resulting in theft, a disruption in GLG LLC's ability to close out positions and the disclosure or corruption of sensitive and confidential information. Security breaches may also result in misappropriation of assets and could create significant financial and/or legal exposure for the clients and clients. GLG LLC seeks to mitigate attacks on its own systems and those of the clients and clients but will not be able to control directly the risks to third-party systems to which it may connect. Any breach in security of GLG LLC's systems could disrupt the clients' and GLG LLC's business and may cause the clients and clients to suffer, among other things, financial loss, the disruption of its business, liability to third parties, regulatory intervention and/or reputational damage.

C. Risk Associated With Particular Types of Securities

Equity Securities

Equity securities fluctuate in value in response to many factors, including the activities and financial condition of individual companies, the business market in which individual companies compete and industry market conditions and general economic environments. For example, beginning in September 2008, world financial markets experienced extraordinary market conditions resulting in extreme volatility in the global equity markets. A client's profit potential may be generally diminished during market cycles in which there is a sustained decline in equity price levels.

Private Investments and Illiquid Securities

A client may invest in illiquid and restricted, as well as thinly-traded, securities, including securities that are privately placed, securities that are purchased in offshore transactions pursuant to Regulation S and securities that are "restricted securities" pursuant to Rule 144A under the Securities Act. There may be no trading market for these securities, and such positions may only be able to be liquidated at disadvantageous prices, if at all. As a result, a client may be required to hold such securities despite adverse price movements.

GLG LLC typically values the illiquid securities in its good faith discretion. Although there can be no assurance that these valuations will accurately predict the price at which an arm's-length buyer would be willing to purchase the securities.

Illiquid Investments; Special Investments

The client may invest in financial instruments which become illiquid. The market prices, if any, for such financial instruments tend to be volatile and may not be readily ascertainable and the client may not be able to sell them when it desires to do so or to realize what it perceives to be their fair value in the event of a sale. These investments will not necessarily be designated as "Special Investments" but may be so designated. The sale of illiquid financial instruments often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than does the sale of securities eligible for trading on national securities exchanges or in the over-the-counter markets.

The client may designate certain investments as Special Investments. The client may not be able to promptly liquidate those investments and its ability to realize gains or to avoid losses in periods of rapid market volatility may therefore be affected.

Depository Receipts

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

Fixed Income Securities

Fixed income securities are subject to the risk of an issuer's ability to meet principal and interest payments on the obligation (credit risk), and may also be subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (market risk). The fixed-income securities in which a client may invest are interest rate sensitive. An increase in interest rates will generally reduce the value of fixed-income securities, while a decline in interest rates will generally increase the

value of fixed-income securities. A client's performance will therefore depend in part on the ability to anticipate and respond to such fluctuations on market interest rates, and to utilize appropriate strategies to maximize returns, while attempting to minimize the associated risks to investment capital.

Debt Securities

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

Corporate Debt

Bonds, notes and debentures issued by corporations may pay fixed, variable or floating rates of interest, and may include zero-coupon obligations. Corporate debt financial instruments may be subject to credit ratings downgrades. Other financial instruments may have the lowest quality ratings or may be unrated. In addition, the client may be paid interest in kind in connection with its investments in corporate debt and related financial instruments (e.g., the principal owed to the client in connection with a debt investment may be increased by the amount of interest due on such debt investment). Such investments may experience greater market value volatility than debt obligations that provide for regular payments of interest in cash and, in the event of a default, the client may experience substantial losses.

Sovereign Debt

Several factors may affect (i) the ability of a government, its agencies, instrumentalities or its central bank to make payments on the debt it has issued, including financial instruments that GLG LLC believes are likely to be included in restructurings of the external debt obligations of the issuer in question, (ii) the market value of such debt and (iii) the inclusion of sovereign debt in future restructurings, including such issuer's (x) balance of trade and access to international financing, (y) cost of servicing such obligations, which may be affected by changes in international interest rates, and (z) level of international currency reserves, which may affect the amount of non-US exchange available for external debt payments. Significant ongoing uncertainties and exposure to adverse conditions may undermine the issuer's ability to make timely payment of interest and principal, and issuers may default on their sovereign debt.

Non-Performing Nature of Debt; Insufficient Collateral

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

Each Loan is subject to the risk of default by the applicable borrower. Although the client generally will invest in Loans secured by collateral, this may not always be the case. Even if the Loan is secured by collateral, the collateral may be insufficient to fully mitigate the risk of loss upon default. Moreover, there can be no assurance that the client can actually recover the collateral secured by the Loan despite pursuing legal avenues available to it.

Investment in Undervalued Financial Instruments

A client may invest in financial instruments related to companies which GLG LLC believes to be undervalued. However, the identification of investment opportunities in undervalued financial instruments is a difficult task, and there are no assurances that such opportunities will be successfully recognized or acquired.

Currency Exchange Exposure

A client may invest in financial instruments denominated in other currencies other than the client's base currency. GLG LLC may or may not seek to fully hedge client currency exposure by entering into currency hedging transactions, such as treasury locks, forward contracts, futures contracts and cross-currency swaps. GLG LLC may also seek to hedge some currency risk so that client's currency exposure is in line with that of a global benchmark as determined by GLG LLC from time to time. There can be no guarantee that financial instruments suitable for hedging currency or market shifts will be available at the time when GLG LLC wishes to use them, or that hedging techniques employed by GLG LLC will be effective. Furthermore, certain currency market risks may not be fully hedged or hedged at all. To the extent unhedged, the value of clients' positions in non-base currency investments will fluctuate with applicable exchange rates as well as with the price changes of the investments in the various local markets and currencies. Such fluctuations may result in a loss to a client.

Preferred Securities

A client may invest in preferred stock of certain companies. Preferred stock, unlike common stock, offers a stated dividend rate payable from a corporation's earnings. These dividends may be cumulative or non-cumulative, participating or auction rate. If interest rates rise, the fixed dividend on preferred stocks may be less attractive, causing the prices of preferred stocks to decline. Preferred stock may have mandatory sinking fund provisions and call/withdrawal provisions prior to maturity, a negative feature when interest rates decline. Dividends on some preferred stock may be "cumulative", requiring all or a portion of prior unpaid dividends to be paid before dividends are paid on the issuer's common stock. Preferred stock also generally has a preference over common stock on the distribution of a corporation's assets upon

liquidation of the corporation, and may be “participating”, which means that it may be entitled to a dividend exceeding the stated dividend in certain cases.

Preferred securities may include provisions that permit the issuer, at its discretion, to defer distributions for a stated period without any adverse consequences to the issuer. If a client owns a preferred security that is deferring its distributions, it may be required to report income for tax purposes although it has not yet received such income. Preferred securities are generally subordinate to the rights associated with an issuer’s debt securities in terms of priority to corporate income and liquidation payments, and therefore are subject to greater credit risk than more senior debt securities. Preferred securities may be substantially less liquid than many other securities.

Convertible Securities

Convertible securities are bonds, debentures, notes, preferred stocks or other securities that may be converted into or exchanged for a specified amount of common stock of the same or different issuer within a particular period of time at a specified price or formula. A convertible security entitles its holder to receive interest that is generally paid or accrued on debt or a dividend that is paid or accrued on preferred stock until the convertible security matures or is redeemed, converted or exchanged. Convertible securities have unique investment characteristics in that they generally: (i) have higher yields than common stocks, but lower yields than comparable non-convertible securities; (ii) are less subject to fluctuation in value than the underlying common stock due to their fixed-income characteristics; and (iii) provide the potential for capital appreciation if the market price of the underlying common stock increases.

The value of a convertible security is a function of its “investment value” (determined by its yield in comparison with the yields of other securities of comparable maturity and quality that do not have a conversion privilege) and its “conversion value” (the security’s worth, at market value, if converted into the underlying common stock). The investment value of a convertible security is influenced by changes in interest rates, with investment value declining as interest rates increase and increasing as interest rates decline. The credit standing of the issuer and other factors may also have an effect on the convertible security’s investment value. The conversion value of a convertible security is determined by the market price of the underlying common stock. If the conversion value is low relative to the investment value, the price of the convertible security is governed principally by its investment value. To the extent the market price of the underlying common stock approaches or exceeds the conversion price, the price of the convertible security will be increasingly influenced by its conversion value. A convertible security generally will sell at a premium over its conversion value by the extent to which investors place value on the right to acquire the underlying common stock while holding a fixed-income security. Generally, the amount of the premium decreases as the convertible security approaches maturity.

A convertible security may be subject to redemption at the option of the issuer at a price established in the convertible security’s governing instrument. If a convertible security held by

clients is called for redemption, clients will be required to permit the issuer to redeem the security, convert it into the underlying common stock or sell it to a third party. Any of these actions could have an adverse effect on client's ability to achieve its investment objective.

Lower-Rated or Unrated Financial Instruments

Lower rated or unrated financial instruments may have a higher yield than financial instruments rated "A1" or better by Moody's or "AA" or better by Standard & Poor's but are more likely to react to developments affecting market and credit risk than such higher rated financial instruments, which primarily react to movements in the general level of interest rates. Lower rated or unrated financial instruments are generally subject to a greater default risk than such higher rated financial instruments.

The capacity of issuers of lower-rated or unrated securities to pay interest and repay principal is more susceptible to real or perceived adverse economic conditions than investment grade securities, although the market values of lower-rated or unrated convertible securities tend to react less to fluctuations in interest rate levels than do higher-rated convertible securities. The market for lower-rated or unrated convertible securities may be thinner, and less active, than for higher-rated securities, which can adversely affect the prices at which such convertible securities can be sold. Investing in lower-rated or unrated convertible securities can increase the risk to investors of losing all or a substantial portion of their investment.

Exchange-Traded Funds

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

Investments in Initial Public Offerings

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

Credit Default Swaps

The client may enter into credit default swaps. Credit default swaps can be used to implement the GLG LLC's view that a particular credit, or group of credits, will experience credit improvement or deterioration. In the case of expected credit improvement, the client may sell credit default protection in which it receives a premium to take on the risk. In such an instance, the obligation of the client to make payments upon the occurrence of a credit event creates leveraged exposure to the credit risk of the referenced entity. The client may also buy credit default protection with respect to a referenced entity if, in the judgment of GLG LLC, there is a likelihood of credit deterioration. In such instance, the client will pay a premium regardless of whether there is a credit event. The credit default swap market in high-yield securities is comparatively new and rapidly evolving compared to the credit default swap market for more seasoned and liquid investment-grade securities, creating the risk that the newer markets will be less liquid, and making it potentially more difficult to exit or enter into a particular credit default swap transaction. The market for credit default swaps has been materially restricted by the Dodd-Frank Act.

Total Return Swaps

Clients may enter into total return swaps ("TRSs"). A TRS is a financial contract in which one party (the "protection buyer") effectively holds a short position on the reference asset, paying to the other party (the "protection seller") distributions on a reference asset to the extent distributions are paid to holders of such reference asset plus any capital appreciation on the reference asset. The protection seller effectively holds a long position on the reference asset and pays a "floating rate" (which may, in fact, be a fixed or floating periodic interest rate) plus capital losses on the reference asset to the protection buyer. A TRS allows a protection seller to derive certain economic benefits of ownership without the protection seller actually having to own the reference asset or put the reference asset on its balance sheet. Conversely, because a protection buyer receives a periodic payment that is different from distributions on the reference asset plus any capital losses attributable to the reference asset, a TRS provides the protection buyer with protection from certain economic risks of ownership of the reference asset.

Clients will be the protection seller under a TRS. No payments will generally be exchanged between clients and the counterparty before the termination date of the TRS.

A TRS is a contract pursuant to which the client's counterparty agrees to make certain payments. If the credit quality of the client's counterparty in a TRS deteriorates, the counterparty may default on its obligation to make payment to the client under the TRS. GLG LLC expects to mitigate counterparty risk by effecting swap transactions with nationally recognized swap counterparties with an investment grade rating, as judged by Moody's, Standard & Poor's or the Fitch Rating Service. Unless the counterparty is required to collateralize its obligations to the client and actually does so, the client may be treated as a general unsecured creditor in the event of the insolvency of the counterparty. Consequently, the performance of the client's portfolio is dependent not only on the credit quality of the

reference assets and the performance of the TRS, but also on the credit quality of the counterparties. Additionally, clients may face only a few counterparties in TRS transactions. This concentration increases clients' exposure to risks relating to such counterparties.

It is possible that the counterparties will not be required to collateralize their obligations to the client, but that the client will be required to collateralize the client's obligations to its counterparties under the TRSs. If the client is required to post collateral to its counterparties, this will reduce the amount of cash available for other investments. The amount to be posted may vary from time to time due to the performance of the reference assets or the TRSs with a particular counterparty, or may vary due to other factors. Under a TRS, the client has a contractual relationship only with its counterparty, and not with any reference asset or obligor in respect of a reference asset. The client will therefore not obtain any benefit from any collateral supporting a reference asset and will not have the benefit of remedies normally available to the holder of a reference asset. The client only has rights against its counterparty in accordance with the TRS and will not have any recourse against the issuer of a reference asset.

Commodity Interests are Volatile

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

Derivative Instruments Generally

GLG LLC may use futures, options, swaps and other derivatives for investment purposes, for efficient portfolio management and to enhance investment performance. GLG LLC's ability to use these strategies may be limited by market conditions, regulatory limits and tax considerations. Use of these strategies involves certain special risks, including: (i) dependence on GLG LLC's ability to predict movements in the price of securities and movements in interest rates; (ii) imperfect correlation between movements in the securities or currency on which a futures or options contract is based and movements in the securities or currencies; (iii) the absence of a liquid market for any particular instrument at any particular time; (iv) the risk of non-performance by the counterparty, including risks relating to the financial soundness and creditworthiness of the counterparty (see "*Counterparty Risk*" below); (v) possible impediments to effective portfolio management or the ability to meet repurchase requests or

other short-term obligations because of the percentage of the client's assets segregated to cover its obligations; and (vi) the degree of leverage inherent in futures trading, *i.e.*, the low margin deposits normally required in futures trading means that futures trading may be highly leveraged. Accordingly, a relatively small price movement in a futures contract may result in an immediate and substantial loss to the client.

These financial instruments may produce an unusually or unexpectedly high amount of losses. In addition, clients may, in the future, take advantage of opportunities with respect to certain other derivative financial instruments that are not presently contemplated for use or that are currently not available, but that may be developed, to the extent such opportunities are both consistent with the client's investment objective and believed by GLG LLC to be legally permissible. Special risks may apply in the future that cannot be determined at this time. The regulatory and tax environment for derivative financial instruments in which clients may participate is evolving, and changes in the regulation or taxation of such financial instruments may have a material adverse effect on clients.

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

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

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

The success of any hedging or other derivative transactions generally will depend on the ability to correctly predict market changes, the degree of correlation between price movements of a derivative financial instrument, the position being hedged, the creditworthiness of the counterparty and other factors. As a result, if GLG LLC enters into a transaction on behalf of clients in order to reduce exposure to market risks, the transaction may result in poorer overall investment performance than if it had not been executed. Such transactions may also limit the opportunity for gain if the value of a hedged position increases.

Futures

Transactions in futures contracts carry a high degree of risk. Though the futures contract may require a much smaller amount of margin to be provided in comparison to the economic exposure which the futures contract provides to the relevant investment, index, rates, currency or physical commodity, investment in a futures contract creates a “gearing” or “leverage” effect. This means that a small margin payment can lead to enhanced losses as well as enhanced gains. It also means that a relatively small movement in the underlying reference investment, index, rate, currency or physical commodity can lead to a much larger proportional movement in the value of the futures contract. This may be to the financial benefit of clients as well as its detriment.

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

The CFTC and US commodities exchanges have established limits (referred to as “speculative position limits”) on the maximum net long or net short speculative positions that any person may hold or control in any particular futures or options contracts traded on US commodities exchanges. All accounts managed and controlled by an investment adviser and its principals will be combined (that is, aggregated) for position limit purposes. The possibility exists that from time to time the positions held or controlled by GLG LLC may have to be modified or liquidated to avoid exceeding applicable position limits, even though the positions attributable to a client do not themselves trigger the position limits, which could result in substantial costs and losses to the client.

In addition, the Dodd-Frank Act significantly expands the CFTC’s authority to impose position limits with respect to futures contracts, options on futures contracts, swaps that are

economically equivalent to futures or options on futures, swaps that are traded on a regulated US exchange and certain swaps that perform a significant price discovery function. For example, in November 2013, the CFTC proposed a separate position limits regime for 28 physical commodity contracts, including certain metals, energy, and agricultural futures and options contracts and their economically equivalent swap contracts.

Futures are highly volatile and are subject to occasional rapid and substantial fluctuations. The profitability of a client may depend on the ability of GLG LLC to predict these fluctuations accurately.

Stock Index Futures

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

Forward Contracts and Currency Transactions

A client may trade in forward foreign exchange contracts between currencies of different countries and multi-national currency units and options on currencies and on currency futures contracts for hedging or speculation. With respect to forward currency contracts, this is accomplished through contractual agreements generally to purchase or sell one specified currency for another currency at a specified future date and price determined at the inception of the contract. Forward contracts and options thereon, unlike futures contracts, are generally 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. However, certain forward currency exchange contracts are regulated as swaps by the CFTC and have recently begun being voluntarily traded on swap execution facilities. To the extent the client is treated as a "US person" or if the client's swap counterparty is a US person (for the purposes of the CFTC's swap regulations), some of these contracts may be required to be centrally cleared by a regulated US clearing house, and may be required to be traded on regulated exchanges in the future. Interbank forward and "cash" trading is substantially unregulated; there is no limitation on daily price movements and speculative position limits are not applicable. For example, there are no requirements with respect to record-keeping, financial responsibility or segregation of customer funds or positions. In contrast to exchange-traded futures contracts, interbank traded instruments rely on the dealer or counterparty being contracted with to fulfill its contract. As a result, trading in interbank foreign exchange contracts may be subject to more risks than futures or options trading on regulated exchanges, including, but not limited to, the

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

Call Options

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

Put Options

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

Stock Index Options

A client may purchase and sell call and put options on stock indices listed on securities exchanges or traded in the OTC market. A stock index fluctuates with changes in the market values of the stocks included in the index. Because the value of an index option depends upon movements in the level of the index rather than the price of a particular stock, whether the

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

OTC Derivatives

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

Other Derivative Financial Instruments

A client may enter into other derivative financial instruments, such as credit derivatives. It may take advantage of opportunities with respect to certain other derivative financial instruments that are not presently contemplated for use or that are currently not available, but that may be developed, to the extent such opportunities are both consistent with client investment objectives and legally permissible. Special risks may apply to securities that a client invests in that cannot be determined at this time or until such securities are developed or invested by the client. For example, risks with respect to credit derivatives may include determining whether an event will trigger payment under the contract and whether such payment will offset the loss or payment due under another instrument. In the past, buyers and sellers of credit derivatives have found that a trigger event in one contract may not match the trigger event in another contract, exposing the buyer or the seller to further risk. Other swaps, options, and other derivative financial instruments may be subject to various types of risks, including market risk, regulatory risk, tax risk, liquidity risk, the risk of non-performance by the counterparty, including risks relating to the financial soundness and creditworthiness of the counterparty, legal risk, and operations risk. In addition, as new derivative financial instruments are developed,

documentation may not be standardized, leading to potential disputes or misunderstanding with counterparties.

Repurchase and Reverse Repurchase Agreements

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

Illiquid Investments

A client may invest in Financial Instruments which are subject to legal or other restrictions on transfer or for which no liquid market exists. The market prices, if any, for such securities tend to be volatile and may not be readily ascertainable, and the client may not be able to sell them when it desires to do so or to realize what it perceives to be their fair value in the event of a sale. The sale of restricted and illiquid securities often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than does the sale of securities eligible for trading on national securities exchanges or in the over-the-counter markets. Restricted securities may sell at a price lower than similar securities that are not subject to restrictions on resale.

Off-Exchange Transactions

A client may enter into off-exchange transactions, including spot, forward and option contracts. A client may also engage in swap transactions that are not executed on a swap execution facility or cleared by a clearing house, consisting primarily of an exchange of a fixed price for an average floating price of a set quantity of a particular financial instrument or commodity or fixed income instrument over an agreed period of time and even purchase cash securities or commodities if market conditions are believed to be warranted. Off-exchange contracts are not

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

IT IS CRITICAL THAT INVESTORS REFER TO THE APPLICABLE GOVERNING DOCUMENTS FOR A COMPLETE UNDERSTANDING OF THE MATERIAL RISKS INVOLVED IN AN INVESTMENT IN THE FUNDS, INCLUDING THE RISK OF FINANCIAL LOSS. THE INFORMATION CONTAINED HEREIN IS A SUMMARY ONLY AND IS QUALIFIED IN ITS ENTIRETY BY SUCH DOCUMENT.

ITEM 9

DISCIPLINARY INFORMATION

A. Criminal or Civil Proceedings

In connection with the administrative proceeding before the SEC described in Item 9B below, the SEC entered a complaint against GLG LLC's affiliate, GLG Partners LP, for alleged violations of Rule 105 of Regulation M of the Securities Exchange Act of 1934, as amended (the "Exchange Act") in connection with GLG Partners LP's short sales ahead of fourteen public offerings. The complaint alleged that, on sixteen occasions from July 2003 through May 2005, GLG Partners LP realized more than \$2.2 million in four of its managed hedge funds in contravention of Rule 105. Without admitting or denying the allegations in the SEC's complaint, on July 26, 2007, GLG Partners LP consented to pay a \$500,000 civil money penalty.

In an administrative proceeding described in Item 9B below, the SEC alleged that GLG Partners LP did not maintain sufficient controls relating to the valuation of Level 3 assets and as a result a private equity asset was overvalued from November 2008 through November 2010, resulting in inflated fee revenue of \$7,766,667 for GLG Partners LP and GLG Partners, Inc. ("GPI"), and that the overvaluation led to misstatements in GPI's filings with the SEC relating to the period from 2008 through the second quarter of 2010. Without admitting or denying the SEC's allegations, on December 12, 2013, GLG Partners LP and GPI agreed to each pay a civil money penalty in the amount of \$375,000, as well as to other remedial measures described in Item 9B below.

B. Administrative Proceedings Before Regulatory Authorities

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

In an administrative proceeding, the SEC alleged that GLG Partners LP did not maintain sufficient controls relating to the valuation of Level 3 assets and that, as a result, relevant information relating to the valuation of a single private equity asset was not provided to the Independent Pricing Committee in a timely manner. The SEC alleged that, as a result of the inadequacies of GLG Partners LP's controls, the private equity asset was overvalued from November 2008 through November 2010, resulting in inflated fee revenue of \$7,766,667 for GLG Partners LP and GPI, and that the overvaluation led to misstatements in GPI's filings with the SEC relating to the period from 2008 through the second quarter of 2010. Without

admitting or denying the SEC's allegations, on December 12, 2013, GLG Partners LP and GPI consented to the entry of an administrative order and agreed to pay disgorgement of \$7,766,667, plus pre-judgment interest of \$437,679. In addition, GLG Partners LP and GPI each agreed to pay a civil money penalty in the amount of \$375,000, as well as to other remedial measures, including the appointment of an external consultant to review the pricing policy and procedures around the valuation of Level 3 assets.

ITEM 10

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. **Broker-Dealer Registration Status**

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

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

GLG LLC is registered as a commodity pool operator with the Commodity Futures Trading Commission ("CFTC") and is a member of the National Futures Association ("NFA").

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

GLG LLC is affiliated with and under common ownership with the following New York based entities: FRM Investment Management (USA) LLC ("FRM USA"), an investment adviser registered with the SEC and a commodity pool operator and commodity trading advisor registered with the CFTC and a member of the NFA and Man Investments Inc., a limited purpose broker dealer registered with the SEC and member of FINRA which provides marketing and placement agent services to affiliated entities. GLG LLC and Man Investment Inc. share office space. FRM USA may, on behalf of its clients and/or funds, invest in the Funds advised or sub-advised by GLG LLC or its affiliates. Nevertheless, FRM USA undergoes the same due diligence process for investments it considers in Funds advised by GLG LLC as it would for unaffiliated funds.

In addition, GLG LLC is affiliated with Numeric Investors LLC, based in Boston, MA which is an investment adviser registered with the SEC, a commodity pool operator registered with the CFTC and a member of the NFA; Silvermine Capital Management LLC, based in Stamford, CT which is an investment adviser registered with the SEC and a commodity pool operator registered with the CFTC and a member of the NFA and Man Global Private Markets (USA) Inc., based in Charlotte, NC which is an investment adviser registered with the SEC.

GLG LLC is also affiliated with the following London based entities which are authorized and regulated by the Financial Conduct Authority: GLG Partners LP, an investment adviser registered with the SEC, a commodity pool operator registered with the CFTC and a member of the NFA; AHL Partners LLP, an investment adviser registered with the SEC, a

commodity pool operator and commodity trading advisor registered with the CFTC and a member of the NFA; Man Solutions Limited, an investment adviser registered with the SEC, a commodity pool operator registered with the CFTC and a member of the NFA; Aalto Invest UK Ltd. an investment adviser registered with the SEC; GLG Partners UK Limited; and Man Fund Management UK Limited.

GLG LLC is also affiliated with GLG Partners Hong Kong Limited, an entity licensed by the Hong Kong Securities and Futures Commission, Man Investments Australia Limited, an entity regulated by the Australian Securities and Investments Commission; Man Asset Management (Ireland) Limited an investment adviser regulated by the Central Bank of Ireland, Man Asset Management (Cayman) Limited, a manager regulated by the Cayman Islands Monetary Authority and Man Investments AG (“MIAG”) an entity that is registered with the Swiss Financial Market Supervisory Authority. Certain of GLG LLC’s Funds have a distribution agreement with MIAG. Furthermore, GLG LLC is affiliated with Man Group Japan Limited based in Guernsey and regulated by the Guernsey Financial Services Commission. Man Group Japan Limited has a branch office in Tokyo, Japan which is licensed by the Financial Services Agency.

GLG LLC, its affiliates and its personnel serve as investment advisers and investment managers to multiple pooled investment vehicles and managed accounts. GLG LLC may manage accounts on behalf of its affiliates alongside its clients. GLG LLC, its affiliates and its personnel may take action or give advice with respect to certain clients and accounts that differs from the advice given to other clients and accounts. Specifically, there may be times whereby the advice given to clients and accounts is opposite of the advice given to other clients and accounts due to differences in investment strategy, redemptions/subscriptions or other factors. GLG LLC, its affiliates and its personnel will devote as much time to the activities of each client or account as they deem necessary and appropriate and the amount of time devoted to different clients and accounts may vary.

D. Material Conflicts of Interest Relating to Other Investment Advisers

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

ITEM 11

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

A. Code of Ethics

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

GLG LLC strives to adhere to the highest industry standards of conduct based on principles of professionalism, integrity, honesty and trust. Accordingly, GLG LLC has adopted a Code of Ethics pursuant to the Investment Advisers Act of 1940, as amended (the “Advisers Act”) that is applicable to all of GLG LLC's employees. The Code of Ethics contains policies and procedures that, among other things:

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

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

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

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

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

GLG LLC clients are subject to Man's Cluster Munitions and Anti-Personnel Mines Policy, which is designed to ensure compliance with The Convention on Cluster Munitions and relevant laws. This may limit GLG LLC's flexibility to buy or sell securities of issuers that, among a range of other activities, are involved in cluster munitions or anti-personnel mines related activity for its clients.

GLG LLC and its affiliates are subject to certain commodity position limits. Under applicable laws and internal procedures, this may limit GLG LLC's flexibility to buy certain futures contracts or derivatives thereon.

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

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

prices and availability of securities or financial instruments held by or potentially considered for one or more clients.

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

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

1. Cross Transactions and Principal Transactions

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

To the extent that a cross transaction may be viewed as a principal transaction, GLG LLC will comply with the requirements of Section 206(3) of the Advisers Act with respect to any client or Fund, including that GLG LLC will notify the applicable client (or an independent representative of the client) in writing of the transaction and obtain the client's consent (or the consent of an independent representative of the client).

2. Allocation of Investment Opportunities

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

GLG LLC may determine that an investment opportunity or particular purchases or sales are appropriate for one or more Accounts, but not for other Accounts, or are appropriate for or available to certain Accounts but in different sizes, terms, or timing than is appropriate for others. GLG LLC will make allocations for Accounts of such investments with reference to numerous factors including, without limitation, GLG LLC's perception of the appropriate risks and rewards for each Account, investment objectives and guidelines of each Account, leverage of each Account, the liquidity of the Account at the time of the investment and on a going-forward basis, risk parameters for each Account, regulatory restrictions affecting the client, in the case of offerings (initial or secondary), the size of the offering and such other factors as are relevant in the judgment of GLG LLC. Although allocating orders among Accounts may create potential conflicts of interest because of the interests of GLG LLC, its affiliates or its employees or because GLG LLC may receive greater fees or compensation from one Account over another, GLG LLC will not make allocation decisions based on such interests or greater fees or compensation. Allocation among Accounts in any particular circumstance may be more or less advantageous to any one Account. In addition, transactions in investments by multiple Accounts may have the effect of diluting or otherwise impairing the values, prices or investment strategies of an individual Account, particularly, but not limited to, in small capitalization, emerging market, or less liquid strategies. Therefore, the amount, timing, structuring, or terms of an investment by some clients may differ from, and performance may be lower than, investments and performance of other clients.

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

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

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

GLG LLC, its affiliates and its employees may give advice or take action for their own accounts that may differ from, conflict with or be adverse to advice given or action taken for clients. These activities may adversely affect the prices and availability of other securities or instruments held by or potentially considered for one or more clients. Potential

conflicts also may arise due to the fact that GLG LLC and its personnel may have investments in some Funds but not in others or may have different levels of investments in the various Funds.

GLG LLC has established policies and procedures to monitor and resolve conflicts with respect to investment opportunities in a manner it deems fair and equitable, including the restrictions placed on personal trading in the Code of Ethics, as described above, and regular monitoring of employee transactions and trading patterns for actual or perceived conflicts of interest, including those conflicts that may arise as a result of personal trades in the same or similar securities made at or about the same time as client trades.

D. Conflicts of Interest Created by Contemporaneous Trading

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

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

GLG LLC may offer co-investment opportunities to the extent that the size of the investment opportunity exceeds the investment capacity that the Fund currently has available. Co-Investments will generally be structured through investment funds or similar arrangements for legal, tax, regulatory or other purposes, but co-investment opportunities may also be invested directly in parallel with the Fund.

GLG LLC will identify suitable co-investors in its discretion, determine how much of a particular investment opportunity or a particular series, category or type of investment opportunity should be allocated to such co-investors, and negotiate any fee, performance allocation or other amounts payable. Furthermore, the Investment Manager and its affiliates may earn asset-based fees and/or performance-based fees or allocations (which may or may not be different than the fees and/or compensation received from the Fund) in respect of such co-investments. Certain co-investors may be entitled to certain information, consent or other rights not generally available to, or may be subject to different expense or follow-on funding obligations than, investors in the Fund.

Co-investment opportunities are allocated based on a number of factors including the following: a) amount of co-Investment opportunity; (b) certainty and/or expediency of closing the co-investment opportunity; (c) indications of interest in participating in co-investments; (d) whether and to what extent a potential co-investor has accepted prior co-investment opportunities offered to it; (e) any confidentiality concerns GLG LLC or other parties involved in the transaction may have in connection with providing information about the co-investment opportunity to multiple potential co-investors, or with providing a potential co-investor with specific information relating to the investment opportunity in order to permit it to evaluate the investment opportunity; (f) whether the investment opportunity may subject the potential co-investor to legal, regulatory, reporting, public relations or other burdens that make it less likely that the potential co-investor would act upon the investment opportunity if offered; (g) net subscriptions to the relevant fund or account managed by GLG LLC; (h) overall relationship with GLG LLC and/or its affiliates, which may include relative ease of entering into negotiated transactions; (i) ability to effect the transaction in the structure preferred by GLG LLC (*e.g.*, invest through an SPV as compared to investing directly) and/or the ability to participate on an “as is” presented basis; (j) special expertise or strategic value of the investor, which may include strategic benefits in connection with sourcing or consummating the investment opportunity or following consummation of the investment, such as operational or similar strategic benefits; (k) expertise, interest and capacity to diligence and consummate the acquisition of the co-investment on an expedited basis; (l) ERISA capacity; (m) recent allocations of co-investment opportunities, particularly in respect of opportunities that are not divisible; (n) any tax or regulatory considerations regarding the co-investment opportunity; and (o) other factors deemed relevant by GLG LLC in its good faith discretion. If investment capacity exists following offers to investors in such funds and accounts, GLG LLC may offer such opportunities to investors or prospective investors in other funds and accounts advised by GLG LLC based on the considerations described above. Notwithstanding the foregoing, GLG LLC may instead offer co-investment opportunities to strategic investors (whether or not they are investors in GLG LLC’s Other Accounts) when GLG LLC believes their specific expertise or strategic value will be beneficial to GLG LLC’s funds or accounts participating in the investment opportunities.

ITEM 12

BROKERAGE PRACTICES

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

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

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

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

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

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

research; or will reasonably assist GLG LLC in the provision of services to its clients on whose behalf orders are being executed. GLG LLC intends that its use of Products and/or Services will comply with the "safe harbor" of Section 28(e) of the Securities Exchange Act of 1934 (as amended).

In the last year, research services provided by broker-dealers has generally included information on the economy, industries, groups of securities, individual companies, statistical information, accounting and tax law interpretations, political and policy developments, legal developments affecting portfolio securities, technical market action, pricing and appraisal services, credit analysis, risk measurement analysis, performance analysis, and analysis of corporate responsibility issues. Such research services are received primarily in the form of written reports, telephone contacts, and personal meetings with security analysts. In addition, such research services may be provided in the form of access to various computer-generated data, and meetings arranged with industry spokespersons, economists and academics, among others. Research services do not include corporate access (arranging contact between GLG LLC and any issuer or potential issuer). In some cases, research services are generated by third parties but are provided to GLG LLC by or through broker-dealers.

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

GLG LLC may execute securities transactions with multiple executing brokers, including the various prime brokers appointed for the Funds. Many of these brokers provide GLG LLC with access to proprietary research reports (such as standard investment research) which may be used for any or all accounts. To the best of GLG LLC's knowledge, these and other Products and/or Services are generally made available to all institutional investors doing business with such brokers. These bundled services are made available on an unsolicited basis and without regard to the rates of commissions paid by GLG LLC's clients or the volume of business GLG LLC directs to such brokers. Since these products and/or services are merely made available by brokers as part of a bundled business package to GLG LLC, who may or may not use them, it is GLG LLC's understanding that such brokers do not set discrete prices

for such products and/or services. Accordingly, GLG LLC does not separately compensate such brokers for the provision of such services.

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

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

GLG LLC may share Products and/or Services obtained with commissions generated by trades made by GLG LLC clients with certain of its affiliates to be used in servicing such affiliate's clients. GLG LLC may also receive Products and/or Services obtained with commissions generated by trades of such affiliate's clients that it will use in servicing its clients. In addition, GLG LLC may share Products and/or Services with certain of its affiliates and split the costs accordingly.

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

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

2. **Brokerage for Client Referrals**

GLG LLC does not consider capital introduction and marketing assistance with respect to investors in the Funds when selecting or recommending broker-dealers for the Funds. However, GLG LLC or its affiliates may be invited to capital introduction events as a result of executing trades with certain broker dealers.

3. **Directed Brokerage**

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

B. Order Aggregation

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

C. Trade Error Policy and System Events Policy

In the event that GLG LLC experiences an error with respect to trades it made on behalf of clients, a formalized process is in place for the resolution of such errors. GLG

LLC will correct such error in accordance with its policies and procedures. If GLG LLC, in its sole discretion determines that a client should be reimbursed as a result of a trade error caused by GLG LLC, interest will generally not be paid on such losses.

GLG LLC may invest in systematic investment strategies and/or utilize systematic trading systems. Such strategies and systems harness complex econometric and statistical theories, research and modelling such strategies may result in “a system event” (e.g., errors regarding trading systems, coding/programing/modelling, etc.). GLG LLC will correct such error in accordance with its policies and procedures. Any losses or gains arising from system events shall be borne by the Fund or client. The Fund or client will benefit from any gains and bear any losses unless it otherwise determined by GLG LLC.

ITEM 13

REVIEW OF ACCOUNTS

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

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

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

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

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

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

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

Investors generally receive similar information, however, to the extent an investor requests additional information and reporting, other investors may not receive some or all items provided in response to such requests. The additional information could affect an investor's decision to request a redemption from the Fund. Affiliated investment advisers that invest in GLG LLC Funds will receive information with greater transparency on such Fund that may not otherwise be made available to other investors.

ITEM 14

CLIENT REFERRALS AND OTHER COMPENSATION

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

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

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

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

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

In addition, certain of GLG LLC's Funds have a distribution agreement with MIAG and other affiliated entities.

ITEM 15

CUSTODY

GLG LLC is subject to Rule 206(4)-2 under the Advisers Act (the "Custody Rule"). In accordance with the Custody Rule each Fund complies with the provisions of the "Pooled Vehicle Annual Audit Exception" and is subject to audit at least annually by an independent public accountant that is registered with, and subject to regular inspection by, the Public Company Accounting Oversight Board, and distributes its audited financial statements to all investors within 120 days of the end of its fiscal year.

With respect to certain managed accounts and as agreed GLG LLC directly debit fees from such clients' accounts and may be deemed to have custody as a result of such authority. In these cases, in order to comply with the Custody Rule, managed accounts will receive statements directly from the managed account's qualified custodian(s) (as defined in the Custody Rule) on at least a quarterly basis.

ITEM 16

INVESTMENT DISCRETION

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

ITEM 17

VOTING CLIENT SECURITIES

A. Proxy Voting

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

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

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

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

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

- Where there is a clear conflict between management and shareholder interests, the Proxy Voting Guidelines may call to elect to vote against management.

- In general, the Proxy Voting Guidelines will call to oppose proposals that act to entrench management.
- In some instances, even though GLG LLC may support management, there may be corporate governance issues that, in spite of management objections, GLG LLC believes should be subject to shareholder approval.

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

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

Upon request, clients may receive a copy of GLG LLC's Global Proxy Voting Policy and/or information regarding the manner in which securities held in their account were voted by contacting GLG LLC at 1 212 649 6800.

B. Class Actions and Securities Litigation

GLG LLC will generally participate in class actions on behalf of the Funds. Unless specifically stated in the client's investment management agreement, GLG LLC will not participate in class actions on behalf of managed accounts. GLG LLC utilizes the services of a third party class actions service provider to file claims and participate in class action settlements. Only current Fund investors will receive any proceeds received from class action recoveries. Investors that have fully redeemed will not receive any class action proceeds.

GLG LLC may from time to time receive notification of and/or determine to engage or participate in litigation regarding investments held in Accounts. It is GLG LLC's policy to review each lawsuit and to participate in those lawsuits where GLG LLC has made the determination that the potential benefit to its client(s) outweighs the costs of participation in the litigation. Any monies recovered as a result of any such litigation will be allocated on a pro rata or other appropriate basis to the Account(s) which hold/held the investment at issue. GLG LLC will not be responsible for reimbursing any client(s) or investor(s) who may have been invested during the period that is the subject of any litigation but had redeemed or withdrawn such investment prior to such a recovery.

GLG LLC may consider a *de minimus* amount with regards to distributing any proceeds received.

ITEM 18

FINANCIAL INFORMATION

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