

Item 1
Cover Page

Senator Investment Group LP
Part 2A of Form ADV
The Brochure

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March 21, 2019

This “Brochure” provides information about the qualifications and business practices of Senator Investment Group LP (“Senator”). If you have any questions about the contents of this brochure, please contact us at 212-376-4300. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Senator is registered as an investment adviser with the SEC. Registration with the SEC does not imply a level of skill or training. Additional information about Senator is also available on the SEC’s website at: www.adviserinfo.sec.gov.

Item 2

Material Changes

Senator is required to identify and discuss any material changes made to its brochure since its last annual update.

While not necessarily constituting material changes to Senator, Senator's business or to this brochure since its March 28, 2018 update, Senator's Form ADV Part 2A has been updated to reflect other developments since our last annual update was issued.

Clients and prospective clients should, however, review this Brochure carefully and in its entirety.

Item 3

Table of Contents

Item 2 Material Changes	2
Item 3 Table of Contents	3
Item 4 Advisory Business.....	4
Item 5 Fees and Compensation.....	5
Item 6 Performance Based Fees and Side-by-Side Management.....	6
Item 7 Types of Clients	7
Item 8 Methods of Analysis, Investment Strategies and Risk of Loss	7
Item 9 Disciplinary Information	31
Item 10 Other Financial Industry Activities and Affiliations.....	31
Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading...	31
Item 12 Brokerage Practices	33
Item 13 Review of Client Accounts	34
Item 14 Client Referrals and Other Compensation	34
Item 15 Custody	35
Item 16 Investment Discretion	35
Item 17 Voting Client Securities	35
Item 18 Financial Information.....	36

Item 4

Advisory Business

Senator Investment Group LP (“Senator”) is a Delaware limited partnership established in 2008 and majority owned, indirectly, by Alexander Klabin and Douglas Silverman (the “Portfolio Managers”).

Senator provides discretionary investment advisory services to a variety of domestic and offshore private investment vehicles (each a “Fund”, and collectively, the “Funds”). The Funds include, but are not limited to, (1) Senator Global Opportunity Fund LP, a Delaware limited partnership (the “Domestic Global Fund”), (2) Senator Global Opportunity Offshore Fund Ltd, a Cayman Islands exempted company (the “Offshore Global Fund”), (3) Senator Global Opportunity Offshore Fund II Ltd. (the “Offshore Global Fund II”), (4) Senator Global Opportunity Intermediate Fund L.P., a Cayman Islands exempted limited partnership (the “Intermediate Global Fund”), and (5) Senator Global Opportunity Master Fund L.P., a Cayman Islands exempted limited partnership (the “Global Master Fund” and collectively with the Domestic Global Fund, the Offshore Global Fund the Offshore Global Fund II and the Intermediate Global Fund, the “Opportunity Funds”). The Domestic Global Fund invests substantially all of their assets through the Global Master Fund. The Offshore Global Fund and Offshore Global Fund II will make all of their respective investments directly, or indirectly through the Intermediate Global Fund which will in turn invest substantially all of its assets in the Global Master Fund. Senator may also offer advisory services to co-investment and special purpose investment accounts. These services are offered by Senator currently and from time to time, as a discretionary sub-adviser, to other clients.

This Brochure does not constitute an offer to sell or solicitation of an offer to buy any securities. The securities of the Funds are offered and sold on a private placement basis under exemptions promulgated under the Securities Act of 1933 and other applicable state, federal or non-U.S. laws. Significant suitability requirements apply to prospective investors in the Funds, including requirements that they be “accredited investors” as defined in Regulation D, “qualified purchasers” as defined in the Investment Company Act, or non-“U.S. Persons” as defined in Regulation S. Persons reviewing this Brochure should not construe this as an offer to sell or a solicitation of an offer to buy the securities of any of the Funds described herein. Any such offer or solicitation will be made only by means of a confidential private placement memorandum.

The Opportunity Funds’ investment objective is to pursue opportunistic investments, long and short, in distressed debt, value and event equities, and special situations. These investment opportunities may include long investments in distressed or stressed equity and credit situations, investment grade and high yield debt, capital structure trades, special situations involving spin-offs, litigation plays and other events, and deep value opportunities. Senator invests in a broad range of securities and can invest at any level of a company’s capital structure, including bank debt, corporate bonds, equities, preferred stock, convertible securities, trade claims, credit default swaps, options, and other derivative instruments. Senator will also opportunistically pursue private equity investments and other illiquid investments as deemed appropriate. Senator invests on a global basis, in the U.S., the

United Kingdom, continental Europe, Canada, Asia, and Latin America. Senator may utilize other investment vehicles for co-investment or other special opportunities.

As of December 31, 2018 Senator had approximately \$11,084,606,664 in regulatory assets under management. All of these assets are managed on a discretionary basis.

Item 5

Fees and Compensation

Senator is compensated, under investment management agreements, for providing services to the Funds; disclosure of Senators compensation is set forth in each Fund's offering materials. The compensation generally includes both management fees, which are generally payable quarterly in advance, and performance-based allocations.

Management fees range between 1.0%, and 2.0% per annum (depending on the class or tranche of equity interest in the relevant Fund). Management fees are generally paid quarterly in advance, and are calculated on assets under management.

Senator, or one of its affiliates, typically receives a performance-based allocation equal to 17.5%, 20% or 25% over a hurdle (depending on the class or tranche of equity interest in the relevant Fund) of the net realized and unrealized appreciation in the net asset value of the Opportunity Funds above a high watermark at the end of each year, although co-investment and other special purpose investment accounts may have lower performance-based structures. Senator will occasionally earn transaction-related fees for services to portfolio companies, including deal and consulting fees. These fees always offset management fees otherwise payable to the applicable Fund. Similar carried interest arrangements apply to other Senator Fund clients, the terms of which are set forth in the applicable offering documents or investment management agreements.

Management fees and performance based allocation terms, are more favorable for investors participating in the Opportunity Funds' loyalty program and for co-investment or other special purpose investment accounts. Management fees, performance based allocation terms and other economic terms can vary to those described above on a client-by-client basis.

Fees and compensation paid to Senator or its affiliates by the Funds are generally deducted from the assets of such clients. As discussed above, management fees are generally deducted on a quarterly basis and performance compensation is generally deducted on an annual basis or, for co-investment funds and similar clients, when disposition proceeds are distributed.

In addition to Senator's management fee and performance-based allocations, investors in the Funds will indirectly bear the fees and expenses charged to the Funds. Those fees can include the evaluation, acquisition, holding and disposition thereof and all third-party expenses in connection therewith (including, without limitation, brokerage commissions, price validation, interest on, and fees and expenses arising out of, debit balances or borrowings, dividends payable with respect to securities sold short, exchange, clearing and National Futures Association fees, give-up and intermediation fees, clearing and settlement charges, custodial fees, travel expenses in connection with investment activity (including travel, meals and lodging costs), appraisal fees, investment

banking expenses and professional investigatory services, fees and profit-sharing payments due to unaffiliated advisers, sub-advisers and consultants, risk monitoring expenses, specific expenses incurred in obtaining or maintaining systems (including without limitation, costs and other expenses associated with systems used to prepare, facilitate or otherwise provide assistance with regulatory filings in connection with the Funds), research and other trading costs, information and information service subscriptions utilized with respect to each Fund's investment program, including internet charges (e.g., T-1 lines necessary for Bloomberg terminals), any tax-related structuring or legal fees and expenses incurred, any withholding, transfer or other taxes imposed on the Funds and expenses related to organizing any alternative investment vehicle through which investments may be made and other execution and transaction costs), to the extent that such costs, fees and expenses are not reimbursed by a third-party.

The investors in the Funds pay for all costs, fees and expenses incurred in connection with the organization of the Funds and the initial offering of interests or shares (excluding any employee compensation or marketing-related travel), including, without limitation, legal, printing, technology and systems (such as technology or systems related to the administration, accounting, trading, research, or operation of the Funds' investing activities), accounting and administration expenses, filing fees (including any "blue sky" filing fees) and other out-of-pocket expenses ("Organizational Expenses").

The investors in the Funds also pay, or reimburse Senator for, all other operating fees and expenses or out-of-pocket costs of the administration of the Funds, including, without limitation, ongoing offering fees and expenses (excluding any employee compensation or marketing-related travel), accounting (including expenses associated with the preparation of the Funds' financial statements and tax returns (if any), and any other tax information relating to the Funds), audit, administration and legal expenses (including, without limitation, costs and other expenses associated with regulatory filings related to the Funds), registrar and transfer agency expenses, expenses relating to the Global Master Fund's advisory board, costs of any litigation or investigation involving the Funds' activities, indemnification payments, costs associated with maintaining insurance to protect the Funds, Senator or any other covered person from liabilities to third persons in connection with the Funds' affairs (including liability premiums), taxes and other governmental charges, fees and duties payable by the Funds, damages incurred by the Funds or any covered person, extraordinary fees and expenses, if any, and costs of winding up and liquidating the Funds, but not including any Organizational Expenses. Such costs will include the Funds' allocable share of the fees and expenses of any third party providers of "back office" and "middle office" services relating to trade settlement, and accounting and related operations for the Funds.

Finally, certain investors in the Funds, who are generally employees of Senator, or related persons or friends, may not be charged management and/or performance-based allocations based on their investment in the Funds. Such investors will, however, either directly pay for their pro-rata share of Fund expenses, or the pro-rata amount of such expenses will be allocated to Senator.

Item 6

Performance Based Fees and Side-by-Side Management

A description of the performance based compensation is provided in Item 5 above.

Senator does not have any clients that are not charged performance-based compensation, and therefore does not face certain conflicts of interest that may arise when an investment adviser accepts performance-based fees from some clients, but not from other clients.

The fact that the Senator is in part compensated based on the performance of the Funds may create an incentive for Senator to make investments on behalf of clients that are riskier or more speculative than would be the case in the absence of the performance-based compensation arrangement. Notwithstanding the foregoing, Senator manages the Funds in accordance with the investment strategy disclosed in the Funds' offering materials.

Item 7

Types of Clients

Senator's clients are generally Funds formed as partnerships and limited companies in U.S. and foreign jurisdictions. The investors in the Funds include among others, U.S. and foreign-based high net worth individuals, corporations, trusts, institutions, financial institutions, and government entities. Although certain Funds' minimum subscription amount is \$5 million, the minimum may be waived in accordance with any applicable provisions in the Funds' offering materials. Further details are available in the relevant Fund's offering documents and subscription agreements.

Senator and/or the Funds may enter into side letters or similar agreements with certain investors which may have the effect of establishing rights, terms or conditions (including, without limitation, reductions in management fees and performance-based allocations or other preferential terms, such as access to co-investment opportunities) with respect to such investors that are more favorable than the rights, terms and conditions established in favor other investors.

From time to time, certain firms or individuals that Senator and/or the Funds conduct business with may invest in the Funds. There is a potential conflict of interest arising from such investments in that Senator and/or the Funds may have an incentive to maintain or increase its level of business with such individuals or firms as a result of these investments (e.g., services providers and broker/dealers utilized by Senator). Senator evaluates these relationships on an ongoing basis in the context of these investments in order to ensure that these potential conflicts of interests are mitigated.

Item 8

Methods of Analysis, Investment Strategies and Risk of Loss

Please refer to the Funds' offering documents for a more detailed discussion of our investment strategies and related risk.

Investment Strategy. Senator generally pursues a global and opportunistic strategy for investing in distressed debt, value equities and event equities. Senator will also pursue a global and opportunistic strategy for investing in "less-than-liquid" situations, including private or illiquid debt and equity investments. Senator emphasizes capital preservation and seeks to mitigate risk. Senator allocation of capital depends upon where it believes the most attractive risk-adjusted opportunities exist.

Senator utilizes an analytical framework that it believes helps to filter out unattractive ideas by addressing the: (i) quality of the business or asset and its management team; (ii) absolute valuation; (iii) likelihood and impact of catalysts; (iv) proprietary nature of the idea and liquidity; and (v) asymmetric return potential. Upon thorough scrutiny of all of these considerations, Senator then attempts to select opportunities with the greatest asymmetric upside potential and short opportunities with the greatest asymmetric downside potential.

Investment Risks. An investment in the Funds entails a significant degree of risk and therefore should be undertaken only by investors capable of evaluating the risks of the Funds and bearing the risks it represents. There is no guarantee that our analyses and overall execution of our investment strategies will be successful. The past investment performance of Senator cannot be taken to guarantee future results of the Funds or any investment in the Funds. Investors could lose some or all of their investment.

Set forth below is a non-exhaustive list of additional risks. Prospective investors are advised to review the applicable Fund offering materials for a more extensive description of the risks of investing in the Funds:

Overall Investment Risk. All investments risk the loss of capital. The nature of the securities to be purchased and traded by the Funds, and the investment techniques and strategies to be employed in an effort to increase profits, may increase this risk. Senator believes that the Funds' investment program, research, and possible board participation may moderate this risk. There can be no assurance, however, that the Funds' program will be successful or that investors in the Funds will realize a profit on their investment. Moreover, investors may lose all or substantially all of their investments in the Funds. Unforeseeable events, including, but not limited to, actions by various government agencies, domestic and international political events and other market disruption events, may cause sharp market fluctuations or interrupt the activities of the Funds and their service providers. Because of the nature of the investment activities, the results of the Funds' operations may fluctuate from month to month and from period to period. Accordingly, investors should understand that the results of a particular period will not necessarily be indicative of results of future periods.

Dependence on Key Personnel. The success of the Funds is largely dependent upon the continued service of the Portfolio Managers, Senator and Senator's principals, associates, and other employees. There can be no assurance that such persons will remain willing or able to provide advice to the Funds. The performance of Senator depends upon certain key personnel, including Douglas Silverman and Alexander Klabin. The loss of the services of one or more of such persons could have a material adverse effect on the Funds.

Systems and Operational Risks. The Funds depend on Senator to develop and implement appropriate systems for the Funds activities. The Funds rely heavily and on a daily basis on financial, accounting and other data processing systems to execute, clear and settle transactions across numerous and diverse markets and to evaluate certain securities, to monitor its portfolio and capital, and to generate risk management and other reports that are critical to oversight of the Funds activities. Certain of the Funds and Senator's activities will be dependent upon systems operated by third parties, including prime brokers, the administrator, the sub-administrator, market counterparties and other service providers, and Senator may not be in a position to verify the risks

or reliability of such third-party systems. Failures in the systems employed by Senator, prime brokers, the administrator, the sub-administrator, counterparties, exchanges and similar clearance and settlement facilities and other parties could result in mistakes made in the confirmation or settlement of transactions, or in transactions not being properly booked, evaluated or accounted for. Disruptions in the Funds operations may cause the Funds to suffer, among other things, financial loss, the disruption of its businesses, liability to third parties, regulatory intervention or reputational damage. Any of the foregoing failures or disruptions could have a material adverse effect on the Funds and the investors' investments therein.

Cybersecurity Risk. As part of its business, Senator processes, stores and transmits large amounts of electronic information, including information relating to the transactions of the Funds and personally identifiable information of the investors. Similarly, service providers of Senator, the Funds, especially the administrator, may process, store and transmit such information. Senator has procedures and systems in place that it believes are reasonably designed to protect such information and prevent data loss and security breaches. However, such measures cannot provide absolute security. The techniques used to obtain unauthorized access to data, disable or degrade service, or sabotage systems change frequently and may be difficult to detect for long periods of time. Hardware or software acquired from third parties may contain defects in design or manufacture or other problems that could unexpectedly compromise information security. Network connected services provided by third parties to Senator may be susceptible to compromise, leading to a breach of Senator's network. Senator's systems or facilities may be susceptible to employee error or malfeasance, government surveillance, or other security threats. On-line services provided by Senator to the investors may also be susceptible to compromise. Breach of Senator's information systems may cause information relating to the transactions of the Funds and personally identifiable information of the investors to be lost or improperly accessed, used or disclosed.

The service providers of Senator and the Funds are subject to the same electronic information security threats as Senator. If a service provider fails to adopt or adhere to adequate data security policies, or in the event of a breach of its networks, information relating to the transactions of the Funds and personally identifiable information of the investors may be lost or improperly accessed, used or disclosed.

The loss or improper access, use or disclosure of Senator's or the Funds' proprietary information may cause Senator or the Funds to suffer, among other things, financial loss, the disruption of its business, liability to third parties, regulatory intervention or reputational damage. Any of the foregoing events could have a material adverse effect on the Funds and the investors' investments therein.

Possible Economic Downturns. The value of the Funds' investments may fluctuate in accordance with changes in the financial condition of the issuers of the portfolio securities, the value of debt and equity securities in general and other factors that affect the markets in which the Funds invest. Economic slowdowns or downturns could lead to financial losses in the Funds' portfolio securities and net assets of the Funds. In addition, many of the Funds' portfolio securities may be similarly subject to the same economic conditions, which could adversely impact the Funds' returns.

The risks inherent in the investments made by the Funds include those associated with investments in debt and equity securities, including the risk that the financial condition of issuers may become

impaired or that the general condition of the debt and equity markets may deteriorate (either of which may cause a decrease in the value of the portfolio securities and thus in the value of the assets of the Funds). Debt and equity securities are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence and perceptions of their issuers change. These investor perceptions are based on various and unpredictable factors, including expectations regarding government, economic, monetary and fiscal policies, inflation and interest rates, economic expansion or contraction, and global or regional political, economic or banking crises. Decreases in the market value of the investments made by the Funds will adversely affect the returns of the Funds.

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

Brexit. The United Kingdom has notified the European Council of its intention to withdraw from the European Union. The ongoing withdrawal process could cause an extended period of uncertainty and market volatility, not just in the United Kingdom but throughout the European Union, the European Economic Area and globally. It is not possible to ascertain the precise impact these events may have on the Funds or Senator from an economic, financial or regulatory perspective but any such impact could have material consequences for any of them.

MiFID II. The package of European Union market infrastructure reforms known as "MiFID II", in effect from January 3, 2018, is expected to have a significant impact on the European capital markets.

MiFID II increases regulation of trading platforms and firms providing investment services in the European Union. Among its many market infrastructure reforms, MiFID II has brought in: (i) significant changes to pre- and post-trade transparency obligations applicable to financial instruments admitted to trading on EU trading venues (including a new transparency regime for non-equity financial instruments); (ii) an obligation to execute transactions in shares and derivatives on an EU regulated trading venue; and (iii) a new focus on regulation of algorithmic and high frequency trading. These reforms may lead to a reduction in liquidity in certain financial instruments, as some of the sources of liquidity exit European markets, and may result in significant increases in transaction costs.

Other regulatory changes, such as an increase in the scope of commodities and commodity derivatives regulation, including position limits and position management powers could similarly lead to liquidity reduction and/or an increase in costs and spreads in the European commodities markets.

Although the full impact of these reforms is difficult to assess at present, it is possible that the resulting changes in the available trading liquidity options and increases in transactional costs may have an adverse effect on the ability of Senator to execute the investment program.

Governmental Interventions. Extreme volatility and illiquidity in markets has in the past led to, and may in the future lead to, extensive governmental interventions in equity, credit and currency markets. Generally, such interventions are intended to reduce volatility and precipitous drops in value. In certain cases, governments have intervened on an “emergency” basis, suddenly and substantially eliminating market participants’ ability to continue to implement certain strategies or manage the risk of their outstanding positions. In addition, these interventions have typically been unclear in scope and application, resulting in uncertainty. It is impossible to predict when these restrictions will be imposed, what the interim or permanent restrictions will be and/or the effect of such restrictions on the Funds’ strategies.

Legal and Regulatory Environment for Private Investment Funds and their Managers. The legal, tax and regulatory environment worldwide for private investment funds (such as the Funds) and their managers is evolving, and changes in the regulation of private investment funds, their managers, and their trading and investing activities may have a material adverse effect on the ability of the Funds to pursue its investment program and the value of investments held by the Funds. There has been an increase in scrutiny of the alternative investment industry by governmental agencies and self-regulatory organizations. New laws and regulations or actions taken by regulators that restrict the ability of the Funds to pursue its investment program or employ brokers and other counterparties could have a material adverse effect on the Funds and the investors’ investments therein. In addition, Senator may, in its sole discretion, cause the Funds to be subject to certain laws and regulations if it believes that an investment or business activity is in the Funds’ interest, even if such laws and regulations may have a detrimental effect on one or more investors. Such administrative burdens may divert Senator’s time, attention and resources from portfolio management activities to responding to inquiries, examinations and enforcement actions (or threats thereof). Regulatory inquiries often are confidential in nature, may involve a review of an individual’s or a firm’s activities or may involve studies of the industry or industry practices, as well as the practices of a particular institution.

Systemic Risk. Systemic risk is the risk of broad financial system stress or collapse triggered by the default of one or more financial institutions, which results in a series of defaults by other interdependent financial institutions. Financial intermediaries, such as clearing houses, banks, securities firms and exchanges with which the Funds interact are all subject to systemic risk. A systemic failure could have material adverse consequences on the Funds and on the markets for the securities in which the Funds seeks to invest.

Business, Terrorism and Catastrophe Risks. The operations of the Funds and Senator, the exchanges, brokers, dealers and counterparties with which the Funds and Senator do business, and the markets in which the Funds and Senator do business could be severely disrupted in the event of a major terrorist attack or the outbreak, continuation or expansion of war or other hostilities.

Competition. There is currently, and will likely be, competition for investment opportunities by investment vehicles and others with investment objectives and strategies identical or similar to the Funds’ investment objective and strategies. Increasing competition may limit the Funds’ ability to

take advantage of trading opportunities in rapidly changing markets or ability to access investment opportunities believed to be profitable. Certain of the Funds' competitors may have longer track records, greater financial and other resources and may have better access to suitable investment opportunities. There can be no assurance that the Funds will be able to locate and complete suitable investments that satisfy the Funds' objectives or that leverage will be available with acceptable counterparties on acceptable terms. Whether or not suitable investment opportunities are available to the Funds, the Funds will bear management, performance and other fees and expenses further described in each Funds' offering documents.

Diversification; Concentration of Investment. The general partners and/or Senator has broad discretion over the Funds' investment programs and may choose to invest a substantial portion of the Funds' assets in a limited number of issuers, countries, sectors or instruments. In general, the capital of the Funds will be invested in a manner that will enhance diversification opportunities among distressed debt, value equities and event equities. There can be no assurance that reasonable diversification will be achieved. The Funds may hold a few relatively large investments in relation to its capital. Furthermore, adverse movements in a particular economy, sector or instrument type in which the Funds is concentrated could negatively affect performance to a considerably greater extent than if the Funds' investments were not so concentrated. In addition, concentration of the Funds' investments could also result in less correlation between the Funds' performance and the performance of the markets on which securities held by the Funds are traded. Consequently, a loss in any single such investment could result in a proportionately higher reduction in the Funds' capital than if such capital had been spread among a wider number of investments. An investment in the Funds does not constitute a diversified investment program.

Portfolio Liquidity. Senator generally intends to make investments in liquid securities. However, the Funds may invest a portion of their assets in securities for which there is no public market and for which valuations may be difficult. In addition, because some of the Funds' investments may be held for a substantial period of time, the Funds face the risks of changes in long-term interest rates and adverse changes in the relevant markets. These investments may be more difficult to dispose of and, even if the investments of the Funds are successful, they may not produce a realized return to the investors for a period of several years.

In particular, as part of the Funds' investment strategies, the Funds may invest in companies with small or mid-size market capitalizations, and/or in investments in illiquid and other long term securities such as private placement securities, restricted securities (including by reason of the Funds being deemed to be an affiliate of the issuer of such securities) or securities with limited, if any, trading volume. Generally, the Funds will be able to sell such securities without restriction to other large institutional investors but may be restrained in its ability to sell them to other investors. Such securities do, however, carry the risk that a buyer may not be found for such securities. Furthermore, the Funds' investments may be subject to certain transfer restrictions that may also contribute to illiquidity. Additionally, if restricted securities are sold to the public, the Funds may be deemed to be an underwriter or possibly a controlling person with respect thereto for the purposes of the Securities Act or other countries' securities laws and may be subject to liability as such under the Securities Act or other countries' laws. For the foregoing reasons, no assurance can be given that, if any of the Funds is determined to dispose of a particular investment, it could dispose of such investment at the previously prevailing market price.

In addition, the lack of an established, liquid secondary market for certain of the Funds' investments may have an adverse effect on the market value of the Funds' investments and on the ability to dispose of them. Furthermore, it may also not always be possible for the Funds to execute a buy or sell order at the desired price or to liquidate an open position, either due to market conditions on exchanges or due to the operation of daily price fluctuation limits or "circuit breakers", which limit, during a single trading day, the ability to execute trades at prices beyond the daily limit. In particular, derivative instruments, especially when traded in large amounts, may not be liquid in all circumstances, so that in volatile markets the Funds may not be able to close out a position without incurring a loss. In addition, daily limits on price fluctuations and speculative positions limits on exchanges on which the Funds may conduct its transactions in certain derivative instruments may prevent prompt liquidation of positions, potentially subjecting the Funds to greater losses.

Risk Arbitrage Transactions. The Funds may purchase securities at prices slightly below the anticipated value of the cash, securities or other consideration to be paid or exchanged for such securities, in a proposed merger, exchange offer, tender offer, spin-off or other similar transaction. Such purchase price may be substantially in excess of the market price of the securities prior to the announcement of the merger, exchange offer, tender offer, spin-off or other similar transaction. If the proposed merger, exchange offer, tender offer, spin-off or other similar transaction later appears likely not to be consummated, is in fact not consummated or is delayed, the market price of the securities purchased by the Funds may decline sharply and result in losses to the Funds. In certain transactions, the Funds may not be "hedged" against market fluctuations. This can result in losses, even if the proposed transaction is consummated. In addition, a security to be issued in a merger or exchange offer may be sold short by the Funds in the expectation that the short position will be covered by delivery of such security when issued. If the merger or exchange offer is not consummated, the Funds may be forced to cover its short position at a higher price than its short sale price, resulting in a loss.

The Funds may also purchase securities above the offer price for a security which is the subject of a takeover bid if Senator determines that the offer price is likely to be increased, either by the original bidder or by another party. However, if ultimately no transaction is consummated, it is likely that a substantial loss will result.

The Funds may sell the securities of a target company short if Senator determines that it is probable that the proposed transaction will not be consummated. If the transaction (or another transaction, such as a "defensive" merger or a "friendly" tender offer) is consummated and the price of the target company's securities increases, the Funds may be forced to cover its short position at a higher price than the short sale price, resulting in a loss.

The consummation of mergers, exchange offers, tender offers, spin-offs and other similar transactions can be prevented or delayed by a variety of factors. An exchange offer or a tender offer by one company for the securities of another may be opposed by the management or shareholders of the target company on the grounds that the consideration offered is inadequate or for other reasons, and this opposition may result in regulatory action and/or litigation which delays or prevents consummation of the transaction. Even if the transaction has been agreed upon by the management of the companies involved, its consummation may be prevented by the intervention of a government regulatory agency, litigation brought by a shareholder or, in the case of a merger, the failure to receive the necessary shareholder approvals, market conditions resulting in material

changes in securities prices, and other circumstances, including, but not limited to, the failure to meet certain conditions customarily specified in acquisition agreements. Even if the defensive activities of a target company or the actions of regulatory authorities fail to defeat a transaction, they may result in significant delays, during which time the Funds' capital will be committed to the transaction and interest charges on any funds borrowed to finance the Funds' activities in connection with the transaction may be incurred.

Offerors in tender or exchange offers customarily reserve the right to cancel such offers for many reasons, including an insufficient response from shareholders of the target company.

An exchange offer or a tender offer will often be made for less than all of the outstanding securities of an issuer, with the provision that, if a greater number is tendered, securities will be accepted on a *pro rata* basis. Thus, after the completion of a tender offer, and at a time when the market price of the securities has declined below the Funds' cost, the Funds may have returned to it, and be forced to sell at a loss, a portion of the securities it tendered.

Financial and Market Risks of Bankrupt or Special Situation Companies. The Funds will invest in securities of issuers in weak financial condition, experiencing poor operating results, having substantial financial needs or negative net worth, facing special competitive or product obsolescence problems, or that are involved in bankruptcy or reorganization proceedings. Investments of this type involve substantial financial business risks that can result in substantial or total losses. Among the problems involved in investments in troubled issuers is the fact that it frequently may be difficult to obtain information regarding conditions of such issuers. The market prices of such securities are also subject to abrupt and erratic market movements and above average price volatility, and the spread between the bid and asked prices of such securities may be greater than normally expected. It may take a number of years for the market price of such securities to reflect their intrinsic value. It is anticipated that some of the portfolio securities of the Funds may not be widely traded, and that the Funds' position in such securities may be substantial in relation to the market for the securities.

These types of securities require active monitoring and may, at times, require participation in bankruptcy or reorganization proceedings by Senator on behalf of the Funds. To the extent that Senator becomes involved in such proceedings, the Funds may have a more active participation in the affairs of the issuer than that assumed generally by an investor. The Funds, however, do not generally make investments in portfolio companies for the purposes of exercising day-to-day management control of any issuer's affairs.

The Funds may also make certain speculative purchases of securities. Such purchases may include securities which Senator believes to be undervalued, or where a significant position in the securities of the particular company has been taken by one or more other persons or where other companies in the same or related industry have been the subject of acquisition attempts. If the Funds purchase securities in anticipation of an acquisition attempt or reorganization, and an acquisition attempt or reorganization does not in fact occur, the Funds may sell the securities at a material loss. Further, when securities are purchased in anticipation of an acquisition attempt or reorganization, a substantial period of time may elapse between the Funds' purchase of the securities and the acquisition attempt or reorganization. During this period, a portion of the Funds' assets would be

committed to the securities purchased, and the Funds may finance such purchases with borrowed funds on which it will have to pay interest.

In liquidations and other forms of corporate reorganizations, there is a risk that the reorganization will be unsuccessful, will be delayed or will result in a distribution of cash or a new security with a value less than the Funds' purchase price of the underlying security.

Senator attempts to assess all of the foregoing risk factors, and others, in determining the nature and extent of the investment the Funds will make in specific securities. However, many risks, such as the outcome of governmental approvals or the outcome of pending or threatened litigation, cannot be quantified.

Distressed Securities. The Funds may invest in securities of issuers in weak financial condition, including issuers in bankruptcy or reorganization. It may be difficult to obtain information as to the true condition of such issuers. Such investments may be adversely affected by laws relating to, among other things, fraudulent transfers and other voidable transfers or payments, lender liability, and a bankruptcy court's power to disallow, reduce, subordinate, or disenfranchise particular claims. It may take a number of years for the market price of such securities to reflect their intrinsic value. In liquidation and other forms of corporate reorganization, there is the risk that the reorganization will be unsuccessful, delayed, or result in a distribution of less value than the original purchase price of the security in respect to which such distribution was made.

Investments in Loans. The Funds may invest in financings with borrowers that may have difficulty obtaining financing from other sources. While Senator believes that this may provide an attractive opportunity for the Funds to generate profits, these borrowers may have difficulty repaying their loans to the Funds upon maturity. A borrower's ability to repay its loan may be adversely affected by numerous factors, including, without limitation, the failure to meet its business plan, a downturn in its industry or negative economic conditions. A deterioration in a borrower's financial condition and prospects may be accompanied by a deterioration in the value of any collateral and a reduction in the likelihood of the Funds capitalizing on any guarantees they may have obtained from the borrower's management or other parties.

Below Investment Grade Securities. The Funds may invest in fixed-income instruments which are or are deemed to be the equivalent in terms of quality to securities rated below investment grade by Moody's Investors Service, Inc. and Standard & Poor's Corporation and accordingly involve great risk. Such securities 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 to adverse conditions. These securities offer higher returns than bonds with higher ratings as compensation for holding an obligation of an issuer perceived to be less creditworthy. While all security investments have some degree of risk, these types of securities may be subject to greater market fluctuations and risk of loss of income and principal than are investments in lower yielding fixed-income securities with higher ratings.

Investments in Debt Obligations Are Subject to Credit and Interest Rate Risks. Debt instruments are subject to credit and interest rate risks. "Credit risk" refers to the likelihood that an issuer will default in the payment of principal and/or interest on an instrument. Financial strength and solvency of an issuer are the primary factors influencing credit risk. In addition, lack or

inadequacy of collateral or credit enhancement for a debt instrument may affect its credit risk. Credit risk may change over the life of an instrument, and debt obligations, which are rated by rating agencies, are often reviewed and may be subject to downgrade. “Interest rate risk” refers to the risks associated with market changes in interest rates. Interest rate changes may affect the value of a debt instrument indirectly (especially in the case of fixed rate debt securities) and directly (especially in the case of debt instruments whose rates are adjustable). In general, rising interest rates will negatively impact the price of a fixed rate debt instrument and falling interest rates will have a positive effect on price. Adjustable rate instruments also react to interest rate changes in a similar manner although generally to a lesser degree (depending, however, on the characteristics of the reset terms, including the index chosen, frequency of reset and reset caps or floors, among other factors). Interest rate sensitivity is generally more pronounced and less predictable in instruments with uncertain payment or prepayment schedules. In addition, interest rate increases generally will increase the interest carrying costs to the Funds of borrowed securities and leveraged investments.

Dealer Market Making. The value of the Funds fixed-income investments will be affected by general fixed income market conditions, such as the volatility and liquidity of the fixed income market, which are affected by the ability of dealers to “make a market” in fixed-income investments. In recent years, the market for bonds has significantly increased while dealer inventories have significantly decreased, relative to market size. This reduction in dealer inventories may be attributable to regulatory changes, such as capital requirements, and is expected to continue. As dealers’ inventories decrease, so does their ability to make a market (and, therefore, create liquidity) in the fixed income market. Especially during periods of rising interest rates, this could result in greater volatility and illiquidity in the fixed income market, which could impair the Funds profitability or result in losses.

Interest Rate Fluctuations; Leverage. The prices of portfolio investments made by the Funds likely will tend to be sensitive to interest rate fluctuations. Unexpected fluctuations in interest rates could cause the corresponding prices of the long and short portions of a position to move in directions which were not initially anticipated. To the extent that interest rate assumptions underlie the hedge ratios implemented by the Funds in hedging a particular position, fluctuations in interest rates could invalidate those underlying assumptions and expose the Funds to losses.

In general, Senator seeks to achieve its investment objective by investing in opportunities that offer attractive returns on an un-levered basis. However, the Funds may leverage its capital when Senator believes that the use of leverage may enable the Funds to capitalize on opportunities to achieve a higher rate of return, as well as to meet redemptions which would otherwise result in the premature liquidation of investments. While such borrowing will increase the investment opportunities available to the Funds, it will also increase the risk of loss on such investments. The amount of borrowings which the Funds may have outstanding at any time may be large in relation to its capital, but the Funds’ aggregate leverage, expressed as (gross long investments + gross short investments)/equity, will generally not at any time exceed 250% of the Funds’ aggregate net assets. The Funds, however, may invest in securities of or make loans to entities which are themselves highly leveraged, thus increasing the Funds’ exposure to leverage related risk. In addition, the level of interest rates generally, and the rates at which the Funds can borrow in particular, is an expense of the Funds, and therefore affects the operating results of the Funds.

The banks and brokers that provide financing to the Funds may apply a variety of margin, financing and collateral valuation policies. Changes in these terms at any time may result in a loss of financing, margin calls and forced liquidations of positions or assets at less than advantageous prices.

Fluctuations in the market value of the Funds' portfolio will have a significant effect in relation to the Funds' capital. The risk of loss and the possibility of gains are therefore increased. The amount of borrowings which the Funds may have outstanding at any time may be large in relation to its capital. In addition, interest rate increases generally will increase the interest carrying costs to the Funds of borrowed securities and leveraged investments, and therefore will affect the operating results of the Funds.

Non-U.S. Exchanges, Markets and Currencies. Senator may engage in trading on non-U.S. exchanges and markets. Trading on such exchanges and markets involves certain risks not applicable to trading on U.S. exchanges and is frequently less regulated. For example, certain of such exchanges may not provide the same assurances of the integrity (financial and otherwise) of the marketplace and its participants as do U.S. exchanges. There also may be less regulatory oversight and supervision by the exchanges themselves over transactions and participants in such transactions on such exchanges. Some non-U.S. exchanges, in contrast to U.S. exchanges in general, are "principals' markets" in which performance is the responsibility only of the individual member with whom the trader has dealt and is not the responsibility of an exchange or clearing association. Furthermore, trading on certain non-U.S. exchanges may be conducted in such a manner that all participants are not afforded an equal opportunity to execute certain trades and may also be subject to a variety of political influences and the possibility of direct government intervention. Certain markets and exchanges in non-U.S. countries have different clearance and settlement procedures than U.S. markets for trades and transactions and in certain markets, there have been times when settlement procedures have been unable to keep pace with the volume of transactions, thereby making it difficult to conduct such transactions. Any difficulty with clearance or settlement procedures may expose the Funds to losses. Trading on non-U.S. markets is also subject to the risk of fluctuations in the exchange rate between the local currency and the U.S. dollar and to the possibility of exchange controls. Trading on non-U.S. securities markets or exchanges may also result in the Funds incurring taxes in the local jurisdictions.

Trading in Securities of Non-U.S. Issuers. The Funds may trade in securities of non-U.S. issuers traded outside of the United States. In addition to currency exchange risks, such trading requires consideration of certain other risks not typically associated with investing in U.S. securities. There may be less publicly available information regarding issuers located in certain countries. In addition, certain countries may have no laws or regulations prohibiting insider trading. Furthermore, if the accounting standards in a non-U.S. country do not require as much detail as U.S. standards, it may be harder for Senator to analyze the financial condition of an issuer located in such country. The economies of certain countries often do not compare favorably with the economy of the United States with respect to such issues as growth of gross national product, reinvestment of capital, resources and balance of payments position. Certain of such economies may rely heavily on particular industries or foreign capital and are more vulnerable to diplomatic developments, the imposition of economic sanctions against a particular country or countries, changes in international trading patterns, trade barriers and other protectionist or retaliatory measures. Investments in non-U.S. markets also may be adversely affected by governmental actions such as the imposition of

capital controls, nationalization of companies or industries, expropriation of assets, the imposition of punitive taxes or the imposition of withholding or other taxes on dividends, interest, capital gains, other income or gross sale or disposition proceeds of the Funds. In addition, the governments of certain countries may prohibit or impose substantial restrictions on foreign investing in their capital markets or in certain industries. Any such action could severely affect security prices, impair Senator's abilities to purchase or sell non-U.S. securities or otherwise adversely affect the Funds. Other non-U.S. market risks include difficulties in pricing securities, difficulties in enforcing favorable legal judgments in non-U.S. courts, and political and social instability. Legal remedies available to investors in certain countries may be less extensive than those available to investors in the United States or other countries. With respect to certain countries, there is a possibility of expropriation, confiscatory taxation, imposition of withholding or other taxes on dividends, interest, capital gains, other income or gross sale or disposition proceeds. In addition, an issuer of securities may be domiciled in a country other than the country in whose currency the instrument is denominated. The values and relative yields of investments in the securities markets of different countries, and their associated risks, are expected to change independently of each other.

Non-U.S. Currencies. Although most of the Funds' investments will be U.S. dollar denominated, Funds' investments that are denominated in a non-U.S. currency are subject to the risk that the value of a particular currency will change in relation to one or more other currencies. Among the factors that may affect currency values are trade balances, the level of short-term interest rates, differences in relative values of similar assets in different currencies, long-term opportunities for investment and capital appreciation, and political developments. Senator intends, but is under no obligation, to employ hedging techniques to minimize these risks, but there can be no assurance that such strategies will be effective.

Derivative Instruments. Certain swaps, options and other derivative instruments may be subject to various types of risks, including market risk, liquidity risk, credit risk, legal risk and operations risk. The regulatory and tax environment for derivative instruments in which the Funds may participate is evolving, and changes in the regulation or taxation of such instruments may have a material adverse effect on the Fund.

Regulation in the Derivatives Industry

There are many rules related to derivatives that may negatively impact the Funds, such as requirements related to recordkeeping, reporting, portfolio reconciliation, central clearing, minimum margin for uncleared over-the-counter ("OTC") instruments and mandatory trading on electronic facilities, and other transaction-level obligations. Parties that act as dealers in swaps, are also subject to extensive business conduct standards, additional "know your counterparty" obligations, documentation standards and capital requirements. All of these requirements add costs to the legal, operational and compliance obligations of Senator and the Funds, and increase the amount of time that Senator spends on non-investment-related activities. Requirements such as these also raise the costs of entering into derivative transactions, and these increased costs will likely be passed on to the Fund.

These rules are operationally and technologically burdensome for Senator and the Fund. These compliance obligations require employee training and use of technology, and there are operational risks borne by the Funds in implementing procedures to comply with many of these additional obligations.

These regulations may also result in the Funds forgoing the use of certain trading counterparties (such as broker-dealers and futures commission merchants (“**FCMs**”)), as the use of other parties may be more efficient for the Funds from a regulatory perspective. However, this could limit the Funds trading activities, create losses, preclude the Funds from engaging in certain transactions or prevent the Funds from trading at optimal rates and terms.

Many of these requirements were implemented pursuant to the U.S. Dodd-Frank Wall Street Reform and Consumer Protection Act (the “**Dodd-Frank Act**”), the EU Regulation on OTC Derivatives, Central Counterparties and Trade Repositories (known as the European Market Infrastructure Regulation, or “**EMIR**”) and similar regulations globally. In the United States, the Dodd-Frank Act divides the regulatory responsibility for derivatives between the SEC and the CFTC, a distinction that does not exist in any other jurisdiction. The SEC has regulatory authority over “security-based swaps” and the CFTC has regulatory authority over “swaps”. EMIR is being implemented in phases through the adoption of delegated acts by the European Commission. As a result of the SEC and CFTC bifurcation and the different pace at which the SEC, the CFTC, the European Commission and other international regulators have promulgated necessary regulations, different transactions are subject to different levels of regulation. Though many rules and regulations have been finalized, there are others, particularly SEC regulations with respect to security-based swaps and EMIR regulations, that are still in the proposal stage or are expected to be introduced in the future.

The following describes derivatives regulations that may have the most significant impact on the Fund:

Reporting

Most swap transactions have become subject to anonymous “real time reporting” requirements, meaning that information relating to transactions entered into by the Funds will become visible to the market in ways that may impair the Funds’ ability to enter into additional transactions at comparable prices or could enable competitors to “front run” or replicate the Funds’ strategies.

Central Clearing

In order to mitigate counterparty risk and systemic risk in general, various U.S. and international regulatory initiatives are underway to require certain derivatives to be cleared through central clearinghouses. In the United States, clearing requirements have been implemented as part of the Dodd-Frank Act. The CFTC imposed its first clearing mandate on December 13, 2012 affecting certain interest rate and credit default swaps. The CFTC and the SEC may introduce clearing requirements for additional classes of derivatives in the future. EMIR also requires OTC derivatives contracts meeting specific criteria to be cleared through central counterparties.

While such clearing requirements may be beneficial for the Funds in many respects (for instance, they may reduce the counterparty risk to the dealers to which the Funds would be exposed under non-cleared derivatives), the Funds could be exposed to new risks, such as the risk that an increasing percentage of derivatives will be required to be standardized and/or cleared through central clearinghouses, and, as a result, the Funds may not be able

to hedge its risks or express an investment view as well as it would have been able to had it used customizable derivatives available in the over-the-counter markets. The Funds may have to split its derivatives portfolio between centrally cleared and over-the-counter derivatives, which may result in operational inefficiencies and an inability to offset risk between centrally cleared and over-the-counter positions, and which could lead to increased costs.

Another risk is that the Funds may be subject to more onerous and more frequent (daily or even intraday) margin calls from both the Funds' FCM and the clearinghouse. Virtually all margin models utilized by the clearinghouses are dynamic, meaning that unlike traditional bilateral swap contracts where the amount of initial margin posted on the contract is typically static throughout of the life of the contract, the amount of the initial margin that is required to be posted in respect of a cleared contract will fluctuate, sometimes significantly, throughout the life of the contract. The dynamic nature of the margin models utilized by the clearinghouses and the fact that the margin models might be changed at any time may subject the Funds to an unexpected increase in collateral obligations by clearinghouses during a volatile market environment, which could have a detrimental effect on the Fund. Clearinghouses also limit collateral that they will accept to cash, U.S. treasuries and, in some cases, other highly rated sovereign and private debt instruments, which may require the Funds to borrow eligible securities from a dealer to meet margin calls and raise the costs of cleared trades to the Fund. In addition, clearinghouses may not allow the Funds to portfolio-margin its positions, which may increase the Funds' costs.

Although standardized clearing for derivatives is intended to reduce counterparty risk (for instance, it may reduce the counterparty risk to the dealers to which the Funds would have been exposed under OTC derivatives), it does not eliminate risk. Derivatives clearing may also lead to concentration of counterparty risk, namely in the clearinghouse and the Funds' FCM, subjecting the Funds to the risk that the assets of the FCM are insufficient to satisfy all of the FCM's payment obligations, leading to a payment default. The failure of a clearinghouse or FCM could have a significant impact on the financial system. Even if a clearinghouse does not fail, large losses could force significant capital calls on FCMs during a financial crisis, which could lead FCMs to default and thus worsen the crisis.

Swap Execution Facilities

In addition to the central clearing requirement, certain swap transactions are required to trade on regulated electronic platforms such as swap execution facilities ("**SEFs**", which require the Funds to subject itself to regulation by these venues and subject the Funds to the jurisdiction of the CFTC).

The EU regulatory framework governing derivatives is set not only by EMIR but also by MiFID II. Among other things, MiFID II will require transactions in derivatives to be executed on regulated trading venues. MiFID II has not yet been implemented into the local law of EU member states and as such it is currently difficult to assess a full impact of such regulatory reforms on the Funds. Similarly, the SEC has yet to finalize rules related to security-based swap execution facilities.

It is not clear whether these trading venues will benefit or impede liquidity, or how they will fare in times of market stress. Trading on these trading venues may increase the

pricing discrepancy between assets and their hedges as products may not be able to be executed simultaneously, therefore increasing basis risk. It may also become relatively expensive for the Funds to obtain tailored swap products to hedge particular risks in its portfolio due to higher collateral requirements on bilateral transactions as a result of these regulations.

Margin Requirements for Non-Cleared Swaps

Rules issued by U.S., EU and other regulators globally (the “**Margin Rules**”) impose various margin requirements on all swaps that are not centrally cleared, including the establishment of minimum amounts of initial margin that must be posted, and, in some cases, the mandatory segregation of initial margin with a third-party custodian. Although the Margin Rules are intended to increase the stability of the derivatives market, the overall amount of margin that the Funds will be required to post to swap counterparties may increase by a material amount, and as a result the Funds may not be able to deploy capital as effectively. Additionally, to the extent the Funds is required to segregate initial margin with a third party custodian, additional costs will be incurred by the Funds.

Swap Transactions. The Funds may engage in credit default swaps, total return swaps on individual securities and indices and other swap transactions. Swap contracts are not traded on exchanges and are not subject to the same type of government regulation as exchange markets. As a result, many of the protections afforded to participants on organized exchanges and in a regulated environment are not available in connection with these transactions. The swap markets are “principals’ markets”, in which performance with respect to a swap contract is the responsibility only of the counterparty to the contract, and not of any exchange or clearinghouse. As a result, the Funds is subject to the risk of the inability or refusal to perform with respect to swap contracts on the part of the counterparties with which Senator trades. There are no limitations on daily price movements in swap transactions. Speculative position limits are not applicable to swap transactions, although the Funds’ swap counterparties may limit the size or duration of positions available to the Funds as a consequence of credit considerations. Participants in the swap markets are not required to make continuous markets in the swap contracts they trade. Participants could refuse to quote prices for swap contracts or quote prices with an unusually wide spread between the price at which they are prepared to buy and the price at which they are prepared to sell. If an event of default or an additional termination event were to occur with respect to the Funds under an ISDA master agreement governing the Funds’ swap transactions, the relevant swap counterparty and other swap counterparties may terminate all transactions with the Funds at significant losses to the Funds.

Trading in swaps and other derivative instruments can permit a high degree of synthetic leverage. Accordingly, the leverage offered by trading in derivative instruments may magnify the gains and losses experienced by the Funds and could cause the Funds’ net asset value to be subject to wider fluctuations than would be the case if Senator did not use derivative instruments which provide leverage. Thus, like other leveraged investments, a derivatives trade may result in losses in excess of the amount invested. Any increase in the amount of leverage applied in trading will increase the risk of loss by the amount of additional leverage applied.

Over-the-Counter Trading. Derivative instruments that may be purchased or sold by the Funds may include instruments not traded on an exchange. Over-the-counter options, unlike exchange-traded options, are two-party contracts with price and other terms negotiated by the buyer and seller.

The risk of nonperformance by the obligor on such an instrument may be greater and the ease with which the Funds can dispose of or enter into closing transactions with respect to such an instrument may be less than in the case of an exchange-traded instrument. In addition, significant disparities may exist between the bid and asked prices for derivative instruments that are not traded on an exchange. Derivative instruments not traded on exchanges are also not subject to the same type of government regulation and supervision as exchange-traded instruments, and many of the protections afforded to participants in a regulated environment may not be available in connection with such transactions. For example, the performance guarantee of an exchange clearinghouse may not be available in connection with over-the-counter transactions. The Funds may therefore be exposed to greater risk of loss through default than if Senator confined its trading to regulated exchanges.

Options. The successful use of options depends on the ability of Senator to forecast interest rate and market movements correctly. In addition, when it purchases an option, the Funds runs the risk that it will lose its entire investment in the option in a relatively short period of time, unless the Funds exercises the option or enters into a closing transaction with respect to the option during the life of the option. If the price of the underlying security does not rise (in the case of a call) or fall (in the case of a put) to an extent sufficient to cover the option premium and transaction costs, the Funds will lose part or all of its investment in the option. There is no assurance that the Funds will be able to avoid losses by effecting closing transactions at any particular time or at any acceptable price. In the event of the bankruptcy of a broker through which the Funds engages in transactions in options, the Funds could experience delays and/or losses in liquidating open positions purchased or sold through the broker.

Equity Securities Generally. Senator may invest in common and preferred stock and other equity securities, including both public and private equity securities. Equity securities involve a high degree of risk and will be subordinate to the debt securities and other indebtedness of the issuers of such equity securities. Market prices of equity securities generally are subject to greater volatility than prices of fixed-income securities. Such fluctuations are often based on factors unrelated to the value of the issuers of the securities, such as poor economic or market conditions. Market prices of equity securities as a group have dropped dramatically in a short period of time on several occasions in the past, and they may do so again in the future. In some cases, the issuers of such equity securities may be highly leveraged or subject to other risks such as limited product lines, markets or financial resources. In addition, some of these equity securities may be illiquid. Because of perceived or actual illiquidity or investor concerns regarding leveraged capitalization, these securities often trade at significant discounts to otherwise comparable investments or are not readily tradable. These securities generally do not produce current income for the Funds and may also be speculative. In addition, actual and perceived accounting irregularities may cause dramatic price declines in the equity securities of companies reporting such irregularities or which are the subject of rumors of accounting irregularities. The Funds may experience a substantial or complete loss on individual equity securities.

Equity Securities of Small and Mid-Cap Companies. Some of the issuers of equity securities in which the Funds may invest may be more vulnerable than larger companies to adverse business or market developments, may have limited markets or financial resources and may lack experienced management. In addition, many small and medium size companies are not well known to the investing public, do not have significant institutional ownership and are followed by relatively few

analysts, and thus there may tend to be less publicly available information concerning such companies compared to what is available for companies that have larger market capitalizations.

Real Estate-Related Securities. Securities issued by entities which invest in real estate, including “real estate investment trusts” (“REITs”), generally will be subject to the risks incident to the ownership and operation of commercial real estate and/or risks incident to the making of nonrecourse mortgage loans secured by real estate. Such risks include, without limitation, the risks associated with both the domestic and international general economic climates; local real estate conditions; risks due to dependence on cash flow; risks and operating problems arising out of the absence of certain construction materials; changes in supply of, or demand for, competing properties in an area (as a result, for instance, of over-building); the financial condition of tenants, buyers and sellers of properties; changes in availability of debt financing; energy and supply shortages; changes in the tax, real estate, environmental, and zoning laws and regulations; various uninsured or uninsurable risks; natural disasters; and the ability of the Funds or third-party borrowers to manage the real properties. In addition, the Funds may incur the burden of ownership of real property, which include the paying of expenses and taxes, maintaining such property and any improvements thereon, and ultimately disposing of such property.

Short Selling. Senator may engage in selling securities short. Short sales by the Funds that are not made “against the box” create opportunities to increase the Funds’ return but, at the same time, involve special risk considerations and may be considered a speculative technique. Since the Funds, in effect, profits from a decline in the price of the securities sold short without the need to invest the full purchase price of the securities on the date of the short sale, the value of the Funds will tend to increase more when the securities it has sold short decrease in value, and to decrease more when the securities it has sold short increase in value, than otherwise would be the case if it had not engaged in such short sales.

Short sales theoretically involve unlimited loss potential, as the market price of securities sold short may increase continuously, although the Funds may mitigate such losses by seeking to replace the securities sold short. Short positions are subject to buy-in at any time (for example, if the lending broker is required to return the borrowed securities to its customer and cannot locate replacement securities), without regard to the Funds’ intention to maintain the position. Under adverse market conditions, the Funds might have difficulty purchasing securities to meet its short sale delivery obligations, and might have to sell portfolio securities to raise the capital necessary to meet its short sale obligations at a time when fundamental investment considerations would not favor such sales. There can be no assurance that the securities necessary to cover a short position will be available for purchase at any particular time. In addition, short selling also involves the posting of collateral that should be returned to the Funds upon the satisfaction of the short sale. Amounts posted as collateral may be invested in cash or cash equivalents and may not generate the same rate of return as the Funds’ other investments. Short sales may also be used with the intent of hedging against the risk of declines in the market value of the Funds’ long portfolio, but there can be no assurance that such hedging operations will be successful.

Thus, selling securities short creates the risk of losing an amount greater than the initial investment in a relatively short period of time.

Futures Trading Is Speculative. Senator may engage in futures trading. A principal risk in trading futures is the traditional volatility and rapid fluctuation in the market prices. The profitability of such futures trading will depend primarily on the prediction of fluctuations in market prices. Price movements for futures are influenced by, among other things, government trade, fiscal, monetary and exchange control programs and policies; weather and climate conditions; changing supply and demand relationships; national and international political and economic events; changes in interest rates; and the psychological emotions of the market-place. 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 the financial instrument and currency markets, and such intervention (as well as other factors) may cause these markets to move rapidly.

Futures Trading Is Highly Leveraged. The low margin deposits normally required in futures trading permit an extremely high degree of leverage. Accordingly, a relatively small price movement in a futures contract may result in immediate and substantial loss or gain to the investors. For example, if at the time of purchase 10% of the price of a futures contract is deposited as margin, a 10% decrease in the price of the futures contract would, if the contract were then closed out, result in a total loss of the margin deposit before any deduction for brokerage commissions. Thus, like other leveraged investments, any futures trade may result in losses in excess of the amount invested. Any increase in the amount of leverage applied in trading will increase the risk of loss by the amount of additional leverage applied.

Tracking Risk. When used for hedging purposes, an imperfect or variable degree of correlation between price movements of a derivative instrument and the underlying investment sought to be hedged may prevent the Funds from achieving the intended hedging effect or expose the Funds to the risk of loss.

Discretion to Employ New Strategies and Techniques. Senator has considerable discretion in the types of securities which the Funds may trade and has the right to modify the trading strategies or techniques of the Funds without the consent of the investors. Any of these new trading strategies or 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 Funds. In addition, any new trading strategy or technique developed by the Funds may be more speculative than earlier techniques and may increase the risk of an investment in the Funds.

Significant Positions in Securities; Regulatory Requirements. In the event the Funds acquire a significant stake in certain issuers of securities and such stake exceeds certain percentage or value limits, the Funds may be subject to regulation and regulatory oversight that may impose notification and filing requirements or other administrative burdens on the Funds and Senator. Any such requirements may impose additional costs on the Funds and may delay the acquisition or disposition of the securities or the Funds ability to respond in a timely manner to changes in the markets with respect to such securities.

In addition, “position limits” may be imposed by various regulators that may limit the Funds ability to effect desired trades. Position limits are the maximum amounts of gross, net long or net short positions that any one person or entity may own or control in a particular issuer’s securities. All positions owned or controlled by the same person or entity, even if in different accounts, may be

aggregated for purposes of determining whether the applicable position limits have been exceeded. To the extent that the Funds position limits were aggregated with an affiliate's position limits, the effect on the Funds and resulting restriction on its investment activities may be significant. If at any time positions managed by Senator were to exceed applicable position limits, Senator would be required to liquidate positions, which might include positions of the Funds, to the extent necessary to come within those limits. Further, to avoid exceeding any position limits, the Funds might have to forego or modify certain of its contemplated trades.

In addition, if the Funds, acting alone or as part of a group, acquires beneficial ownership of more than 10% of a certain class of securities of a public company or places a director on the board of directors of such a company, under Section 16 of the U.S. Securities Exchange Act of 1934, as amended, the Funds may be subject to certain additional reporting requirements and may be required to disgorge certain short-swing profits arising from purchases and sales of such securities. Furthermore, in such circumstances the Funds will be prohibited from entering into a short position in such issuer's securities, and therefore limited in its ability to hedge such investments. Similar restrictions and requirements may apply in non-U.S. jurisdictions.

Exposure to Material Non-Public Information. From time to time, Senator may receive material non-public information with respect to an issuer of publicly traded securities. In such circumstances, the Funds may be prohibited, by law, policy or contract, for a period of time from (i) unwinding a position in such issuer, (ii) establishing an initial position or taking any greater position in such issuer, and (iii) pursuing other investment opportunities related to such issuer.

Board Participation. Senator anticipates that the Funds' investment program, or the investment program of other accounts managed by Senator, may from time to time enable the Funds or a Senator account to place its representatives on boards of certain companies in which the Funds has invested. While such representation may enable the Funds or the other account managed by Senator to enhance the sale value of its investments, it may also prevent the Funds or other Senator managed accounts from freely disposing of its investments and may subject the Funds to additional liability. The Funds will indemnify the general partner, Senator or any other person designated by the general partner or Senator for claims arising from such board representation. The Funds will attempt to balance the advantages and disadvantages of such representation when deciding whether and how to exercise its rights with respect to such companies, but the exercise of such rights could produce adverse consequences in particular situations.

Financial Fraud. Instances of fraud and other deceptive practices committed by senior management of certain companies in which the Funds invests may undermine Senator's due diligence efforts with respect to such companies, and if such fraud is discovered, negatively affect the valuation of the Funds' investments. In addition, when discovered, financial fraud may contribute to overall market volatility which can negatively impact the Funds' investment program.

Co-Investments with Third Parties. The Funds may co-invest with third parties through joint ventures or other entities. Such investments may involve risks not present in investments where a third party is not involved, including the possibility that a co-venturer or partner of the Funds may at any time have economic or business interests or goals which are inconsistent with those of the Funds, or may be in a position to take action contrary to the Funds' investment objective. In addition, the Funds may be liable for actions of its co-venturers or partners.

Co-Investments with Other Senator Managed Accounts. The Funds may co-invest with Senator managed accounts through joint ventures or other entities. Such situations may involve the possibility that another Senator managed account may at any time have economic or business interests or goals which are inconsistent with those of the Funds, or may be in a position to take action contrary to the Funds' investment objective. In addition, the Funds may be liable for action taken by another Senator managed account.

Investments by Senator Related Persons. The Code of Ethics of Senator places restrictions on personal trades by Senator's principals, employees and affiliates (each, a "Senator Related Person"), including that they disclose their personal securities holdings and transactions to Senator on a periodic basis, and requires that they pre-clear certain types of personal securities transactions. Subject to internal compliance policies and approval procedures, Senator Related Persons may hold or acquire positions in portfolio companies directly or indirectly (including, without limitation, through investments funds managed by unaffiliated investment managers) in which the Funds invest. Similarly, the Funds may acquire positions in which a Senator Related Person directly or indirectly hold investments. Such investments may be coincident or precede one another. Accordingly, there is a possibility that a Senator Related Person may benefit from market or investment activity by the Funds. Further, there may be instances where a Senator Related Person will have an incentive to take an action for the Funds that ultimately benefits the Senator Related Person's personal investment. In addition, Senator Related Persons may give advice or take action with respect to their own accounts that may differ from, conflict with or is adverse to advice given or action taken for the Funds. These activities may adversely affect the prices and availability of securities held by or potentially considered for purchase by the Funds. Notwithstanding the foregoing, Senator and the Senator team intend to manage any such situations, if any, in a manner consistent with their fiduciary responsibilities.

Absence of Regulatory Oversight. The Funds are not required to register as an investment company, and has not registered as such, under the Investment Company Act. Accordingly, the provisions of such laws and the regulations promulgated under the Investment Company Act and the laws and regulations, which are intended to provide various protections to investors, may not be applicable to an investment in the Funds.

Institutional Risks. Institutions, such as brokers and dealers, will generally have custody of the assets of the Funds. Often these assets are not registered in the name of the Funds. Bankruptcy, fraud or other financial difficulties at one of these institutions could impair the operating capabilities or the capital position of the Funds. Senator will attempt to limit its custodial arrangements to financial institutions and brokerage firms which it believes to be well-capitalized and established in an effort to mitigate such risks.

Counterparty Risk and Credit Risk. To the extent that the Funds enter into contracts for investment with a market counterparty as principal (and not as agent), the Funds will be subject to the risk of the inability of counterparties to perform with respect to such transactions, whether due to insolvency, bankruptcy or other causes, which could subject the Funds to substantial losses. In an effort to mitigate such risks, Senator will attempt to limit transactions to counterparties which it believes are established, well-capitalized and creditworthy.

If there is a default by a counterparty, the Funds under most normal circumstances will have contractual remedies pursuant to the agreements related to the transactions. However, exercising such contractual rights may involve delays or costs which could result in the net asset value of the Funds being less than if the Funds had not entered into the transactions. Furthermore, there is a risk that any of such counterparties could become insolvent and/or the subject of insolvency proceedings. In such case, the recovery of the Funds' securities from such counterparty or the payment of claims therefor may be significantly delayed and the Funds may recover substantially less than the full value of the securities entrusted to such counterparty. In addition, there are a number of proposed rules that, if they were to go into effect, may impact the laws that apply to insolvency proceeding and may impact whether the Funds may terminate their agreement with an insolvent counterparty.

Collateral that the Funds post to their counterparties that is not segregated with a third party custodian may not have the benefit of customer-protected "segregation" of such funds. In the event that a counterparty were to become insolvent, the Funds may become subject to the risk that it may not receive the return of its collateral or that the collateral may take some time to return.

In addition, the Funds may use counterparties located in jurisdictions outside the United States. Such local counterparties usually are subject to laws and regulations in non-U.S. jurisdictions that are designed to protect customers in the event of their insolvency. However, the practical effect of these laws and their application to the Funds' assets are subject to substantial limitations and uncertainties. Because of the range of possible factual scenarios involving the insolvency of a counterparty and the potentially large number of entities and jurisdictions that may be involved, it is impossible to generalize about the effect of such an insolvency on the Funds and their assets. Investors should assume that the insolvency of any such counterparty would result in significant delays in recovering the Funds' securities from or the payment of claims therefor by such counterparty and a loss to the Funds, which could be material.

Limited Management Rights. Subject to certain limited voting rights of the Funds' investors, as set forth in the Funds' constituent documents, and certain limitations imposed by law, general partner, the board of directors and/or Senator has full, exclusive and complete power and discretion, without the need for consent or approval of any investor, to make all decisions and do all things that it deems necessary or desirable on behalf of the Funds.

Illiquidity; Transfers and Redemptions; Mandatory Withdrawals. The shares and interests in the Funds are highly illiquid and are not transferable without consent. There will be no secondary market for the shares or interests, and consequently, investors may not be able to dispose of them. The right to withdraw from the Funds is limited by the applicable Funds' constitutional documents. Additionally, the right to withdraw share or interests may be suspended from time to time. In addition, the general partner and/or the board of directors reserve the right to compel the withdrawal of all or part of any shares or interests without prior notice.

Contingent Liabilities. Reserves for unknown or contingent liabilities may be established for the Funds. Any such reserves could require the withholding of a portion of the withdrawal proceeds payable in respect of an investor's withdrawal request.

Litigation. Litigation can and does occur in the ordinary course of the management of an investment portfolio. The Funds may be engaged in litigation both as a plaintiff and as a defendant. This risk is somewhat greater where the Funds exercises control or significant influence over a company's direction, including as a result of board participation. Such litigation can arise as a result of issuer defaults, issuer bankruptcies and/or other reasons. In certain cases, such issuers may bring claims and/or counterclaims against the Funds, Senator and/or their respective principals and affiliates alleging violations of securities laws and other typical issuer claims and counterclaims seeking significant damages. The expense of prosecuting claims and/or defending against claims made against the Funds by third parties and paying any amounts pursuant to settlements, awards or judgments would, to the extent that (i) the Funds has not been able to protect itself through indemnification or other rights against the portfolio companies or (ii) is not entitled to such protections or (iii) the portfolio company is not solvent, be borne by the Funds pursuant to indemnification obligations and reduce net assets. Senator, the general partner and others may be indemnified by the Funds in connection with such litigation, subject to certain conditions.

Allegations of Lender Liability and Equitable Subordination. In recent years, certain judicial decisions have upheld the right of borrowers to sue lending institutions on the basis of various evolving legal theories (collectively termed "lender liability"). Generally, lender liability is founded upon the premise that an institutional lender has violated a duty (whether implied or contractual) of good faith and fair dealing owed to the borrower or has assumed a degree of control over the borrower resulting in creation of a fiduciary duty owed to the borrower or its other creditors or shareholders. In addition, under common law principles that in some cases form the basis for lender liability claims, certain actions by creditors may result in the subordination of the claim of the offending lending institution to the claims of the disadvantaged creditor or creditors, a remedy called "equitable subordination". Because of the nature of certain of the investments in portfolio companies, the Funds could be subject to allegations of lender liability and/or be subject to claims from creditors of an obligor that investments issued by such obligor that are held by the Funds should be equitably subordinated. A significant number of investments in the portfolio companies will involve investments in which the Funds would not be the lead creditor. It is, accordingly, possible that lender liability or equitable subordination claims affecting the investments made by the Funds could arise without the direct involvement of the Funds.

Investments Could be Alleged to be Fraudulent Conveyances. Certain laws enacted for the protection of creditors may apply to the investments made by the Funds by virtue of the Funds' role as a creditor with respect to such investments made by the Funds. If a court in a lawsuit brought by an unpaid creditor or representative of creditors of a borrower were to find that the borrower did not receive fair consideration or reasonably equivalent value for incurring indebtedness evidenced by an investment made by the Funds and the grant of any security interest or other lien securing such investment made by the Funds, and, after giving effect to the incurring of 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, in whole or in part, such indebtedness and such security interest or other lien as fraudulent conveyances, subordinate such indebtedness to existing or future creditors of the borrower or recover amounts previously paid by the borrower (including to the Funds) in satisfaction of such indebtedness or proceeds of such security interest or other lien previously applied in satisfaction of such

indebtedness. In addition, in the event of the insolvency of an issuer, payments made on the investments in such issuer made by the Funds could be subject to avoidance as a “preference” if made within a certain period of time before insolvency. The measure of insolvency for purposes of the foregoing will vary depending on the law of the jurisdiction which is being applied. Generally, however, a borrower would be considered insolvent at a particular time if the sum of its debts was greater than all of its property at a fair valuation or if the present fair saleable value of its assets was then less than the amount that would be required to pay its probable liabilities on its existing debts as they became absolute and matured. In general, if payments on an investment made by the borrower are voidable, whether as fraudulent conveyances or preferences, such payments can be recaptured either from the initial recipient (such as the Funds) or from subsequent transferees of such payments.

Bankruptcy Rules. Most cash and securities maintained in Funds’ accounts at U.S. broker-dealers registered with the SEC and FINRA are protected to a limited degree by the U.S. Securities Investor Protection Corporation (the “SIPC”). In the event of the failure of a registered broker-dealer, if sufficient assets are not available in the broker-dealer’s customer accounts to satisfy claims, the reserve funds of the SIPC will be used to supplement the distribution, up to a ceiling of \$500,000 per customer, including a maximum of \$250,000 for cash claims. Therefore, the Funds could be at risk of loss for any amounts in excess of the SIPC limit. In addition, bankruptcy law applicable to all U.S. FCMs requires that, in the event of the bankruptcy of such an FCM, all property held by the FCM, including certain property specifically traceable to a customer, will be returned, transferred or distributed to the FCM’s customers only to the extent of each customer’s *pro rata* share of all property available for distribution to customers. If any FCM holding the Funds’ assets were to file for bankruptcy protection, it is possible that the Funds would be able to recover none or only a portion of its assets held by such FCM. Furthermore, in the event of an insolvency of an FCM or other counterparty which is not regulated by the CFTC or if such FCM fails to properly segregate customer funds, the CFTC’s segregation protections would not be available to the Funds. Other custodians and counterparties may have similar types of risks. Assets held outside the U.S. may be subject to different and/or diminished protection in the event of a counterparty failure located in such jurisdiction.

Failure of Custodians. Financial institutions such as FCMs and banks will have custody of the Funds’ assets, including the Funds’ margin deposits. Financial difficulty, fraud or misrepresentation at one of these institutions could impair the operational capabilities or capital positions of the Funds. The Funds will attempt to limit their custodians to well-capitalized and established institutions in an effort to mitigate such risks.

Third-Party Advice. The Funds and Senator utilize the services of attorneys, accountants and other consultants in their operations. The Funds and Senator generally rely upon such advisers for their professional judgment with respect to legal, tax and other regulatory matters. Nevertheless, there exists a risk that such advisers may provide incorrect advice from time to time. Neither the Funds nor Senator will have any liability to Limited Partners for any reliance upon such advice.

Tax Considerations. The Funds may take positions with respect to certain tax issues which depend on legal conclusions not yet addressed by the courts. Should any such positions be successfully challenged by the U.S. Internal Revenue Service or another applicable taxing authority, an investor

might be found to have a different tax liability for a year than that reported on its federal income tax return for such year.

Side Letters. Senator and/or the Funds may enter into side letters or similar agreements with certain investors which may have the effect of establishing rights, terms or conditions (including, without limitation, reductions in management and incentive fees or other preferential terms, such as access to co-investment opportunities) with respect to such investors that are more favorable than the rights, terms and conditions established in favor other investors.

In-Kind Distributions. The Funds have the right to satisfy withdrawal request in whole in cash, or in whole in kind, or in part in cash and in part in kind. In the event that the Funds distribute securities or other investments in kind, the investments so distributed may not be readily marketable or saleable, and investors may need to hold such investments for an indefinite period of time.

Transactions with Portfolio Companies. The Funds may retain portfolio companies of the Funds and portfolio companies of other accounts to perform certain services for the Funds, and other accounts may retain a portfolio company of the Funds to perform certain services for such other accounts. The Funds also may enter into transactions with portfolio companies of the other accounts (e.g., purchasing securities from, selling securities to or entering into financing or other transactions with such portfolio companies (both on an agency and principal basis)). Senator will seek to ensure that any such transactions are effected at market prices and that the terms of the transaction are negotiated on an arm's-length basis.

Services to Portfolio Companies. Senator or its affiliates may perform services for portfolio companies (which may include service on the board of directors) and may earn fees for such services (including director stock options). Generally, Senator expects to have such service relationships with a portfolio company (or to maintain a pre-existing relationship entered into prior to an investment by the Funds) only if it is believed that the relationship will prove to be more advantageous to the Funds than not having such relationship. However, the existence of such a relationship may give rise to restrictions on the Funds' ability to trade in securities of the portfolio company and may give rise to other potential conflicts of interest resulting from fiduciary or other duties owed to the portfolio company.

Conflicts Relating to Equity and Debt Ownership by the Funds and Affiliates. The Funds and other accounts may at various times hold both debt and equity interests in issuers that are financially distressed or might become bankrupt. During negotiations among creditors or bankruptcy proceedings of such issuers, the Funds and such other accounts may have competing claims for the remaining assets of such issuers. Additionally, Senator or its nominees may hold board or creditors' committee memberships which may require them to vote or take other actions in such capacities that might be conflicting with respect to certain funds managed by Senator in that such votes or actions may favor the interests of one fund over another fund. Furthermore, Senator's fiduciary responsibilities in these capacities might conflict with the best interests of their investors.

Item 9

Disciplinary Information

Neither Senator nor any of its employees have been involved in legal or disciplinary events that would be material to an investor's evaluation of the advisory business or the integrity of Senator or its personnel.

Item 10

Other Financial Industry Activities and Affiliations

As stated in the Advisory Business section above, Senator provides discretionary investment advisory services to a variety of domestic and offshore private investment vehicles.

Senator GP LLC and Senator Master GP LLC are related persons of Senator and serve as general partners of one or more Funds:

Alexander Klabin and Douglas Silverman, directly or indirectly, own a majority of the equity of, and control the activities of, Senator and each of these general partner entities. Messrs. Klabin and Silverman, directly or indirectly, also own and control the activities of Senator Management LLC, the general partner of Senator.

From time-to-time, Senator may structure and serve as the general partner to special-purpose vehicles formed for the purpose of acquiring and holding Fund assets and addressing specific tax, legal, or regulatory concerns. The general partner entities are disclosed in Item 7.A. of Senator's Form ADV and the description of Senator and its business herein is generally applicable to these entities.

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

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

Item 11

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

Senator recognizes and believes that (i) high ethical standards are essential for its success and to maintain the confidence of its investors; (ii) its long-term business interests are best served by adherence to the principle that the interests of investors come first; and (iii) it has a fiduciary duty to its investors to act for their benefit. All Senator personnel must put the interests of the Funds and investors before their own personal interests and must act honestly and fairly in all respects in dealings with investors. All Senator personnel must also comply with all federal securities laws.

Senator has adopted a Code of Ethics governing personal trading by its personnel. Among other requirements, all personnel must seek pre-approval from the Chief Compliance Officer (the “CCO”) for certain personal trades and must report their personal securities transactions and holdings to the CCO. The Code of Ethics additionally requires the CCO to regularly review all personal trading documents and to address any issues noted during the review, including the appropriateness of imposing a penalty for violations of the Code of Ethics. Investors and potential investors should contact Senator for additional information about the Code of Ethics.

Eligible Senator personnel hold, either directly or through the Funds’ general partner, financial interests in the Funds. Additionally, it is possible that Senator personnel may personally invest in some of the same investments that are held by the Funds, or that they may own investments that are subsequently purchased for the Funds. In such cases, the CCO would have/will pre-approve such transactions to evaluate any issues resulting from the employee’s proposed ownership. This situation give rise to certain risks and conflicts of interest between the Funds and employees of Senator, which include the possibility of Senator employees attempting to trade ahead of the Funds for their personal advantage, or otherwise direct Fund investments for personal gain.

Senator may determine that it would be in the best interests of certain clients to transfer a security from one client to another (each such transfer, a “Cross Trade”) for a variety of reasons, including, without limitation, tax purposes, liquidity purposes, to rebalance the portfolios of the clients, or to reduce transaction costs that may arise in an open market transaction. If Senator decides to engage in a Cross Trade, Senator will determine that the trade is in the best interests of each client involved in it and take steps to ensure that the transaction is consistent with the duty to obtain best execution for each of those clients.

Senator generally executes Cross Trades with the assistance of a broker-dealer who executes and books the transaction at the close of the market on the day of the transaction. Alternatively, a Cross Trade between two clients may occur as an “internal cross”, where Senator instructs the custodian for the clients to book the transaction at the price determined in accordance with the Senator’s valuation policy. If Senator effects an internal cross, Senator will not receive any fee in connection with the completion of the transaction.

To the extent that Cross Trades may be viewed as principal transactions due to the ownership interest in a client by Senator or its personnel, Senator will comply with the requirements of Section 206(3) of the Investment Advisers Act of 1940 (the “Advisers Act”). Section 206(3) requires that an investment adviser provide written disclosure and obtain client consent prior to the settlement of a principal transaction. Such transactions will be considered on behalf of investors in such a client and approved or disapproved by (i) an advisory board comprised of representatives of such investors or (ii) a committee consisting of one or more persons selected by Senator (or its affiliate), and any valuation approved by such a committee will be determined by an independent third party that has appropriate experience in providing such valuations.

Item 12

Brokerage Practices

The policy of Senator regarding purchases and sales for the Funds' portfolio is that primary consideration will be given to obtaining the most favorable execution of the transactions in seeking to implement Senator's investment strategy. Senator will effect transactions with those brokers and dealers which Senator believes provide best execution, which does not necessarily mean lowest pricing. Those factors that Senator believes contribute to efficient execution include size of the order, difficulty of execution given the nature of the asset and/or prevailing market conditions, operational capabilities and facilities of the broker or dealer involved, whether that broker or dealer has risked its own capital in positioning a block of securities or other assets and the prior experience of the broker or dealer in effecting transactions of the type in which Senator will engage.

Soft Dollars. Senator may, when circumstances warrant, enter into so called "step out" trades or utilize brokers which have commission sharing agreements (a "CSA"), whereby all or part of a commission on a transaction is sent to one party while the transaction is executed by a different party. Senator benefits from the use of CSA to obtain research or other products or services in that it does not itself have to directly pay for the research and/or other products or services. Additionally, Senator has an incentive to utilize trading counterparties that are included in the CSA based on its ability obtain research and/or other products and services through the CSA, and such incentive could jeopardize Senator's best execution practices. A portion of the overall commissions generated through the CSA is utilized as credit towards the receipt of research and/or other products and services, and therefore the commissions are higher than would otherwise be paid outside of the CSA. The Funds generally receive research services through the CSA (which benefit all of the Funds). Senator maintains procedures that guide its trading processes, including the generation of CSA credits and the evaluation of its trading capabilities. Senator additionally receives proprietary research from a number of broker-dealers with whom it conducts business.

Transactions in Foreign Securities. Transactions in foreign securities may entail materially higher commission rates, reflecting settlement costs in the country of execution. To the extent that securities are required to be custodied or traded in a foreign country, the local foreign custodian charges the broker in accordance with local custom. These fees will be charged to the Funds as incurred. In addition to the risks of the investment, foreign securities investments also entail risks of fluctuation in the exchange rate between the local currency and the U.S. dollar.

Brokerage for Client Referrals. Neither Senator nor any related person receives client referrals from any broker-dealer or third party.

Gifts. Our personnel may receive or give certain gifts from or to broker-dealers or other persons with whom we do business. These may include items such as tickets to sporting events, meals and other entertainment, as well as attendance at educational or information conferences, transportation, logo items and other smaller value gifts. The receipt of such gifts might be viewed as a conflict of interest for us in selecting broker-dealers and other service providers. Senator's policies prohibit employees from accepting high value gifts or excessively lavish entertainment from any person or entity that does or seeks to do business with Senator or its clients. Employees are required to pre-approve and/or report gifts exceeding certain thresholds.

Trade Errors. Errors might occur in the normal course of business despite the best efforts of Senator to prevent them. It is the policy of Senator to review errors that it discovers, on a case by case basis, and decide what corrective steps to take, if any. After review by a Senator principal, Senator may charge any expenses incurred as a result of these errors to the applicable Fund, provided that gross negligence on the part of Senator was not the cause of the error.

Aggregation of Orders. The same investment decision may be made for more than one Fund managed by Senator. In such circumstances, in the event that purchase and sell orders of the same class of security are occurring at the same time for multiple Funds, the orders may be combined for the purpose of seeking best execution for each participating Fund. An order that is partially filled, will, as a general matter, be allocated pro-rata in proportion to each participant's original order or account size. Notwithstanding, additional factors may cause deviations from Senator's general trade allocation methodology.

Item 13

Review of Client Accounts

Senator's personnel regularly review the Funds' current investments and discuss potential investment opportunities. Investors receive monthly account statements from the Funds' administrator. Generally, investors will also receive unaudited exposure and performance information on a monthly basis, and a written update on Senator's activity on a quarterly basis. Senator generally provides audited financial statements to its investors on an annual basis, within 120 days of the applicable Fund's fiscal year end.

Item 14

Client Referrals and Other Compensation

Senator receives certain economic benefits from broker-dealers and prime brokers which we conduct business with that might not be received otherwise. The services may include proprietary research as well as participation in sponsored research and capital introduction services. While these services are generally provided at no additional cost, we may select certain broker-dealers due to receipt of such services.

Neither Senator nor any related person directly or indirectly compensates any person who is not a supervised person for client referrals, provided however, Senator has entered into a placement agreement with a placement agent, pursuant to which the placement agent has agreed to introduce potential investors to the Funds. Pursuant to the terms of the placement agreement, Senator will pay the placement agent a placement fee equal to a percentage of management fees borne by each investor introduced to a Fund by the placement agent.

Item 15

Custody

Senator is deemed, under Rule 206(4)-2 (the “Custody Rule”), to have custody of certain client assets as a result of activities engaged in and authority granted to it as an investment adviser or the fact that affiliates act as general partners to certain of the Funds.

Funds and securities owned by the Funds over which Senator has custody are held by qualified custodians, subject to limited exceptions for certain private securities. Senator has also developed procedures designed to safeguard and protect client assets. Such procedures include, among other things, the separation of certain administrative functions and dual signatory approvals for distributions of Fund capital.

For Funds for which Senator is deemed to have custody under the Custody Rule, Senator complies with the pooled vehicle annual audit exception. Accordingly, these Funds are subject to an annual audit and the audited financial statements are distributed to each investor. The audited financial statements are prepared in accordance with U.S. generally accepted accounting principles and are to be provided to investors within 120 days of the Funds’ fiscal-year ends.

Item 16

Investment Discretion

Senator maintains the authority to manage the Funds on a discretionary basis in accordance with the terms set forth in the Funds’ governing documents. Senator or an affiliate of Senator entered into an investment management agreement, or similar agreement, with each Fund, pursuant to which Senator or an affiliate of Senator was granted discretionary trading authority.

Item 17

Voting Client Securities

Senator has adopted proxy voting policies and procedures, to the guide its exercise of this responsibility on behalf of the Funds. Senator’s Proxy Voting Policy as well as a record of its proxy votes, are available upon request. Senator utilizes a third-party service provider, Glass Lewis, to assist Senator with respect to proxy votes. The final decision on how to vote a proxy generally is made in accordance with the recommendations of the analysts and Portfolio Managers, who may rely on information and recommendations from other employees or service providers. The analysts and Portfolio Managers may consult with the CCO regarding voting decisions and the completion of the proxy material. Decisions are based on a number of factors which may vary depending on a proxy’s subject matter, but the overall objective is to vote proxies in the best interest of the Funds and, in so doing, to maximize the value of the investments made by the Funds taking into consideration the Funds’ investment horizons and other relevant factors.

A conflict of interest may occur where Senator or any of its employees or affiliates has a direct or indirect economic stake in the outcome of a proxy vote. Additionally, different Funds could have conflicting interest in regard to the outcome of a vote. Potential conflicts could arise in a number of

situations. Due to the close monitoring of company activities by Senator, we expect to be aware of any potential conflicts of interest that may arise. We also require the Portfolio Managers to disclose any personal conflicts of interest they may have with respect to overseeing a Fund's investment in a particular company. When a potential conflict arises between Senator on the one hand and one or more of our Funds on the other, the CCO, in consultation with the Portfolio Managers, will evaluate the matter to determine whether an actual conflict exists. Where an actual conflict exists, Senator will take necessary and appropriate steps to eliminate the conflict, which may include removing one of the Portfolio Managers from the voting process or taking similar actions. In addition, we may consider the following as potential methods for resolving conflicts: (i) disclosing the matter to the board of directors, if any, of the Funds and obtaining such board's consent or direction, or (ii) suggesting to the board of directors, if any, that such board hire a third party to make a determination on how to vote a particular proxy. Finally, situations may arise in which more than one Fund invests in the same company or another entity of Senator invests in the same company. In these situations, two or more Funds may have different investment objectives, client-specific voting policies or ultimate economic interests. In these situations, Funds may cast opposing votes, although the Portfolio Managers will generally consult with the CCO before doing so.

Item 18

Financial Information

This section is not applicable to Senator.