

M.D. Sass Investors Services, Inc. Part 2A of Form ADV The Brochure

1185 Avenue of the Americas, 18th Floor
New York, NY 10036
www.mdsass.com

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This brochure provides information about the qualifications and business practices of M.D. Sass Investors Services, Inc. (“MDSIS”). If you have any questions about the contents of this brochure, please contact us at 212-730-2000. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

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

Material Changes

MDSIS's most recent update to Part 2 of Form ADV was made in November 2010. MDSIS's business activities have not changed materially since the time of that update. However, in 2010 the SEC required significant changes to the content and format of Part 2 of Form ADV, to be implemented by March 2011. This brochure, which reflects those changes, is materially different from brochures used by MDSIS in prior years.

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Advisory Business

MDSIS serves as an investment manager or general partner to private investment funds, separately managed accounts and other investment vehicles with various investment strategies, including, without limitation, investments in taxable fixed income, equities, tax liens and fund of funds investments. MDSIS is part of a group of affiliated investment advisers, certain of which are registered with the SEC.

MDSIS is the general partner, managing member or investment manager of the following private funds in which investors may invest:

M.D. Sass Maximus Partners, L.P., a Delaware limited partnership formed in August 1999 (“Maximus”);

M.D. Sass US Government Agency 1 Year Duration Bond Fund, LLC, a Delaware limited liability company formed in May 2009; and M.D. Sass US Government Agency 3 Year Duration Bond Fund, LLC a Delaware limited liability company formed in May 2009 (together, the “Bond Funds”);

M.D. Sass Multi-Strategy Partners, L.P., a Delaware limited partnership formed in June 1994; and M.D. Sass Multi-Strategy Partners II, L.P., a Delaware limited partnership formed in August 2005; (collectively, “Multi-Strategy”);

M.D. Sass Municipal Finance Partners-II, LP, a Delaware limited partnership formed in April 1997 (“Muni II”); and

Tax Lien Opportunity Fund, L.P., a Cayman Islands exempted limited partnership formed in November 2009 (“Tax Lien Opportunity”, and together with Maximus, the Bond Funds and Muni II, collectively the “Funds”).

Maximus invests principally in publicly traded equity securities. The Bond Funds invest in intermediate-term U.S. government agency issued and/or guaranteed mortgage back securities (“MBS”), collateralized mortgage obligations (“CMOs”) and similar high credit quality securities. Multi-Strategy invests in a multi-strategy portfolio of hedge funds. Muni II and Tax Lien Opportunity (together, the “Tax Liens Funds”) purchase certificates or other documentation that evidence liens (“Tax Liens”) for unpaid local taxes on parcels of real property. We refer to the Funds, the separately managed accounts and other investment vehicles that we manage as “Clients” in this brochure.

For each Fund, investment advice is provided directly to the Fund and not individually to the investors in the Funds. MDSIS manages the assets of each Fund in accordance with the terms of the governing documents applicable to each Fund.

MDSIS also provides investment management services to clients through separately managed accounts and other investment vehicles. Investment strategies for these clients may include relative value equities, enhanced equities, taxable fixed income, tax liens and combinations of equities and taxable fixed income (which we refer to herein as “balanced accounts”) and taxable fixed income and investment grade asset backed securities (which we refer to herein as “core plus accounts”). The core plus accounts are managed by MDSIS with assistance from its affiliate, Waterfall Asset Management, LLC, acting as a sub-advisor. MDSIS is also a sub-advisor to registered mutual funds, including the Saratoga Large Capitalization Value Portfolio and the Aston/M.D. Sass Enhanced Equity Fund. Separate account and other investment vehicle management is continuously provided for each client based on agreed upon investment objectives and may be subject to additional restrictions imposed by the client.

MDSIS also participates as an investment manager in two wrap fee programs:

The “Separately Managed Account Program”, sponsored by Envestnet Asset Management, Inc.; and

The “Separate Account Network”, sponsored by Fidelity Institutional Wealth Services c/o HighTower Advisors.

For the Envestnet Asset Management, Inc. program, MDSIS solely provides a model portfolio to the program sponsor, which is then used to manage investor accounts, but MDSIS does not

actively manage any investor account itself. MDSIS receives a portion of the wrap fee collected by the program sponsors for MDSIS's services.

A corporation formed under the laws of the state of Delaware in April 1972, MDSIS is controlled by Martin D. Sass and Hugh R. Lamle. As of January 31, 2011 MDSIS, managed \$2,289 million on a discretionary basis.

Fees and Compensation

MDSIS generally receives a management fee and, for some Clients, may receive a performance fee or performance allocation, as applicable, for providing investment management services. (Please see "Performance Based Fees and Side-by-Side Management" below.) Management fees are generally payable quarterly and are payable for any period that is less than a full quarterly period.

The standard percentage of net assets annual fee for relative value equity ("RVE") accounts is 1.00% on the first \$10 million, 0.70% on the next \$15 million, 0.60% on the next \$25 million, 0.50% on the next \$50 million and negotiable thereafter. The standard percentage of net assets annual fee for enhanced equity ("EE") accounts is 1.00% on the first \$10 million, and 0.75% thereafter. The standard percentage of net assets annual fee for a taxable fixed income ("TFI") account is 0.40% on the first \$25 million, 0.35% on the next \$25 million, 0.25% on the next \$50 million, and negotiable thereafter. Management fees are billed to the separately managed account.

All Clients will also incur brokerage and other transaction costs. Please review the section entitled "Brokerage Practices" herein for more information.

MDSIS may, at its discretion, negotiate fees which vary from and may be lower than the standard fee schedule rates for RVE, EE and TFI accounts. For example, MDSIS is a sub-adviser to the Saratoga Large Capitalization Value Portfolio and the Aston/M.D. Sass Enhanced Equity Fund; the investment advisers to these registered mutual funds pay MDSIS a fee that is lower than MDSIS's basic fee schedule. In addition, MDSIS may accept accounts below the minimum standard account size of \$10 million, in which case the percentage of net assets annual fee is generally 1.00% for RVE and EE accounts and 0.50% for TFI accounts, subject to negotiation at the discretion of MDSIS.

Fees for balanced, core plus and other accounts are based on various factors, including the investment strategy, and their size and asset allocation guidelines; accordingly, the fees are negotiable and are not subject to any standard fee schedule.

For Maximus and Multi-Strategy the net assets annual management fee is generally 1.00% to 1.50%. For the Bond Funds the net assets annual management fee is 0.30%. For the Tax Liens funds the net assets annual management fee is generally 1.00% to 1.50%. Both management and performance fees/allocation are deducted from the Funds by MDSIS. Each Fund may enter into separate agreements, commonly referred to as "side letters", to change the management and performance fees/allocation applicable to certain investors (please see "Types of Clients" below).

In addition, MDSIS, in its sole discretion, may waive, reduce or rebate all or a portion of the management fee and/or performance fee/allocation and interest thereon in respect of any investor. No such waiver, reduction or rebate for the benefit of any investor will entitle any other investor to such waiver, reduction or rebate.

Detailed information regarding the fees charged to the Funds is provided in each Fund's confidential offering memorandum and other governing documents. In addition to management fees and performance fees/allocations, investors of the Funds will bear indirectly the fees and expenses charged to the Funds. Those fees and expenses will vary, but typically will include fees associated with making or selling portfolio investments, legal and accounting fees, taxes, commissions and brokerage fees, registration expenses, fees to government regulatory agencies, the cost of directors' and officers' liability insurance and other expenses, such as litigation.

In the case where a Client's account is invested in money market funds that pay a management fee to their own adviser, the Client is in effect paying two management fees. Clients indirectly pay an investment management fee to the money market fund manager which is in addition to the investment management fee paid to MDSIS.

Either MDSIS or the Client may terminate an investment management agreement per the terms negotiated therein. Notice of termination must be given to the other party in writing. Each Client is responsible to pay for services rendered until the termination of its respective investment management agreement. Management fees are generally payable in arrears; however for certain Clients management fees are payable in advance. Upon termination, the fees charged for investment management services will be pro-rated, and a pro rata refund for any unearned fees will be issued if any fees have been paid in advance.

Performance Based Fees and Side-by-Side Management

MDSIS may be compensated based on performance, including (i) up to 20% of profits in the case of Maximus, (ii) up to 10% of profits in the case of Multi Strategy, and (iii) up to 50% of profits in the case of the Tax Liens funds (subject to a hurdle of up to 6%), depending upon the strategies employed and the specific needs of the Client. Performance based fees may create an incentive for MDSIS to make investments that are riskier or more speculative than would be the case in the absence of a performance fee/allocation. Further, advisers have an inherent conflict of interest to favor accounts that pay more in fees, such as performance based fees. In order to address this conflict, MDSIS's allocation and aggregation policy provides that investment allocations are to be made pro rata across Client accounts with similar investment strategies. Notwithstanding the foregoing, because of the diversity of objectives, risk tolerances, fund or account investor-imposed limitations, tax situations, differences in the timing of capital contributions/withdrawals among various Clients, and other factors considered relevant by MDSIS, there may often be differences among the Clients in the weighting and cost basis of particular positions and in the particular securities and other-instruments held. MDSIS, at times, utilizes order management systems for assistance in determining whether a Client that should participate in an aggregated trade and how to allocate an investment opportunity.

Types of Clients

MDSIS provides investment advice to the Funds and other clients, which may include, without limitation, corporate profit sharing and pension funds, partnerships, funds of funds, high net worth individuals and other substantial investors (endowment funds, corporate cash reserves, insurance companies, investment companies, trusts and estates and public sector employee benefit funds) through separately managed accounts and other investment vehicles.

Each Fund operates as a pooled investment vehicle intended to provide management expertise and other advantages to its investors. The minimum initial capital contribution for an investor of (i) the Bond Funds is \$500,000, and (ii) for Maximus and Multi-Strategy is \$1 million; however MDSIS maintains discretion to accept less than the minimum investment amount, subject to limitations under applicable law. In addition, each Fund may enter into separate agreements, commonly referred to as “side letters”, with certain investors, to waive certain terms, or allow such investors to invest on different terms than those specifically described in the offering documents. Under certain circumstances, these agreements could create preferences or priorities for such investors with respect to other investors.

Investors will be required to make certain representations when investing in a Fund, including but not limited to that (i) they are acquiring an interest for their own account, (ii) they received or had access to all information they deem relevant to evaluate the merits and risks of the prospective investment and (iii) they have the ability to bear the economic risk of an investment in the Fund. Each investor will be furnished with a copy of the applicable operative document (e.g., limited partnership agreement, memorandum and articles of association, etc.) for each Fund.

MDSIS generally requires a minimum separately managed account size of \$10 million for institutional accounts and \$5 million for individual and family accounts. Lower minimums generally apply in the case of limited partnerships or limited liability companies of which MDSIS is a general partner or managing member, or other MDSIS affiliates. MDSIS also may accept lower minimum account sizes in its discretion.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis/Investment Strategies

Our investment philosophy is to invest only where and when there is the potential to add value and where the related risk can be measured and controlled. This approach is applied to asset allocation decisions, as well as bond and equity selection. Our philosophy has remained constant over the years and emphasizes rotating between sectors in order to be opportunistic and achieve high returns with low risk.

Maximus

For Maximus, MDSIS generally pursues a value-oriented long/short equity strategy with a long bias. However, MDSIS may also make substantial opportunistic investments in other strategies, including non-publicly traded equity securities and fixed-income instruments. MDSIS focuses on in-depth fundamental research, and through such research analyzes companies with attractive

valuations. Emphasis for long positions is placed on “special situations” as well as companies with predictable sales, free cash flow and earnings growth, sustainable competitive advantages and high return on capital.

Investment decisions generally will be determined by fundamental bottom-up financial analysis confirmed by industry knowledge. MDSIS expects to have a general focus on equity securities and, in any event, intends to have at least a majority of its assets in publicly traded equities, although MDSIS may have substantial investments in non-publicly traded equities and fixed-income securities from time to time.

To achieve its investment objectives, MDSIS expects to invest across capitalization sizes and styles (small-, large- and mid-cap and value and growth). MDSIS intends primarily to invest in U.S. markets, but may also invest in global markets from time to time. In addition to investing in equities, MDSIS intends to seek exposure to a variety of debt investments, including corporate debt and other credit instruments, derivatives and other instruments, the allocation and selection of which will vary over time based upon both quantitative and qualitative analyses of the investment potential and diversification benefits afforded to the entire portfolio by the addition or subtraction of a specific investment.

Please see the Maximus confidential offering memorandum for a more detailed description of Maximus’s investment strategy.

RVE

MDSIS’s RVE strategy is a relative value approach to investing in equities, which seeks to outperform relevant equity market indices through positive buy/sell disciplines. MDSIS searches for high-quality companies that it believes are misperceived or out of favor with positive long-term earnings growth prospects. MDSIS looks to buy when the risk-adjusted present value of estimated future earnings exceeds the market price by at least 25%.

MDSIS utilizes a multi-step, fundamental research process, focused on out-of-favor and/or misperceived companies that meet MDSIS’s minimum liquidity and quality standards. Preliminary MDSIS company screening includes diligence on historical growth, competitive strength, free cash flow, debt leverage and trading liquidity. MDSIS analyzes candidates to understand reasons for price drops, how the market’s perception may lag reality and catalysts for potential price rebound.

Enhanced Equity

MDSIS’s EE strategy seeks to outperform the overall equity market over time by emphasizing current income plus appreciation, using tactical hedging to help reduce downside risk. MDSIS targets larger capitalization companies that pay regular dividends. Stocks are selected based on a consistent set of fundamental and valuation based criteria. In making its investments, MDSIS seeks to (i) sell out of the money call options to enhance income or lower the cost basis, and (ii) buy out of the money index puts to reduce downside risk.

Bond Funds/TFI

MDSIS's Bond Funds and TFI strategy invest primarily in intermediate-term U.S. government agency issued and/or guaranteed MBS, CMOs and similar high credit quality securities. MDSIS seeks to outperform fixed income benchmarks of comparable intermediate-term duration on a risk-adjusted basis. MDSIS's investment strategy is long-only. MDSIS will not borrow money to invest in securities.

MDSIS invests primarily in U.S. Treasuries, U.S. Agency securities and MBS and CMOs issued by government sponsored enterprises ("GSEs"), (e.g., Ginnie Mae (Government National Mortgage Association), Fannie Mae (Federal National Mortgage Association) and Freddie Mac (Federal Home Loan Mortgage Corporation)), the payments of which are backed by GSEs.

MDSIS relies on rigorous analytical testing and will target stable Agency MBS and Agency CMOs which have relatively moderate degrees of cash flow uncertainty, with attractive yields relative to similar duration securities. MDSIS's fixed-income professionals focus on in-depth fundamental research and utilize a variety of quantitative analyses to ascertain mortgage prepayment/extension risk and credit risk.

Please see the Bond Funds' confidential offering memoranda for a more detailed description of the Bond Funds' investment strategy.

Multi-Strategy

MDSIS Multi-Strategy seeks to achieve capital appreciation with substantially less volatility than traditional equity investments by investing in a diversified portfolio of hedge funds and managed accounts whose advisers employ traditional hedge fund and/or event driven strategies. MDSIS aims to identify inefficiencies which may allow investors to earn higher than average returns with lower than average risk, and invest with skilled hedge fund managers who focus on exploiting these inefficiencies.

Please see the Multi-Strategy confidential offering memorandum for a more detailed description of the Multi-Strategy investment strategy.

Tax Liens

MDSIS's Tax Liens Funds seek to preserve and protect capital while maximizing income from holding and collecting on Tax Lien certificates. MDSIS purchases these certificates that evidence Tax Liens for unpaid local taxes and assessments on property which arise when an owner of a property fails to pay the applicable taxes to the appropriate tax collector, treasurer or assessor. Tax Liens are senior in priority to all other property liens or prior liens, including those held by mortgagees, other than certain liens imposed by federal and state tax and environmental laws and in some instances, subsequent Tax Liens or prior liens.

MDSIS seeks to purchase Tax Lien certificates sold by tax collectors in several states, where, in MDSIS's opinion, economics are attractive and the mechanics of purchase and realization of

income from Tax Lien certificates are similar to those of such states. As a method of enhancing the value of its interests in properties which are subject to Tax Lien certificates, MDSIS may enter into joint ventures with both unaffiliated and affiliated parties, which will engage in foreclosure proceedings on the properties. Properties may include residential, multi-family, commercial, agricultural, industrial and raw land.

Please see the Muni II confidential offering memorandum for a more detailed description of Muni II's investment strategy.

Risk of Loss

All investing involves a risk of loss to each Client (and their respective investors), and the investment strategies offered by MDSIS could lose money over short or even long periods. No guarantee or representation is made that MDSIS will achieve its investment objective or that Clients will receive a return of their capital. In addition, the performance of the Clients' investments is substantially dependent upon the skill, judgment and expertise of MDSIS's primary portfolio managers. The death, disability or other unavailability of any of MDSIS's primary portfolio managers could be material and adverse to the performance of Clients' investments.

The description contained below is a brief overview of risks related to each of MDSIS's significant investment strategies.

Maximus/RVE/EE

Risks Associated with Investments in Securities. Any investment in securities carries certain market risks. The value of the securities in which MDSIS invests fluctuates, and, therefore, the value of an investor's investment at the time it is redeemed may be more or less than such investment's value at the time of purchase. In particular, equities in which MDSIS invests may be subject to wide and sudden fluctuations in market value, with a resulting fluctuation in the amount of profits and losses. There is no assurance that MDSIS will achieve its investment objective of superior capital appreciation or avoid losses.

Risks Associated with Lack of Diversification. There are no absolute diversification or concentration constraints on MDSIS. If MDSIS's portfolio becomes relatively concentrated, the value of an investment in MDSIS may be subject to greater volatility and may be more susceptible to any single economic, political or regulatory occurrence or the fortunes of a single company or industry than would be the case if MDSIS's investments were more diversified.

Stock Market Risk. There is always a chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices. MDSIS's strategies may, at times, become focused in stocks of a particular sector, category, or group of companies. Because MDSIS's investments do not have any diversification and/or concentration requirements, MDSIS's strategies may underperform the overall stock market.

Manager Risk. Poor security selection may cause MDSIS's strategies to underperform relevant benchmarks or other funds/strategies with a similar investment objective.

For a more detailed discussion of the risks associated with an investment in Maximus, please see Maximus's confidential offering memorandum.

Bond Funds/TFI

General Credit Risks. While assets purchased by MDSIS are generally guaranteed and/or collateralized, Clients may be exposed to losses resulting from default on the part of the U.S. Agencies or the U.S. government guaranteeing these assets and principal payments. MDSIS cannot guarantee the adequacy of the protection of Client's investments, including the validity or enforceability of underlying loan and securities documents and the maintenance of anticipated priority and perfection of applicable security interests. Furthermore, MDSIS cannot assure that claims may not be asserted that might interfere with enforcement of rights that are important to the value of an asset. Liquidation proceeds upon sale of assets may not satisfy the entire outstanding balance of principal and interest on a loan or security, resulting in a loss. Any costs or delays involved in the effectuation of the liquidation of the underlying collateral will further reduce the proceeds and thus increase the loss. Generally, such securities offer a potentially higher return, but may, in certain circumstances involve greater volatility of price and greater risk of loss of income and investment.

Market and Interest Rate Risk. The market price of fixed income and other securities owned by Clients may go up or down, sometimes rapidly or unpredictably. If the market prices of the securities owned by Clients fall, the value of an investor's investment will decline. The value of a security may fall due to general market conditions, such as real or perceived adverse economic or political conditions, inflation, changes in interest or currency rates, lack of liquidity in the bond markets or adverse investor sentiment. The equity and debt capital markets in the United States have experienced unprecedented volatility. This financial crisis has caused a significant decline in the value and liquidity of many securities. These market conditions may continue or get worse. Changes in market conditions will not have the same impact on all types of securities. The value of a security may also fall due to specific conditions that affect a particular sector of the securities market or a particular issuer.

When interest rates rise, the value of fixed income securities generally falls. A change in interest rates will not have the same impact on all fixed income securities. Generally, the longer the maturity or duration of a fixed income security, the greater the impact of a rise in interest rates on the security's value. In addition, different interest rate measures (such as short- and long-term interest rates and U.S. and foreign interest rates), or interest rates on different types of securities or securities of different issuers, may not necessarily change in the same amount or in the same direction.

Certain fixed income securities pay interest at variable or floating rates. Variable rate securities tend to reset at specified intervals, while floating rate securities may reset whenever there is a change in a specified index rate. In most cases, these reset provisions reduce the impact of changes in market interest rates on the value of the security.

MBS Maturity Risk; Prepayment Risk; Extension Risk. The investment characteristics of MBS differ from traditional debt securities. The major differences include, but are not limited to, the fact that interest and principal payments are made more frequently, usually monthly, and that

the principal may be prepaid at any time. The frequency at which prepayments (including voluntary prepayments by the obligors and liquidations due to default and foreclosures) occur on loans underlying MBS will be affected by a variety of factors, including, without limitation, the prevailing level of interest rates as well as economic, demographic, tax, social, legal and other factors. Generally, mortgage obligors tend to prepay their mortgage loans when prevailing mortgage rates fall below the interest rates on their mortgage loans. (Note that such MBS give the issuer the option to repay or call the security prior to its stated maturity date. Accordingly, the company holding such MBS may not benefit fully from the increase in value that other fixed income securities generally experience when interest rates fall). Upon prepayment of the security, MDSIS would also be forced to reinvest the proceeds at then current yields, which would be lower than the yield of the security that was paid off. In addition, if MDSIS purchases a MBS at a premium (at a price that exceeds its stated par or principal value), MDSIS may lose the amount of the premium paid in the event of prepayment. Conversely, when the interest rates rise, repayments of MBS principal and interest may occur more slowly than anticipated, extending the effective maturity of such MBS, thereby locking in below market interest rates and exposing MDSIS to sharper than anticipated declines in asset market values.

For a more detailed discussion of the risks associated with an investment in the Bond Funds, please see the Bond Funds' confidential offering memoranda.

Multi-Strategy

Multiple Portfolio Managers. Multi-Strategy's multi-manager format is intended to protect against major drawdowns and limit volatility through diversification. However, the short-term upside potential of a multi-manager structure is generally less than that of a pool with only one or a few managers because the larger group of managers, the more likely it is that at least one, if not more, will be trading unprofitably at any given time. In addition, there are generally no absolute diversification or concentration constraints on MDSIS. If MDSIS's Multi-Strategy portfolio becomes relatively concentrated, the value of an investment in MDSIS may be subject to greater volatility and may be more susceptible to any single economic, political or regulatory occurrence, or the fortunes of certain managers, companies or an industry than would be the case if MDSIS's investments were more diversified.

Disadvantages of Multi-Portfolio Manager Trading Structure. MDSIS's use of multiple portfolio managers to conduct its trading has several potential disadvantages:

- Each portfolio manager is paid performance-based fees solely on the basis of its trading for Multi-Strategy. Multi-Strategy therefore could have periods in which it is charged fees by one or more portfolio managers even though Multi-Strategy as a whole has a loss for the period.
- Because the portfolio managers trade independently of each other, they may establish offsetting positions for Multi-Strategy. For example, one portfolio manager may sell a particular financial instrument at the same time another portfolio manager buys that same financial instrument. The net effect for the portfolio manager will be the incurring of two brokerage commissions without the potential for earning a profit (or incurring a loss). There is also the possibility that different portfolio managers may

from time to time enter identical orders and, therefore, compete for the same trades. This competition could prevent the orders from being executed at a desired price.

- Under certain unusual circumstances, MDSIS might have to direct a portfolio manager to liquidate positions in order to fund the redemption of interests or to permit the reallocation of funds to another portfolio manager. Such liquidations could disrupt a portfolio manager's trading system or method. In addition, a hedge fund may impose certain limitations on Multi-Strategy's ability to redeem its investment with such hedge fund. This may in turn adversely affect the ability of Multi-Strategy to pay redemptions, and may require MDSIS to temporarily suspend redemptions.

For a more detailed discussion of the risks associated with an investment in Multi-Strategy, please see Multi-Strategy's confidential offering memorandum.

Tax Liens

Failure of Property Owner to Redeem. If a person having an interest in the property covered by a Tax Lien certificate does not pay the redemption price, MDSIS will be able to realize upon the Tax Lien certificate only by obtaining title to the property. MDSIS will obtain such title only if it believes that the net proceeds of sale of the property will be sufficient to justify obtaining such title. Although MDSIS will endeavor to invest in Tax Lien certificates which are likely to be redeemed, or if not redeemed cover a property that has a market value exceeding the purchase price of the Tax Lien certificate plus accrued interest and fees thereon, there can be no assurance that redemption will take place or that MDSIS will realize profits upon the disposition of its Tax Lien certificates. In the event that MDSIS forecloses on a property covered by a Tax Lien certificate, MDSIS may incur expenses, including, without limitation, legal fees and costs, which will be deducted from the amount recoverable by MDSIS, and will reduce MDSIS's return on such Tax Lien certificates.

Bankruptcy of Property Owner. If a bankruptcy court determines that the delinquent property taxes are included in the estate of a bankrupt property owner, the application for bankruptcy protection by the owner may forestall, delay or modify an action to obtain title to a property if the redemption price is not paid or affect the taxes, interest and fees that a Tax Lien certificate holder may be able to collect.

Due Process Objections to Tax Lien Certificate or Deed Validity. Any Tax Lien certificate or any deed to real property obtained after the failure of an owner to redeem may be declared invalid because of a failure by the municipality to comply with due process of law.

Reinvestment on Tax Lien Certificates. Because Tax Lien certificates may be redeemed at any time prior to the expiration of the mandated redemption period, it is possible that an early redemption will reduce the anticipated rate of return to MDSIS. For example, MDSIS believes that a mortgagee will have an interest in paying off any delinquent property taxes, and accordingly early redemption of the Tax Lien certificate may occur by a mortgagee who has incentive to protect its existing lien. Accordingly, redemption of the Tax Lien certificate at an early time after the initial purchase will affect the actual yield to MDSIS.

For a more detailed discussion of the risks associated with an investment in Muni II, please see Muni II's confidential offering memorandum.

Disciplinary Information

MDSIS and its employees have not been involved in any legal or disciplinary events in the past 10 years that would be material to a Client's evaluation of the company or its personnel.

Other Financial Industry Activities and Affiliations

Registered Broker Dealer: MDSIS is affiliated with M.D. Sass Securities, L.L.C. ("M.D. Sass Securities"), a registered broker-dealer, which may market interests or shares of the Funds. M.D. Sass Securities will receive compensation for marketing the interests or shares that may include a portion of the management and performance fees/allocation received by MDSIS (please see "Client Referrals and Other Compensation" below).

Registered Investment Advisers: The following M.D. Sass entities are related persons of MDSIS and are registered investment advisers:

- M.D. Sass Associates, Inc. ("Associates")
- M.D. Sass Management, Inc. ("Management")
- Resurgence Asset Management, LLC ("RAM")
- Resurgence Asset Management International, LLC ("RAMI")
- Re/Enterprise Asset Management, LLC ("REAM")
- Waterfall Asset Management, LLC ("Waterfall")
- M.D. Sass-Macquarie Financial Strategies Management Company, LLC ("Sass-Macquarie")
- AMERRA Capital Management, LLC ("AMERRA")

Other Investment Advisers: The following entities are related persons of MDSIS and are unregistered investment advisers:

- Ascent Real Estate Advisors, LLC ("Ascent")
- Taurus Funds Management Pty Limited ("Taurus")
- Arcadia Capital Advisors, LLC ("Arcadia")

MDSIS has entered into administrative services agreements ("Administrative Services Agreements") with Sass-Macquarie, Waterfall, Ascent, Taurus, Arcadia and AMERRA whereby MDSIS provides Sass-Macquarie, Waterfall, Ascent, Taurus, Arcadia and AMERRA with personnel, office space, supplies and office support services as needed by Sass-Macquarie, Waterfall, Ascent, Taurus, Arcadia and AMERRA. Such services will be provided for a compensation, payable monthly, equal to the cost of the services provided which generally will be calculated (i) as a prorated portion of rent plus taxes, utilities and services for office space, (ii) as a prorated portion of overall compensation including benefits for personnel, and (iii) in good faith, in the reasonable judgment of MDSIS, for other services not otherwise readily calculable.

Certain investment advisers named above manage partnerships, limited liability companies, separately managed accounts and other investment vehicles in which investors of Funds and

separately managed account clients of MDSIS may invest. Other than the Administrative Services Agreements, MDSIS does not have any direct arrangements with the other MDSIS related persons which manage such partnerships, limited liability companies, separately managed accounts and other investment vehicles, but the entities all have common control.

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

MDSIS has adopted a Code of Ethics (the “Code”) pursuant to Rule 204A-1 under the Investment Advisers Act of 1940 (the “Advisers Act”), which is predicated on the principle that MDSIS owes a fiduciary duty to its Clients. Accordingly, employees of MDSIS must disclose or avoid activities, interests and relationships that run contrary (or appear to run contrary) to the best interest of Clients. Therefore, MDSIS endeavors to maintain current and accurate records of all personal securities accounts of its employees in an effort to monitor all such activity. Among other things, the Code requires MDSIS and its employees to act in Clients’ best interests, abide by all applicable regulations, avoid even the appearance of insider trading, and pre-clear and report on many types of personal securities transactions. MDSIS’s Code of Ethics is available for review and will be provided to any investor or prospective investor upon request by calling us at 212-730-2000.

MDSIS is part of a group of affiliated investment advisers. Certain of MDSIS’s officers and employees are also officers and employees of one or more of the investment advisers affiliated with MDSIS (the “Affiliated Advisers”), and certain of MDSIS’s investment professionals will provide investment advisory services to clients of the Affiliated Advisers. While MDSIS’s officers and employees will devote the time and services necessary for the conduct of MDSIS’s advisory business, these other business activities could, and are expected to, require a substantial amount of these persons’ time and effort.

The Affiliated Advisers may trade securities for their client accounts that are the same as, or similar to, securities MDSIS trades for its Clients. The Affiliated Advisers may take positions for their clients similar or opposite to positions taken by one or more of MDSIS’s Clients, and clients of the Affiliated Advisers and MDSIS’s Clients from time to time may be competing for similar positions in one or several markets. For purposes of seeking to maximize investment opportunities and achieve best execution in certain sector markets, MDSIS and the Affiliated Advisers may in some instances coordinate portfolio management and trading activities among their respective clients. MDSIS and its affiliates have instituted policies intended to ensure that, with respect to the allocation of investment opportunities and the execution of trades, all clients of MDSIS and the Affiliated Advisers are treated fairly and equitably over time.

MDSIS, Associates, Management, RAM, RAMI, REAM, AMERRA and Waterfall may from time to time effect cross transactions among certain client accounts which are private investment companies in which MDSIS and the other above-mentioned advisers act as general partners/investment advisers and in which certain principals may have investments. Such transactions must be consistent with the investment objectives and policies of each account and, in the view of each respective portfolio manager, must be in the interest of each side of the

transaction. Any such transaction will be conducted in accordance with applicable rules and regulations (including, if applicable, appropriate consent by the client).

MDSIS permits its principals and employees to invest for their own or related accounts in securities purchased for its Clients. In order to avoid possible conflicts with Clients' interests, the following guidelines are followed:

Any principal of MDSIS and its affiliates may execute orders through MDSIS's trading desk. In such cases, Clients' orders take precedence so that no trades by principals of MDSIS or its affiliates will be permitted if it is determined that such trades will disadvantage Clients' interests. If it is determined that such trades will not disadvantage Clients' interests, the securities of principals of MDSIS and its affiliates will be traded by the trading desk as part of any blocks traded for Clients. Where principals of MDSIS or its affiliates desire to seek brokerage services directly rather than through MDSIS's trading desk, no trades for their account are to be made until all Clients have been satisfied.

Principals and employees of MDSIS will not act for their own or related accounts in anticipation of a research report or purchase or sell recommendation for Clients' accounts or otherwise on the basis of material non-public information. All transactions by principals or employees are required to be reported to MDSIS's compliance department on a periodic basis.

Notwithstanding the above, certain principals and employees are participants in MDSIS's profit sharing plan and/or limited partners or members of private investment partnerships or limited liability companies of which MDSIS or affiliates of MDSIS are general partners or managing members (collectively, "Sass Entities"). Sass Entities pursue a broad variety of investment strategies and practices in seeking capital appreciation, including, in some instances, active short-term trading. On occasion, Sass Entities may own shares of the same companies owned by other Client accounts, and in the course of actively trading positions in such companies may purchase or sell securities at the same time as or at different times than other Client accounts based on separate investment decisions made for each account in light of its particular investment objectives and risk/return characteristics, provided that no transaction on behalf of a Sass Entity will be permitted if it is determined that it will disadvantage the interests of other Clients.

Brokerage Practices

Selection of Brokers

MDSIS considers various factors in selecting brokers through which orders for Client accounts are executed. MDSIS's primary consideration is the broker's ability to provide best execution of the trade (including both trade price and commission). Assuming equal execution capabilities, MDSIS also takes other factors into account.

In determining which brokers provide best execution, MDSIS looks primarily to the stock price quoted by the broker through which it can obtain the most favorable price. If the same price is available from more than one broker, MDSIS's judgment as to the following factors may influence the selection of a broker for a particular trade: the execution, clearance and settlement capabilities of the brokers under consideration; the nature of the security being traded; the size of

the transaction; the desired timing of the trade; the activity existing and expected in the market for the particular security; confidentiality; the financial stability of the brokers under consideration; actual or apparent operational problems of any broker under consideration; and the negotiated commission rates available at the time of the trade.

MDSIS also considers the nature and extent of research services provided when it selects brokers. Assuming equal execution capabilities as described above, MDSIS may direct commission business to brokers who provide research services. Such services include, but are not limited to: analyses and reports concerning economic factors and trends, industries, specific securities, portfolio strategy, and valuation and performance of accounts; advice regarding critical factors supporting research recommendations and special reports or information based on the specific requests of MDSIS's portfolio managers/analysts. MDSIS expects that research services received will generally (but not necessarily always) fall within the "safe harbor" provided by Section 28(e) of the Securities Exchange Act of 1934.

Subject to MDSIS's duties to seek best execution, MDSIS may also from time to time obtain research services prepared by third parties and provided by brokers in exchange for a predetermined amount of commission business. These services include portfolio monitoring, analysis and performance measurement systems, various economic forecasting and research services covering stocks and bonds, research and trading conferences, and a source of information as to block trading opportunities. Such third-party arrangements are cancellable at any time while others require notice. Such third-party arrangements do not involve a substantial amount of MDSIS's commission business on behalf of Clients.

Where, in MDSIS's judgment, several firms have equal execution capability, MDSIS from time to time places orders with brokerage firms which have recommended that MDSIS be among a number of investment managers invited to make presentations and proposals to manage potential Clients' assets. These are brokerage firms that provide MDSIS with high-quality execution services and with which MDSIS would place executions irrespective of the recommendations to potential Clients.

Also, some Clients designate the broker through whom some or all orders for their account are to be executed. Generally, in the case of trades directed to a particular broker, commission arrangements are negotiated in advance by the Client and the broker. Clients who direct MDSIS to use a particular broker-dealer should be aware that, in so doing, MDSIS may not be in a position to freely negotiate commission rates or spreads, obtain volume discounts on aggregated orders, or to select broker-dealers on the basis of best price and execution. As a result, directed brokerage transactions may result in higher commissions, greater spreads or less favorable execution on some transactions than would be the case if MDSIS were free to choose the broker-dealer.

Orders placed on behalf of Clients may be "bunched" for execution with the orders of other Clients of MDSIS or of MDSIS, its principals or other affiliates. Bunched orders may be executed in block transactions or in a series of transactions throughout a trading day. In the latter case, all participants in such transactions will receive the average price obtained during one trading day. These practices may result in the obtaining of a better average trade price and lower

transaction costs than might otherwise be available to certain Clients without such bunching, although the average price may be slightly higher than the lowest price in the series of executions that result in the average price. MDSIS will not aggregate orders unless aggregation is consistent with our duty to obtain best execution and the terms of the investment guidelines and restrictions of each Client for which trades are being aggregated.

Generally, MDSIS places and executes aggregated (i.e., bunched) equity order transactions at each of the trading “desks” (e.g., Goldman Sachs, J.P. Morgan, etc.) used by MDSIS. The non-directed Client accounts trade first. Aggregated trades are carried out one trade desk at a time; for example, MDSIS will not have an equity trade that is executed concurrently by two trading desks. For each trading desk used, all participants in such transactions will receive the average price obtained during one trading day. Equity trades for non-directed accounts are completed first, followed by directed brokerage accounts in order of size (largest to smallest). It is likely that execution prices for equity orders will vary by trading desk as a result of the timing of an order’s placement and execution; differences in price resulting from MDSIS’s order entry process will primarily depend on the changes in market price in the interim period between the time MDSIS’s first and last aggregated order is placed and executed.

It is MDSIS’s policy that investment opportunities are allocated fairly and equitably among Clients’ accounts. MDSIS’s general policy is to make investment allocations pro rata across Client accounts. Notwithstanding the foregoing, because of the diversity of objectives, risk tolerances, fund or account investor-imposed limitations, tax situations, differences in the timing of capital contributions and withdrawals among various Clients, the type of investment strategy, and other factors considered relevant by MDSIS, there may often be differences among Clients in the weighting and cost basis of particular positions and in the particular securities and other-instruments held.

Examples of permissible reasons why *pari passu* allocations or average price may not occur in every situation may include, but are not limited to, the following:

- Differences in Clients’ or investment fund investors’ tax situations;
- Differences in available capital;
- Different risk parameters, investment guidelines or specific instructions from a particular Client;
- Differences in investment programs’ emphasis on particular types of investments;
- Commission costs of allocating limited purchases or sales among several Clients;
- The limited size of an available position;
- The varying ability to margin, and any applicable margin limitations, for particular Clients;
- Liquidity requirements of a particular Client;
- The domicile of a particular Client, and the ability to participate in particular positions and securities based on such domicile;
- Issuer based restrictions with respect to a particular Client; and
- The type of investment strategy.

On occasion, MDSIS may participate in initial public offerings or new issues (sometimes referred to as “IPOs” or “new issue offerings”) for its eligible Clients’ accounts. Registrant does not consider Clients of RVE as IPO eligible Clients based on RVE’s investment methodologies. Pooled investment vehicles advised by MDSIS which transact in equities are considered eligible Clients. Only “non-restricted” investors of the eligible Clients are allowed to participate in IPOs. In these cases, MDSIS’s general policy and practice is to allocate shares fairly and equitably among eligible Clients’ accounts according to a specific and consistent basis so as not to favor or disfavor any eligible Client, or group of Clients, over another.

In seeking best execution for transactions on behalf of Clients, MDSIS from time to time may instruct the broker-dealer that executes the transaction to allocate or “step-out” a portion of such transaction to another broker-dealer. The broker-dealer to which MDSIS has “stepped out” would then settle and complete the designated portion of the transaction and the executing broker-dealer would settle and complete the remaining portion of the transaction that has not been “stepped out.” Each broker-dealer would receive a commission or a brokerage fee with respect to that portion of the transaction that it settles and completes. Generally speaking, MDSIS’s goal in conducting a “step-out” trade is to use a broker that will provide best price and execution and also give commission business to brokers with whom it has other arrangements that need to be paid for but whose execution capability is not as good.

Determination of Commission Rates

In accordance with industry practice, commission rates are normally determined through negotiations with brokers conducted by MDSIS’s traders. These negotiations take into account industry norms for particular transactions, the size and type of trades, the size and expertise of the brokerage firm involved and the nature of brokerage and research services provided, including special services in connection with a particular trade. Such special services could include, among other things, the assumption of market risk in connection with a trade or series of trades or the facilitation of trades in a thin or volatile market. Although MDSIS generally seeks competitive commission rates and commission equivalents, it will not necessarily pay the lowest commission or equivalent. Commission rates paid by MDSIS may in some situations be higher than those charged by other brokers for execution of similar trades without the provision of research and/or special services, which may justify higher commissions and equivalents than would be the case for more routine services.

Evaluation of Research; Soft Dollars

Often no precise monetary value can be assigned to research and special execution services furnished to MDSIS by brokers. MDSIS reviews all research services and determines that the amounts of commissions directed to brokers are reasonable in relation to the value of the brokerage and research services provided, viewed in terms of both particular transactions and MDSIS’s overall responsibilities with respect to the accounts over which it exercises investment discretion. MDSIS maintains an internal allocation procedure to identify those brokers who provide it with research services and the amount of research services they provide, and then endeavors, subject to MDSIS’s duty to seek best execution, to direct sufficient commissions to them to ensure the continued receipt of such services as MDSIS believes to be valuable.

MDSIS may, from time to time, affect fixed income or other securities transactions with certain institutions for soft dollar credits on an agency basis, instead of effecting such transactions on a principal basis with market makers. In connection with transactions that are effected in this manner, a commission will be charged by the executing broker in addition to a mark-up or mark-down, which is included in the market maker's bid or ask prices of the securities being purchased or sold. When using soft dollar credits on an agency basis with certain brokers to obtain research or other products or services, MDSIS receives a benefit because it does not have to produce or pay for such research, products or services. This benefit may create an incentive to MDSIS to select a broker based on MDSIS's interest in receiving research or other products or services, rather than its Clients' interests in receiving most favorable execution.

Research services furnished by brokers are generally used in servicing all of MDSIS's accounts, although not all such services may be used in connection with any particular account that paid commissions to the brokers providing such services. Research services may be shared among MDSIS and its Affiliated Advisers. Therefore, research services that primarily benefit MDSIS and/or an Affiliated Adviser may be paid for with commissions generated by any of the other affiliates.

Allocations

MDSIS advises multiple and diverse Clients and investors, which may compete for MDSIS's time and attention and for limited investment opportunities. MDSIS has a fiduciary obligation to use its best efforts to ensure that no Client is treated unfairly in relation to any other Client in the allocation of securities or investment opportunities or in the order in which transactions are executed. MDSIS will seek to allocate orders and investment opportunities among Clients in a manner that it believes is equitable and in the best interests of all of its Clients. Although such allocations may be pro rata among participating Clients, they will not necessarily be so, where MDSIS's allocation policies (e.g., taking into account differing objectives or other considerations) dictate a different result. There can be no assurance that a particular order or investment opportunity will be allocated in a particular manner or that it will be practicable for each account to participate in every transaction or position that is suitable for its objectives and strategy.

Review of Accounts

Senior officers of MDSIS periodically monitor all portfolios for compliance with investment guidelines, positioning with respect to target portfolio structure, investment performance and adherence to investment objectives. Certain reviews can be daily and are done by the senior officer and/or senior portfolio manager (and/or designees). Portfolio administrators review separate Client accounts and Funds, and reconcile cash balances with custody statements daily and positions monthly. Portfolio administrators also prepare monthly and/or quarterly Client reports for separately managed accounts, which are reviewed by another team member before being provided to the Client service area for distribution to Clients. Portfolio administrators are each generally responsible for approximately 20 to 30 separately managed accounts.

The Chairman and CEO, President, Senior Managing Director and several portfolio managers (with the title of Senior Vice President) review the performance of the investment strategies they are responsible for on a regular basis (not less than monthly).

Clients with separately managed accounts receive reports not less than quarterly, and frequently monthly. Reports on separately managed accounts include returns (in dollars and percentages), comparison of performance to a benchmark, details of portfolio holdings, information on portfolio transactions and other data as required. Fund investors generally receive reports quarterly. Reports include a review of results and investment performance. Audited financial statements prepared in accordance with general accepted accounting principles are provided annually to Fund investors.

Client Referrals and Other Compensation

On a discretionary basis, MDSIS may compensate certain employees for Client referrals. Additionally, MDSIS may from time to time compensate third parties for Client referrals pursuant to written solicitation agreements complying with the provisions of Rule 206(4)-3 under the Advisers Act.

MDSIS is affiliated with M.D. Sass Securities, a registered broker-dealer, which may market interest and shares of the Funds. M.D. Sass Securities will receive compensation for marketing the interests or shares that may include a portion of the management and performance fees/allocation received by MDSIS and/or an affiliate.

Custody

Client assets generally are held in custody by unaffiliated broker/dealers or banks, however MDSIS has access to some Client accounts since it or an affiliate serves as the general partner or managing member of each Fund.

Fund investors will not receive statements from the custodian. Instead the Funds are subject to an annual audit and the audited financial statements are distributed to each investor. The audited financial statements will be prepared in accordance with generally accepted accounting principles and distributed within 120 days (180 days in the case of fund of funds) of each Fund's fiscal year end.

Investment Discretion

MDSIS generally has discretionary authority to determine, without obtaining specific consent from the Funds or their investors, the securities and amount to be bought or sold. Any limitations on authority are included in the respective Fund's confidential offering memorandum and other governing documents. MDSIS may generally exercise its investment discretion and authority conditionally or unconditionally, arbitrarily, or inconsistently in varying or similar circumstances. For example, MDSIS may provide certain investors or third parties representing investors more frequent or more detailed reports of a Fund's portfolio holdings or performance, special fee and allocation arrangements and special withdrawal rights that it does not provide to other investors.

Clients other than the Funds have (or may in the future) placed different limits on MDSIS's discretionary authority to invest pursuant to their respective investment management agreements with MDSIS.

Voting Client Securities

To the extent MDSIS exercises or is deemed to be exercising voting authority over Client securities, MDSIS's general policy is to vote proxy proposals, amendments consents or resolutions (collectively "proxies") in a manner that serves the best interest of a Client, as determined by MDSIS, in its discretion, taking into account factors described in its proxy voting policies and procedures (together, the "Policy").

In furtherance of the foregoing, MDSIS generally opposes placing restrictions on the business judgment of management. MDSIS considers, on a case-by-case basis, executive compensation plans and supports those that promote the adoption of fair, competitive compensation packages for executives and it reviews matters relating to changes in a company's charter documents and generally votes in favor of those measures that provide management with the most operational flexibility. MDSIS follows procedures that are designed to identify conflicts or potential conflicts that could arise between its own interests and those of its Clients. If it is determined that any such conflict or potential conflict is not material, MDSIS may vote proxies notwithstanding the existence of the conflict. If it is determined, however, that a conflict of interest or potential conflict of interest is material, appropriate personnel of MDSIS will work to agree upon a method to resolve such conflict before voting proxies affected by the conflict. The Policy itself contains other more specific policies (including appropriate exceptions) that MDSIS intends to follow with respect to both routine and non-routine matters.

Some Clients do not allow MDSIS to vote proxies for them. Such Clients will receive their proxies or other solicitations directly from their custodian or a transfer agent. In the event Clients have questions about a particular solicitation, they may contact us at 212-730-2000.

The foregoing summary of MDSIS's Policy is qualified in its entirety by the complete text of the Policy, a copy of which may be requested along with MDSIS's proxy voting record by contacting us at 212-730-2000.

Financial Information

MDSIS has never filed for bankruptcy and is not aware of any financial condition that is reasonably likely to affect its ability to manage Client accounts.