

EntryPoint Capital LLC

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This “**Brochure**” provides information about the qualifications and business practices of EntryPoint Capital LLC (hereinafter “**EntryPoint**”, “**we**”, “**us**”, “**our**” or the “**Firm**”). If you have any questions about the contents of this Brochure, please contact our Chief Compliance Officer (“**CCO**”), Jim Pak, by email at jpak@entrypointcap.com. Information in this Brochure has not been approved or verified by the U.S. Securities and Exchange Commission (the “**SEC**”) or by any state securities authority.

EntryPoint has applied as an “Investment Adviser Expecting to be Eligible for Commission Registration within 120 Days” with the SEC. Registration as an investment adviser does not imply that EntryPoint or any of its principals or employees possesses a particular level of skill or training in the investment advisory business or any other business.

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

Item 2: Material Changes

This Brochure is EntryPoint's initial Form ADV Part 2A which has been submitted with our application for registration with the SEC; therefore, there are no material changes to report. In the future, if the Brochure contains material changes from our last update, we will identify and discuss those changes in this section.

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.....	8
Item 7: Types of Clients	8
Item 8: Methods of Analysis, Investment Strategies, and Risk of Loss	8
Item 9: Disciplinary Information.....	9
Item 10: Other Financial Industry Activities and Affiliations.....	24
Item 11: Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading	24
Item 12: Brokerage Practices	25
Item 13: Review of Accounts.....	26
Item 14: Client Referrals and Other Compensation	26
Item 15: Custody	26
Item 16: Investment Discretion.....	26
Item 17: Voting Client Securities	26
Item 18: Financial Information	27

Item 4: Advisory Business

EntryPoint Capital LLC (hereinafter “**EntryPoint**”, “**we**”, “**us**”, “**our**” or the “**Firm**”) is organized as a Delaware limited partnership with a principal place of business New York, New York. Daniel Lubin, Dick Desich, and Jose Marques are the beneficial owners of the business (the “**Principals**”).

EntryPoint will provide discretionary investment management services to qualified investor’s through its private funds: EP Healthcare Transformation Fund International LP; EP Healthcare Transformation Fund LLC; and EP Healthcare Transformation Master Fund LP.

We serve as the firms, with discretionary trading authority, to private, pooled investment vehicles, the securities of which are offered through a private placement memorandum to accredited investors, as defined under the Securities Act of 1933, as amended, and qualified purchasers, as defined under the Investment Company Act of 1940, as amended. We do not tailor our advisory services to the individual needs of any particular investor.

Following registration with the SEC, EntryPoint intends to manage the following private, pooled investment vehicles:

- EP Healthcare Transformation Fund International LP, a Cayman Islands exempted partnership (the “**Offshore Fund**”);
- EP Healthcare Transformation Fund LLC, a Delaware limited liability company (the “**Onshore Fund**”); and
- EP Healthcare Transformation Master Fund LP, a Cayman Islands exempted limited partnership (the “**Master Fund**”).

The Master Fund, the Onshore Fund and the Offshore Fund are herein each referred to as a “**Fund**” or “**Client**”, and collectively referred to as the “**Funds**” or the “**Clients**”. The Onshore Fund and the Offshore Fund are also referred to as the “**Feeder Funds**”.

The Onshore Fund’s “**Limited Partners**” and the Offshore Fund’s “**Shareholders**” are hereafter collectively referred to as the “**Investors**” where appropriate.

Our investment decisions and advice with respect to the Funds are subject to each Fund’s investment objectives and guidelines, as set forth in its respective offering documents.

We do not currently participate in any Wrap Fee Programs.

Currently, we do not have regulatory assets under management, but we expect to have, within 120 days of the effective date of our initial registration, client assets under management sufficient to allow us to remain eligible for registration with the SEC.

Item 5: Fees and Compensation

The fees applicable to each of the Funds are set forth in detail in the corresponding Offering Documents. A brief summary of such fees is provided below.

Management Fee

EntryPoint is to be paid a monthly investment management fee in advance, equal to 1/12 of 2.00% of the balance, as of the beginning of the then-current calendar month, of the capital account associated with such Master Fund subaccount (computed after giving effect to any additional capital contributions made as of such date).

The Firm, in its sole discretion, may waive or modify the management fee for any investor.

Other Types of Fees or Expenses

EntryPoint is authorized to incur and pay in the name and on behalf of the Funds all expenses which they deem necessary or advisable.

The Firm is responsible for and shall pay, or cause to be paid, all of their own ordinary administrative and overhead expenses, including, without limitation, all costs and expenses related to rent, furniture, fixtures, equipment, office supplies, clerical expenses and all salaries, bonuses and benefits paid to, or on behalf of, personnel of the Firm.

Operating Expenses

The Firm will make all determinations regarding **Operating Expenses** (defined below), including whether a particular item constitutes an operating expense.

The Feeder Funds (and, consequently, each regular investor's capital account) are responsible for the operating expenses of the Feeder Funds, and will bear (shared *pro rata* with any additional Funds, if any) the operating expenses of the Master Fund, which generally include all expenses, liabilities, and other costs arising out of or related to its operations. operating expenses are in addition to and independent of the management fee and performance allocation.

The Firm and any other Firm-related entity may incur, on behalf of the Feeder Funds or the Master Fund, as the case may be, such portion of the operating expenses that ultimately are to be borne by the Feeder Funds as deemed necessary or appropriate by the relevant Firm-related entity. In consideration of (among other things) its incurring such operating expenses, such Firm-related entity will be fully reimbursed or otherwise fully compensated by the Feeder Funds or the Master Fund, as applicable, for incurring any operating expenses on behalf of the Funds. For the avoidance of doubt, any reimbursement of operating expenses to any Firm-related entity and/or any other person (regardless of the capacity of the recipient) will be in addition to the Management Fee and/or performance allocation.

Any person incurring operating expenses on behalf of the Feeder Funds may elect to waive such person's right to receive reimbursement from the Feeder Funds' assets. In order to be effective, such a waiver must be reflected in a writing signed by such person and indicating the particular operating expense for which reimbursement rights are being waived.

Operating expenses include, with respect to the Feeder Funds, all expenses of the Feeder Funds and their subsidiaries, as well as the Feeder Funds' allocable share of expenses of the Master Fund and its subsidiaries, and, (y) with respect to the Master Fund, all expenses of the Master Fund, in each case (x) and (y), that fall into any of the following categories:

- (a) expenses related to actual or potential investments of the Master Fund, including third-party expenses related to the development of investment strategies and the evaluation of investments and investment strategies (including third-party fees for investment research, data feeds, analytics, incrementally charged computing resources and storage); expenses related to the acquisition, holding, monitoring, or disposition of any Investment; commissions; expenses of margin and other borrowings to finance the acquisition or holding of investments; exchange, clearing, and other expenses; and expenses for accounting, custody, depositary, consulting, legal, tax, or other services incurred in connection with evaluating, acquiring, holding, monitoring, or disposing of any Investment;
- (b) expenses related to the general operations of the Feeder Funds or the Master Fund, as applicable, including expenses related to third-party administration; expenses related to the cost of printing and distributing any annual or other periodic reports and statements; expenses related to accounting, custody, depositary, audit, consulting, legal, tax, treasury, valuation, and other services; expenses related to amendments or other modifications to any Fund-related document; expenses of obtaining investors' consents or holding Investors' meetings, if any; insurance expenses (including the expenses of "directors & officers" and "errors & omissions" insurance coverage for the Firm; expenses (including expenses of legal advisers and compliance consultants) related to regulatory compliance of any Funds or of the Firm or any of its affiliates in relation to any Funds, including Form PF, filings required by Section 13 and/or Section 16 of the exchange act that include reference to Investments held by the Feeder Funds and/or the Master Fund, revisions and/or updates to the Form ADV of the Firm and/or any other Firm-related entity to the extent related to the activities, strategy, or service providers, or changes in the activities, strategy, or service providers, of the Feeder Funds and/or the Master Fund, and other regulatory registration processes, filings, licenses, inquiries, and examinations; expenses associated with the formation and operation of subsidiaries of the Master Fund; and expenses associated with any restructuring, liquidation, winding up, or dissolution of the Feeder Funds, the Master Fund, or any subsidiaries of the Master Fund;
- (c) expenses incurred in connection with the offer and sale of regular interests on an ongoing basis after the first three subscription dates (including legal fees and disbursements associated with amending or supplementing the private placement memoranda of each Feeder Fund or such other marketing materials; and fees and expenses of legal counsel and other advisers incurred in connection with negotiation of side letters with existing and prospective Investors), excluding any fees, commissions, and expenses of third-party marketers retained to solicit investments into the Feeder Funds;
- (d) (i) with respect to the Onshore Fund, fees payable in Delaware to maintain its registered office and to keep the Feeder in good standing, and (ii) with respect to the Offshore Fund and Master Fund, fees payable in the Cayman Islands to maintain its registered office and for the annual company registration fee payable in the Cayman Islands;
- (e) taxes, duties, or other related expenses;

- (f) expenses associated with indemnification or a similar contribution obligation to any person, whether or not pursuant to a Fund-related Document;
- (g) expenses associated with any litigation, arbitration, mediation, investigation, or other proceeding (including proceedings involving any regulatory body or governmental authority) and with the amount of any judgment, settlement, fine, penalty, or other amount related to any such proceeding;
- (h) actual or estimated expenses of, and reserves for, any liability, commitment, or contingency (whether matured or unmatured) or category of liability, commitment, or contingency, in each case as determined in good faith by the Firm; and any other cost or category of cost that the Firm or the General Partner determines in good faith to be an Operating Expense.

Organizational Expenses

The Feeder Funds (and, consequently, each investor's capital account) is responsible for the **Organizational Expenses** (defined below) of the Feeder Funds, and will bear (shared pro rata with any additional Funds, if any) the Organizational Expenses of the Master Fund.

For financial reporting purposes, such Organizational Expenses of the Feeder Funds and the Master Fund will be amortized over a 60-month period beginning on the initial subscription date, unless otherwise determined by the Firm or the General Partner, respectively. Such amortization of Organizational Expenses is a divergence from GAAP, which may result in a qualification of the Feeder's annual audited financial statements.

Organizational Expenses include, with respect to each of the Feeder Funders and the Master Fund, all expenses incurred:

- (a) in connection with the organization of the relevant entity (including legal fees and disbursements associated with the preparation of such entity's organizational documentation, fees and other expenses incurred in connection with the formation and registration of such entity in Delaware and the Cayman Islands, and in each jurisdiction where it has qualified to do business in connection with the commencement of its operations, and taxes, duties, and other similar expenses associated with the establishment of the relevant entity);
- (b) in connection with the offering and sale of regular interests for the first three subscription dates (including legal fees and disbursements associated with the preparation of the private placement memoranda and any other marketing materials for the Feeder Funds and to amend or supplement the private placement memoranda or such other marketing materials during such initial offering period; and fees and expenses of legal counsel and other advisers incurred in connection with negotiation of side letters with existing and prospective Investors during such initial offering period), excluding any fees, commissions, and expenses of third-party marketers retained to solicit investments into the Feeder Funds; and
- (c) in connection with the preparation and execution of such entity's contracts required for it to commence its operations.

For the avoidance of doubt, Organizational Expenses of the Master Fund shall be shared *pro rata* by the Feeder Funds.

In general, each Investor will bear its proportionate share of the Funds expenses on a pro rata basis with respect to the size of such Investor's capital account(s) or with respect to the relative net asset value of the shares held by such Investor, as applicable.

Notwithstanding the foregoing, the Funds General Partner and/or the Firm, as applicable, may specially allocate the expenses described herein in any other manner, including by allocating certain expenses to certain (but not all) Investors, if the Funds General Partner and/or the Firm, as applicable, reasonably determines, in its discretion, that it is more equitable to do so.

To the extent that expenses to be borne by the Funds are paid by the Firm or its affiliates, the Funds will reimburse the Firm or its affiliates for such expenses. We may waive any such reimbursement with respect to any Funds expenses. Any waiver by us for reimbursement of any Funds expenses shall not serve as a waiver of reimbursement for any future Funds expenses to be paid by us or our affiliates.

Neither the Firm nor its employees accept compensation, including sales charges or service fees, from any person for the sale of securities or other investment products.

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

We and our affiliates are entitled to a performance-based compensation. As a result, we and our affiliates do not face certain conflicts of interest that may arise when a Firm accepts performance-based fees from some clients, but not from other clients.

Performance-based allocation arrangements may create an incentive for us to recommend investments which may be riskier or more speculative than those which we would recommend under a different arrangement.

Item 7: Types of Clients

Our clients are the Funds, as described in Item 4 above, and the Funds are generally open to, among others, institutions, pension plans, endowments, high net-worth individuals, financially sophisticated individuals, and other sophisticated investor's.

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

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

Investment Objective

The investment objective of the Funds is to seek attractive risk-adjusted returns. The Funds seek to achieve this investment objective primarily by investing using strategies that focus on long and/or short positions in equities and equity-related securities or issuers, including ETFs. There is no assurance that the Funds will achieve its investment objective or be profitable or that an investment in regular interests will not result in capital losses.

Risk Management

Investment in the Funds involves significant risk and is suitable only for persons who can bear the economic risk of the loss of the entirety of their investment, who have a limited need for liquidity in their investment, and who meet the conditions outlined in each private placement memoranda and set forth in the applicable subscription document. Investment in the Funds carries with it the inherent risks associated with investments in securities. Each prospective investor should carefully review the private placement memorandum of the Funds in which they are investing, and the documents referred to in the private placement memorandum in determining whether to invest in the Funds. Fund management will include monitoring, in real time, of positions from a risk perspective. All risks will be identified by the research and portfolio management team. Ultimately, any investment risk shall be addressed immediately by the portfolio manager(s).

Risk of Loss Factors

The following risk factors do not purport to be a complete list or explanation of the risks involved in an investment in the clients advised by us. These risk factors include only those risks we believe to be material, significant or unusual and relate to particular significant investment strategies or methods of analysis employed by us.

An investment involves significant risks, and is suitable only for those persons who can bear the economic risk of the loss of their entire investment, who have limited need for liquidity in their investment, and who have met the conditions set forth in the offering documents. There can be no assurances that we will achieve our investment objectives. An investment carries with it the inherent risks associated with investments in publicly-traded stocks and bonds, options, and related instruments, including, without limitation, the risks described below. Each prospective investor should carefully review the offering documents and the documents referred to herein before deciding to invest with EntryPoint Partners LLC.

Risks Associated with Investing Generally

No Assurance of Profits; Not a Complete Investment Program

No investor should regard investing in Regular Interests as a complete investment program. An investment in the Feeder Funds entails a high degree of risk and is suitable only for sophisticated investors who fully understand and are capable of assuming the risks of the loss of their entire investment in the Feeder. There can be no assurance that the Feeder Fund's investment objective will be achieved or that an investment in the Feeder Funds will be profitable; and the Feeder Funds may experience material losses.

Further, the Feeder Funds are subject to direct and indirect fees and expenses as outlined elsewhere in this Memorandum, which will reduce the Feeder's returns and require the Feeder Funds to make a certain level of profit from its investing activities over any given period in order for regular interests not to experience losses over that period.

Lack of Operating History

Although the principals and other personnel of the Firm have significant prior investment experience, in some cases using investment strategies and techniques similar to those expected to be employed by the Firm on behalf of the Master Fund, the Firm does not have a substantial operating history of its own, and, until the launch of the Funds, the Firm will not have managed a collective investment vehicle. Moreover, each of the Feeder Funds and the Master Fund is a newly organized entity and neither of them has any prior operating history or investment track record. Accordingly, neither the Feeder Funds nor the Master Fund has a performance history upon which a prospective investor can evaluate the Firm's investment strategy as implemented for the Master Fund.

Past performance of other accounts or investment vehicles sponsored, advised, and/or managed by the Firm or its personnel is not indicative of the results that will be achieved by the Feeder Funds or the Master Fund and provides no assurance of the level of the returns that the Feeder Funds will achieve or that the Feeder Funds will be successful in achieving its investment objective.

Disruptions to the Investment and Business Environment

The market, economic, political, technological, regulatory, and social conditions to which the Feeder Funds, the Master Fund, and the Firm are exposed are subject to extreme and sometimes rapid changes and the occurrence of periods of heightened instability, in each case, outside the control of the Firm. The occurrence of such changes or periods often cannot be foreseen, and when they occur, their duration, severity, and full range of consequences can be difficult or impossible to forecast accurately. For example, global financial markets have in recent years experienced a series of disruptions that have had materially adverse consequences for the values, liquidity, stability, and/or availability of certain types of Investments, including certain of the types of Investments in which the Master Fund may invest.

Competition

The Master Fund trades in a limited number of investment trading markets, and, if the number of participants in these markets that employ strategies similar to or otherwise in competition with the strategy employed on behalf of the Master Fund were to increase, it would potentially make it more difficult for the Firm to identify profit opportunities relating to, and generate profits from, particular investments or its investment strategy. In the event of such increased competition, the effects may be exacerbated if it occurred together with changes in the investment trading markets themselves that benefitted the Master Fund's competitors relative to the Master Fund. In addition, existing and future regulation may affect the Firm, the Feeder, and/or the Master Funds more adversely or severely than their respective competitors.

The Feeder Funds and the Master Fund may also face other competitive challenges, including those arising from the competition that the Firm faces for appropriately skilled personnel.

Force Majeure Events

Force majeure events, such as a terrorist attack, act of war, insurrection, or natural disaster, usually cannot be predicted. The occurrence of any such event could have a material adverse effect on the Feeder Funds or the Master Fund or any of the Master Fund's Investments. The risk of these events, in addition to the events themselves, might materially adversely affect the operations of the Feeder Funds and/or the Master Fund and markets in which the Master Fund participates, as well as the ability to insure against these events. Further, the risk of these events and the events themselves may result in increased regulation of markets in which the

Master Fund participates, which regulation could have a material adverse effect on the Master Fund.

Inability to Trade

The Master Fund could suffer material losses were it unable to open or liquidate positions, whether due to market conditions, trading halts due to regulatory limits, counterparty discretion, and/or other factors. For example, various exchanges impose daily-price-fluctuation limits, and no trading may take place beyond these “lock” limits, so trading may effectively cease.

International Investments

The Master Fund may purchase, sell, hold, and trade investments issued by or relating to both U.S. and non-U.S. persons. International investing and trading involve special risks not typically associated with trading in investments issued by or relating to solely U.S. persons. Depending on the particular countries and investments involved and on the nature of the particular transactions executed outside of the United States, these special risks may include changes in exchange rates and exchange control regulations; devaluations or nonconvertibility of non-U.S. currencies; failures or disruptions in central banks, banking systems, markets, or financial exchanges; changes in monetary policies, interest rates, or interest-rate policies; political, social, and economic instability; adverse diplomatic developments; investment and repatriation restrictions; the nationalization and/or expropriation of assets; government intervention in the private sector; default by public and private issuers on their financial obligations (and limited recourse in connection with such defaults); the imposition of non-U.S. taxes; discrimination against foreign investor’s; and less liquid markets, less information, higher transaction costs, greater difficulty in enforcing contractual obligations, fewer or different rights for creditors generally, more uncertain procedures (if any) for proceedings to resolve insolvencies and bankruptcies, less information regarding legal and regulatory risks, less uniform accounting and auditing standards, greater price volatility, less reliable clearance and settlement procedures, and less government supervision of exchanges, brokers, market intermediaries, issuers, and other markets and market participants than is generally the case in the United States.

Further, individual non-U.S. economies may differ favorably or unfavorably from the U.S. economy in various respects, such as growth of gross national product, rate of inflation, amount of capital reinvestment, degree of resource self-sufficiency, and balance of payments position. For example, certain non-U.S. countries have experienced substantial, and in some cases extremely high, rates of inflation for many years. Inflation and rapid fluctuations in inflation rates have had and may continue to have very negative effects on the economies and securities markets (both public and private) of certain countries in which the Master Fund may invest, and may therefore have a material adverse effect on the Master Fund.

The Master Fund may trade, directly or indirectly, Investments on exchanges located outside the United States. Some non-U.S. exchanges, in contrast to domestic exchanges, are “principals’ markets” in which performance is solely the responsibility of the individual member with whom the trader has entered into a contract and not that of an exchange or its clearinghouse. The Master Fund thus may be subject to the risk of the inability of, or refusal by, a counterparty to perform with respect to any such contract. Moreover, as there may be less government supervision and regulation of non-U.S. exchanges, clearinghouses, and clearing firms than of those in the United States, the Master Fund may also be subject to greater risk of certain failures (including the complete failure) of the exchanges on which its

positions trade and/or certain failures (including the complete failure) of such exchanges' clearinghouses or clearing firms than it would be in the United States. The foregoing risks are likely to be more pronounced in connection with investments in developing or emerging countries.

Publicly Available Information

Certain information regarding the Master Fund and/or its investments may be required to be made publicly available. Because various aspects of the Firm's investment strategies will be based upon systematic trading methods or other proprietary information, there is a material risk that market participants may seek to reverse engineer or otherwise replicate such investment strategies using data that has been made publicly available. In addition, the Firm may accept subscriptions to the Feeder Funds from one or more investor's that may be required, under applicable law (including freedom of information laws), to make publicly available certain information provided by the Firm, or the Feeder Funds to such investor. The public disclosure of such information may increase the risk that other market participants will be able to use such information to their advantage, such as by reverse engineering the investment strategies of the Firm or by seeking to adversely affect the prices of the Master Fund's investments. The use of such information by other market participants (whether as a result of reverse engineering, "frontrunning" the Master Fund's investments, causing the Master Fund to prematurely liquidate investments, or other actions) could have a material adverse effect on the Master Fund.

Custodians, Prime Brokers, and Other Counterparties

The Master Fund's custody, brokerage, and other counterparty arrangements relating to its acquiring, holding, and disposing of investments will expose the Master Fund to significant risks. Investors will not have any authority to consent to the Master Fund's use of particular financial institutions to custody or serve as a broker with respect to its investments, and the Master Fund may initiate, alter, and/or terminate its relationship with any counterparty without notice to or the consent of any investor. Although the Feeder Funds and the Master Fund are permitted to maintain their respective bank, brokerage, and/or custodial accounts with multiple financial institutions in various countries, it is expected that the clearing, settlement, and custody of the investments will generally be carried out by one or a only a limited number of U.S. financial institutions, creating a concentration of exposure to the creditworthiness of such counterparty or counterparties. Currently, the Master Fund expects its sole prime broker to be Goldman Sachs.

The Master Fund's investments held in accounts with financial institutions may not be held in segregated accounts for the exclusive benefit of the Master Fund, and repayment may be subject to credit risk associated with the applicable financial institution's ability and/or willingness to repay the Master Fund. Although assets held in an account with a U.S.-registered broker-dealer are subject, generally, to various client protection rules, the Master Fund is not required to maintain all or any of its assets with such broker-dealers. In addition, there can be no assurance that such rules will be effective or that any of the Master Fund's counterparties will comply with such rules in all cases.

The financial institutions (including broker-dealers and banks) with or through which the Master Fund may trade or invest may experience financial difficulties (including decreased lending capacity) that could directly or indirectly result in the forced liquidation of substantial portions of the Master Fund's investments, or that could otherwise impair the operational capabilities or the capital position the Master Fund. Any financial difficulty experienced by a counterparty of the Master Fund may expose the Master Fund to significant additional risks,

resulting from the insolvency or bankruptcy of such counterparty or from the changed characterization of a transaction or such counterparty's legal capacity to enter into a financial contract. Assets of the Master Fund deposited as margin in a trading account with a U.S. broker-dealer acting as prime broker, may, pursuant to U.S. client protection rules, be used or rehypothecated by such prime broker as a part of its general business activities. In the case of a bankruptcy of a counterparty (including a broker, dealer, or exchange) with or through which the Master Fund has dealings, the Master Fund might not be able to recover any of its assets held, or amounts owed, by such person, even where such property is specifically traceable to the Master Fund. To the extent such assets or amounts are recoverable, the Master Fund might be able to recover only a portion of such property, and such recovery could take a significant period of time. Prior to receiving any recoverable amount of its property, the Master Fund may be unable to determine whether particular positions are held by the affected counterparty, to trade any positions held by such counterparty, or to transfer any positions or cash held by such counterparty on behalf of the Master Fund, in each case, potentially resulting in substantial losses.

The counterparties that are expected to extend credit or otherwise provide leverage to the Master Fund generally are entitled to receive margin or other collateral to secure such leverage. In addition, such counterparties may impose certain financial and non-financial covenants or other agreements on the Feeder Funds and/or the Master Fund, the violation of which may permit the applicable counterparties to pursue various remedies against the Feeder Funds and/or the Master Fund. For example, if the net asset value of the Master Fund declines below a specified threshold or if the Master Fund fails to comply with an intra-day minimum equity requirement, the Master Fund's counterparties may require additional collateral, prohibit new investments under the applicable counterparty agreements, close out one or more of the Master Fund's positions, and/or terminate the Master Fund's credit lines or derivatives contracts. In addition, such counterparties may have discretion to take any such actions even absent a violation of a covenant or other agreement, possibly with little or no notice.

Although the Master Fund is expected to allocate a portion of its available cash to act as a "liquidity cushion" to cover additional collateral requirements, the amount so allocated may not be sufficient to meet the additional collateral requirements imposed by the counterparties that provide leverage or that may be warranted by market conditions. The Master Fund may be materially adversely affected if (a) it fails to meet any collateral requirements, whether as a result of increased requirements imposed by any such counterparties or as a result of market fluctuations affecting the value of collateral or of the associated investment; (b) some or all of its investments are liquidated in order to meet such increased requirements or in response to a violation of covenant or other agreement; (c) its credit lines are terminated; (d) leverage otherwise becomes unavailable or difficult to maintain; or (e) short positions become difficult or expensive to maintain. The adverse effects of liquidating investments would be exacerbated when the applicable investments are illiquid.

More generally, losses experienced by the Master Fund could lead to the imposition of increased collateral requirements, which could, in turn, require the liquidation by the Master Fund of certain positions, which liquidations may occur at disadvantageous times and/or more quickly than would otherwise be desirable. The market impact associated with such liquidations could, in turn, lead to further losses by the Master Fund, potentially leading to a negative feedback loop that could result in progressively increasing losses to the Master Fund. This feedback loop could be magnified by other investor's holding positions that overlap with those of the Master Fund, who might be subject to a similar cycle of losses, increased collateral

requirements, and liquidations. Such events could also lead to a rapid deterioration in the liquidity associated with the affected positions as well as unexpected adverse correlations among various investments held by the Master Fund, thus further exacerbating the adverse effects to the Master Fund.

In addition, the Master Fund's counterparty agreements may include cross-default provisions that may be triggered in the event the Master Fund breaches one of its counterparty agreements. For example, breach of a net asset value covenant in a prime brokerage agreement could also be a breach of one or more of the Master Fund's other agreements with the applicable broker dealer and/or its affiliates as well as a breach of the Master Fund's prime brokerage agreements with other broker dealers (if any). As a result, the adverse impact on the Master Fund of any such breach may be magnified by the existence of such cross-default provisions.

Risks Associated with Investment Strategy

Scope of the Master Fund's Investments and the Investment Adviser's Investment Strategies

The Firm has broad discretion in selecting investments for the Master Fund. Although the Master Fund's investments are expected initially to consist generally of long and/or short positions in equities and equity-related securities of U.S. issuers, including ETFs, the Master Fund is permitted to hold Investments of any type. Further, the Firm anticipates modifying its current investment strategy as it believes circumstances warrant and using additional investment strategies for the Master Fund's trading. Modifications to the current investment strategy and additional strategies may result in the Master Fund's holding investments of types other than those referred to above, and may accentuate the Master Fund's exposure to any of the risks outlined in the private placement memorandum and/or expose the Master Fund to incremental and/or different risks from and in addition to the risks outlined in this memorandum.

Short Sales

The Firm's investment strategy is expected to result in the Master Fund's participating in "short sales." When the Master Fund engages in a short sale, it borrows securities from a financial counterparty (*i.e.*, a lender with respect to the relevant securities) and sells such securities to another person, with an obligation to return to the lender an equivalent amount of the borrowed securities at a later date. Short selling allows the Master Fund to profit from declines in a security's value.

While short sales may be useful under certain circumstances in the pursuit of potential profit opportunities and/or the mitigation of certain forms of risk, they may result in a theoretically unlimited loss of capital, and can result in significant losses within a relatively short period of time, whether due to price changes, recalls sought and penalties imposed by lenders of the borrowed securities, "short squeezes", unavailability of the securities at the time the Firm desires to close out the short position, or other causes. Financing methods employed by the Master Fund may involve the economic equivalent of short positions in various investments, which could have economic consequences substantially similar to those caused by the execution of short sales.

Short sales historically have been, and continue to be, subject to certain restrictions under U.S. federal securities laws. Moreover, under certain provisions of the Dodd-Frank Act, the

SEC may propose certain short sale and/or short position reporting requirements that may have the effect of deterring or limiting short selling of U.S. equities in general. Any ongoing or future regulatory limitations on short selling, or any ongoing or future requirements to disclose short sales or short positions, may materially adversely affect the Firm's ability and willingness to implement its investment strategy on behalf of the Master Fund.

Exchange-Traded Funds

The Master Fund may make investments in the securities of ETFs in different asset classes and sectors. ETF securities represent interests in (i) fixed portfolios of common stocks designed to track the price and/or dividend yield performance of broad-based securities indices (*e.g.*, the S&P 500) or (ii) "baskets" of securities related by industry, sector, and/or other shared attributes. ETF securities are traded on exchanges, and the value of ETF securities fluctuates in relation to changes in the value of the underlying portfolio of securities. However, the market price of ETF securities may not be equivalent to the *pro rata* value of the underlying portfolio of securities. ETF securities are subject to the risks of an investment in a broad-based portfolio of common stocks or to the risks of a concentrated, industry-specific investment in securities, as the case may be. Furthermore, certain ETFs in which the Master Fund may invest may leverage their assets, thereby significantly increasing the potential volatility of such ETFs. ETF securities are typically structured as investments in U.S. registered investment companies and, therefore, the Master Fund's percentage ownership of certain ETFs may be restricted under the investment company act.

Leverage; Margin

The Firm's investment strategies are expected to involve the use of leverage by the Master Fund. In particular, the Master Fund may buy certain investments on margin or otherwise use borrowed funds to acquire investments or to support its portfolio. The use of leverage will permit the Master Fund to hold assets with a value that exceeds its capital.

The amount of leverage employed by the Master Fund is determined by the Firm, and the Firm is authorized to cause the Master Fund to employ leverage up to the maximum permitted by applicable law (subject to any limits imposed by any person extending credit or otherwise providing leverage to the Master Fund). Leverage will amplify the Master Fund's returns if the Master Fund earns a return on investments purchased with borrowed funds that is greater than the Master Fund's cost of borrowing such funds. However, the use of leverage exposes the Master Fund to additional risks, including: (i) greater losses from investments than would otherwise have been the case had the Master Fund not borrowed to acquire its investments; (ii) margin calls or interim margin requirements, which may force premature liquidations of investments; and (iii) losses on investments where the investments fail to earn a return that equals or exceeds the Master Fund's applicable cost of borrowing. In the event of a sudden, precipitous drop in value of the Master Fund's investments, the Master Fund might not be able to liquidate assets quickly enough to repay its borrowings, further magnifying its losses. The use of leverage by the Master Fund will increase the volatility of the investment performance of the Master Fund's portfolio and, as a result, will increase the volatility of the returns experienced by Investors.

The Master Fund may incur potentially significant expenses, including interest charges and commitment fees, in connection with any leverage that it uses. In addition, the rights of any lenders to the Master Fund to receive payments of interest or repayments of principal generally will be senior to those of the investor's in the Master Fund (that is, the Onshore Feeder and the Offshore Feeder), and consequently senior to any rights to receive payments that the investors have. The terms of any such borrowing may restrict certain activities of the Master Fund, including the ability to make distributions. In addition, any leverage obtained, if

terminated on short notice by the lender, could result in the Firm being forced to unwind the Master Fund's positions quickly and at prices below what the Firm deems to be fair value for such positions.

Notwithstanding the foregoing, the Firm may find it difficult, impossible, or prohibitively expensive to obtain or maintain leverage for the Master Fund. Events in the global financial markets have tended to decrease the availability, and increase the cost, of certain forms of financing. In such event, the Firm could find it difficult to implement its investment strategy on behalf of the Master Fund, and any inability or unwillingness to obtain, employ, and/or maintain leverage or other forms of financing would be expected to result in lower (and potentially materially lower) returns to investor's than had the Master Fund been able to obtain, employ, and/or maintain such leverage.

Although the Master Fund does not anticipate initially using total return swaps to generate leverage for its portfolio, it has retained the authority to do so. Any such leverage employed by the Master Fund may not be apparent from the balance sheet or other financial statements of the Feeder Funds and/or the Master Fund (not all of which may be available for inspection by investor's), and a portion of the leverage employed may be effected through off-balance sheet transactions or methods.

Limited Diversification; Concentration; Correlation

The investment strategy that the Firm intends to deploy on behalf of the Master Fund is expected to result, under most circumstances, in a portfolio that is relatively broadly diversified among issuers. None of the Master Fund, and the Firm, however, is required to ensure that the Master Fund's portfolio is broadly diversified among particular issuers (and/or among industries, issuances, exchanges, counterparties, types of investments, countries, and/or other shared characteristics), other than to the extent that such requirements (if any) are imposed by applicable law or regulation. In general, less diversification will tend to expose the investor's to greater volatility and/or risk than would be the case with a more broadly diversified portfolio. There can be no assurance, however, that if the Master Fund's portfolio is more diversified it will experience a reduction in volatility and/or risk. In addition, to the extent that the Master Fund's portfolio is concentrated in particular types of issuers, industries, issuances, exchanges, counterparties, types of investments, countries, and/or other shared characteristics, such concentration would magnify the risks associated with such Investments for the Master Fund, including the risk of significant losses.

Although the Master Fund expects that the investment strategy employed on its behalf will not be closely correlated with the S&P 500 index (or any other market index), there can be no assurance that the Master Fund will achieve such uncorrelated returns. In addition, there can be no assurance that the Firm will value less-correlated returns more highly than any other factor in selecting the Master Fund's investments and/or in developing and implementing its investment strategies. Furthermore, the investment strategy deployed on behalf of the Master Fund generally, and certain of the Master Fund's investments taken individually or as a subset of the portfolio, may experience returns that individually or in the aggregate are correlated (possibly highly) with various market indices or other strategies, including with various markets or exchanges around the world.

Derivative Instruments

The Master Fund may trade all types of derivative instruments without limitation other than any applicable limitations imposed by regulations and/or by the Master Fund's counterparties and clearing brokers. The exposure of the Master Fund to any of the investments listed in

Section **Error! Reference source not found.** may be in the form of derivative instruments. Derivative instruments are financial instruments that derive their performance, at least in part, from the performance of an underlying asset, index, interest rate, or other reference instrument. Examples of derivative instruments include swaps, futures, forwards, options, warrants, options on futures, and swaptions.

Investments and trading in derivative instruments are generally highly speculative and involve various risks that are different in certain respects from, and are possibly greater than, the risks associated with investing directly in the applicable underlying assets or reference instruments. Examples of various risks associated with derivative instruments include market risk, complexity, a high degree of leverage, illiquidity, the absence of reliable price quotes and/or a reliable trading market, unstable correlation between a derivative instrument and the underlying asset or reference instrument, volatility, tax risk, government intervention to influence prices, legal or regulatory uncertainty, and nonperformance of the Master Fund's counterparties (including direct or central counterparties).

In addition, agreements that govern the Master Fund's investments in derivative instruments typically impose obligations on the Master Fund and/or the Firm. Under such agreements, a failure to observe such obligations may result in the declaration of an event of default, which would permit the counterparty to exercise a range of remedies, possibly including the ability to unilaterally terminate Investments governed by such agreements and to require the Master Fund to pay such counterparty the replacement cost of the terminated investments that may be based on market quotes obtained by such counterparty, which quotes may be materially different than market prices and may be adverse to the Master Fund. Such agreements also typically include payment or valuation provisions that require determinations by a calculation agent or a valuation agent (typically the dealer). If the Master Fund or the Firm is unable to negotiate favorable terms for such provisions or rights to dispute such determinations, the counterparty may have rights to make determinations that adversely affect the applicable investments.

Trading derivative instruments might deprive the Master Fund of certain tax benefits obtained from trading the underlying assets or reference instruments and/or, with respect to over-the-counter derivative instruments, from trading exchange-traded instruments.

Trading in options or warrants involves a risk of loss related to the premium for the option or warrant as well as a risk of loss related to the value of the underlying security or instrument, which loss in either case could be substantial. If the Master Fund, as purchaser of an option, exercises the option, the Master Fund will in effect be buying or selling the underlying instrument, and will then be subject to the same risks as are attendant to trading in such instrument. The writing of an uncovered option by the Master Fund may result in an unlimited loss of the Master Fund's capital within a relatively short period of time and/or the obligation of the Master Fund to post substantial additional margin or collateral.

Trading in futures contracts and options on such contracts may be subject to limitations imposed by regulatory authorities and relevant exchanges, which may prevent the Master Fund from liquidating positions and could subject the Master Fund to substantial losses. There can be no guarantee that there will at all times be a liquid market for options or derivatives purchased or sold by the Master Fund, as a market could become unavailable if one or more exchanges or dealers were to stop trading in the applicable options or derivatives. If trading is interrupted in an underlying instrument, the trading of options or derivatives on that instrument is usually halted as well. During any interruption in trading, holders and writers of

options or derivatives may not be able to close out their positions until trading resumes, and they may be faced with considerable losses if the instrument reopens at a substantially different price.

Illiquidity of Investments

Although the Firm expects that the Master Fund's portfolio will generally comprise very liquid investments, the Master Fund is permitted to acquire illiquid investments and may hold investments that become more difficult to dispose after the Master Fund acquires them, whether due to market forces, developments involving the applicable issuers, restrictions imposed on the trading of such investments or the markets on which they are traded, and/or otherwise. Illiquid investments may involve significant transaction costs when they are disposed, whether because of adverse price movements (whether related to liquidity or otherwise), increased spreads between quotes and dealer mark-ups, and/or otherwise. In addition, illiquid investments may be difficult to value accurately, and valuations of such investments may rely on estimates and/or models. There can be no assurance that such investments will not constitute a material or substantial portion of the Master Fund's portfolio at any time, and the risks associated with illiquid investments could have a material adverse effect on the Master Fund's returns.

Portfolio Turnover

The investment strategy employed for the Master Fund will require the Firm to actively trade the Master Fund's portfolio, and, as a result, the Master Fund may experience rapid turnover. Rapid turnover is expected to cause the Master Fund to experience substantial brokerage fees and commissions, and/or increased aggregate liquidity costs (or price "slippage"), any or all of which could have a material adverse effect on the Master Fund's performance.

Hedging Transactions

The Firm may seek to limit the Master Fund's exposure to various risk factors through the use of certain hedging techniques. There can be no assurance that such hedging techniques will be effective or that they will result in higher or more stable returns than would have been the case had they not been employed. Moreover, such hedging techniques will tend to limit any potential gain that might result from an increase in the value of a hedged position.

It should be noted that any hedging techniques employed on behalf of the Master Fund would be intended only to reduce exposure to certain risks and not to reduce all forms of investment risk. Further, the Master Fund is not obliged to hedge any particular form of risk in any particular situation, and the Master Fund will be free to assume such risks and/or to change its investment policies and practices in any manner as determined by the Firm and without the approval of or notice to the investor's.

Under certain circumstances, hedging techniques intended to reduce certain forms of risk may actually increase risk, whether due to the unintended market impact of hedging transactions, leverage effects associated with hedging positions, unexpected adverse price movements of a hedging instrument relative to the hedged instrument (*i.e.*, adverse changes in the "basis" between the hedging and the hedged instrument), lower liquidity of the hedged and hedging positions relative to an unhedged position, and/or other factors. In addition, even where the Master Fund seeks to hedge a particular risk, a suitable hedging transaction might not be identified by the Firm, not be available to the Master Fund, and/or not be successfully executed. Moreover, if the Master Fund were to use derivative instruments for hedging purposes, then an imperfect or variable degree of correlation between price movements of the derivative instrument and the underlying investment sought to be hedged may prevent

the Master Fund from achieving the intended hedging effect or expose the Master Fund to the risk of loss.

Complexity of Systematic and Quantitative Investment Strategies

Many of the Firm's current and anticipated investment strategies are systematic and quantitative, and the Firm and other Firm-Related Entities expect to rely, in developing, deploying, implementing, and monitoring such strategies, on sophisticated mathematical calculations and complex computer programs. Although the Firm and other applicable Firm-related entities use good faith efforts to carry out such calculations and programs correctly and to use them effectively, there can be no assurance that such efforts will be successful and will not at any time, or from time to time, fail. Errors may occur in designing, writing, testing, monitoring, and/or implementing such calculations and programs, including errors in the manner in which such calculations and programs function together. Any such error may be difficult to detect, and may not be detected for a significant period, and could have a material adverse effect on the Master Fund and the Feeder Funds. In addition, such calculations and programs are dependent on accurate market and other data, and inaccuracies in and any corruption of such data (or errors in incorporating such data) may have a material adverse effect on the results of such calculations and/or programs. The effectiveness of trading strategies that rely on such calculations and programs may diminish over time, including as a result of changes in the relevant markets, changes in the behavior of other market participants, and/or changes in the channels through which the Master Fund's trading is performed. The Firm and/or other Firm-related entities may respond to such diminishing effectiveness by making certain changes to the Master Fund's investment strategies and/or the manner in which they are implemented. Any such changes, to the extent that they require modifications of the relevant computations and/or programs, would incur the risk of errors as outlined above.

The complexity of the components of the investment strategies deployed on behalf of the Master Fund by the Firm and the interactions among such components may make it difficult or impossible to detect the source of any weakness or failure in such components and/or such calculations and programs before material losses are incurred. In some instances, for example, it may be difficult or impossible to distinguish unexpected trading results caused by market activity from unexpected trading results caused by an error in the applicable calculations and/or programs. The mathematical calculations and computer programs used by the Firm on behalf of the Master Fund are subject to inherent limitations and may be improved with the increase in experience, refinement of the relevant investment strategies, and/or changes in markets and/or trading channels. There can be no assurance, however, that the Firm or any other relevant Firm-Related Entity will be able to, or will, make any such improvements, and its inability or failure to do so could have a material adverse effect on the Master Fund and the Feeder.

Further, the nature of the investment strategies that the Firm deploys on behalf of the Master Fund may make the Master Fund more susceptible to risks arising from the systematic and/or algorithmic trading of other market participants, which at times may represent a significant portion of the trading activity in the markets in which the Master Fund trades. The behavior of one or a small number of market participants can cause trading effects that can result in dramatic movements in the prices of individual securities and/or the market as a whole. The systematic nature of the Firm's investment strategies deployed on behalf of the Master Fund, and its expected exposure to a substantial portion of the market of equity securities of large capitalization U.S. issuers, may make the Master Fund particularly susceptible to such movements, which could have material adverse effects on the Master Fund.

Electronic Systems and Operations

The Master Fund depends on the Firm to develop and implement appropriate systems for the Master Fund's investment activities. The Firm, and consequently the Master Fund, relies extensively on computer programs and systems to trade, clear, and settle securities transactions; to evaluate certain investments based on real-time trading information; to monitor the Master Fund's portfolio and net capital; and to generate risk management and other reports that are critical to oversight of the Master Fund's investment activities and its portfolio. Operational risks may cause the Master Fund to suffer financial loss, the disruption of its business, liability to clients and/or third parties, regulatory intervention, and/or reputational damage. The Master Fund's investment activities are highly dependent on its ability to process, on a daily basis, a significant number of transactions. Consequently, the Master Fund relies heavily on its and/or the Investment Adviser's financial, accounting, and other data processing systems. The ability of such systems to accommodate an increasing volume of transactions could also constrain the Firm's ability to properly manage the Master Fund's portfolio.

In addition, certain of the Master Fund's and the Firm's operations interface with and/or depend on systems operated by third parties, including the Master Fund's prime brokers and market counterparties and their sub-custodians and other service providers, including the Administrator; and the Master Fund or the Firm may not be in a position to verify the risks or reliability of such third-party systems. These programs or systems may be subject to certain defects, failures, and/or interruptions, which could have a material adverse effect on the Master Fund. For example, such failures could cause entry of new orders, execution of existing orders, or modification to or cancellation of orders that were previously entered to fail; lead to inaccurate accounting, recording, and/or processing of trades; and/or inaccurate reports, any or all of which may affect the Firm's ability to monitor the Master Fund's investment portfolio and its related risks. Trading venues offering an electronic trading or order routing system typically adopt rules to limit their liability; the liability of member brokers, software, and communication system vendors; and the amount that may be collected for system failures and delays.

The investment strategy that the Firm deploys on behalf of the Master Fund depends on the Firm's ability to establish and maintain for the Master Fund an overall market position in a combination of financial instruments. The Master Fund's trade orders may not be executed in a timely and efficient manner due to various circumstances, including systems failures and/or human error attributable to the Firm, the Master Fund, the Master Fund's brokers, agents, and/or other service providers or financial intermediaries. In such event, the Firm might be able to cause the Master Fund to acquire only some, but not all, of the components of such position, or, if the overall position were to need adjustment, the Firm might not be able to make such adjustment for the Master Fund's portfolio. As a result, the Master Fund would not be able to achieve the desired market position, and might incur a loss in liquidating its position.

Risks Associated with Structure of the Funds

Valuation Adjustments; Prior Accounting Period Items

The valuation of the Master Fund's investments and the capital accounts on which withdrawal proceeds are based may be subject to adjustment as a result of year-end audits or for other reasons. In the event the Firm determines that any such adjustment to such valuation as of any Withdrawal Date is necessary, the Firm may determine that investor's withdrawing as of such withdrawal date (if the relevant value is adjusted upwards) or the remaining investor's (if the relevant value is adjusted downwards) bear the risk of such adjustment.

The Firm will treat any liability or expenditure of the Feeder Funds which becomes fixed or is incurred in an accounting period subsequent to the accounting period to which such liability or expenditure relates as arising in the accounting period in which such liability becomes fixed or such expenditure is incurred. Consequently, any such liability or expenditure will be reflected in, and borne by, the capital accounts of the investor's in their relative proportions as of such subsequent accounting period, even if such investors were not investor's in the prior account period and/or their capital accounts were in a different relative proportion.

Side Letters; Preferential Treatment for Certain Regular Members

As outlined in the private placement memoranda, the Feeder Funds, the Master Fund, and/or the Firm are authorized to enter into side letters with investors. In a side letter, for example, the Firm may undertake to provide to the applicable investor or prospective investor information about the Master Fund's investments, the operations of the Feeder Funds, the Master Fund, and/or the Firm that is not available to others; may agree to a rebate of management Fee and/or performance allocation on the applicable investor's investment; may provide that certain disputes with the applicable investors are subject to different choice of law and/or choice of forum provisions than apply to disputes with other investor's; may agree, in the case of an investor's that is entitled to assert sovereign immunity, to limit such investor's obligations to the Feeder Funds, and/or other Firm-related entities; may agree to limit or eliminate the applicable investor's indemnification obligations to the Feeder Funds or any other covered person; may agree in advance to approve future assignments of the applicable investor's regular interests under certain circumstances; may modify the applicable investor's obligations with respect to the treatment of confidential information relating to the Feeder; may grant the applicable investor any other term or right as determined by the Firm; and/or may grant the applicable investor a "most-favored-nation" clause covering one or more terms or rights, including any or all of the foregoing.

The operation or exercise of any such preferential terms or rights, including any or all of the foregoing, may enable their recipients to, among other things, better evaluate the risks of an investment in the Feeder Funds and/or make more timely decisions with respect to their investment in the Feeder Funds, in each case, as compared to investor's that have not received such preferential terms or rights. As a result, the operation or exercise of any such preferential term or right by prospective investors who have received them could have a material adverse effect on the Feeder Funds and/or on prospective investors who have not received such preferential term or right.

Subject to applicable law, the Feeder Funds does not intend to disclose the terms of such side letters and does not intend to disclose to other investor's the identity of the investor's that have entered into such side letters.

Risks Associated with Firm-Related Entities

Reliance on the Investment Adviser

Neither the Feeder Funds nor the Master Fund has its own employees or staff. The Feeder Funds and the Master Fund will be relying on the skill and expertise of the Firm, and their respective owners, managers, officers, and employees to actively manage the activities and/or the assets of the relevant funds' entity. The death, incapacity, or departure of key persons of the Firm could materially adversely affect the operations and/or the investment performance of the Master Fund (and, consequently, of the Feeder Funds). In the event of such a death, incapacity, or departure, investors would not acquire any special rights to withdraw capital

accounts from the Feeder Funds prior to the dates upon which such withdrawals would otherwise be permitted. Following their departure, such key persons may establish investment vehicles in competition with the Feeder Funds and the Master Fund and/or engage in other business activities within the financial services industry and/or any other industry.

Although its senior staff has a cumulative of several decades of experience in the asset management industry, the Firm has a limited history and is still developing certain components of its infrastructure. If the Firm and other Firm-related parties fail to develop such infrastructure, such failure could have a material adverse effect on the Master Fund. In addition, the Firm and other Firm-related entities rely in substantial part on their receipt of compensation for their investment advisory services, including the management fees and performance allocations, to pay for developing such infrastructure, as well as the ongoing operating expenses and any extraordinary expenses of the Firm, and/or other Firm-related entities. The pace of such development and the level of such infrastructure will depend, in part, on the magnitude of such compensation.

In addition, the Firm has the authority to terminate the investment advisory agreement upon 90 days' prior written notice and in certain circumstances upon shorter notice, in each case without notice to or the consent of any investors. The Firm has the authority to enter into a new investment advisory agreement with a replacement Firm that the Firm determines to be suitable.

However, the replacement of either of the General Partner, and/or the Firm may not be advantageous to the Feeder Funds or the Master Fund, as applicable, and a suitable successor Firm, general partner, or Firm may not be available to the Feeder Funds or the Master Fund upon satisfactory terms. In the event the general partner, and/or the Firm resigns and a suitable successor is unavailable, the Feeder Funds may be forced to dissolve and wind up, forcing the Master Fund to liquidate its assets and trading positions and, accordingly, could have a material adverse effect on the Feeder Funds and the investor's.

Management Fee and Performance Allocation

The Firm will receive the monthly management fee based on the assets of the Feeder Funds and the Firm will receive an annual performance allocation and, potentially, an additional management fee that is based on the investment performance of the Feeder Funds. The structure of the monthly management fee may create an incentive for the Firm, as an affiliate of the Firm, to seek and maintain a larger capital base for the Feeder Funds than would be optimal from the perspective of investors. The structure of the performance allocation (and the Additional Management Fee) as a percentage of the net profit allocated to each investor's capital account calculated on an annual basis may create an incentive for the Firm, as an affiliate of the Firm, to make decisions and investments on behalf of the Master Fund that are riskier or more speculative than would be the case in the absence of incentive-based compensation or if the incentive-based compensation were structured to differently reflect losses or to be computed based on profits measured over a period longer than a year.

In addition, if an investor makes a complete or partial withdrawal from its capital account, or is required to withdraw at any time, in each case, other than at the end of a fiscal year, then the performance allocation may be computed and charged to such investor as though the date of such investor's withdrawal of capital was the last day of a fiscal year. This may result in the investor's being charged a performance allocation (and potentially an additional management fee) even though the Regular Member does not have net profits based on the full year's performance (*i.e.*, due to losses that occur after the applicable withdrawal date).

The management fee, the performance allocation, the operating expenses, and the organizational expenses reduce the investment returns experienced by investors. To the extent that the Master Fund's assets are in cash and cash equivalents, which assets would be expected generally to yield low to negative returns, the Master Fund's returns may not exceed the fees and expenses borne by the Master Fund and the Feeder Funds, thus reducing (possibly materially) the returns of the Feeder Funds.

Risks Associated with Reporting, Valuation, Accounting

Limited Information on Investments and the Feeder

Other than the financial reports, neither the Firm nor the Feeder Funds is obligated to provide any information regarding the investments or any other aspects of the Feeder Funds or the Master Fund, and the provision of any such information to investor's from time to time is subject to change or discontinuation at any time without notice to any investor.

The Firm may from time to time receive requests from investor's or prospective investor's for additional disclosure about the Feeder Funds and/or the Master Fund and/or for clarification of existing disclosure. The Firm may determine not to respond to any request for any reason, including that the requested information could be burdensome to produce; could require the disclosure of confidential and/or material information of the Feeder Funds, the Master Fund, the Firm, and/or any affiliate of the foregoing; and/or could have a material adverse effect upon the Feeder Funds, the Master Fund, or any investor. If the Firm elects to provide such additional disclosure, the recipient of any such information may be able to better evaluate the risks of an investment in the Feeder Funds and may make more informed or timely decisions with respect to its investment in the Feeder Funds (including decisions related to withdrawals), in each case, as compared to investor's that did not receive such information. Accordingly, the disclosure of such information could have a material adverse effect on the Feeder Funds and/or any investors.

Valuation and Use of Various Accounting Methods

Valuation of the Feeder Funds assets and the Master Fund's portfolio, including the exchange-disseminated prices that will generally be used to determine the prices of the Master Fund's Investments. The general partner, in consultation with the Firm, has authority to determine certain Master Fund-related financial information, including the valuation of certain investments and other information.

Although it is not expected to be the case typically, in certain situations the Master Fund's investments may be difficult to value due to various factors, including limited liquidity, absence of readily ascertainable market values, limited number of market-makers, and limited other sources for useful valuation information. Even in certain markets where historical transaction prices are available, such prices may reflect anomalous transactions and not the prices that were available to most market participants. In such situations, the value of certain investments will be estimated by the general partner, in consultation with the Firm, and such estimated values are expected to differ (possibly materially) from the values that would have been determined had other valuation procedures been used. To the extent that particular investments are valued on the basis of models and/or estimates, rather than specified bid, ask, or closing prices, the general partner, as a wholly-owned subsidiary of the Firm and an affiliate of the Firm, may have an incentive to use higher available values because it will increase the amounts of the management fees and/or the performance allocation.

In connection with the valuation of certain of the Master Fund's investments, the general partner, in consultation with the Firm, will make various estimates and will select certain valuation techniques. Such estimates and valuation techniques generally will be made, selected, and used by the general partner, in consultation with the Firm, in a manner consistent with U.S. GAAP but may be made, selected, and used in another manner selected by the general partner, in consultation with the Firm. In addition, the use of different estimates or valuation techniques (notwithstanding that both the estimates and valuation techniques used and the alternatives not used may, or may not, be consistent with U.S. GAAP) would likely result in (possibly materially) different valuations.

Item 9: Disciplinary Information

To the best of our knowledge, there are no legal or disciplinary events that are material to an Investor's or prospective investor's evaluation of our advisory business or the integrity of our management.

Item 10: Other Financial Industry Activities and Affiliations

Neither we nor our management persons are registered as broker-dealers, and neither of us has any application pending to register with the SEC as a broker-dealer or registered representative of a broker-dealer, respectively.

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

Code of Ethics

EntryPoint has adopted a "**Code of Ethics**" that establishes the high standard of conduct that we expect of our employees and procedures regarding our employees' personal trading of securities. Our employees are required to certify their adherence to the terms set forth in the Code of Ethics upon commencement of employment and annually thereafter. Employees also are required to provide quarterly certifications of compliance with certain Code of Ethics provisions.

The foundation of our Code of Ethics is based upon the following underlying fiduciary principles:

- Employees must at all times place the interests of the Funds and Investors first;
- Employees must ensure that all personal securities transactions are conducted consistent with the Code of Ethics' Employee Personal Investment Policy (described below); and
- Employees should not take inappropriate advantage of their position at the Firm.

Employees are not permitted to maintain personal brokerage accounts for the purpose of trading "**Reportable Securities**" (as defined in the Code of Ethics, and which includes a wide variety of investments such as stocks, bonds, fixed income, options, warrants, futures, and derivatives) except for the purpose of holding or liquidating any such holdings after the commencement of employment. Employees are permitted to liquidate positions held at the time of employment in Reportable Securities (a "**Liquidating Trade**") subject to pre-clearance by the CCO. Employees are prohibited from participating in Initial Public Offerings ("**IPOs**").

Employees are also prohibited from personally, or on behalf of a Client, purchasing or selling securities that appear on the Firm's Restricted List.

Employees must obtain pre-approval from the CCO before: (i) engaging in any outside business activities; or (ii) making any private investments.

We will provide a copy of our Code of Ethics to our Investors, or any prospective investor, upon request, to be viewed on the premises.

Item 12: Brokerage Practices

EntryPoint is authorized to determine the broker-dealer to be used for executing securities transaction for the Funds. In selecting broker-dealers to execute transactions, we do not need to solicit competitive bids and do not have an obligation to seek the lowest available commission cost. It is not our practice to negotiate "execution only" commission rates; therefore, the Funds may be deemed to be paying for research, brokerage or other services provided by the broker which are included in the commission rate.

We shall also have the authority to select and appoint custodians of the assets of the Funds. The Firm's authority is limited by its own internal policies and procedures and each Fund's investment guidelines.

Best Execution

In selecting an appropriate broker-dealer to effect a client trade, we seek to obtain "**Best Execution**," meaning generally the execution of a securities transaction for a client in such a manner that a client's total costs or proceeds in the transaction are most favourable under the circumstances. Accordingly, in seeking Best Execution, we will take into consideration the price of a security offered by the broker-dealer, as well as a broker-dealers' full range and quality of their services including, among other things, their facilities, reliability and financial responsibility, execution capability, commission rates, responsiveness to us, brokerage and research services provided to us (for example, research ideas, analysis, and investment strategies), special execution and block positioning capabilities, clearance, and settlement and custodial services.

Soft Dollars

The Firm may use "**Soft Dollars**". In such cases, Soft Dollar credits, generated by the Fund's trading activities, would be used to purchase brokerage and research services or products that would otherwise have been Fund expense. We intend to keep any such arrangements within the parameters of the safe harbor of Section 28(e) of the Exchange Act.

Neither EntryPoint nor any related person receives client referrals from any broker-dealer or third party. However, subject to best execution, we may consider, among other things, capital introduction and marketing assistance with respect to Investors in the Funds in selecting or recommending broker-dealers for the Funds.

The provision by a broker of research and other services and property to us creates an incentive for us to select such broker since we would not have to pay for such research and other services and property as opposed to solely seeking the most favourable execution for a

client. Any research, services or property provided by a broker may benefit any client and such benefits may not be proportionate to commission dollars related to the provision of such research, services, or property.

Item 13: Review of Accounts

Our Portfolio Manager and investment professionals continuously monitor and analyze the transactions, positions, and investment levels of the Fund to ensure that they conform with the investment objectives and guidelines that are stated in the Fund's Offering Documents. In these reviews, the Firm pays particular attention to any changes in the investment's fundamentals, overall risk management and changes in the markets that may affect price levels.

Account Reporting

We perform various periodic reviews of each client's portfolio. Such reviews are conducted by our officers.

We will distribute an audited financial report with respect to the previous fiscal year to all Investors within 120 days of fiscal year end. We may also distribute quarterly unaudited net asset value statements, quarter-end performance reports, and a quarterly investor letter to all Investors.

Item 14: Client Referrals and Other Compensation

We do not receive economic benefits from non-clients for providing investment advice and other advisory services. Neither we nor any of our related persons, directly or indirectly, compensate any person who is not a supervised person for client referrals.

Item 15: Custody

We will be deemed to have custody of Client funds and securities because we have the authority to obtain Client funds or securities, for example, by deducting advisory fees from a Client's account or otherwise withdrawing funds from a Client's account. Account statements related to the Clients are sent by qualified custodians to EntryPoint.

We will comply with Rule 206(4)-2 of the Investment Advisers Act of 1940, as amended (the "**Advisers Act**") (i.e., the "custody rule") by meeting the conditions of the pooled vehicle annual audit approach. Upon completion of the relevant Fund's annual audit by an independent auditor that is registered with, and subject to inspection by, the Public Company Accounting Oversight Board (PCAOB), we will distribute the Fund's audited financials to Investors within 120 days of such Fund's fiscal year end.

Item 16: Investment Discretion

We will have full discretionary investment authority with respect to the Funds, including authority to make decisions with respect to which securities to be bought and sold, as well as the amount and price of those securities.

Item 17: Voting Client Securities

In compliance with Rule 206(4)-6 of the Advisers Act (i.e., the “proxy voting rule”), we have adopted proxy voting policies and procedures. The general policy is to vote all proxy proposals, amendments, consents, or resolutions (collectively, “**Proxies**”) in a prudent and diligent manner that will serve the applicable Client’s best interests and is in line with the Client’s investment objectives.

We may take into account all relevant factors, as determined by us in our discretion, including, without limitation:

- the impact on the value of the securities or instruments owned by the relevant client and the returns on those securities;
- the anticipated associated costs and benefits;
- the continued or increased availability of portfolio information; and
- industry and business practices.

Generally, clients may not direct our vote in a particular solicitation.

Clients may obtain a copy of our Proxy voting policies and our Proxy voting record upon request.

Item 18: Financial Information

We are not required to include a balance sheet for our most recent fiscal year, are not aware of any financial condition reasonably likely to impair our ability to meet contractual commitments to Clients, and have not been the subject of a bankruptcy petition at any time during the past ten years.