

Proprietary and Confidential

Defaulting Access Fund Investor	As set forth in 6.3.3.
Defaulting Partner	As set forth in 6.3.2.
Delaware Act	As set forth in 2.1.
Delayed Payment Interest	Partnership income attributable to (a) interest paid by any Partner pursuant to 6.3.1 and (b) interest on costs of collecting unpaid capital contributions paid by any Partner pursuant to 6.3.2.
ERISA	The United States Employee Retirement Income Security Act of 1974 and (unless the context otherwise requires) the rules and regulations promulgated thereunder, as amended from time to time, or any successor statute thereto.
ERISA Partner	Any Limited Partner which (a) is (i) an “employee benefit plan” within the meaning of Section 3(3) of ERISA and subject to Title I of ERISA, (ii) a “plan,” as defined in Section 4975 of the Code, (iii) any other entity or account, any of the assets of which constitute “plan assets,” within the meaning of Section 3(42) of ERISA, of a plan described in (a)(i) or (a)(ii) above, or (iv) a nominee for, or is using the assets of, or is a trust established pursuant to, one or more such employee benefit plans or other plans, and (b) has notified the General Partner in writing of its status as an ERISA Partner.
Exempt Entity	An entity described in paragraph (c) of Rule 5130 as specifically eligible to purchase new issue securities, other than an entity described in subparagraph (c)(4) (<i>i.e.</i> , an entity relying on the 10% “de minimis” exception under Rule 5130).
FATCA	Sections 1471 through 1474 of the Code, all rules, regulations and other guidance issued thereunder, and all administrative and judicial interpretations thereof, any agreements entered into pursuant to 1471(b)(1) of the Code, and all applicable intergovernmental agreements entered into between the United States and another country (or local country legislation enacted pursuant to such intergovernmental agreement).
Feeder Fund	Any feeder fund (including the Offshore Access Fund) that may be formed to invest all of the subscriptions made by the limited partners of such feeder fund in the Partnership and that is designated as a Feeder Fund by the General Partner.
Final Closing Date	As set forth in 3.3.1(a).
Freely Tradable Security	Any security that satisfies the following conditions: (a) The Partnership’s entire holding of such securities can be immediately sold by the Partnership to the general public without the necessity of any federal, state or local government consent, approval or filing (other than any notice filings of the type required pursuant to Rule 144(h) under the Securities