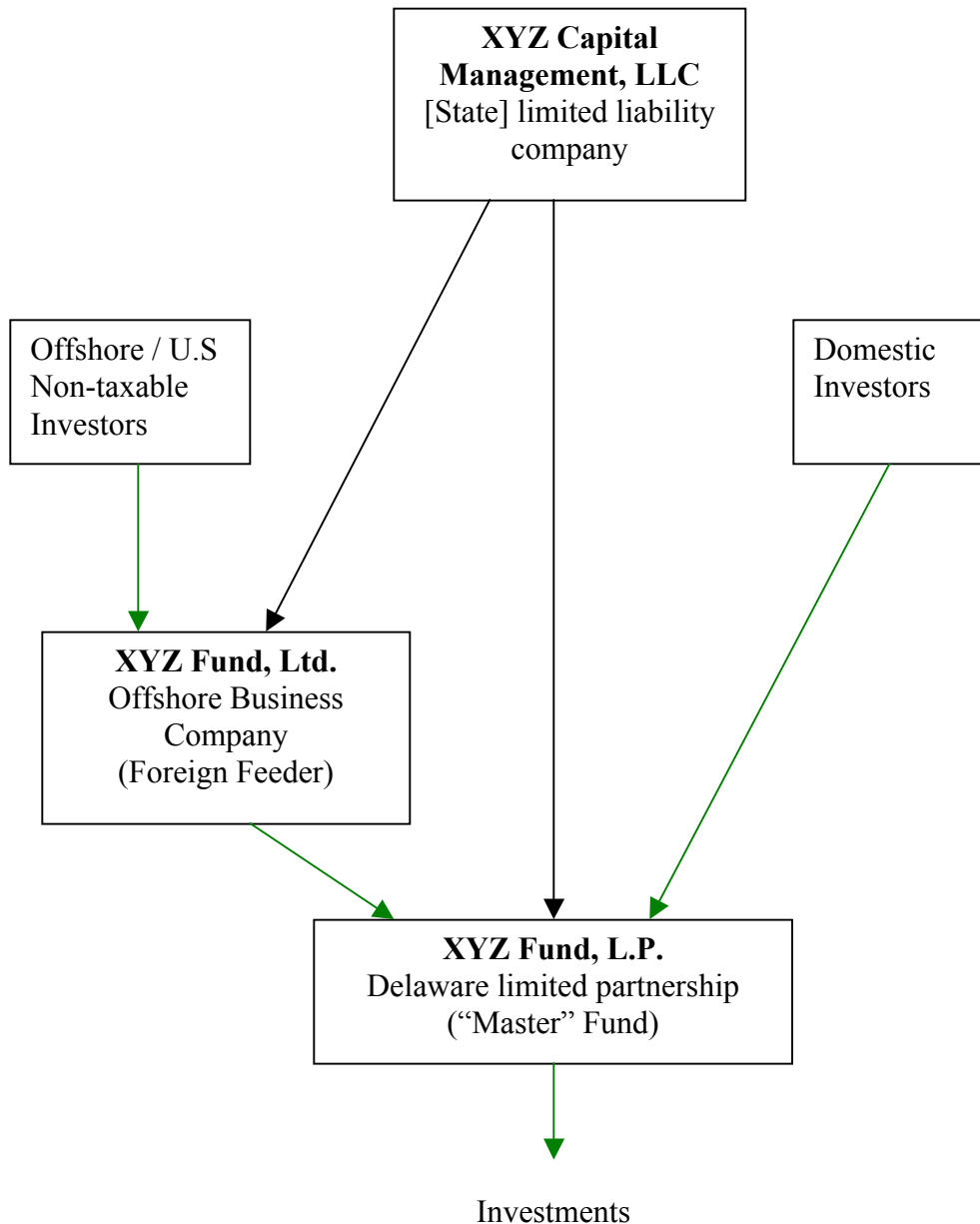


COLE-FRIEMAN & MALLON LLP



Sample Mini-Master Fund Structure

Here we have a fairly traditional three-entity mini-master structure with a management company, offshore feeder and domestic "master" fund.

Offshore investors place subscriptions in the feeder; domestic investors place subscriptions in the master. The feeder also places its assets in the master fund. The manager makes investments through the domestic master.

Withdrawals are processed in the opposite direction – funds are transferred from the master to the feeder and then transferred again to the withdrawing offshore investor. In the case of a withdrawal by a domestic investor, the funds are transferred directly from the master as in a single domestic fund structure.

[Note: there may be a separate management company entity for the offshore feeder depending on facts of a particular situation.]

