CLIFFWATER LLC

INVESTMENT ADVISORY SERVICES

Los Angeles • New York

Hedge Fund Investment Due Diligence Report
Elliott Associates, L.P.
Elliott International Limited

January 2011

Operations Due Diligence Report provided under separate cover.

Hedge Fund Investment Due Diligence Report

Firm Name:	**Elliott Management Corporation**		
Fund Name:	Elliott Associates, L.P. / Elliott International Limited		
Fund/Strategy Assets:	$16.8 billion		
Style:	Event Driven	**Location:**	New York, New York
Review Date:	January 2011	**Reviewer:**	[redacted]

Summary

People and Organization: Elliott Management Corporation ("Elliott" or the "firm") was founded in 1977 by Paul Singer who practiced corporate and securities law prior to founding the firm. Elliott is one of the oldest hedge funds in existence. The firm manages more than $16 billion in its hedge fund strategy. Elliott is headquartered in New York City and maintains offices in London, Hong Kong, and Tokyo. The firm has 247 employees, of which 113 are investment professionals. The firm is [redacted] owned by Mr. Singer and [redacted] additional principals will become equity partners in 2011. Firm principals and other insiders have a substantial portion of their net worth invested in the funds and comprise the largest investor group.

Investment Strategy and Process: The fund pursues an event driven approach and implements a variety of strategies, including: credit, equity, arbitrage, and portfolio volatility/short stocks. Elliott seeks to direct capital opportunistically to the most attractive investments at each point in time. With the exception of commodities and structured products, the investment analysts are generalists and are able to invest across the capital structure and types of industries. A significant portion of the firm's positions include activist or control activities.

Performance: Elliott has produced very strong returns on a risk adjusted basis. Since inception in February 1977 through November 2010, Elliott Associates, L.P. has generated an annualized net return of 14.40% and a standard deviation of 4.13%, resulting in a Sharpe ratio of 1.78.

Risk Management: Elliott's primary emphasis is on risk control. The firm implements a layered approach to hedging, seeking to protect downside risk at the individual position, strategy, and overall portfolio level resulting in a portfolio with relatively low net exposure. The firm employs a substantial degree of diversification among strategies and positions and the portfolio consists largely of uncorrelated and event driven investments. Elliott will often reduce investment risk through an activist approach and is willing to take on complex investment opportunities.

Operational Analysis: Elliott has made a substantial investment in its middle and back office functions. It has developed an institutional-quality platform and no material departures from best practices were identified. In addition, the firm has greatly increased its transparency by implementing several new procedures to give investors increased confidence in the valuation and existence of assets. Specifically, it has retained the [redacted] to independently verify the existence of assets on a quarterly basis. Further, beginning at the end of the first quarter of 2010, its independent auditor [redacted] will conduct a full audit on a quarterly basis.

Investment Terms: Elliott most recently capital through a two-year commitment format subsequent to which an investor will hold Class B common shares. Elliott can call capital during the two-year commitment period, after which investors will be released from making further capital contributions. Elliott's 1.5% management fee and 20% performance fee are standard. However, the fund has a modified high water mark and a capital surcharge of 1.75% on contributions and withdrawals that is payable to the fund. Elliott's liquidity is limited as the Class B Shares have a two-year lock-up after which an investor can redeem up to 25% on a semi-annual basis. In addition, the terms of the commitment prohibit an investor from redeeming any capital prior to January 1, 2013, but investors will be released from this additional lock-up in the event a key-man provision on Paul Singer is triggered.

Recommendation

Elliott is recommended for investment in the event driven category.

People and Organization

Elliott Management Corporation ("Elliott" or the "firm") was founded in 1977 by Paul Singer, making it one of the oldest hedge funds in existence. The firm pursues a diversified event driven strategy and manages more than $16 billion in one product offered through an onshore fund, Elliott Associates, L.P. ("EALP") and an offshore fund, Elliott International Limited ("EIL"). Elliott is headquartered in New York City and maintains offices in London, Hong Kong, and Tokyo. The firm has 247 employees, of which 113 are investment professionals. The firm is [redacted] owned by Mr. Singer and [redacted] additional principals, [redacted] will become equity partners in 2011. Firm principals and other insiders have a substantial portion of their net worth invested in the funds and comprise the largest investor group.

Mr. Singer is the General Partner of Elliott Associates, L.P. and is the Controlling Principal of the Investment Manager of Elliott International Limited. He maintains the titles of Chief Executive Officer and Co-Chief Investment Officer and is a member of the Management Committee and Risk Management Committee. Mr. Singer founded Elliott Associates, L.P. in 1977. Prior to founding the firm, he practiced corporate and securities law and earned his J.D. at Harvard Law School. Mr. Singer's role has evolved over time and while he is no longer intimately involved in every position in the portfolio, he does oversee the Risk Management Committee. In addition, Mr. Singer is involved in regular discussions about every large position and participates in portfolio review meetings.

The Management Committee, comprised of eight members with an average tenure of nearly 19 years with Elliott is responsible for providing strategic, operational, and institutional leadership to the organization. The Management Committee was created in 2000 in an effort to enhance Elliott's structure and organization. Along with Mr. Singer, the other members of the Management Committee include Brian Miller, Jonathan Pollock, Jay Newman, Gordon Singer, Keith Hom, Steve Kasoff and Terry Kassel. In addition to longevity at the Management Committee level, the Director of Operations and Chief Financial Officer have been with Elliott for 26 and 15 years, respectively.

The Risk Management Committee oversees portfolio risk and is responsible for monitoring all aspects of the Funds' exposures, diversification, sizing, and hedging. The Risk Management Committee is comprised of Messrs. Singer, Pollock, Miller, and G. Singer. Mr. Pollock joined Elliott in 1989 and was promoted to the newly-created position of Co-Chief Investment Officer. In this new role, which he will share with Mr. Singer, Mr. Pollock will be responsible for global situational investing, global trading, and operations. Prior to joining Elliott, Mr. Pollock was a oil, gas, and mining analyst at Greenleaf and an analyst at E.F. Hutton. Mr. Pollock earned a B.S. in Management with a Concentration in Finance at Curry College.

Mr. Miller joined Elliott in 1991 and was promoted to the newly-created position of Chief Trading Officer and is a member of the Management Committee and Risk Management Committee. He will supervise global trading, with a particular focus on structured products, energy, commodities, fixed income arbitrage and portfolio protection strategies. Prior to joining Elliott, Mr. Miller was a VP at Yamaichi International and a financial programmer at GAT Corporation. He earned his B.S. in Economics from the State University of New York, Albany.

Mr. Gordon Singer joined Elliott in 1998 and runs the firm's London office. Mr. G. Singer was promoted to join Elliott's Risk Management Committee and is a member of the Management Committee. He is also responsible for global event arbitrage strategies. Prior to joining Elliott, Mr. Singer was an investment banking analyst at Lehman Brothers. He earned his B.A., magna cum laude in Political Science from Williams College and attended Oxford University during this time.

As of November 30, 2010, Elliott managed $16.8 billion which includes $6.6 billion in EALP and $10.2 billion in EIL. The general partners of EALP include Paul Singer and other affiliated Elliott entities. The investment manager of EILP is Elliott International Capital Advisors Inc., a Delaware corporation, which is [redacted]. The firm does not have any managed accounts.

Elliott has a high quality investor base that has been stable over time. The client mix includes funds of funds [redacted], family offices and individuals [redacted], endowments and foundations [redacted], pensions [redacted], and others [redacted]. The firm's principals are the largest single investor at [redacted] of capital.

The fund has experienced steady organic growth since its inception and has been closed to new investors for most of its history. Elliott's recent capital raise strategy is different than most other hedge funds. The firm will raise capital through capital commitment facilities rather than accepting direct investments in the fund. Elliott can call capital during the two-year commitment period, after which investors will be released from making further capital contributions. Elliott believes this capital raise strategy enables it to access capital when it is most desirable and is more fair to existing investors as the firm won't receive cash all at once, which could be dilutive.

In the last five years, Elliott has raised a combined total of $5 billion (in aggregate for both funds) through the use of three successive capital commitment facilities. The first capital commitment, for a total of $2 billion, closed in July 2006 and was called over a period of two years. The second capital commitment, in the amount of $3 billion, was called in its entirety in September 2008 because Elliott saw significant immediate investment opportunities. These prospects were a result of the speed at which the global credit bubble deflated, creating opportunities for Elliott to acquire discounted debt and other positions from deleveraging financial institutions. In addition, as the worldwide credit crisis continued to unfold, Elliott raised a total of more than $1 billion in capital for immediate deployment in late 2008 and early 2009. Most recently, Elliott raised approximately $2.4 billion in a capital commitment of which about half has been called. Other than to replace withdrawn funds, Elliott is closed. The firm's asset growth is presented in Exhibit 1.

Exhibit 1
Elliott Management Corporation
Assets Under Management ($ millions)

Year End	Elliott Associates, LP	Elliott International Limited	Firm Assets Under Management
1977	2		2
1978	4		4
1979	6		6
1980	12		12
1981	19		19
1982	28		28
1983	59		59
1984	92		92
1985	134		134
1986	200		200
1987	213		213
1988	233		233
1989	244		244
1990	295		295
1991	320		320
1992	375		375
1993	470		470
1994	578	80	658
1995	528	148	676
1996	591	314	905
1997	681	629	1,310
1998	669	726	1,395
1999	625	680	1,305
2000	832	902	1,734
2001	1,014	1,300	2,314
2002	1,293	1,743	3,036
2003	1,580	2,164	3,744
2004	1,807	2,514	4,321

2005	2,450	3,249	5,699
2006	3,034	4,159	7,193
2007	4,216	5,814	10,030
2008	5,388	7,938	13,326
2009	6,475	9,754	16,229
2010 (Nov.)	6,574	10,249	16,823

Elliott employs 247 people worldwide, nearly half of whom are investment professionals, with the balance including highly experienced operational, finance, technology, systems, and compliance professionals. The firm has experienced limited turnover as a result of its conscious effort to create a supportive environment where employees can grow and develop. In order to continue to strengthen the quality of employees and employee retention, the firm hired Terry Kassel who most recently had a twenty year career at Merrill Lynch as Head of Strategic Human Resources. Ms. Kassel is responsible for succession planning, management committee members' development, design and implementation of an investment professional review process, and best practices for hiring and selection. Elliott views succession management as a process rather than an event and expects over time, as the team continues to develop individually and together, the firm's leadership and the General Partner's role will evolve. In late 2010, the firm announced that [redacted] principals[redacted] will become equity partners of the firm. Additionally, Steve Kasoff who joined Elliott from Deutsche Bank in 2003 to build the firm's structured products team, which has created substantial value for Elliott over the last several years and Ms. Kassel will join Elliott's Management Committee.

In the past three years, the firm has had only one key investment professional depart. [redacted] a Portfolio Manager and member of the Management Committee retired at the end of [redacted] There are 166 employees in the New York office (64 investment professionals), 44 in the London office (29 investment professionals), 26 in the Hong Kong office (14 investment professionals), and 10 in the Tokyo office (5 investment professionals). With the exception of commodities and structured products, the investment analysts are generalists and are able to invest across the capital structure and various types of industries. All of the investment and operational staff members are focused on the main fund with a breakout by functional area depicted in Exhibit 2 below.

Exhibit 2
Elliott Management Corporation
Personnel Count

	Involved with Fund Strategy	Firm-Wide	Departures Within Last Three Years
Investment Professionals:			
Chief Investment Officer	[redacted]	[redacted]	[redacted]
Portfolio Managers *	[redacted]	[redacted]	[redacted]
Research Analysts	[redacted]	[redacted]	[redacted]
Traders/Trade Assistants	[redacted]	[redacted]	[redacted]
Risk Management *	[redacted]	[redacted]	[redacted]
Operations/Back Office:			
Operations	[redacted]	[redacted]	[redacted]
Accounting / Administration	[redacted]	[redacted]	[redacted]
Information Technology	[redacted]	[redacted]	[redacted]
Legal/Compliance	[redacted]	[redacted]	[redacted]
Investor Relations	[redacted]	[redacted]	[redacted]

* The Portfolio Managers include [redacted] of the Management Committee. [redacted]

Exhibit 3
Elliott Management Corporation
Key Investment and Operational Professionals

Name	Title	Years at Firm	Years Exp.	Prior Experience/ Education
Paul Singer	Founder, Co-Chief Investment Officer,	Incep.	33	Kaye Scholer, Fried Frank University of Rochester, Harvard JD
Jonathan Pollock	Co-Chief Investment Officer, Sr. PM, Risk Manager	21	24	Greenleaf Partners, E.F. Hutton Curry College BS
Brian Miller	Chief Trading Officer	19	23	Yamaichi Intl, GAT Corp SUNY Albany BS, CFA
Jay Newman	Member of Mgmt. Committee, Sr. PM	16	27	LeaseHolding BV, Morgan Stanley, Dillon Read, Lehman Brothers, Corporate Attorney NYU LLM (tax); Columbia JD
Gordon Singer*	Member of Mgmt. Committee, Head of London Office, Sr. PM	12	14	Lehman Brothers Williams College BA
Keith Horn	Member of Mgmt. Committee, COO	7	20	Merrill Lynch, Corporate & Securities Attorney SUNY Binghamton BA, Georgetown JD
Josh Nadell	Chief Financial Officer	16	22	J. Aron Division of Goldman Sachs, Grant Thornton Wharton BS
Ed Joel	Chief Compliance Officer	5	25	Goldman, Sachs , L.F. Rothschild, J.P Morgan Villanova University BA, Seton Hall University School of Law JD
Elliott Greenberg	Director of Operations	27	30	Laventhol & Horwath Bentley College BA
Terry Kassel	Member of Mgmt. Committee, Head of Strategic Human Resources	1	36	Merrill Lynch NYU BS, Seton Hall JD
Steve Kasoff	Member of Mgmt. Committee,	8	14	Deutsche Bank, Merrill Lynch Yale BA; Wharton MBA
Jamie Hobbeheydar	Chief Marketing and Investor Relations Officer	1	16	Bridgewater Associates, Thales Fund Management, The Boston Consulting Group, Chatham Partners Duke University BA, Harvard Business School MBA

* Gordon Singer is Paul Singer's son.

All employees of Elliott receive a base salary [redacted]

Investment Strategy and Process

Elliott's strategy has varied over time as the market environment and investment opportunities have evolved. At its inception in 1977, Elliott was largely a convertible arbitrage fund. During the 1977 to 1986 time period, Elliott generated strong returns and the Fund's convertible arbitrage activities evolved. As their capital and capability grew, Elliott prudently expanded into new investment strategies. The speed and brutality of the 1987 market crash had a strong impact on Elliott and led them to seek a better, more diversified way to generate absolute returns.

During the 1980's, one of the investment strategies that Elliott engaged in was distressed trading, largely because of Elliott's ability to effectively manage risk in the strategy. If things go wrong in a bankruptcy, investors can often salvage the investment with effort, tenacity, creativity, and/or hostility. Additionally, bankruptcy related activity often involves paths to value that are generally uncorrelated with the factors affecting the values of businesses, and hence the stock and bond markets. The combination of process driven, hands-on activism and event arbitrage has been profitable for Elliott and continues to be an area of focus.

Over its 33 year history, Elliott has consistently maintained a "contrarian" view of the risks facing investors in financial assets. This has historically led Elliott to find areas of investment opportunity that are relatively less crowded. In addition, their style has led them to seek positions which not only generate positive returns for the reasons identified from an investment rationale, but should also succeed with as little contribution from the market as possible. Since its inception, Elliott has maintained relatively low correlations to other hedge funds as well as to the broader market indices.

Elliott currently employs a global investment strategy designed to produce high risk adjusted returns while minimizing correlations to equity and bond markets, principally by focusing on process driven situations involving arbitrage and distressed situations, and by managing a substantially hedged book. Elliott seeks to direct capital opportunistically to the most attractive investments over time. The capital allocation process among strategies is entirely opportunistic, based on bottom-up fundamental research, rather than adhering to pre-determined ranges. This is highlighted in Exhibit 4 which presents the quarterly strategy allocations of Elliott for the past four years.

The portfolio is highly diversified, consisting of numerous strategies and positions, which has resulted in highly consistent returns historically. The fund will be opportunistic and move across strategies, types of securities and the capital structure. It is typical for the fund to get involved in complex situations that involve a high degree of effort, essentially seeking to reduce investment risk through hands-on involvement.

Exhibit 4
Elliott Associates, L.P. - Historical Strategy Allocations
January 2006 – November 2010 [1]

[redacted]

A summary of these strategies and their gross long exposure as of November 30, 2010 include:

Credit Strategies:

Distressed Securities [redacted] The firm's opportunistic approach and robust team enables Elliott to delve deeply and quickly into areas of the credit markets which are under pressure or suddenly present interesting opportunities. The primary focus is on uncorrelated situations governed by process, complexity, negotiations and factors unrelated to the forces impacting stocks and bonds generally. The firm is also focused on capital structure arbitrage, creating hedged positions among different securities within a distressed company. Elliott has a particular expertise and interest in complex workout and bankruptcy situations and is well known for its success in this area, [redacted]

Performing Debt [redacted] This strategy includes investments in first lien bank debt, unsecured corporate debt, and structured credit products. Elliott does not typically own high yield debt except in rare instances because they believe such debt is actually a hybrid of equity and debt and tends to lack an attractive risk/reward profile. Elliott also trades a variety of structured credit products, including mortgage backed securities (MBS), asset-backed securities (ABS), collateralized debt obligations (CDOs), collateralized bond obligations (CBOs), and correlation products. [redacted] Over the past several years, Elliott has meaningfully expanded its structured credit team with several senior hires.

Equity Strategies:

Private Equity [redacted]*:* These investments are largely derived from early stage private companies or from distressed and convertible arbitrage activities. Industry focuses have included energy, biotechnology, movies, pharmaceuticals, insurance, and metals/mining. Typically investments involve substantial components of control and board involvement. Some private equity and venture capital investments are highly opportunistic and relationship-driven. Elliott has the ability to side-pocket up to 15% of the Fund, but to date has never side-pocketed any investment.

Public[redacted] These investments tend to be in the equity of companies that have recently come out of bankruptcy (post-reorganization) which should offer an attractive risk/reward profile. This is not a traditional long/short strategy.

Arbitrage Strategies:

Event Arbitrage[redacted]*:* Event arbitrage involves the purchase of securities of companies experiencing a major corporate event. In these trades the correct handicapping of the occurrence of a particular event in a particular timeframe may provide a quantifiable rate of return (e.g.: merger arbitrage). The investments that Elliott finds attractive tend to be more activist oriented.

Convertible Arbitrage[redacted]*:* A convertible security is hedged against common stock and/or options. These trades arise either from supply/demand imbalances or from the financing needs of companies. After the 2008 market turmoil, convertibles were priced attractively enough to garner the firms attention again and Elliott has participated in a selective manner after many years on the sidelines.

Related Securities Arbitrage[redacted] These are hedged trades within a capital structure. They attempt to take advantage of valuation anomalies within a company's capital structure, a sovereign country's various issues of debt, or of basically the same security in different forms or different geographical markets. These trades may be event driven or trading range oriented.

Fixed Income Arbitrage[redacted]*/ Basis trading*[redacted]*:* These are typically hedged positions in high quality government bonds or derivatives on fixed-income instruments, designed to take advantage of small anomalies between similar or related instruments on an opportunistic basis. This strategy contains more leverage than the other strategies and is designed to assist in achieving overall portfolio risk management goals.

Commodity Trading[redacted]*:* Elliott trades crude oil and oil products, natural gas, power, base metals, and agricultural commodities with an eye toward exploiting anomalous relationships within and across the different markets. The commodities strategy has a global focus, trading actively in the U.S. and Europe, and focuses primarily on spread trading, searching for potential arbitrage opportunities.

Portfolio volatility/Short stocks:

Portfolio Volatility Protection[redacted]*/ Short Stocks* [redacted]*:* This strategy consists largely of credit protection positions, volatility swaps and long volatility trades, primarily for portfolio protection. In addition, it may include long index puts and index put spreads. When attractive, the Fund will also implement short stock positions that are research driven, primarily in small and medium cap companies with flawed business models and/or faulty accounting. The intent is to generate active trading profits by moving across sectors as credit markets fluctuate.

Investment Examples

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

Portfolio Characteristics

Elliott is diversified across strategies, asset classes, and types of situations. On average the fund holds [redacted] positions, with the top 10 positions comprising approximately [redacted] of the portfolio. The fund uses moderate leverage, except for its fixed income arbitrage book which is a small capital allocation, and is highly cognizant of liquidity. Excluding its fixed income arbitrage book, the fund's gross exposure has ranged from [redacted] and net exposure has ranged from [redacted] This is not entirely demonstrative of the actual exposure because it does not account for the notional value of many of the derivative positions which would result in a lower net exposure, as the fund seeks to have close to zero sensitivity to the overall market.

As of November 30, 2010, the fund contained between [redacted] positions depending on how individual securities are bundled into positions, with the top 5 longs representing [redacted] of NAV, and the top individual long representing [redacted] The fund has identified a number of opportunities in the US and across various international geographies with the portfolio currently allocated [redacted] in North America and [redacted] invested outside North America. Key portfolio characteristics are presented in Exhibit 5.

Exhibit 5
Elliott Associates, L.P. - Portfolio Characteristics *
November 30, 2010

	[redacted]	
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]

[redacted]

Performance

Elliott has produced strong absolute and risk-adjusted returns for over three decades. Since inception in February 1977 through November 2010, Elliott Associates, L.P. has generated an annualized net return of 14.40% and a standard deviation of 4.13%, resulting in a Sharpe ratio of 1.78. Exhibits 6a and 6b provide additional statistics and comparative data for the fund. Commentary associated with these exhibits can be found below:

Return
Over the period of January 1990 through November 2010, Elliott's annualized return of 13.37% exceeds the HFRI Event Driven Index which returned 12.34% over the same period. Furthermore, over the past five years, the fund has generated an annualized return of 16.13% which far exceeds the HFRI Event Driven Index which returned 5.81% over the same period. This places Elliott in the top 9% of all event driven funds.

Risk
Over the past five years, the fund has generated an annualized standard deviation of 6.30%, which is lower than the strategy universe median of 9.90% placing Elliott in the top 26% of all event driven funds.

Risk-Adjusted Return
Elliott has produced a strong risk-adjusted return and its annualized Sharpe ratio over the past five years of 1.95 places the fund in the top 4% of all event driven funds. Since January 1990, when the HFRI index was created, the fund has produced a Sharpe ratio of 1.85 placing it among the top 6% of all funds in the HFRI universe.

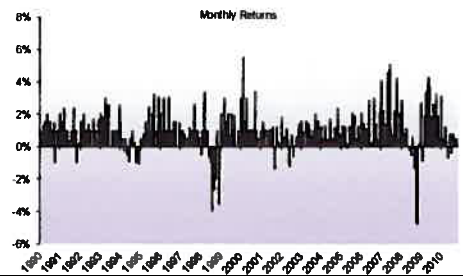
Betas
As depicted in Exhibit 6b, the fund's return stream has shown only one statistically significant beta, a small sensitivity to the High Yield index of 0.21. The manager has maintained exposure to high yield investments, but has done so in a market neutral manner.

Other
Elliott's since inception R^2 of 0.17 indicates that the fund has been uncorrelated to other event driven funds over the long-term. Finally, over the course of its history, the fund's distribution of returns has shown a slightly positive skew.

Exhibit 6a
Elliott Associates, L.P. - Performance Analysis
As of November 2010

[redacted]

Fund Return	1-Year	3-Years	5-Years	Inception
Elliott Associates, L.P.	[redacted]			
[redacted]				
S&P 500 TR	[redacted]			
Barclays Aggregate Bond Index				
3 Month Libor Rate				



[redacted]

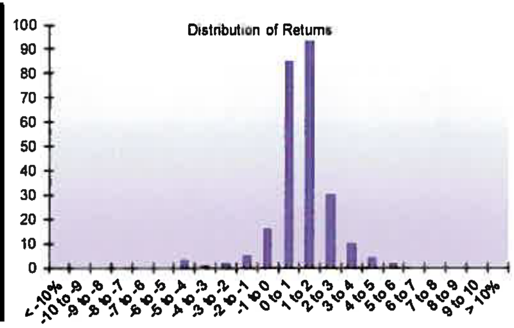
	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	Year	HFRI FW
2010	3.10%	0.50%	1.20%	0.30%	-0.70%	0.80%	-0.40%	0.80%	0.50%	0.50%	0.10%		6.86%	7.11%
2009	2.70%	-0.90%	1.90%	3.40%	4.30%	3.70%	1.80%	2.60%	2.10%	3.30%	1.80%	0.50%	30.85%	19.98%
2008	2.10%	2.90%	1.10%	0.80%	1.10%	-0.20%	-0.50%	0.60%	-1.30%	-4.70%	-4.80%	0.20%	-2.98%	-19.03%
2007	2.10%	4.10%	2.20%	0.20%	1.40%	4.60%	5.10%	1.10%	0.70%	2.20%	4.20%	0.50%	32.20%	9.96%
2006	2.10%	1.40%	0.90%	1.10%	0.80%	2.90%	0.20%	0.30%	3.00%	1.10%	1.40%	0.44%	16.87%	12.89%
2005	0.60%	1.30%	1.24%	0.20%	-0.10%	1.20%	1.10%	2.10%	1.90%	0.50%	1.20%	0.77%	12.67%	9.30%

[redacted]

Hedge Fund Research, Inc. ("HFR") is the source and owner of the HFR data contained or reflected in this report and all trademarks related thereto. This report relies upon the accuracy and completeness of financial information obtained through the fund manager. We have not conducted an independent verification or an audit of such information. Past performance does not guarantee future performance. The information contained herein is confidential financial information, which should not be disclosed to third parties except as required by applicable law.

Exhibit 6b
Elliott Associates, L.P. - Risk Characteristics
As of November 2010

[redacted]



[redacted]

Hedge Fund Research, Inc. ("HFR") is the source and owner of the HFR data contained or reflected in this report and all trademarks related thereto. This report relies upon the accuracy and completeness of financial information obtained through the fund manager. We have not conducted an independent verification or an audit of such information. Past performance does not guarantee future performance. The information contained herein is confidential financial information, which should not be disclosed to third parties except as required by applicable law.

Risk Management

Elliott's strong risk management culture is embedded in its investment process, as well as in its business functions. The firm implements a layered approach to hedging, often seeking to protect downside risk at the individual position, strategy and overall portfolio level. The firm employs a substantial degree of diversification of strategies and positions. The fund may also put on discrete alpha-oriented shorts, as they have done with certain mortgage trades.

Portfolio risk is overseen by a four person Risk Management Committee comprised of Messrs. Singer, Miller, Pollock, and G. Singer who oversee risk, employ ongoing scenario analysis, determine the incorporation of new strategies, and provide input on sizing. The senior portfolio managers have a certain level of discretion related to position implementation and sizing however the risk committee is involved in all significant positions. Over many years, the firm has developed a system of categorizing every position, so that at any time Elliott personnel can see a report showing the exposure of each trade and group of trades to interest rates, equity prices, commodity prices, credit conditions, and process risk. In addition, Elliott has integrated RiskMetrics into its risk management process internally as well as utilized their customized services to prepare reports that are disseminated externally to investors.

As part of its layered approach to managing risk, Elliott implements portfolio overlay hedges. Ideally, risk is hedged out at the position level. However, this is not possible in some cases and the overall portfolio hedges are intended to protect against positions that cannot be individually hedged. These portfolio hedging strategies are constantly evolving and Elliott always seeks to employ the most efficient mix of instruments at any given time. This often involves some combination of indices, options, and other derivatives. There is a team that reports to Mr. Miller that works on developing and managing these baskets of portfolio hedges.

The firm's approach to risk management generally focuses on maintaining a high level of diversification and liquidity, while limiting skewness and concentration. [redacted] The portfolio consists largely of uncorrelated and event driven investments. Elliott will often reduce investment risk through an activist approach and is willing to invest in complex situations. The firm has a strong belief in the importance of maintaining liquidity and in its 33 year history, has never had to liquidate positions prematurely, even in difficult market environments. Furthermore, Elliott's relatively moderate use of leverage, except for the fixed income arbitrage book, minimizes the risks that can come with highly leveraged strategies.

Investment Terms

Summary Comments

Elliott most recently capital through a two-year commitment format subsequent to which an investor will hold Class B common shares. Elliott can call capital during the two-year commitment period, after which investors will be released from making further capital contributions. Elliott's 1.5% management fee and 20% performance fee are standard. However, the fund has a modified high water mark and a capital surcharge of 1.75% on contributions and withdrawals that is payable to the Fund. Elliott's liquidity is limited as the Class B Shares have a two-year lock-up after which an investor can redeem up to 25% on a semi-annual basis. In addition, the terms of the commitment prohibit an investor from redeeming any capital prior to January 1, 2013, but investors will be released from this additional lock-up in the event a key-man provision on Paul Singer is triggered.

Term	
Fees and expenses	
Management fee	1.5%
Performance fee	20%, subject to reduced performance fee of 10% during periods when recouping 150% of prior losses
High water mark	Yes, modified
Hurdle rate	No
Fee payment frequency	Quarterly management fees, annual performance fees
Fund expenses	[redacted]
Typical fund expenses	Trade-related expenses (interest expense, brokerage commissions, custodial fees, research-related expenses), and general expenses (insurance premiums, and legal, accounting, consulting and other professional fees)
Offsets to expenses	None
Subscriptions	
Minimum initial investment	$5 million
Minimum subsequent investments	None
Frequency	Investors subscribe to the fund by making a capital commitment pursuant to the Third Commitment
Timing	Initial closing expected to occur no earlier than April 1, 2010 and no later than July 1, 2010
Notification period	Subscription documents should be submitted by May 25, 2010, unless waived by Elliott
Other subscription provisions	Elliott can call capital during a two-year commitment period, which will begin no earlier than April 1, 2010 and no later than July 1, 2010. Elliott must provide at least 35 days' notice to call capital. Elliott expects to call at least 10% of each investor's capital commitment on the initial closing date. Investors will be required to pay a capital surcharge of 1.75% on all contributions. The surcharge will be paid to the Fund
Redemptions	
Frequency	Semi-annual (onshore) or quarterly (offshore), following the lock-up
Timing	Onshore: January 1 and July 1 Offshore: First day of each quarter, although redemptions will not be permitted on consecutive quarterly redemption dates
Notification period	60 days
Gate	Fund level: 20% (onshore) or 10% (offshore)

	Investor level: Investors may redeem up to 25% of their capital account (onshore) or number of shares (offshore) on each redemption date subject, in the case of the offshore fund, to the limitations described in "Timing" above
Distribution of proceeds	Partial withdrawals – paid within 30 days Complete withdrawals – 95% paid within 30 days, balance paid within 90 days Distributions can be made in cash or in kind
Suspension provisions	The Board of Directors may suspend redemptions (offshore only)
Other withdrawal provisions	Investors will be required to pay a capital surcharge of 1.75% on all amounts withdrawn. The surcharge will be paid to the fund
Liquidity	
Lock-up	Two year lock-up on each contribution ("Class B Lock-Up"); provided, that Investors cannot redeem any capital until the earlier of (i) January 1, 2013 (or July 1, 2012 if the initial closing date occurs prior to July 1, 2010), and (ii) six months after the fund's Third Commitment is fully drawn or terminated ("Third Commitment Lock-Up")
Early withdrawal penalties	None
Key man provisions	Yes, on Mr. Singer, in which case the Third Commitment Lock-Up will be terminated and investors will be released from their obligation to fund any remaining capital commitments. Investors will still be subject to the Class B Lock-Up
Transferability	Only with the prior written consent of the General Partner (onshore) or Board of Directors (offshore)
Side pockets for illiquid investments	Up to 15%
Side letters	Exist, but only for technical factors, not for MFN

Appendix: Glossary

Alpha	Measure of a fund's excess returns over market indices. Alpha represents the portion of a portfolio's returns attributable to manager skill.
Arbitrage Strategy	A hedge fund style that aims to profit from the discrepancy in valuation between related securities, which may include equities, fixed income, derivatives, etc. An example is convertible arbitrage, which attempts to exploit the mispricing between embedded options in convertible bonds and the underlying security.
Beta	Measure of a portfolio's return sensitivity to a market index. The higher the beta, the greater the sensitivity to the market. A portfolio with a beta of 1.0 should move directly in line with the market index.
Convexity	A measure of the sensitivity of a bond's duration to changes in interest rates. Bond portfolios with positive convexity are structured to have greater upside, when interest rates decline, than downside when interest rates increase.
Credit Strategy	A hedge fund style that typically invests in high yield and high grade bonds, bank loans, credit default swaps and structured products. Managers use fundamental credit analysis to identify mispriced debt instruments and express their views through long and short positions.
Derivative	A security whose price is derived from the value of one or more of the underlying variables, commonly the price of another security. An example is a call option which gives the holder the right, but not the obligation, to buy an asset at a specified price for a limited period of time. Derivatives can be used to hedge risk, speculate, or establish arbitrage positions.
Distressed Strategy	A hedge fund style that seeks to take advantage of corporate securities in default, under bankruptcy protection, in distress or heading toward such a condition, or in liquidation. Some distressed managers attempt to add value by becoming actively involved in the restructuring process.
DV01	The hypothetical mark-to-market impact on a fixed income portfolio of a 1 basis point increase in the credit spread of each asset.
DV1%	The hypothetical mark-to-market impact on a fixed income portfolio of a 1% increase in the credit spread of each asset.
Early Withdrawal Penalty	A fee assessed to investors that redeem assets prior to the expiration of a "soft" lock-up. The penalty is a percentage of assets, typically 2% to 5%, and these fees generally accrue to the fund.
Equity Long/Short Strategy	A hedge fund style that primarily allocates capital to long and short positions in equities and equity derivatives. Exposures range from net long to market neutral to dedicated short. Some equity long/short funds focus on specific sectors (e.g., technology and healthcare) or regions (e.g., Asia and Europe).
Event Driven Strategy	A hedge fund style that aims to profit from the mispricing of securities related to hard and/or soft catalysts. Examples include mergers (merger arbitrage), restructurings, bankruptcies, litigation, regulatory and legislative changes.
F-Stat (p-value)	Measure of the statistical significance of a regression. A smaller p-value associated with the F-stat indicates a higher level of statistical significance. For example, a p-value of .01or less indicates significance at the 99% level.
Expense Ratio	All expenses charged to the fund other than those related to trading and financing. These expenses typically include organizational expenses; fund legal, compliance, audit and administrative fees (including middle/back office services); directors' fees and expenses; fund-related insurance costs and research and data fees. Charges related to entering into, maintaining, and financing a position are not included in the ratio. These charges would typically include commissions, margin and other finance charges ("carry"), stock loan costs net of short rebate, brokerage charges, intermediation fees, and any other execution or finance related charges.
Fund of Funds	An investment vehicle that invests in a portfolio of hedge funds.
Gate	A restriction on the amount that investors can redeem from a hedge fund in a given period. Gates are designed to help prevent problems associated with large redemption requests during a specific period. Fund level gates establish this limit as a percentage of all holdings in the fund, potentially allowing redeeming investors to receive a percentage greater than the gate amount. Investor level gates limit each investor's withdrawal to a specific percentage of their account.
General Partner	The partner responsible for the management and investment decisions of the fund.
Global Macro Strategy	A hedge fund style focused on taking advantage of structural macroeconomic imbalances and trends. Global macro managers generally have broad mandates to invest globally

	across all asset classes. These managers tend to employ leverage and have exposure to global interest rates, currencies, commodities and equities.
High Water Mark ("HWM") (also Modified HWM)	The value that a portfolio must exceed before incentive fees can be assessed. The HWM is the highest net asset value previously achieved, and ensures that the manager does not earn performance fees on gains until previous losses are recaptured. A modified HWM allows the manager to earn a reduced (one-half) incentive fee during recovery, with the full incentive fee resuming after recovering 200% of earlier losses. A modified HWM helps a manager retain talented employees during weak performance periods.
Information Ratio ("IR")	Commonly used measure of a manager's risk-adjusted alpha versus a benchmark or set of market indices. The IR is the ratio of excess fund returns to tracking error. LIBOR is an appropriate benchmark for evaluating absolute return strategies, with a high IR indicating consistent outperformance.
Kurtosis	Positive kurtosis measures the tendency of returns to deviate from a "normal" distribution and exhibit "fat tails" where there is a greater frequency of large losses and large gains versus what would be normally predicted. Investors should be cautious of hedge funds whose returns exhibit high positive kurtosis, also known as tail risk.
Leverage	The use of explicit debt (i.e. borrowing) or implicit debt (i.e. derivatives) to achieve investment positions that exceed invested capital (NAV), thereby amplifying return but also increasing risk. A common leverage calculation is the ratio of gross notional exposure to invested capital. For example, a $100 investment in BP stock coupled with a $100 short sale of Exxon stock yields gross notional exposure of $200. Leverage in this example can be described in at least two ways: a. The portfolio has 200% gross exposure (equal to $200 gross notional exposure divided by $100 NAV) b. The portfolio is one time (1x) levered (equal to $100 in debt divided by $100 NAV) As illustrated in the example, the $200 gross notional exposure equals the absolute value total of both $100 long ("gross long") and $100 short ("gross short") asset exposures. The measurement of gross notional exposure varies by asset class: • *Equities* – the market value of long and short positions • *Corporate Debt and Municipal Bonds* – the market value of long and short positions • *US Treasuries (and other highly rated government debt)* – the market value of long and short positions, adjusted to a 10 year bond equivalent maturity (approximate 9 year duration), so that a $100 exposure to a 2 year duration bond is recognized as a lower risk compared to a $100 20 year duration bond. The $100 3 year duration bond is said to have a $33 10 year bond equivalent exposure ($100 times 3, divided by 9) while the $100 20 year duration bond is said to have a $222 10 year bond equivalent exposure ($100 times 20, divided by 9) • *Options* – the delta adjusted exposure rather than the total notional value of the underlying reference asset. Delta adjusted exposure represents the implied shares/holdings necessary to hedge the options position • *Credit Default Swaps* – total notional exposure of the underlying reference credit • *Interest Rate Swaps* – total notional exposure (expressed as 10-year bond equivalent, per the duration adjustment process described above) to reference security or index • *Futures/Forwards* – total notional exposure to reference security or index
Limited Partner	Investors are limited partners in the hedge fund and are "limited" in that they have no voice in hedge fund investment or operational matters, and their losses are limited to amounts invested.
Liquidity	The ease with which a hedge fund can convert its holdings to cash. Funds with higher liquidity can close out of positions more easily and with fewer costs.
Lock-up	The period of time before an investor is eligible to redeem from a hedge fund. Lock-ups of one or two years are typical, and may apply to each subsequent investment. The liquidity of the strategy typically influences the length of the lock-up. For example, distressed funds typically have longer lock-up periods than macro and equity long/short funds.
Hard	Assets can not be redeemed during the lock-up period.
Soft	Assets may be redeemed prior to expiration of the lock-up period, but an early redemption penalty must be paid.
Management Fee	Compensation for management of the hedge fund. Management fees typically range from 1% to 2% of assets.
Macro Overlay	A supplemental component of a portfolio designed to change the exposure of the underlying portfolio to various macroeconomic factors.

Margin (Encumbered Cash)	Cash posted as collateral with a broker or exchange to satisfy the trading requirements of derivative contracts.
Margin-to-equity ratio	The percentage of portfolio capital posted as margin with a broker or exchange (i.e., margin capital divided by total capital). In a portfolio composed entirely of derivative contracts, this number represents the percentage of encumbered cash in the portfolio. This is a common measure of leverage used by CTA managers, since it is proportional to the amount of notional exposure per dollar of capital. For example, if one CTA portfolio has a higher margin-to-equity ratio than another, all else being equal, the former portfolio has higher leverage.
Master-Feeder Fund Structure	A fund structure which allows for onshore and offshore fund vehicles to be managed as a single portfolio.
Master Fund	The master fund is that part of a master-feeder structure into which the feeder funds invest and which manages the single combined investment portfolio. The master fund is generally a non-US corporate entity.
Feeder Funds	Two separate legal entities, one a U.S. onshore partnership (LP) and the other a non-U.S. offshore corporation (LTD) which accommodates investor groups with different tax and regulatory needs.
Max Drawdown	The greatest investment loss experienced by a hedge fund, measured from peak (prior highest cumulative return) to valley (subsequent lowest cumulative return).
Multi-Strategy	A hedge fund style that opportunistically allocates capital to various hedge fund strategies and uses diversification to reduce asset-class and single-strategy risks. Ideally, multi-strategy portfolio managers tactically shift capital among strategies in order to capitalize on current market opportunities. Some multi-strategy funds act as a collection of traders, while others have a more formal organizational structure.
Net Asset Value (NAV)	A fund's total assets less total liabilities.
Notional Exposure	The total dollar exposure represented by a position. Due to leverage, this amount may be greater than the equity in the position. For example, a CDS contract offering $1 million of protection has a notional value of $1 million even though the cost of the contract itself is likely to be a small fraction of that amount.
Gross Long	The total notional exposure of all long positions in a portfolio. Long positions benefit from increases in securities prices.
Gross Short	The total notional exposure of all short positions in a portfolio. Short positions benefit from decreases in securities prices.
Net	The difference between a portfolio's gross long and gross short exposures. A net long position indicates a higher portion of long positions in the portfolio, and that the portfolio should generally benefit from an increase in asset prices. A net short position indicates the opposite.
Total Gross	The sum of a portfolio's gross long and gross short exposures.
Offshore Fund	Hedge funds which are registered/domiciled in offshore jurisdictions such as the Cayman Islands, British Virgin Islands, and Luxembourg. Offshore funds provide eligible investors with tax benefits and regulatory relief. Because offshore funds are administered outside of the U.S., non-U.S. investors and tax exempt U.S. investors such as ERISA pension funds can take advantage of tax benefits.
Onshore Fund	A fund with a U.S. legal domicile under the tax and regulatory locale of the fund manager. Most onshore funds are limited partnerships registered under Delaware law.
Performance (Incentive) Fee	The manager's share of the profits above the high water mark and net of management fees and expenses. The fee is typically 20%.
Serial Correlation	The correlation between current and past returns. In an efficient market, there should be no correlation between returns from one period to the next. Some hedge funds, particularly credit oriented funds, exhibit positive serial correlation which indicates that security pricing may be "sticky" and not change from period to period.
Sharpe ratio	Commonly used measure of a manager's risk-adjusted alpha in relation to a risk-free asset. The Sharpe ratio is equal to excess returns divided by excess risk. A high Sharpe ratio indicates that a manager has generated high risk-adjusted returns.
Side Letter	An addendum to the partnership and subscription agreement which stipulates key terms for a particular investor, such as negotiated fee levels, MFN (Most Favored Nation) clauses, transparency requirements, or special liquidity terms.
Side Pocket	A segregated portion of a portfolio that may be used to hold illiquid, less frequently priced securities. Once a holding is placed in a side pocket, only current investors participate in its performance. Subsequent investors do not share in the gains/losses associated with assets previously placed in side pockets. Performance fees are paid when side pocket

	investments are realized. Assets placed into side pockets are not available for withdrawal until the investments are realized.
Skew	Skew measures the tendency of returns to deviate from a symmetrical distribution. Given two return distributions with the same mean and standard deviation, the distribution with the higher positive skew would be more desirable. Several hedge fund styles, particularly arbitrage strategies, exhibit return patterns that are negatively skewed, an undesirable trait but one that can be managed through style diversification at the portfolio level.
Soft Dollars	Commission credits from trading securities that can be used to pay for research or other services that brokers provide to hedge funds and that are intended for the benefit of investors. Most funds operate under the SEC 28e safe harbor rules that restrict soft dollar use to research only.
Suspension Provisions	A hedge fund provision that allows the manager to suspend all redemptions, generally to deal with extraordinary market circumstances.
T-Stat (p-value)	Measure of the statistical significance of an individual independent variable in a regression. A smaller p-value associated with the T-stat indicates a higher level of statistical significance. For example, a p-value of .01 indicates significance at the 99% level.
Tail Risk	A form of risk that arises when portfolio retums deviate from a "normal" distribution and exhibit "fat tails" where there is a greater frequency of large losses and large gains versus what would be predicted. Although technically positive kurtosis, tail risk is usually associated with downside risk in an extreme scenario.
Tracking Error	Measure of the volatility of an investment's performance relative to a benchmark.
Transferability	The terms under which an investor may transfer ownership rights to another investor. Typically requires the approval of the manager or administrator.
Unencumbered Cash	Unencumbered cash is equal to cash holdings less margin requirements.
VAMI	The Value Added Monthly Index (VAMI) reflects the growth of a hypothetical $1,000 in a given investment over time.
Value at Risk (VaR)	The potential loss in value of a portfolio given a specific time horizon and probability. For example, if a portfolio has a one day 5% VaR of $1 million, there is a 5% chance the portfolio will lose more than $1 million on any given day.