

[MANAGER'S LETTERHEAD]

[DATE]

**NOTICE TO EMPLOYEES PURSUANT TO THE
DODD-FRANK WALL STREET REFORM AND CONSUMER PROTECTION ACT**

As required under §924 of the Dodd-Frank Wall Street Reform and Consumer Protection Act and SEC Rule 21F-17 promulgated under the Securities Exchange Act of 1934, as amended, we are providing all employees of [NAME OF MANAGER] with the following notice:

Notwithstanding any confidentiality or similar provision to which you may be subject with respect to us or our affiliates, whether as a result of an offer letter, employment agreement, compliance manual, code of ethics, employee handbook or otherwise, we confirm that you are not prohibited from reporting possible violations of federal securities laws or regulations to the Securities and Exchange Commission (SEC), making other disclosures that are protected under the whistleblower provisions of federal law or regulation, or recovering any individual monetary award from the SEC or other government authority in connection therewith. You do not need our prior authorization to make any such reports or disclosures or to recover such award, and you are not required to notify us that you have made such reports or disclosures or recovered such award.

Please feel free to contact [NAME AND TITLE] if you have any questions.