

PROSPECTUS

\$500,000,000

KIEWIT INVESTMENT FUND LLLP

UNITS OF LIMITED PARTNERSHIP INTEREST

The Fund. Kiewit Investment Fund LLLP is a Delaware limited liability limited partnership (the “Fund”), registered under the Investment Company Act of 1940, as amended (the “1940 Act”), as a non-diversified, closed-end management investment company. The Fund is organized as an “employees’ securities company” under the 1940 Act and has received an order from the Securities and Exchange Commission (the “Commission” or the “SEC”) exempting the Fund from certain provisions of the 1940 Act. The Fund’s principal offices are at Kiewit Plaza, Omaha, Nebraska 68131. Its telephone number is (800) 443-4306.

Investment Objective. The Fund’s investment objective is long-term capital growth with consideration given to consistency of returns. No assurance can be given that the Fund will achieve its investment objective.

Investment Adviser. Hall Capital Partners LLC (the “Adviser”), serves as the Fund’s investment adviser and provides investment management services to the Fund. The Adviser is responsible for developing, implementing and supervising the Fund’s investment program, subject to the supervision of the Fund’s Board of Directors. The Adviser has substantial investment management experience and, as of March 31, 2009, had \$17.5 billion under advisement for 128 clients. Other than the Fund, the Adviser has no clients that are registered investment companies and has limited experience managing registered investment companies. Investors are urged to read the section containing detailed information on the Adviser, entitled “Management of the Fund” – “The Adviser”, beginning on Page 28.

Investment Program. The Adviser (i) recommends third-party investment advisers (each a “Sub-Adviser”) to invest the Fund’s assets directly on the Fund’s behalf and (ii) invests the Fund’s assets directly in public mutual funds and private investment funds managed by third parties (each such public mutual fund and private investment fund in which the Fund invests is referred to as a “Portfolio Fund”). Under normal market conditions, the Fund’s assets will be invested in a variety of securities that will include U.S. and non-U.S. equities and fixed income instruments and Portfolio Funds, including private investment funds commonly known as “hedge funds.” The Fund may also invest in derivative securities, equity-related instruments, currencies, financial futures, debt-related instruments and Portfolio Funds that are private equity/venture capital funds, real estate funds or commodities funds.

Investor Eligibility. The Fund is designed as a long-term investment vehicle primarily for current full-time employees of Peter Kiewit Sons’, Inc. (Kiewit) who are participants in the Kiewit Employee Ownership Plan, and former employees of Kiewit and its affiliated companies who were participants in the Kiewit Employee Ownership Plan or were holders of Kiewit’s \$0.01 par value common stock, members of each such person’s immediate family and the Qualified Investment Vehicles (as defined below) of current and former employees. **Linsco Private Ledger Corp., through its investment adviser representatives at Carson Wealth Management Group (the “Investment Professional”), has been retained to be available to consult with each potential investor in the limited partnership units (“Units”) offered hereby. Prior to making a decision to invest in the Units, you are strongly encouraged to consult to the full extent you feel appropriate with the Investment Professional concerning the potential benefits and risks of investing in the Units and concerning the appropriateness of an investment in the Units in light of your particular circumstances. The fees and expenses of the Investment Professional are being paid by Kiewit and neither you nor the Fund will be charged for your consultations with the Investment Professional. Prospective investors may contact the Investment Professional from 8:00 a.m. to 5:00 p.m. (Central Time) Monday through Friday (excluding holidays). The Investment Professional’s name and address are Carson Wealth Management Group, Dodge Plaza, 13321 California St., 1st floor, Omaha, Nebraska 68154, and its telephone number is (877) 754-3948.**

Repurchases of Units. Investors whose subscription for Units has been accepted by the Fund (“Limited Partners”) do not have the right to cause the Fund to redeem their Units. In order to provide a limited degree of liquidity to Limited Partners, the Fund intends to make semi-annual offers to repurchase 5% to 25% (currently, expected to be 5%) of the outstanding Units at their net asset value.

The Fund's investment program, including its intention to utilize a variety of investment strategies and invest in a variety of investments including private investment funds, involves risk. Your investment could lose value. See "Risk Factors" beginning on page 14. An investment in the Fund may not be appropriate for everyone. You are strongly encouraged to consult with the Investment Professional or your own financial advisor prior to making a decision to invest in the Fund.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Units will be continuously offered on a best efforts basis and are distributed by Quasar Distributors LLC, whose principal address is 615 East Michigan Street, Milwaukee, WI 53202 (the "Distributor"). Units (or fractions thereof) will be issued at their net asset value determined on the last business day of each calendar quarter (each, a "Closing Date"). Investors will not be charged any sales charges on their purchases of Units. The minimum investment in the Units offered hereby is \$5,000. The Fund reserves the right to withdraw, cancel or modify the offering and to reject any subscription in whole or in part. Funds transmitted by subscribers to the Fund for investment in the Fund prior to the next Closing Date will be deposited in a non-interest bearing escrow account with J.P. Morgan Investor Services Co. pending acceptance and issuance of Units on the Closing Date. Because funds transmitted before a Closing Date will not bear interest or participate in the performance of the Fund prior to the Closing Date (and thus may be held uninvested for a period of up to three months), investors may wish to consider the timing of their subscription and discuss with their advisor or the Investment Professional the potential disadvantages of submitting a subscription at a time substantially prior to a Closing Date. If the Fund, for any reason, elects not to continue the offering, all monies deposited into the escrow account will be returned to investors without interest. Kiewit will pay the Distributor for its services in the offering of Units.

Transfers of Units. Units are not, and will not be, listed or traded on any securities exchange or other securities market, and no secondary market will develop for the Units. The Units are subject to substantial transfer restrictions and may only be transferred in very limited circumstances. Transfers that do not comply with the Fund's transfer restrictions will not be permitted and will be void. As a result, although the Fund intends to provide investors with limited liquidity through semi-annual repurchases of Units, you may not be able to sell all or any portion of your Units at a time that you may desire to do so and an investment in the Fund should be considered illiquid.

Fees and Expenses. The Fund will pay all of its own operating expenses, including the investment advisory fees of the Adviser and of the Sub-Advisers. The Fund will also bear indirectly its pro rata share of the fees, expenses and other costs associated with Portfolio Funds, including advisory fees, performance fees and allocations payable by Portfolio Funds. The Fund will bear all expenses associated with this offering (including the expenses of preparing and printing this registration statement and prospectus and fees and expenses of counsel) other than the fees of the Investment Professional and the Distributor, which will be borne by Kiewit.

This Prospectus concisely provides the information that a prospective investor should know about the Fund before investing, including information about the risks of investing in the Fund. You are advised to read this Prospectus carefully and to retain it for future reference. Additional information about the Fund, including a statement of additional information ("SAI") dated July 27, 2009 has been filed with the Commission. The SAI and the Fund's most recent annual and semiannual reports to Limited Partners are available without charge, upon written or oral request, by writing to the Fund at P.O. Box 5354, Cincinnati, Ohio 45201-5354, by telephone at (800) 443-4306, by e-mail at KIF_info@jpmorgan.com or on the worldwide web at www.kiewitinvestmentfund.com. The SAI is incorporated by reference into this Prospectus in its entirety. The table of contents of the SAI appears on page 43 of this Prospectus. The SAI, material incorporated by reference and other information about the Fund is also available on the SEC's website (<http://www.sec.gov>). To request other information about the Fund, please contact the Fund at (800) 443-4306.

Units of the Fund do not represent a deposit or obligation of, and are not guaranteed or endorsed by, any bank or other insured depository institution, and are not federally insured by the Federal Deposit Insurance Corporation, the Federal Reserve Board or any other governmental agency.

July 27, 2009

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PROSPECTUS SUMMARY

This is only a summary. This summary does not contain all of the information that you should consider before investing in the Fund's Units. You should review the more detailed information contained elsewhere in this Prospectus and in the SAI, especially the information under the heading "Risk Factors."

| | |
|-----------------------------|--|
| The Fund | Kiewit Investment Fund LLLP is a Delaware limited liability limited partnership, registered as a non-diversified, closed-end management investment company under the 1940 Act. The Fund is organized as an "employees' securities company" under the 1940 Act and has received orders from the Commission exempting the Fund from Section 15(a) of the 1940 Act to permit the Fund's Board of Directors (the "Board" and each member thereof, a "Director") to enter into and materially amend investment advisory agreements without the approval of Limited Partners (the "Exemptive Order") and to permit certain persons and entities to invest in the Fund. |
| Investment Objective | The investment objective of the Fund is long-term capital growth with consideration given to consistency of returns. No assurance can be given that the Fund will achieve its investment objective. See "The Fund's Investments" — "Investment Objectives and Policies" on page 9. |
| Risks | As a result of the limited liquidity of Units, the Fund's status as a non-diversified Company and the Fund's direct or indirect exposure to a variety of investment strategies, including hedge fund strategies, an investment in the Fund is subject to a number of risks set forth in detail beginning on page 14 under "Risk Factors" and in the SAI. |
| Investment Adviser | <p>The Fund and Hall Capital Partners LLC (the "Adviser") have entered into an investment advisory agreement (the "Advisory Agreement"), under which the Adviser has been retained by the Fund to serve as the Fund's investment adviser. The Adviser is responsible for developing, implementing and supervising the Fund's investment program, subject to the supervision of the Board.</p> <p>The Adviser is registered with the Commission as an investment adviser and has offices in San Francisco and New York. As of March 31, 2009, the Adviser had \$17.5 billion under advisement for 128 clients. For more information regarding the Adviser, please see "Management of the Fund" — "The Adviser" beginning on page 28.</p> <p>The Sub-Advisers selected by the Board and the investment strategy each is responsible for are as follows:</p> <ul style="list-style-type: none">• Pzena Investment Management, LLC, which is responsible for a portion of the Fund's active U.S. equity strategy;• Payden & Rygel, which is responsible for all of the Fund's fixed income strategy, including managing the Fund's cash account; and• SSgA Funds Management, Inc., which is responsible for managing the Fund's Russell 3000 Index Strategy. <p>For additional information about the Sub-Advisers, see "Management of the Fund" — "Sub-Advisers" beginning on page 31.</p> |
| Investment Program | The Adviser (i) recommends Sub-Advisers to invest the Fund's assets directly on the Fund's behalf and (ii) invests the Fund's assets directly in Portfolio Funds. Under normal market conditions, the Fund will invest in a variety of securities which will include U.S. and non-U.S. equities and fixed income instruments, and Portfolio Funds, including private investment funds |

commonly known as hedge funds (“Hedge Funds”). The Fund may also invest in derivative securities, equity-related instruments, currencies, financial futures, debt-related instruments and Portfolio Funds that are private equity/venture capital funds, real estate funds or commodities funds. See “The Fund’s Investments” — “Investment Program” beginning on page 9.

Exemption Under the 1940 Act

The Fund operates in reliance upon an exemption from the requirement that Limited Partners approve investment advisory agreements and certain material amendments thereto. See “Exemption Order” on page 28.

Management of the Fund

Kiewit Investment Holdings Inc., a wholly-owned subsidiary of Kiewit, is the Fund’s general partner (the “General Partner”). The General Partner has delegated to the Board substantially all of its rights, duties and powers to manage the affairs of the Fund, including those that may be vested in the board of directors of a corporation organized under Delaware law. As such, the Board exercises the powers, authority and responsibilities on behalf of the Fund that are substantially identical to the powers, authority and responsibilities that are customarily exercised by the “board of directors” of an investment company registered under the 1940 Act that is organized as a Delaware corporation.

The Board has authority to terminate the Adviser’s or any Sub-Adviser’s services to the Fund and retain a new investment adviser or Sub-Adviser to manage all or any portion of the Fund’s assets, and to materially amend the terms of the Advisory Agreement or any investment advisory agreement with a Sub-Adviser. Approval of any such change by the Limited Partners is not required.

Eligible Investors

Because the Fund is an employees’ securities company, Units generally may only be beneficially owned by employees and directors, and former employees, of Kiewit and its affiliated companies, Directors of the Fund, the immediate family members of current or former employees of Kiewit (or an entity controlled by Kiewit) and certain other persons and Qualified Investment Vehicles. See “Eligible Investors” on page 35 for an explanation of who may own Units.

Distribution of Units

Units will be continuously offered to Eligible Investors on a best efforts basis through the Distributor. Units (or fractions thereof) will be issued at their net asset value determined on the last business day of each calendar quarter (each, a “Closing Date”). Investors will not be charged any sales charges on their purchases of Units. The minimum investment in the Units offered hereby is \$5,000. In order to invest in the Fund, an investor will be required to provide a certification that he or she is eligible to own Units and is aware of the availability of the Investment Professional for personal consultation without charge and that he or she had a full opportunity to consult with the Investment Professional to the extent that he or she deemed appropriate. See “Distribution of Units” beginning on page 38.

Repurchase Offers

In order to provide a limited degree of liquidity to Limited Partners, the Fund intends to make semi-annual repurchase offers for Units (each, a “Repurchase Offer”). The Fund currently intends that Repurchase Offers will be conducted for 5% to 25% (currently expected to be 5%) of the Fund’s outstanding Units. The Board approved making a tender offer to acquire 5% of the Units of the Fund at the Fund’s net asset value as of the end of the tender offer period on March 31, 2009. In this tender offer, a total of 574.452 Units were validly tendered by Limited Partners of the Fund and accepted for payment by the Fund at a price of \$12,013.43 per Unit, the net asset value per Unit determined as of March 31, 2009. Units will be repurchased at their net asset value following a valid tender of Units during a tender offer made by

the Fund. Limited Partners must generally tender at least one whole Unit. See “Repurchase Offers” beginning on page 35.

No Right of Redemption by Limited Partners; Lack of Liquidity

Limited Partners do not have the right to cause the Fund to redeem their Units or to withdraw their capital from the Fund. Units are not, and will not be, listed or traded on any securities exchange or other securities market, and no secondary market will develop for the Units.

The Units are subject to substantial transfer restrictions and may only be transferred to Eligible Investors and only in very limited circumstances. Transfers in violation of the Fund’s transfer restrictions will not be permitted and will be void. See “Redemptions and Transfers” — “Permitted Transfers” beginning on page 37.

Certain U.S. Federal Tax Considerations

Willkie Farr & Gallagher LLP (“Willkie Farr”) has rendered an opinion to the effect that, under current law and based on certain assumptions and representations, the Fund will be treated as a partnership and not as a “publicly traded partnership” that is treated as a corporation for U.S. federal income tax purposes. Accordingly, the Fund believes that it will not be subject to U.S. federal income tax, and each Limited Partner will be required to report on its own annual tax return such Limited Partner’s allocable share of the Fund’s taxable income or loss. However, the opinion of Willkie Farr is not binding on the Internal Revenue Service (“IRS”) or any court. Willkie Farr’s opinion as to the treatment of the Fund as a partnership for U.S. federal income tax purposes is based on, among other things, the maintenance of factual conditions (including those underlying the representations of the Fund), the continuation of which cannot be assured. No assurance can be given that the IRS would not assert, or a court would not sustain, a contrary position. If the Fund were treated as a publicly traded partnership or otherwise treated as a corporation for federal income tax purposes, material adverse consequences for Limited Partners would result. See “Certain U.S. Federal Income Tax Considerations” beginning on page 37.

Each year, the Fund will distribute Schedules K-1 to Limited Partners so that they can prepare their respective U.S. federal, state and local income tax returns. It is inevitable that Schedules K-1 will not be available until after April 15. Limited Partners should therefore be prepared to obtain extensions of the filing dates for their tax returns and should consult their personal tax advisors in this regard.

An extension of time for filing Canadian personal income tax returns is currently not available. To assist Canadian Limited Partners, the Fund may respond to reasonable requests by Canadian Limited Partners to enable them to complete their Canadian tax returns to the extent doing so does not involve significant effort or expense. See “Additional Information Regarding the Partnership Agreement — Reports to Limited Partners” on page 41.

Fund Expenses

The Fund bears all of its own operating expenses, including fees paid to the Adviser and Sub-Advisers, fees and expenses for administration, accounting and custody services, and Directors’ fees, among others. In addition, the Fund indirectly bears expenses charged by Portfolio Funds, including management fees and performance fees and allocations. See “Fund Expenses” on page 38.

The Fund will bear all expenses associated with this offering other than the fees of the Investment Professional and the Distributor, which will be borne by Kiewit.

SUMMARY OF FUND EXPENSES

The purpose of the following table and example is to help you understand the fees and expenses that you, as a Limited Partner, would bear directly or indirectly in the Fund. This table shows Fund expenses as a percentage of net assets attributable to Units. **The expenses shown in the table and the example below should not be considered a representation of actual expenses the Fund will incur. Actual expenses may be greater or less than those shown.**

Unitholder Transaction Expenses

| | |
|--|------|
| Sales load (as a percentage of offering price) | None |
| Offering expenses | None |

Annual Expenses

| | |
|-------------------------------------|--------------|
| Advisory and sub-advisory fees (1) | 0.45% |
| Other expenses (2) | 0.72% |
| Acquired Fund Fees and Expenses (3) | <u>1.86%</u> |
| Total annual expenses | 3.03% |

- (1) Estimated based on the allocation of the Fund's assets to Sub-Advisers as of March 31, 2009, but does not include fees and allocations paid to Portfolio Funds. The fee charged by the Adviser is .375% of the total net assets of the Fund on an annual basis. Advisory fees charged by Sub-Advisers with respect to the portion of the Fund's assets depend on the asset class such assets are invested in and range from 0.11% to 0.70% on an annual basis. Certain Sub-Advisory agreements provide for the Fund to pay a minimum advisory fee to the Sub-Adviser if the Fund's assets allocated to that Sub-Adviser are below an agreed threshold.
- (2) "Other expenses" are based on actual expenses for the current fiscal year ending March 31, 2009. Other expenses include, among other things, administration fees, legal fees, the independent registered public accountants' fees, costs and expenses of issuing new Units (other than the fees of the Investment Professional and the Distributor, which will be borne by Kiewit) and making repurchase offers, printing costs and fees payable to Directors.
- (3) An "Acquired Fund" refers to "Portfolio Fund" as such term is used in this prospectus. All Acquired Funds in which the Fund invests charge a management fee and certain of them also charge performance fees or incentive allocations generally equal to 0% to 20% of the net profits of the particular Acquired Fund. The "Acquired Fund Fees and Expenses" disclosed above are based on information provided by the Acquired Funds for their most recently completed fiscal year in their most recent shareholder report, which may change substantially over time and, therefore, significantly affect Acquired Fund Fees and Expenses.

| Example | 1 Year | 3 Years | 5 Years | 10 Years |
|---|---------------|----------------|----------------|-----------------|
| You would pay the following cumulative expenses on a \$1,000 investment, assuming a 5% annual return: | \$31 | \$94 | \$159 | \$335 |

For a more complete description of the various costs and expenses, see "Fund Expenses." The Fund's actual rate of return may be greater or less than the hypothetical 5% return shown in the example above.

FINANCIAL HIGHLIGHTS

The information contained in the table below shows the audited performance for fiscal years ending March 31, 2009, March 31, 2008, March 31, 2007, and March 31, 2006. The information in this table is derived from the Fund's financial statements, which were audited by KPMG LLP, the Fund's Independent Registered Public Accounting Firm, whose reports are incorporated by reference into this Prospectus. The Fund's financial statements are contained in the annual report for the Fund and are available from the Fund.

FOR A UNIT OUTSTANDING THROUGHOUT THE PERIOD

| | For the Year Ended March 31, 2009 | For the Year Ended March 31, 2008 | For the Year Ended March 31, 2007 | For the Period August 24, 2005† to March 31, 2006 | |
|---|---|--|--|--|----|
| Net Asset Value, Beginning of Period | \$16,864.35 | \$17,432.97 | \$15,984.27 | \$15,000.00 | |
| Income from Investment Operations: | | | | | |
| Net Investment Income | 133.32 | 281.66 | 227.76 | 64.03 | |
| Net Realized and Unrealized Gain | (4,684.21) | (850.28) | 1,470.94 | 920.24 | |
| | <u>(4,550.89)</u> | <u>(568.62)</u> | <u>1,698.70</u> | <u>984.27</u> | |
| Less Distributions from: | | | | | |
| Net Investment Income | (300.00) | - | (250.00) | - | |
| Net Asset Value, End of Period | <u>\$12,013.46</u> | <u>\$16,864.35</u> | <u>\$17,432.97</u> | <u>\$15,984.27</u> | |
| Total Return | (27.49%) | (3.26%) | 10.65% | 6.56% | ** |
| Ratios and Supplemental Data: | | | | | |
| Net Assets, End of Period (in Thousands) | \$133,705 | \$197,437 | \$187,631 | \$159,327 | |
| Ratio of Expenses to Average Net Assets | 1.17% | 1.10% | 1.20% | 1.58% | * |
| Ratio of Net Investment Income to Average Net Assets | .91% | 1.58% | 1.38% | 0.70% | * |
| Portfolio Turnover Rate | 48% | 63% | 61% | 51% | ** |

† Commencement of investment operations.

(a) The per unit data was determined by using average units outstanding throughout the period.

* Annualized.

** Not annualized.

THE FUND

Kiewit Investment Fund LLLP is a Delaware limited liability limited partnership, registered as a non-diversified, closed-end management investment company under the 1940 Act. The Fund was organized on September 8, 2004 as a Delaware limited partnership and converted to a Delaware limited liability limited partnership on May 13, 2005. The Fund is an “employees’ securities company” under the 1940 Act and has received an Exemptive Order from the Commission exempting the Fund from Section 15(a) of the 1940 Act to permit the Board to enter into and materially amend investment advisory agreements without the approval of Limited Partners.

The initial public offering of the Units closed on August 22, 2005. As of March 31, 2009, the Fund’s aggregate net assets were \$133,704,629 (\$12,013.46 per Unit).

THE FUND’S INVESTMENTS

Investment Objective and Policies

The Fund’s investment objective is long-term capital growth with consideration given to consistency of returns. No assurance can be given that the Fund will achieve its investment objective.

The Fund’s investment objective is fundamental and may not be changed without the approval of the Limited Partners. However, the Fund may depart from its investment objective in response to adverse market, economic or political conditions by taking temporary defensive positions in high-quality short-term fixed income securities or cash.

Except as otherwise stated in this Prospectus or in the SAI, the investment policies of the Fund are not fundamental and may be changed by the Board without the approval of the Limited Partners if the Board believes doing so would be consistent with the Fund’s investment objective. The Fund’s fundamental investment policies are listed in the SAI and may not be changed without the approval of a majority of the outstanding Units. The Fund’s principal investment policies, including its investment program, are discussed below.

Investment Program

Implementation of Investment Program. The Adviser (i) recommends Sub-Advisers to invest the Fund’s assets directly on the Fund’s behalf and (ii) invests the Fund’s assets directly in Portfolio Funds. Sub-Advisers and the investment managers of Portfolio Funds (“Portfolio Managers”) may engage in a variety of investment strategies and may invest in a variety of investments.

The Fund is designed to provide Limited Partners with a professionally managed fund that will offer access to types of investments and professional investment management that otherwise may not be available to them on an individual basis.

The Adviser is responsible for the various aspects of the investment process, including Sub-Adviser and Portfolio Fund/ Portfolio Manager identification and evaluation, portfolio construction advice, portfolio management, risk management and ongoing monitoring of investment operations. The Adviser will seek to identify Sub-Advisers and Portfolio Managers that possess an advantage that sets them apart from other managers following similar strategies. Such advantages may include superior market models, a team of talented and experienced investment professionals, or a strategy or strategy implementation that cannot be easily duplicated by competitors.

The Adviser will subject each Sub-Adviser and Portfolio Fund to a rigorous due diligence process, analyzing both quantitative and qualitative criteria. This process includes an evaluation of the Sub-Adviser’s or the applicable Portfolio Manager’s strategy and the ability to pursue such strategy and to minimize undesirable risks. In addition, the Adviser will assess the business operations of each Sub-Adviser and Portfolio Manager.

Principal Fund Investments and Investment Strategies. Under normal market conditions, the Fund’s assets will be invested in a variety of securities, which will include U.S. and non-U.S. equities and fixed income instruments and Portfolio Funds that are mutual funds, private investment funds and Hedge Funds. (For purposes of this Prospectus, a Hedge Fund would not include a private investment fund that makes passive investments in securities that does not pursue hedge fund-type strategies, such as those listed on page 11.) In addition, the Fund may also invest in derivative securities, equity-related instruments, currencies, financial futures, debt-related instruments and Portfolio Funds that are private equity/venture capital funds, real estate funds and funds that invest in commodities. In response to changes in the securities markets generally, or pending investment or to maintain necessary liquidity,

the Fund may invest in high-quality fixed-income securities, cash or cash equivalents from time to time (or in Portfolio Funds that primarily invest in such instruments).

The Fund’s assets will be allocated among a variety of Sub-Advisers and Portfolio Funds that invest in a variety of asset classes and investment strategies in an effort to limit the negative impact on the risk and return targets of the overall portfolio if any Sub-Adviser, Portfolio Fund, asset class or investment strategy should perform below expectations. Furthermore, the Fund will not allocate more than 10% of its assets to any single Sub-Adviser or Portfolio Fund, measured at the time of investment, except from time to time to certain Portfolio Funds that are money-market funds, broad-based index funds or fixed-income funds, or Sub-Advisers engaged in similar strategies on behalf of the Fund. In addition, the Fund will not invest more than 35% of its assets in Hedge Funds and it will not invest more than 50% of its assets in Portfolio Funds that are not mutual funds. These limits may be exceeded as a result of the relative performance of a Sub-Adviser or Portfolio Fund, and the Fund will not be required to adjust the allocations in such event.

The investments proposed to be made and strategies proposed to be employed by Sub-Advisers on behalf of the Fund or Portfolio Managers on behalf of their respective Portfolio Funds may include those described below.

Cash and Fixed Income. Cash and fixed income allocations generally will be invested in money markets and high quality government, municipal and corporate bonds, but may include other fixed income instruments, (such as asset backed securities and junk bonds). Normally, the Adviser will implement this strategy by allocating the Fund’s assets to a Sub-Adviser that has entered into an investment advisory agreement with the Fund or by investing in a Portfolio Fund.

U.S. Equity. U.S. equity strategies might include investments in common stocks, preferred stocks, Real Estate Investment Trusts (“REITS”) and other equities. In addition, such strategies may be “active” or “passive.” Passive, in this context, means a strategy that is intended to replicate the performance of a broad-based securities index, such as the S&P 500 Index or Russell 3000 Index, by investing in the securities that constitute the index. Active strategies, on the other hand, are all non-passive strategies. Normally, the Adviser will implement active strategies by allocating the Fund’s assets to a Sub-Adviser that has entered into an investment advisory agreement with the Fund or by investing in a Portfolio Fund.

International Equity. International equity strategies include investments in global equity markets in both developed and emerging countries. Securities might be purchased and sold on U.S. or international stock markets and may be transacted in dollars or local currencies. Dedicated emerging markets strategies invest in equity and debt of companies in non-developed economies, such as parts of Asia, Africa and South America. Normally, the Adviser will implement this strategy by allocating the Fund’s assets to a Sub-Adviser or by investing in a Portfolio Fund.

Absolute Return. Absolute return funds seek to generate positive annual returns with low volatility in all market environments. Investment managers in this asset class invest in a wide array of securities including equity, debt, derivatives and futures. Examples of absolute return sub-strategies include event-driven arbitrage, fixed income arbitrage, equity market neutral and distressed equity and debt. Normally, the Adviser will implement this strategy by investing in Hedge Funds.

Equity/ Global Hedge. Equity hedge investments typically buy and sell short U.S. and global equities. These investments tend to have a greater allocation of capital to long investments than short and are thus more correlated to equity markets than absolute return strategies. Normally, the Adviser will implement this strategy by investing in Hedge Funds.

Private Equity, Real Estate and Commodities. To gain exposure to these instruments, the Fund may invest in venture capital funds, buyout funds, funds that invest in corporate restructurings and other private investments, private real estate funds and funds investing in commodities such as lumber, oil or minerals. The Adviser will implement this strategy by investing in Portfolio Funds, which, in the case of commodities, are referred to as “commodity pools.”

The Adviser will invest the Fund’s assets within the following guidelines.

| <u>Asset Class</u> | <u>Allocation Range</u> |
|-----------------------|-------------------------|
| Cash | 0%–10% |
| Fixed Income | 5%–20% |
| Emerging Markets Debt | 0%– 5% |

| Asset Class | Allocation Range |
|-------------------------------------|-------------------------|
| High Yield Debt | 0%–10% |
| Passive U.S. Equity (Russell 3000™) | 20%–40% |
| Active U.S. Equity | 5%–25% |
| Active International Equity* | 10%–30% |
| Hedge Funds | 15%–35% |

* A component of Active International Equity is emerging market equity. Frequently, a Portfolio Fund in an Active International Equity strategy will have limitations on the amount of emerging market equity that it may invest in, but this is not always the case. Were the Fund to invest in emerging market equities directly, it would not invest more than 10% of its assets in such investments.

As of March 31, 2009, the Fund's assets have been allocated as follows:

| Asset Class | Asset Allocation (as of 3/31/09) |
|-------------------------------------|---|
| Cash / Short Term Investments | 10% |
| Fixed Income | 16% |
| Passive U.S. Equity (Russell 3000™) | 19% |
| Active U.S. Equity | 8% |
| Active International Equity | 21% |
| Hedge Funds | 26% |

At any time, the Board and the Adviser can determine to change the Fund's asset allocations. The Adviser will actively monitor the Fund's asset allocation and will rebalance the Fund's portfolio in response to changing market conditions in furtherance of the Fund's investment objective. The Board can change the allocation ranges at any time.

Other Investment Strategies. Because many Portfolio Funds (other than mutual funds) will not be registered under the 1940 Act, they typically have greater flexibility than in the case of registered investment companies, such as mutual funds, as to the types of securities they hold, the types of trading strategies they use, and in many cases, the amount of leverage they use. The Portfolio Funds utilized by the Fund may invest and trade in a wide range of instruments and markets and may pursue various investment strategies. Although the Portfolio Funds will primarily invest and trade in equity and debt securities (domestic and non-U.S.), they may also invest and trade in a wide range of other investments, including but not limited to equity-related instruments, currencies, options, financial futures, commodity futures and forwards and debt-related instruments. Portfolio Funds may also sell securities short and use a wide range of other investment techniques. Portfolio Funds are generally not limited in the markets, either by location or type, such as large or small cap or non-U.S. markets in which they invest, or the investment discipline that they may employ, such as value or growth or bottom-up or top-down analysis.

Hedge Funds and, to a lesser extent, Portfolio Funds that are not Hedge Funds and Sub-Advisers managing the Fund's assets directly, may use various investment techniques for hedging and non-hedging purposes. A Portfolio Fund or Sub-Adviser may, for example, sell securities short and purchase and sell options and futures contracts and engage in other derivative transactions. The use of these techniques may be an integral part of the investment program of Hedge Funds, and involves certain risks. Hedge Funds and, to a lesser extent, Portfolio Funds that are not Hedge Funds and Sub-Advisers may use leverage, which also entails risk.

Portfolio Managers have full discretion, without the Board's or the Adviser's input, to purchase and sell securities and other investments for their respective Portfolio Funds consistent with the relevant investment advisory agreements, partnership agreements or other governing documents of such Portfolio Fund. A Portfolio Fund may, among other things:

- engage in hedging in related equity, convertible and interest rate securities;
- engage in risk arbitrage involving the purchase of securities of companies undertaking mergers and acquisitions;
- invest in instruments of failing companies or companies in bankruptcy;
- engage in strategic block investing;

- utilize substantial short sales and leverage, repurchase agreements and options;
- invest with asset allocators that utilize a variety of the strategies delineated above; and
- effect transactions in foreign exchange, commodities and futures contracts (and, when available, options on those instruments).

The Fund will not invest in any Portfolio Fund sponsored or managed by the Adviser, any other adviser or any Sub-Adviser (or any of their respective affiliates) that has entered into an investment advisory agreement with the Fund.

Description of Principal Fund Investments

The Fund's assets will be primarily invested: (i) directly by Sub-Advisers on its behalf or (ii) indirectly through Portfolio Funds, in the securities described below and in the SAI. Additional information about the types of investments that will be made by the Fund, its investment practices and related risk factors is provided in the SAI. Except as otherwise indicated, the Fund's investment policies and restrictions are not fundamental and may be changed without the vote of Limited Partners.

Common Stock. Common stocks generally represent an ownership interest in an issuer, without preference over any other class of securities, including such issuer's debt securities, preferred stock and other senior equity securities. The Fund may hold or have exposure to common stock of issuers of any size (in terms of market capitalization or otherwise) and in any industry or sector.

Preferred Stock. Preferred stocks represent an equity interest in a company that generally entitles the holder to receive, in preference to the holders of other stocks such as common stocks, dividends and a fixed share of the proceeds resulting from liquidation of the company. Some preferred stocks also entitle their holders to receive additional liquidation proceeds on the same basis as holders of a company's common stock, and thus also represent an ownership interest in the company. Some preferred stocks offer a fixed rate of return with no maturity date. Other preferred stocks have a variable dividend, generally determined on a quarterly or other periodic basis, either according to a formula based upon a specified premium or discount to the yield on particular U.S. Treasury securities or based on an auction process, involving bids submitted by holders and prospective purchasers of such stocks.

Convertible Securities. Convertible securities are typically preferred stock or bonds that are convertible into common stock at a specified price or conversion ratio. Because they have the characteristics of fixed-income securities and common stock, convertible securities are sometimes called "hybrid" securities. Convertible bonds, debentures and notes are debt obligations offering a stated interest rate; convertible preferred stocks are senior equity securities of a company generally offering a stated dividend rate. Because convertible securities are usually viewed by the issuer as future common stock, they are generally subordinated to other senior securities and therefore are rated one category lower than the issuer's non-convertible debt obligations or preferred stock.

Warrants or Rights. Warrants or rights are securities which permit, but do not obligate, their holders to subscribe for other securities. Warrants or rights are subject to the same market risks as stocks, but may be more volatile in price. Warrants or rights do not carry the right to dividends or voting rights with respect to their underlying securities, and they do not represent any rights in assets of the issuer.

REITs. REITs are real estate companies that pool investors' funds for investment primarily in income-producing real estate or in real estate related loans (such as mortgages) or other interests. REITs can generally be classified as equity REITs, mortgage REITs and hybrid REITs. Equity REITs generally invest a majority of their assets in income-producing real estate properties in order to generate cash flow from rental income and gradual asset appreciation. Equity REITs can realize capital gains by selling properties that have appreciated in value. Mortgage REITs invest the majority of their assets in real estate mortgages and derive their income primarily from interest payments on the mortgages. Hybrid REITs combine the characteristics of both equity REITs and mortgage REITs. REITs can be listed and traded on national securities exchanges or can be traded privately between individual owners. The Fund may invest in both publicly and privately traded REITs.

Fixed Income Securities. Fixed income securities include, among other securities, corporate debt obligations, mortgage- and asset-backed securities, U.S. government obligations, investment grade and high yield sovereign debt, high yield debt and loans. Fixed income securities are investment grade if they are rated in one of the top four long-term rating categories of a nationally recognized statistical rating organization, they have received a

comparable short-term or other rating or they are unrated securities that the Adviser reasonably determines are of comparable quality to investment grade securities. High yield, below investment grade fixed income securities, commonly referred to as “junk bonds,” are securities that are rated by a recognized rating organization below its top four long-term rating categories or unrated securities determined to be of equivalent quality. The Fund has authority to invest in securities rated at the time of investment as low as C and D by Moody’s Investors Services (“Moody’s”) and the Standard & Poor’s Division of The McGraw-Hill Companies, Inc. (“S&P”), respectively. A security that is rated C by Moody’s or D by S&P involves greater risk than higher rated securities, as described below under “Investment and Securities Specific Risks — Below Investment Grade (High Yield) Securities.”

Foreign Securities and American Depositary Receipts (“ADRs”). ADRs are U.S. dollar-denominated receipts issued generally by domestic banks and representing the deposit with the bank of a security of a foreign issuer. ADRs are publicly traded on exchanges or over-the-counter in the U.S.

Sovereign Government and Supranational Debt. These sovereign fixed income securities may include: fixed income securities issued or guaranteed by governments, governmental agencies or instrumentalities and political subdivisions located in foreign countries, fixed income securities issued by government owned, controlled or sponsored entities located in foreign countries, interests in entities organized and operated for the purpose of restructuring the investment characteristics of instruments issued by any of the above issuers, Brady Bonds, which are debt securities issued under the framework of the Brady Plan as a means for debtor nations to restructure their outstanding external indebtedness, participations in loans between emerging market governments and financial institutions, or fixed income securities issued by supranational entities such as the World Bank or the European Economic Community. A supranational entity is a bank, commission or company established or financially supported by the national governments of one or more countries to promote reconstruction or development.

Asset-Backed Securities. Asset-backed securities represent participations in, or are secured by and payable from, assets such as installment sales or loan contracts, leases, credit card receivables and other categories of receivables.

Registered Investment Companies (Mutual Funds). Investments in Portfolio Funds may include Portfolio Funds that are investment companies registered under the 1940 Act. Open-end investment companies are referred to as mutual funds. Were the Fund to invest more than (i) 5% of its assets in the securities of one other investment company or (ii) 10% of its assets in securities of all other investment companies, in each case, that were not “money market funds,” it would be subject to certain restrictions, including that the acquired fund(s) would not be required to redeem any shares owned by the Fund if any such redemption would result in the acquiring fund being required to redeem more than 1% of the acquired fund’s outstanding shares during any 30-day period and that the Fund generally votes securities of such investment companies in accordance with instructions of Limited Partners.

Currency Transactions. Currency transactions include currency forward contracts, exchange-listed currency futures contracts and options thereon, exchange listed and over-the-counter options on currencies, and currency swaps. A currency forward contract involves a privately negotiated obligation to purchase or sell (with delivery generally required) a specific currency at a future date, which may be any fixed number of days from the date of the contract agreed upon by the parties, at a price set at the time of the contract. A currency swap is an agreement to exchange cash flows based on the notional difference among two or more currencies and operate similarly to an interest rate swap.

Derivatives. Generally, derivatives are financial contracts whose value depends upon, or is derived from, the value of an underlying asset, reference rate or index, and may relate to individual debt instruments, interest rates, currencies or currency exchange rates, commodities, and related indexes. Examples of derivative instruments that may be used include options contracts, futures contracts, options on futures contracts, credit default swaps and swap agreements.

Short-Term and Defensive Investments. The Fund will invest its cash reserves in high quality short-term investments. These investments may include money market instruments and other short-term debt obligations, money market mutual funds, and repurchase agreements with banks and broker-dealers. During periods of adverse market or economic conditions, the Fund may temporarily invest all or a significant portion of its assets in these securities or hold cash.

Principal Hedge Fund Strategies. Set forth below are the principal Hedge Fund strategies in which the Adviser expects the Fund to invest:

Event-Driven Strategies. Event-driven strategies including merger arbitrage, involve investing in companies that are or may be effected by company specific events such as leveraged buy-outs, mergers, hostile takeovers, restructurings, spinoffs, going private transactions, bankruptcies and other events.

Distressed Strategies. Distressed investment strategies invest in the securities of companies in various levels of financial distress, including bankruptcy, exchange offers, workouts, financial reorganizations and other credit-related situations. This strategy may seek to identify distressed securities in general or focus on one particular segment of the market (such as the senior secured debt sector or the equity portion of distressed companies).

Equity Market Neutral Strategies. Equity market neutral strategies seek to profit by exploiting pricing inefficiencies between related equity securities, neutralizing exposure to market risk by combining long and short positions. Market neutral strategies build portfolios of long and short positions that attempt to be market neutral with respect to movements in stock and bond markets.

Fixed Income Arbitrage. A fixed-income arbitrage strategy attempts to take advantage of pricing differentials between related fixed-income securities. To execute this strategy, a Portfolio Manager typically will invest in one fixed-income security while seeking to hedge the market risk with an offsetting investment in another related security. Portfolio Managers may focus on complex securities, such as mortgage- and asset-backed securities, to attempt to benefit from anticipated changes in the relative difference in their yields and other characteristics.

Equity/Global Hedge. This strategy consists of investing a core holding of long equities hedged at all times with short sales of stocks and/or stock index options. Usually, Portfolio Managers employing an equity/global hedge strategy maintain net long positions, although, from time to time, such strategies will maintain a short bias. In addition to equities, some Portfolio Funds may have limited assets invested in other types of securities.

RISK FACTORS

An investment in the Fund entails substantial risks. The Fund has retained the Adviser to be responsible for developing, implementing and supervising the Fund's investment program. The Adviser may recommend Sub-Advisers to invest the Fund's assets directly on the Fund's behalf or it may invest the Fund's assets directly in Portfolio Funds. In both cases, the Sub-Advisers and Portfolio Funds will use a variety of investment strategies that may entail significant risks. Various risks are also associated with investing in Units, including risks relating to the structure of the Fund and risks relating to the limited liquidity of Units. The Fund believes that the principal risks of investing in the Fund are presented herein but no assurance can be given that subsequent events will not result in additional or different risks becoming applicable to the Fund.

Prospective investors should consider the following factors in determining whether an investment in the Fund is a suitable investment. However, the risks enumerated below should not be viewed as encompassing all of the risks associated with an investment in the Fund. Prospective investors should read this entire Prospectus and the SAI of the Fund and consult with the Investment Professional or their other advisers before deciding whether to invest. In addition, as the Fund's investment program develops and changes over time (subject to limitations established by the Fund's investment policies and restrictions), an investment in the Fund may in the future entail additional and different risk factors.

General Market Risks

General Economic and Market Conditions. The success of the Fund's investment objective may be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, economic uncertainty, changes in laws, and national and international political circumstances. These factors may affect the level and volatility of securities prices and the liquidity of investments held by the Fund. Unexpected volatility or illiquidity could impair the Fund's profitability or result in losses.

General Risks of Securities Activities. All securities investing and trading activities involve the risk of loss of capital. While the Fund will attempt to moderate these risks, there can be no assurance that the Fund's investment activities will be successful or that Limited Partners will not suffer losses.

Despite the heavy volume of trading in securities and other financial instruments, the markets for some instruments have limited liquidity and depth. This lack of liquidity could be a disadvantage to the Fund and the Portfolio Funds, both in the realization of the prices that are quoted and in the execution of orders at desired prices. The Fund expects that a substantial portion of its investments may be illiquid.

Market Risk. Market risk is the risk of potential adverse changes to the value of financial instruments and their derivatives because of changes in market conditions like interest and currency-rate movements and volatility in commodity or security prices. Each trading strategy utilized by the Fund, even one that is “market neutral” or “non-directional,” involves some, and occasionally a significant degree of, market risk. The profitability of the Fund depends, in part, upon the Adviser, Sub-Advisers and Portfolio Managers correctly assessing future price movements of securities and other financial instruments. There can be no assurance that any Adviser, Sub-Adviser or Portfolio Manager will accurately predict these price movements.

Risks of Highly Volatile Markets. The prices of commodities contracts and all derivative instruments, including futures and options, can be highly volatile. Price movements of forward, futures and other derivative contracts in which the Fund’s assets may be directly or indirectly invested are influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. In addition, governments from time to time intervene, directly and by regulation, in certain markets, particularly those in currencies, financial instruments, futures and options. Intervention often is intended directly to influence prices and may, together with other factors, cause all such markets to move rapidly in the same direction because of, among other things, interest rate fluctuations.

Securities and commodities exchanges may suspend or limit trading in any instrument traded on the exchange. A trading suspension or limit on trading could expose the Fund directly or indirectly, through its investments in Portfolio Funds, to losses. The Fund and Portfolio Funds are also subject to the risk of the failure of any exchanges on which their respective positions trade or of such positions’ clearinghouses.

The Fund and Portfolio Funds may invest in equity or other securities of companies that are subject to substantial risk as a result of their business prospects. Such companies could include, for example, startup companies that have been founded in the past several years and which are in the early stages of developing products or services, or companies that have recently undergone restructuring or are in “distressed situations.” These investments are subject to inherent market risks and fluctuations as a result of company earnings, economic conditions and other factors beyond the control of the Adviser, Sub-Advisers or Portfolio Managers. In addition, the public equity markets have in the past experienced significant price volatility.

Investment and Securities Specific Risks

Equity Securities. The market price of equity securities, including common and preferred stocks, may go up or down, sometimes rapidly or unpredictably. Equity securities may decline in value due to factors affecting equity securities markets generally, particular industries represented in those markets or the issuer itself, including the historical and prospective earnings of the issuer and the value of its assets. The values of equity securities may decline due to general market conditions which are not specifically related to a particular company, such as real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates or adverse investor sentiment generally. They may also decline due to factors which affect a particular industry or industries, such as labor shortages or increased production costs and competitive conditions within an industry. Equity securities, and particularly common stocks, generally have greater price volatility than bonds and other debt securities.

Preferred Stock. In addition to equity securities risk, investment in preferred stocks involves certain other risks. Certain preferred stocks contain provisions that allow an issuer under certain conditions to skip or defer distributions. Preferred stocks often are subject to legal provisions that allow for redemption in the event of certain tax or legal changes or at the issuer’s call. In the event of redemption, the Fund may not be able to reinvest the proceeds at comparable rates of return. Preferred stocks are subordinated to bonds and other debt securities in an issuer’s capital structure in terms of priority for corporate income and liquidation payments, and therefore will be subject to greater credit risk than those debt securities. Preferred stocks may trade less frequently and in a limited volume and may be subject to more abrupt or erratic price movements than many other equity securities, corporate debt securities and U.S. Government securities.

Real Estate Investment Trusts (REITs). REITs can generally only hold real property investments; thus, an investment in REITs would result in the risks associated with the direct ownership of real estate. These risks include: declines in the value of real estate; general and local economic conditions; unavailability of mortgage funds; overbuilding; extended vacancies of properties; increased competition; increases in property taxes and operating expenses; changes in zoning laws; losses due to costs of cleaning up environmental problems; liability to third

parties for damages resulting from environmental problems; casualty or condemnation losses; limitations on rents; changes in neighborhood values and the appeal of properties to tenants; and changes in interest rates. An economic downturn could have a material adverse effect on the real estate markets and on the Fund's investment in REITs. REITs are dependent upon the skills of their managers and are not diversified. REITs are generally dependent upon maintaining cash flows to repay borrowings and to make distributions to shareholders and are subject to the risk of default by lessees or borrowers. REITs whose underlying assets are concentrated in properties used by a particular industry, such as health care, are also subject to risks associated with such industry. Real property investments are subject to varying degrees of risk. The yields available from investments in real estate depend on the amount of income and capital appreciation generated by the related properties. Income and real estate values may also be adversely affected by such factors as applicable laws (e.g., Americans with Disabilities Act and tax laws), interest rate levels and the availability of financing. In addition, real property may be subject to the quality of credit extended and defaults by borrowers and tenants. The performance of the economy, in each of the regions in which the real estate is located, affects occupancy, market rental rates and expenses and, consequently, has an impact on the income from such properties and their underlying values. In addition, real estate investments are relatively illiquid and, therefore, the ability of REITs to vary their portfolios promptly in response to changes in economic or other conditions is limited. REITs may also have joint venture investments in certain of its properties, and consequently its ability to control decisions relating to such properties may be limited. REITs (especially mortgage REITs) are also subject to interest rate risks. REITs may have limited financial resources, may trade less frequently and in a limited volume and may be subject to more abrupt or erratic price movements than larger company securities. Historically REITs have been more volatile in price than the larger capitalization stocks included in Standard & Poor's 500 Stock Index.

Warrants and Rights. Warrants and rights are subject to the same market risks as stocks, but may be more volatile in price. Warrants and rights do not carry the right to dividends or voting rights with respect to their underlying securities, and they do not represent any rights in the assets of the issuer. An investment in warrants or rights may be considered speculative. In addition, the value of a warrant or right does not necessarily change with the value of the underlying security and a warrant or right ceases to have value if it is not exercised prior to its expiration date. The purchase of warrants or rights involves the risk that the Fund or a Portfolio Fund could lose the purchase value of a warrant or right if the right to subscribe to additional shares is not exercised prior to the warrants' or rights' expiration. Also, the purchase of warrants and rights involves the risk that the effective price paid for the warrant or right added to the subscription price of the related security may exceed the value of the subscribed security's market price such as when there is no increase in the price of the underlying security.

Fixed Income Securities. The value of fixed income securities will change in response to fluctuations in interest rates. In addition, the value of certain fixed income securities can fluctuate in response to perceptions of credit worthiness of the issuer, political stability or soundness of economic policies. Valuations of other fixed income instruments, such as mortgage-backed securities, may fluctuate in response to changes in the economic environment that may affect future cash flows.

Certain real estate markets have experienced declines in prices and demand, most notably in the residential housing market. In addition, there have been rising delinquency rates in highly leveraged loans, most notably in the sub-prime mortgage sector, that have caused rising defaults on loans. These defaults have caused unexpected losses for loan originators and lenders. The deteriorating situation with loans and lenders has led to instability in capital markets associated with securities that are linked to the mortgage market. Fixed Income securities linked to other assets, such as credit cards and auto loans, also may experience increased delinquency and default rates due to economic conditions. These events may increase the risks associated with investments in mortgage- and asset-backed securities.

Interest rates may go up, causing the prices of fixed income securities to decline and reducing the value of the Fund's fixed income investments. During periods of declining interest rates, the issuer of a security may exercise its option to prepay principal earlier than scheduled, forcing a Sub-Adviser or a Portfolio Fund to reinvest in lower yielding securities. This is known as call or prepayment risk. During periods of rising interest rates, the average life of certain types of securities is extended because of slower than expected principal payments. This may lock in a below market interest rate, increase the security's duration and reduce the value of the security. This is known as extension risk. Fixed income securities are subject to the risk of the issuer's or a guarantor's inability to meet principal and interest payments on its obligations. This is known as credit risk. A Sub-Adviser's or Portfolio Manager's judgment about the attractiveness, relative value or potential appreciation of a particular security or about interest rate trends may prove to be incorrect.

Below Investment Grade (High-Yield) Securities. At any one time, a portion of the Fund's or a Portfolio Fund's assets may be invested directly or indirectly in instruments that are high-yield securities. High-yield securities, commonly referred to as "junk bonds," are considered speculative and, compared to investment grade securities, tend to have more volatile prices and increased price sensitivity to changing interest rates and to adverse economic and business developments, a greater risk of loss due to default or declining credit quality, a greater likelihood that adverse economic or company specific events will make the issuer unable to make interest and/or principal payments, a greater susceptibility to negative market sentiments leading to depressed prices and decreased liquidity.

High-yield securities generally offer a higher current yield than that available from higher grade issuers, but typically involve greater risk. The market values of high-yield securities tend to be more sensitive to issuer-specific developments and changes in economic conditions than higher-rated securities. The companies that issue these securities often are highly leveraged, and their ability to service their debt obligations during an economic downturn or periods of rising interest rates may be more readily impaired than issuers of higher-rated securities. Companies that issue high-yield securities may not have access to more traditional methods of financing, and may be unable to repay their debt obligations at maturity by refinancing. As a result, high-yield securities are especially subject to adverse changes in general economic conditions, to changes in the financial condition of their issuers and to price fluctuation in response to changes in interest rates. The risk of loss due to default in payment of interest or principal by these issuers is significantly greater than with higher rated securities because medium and lower rated securities generally are unsecured and subordinated to senior debt. Adverse publicity and investor perceptions, whether or not based on fundamental analysis, may also decrease the values and liquidity of high-yield securities especially in a market characterized by a low volume of trading.

An issuer's default, or the market's perception that an issuer is likely to default, could reduce the value and liquidity of securities held by the Fund or a Portfolio Fund, thereby reducing the Fund's net asset value. In addition, default may cause the Fund or a Portfolio Fund to incur expenses in seeking recovery of principal of or interest on its portfolio holdings.

The market for lower grade debt securities may be thinner and less active than for higher grade debt securities, and thus less liquid because, among other reasons, certain investors, due to their investment mandates, are precluded from owning such securities. As with other investments, there may not be a liquid market for certain high yield debt, which could result in the Fund or a Portfolio Fund being unable to sell such securities for an extended period of time, if at all. In addition, as with other types of investments, the market for high yield debt has historically been subject to disruptions that have caused substantial volatility in the prices of such securities. Consolidation in the financial services industry has resulted in there being fewer market makers for high yield debt, which may result in further risk of illiquidity and volatility with respect to high yield debt, and this trend may continue in the future.

Call and Put Options. Portfolio Funds and, to a lesser extent, Sub-Advisers investing the Fund's assets directly, may buy or sell put and call options. There are risks associated with the sale and purchase of call and put options. The seller (writer) of a call option which is covered (e.g., the writer holds the underlying security) assumes the risk of a decline in the market price of the underlying security below the purchase price of the underlying security less the premium received, and gives up the opportunity for gain on the underlying security above the exercise price of the option. The seller of an uncovered call option assumes the risk of a theoretically unlimited increase in the market price of the underlying security above the exercise price of the option. The securities necessary to satisfy the exercise of the call option may be unavailable for purchase except at much higher prices. Purchasing securities to satisfy the exercise of the call option can itself cause the price of the securities to rise further, sometimes by a significant amount, thereby exacerbating the loss. The buyer of a call option assumes the risk of losing its entire premium invested in the call option. The seller (writer) of a put option which is covered (e.g., the writer has a short position in the underlying security) assumes the risk of an increase in the market price of the underlying security above the sales price (in establishing the short position) of the underlying security plus the premium received, and gives up the opportunity for gain on the underlying security below the exercise price of the option. The seller of an uncovered put option assumes the risk of a decline in the market price of the underlying security below the exercise price of the option. The buyer of a put option assumes the risk of losing his entire premium invested in the put option.

Small Cap Issuers. The general risks associated with securities are particularly pronounced for securities issued by companies with smaller market capitalizations. These companies may have limited product lines, limited markets for their products or services or financial resources or they may depend on a few key employees. As a result, they may be subject to greater levels of credit, market and issuer risk. Securities of smaller companies may trade less

frequently and in lesser volume than more widely held securities and their values may fluctuate more sharply than other securities. Companies with medium-sized market capitalizations may have risks similar to those of smaller companies.

Non-U.S. Investments. The Fund and Portfolio Funds may invest in securities of non-U.S. companies and countries. Investing in these securities involves certain considerations not usually associated with investing in securities of U.S. companies or the U.S. government or its agencies, including: political and economic considerations such as greater risks of expropriation and nationalization, confiscatory taxation, the potential difficulty of repatriating funds, general social, political and economic instability and adverse diplomatic developments; the possibility of imposition of withholding or other taxes on dividends, interest, capital gain or other income; the small size of the securities markets in such countries and the low volume of trading, resulting in potential lack of liquidity and in price volatility; fluctuations in the rate of exchange between currencies and costs associated with currency conversion; and certain government policies that may restrict the Adviser's, Sub-Adviser's or Portfolio Fund's investment opportunities. In addition, accounting and financial reporting standards that prevail in foreign countries generally are not equivalent to U.S. standards and, consequently, less information is available to investors in issuers located in such countries than is available to investors in U.S. issuers. Moreover, a non-U.S. issuer may be domiciled in a country other than the country in whose currency the security is denominated. The values and relative yields of investments in the securities markets of different countries, and their associated risks, are expected to change independently of each other. There is also less regulation, generally of the securities markets in foreign countries than there is in the U.S. In addition, unfavorable changes in foreign currency exchange rate may adversely affect the U.S. dollar values of securities denominated in foreign currencies. The Adviser, Sub-Advisers and Portfolio Funds may, but are generally not required to, hedge against such risk, and there is no assurance that any attempted hedge will be successful. The risks associated with investing in securities of foreign issuers are more pronounced if the Fund or Portfolio Fund invests significantly in one country or geographic region.

Non-U.S. Sovereign Fixed Income. The ability of a foreign sovereign issuer to make timely and ultimate payments on debt obligations will be strongly influenced by the sovereign issuer's balance of payments, including export performance, its access to international credits and investments, fluctuations of interest rates and the extent of its foreign reserves. A country whose exports are concentrated in a few commodities or whose economy depends on certain strategic imports could be vulnerable to fluctuations in international prices of these commodities or imports. To the extent that a country receives payment for its exports in currencies other than dollars, its ability to make debt payments denominated in dollars could be adversely affected. If a sovereign issuer cannot generate sufficient earnings from foreign trade to service its external debt, it may need to depend on continuing loans and aid from foreign governments, commercial banks, and multinational organizations.

Additional factors that may influence the ability or willingness to service debt include, but are not limited to, a country's cash flow situation, the availability of sufficient foreign exchange on the date a payment is due, the relative size of its debt service burden to the economy as a whole, and its government's policy towards the International Monetary Fund ("IMF"), the International Bank for Reconstruction and Development (the "World Bank") and other international agencies to which a government debtor may be subject. The cost of servicing external debt will also generally be adversely affected by rising international interest rates because many external debt obligations bear interest at rates which are adjusted based upon international interest rates.

Emerging Markets. In addition to the risks described under "Non-U.S. Investment" and "Non-U.S. Sovereign Fixed Income," investing in emerging markets involves additional risks. Securities of issuers in emerging markets may be more difficult to sell at acceptable prices and their prices may be more volatile than securities of issuers in more developed markets. Settlements of securities trades in emerging and developing markets may be subject to greater delays than in other markets so that the Fund or a Portfolio Fund might not receive the proceeds of a sale of a security on a timely basis. Emerging markets generally have less developed trading markets and exchanges, and legal and accounting systems. Investments in issuers in emerging and developing markets may be subject to greater risks of government restrictions with respect to withdrawing the proceeds from sales of such investments. Economies of developing countries may be more dependent on relatively few industries that may be highly vulnerable to local and global changes. Governments of developing countries may be more unstable and present greater risks of nationalization or restrictions on foreign ownership of stocks of local companies.

Restricted and Illiquid Investments. The Fund and Portfolio Funds may invest in restricted securities and other investments that are illiquid, which include securities that are subject to legal or other restrictions on transfer or for which no liquid market exists. As a closed-end fund, the Fund is not generally restricted from investing any amount

in illiquid securities except to the extent it will be required to maintain liquid assets sufficient to acquire tendered Units as a result of a Repurchase Offer. Restricted securities are securities that may not be sold to the public without an effective registration statement under the Securities Act of 1933, as amended (the “1933 Act”), or, if they are unregistered, may be sold only in a privately negotiated transaction or pursuant to an exemption from registration. The market prices, if any, for such securities tend to be volatile and they may not be able to be sold when any Sub-Adviser or Portfolio Fund desires to do so or the Fund or a Portfolio Fund may not be able to realize the price at which they are carried on the books in the event of a sale. In addition, illiquid securities may be difficult to value. Securities for which market quotations are either unavailable or unreliable, including restricted securities for which no market exists and other illiquid investments, are valued at fair value as determined in accordance with procedures approved and periodically reviewed by the Board. Valuing securities at fair value involves a greater degree of judgment than valuing securities based on readily available market quotations which may mean that the Fund’s or a Portfolio Fund’s net asset value becomes difficult to accurately determine.

The sale of restricted and illiquid securities often requires more time and results in higher brokerage charges or dealer discounts and other selling expenses than does the sale of securities eligible for trading on national securities exchanges or in the over-the-counter markets. When registration is required to sell a security, the Fund or a Portfolio Fund may be obligated to pay all or part of the registration expenses, and a considerable period may elapse between the decision to sell and the time the Fund or the Portfolio Fund may be permitted to sell a security under an effective registration statement. If adverse market conditions developed during this period, the Fund or a Portfolio Fund might obtain a less favorable price than the price that prevailed when the Fund or Portfolio Fund decided to sell. Sub-Advisers may be unable to sell restricted and other illiquid securities at the most opportune times or at prices approximating the value at which they purchased the securities.

The Fund’s interests in Portfolio Funds are themselves illiquid and subject to substantial restrictions on transfer. The Fund’s ability to liquidate an interest and withdraw from a Portfolio Fund will likely be limited. The liquidity of these Portfolio Funds’ interests may adversely affect the Fund were it to have to sell interests at an inopportune time. In addition, Portfolio Funds that are private equity, venture capital or real estate funds will generally be substantially comprised of investments in illiquid securities or other assets.

Borrowing; Leverage. Although not currently anticipated, the Fund is authorized to borrow money for investment purposes, to meet repurchase requests and for cash management purposes. The Fund may directly or indirectly borrow funds from brokerage firms and banks. Borrowing for investment purposes is known as “leverage.” The Fund may also incur “leverage” by the use of transactions such as reverse repurchase agreements, mortgage dollar rolls and similar transactions. The amount of borrowing that the Fund can undertake directly is limited by the 1940 Act and policies adopted by the Board from time to time. Portfolio Funds, however, may not be subject to the 1940 Act and may incur substantially more leverage than the Fund. As a result, the Fund is likely to be invested in Portfolio Funds that are leveraged to a substantially greater extent than the Fund could utilize were it to incur leverage directly. Although leverage presents opportunities for increasing total investment return, it has the effect of potentially increasing losses as well. Any event that adversely affects the value of an investment held by the Fund directly or indirectly could be magnified to the extent that leverage is employed. The cumulative effect of the use of leverage directly or indirectly in a market that moves adversely to the investments of the entity employing the leverage could result in a loss that would be greater than if leverage were not employed.

The use of margin borrowings to effect securities acquisitions is a form of leverage. In general, the use of margin borrowings results in certain additional risks. For example, should the securities that are pledged to brokers to secure margin accounts decline in value, or should brokers from which the Fund or a Portfolio Fund has borrowed increase their maintenance margin requirements (i.e., reduce the percentage of a position that can be financed), then a “margin call” could result pursuant to which additional funds must be deposited with the broker or mandatory liquidation of the pledged securities will occur to compensate for the decline in value. In the event of a precipitous drop in the value of the assets of the Fund or Portfolio Fund securing margin debt, it might not be able to liquidate assets quickly enough to pay off the margin debt and might suffer mandatory liquidation of positions in a declining market at relatively low prices, thereby incurring substantial losses. For these reasons, the use of borrowings for investment purposes is considered a speculative investment practice.

Special Investment Instruments and Techniques

Hedge Funds and, to a lesser extent, other Portfolio Funds and Sub-Advisers investing the Fund’s assets directly, may utilize a variety of special investment instruments and techniques, some of which are described below, to attempt to hedge their investment portfolios against various risks, such as changes in interest rates or other factors

that affect security values, or for non-hedging purposes. Hedge Funds may also use these special investment instruments and techniques as a fundamental part of an investment strategy and not merely for hedging purposes. These strategies may be executed through derivative transactions. Instruments used and the particular manner in which they may be used may change over time as new instruments and techniques are developed or regulatory changes occur. Certain of these special investment instruments and techniques are speculative and involve a high degree of risk, particularly in the context of transactions that are not for hedging purposes.

Hedging Transactions. Financial instruments, such as derivatives, options, interest rate swaps, caps and floors, futures and forward contracts, may be used to seek to hedge against declines in the values of portfolio positions as a result of changes in currency exchange rates, certain changes in the equity markets and market interest rates and other events. Hedging transactions may limit the opportunity for gain if the value of the hedged portfolio positions should increase. It may not be possible to hedge against a change or event at a price sufficient to protect from a decline in the value of the portfolio positions anticipated as a result of such change. In addition, it may not be possible to hedge against certain changes or events at all.

While such transactions may be entered into to seek to reduce currency exchange rate and interest rate risks, or the risks of a decline in the equity markets generally or one or more sectors of the equity markets in particular, or the risks posed by the occurrence of certain other events, unanticipated changes in currency or interest rates or increases or smaller than expected decreases in the equity markets or sectors being hedged or the non-occurrence of other events being hedged against may result in a poorer overall performance than if such transactions had not been entered into. In addition, the degree of correlation between price movements of the instruments used in a hedging strategy and price movements in the portfolio position being hedged may vary. For a variety of reasons, a perfect correlation may not be sought between such hedging instruments and the portfolio holdings being hedged. Such imperfect correlation may prevent achieving the intended hedge or create additional risk of loss.

Interest Rate Transactions. In order to attempt to reduce the interest rate risk inherent in fixed income investments, a party may enter into interest rate swap or cap transactions. Interest rate swaps or caps are used with the intent to reduce or eliminate the risk that an increase in short-term interest rates could have on Fund or Portfolio Fund net earnings as a result of leverage. Interest rate swaps involve an agreement with a swap counterparty to pay a fixed rate payment in exchange for a variable rate payment that is intended to approximate all or a portion of a portfolio's variable rate interest payments on borrowings. The payment obligation would be based on the notional amount of the swap. Most swap agreements would require the calculation of the obligations of the parties to the agreements on a "net basis." Consequently, current obligations (or rights) under a swap agreement generally will be equal only to the net amount to be paid or received under the agreement based on the relative values of the positions held by each party to the agreement (the "net amount"). The risk of loss with respect to swaps is limited to the net amount of interest payments that a party is contractually obligated to make. If the other party to a swap defaults, the risk of loss consists of the net amount of payments that a non-defaulting party contractually is entitled to receive. Interest rate caps require the payment of a premium to the cap counterparty and would entitle such party, to the extent that a specified variable rate index exceeds a predetermined fixed rate, to receive payment from the counterparty of the difference based on the notional amount.

The use of interest rate swaps and caps is a highly specialized activity that involves investment techniques and risks different from those associated with ordinary portfolio security transactions. Depending on the state of interest rates in general, the use of interest rate instruments could enhance or harm the overall performance of the Fund or a Portfolio Fund.

Short Selling. Short selling involves selling securities that are not owned and borrowing the same securities for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows an investor to profit from declines in market prices to the extent such declines exceed the transaction costs and the costs of borrowing the securities. A short sale creates the risk of an unlimited loss, as the price of the underlying security could theoretically increase without limit, thus increasing the cost of buying those securities to cover the short position. There can be no assurance that the securities necessary to cover a short position will be available for purchase. Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss. For these reasons, short selling is considered a speculative investment practice. Short sales "against the box" involve selling short securities that are owned (or that a party has the right to obtain). When a short sale against the box is entered into, the seller will set aside securities equivalent in kind and amount to the securities sold short (or securities convertible or exchangeable into such securities) and will hold such

securities while the short sale is outstanding. Such transactions would result in the incurrence of transaction costs, including interest expenses, in connection with opening, maintaining and closing short sales against the box.

Derivatives. Derivative transactions (“Derivatives”) are financial instruments that derive their performance, at least in part, from the performance of an underlying asset, index or interest rate. Derivatives can be volatile and involve various types and degrees of risk, depending upon the characteristics of a particular Derivative and the applicable portfolio. Derivatives permit the increase or decrease of the level of risk of an investment portfolio, or change the character of the risk, to which an investment portfolio is exposed in much the same way as a portfolio can increase or decrease the level of risk, or change the character of the risk, of an investment portfolio by making investments in specific securities. Derivatives may entail investment exposures that are greater than their cost would suggest, meaning that a small investment in Derivatives could have a large potential effect on performance. The use of Derivatives may include total return swaps, options and futures designed to replicate the performance of a particular investment vehicle or to adjust market or risk exposure.

Counterparty Credit Risks. If a counterparty becomes bankrupt or otherwise fails to perform its obligations under a derivative contract due to financial difficulties, the Fund or a Portfolio Fund may experience significant delays in obtaining any recovery under the derivative contract in a bankruptcy or other reorganization proceeding and may obtain only a limited recovery or may obtain no recovery in such circumstances.

Many of the markets in which a Sub-Adviser or a Portfolio Fund effects transactions are “over-the-counter” or “inter-dealer” markets. The participants in these markets are typically not subject to credit evaluation and regulatory oversight as are securities transactions effected on “exchange based” markets. To the extent a Sub-Adviser or Portfolio Fund invests in swaps, derivative or synthetic instruments, or other over-the-counter transactions on these markets, it is assuming a credit risk with regard to parties with whom it trades and may also bear the risk of settlement default. These risks may differ materially from those associated with transactions effected on an exchange, which generally are backed by clearing organization guarantees, daily marking-to-market and settlement, and segregation and minimum capital requirements applicable to intermediaries. Transactions entered into directly between two counterparties generally do not benefit from such protections. This exposes the Fund or Portfolio Fund to the risk that a counterparty will not settle a transaction in accordance with its terms and conditions because of a dispute over the terms of the contract (whether or not bona fide) or because of a credit or liquidity problem, thus causing the Fund or Portfolio Fund to suffer a loss. Such counterparty risk is accentuated in the case of contracts with longer maturities where events may intervene to prevent settlement, or where transactions are concentrated with a single or small group of counterparties.

Special Risks of Hedge Funds and Other Unregistered Portfolio Funds

Most Portfolio Funds generally will not be registered as investment companies under the 1940 Act and, therefore, the Fund will not have the benefit of various protections afforded by the 1940 Act or the 1933 Act with respect to its investments in such unregistered Portfolio Funds (except to the extent that the 1940 Act governs the Fund). Although the Adviser expects to receive information from such Portfolio Funds regarding their respective investment performance and investment strategy on a regular basis, in most cases the Adviser has little or no means of independently verifying this information. Such Portfolio Funds may use proprietary investment strategies that are not fully disclosed to the Adviser or the Board, which may involve risks under some market conditions that are not anticipated by the Adviser or the Board. In addition, many Portfolio Managers of such Portfolio Funds may not initially be registered as investment advisers under the Investment Advisers Act of 1940, as amended, in reliance on certain current exemptions from registration under that Act. In such cases, such Portfolio Managers will not be subject to various disclosure requirements and rules that would apply to registered investment advisers.

By investing in unregistered Portfolio Funds indirectly through the Fund, Limited Partners bear asset-based fees and performance-based allocations at the Portfolio Fund level. Similarly, Limited Partners bear a proportionate share of the operating expenses of the Fund and, indirectly, similar expenses of Portfolio Funds. Prospective investors should be aware that if they meet the conditions imposed by such Portfolio Funds, including investment minimums, they could invest directly with such Portfolio Funds rather than indirectly through the Fund.

Portfolio Managers to unregistered Portfolio Funds are normally compensated by asset-based fees and by performance fees or incentive allocations. Each Portfolio Manager of such a Portfolio Fund will receive any performance fees or incentive-based allocations to which it is entitled irrespective of the performance of the other Portfolio Funds and the Fund generally. As a result, any Portfolio Manager to such a Portfolio Fund with positive

performance may receive performance fees or incentive allocations indirectly from the Fund (which will be borne by Limited Partners) even if the Fund's overall returns are negative.

Investment decisions of any Portfolio Manager are made independently of the investment decisions of other Portfolio Managers. As a result, at any particular time, one Portfolio Manager may be purchasing shares of an issuer for a Portfolio Fund whose shares are being sold by another Portfolio Manager for another Portfolio Fund. In any such situations, the Fund could indirectly incur certain transaction costs without accomplishing any net investment result.

Because the Fund may make additional investments in or withdrawals from unregistered Portfolio Funds only at certain times according to limitations set forth in the governing documents of such Portfolio Funds, the Fund from time to time may have to invest some of its assets temporarily in cash or money market funds.

Unregistered Portfolio Funds may pay redemption proceeds in-kind. Thus, upon the Fund's withdrawal of all or a portion of its interest in such a Portfolio Fund, the Fund may receive securities that are illiquid or difficult to value. In these circumstances, the Adviser would seek to dispose of these securities in a manner that is in the best interest of the Fund.

Portfolio Funds typically require that an investor make certain representations, warranties and covenants with respect to an investor's status and compliance with the terms of the Portfolio Fund's governing documents. In addition, investors are normally required to provide indemnification with respect to breaches by an investor of such representations, warranties and covenants because they may result in an adverse effect on such Portfolio Fund and its other investors. Thus, the Fund, when investing in Portfolio Funds, may be required to indemnify certain unregistered Portfolio Funds and their Portfolio Managers from liability, damage, cost or expense arising out of, among other things, the Fund's breaches of applicable agreements.

Other risks associated with the Fund's investment in unregistered Portfolio Funds include:

Estimated Valuations. The Board has delegated the day-to-day determination of the Fund's net asset value to the Adviser and the Sub-Advisers. The Fund will value its investments in such Portfolio Funds at their fair value, as determined by the Board or its designee pursuant to procedures adopted and periodically reviewed by the Board, which procedures take into account all relevant information available to the Fund, including the most recent value reported by the Portfolio Managers of such Portfolio Funds. The valuations reported by the Portfolio Managers of the Portfolio Funds may not be current and are typically subject to later adjustment, based on information reasonably available at that time. Because more current valuations or adjustments or revisions, whether increasing or decreasing the net asset value of the Fund at the time they occur, relate to information available only at the time of the more recent valuations or the adjustment or revision, the adjustments or revisions will not affect the amount of the repurchase proceeds of the Fund received by Limited Partners who had their Units repurchased based on a valuation of the Portfolio Fund prior to the time such new information becomes available.

Securities Believed to Be Undervalued or Incorrectly Valued. Securities that an unregistered Portfolio Fund believes are fundamentally undervalued or incorrectly valued may not ultimately be valued in the capital markets at prices and/or within the time frame such Portfolio Fund anticipates. As a result, the Fund may lose some or all of its investment in such a Portfolio Fund in any particular instance.

Dilution. If an unregistered Portfolio Fund limits the amount of capital that may be contributed from the Fund, or if the Fund declines to purchase additional interests in such Portfolio Fund, continued sales of interests in such Portfolio Fund to others may dilute the returns for the Fund from the Portfolio Fund.

Lack of Transparency. Unregistered Portfolio Funds, consistent with applicable law, may not disclose the contents of their portfolios to their investors. This lack of transparency may make it difficult for the Adviser to monitor whether holdings of such Portfolio Funds cause the Fund to be above specified levels of ownership in certain asset classes.

Affiliation Risks. If the Fund owns 5% or more of the voting securities of a Portfolio Fund, the Fund may become an affiliated person of such Portfolio Fund. If the Fund becomes an affiliated person of a Portfolio Fund, certain provisions of the 1940 Act may make it difficult for the Fund to buy or sell securities of such Portfolio Fund at a time of its choosing. In most cases, the Fund's investments in Portfolio Funds that are not registered investment companies will not constitute "voting securities" within the meaning of the 1940 Act in that they do not normally provide the power to elect the directors or other entity serving in a similar capacity for such Portfolio Fund. However, the Fund will not invest in 5% or more of a Portfolio Fund's outstanding securities.

The Fund may from time to time be deemed an affiliated person, or an affiliated person of an affiliated person, of a Portfolio Fund notwithstanding that the Fund does not own 5% or more of such Portfolio Fund's outstanding voting securities.

Lack of Operating History. An unregistered Portfolio Fund, or a Portfolio Manager to a Portfolio Fund, may be a recently formed entity and may have little operating history upon which the Adviser can evaluate its performance.

Control Positions. Unregistered Portfolio Funds may take control positions in companies. The exercise of control over a company imposes additional risks of liability for environmental damage, product defects, failure to supervise and other types of liability related to business operations. If those liabilities were to arise, investors in such Portfolio Funds likely would suffer losses on their investments.

Risks of "Hedge Fund" Strategies. Portfolio Funds investing in the principal Hedge Fund strategies that the Fund intends to invest in, including event-driven arbitrage, fixed income arbitrage, equity market neutral, distressed equity and debt and equity/global hedge, typically will have the flexibility to employ a variety of investment strategies using a broad range of financial instruments and asset classes. Such Portfolio Funds will not be limited by the 1940 Act or the Fund's fundamental restrictions on the use of leverage and leverage transactions, short sales, puts, calls or commodities, among others. In addition, such Portfolio Funds will be active investors in the securities market and are likely to have significant portfolio turnover.

Event-Driven Strategies Risk. Event-driven strategies can induce significant losses when an anticipated event does not occur. The consummation of mergers, tender offers and exchange offers can be prevented or delayed by a variety of factors, including: (i) regulatory and antitrust restrictions; (ii) political motivations; (iii) industry weakness; (iv) stock specific events; and (v) failed financings. Merger arbitrage positions also are subject to the risk of overall market movements. To the extent that a general increase or decline in equity values affects the stocks involved in a merger arbitrage position differently, the position may be exposed to loss. Event driven strategies also depend for success on the overall volume of merger activity, which historically has been cyclical in nature.

Distressed Strategies Risk. Investing in distressed securities is considered speculative, as it involves substantial financial and business risks that can result in substantial or, at times, even total losses. Among the risks inherent in investments in troubled entities is that it frequently may be difficult to obtain accurate information as to the condition of such issuers. Such investments also may be adversely affected by laws relating to, among other things, fraudulent transfers and other voidable transfers or payments, lender liability, and a bankruptcy court's power to disallow, reduce, subordinate, or disenfranchise particular claims. The market prices of such securities also are subject to abrupt and erratic market movements and above-average price volatility, and the spread between the bid and asked prices of such securities may be greater than those prevailing in other securities markets. It may take a number of years for the market price of such securities to reflect their intrinsic value. In liquidation (both in and out of bankruptcy) and other forms of corporate reorganization, there exists the risk that the reorganization either will be unsuccessful (for example, due to failure to obtain requisite approvals), will be delayed (for example, until various liabilities, actual or contingent, have been satisfied), or will result in a distribution of cash or a new security the value of which will be less than the original purchase price of the security or claim in respect of which such distribution was made.

Special Considerations for Insolvent Issuers of Debt. Various laws enacted for the protection of creditors may apply to indebtedness in which the Fund or a Portfolio Fund invests. With respect to U.S. issuers subject to U.S. federal bankruptcy law, in a lawsuit brought by an unpaid creditor or representative of creditors of an issuer of indebtedness, a court, under certain circumstances, may determine to invalidate, in whole or in part, such indebtedness as a fraudulent conveyance, to subordinate such indebtedness to existing or future creditors of such issuer, or to recover amounts previously paid by such issuer in satisfaction of such indebtedness. In the event of the insolvency of an issuer of indebtedness in which the Fund or a Portfolio Fund invests, payments made on such indebtedness could be subject to avoidance as a "preference" if made within a certain period of time (which may be as long as one year) before insolvency. In general, if payments on indebtedness are avoidable, whether as fraudulent conveyances or preferences, such payments can be recaptured from the Fund or a Portfolio Fund, as applicable, to which such payments were made.

The Fund does not anticipate that the Portfolio Funds will engage in conduct that would form the basis for a successful cause of action based upon fraudulent conveyance, preference or equitable subordination. There can be no assurance, however, as to whether any lending institution or other party from which a Portfolio Fund may acquire such indebtedness engaged in any such conduct (or any other conduct that would subject such indebtedness and a

Portfolio Fund to insolvency laws) and if it did, as to whether such creditor claims could be asserted in a U.S. court (or in the courts of any other country) against a Portfolio Fund.

Indebtedness consisting of obligations of non-U.S. issuers may be subject to various laws enacted in the countries of their issuance for the protection of creditors. The insolvency considerations for the issuer and effects on its creditors differ depending on the country in which such issuer is located or domiciled and may differ depending on whether such issuer is a non-sovereign or a sovereign entity.

Equity Market Neutral Strategies Risk. A market neutral strategy requires both a long and short position. To the extent a Portfolio Manager is unable to maintain a balanced position because of trade execution delays, forced liquidations of short or leveraged positions due to losses or failure to “match” long and short positions, the strategy will not be market neutral. In addition, to the extent that long and short positions are not matched by industry sectors, a sector-wide but not market-wide price move may result in market, as opposed to stock selection, losses. Unusual events specific to a particular company that cause sudden changes in the company’s share valuation may also adversely affect historical price relationships between stocks, potentially leading to losses when relying on the strategy.

Fixed Income Arbitrage Risk. Fixed income arbitrage strategies generally involve spreads between two or more positions. To the extent the price relationships between such positions remain constant, little or no gain or loss on the position will occur. Such positions do, however, entail a substantial risk that the price differential could change unfavorably, causing a loss to the spread position.

Equity/ Global Hedge Risk. An equity/global hedge strategy normally has a net long or net short bias. Thus, a Portfolio Fund following this strategy is subject to the risk of loss if the equity markets in which it is invested moves significantly against the portfolio bias. In addition, illiquidity in the markets in which a Portfolio Fund invests can result in significant loss.

Performance Fees. In addition to asset-based management fees, each Portfolio Manager to a Hedge Fund and Portfolio Managers to certain other unregistered Portfolio Funds will likely receive performance fees or incentive allocations generally equal to 10% to 30% of net profits of the Portfolio Fund that it manages. These incentives may create an incentive for such Portfolio Managers to make investments that are riskier or more speculative than those that might have been made in their absence. In addition, performance fees or incentive allocations may be calculated on a basis that includes realized and unrealized appreciation of assets, and may be greater than if it were based solely on realized gains.

Real Estate Portfolio Funds. The Fund may invest in unregistered Portfolio Funds that invest directly in real property, which would result in the Fund being subject to risks associated with the direct ownership of real estate, which are described above under “Risks of Real Estate Investment Trusts (REITs).” Portfolio Funds that invest in real estate are subject to additional risks, including the risks associated with the substantial use of leverage and a lack of diversification of properties. Such Portfolio Funds share many of the risks associated with other unregistered Portfolio Funds discussed above, including non-SEC registered Portfolio Managers, payment of performance fees or incentive allocations, indemnification requirements, estimated valuations, dilution, and lack of operating history.

Commodities Investment. The Fund may invest in unregistered Portfolio Funds that invest all or substantially all of their assets in commodities such as minerals, timber, oil or gas so long as no such investment would require the Fund to be registered with the Commodity Futures Trading Commission. Investing in commodities would subject the Fund to risks associated with the commodity investing, including declines in the value of a commodity; worldwide and U.S. economic conditions; changes in environmental regulations affecting such commodities; among others.

Fund Specific Risks

Limited Operating History. The Fund was formed in September 2004 and, having commenced investment operations in August 2005, has a limited operating history that investors can use to evaluate the Fund’s investment performance. The Fund’s investment program should be evaluated on the basis that there can be no assurance that the Fund will achieve its investment objective and that the Fund’s net asset value may decrease.

Non-Diversified Status. The Fund is classified as a “non-diversified” investment company under the 1940 Act, which means the Fund is not limited by the 1940 Act in the proportion of its assets that may be invested in the securities of a single issuer. As a non-diversified investment company, the Fund may invest in the securities of individual issuers to a greater degree than a diversified investment company. As a result, the Fund may be more

vulnerable to events affecting a single issuer and therefore, subject to greater volatility than a fund that is more broadly diversified. Accordingly, an investment in the Fund may present greater risk to an investor than an investment in a diversified company.

Limited Investment Restrictions. The Fund has few restrictions on what amount of allocated assets can be invested in any type of asset class. As a result, the Fund at any time may have a large portion of its assets directly or indirectly invested in high-risk investment securities, including high yield fixed income securities, emerging market debt, distressed securities, small capitalization or non-U.S. equity or fixed income securities, or in Portfolio Funds that invest in such investments. In addition, Sub-Advisers may conduct their investment management operations independent of each other, with the result that one Sub-Adviser may be making an investment while the other is selling or redeeming the same or a substantially similar investment, which would result in the Fund directly or indirectly incurring transaction expenses without any or with little net change in investment position.

Limited Liquidity. An investment in the Fund provides limited liquidity. Because the Fund is a closed-end fund, Limited Partners will not be able to redeem Units on a daily basis (unlike mutual funds, in which investors have a right to redeem their investments on a daily basis). In addition, with very limited exceptions, Units are not transferable, and liquidity will generally be provided only through semi-annual Repurchase Offers that the Fund intends to make. An investment in the Fund is therefore suitable only for investors who can bear the risks associated with the limited liquidity of Units and should be viewed as a long-term investment.

In-Kind Distributions. Payment for repurchased Units may require the Fund to liquidate portfolio holdings earlier than the Adviser would otherwise liquidate these holdings, potentially resulting in losses, and may increase the Fund's portfolio turnover.

The Fund generally will distribute cash to Limited Partners whose Units are repurchased. Although the Fund does not generally intend to make distributions in-kind, under unusual circumstances where the Board determines that making a cash payment would result in a material adverse effect on the Fund or on Limited Partners, Limited Partners whose Units are repurchased may receive in-kind distributions of investments from the Fund's portfolio (valued in accordance with the Fund's valuation policies). Any such distributions will be made on the same basis to all Limited Partners in connection with any particular repurchase. In addition, a distribution may be made partly in cash and partly in-kind. An in-kind distribution may consist of securities that are not readily marketable and may be subject to restrictions on resale. Limited Partners receiving an in-kind distribution will incur costs, including commissions, in disposing of securities that they receive, and in the case of securities that are not readily marketable; Limited Partners may not be able to sell the securities except at prices that are lower than those at which the securities were valued by the Fund or without substantial delay.

Repurchase Offers. The Fund intends to offer to repurchase only a small percentage of the outstanding Units twice each year, and there is no guarantee that Limited Partners will be able to sell any or all of their Units that they desire to sell in any particular Repurchase Offer. If repurchase requests exceed the amount to be repurchased, the Fund will repurchase only a pro rata portion of the Units tendered by each Limited Partner. The potential for pro-rata may cause some Limited Partners to tender more Units for repurchase than they otherwise wish to have repurchased.

Repurchase Offers may have the effect of decreasing the size of the Fund over time from what it otherwise would have been if it did not repurchase Units. It may, therefore, force the Fund to sell assets it would not otherwise sell. It may also reduce the investment opportunities available to the Fund and cause its expense ratio to increase.

Availability of Investment Opportunities. The business of identifying and structuring investments of the types contemplated by the Fund is competitive, and involves a high degree of uncertainty. The availability of investment opportunities generally will be subject to market conditions as well as, in some cases, the prevailing regulatory or political climate. No assurance can be given that the Fund will be able to identify and complete attractive investments in the future or that it will be able to invest fully its subscriptions. Moreover, identification of attractive investment opportunities by Portfolio Funds is difficult and involves a high degree of uncertainty. Even if an attractive investment opportunity is identified by a Portfolio Fund, a Portfolio Fund may not be permitted to take advantage of the opportunity to the fullest extent desired. Portfolio Funds sponsored, managed or advised by the Adviser, a Sub-Adviser or a Portfolio Manager and their affiliates may seek investment opportunities similar to those the Fund may be seeking, and none of these parties has an obligation to offer any opportunities it may identify to the Fund.

Conflicts of Interest. The Adviser and Sub-Advisers and their respective affiliates provide investment advisory and other services to clients other than the Fund. In addition, investment professionals associated with the Adviser and Sub-Advisers may carry on investment activities for their own accounts and the accounts of family members (collectively with other accounts managed by the Adviser and Sub-Advisers and their respective affiliates, “Other Accounts”). The Fund has no economic interest in these activities. As a result of the foregoing, the Adviser and Sub-Advisers will be engaged in substantial activities other than on behalf of the Fund and may have differing economic interests in respect of such activities and may have conflicts of interest in allocating investment opportunities, and their time, between the Fund and Other Accounts.

There may be circumstances under which the Adviser and Sub-Advisers will cause one or more Other Accounts to commit a larger percentage of their assets to an investment opportunity than the percentage of the Fund’s assets it commits to such investment. There also may be circumstances under which the Adviser or a Sub-Adviser purchases or sells an investment for their Other Accounts and does not purchase or sell the same investment for the Fund or purchases or sells an investment for the Fund and does not purchase or sell the same investment for one or more Other Accounts.

The Adviser and Sub-Advisers and their respective affiliates may have interests in Other Accounts they manage which differ from their interests in the Fund and may manage such accounts on terms that are more favorable to them than the terms on which they manage the Fund. In addition, the Adviser and Sub-Advisers and their respective affiliates may charge fees to Other Accounts that are lower than the fees to which the Fund and its Limited Partners are subject.

Possibility of Misconduct by Portfolio Managers. Because the Fund will not have custody or control over the assets it invests in the Portfolio Funds, a Portfolio Manager could divert or abscond with the Portfolio Fund’s assets, fail to follow its stated investment strategies, issue false reports or engage in other misconduct.

Key Principals of the Portfolio Managers. Portfolio Managers are likely to be dependent on the services of one or a few key individuals. The loss for any reason of the services of a key individual could impair a Portfolio Fund’s ability to achieve its investment objective.

New Strategies. Strategies used by Portfolio Funds may not have previously been in use during periods of major market stress, disruption or decline. As a result, it is not known how these strategies will perform in these periods.

Inadequate Return. No assurance can be given that the returns on the Fund’s investments will be commensurate with the risk of investment in the Fund. Investors should not commit money to the Fund unless they have the resources to sustain the loss of some or all of their investment in the Fund.

Recourse to the Fund’s Assets. The Fund’s assets, including any investments made by the Fund and any interest in the Portfolio Funds held by the Fund, are available to satisfy all liabilities and other obligations of the Fund. If the Fund becomes subject to a liability, parties seeking to have the liability satisfied may have recourse to the Fund’s assets generally and not be limited to any particular asset, such as the asset representing the investment giving rise to the liability.

Revised Regulatory Interpretations Could Make Certain Strategies Obsolete. In addition to proposed and actual accounting changes, there have recently been certain well-publicized incidents of regulators unexpectedly taking positions which prohibited trading strategies that had been implemented in a variety of formats for many years. In the current unsettled regulatory environment, it is impossible to predict if future regulatory developments might adversely affect the Fund or the Portfolio Funds.

Possibility of Additional Government or Market Regulation. Market and credit disruptions and the dramatic increase in the capital allocated to various investment strategies during recent years have led to increased governmental as well as self-regulatory scrutiny of the banking and financial services industries in general. Legislation proposing greater regulation of these industries periodically is considered by Congress, as well as the governing bodies of non-U.S. jurisdictions. In addition, the SEC has periodically considered rules that may require registration and additional regulation of most Portfolio Managers. While it is unclear what long term effect such additional laws or regulations could have on Portfolio Funds and the industry generally, a possible result could be increased costs of operating a hedge fund business, with the result that there may be a trend of consolidation of Portfolio Managers or a decrease in the availability of product offerings by new Portfolio Managers. It is impossible to predict what, if any, other changes in the regulations applicable to the Fund, the Portfolio Funds, the Adviser, the

Sub-Advisers, the markets in which they trade and invest or the counterparties with which they do business may be instituted in the future. Any such current or future regulation could have a material adverse impact on the profit potential of the Fund, as well as require increased transparency as to the identity of the Limited Partners.

Risk of Being Treated as a “Publicly Traded Partnership.” A limited partnership (such as the Fund) that has registered under the 1940 Act would be treated as a corporation for federal income tax purposes if it were to become a publicly traded partnership. A publicly traded partnership is a partnership the interests of which are either traded on an established securities market or readily tradable on a secondary market (or the substantial equivalent thereof). The Fund has received an opinion of Willkie Farr to the effect that, under current law and based on certain assumptions and representations, the Fund will be treated as a partnership and not as a “publicly traded partnership” that is treated as a corporation for U.S. federal income tax purposes. Willkie Farr’s opinion as to the treatment of the Fund as a partnership for federal income tax purposes is based on, among other things, the maintenance of factual conditions (including those underlying the representations of the Fund), the continuation of which cannot be assured. The opinion of Willkie Farr is not binding on the IRS or any court. No assurance can be given that the IRS would not assert, or a court would not sustain, a contrary opinion.

If the Fund were treated as a publicly traded partnership or otherwise treated as a corporation for U.S. federal income tax purposes, material adverse consequences for Limited Partners would result. The Fund would be subject to tax on its income at corporate tax rates without a deduction for any distribution to Limited Partners, thereby materially reducing the amount of any cash available for distribution to Limited Partners. In addition, the Limited Partners would be treated as stockholders of a corporation for federal income tax purposes. Thus, capital gains and losses and other income and deductions of the Fund would not be passed through to Limited Partners, and all distributions by the Fund to Limited Partners would be treated as dividends, return of capital and/or gains.

Tax Liability. Unlike most registered investment companies, the Fund will be treated as a partnership for U.S. federal income tax purposes, and will therefore not be required to distribute its net income or net gains, if any, to Limited Partners. The Fund does not intend to make annual or periodic distributions of all of its net income or net gains, if any, to Limited Partners. Although the Fund intends to make distributions to Limited Partners for the payment of all or a portion of a Limited Partner’s income tax liabilities with respect to such Limited Partner’s share of the Fund’s net income and net gains, the amount and times of any distributions will be determined in the sole and absolute discretion of the Board and may not be sufficient to enable a Limited Partner to satisfy such Limited Partner’s tax liabilities. In addition, the Board may determine not to pay, or to cease paying, such distributions. Whether or not distributions are made, Limited Partners will be required each year to pay applicable income taxes on their respective shares of the Fund’s taxable income, and may have to pay applicable taxes from other sources. As a result, there may be situations in which a Limited Partner will be required to pay a substantial amount of tax in excess of the amount of cash that the Limited Partner has received from the Fund. Because the Fund currently intends to make distributions no more frequently than once each year, the timing of distributions will not correspond to the due dates of estimated tax payments in the U.S. or Canada.

Anticipated Delays in Schedules K-1. Each year, the Fund will distribute Schedules K-1 to Limited Partners so that they can prepare their respective U.S. federal, state and local income tax returns. The preparation of the Limited Partner’s tax returns is each Limited Partner’s sole responsibility. The Fund’s ability to provide final Schedules K-1 to Limited Partners for any given tax year prior to April 15 of the following year will depend upon when the Fund receives the requisite information from Portfolio Funds. The Fund will provide Schedules K-1 as soon as practicable after it receives all necessary information. Nevertheless, it is inevitable that Schedules K-1 will not be available until after April 15. Limited Partners should therefore be prepared to obtain extensions of the filing dates for their U.S. federal, state and local income tax returns and should consult their personal tax advisers in this regard.

Additional Tax Filings. The Fund may make investments that would subject Limited Partners to taxation in jurisdictions for which the Limited Partners would not otherwise be liable for tax. Limited Partners will be responsible for all applicable tax filings and payments associated with their respective allocations of the Fund’s net income and net gains. Where possible, the Fund will attempt to file composite tax returns to assist the partners in meeting the responsibility for non-resident tax filings.

Tax Risks for Non-U.S. Limited Partners. The Fund may make investments that would cause non-U.S. Limited Partners to be engaged in a U.S. trade or business and thus be required to file U.S. tax returns and pay U.S. tax on income that is effectively connected with such U.S. trade or business. In addition, while the applicable law is not clear, it is possible that Units would be treated as U.S.-situs property that would be subject to U.S. estate tax upon the death of a non-U.S. Limited Partner. The General Partner will not be obligated to provide to Canadian Limited

Partners all information with respect to the Fund that may be necessary to enable them to complete their Canadian tax returns, and accordingly, Canadian Limited Partners may have to complete their Canadian tax returns on an estimated basis. However, the General Partner may in its sole and absolute discretion respond to reasonable requests by Canadian Limited Partners for such information. An extension of time for filing Canadian personal income tax returns is currently not available.

Other Risks

The above discussions and the discussions contained in the SAI, of the various risks associated with the Fund and the Units are not, and are not intended to be, a complete enumeration or explanation of the risks involved in an investment in the Fund. Prospective investors should read this entire Prospectus, the SAI, and the Partnership Agreement and consult with the Investment Professional and their own advisers before deciding whether to invest in the Fund. In addition, as the Fund's investment program changes or develops over time, an investment in the Fund may be subject to risk factors not currently contemplated or described in this Prospectus.

EXEMPTION ORDER

The Fund operates as a non-diversified, closed-end management investment company registered with the Commission under the 1940 Act. The Fund has received an Exemptive Order from the Commission exempting the Fund from Section 15(a) of the 1940 Act to permit the Board to enter into and materially amend investment advisory agreements without the approval of Limited Partners.

USE OF PROCEEDS

The proceeds of the offering will be invested in accordance with the Fund's investment objective and policies as soon as practicable. Based on current market conditions, the Board expects the Fund to invest the proceeds in accordance with its investment program within approximately three months after their receipt.

MANAGEMENT OF THE FUND

Board of Directors

The Board provides broad oversight over the operations and affairs of the Fund. The Fund's General Partner, to the fullest extent permitted by Delaware law, has irrevocably delegated to the Board its rights and powers to monitor and oversee the business affairs of the Fund, including the complete and exclusive authority to oversee and establish policies regarding the management, conduct and operation of the Fund's business. The Board exercises the powers, authority and responsibilities on behalf of the Fund that are customarily exercised by the "board of directors" of an investment company registered under the 1940 Act that is organized as a Delaware corporation. The Directors, in their capacities as such, are not general partners of the Fund. Directors will not contribute to the capital of the Fund in their capacity as Directors, but may purchase Units as Eligible Investors.

Directors may be removed in accordance with the Partnership Agreement, with or without cause, by a written instrument signed by at least a majority of the number of Directors prior to such removal, or at any special meeting of Limited Partners, by a vote of a majority of the total number of votes eligible to be cast by all Limited Partners.

Information about each Director, including his business experience, is provided in the SAI under the heading "Management."

The Board is responsible for managing the Fund's business affairs and for exercising all the Fund's powers except those reserved for the Limited Partners. See the SAI under "Management" for information about each Director and the officers of the Fund. Unless otherwise noted, the address of each person listed is Kiewit Investment Fund LLLP, Kiewit Plaza, Omaha, Nebraska 68131.

The Adviser

Pursuant to the Advisory Agreement, Hall Capital Partners LLC, serves as the Adviser, subject to the ultimate supervision of, and any policies established by, the Board. Under the Advisory Agreement, the Adviser is responsible for developing, implementing and supervising the Fund's investment program. The Adviser is registered with the Commission as an investment adviser and has offices in San Francisco and New York. As of March 31, 2009, the Adviser had \$17.5 billion under advisement for 128 clients. The Adviser's principal business address is

One Maritime Plaza, 5th Floor, San Francisco, CA 94111. The Adviser's business primarily focuses on providing non-discretionary advisory services to clients.

In addition to Kathryn A. Hall, Chairman, Chief Executive Officer and Chief Investment Officer of the Adviser, there are 12 other Managing Directors (the "Principals") that bring practical capital markets experience, as well as expertise in investment management and portfolio management. Principals also have extensive experience in the legal, accounting and finance professions and currently serve on the boards of a number of foundations and endowments. A majority of the Adviser is owned by the Principals.

In considering the Adviser, the Board reviewed, among other things, the Adviser's performance during various time periods and market cycles, Sub-Adviser, Portfolio Fund and Portfolio Manager selection process, core asset allocation approach, Hedge Fund investment expertise, independence, fees and costs and depth of resources.

Advisory Agreement. The Advisory Agreement provides that the Adviser shall: (i) recommend Sub-Advisers to invest portions of the Fund's assets directly on the Fund's behalf and (ii) invest the Fund's assets in Portfolio Funds directly. The Board has authority to terminate the Adviser or any Sub-Adviser. In addition, the Fund has received an order exempting the Fund from certain provisions of the 1940 Act such that the Board may retain a new investment adviser or Sub-Adviser to manage all or any portion of the Fund's assets, may materially amend the terms of any investment advisory agreement, including the Advisory Agreement, without Limited Partner approval, including to increase fees payable to the Adviser or such Sub-Adviser.

Advisory Fees. As compensation for services required to be provided by the Adviser under the Advisory Agreement, the Fund will pay the Adviser advisory fees ("Advisory Fees") equal to 0.375% per annum on the Fund's net assets determined and paid as of the end of each quarter.

The Fund will pay each Sub-Adviser an advisory fee computed as a percentage of the Fund's net assets allocated to such Sub-Adviser. The advisory fees charged by Sub-Advisers are dependent on the asset class in which such Sub-Advisers invest. Such advisory fees payable to Sub-Advisers will be computed on the percentage of the Fund's net assets allocated to such Sub-Advisers, subject to certain minimum fee requirements.

Fees and allocations payable by Portfolio Funds will not be paid directly by the Fund. Rather, each Portfolio Fund deducts such fees directly from its assets. Typically, these fees include both a management fee and a performance fee or allocation. Certain Portfolio Funds that are mutual funds, private fixed income or index funds generally do not charge performance fees or allocations. Management fees generally range from 1% to 3% per year. Performance fees or allocations generally range from 0% to 30% of net profits by the Portfolio Fund.

A discussion regarding the basis of the Board's approval of the Advisory Agreement and each Sub-Advisory Agreement is available in the Fund's semi-annual report to shareholders for the period ended September 30, 2008.

Adviser's Investment Processes. The Adviser's approach to evaluating Sub-Advisers and Portfolio Funds generally utilizes quantitative and qualitative tools. The Adviser's investment process, which will be utilized in managing the Fund, includes the following steps:

- A screening procedure that identifies Sub-Advisers and Portfolio Funds that the Adviser believes have quality management teams and track records;
- An extensive due diligence process undertaken prior to recommending a specific investment;
- A detailed investment recommendation to the Adviser's Investment Review Committee, including the important considerations for each specific Sub-Adviser or Portfolio Fund;
- The Adviser's Investment Review Committee review and decision as to whether to approve a Sub-Adviser or Portfolio Fund for consideration as an investment by the Fund; and
- A portfolio construction assessment, which weighs whether a particular recommended fund satisfies the Fund's investment objective and investment policies.

The detailed investment recommendation prepared by the Adviser's research team may include the following information for each potential Sub-Adviser or Portfolio Fund (as well as other information considered pertinent):

- Organizational history;
- Management team experience and background;

- Investment strategy, including competitive position and environment;
- Investment process and key decision makers;
- Track record and performance history of management teams;
- Investment terms and conditions;
- Approach to risk control;
- Key strengths and concerns; and
- Representative investments.

A recommended Sub-Adviser or Portfolio Fund must also be assessed in the context of overall portfolio construction for the Fund. The Adviser's Investment Review Committee generally assesses, to the extent possible, the types of investments Sub-Advisers and Portfolio Funds are likely to make, in order to avoid an unintended concentration of strategies. The quality of this judgment is a function of the experience of the Adviser's Investment Review Committee and the degree of effort put forth in the due diligence process.

The Adviser's Investment Review Committee will review and make a final decision on the eligibility of any potential investment for the Fund. The members of the Investment Review Committee are currently Kathryn A. Hall, John W. Buoymaster, Sarah E. Stein and Eric E. Alt. Biographical information concerning members of the Adviser's Investment Review Committee is set forth below.

Kathryn A. Hall. Ms. Hall is Chief Executive Officer, and Chief Investment Officer of Hall Capital Partners LLC, and a member of the Firm's Investment Review Committee. Ms. Hall was previously Co-CEO and CIO of Offit Hall Capital Management LLC (the Firm's name changed to Hall Capital Partners LLC in 2007). Prior to that position, she was President, Managing Member and a Managing Director of Laurel Management Company, LLC (Laurel Management Company LLC became Offit Hall Capital Management LLC in 2002). In 1989, Ms. Hall founded Laurel Management Partners, the predecessor to Laurel Management Company LLC. From inception through June of 1994, Laurel Management Partners was the general partner of Laurel Arbitrage Partners, a risk arbitrage investment partnership. Prior to establishing Laurel Management Partners, Ms. Hall was one of two individual partners of HFS Management partners (a predecessor to Farallon Capital Partners, a large multi-strategy fund), the general partner of a risk arbitrage partnership, HFS Partners I, and two related foreign partnerships. Ms. Hall was also a general partner of Hellman & Friedman, a leading buyout/growth capital firm, from 1987 to 1989. Prior to joining HFS and Hellman & Friedman, Ms. Hall worked in the risk arbitrage department of Morgan Stanley from 1984 to 1986, and in its mergers and acquisitions department from 1980 to 1982. Currently, Ms. Hall is chair of the Board of Directors of Princeton University Investment Company ("PRINCO") and a member of the Board of Trustees of Princeton University. She serves on the advisory boards of Riva Capital Partners (Abrams Capital), Qiming Venture Partners, and General Catalyst Fund (Fund III). She also serves on the Board and Investment Committee of the UCSF Foundation and on the Boards of the Thacher School and the San Francisco Ballet. She previously served on the Boards of Stanford Management Company, Mills College, the San Francisco Day School, Larkin Street Youth Center, Juma Ventures and Yerba Buena Center for the Arts. She was a Director of the American Century Mountain View Funds from 2002 to 2007. Ms. Hall graduated *cum laude* from Princeton University in 1980 with a BA in Economics. She received an MBA from Stanford Graduate School of Business in 1984.

John W. Buoymaster. Mr. Buoymaster is President of Hall Capital Partners LLC, the Director of Portfolio Management, and a Managing Director. He is also a member of the Firm's Investment Review Committee. In February of 1998, Mr. Buoymaster joined Laurel Management Company LLC (predecessor to Hall Capital Partners LLC) as Managing Director. Previously, he was a Vice President in the San Francisco office of J.P. Morgan & Co. Incorporated, where he advised individuals and families on investment strategy, portfolio structuring and generational planning. From 1977 through 1991, Mr. Buoymaster was associated with the San Francisco and Palo Alto law firm of Cooley Godward Castro Huddleson & Tatum, and was a partner in that firm from 1984 until 1991. His practice concentrated in estate and tax planning and estate and trust administration, primarily for venture capitalists and founders of emerging companies. He also represented non-profit organizations, including family foundations and non-profit research organizations. Mr. Buoymaster is a member of the Stanford Law School Board of Visitors, the Investment Committee of The Children's Health Council (Palo Alto), and the Advisory Board for Kohlberg Investors IV and V, L.P., which are private investment partnerships. He is also on the Planned Giving

Advisory Committees for KQED and The California Academy of Sciences, and chairs the Planned Giving Executive Committee at Williams College. He previously served as a director or trustee of various non-profit organizations, including Marin Country Day School, The Little School (San Francisco), Goodwill Industries of San Francisco, San Mateo and Marin Counties, and the Children's Health Council (Palo Alto). Mr. Buoymaster graduated magna cum laude from Williams College in 1974, with a Bachelor of Arts in Economics. He graduated from Stanford Law School in 1977.

Sarah E. Stein. Ms. Stein is a Managing Director, Co-Director of Research, and Head of the Capital Markets Group at Hall Capital Partners LLC. She is also a member of the Firm's Investment Review Committee. Ms. Stein joined the Firm in 2002 in the Portfolio Management practice. In 2006, she was promoted to Deputy Director of Research and Managing Director, and most recently to Co-Director of Research. Ms. Stein's prior experience includes working in the Investment Management Division at Goldman Sachs & Co., the Fisher Family Foundation, and teaching English in Guangzhou, China. Ms. Stein served as a Trustee of Princeton University from 1997 to 2001, and is currently a Trustee of the Breakthrough Collaborative and Crystal Springs Uplands School. Ms. Stein is a member of the Investment Committee of the Foundation for California Community Colleges and The San Francisco Foundation. She also serves on the Endowment Committee of the Jewish Community Endowment Fund. Ms. Stein graduated *cum laude* from Princeton University with a Bachelor of Arts in History and earned an MBA and a Masters in Education from Stanford University.

Eric E. Alt. Mr. Alt is a Managing Director, Co-Director of Research and Head of the Absolute Return Group, which covers credit, distressed and absolute return investments, at Hall Capital Partners LLC. He is also a member of the Firm's Investment Review Committee. Prior to joining the Firm in 2006, Mr. Alt spent four years as a Managing Director in convertible securities at Piper Jaffray & Co. Previously, he worked for Robertson Stephens, most recently as a Managing Director in the convertible securities department. While at Piper Jaffray & Co. and Robertson Stephens, he was involved in over 100 convertible new issue and restructuring transactions. Prior to joining Robertson Stephens in 1997, Mr. Alt was a principal in an entrepreneurial venture and also worked at Kluge & Company, a private investment firm, where he focused on venture investments. He started his career in 1989 at Arthur Andersen & Co. in Dallas as a Certified Public Accountant in the firm's Real Estate Advisory Group. Mr. Alt graduated *summa cum laude* from The University of Texas at Austin and earned an MBA from The Wharton School of The University of Pennsylvania.

Ms. Hall is currently and has been since Fund inception primarily responsible for the day-to-day management of the Fund.

The Statement of Additional Information provides additional information concerning the Adviser's portfolio manager's compensation and other accounts managed by the portfolio manager. No portfolio manager owns any securities of the Fund because no such portfolio manager is eligible to invest in the Fund.

Sub-Advisers

Pzena Investment Management, LLC ("PIM"). PIM located at 120 West 45th Street, 20th Floor, New York, New York 10036, is a majority employee-owned investment management firm founded in 1995. As of March 31, 2009, PIM had assets of approximately \$8,590.6 million under management. PIM serves as a Sub-Adviser to the Fund pursuant to an Investment Sub-Advisory Agreement among the Fund, the Adviser and PIM. As compensation for its investment advisory services relating to active U.S. equity investments, the Fund pays PIM a sub-advisory fee based on the monthly value of the Fund's assets managed by PIM, at the following annual rate: (i) 0.70% per annum on the first \$25,000,000; (ii) 0.50% per annum on the next \$75,000,000; (iii) 0.40% per annum on the next \$200,000,000, and (iv) 0.35% per annum thereafter. The sub-advisory fee is paid monthly in arrears. For purposes of calculating the sub-advisory fee, the value of the assets will be based on the average daily net assets during the month, accrued daily at the rate of 1/365th of the applicable fee.

Investment decisions for the Fund are made by a three-person investment team consisting of Richard S. Pzena, John P. Goetz and Antonio DeSpirito, III. Each member has equal weight in determining how research findings are translated into an earnings model. Further, all decisions require unanimous consent of each of the three individuals. Should one of the members become unavailable for either planned or unplanned reasons, the remaining members would continue the process. Richard S. Pzena and John P. Goetz are currently and have been since Fund inception responsible for providing sub-advisory services to the Fund. Antonio DeSpirito, III has also been responsible for providing sub-advisory services to the Fund since January 1, 2006.

The business backgrounds of each member of the investment team responsible for overseeing the Fund's investments are:

Richard S. Pzena — Managing Principal, Chief Executive Officer, Co-Chief Investment Officer and Founder. Rich has worked in investment management since 1986 and has been with PIM since 1995. Education: B.S. and M.B.A., The Wharton School of the University of Pennsylvania.

John P. Goetz — Managing Principal and Co-Chief Investment Officer. John has worked in investment management since 1996 and has been with PIM since 1996, and has managed assets in the Fund since inception. Education: B.A. Wheaton College; M.B.A., Kellogg School, Northwestern University.

Antonio DeSpirito, III — Principal and Large Cap Portfolio Manager. Tony has been with PIM since 1996. Previously, Tony was one of the Portfolio Managers for PIM's Small Cap Value Service. Education: B.S., the Wharton School of the University of Pennsylvania; J.D. Harvard Law School.

The control persons of PIM are set forth below.

| Controlling Person/Entity | Title | Nature of Controlling Person/Entity's Business |
|----------------------------------|--|---|
| Richard Pzena | Managing Principal, Chief Executive Officer, Co-Chief Investment Officer | Financial Services |
| John Goetz | Managing Principal, Co-Chief Investment Officer | Financial Services |
| William Lipsey | Managing Principal, Head of Marketing and Client Services | Financial Services |
| A. Rama Krishna | Managing Principal, Portfolio Manager | Financial Services |
| Michael Peterson | Principal, Co-Director of Research, Portfolio manager | Financial Services |
| Ben Silver | Principal, Co-Director of Research, Portfolio Manager | Financial Services |
| Greg Martin | Principal, Chief Financial Officer | Financial Services |
| Keith Komar | Principal, Chief Administrative Officer | Financial Services |
| Joan Berger | Principal, General Counsel & Chief Compliance Officer | Financial Services |

Payden & Rygel ("Payden & Rygel"). Payden & Rygel, located at 333 South Grand Avenue, Los Angeles, California 90071, is a Sub-Adviser to the Fund. Payden & Rygel manages the portion of the Fund's assets allocated to a fixed income strategy and manages the Fund's cash account. As compensation, the Fund pays Payden & Rygel an annual fee accrued daily at the rate of 1/365th of the applicable fee rate and payable on the first business day of each month for managing cash and equivalent assets of 0.15% and for managing fixed income assets of 0.22% on the first \$50 million and 0.15% per annum thereafter. For purposes of calculating the advisory fee, the value of the assets will be based on the average daily net assets during the month.

Payden & Rygel is one of the largest global independent investment managers in the United States, with approximately \$43 billion in assets under management as of March 31, 2009. Founded in 1983, the firm is a leader in the active management of fixed income and equity portfolios for a diversified client base. Payden & Rygel is a privately held corporation with sixteen shareholders, all of whom are active in the management of the firm. Payden & Rygel advises corporations, foundations and endowments, pension plans, public funds and individual investors on their overall investment strategies. The firm manages its portion of the Fund employing a core bond investment strategy and utilizing a team approach that exploits the collective wisdom of a highly qualified group of professionals. The Investment Policy Committee of Payden & Rygel ("IPC"), comprised of principals averaging an 18-year tenure with the firm, oversees the investment process.

Set forth below are the portfolio managers of Payden & Rygel primarily responsible for the day-to-day management of the Fund's assets.

| Name | Title | Responsibilities | Years with Firm | Business Experience |
|-------------------|--------------------|---|------------------------|----------------------------|
| Brian W. Matthews | Managing Principal | Investment Policy Committee; Senior Portfolio Manager | 23 | Payden & Rygel |
| Mary Beth Syal | Managing Principal | Investment Policy Committee; Senior Portfolio Manager | 18 | Payden & Rygel |
| Jim Sarni | Managing Principal | Investment Policy Committee; Senior Portfolio Manager | 18 | Payden & Rygel |
| Kristin Ceva | Principal | Investment Policy Committee; Senior Portfolio Manager | 11 | Payden & Rygel |

Payden & Rygel’s investment management structure employs a team approach. As part of this process, the IPC relies upon two internal groups when formulating its investment policy. The first group, or the investment strategy group, is comprised of investment strategists and traders. The second group involved in the portfolio process, the portfolio management group, is comprised of professionals who have significant strategy and trading experience and/or have earned the CFA designation.

Brian W. Matthews, CFA, Jim Sarni, CFA, Kristin Ceva, CFA. As members of the firm’s IPC, their primary role is to develop a broad portfolio structure that reflects both the macro mandates of Payden & Rygel IPC and the securities that are available in the market. The IPC also has discretion over major decisions such as duration or portfolio sector weights.

Mary Beth Syal, CFA, Senior Portfolio Manager. Ms. Syal focuses on client-related issues when structuring portfolios. As such, she is the main contact with the client. Ms. Syal is responsible for identifying and communicating client objectives, constraints, risk tolerances and time horizons to the investment strategy group. Because Payden & Rygel believes that client issues are as important as market issues, the interchange between the portfolio managers and portfolio strategists is critical. Ms. Syal reviews all portfolio holdings on a regular basis.

Brian Matthews and Mary Beth Syal have been providing sub-advisory service to the Fund since inception. Jim Sarni and Kristin Ceva have been providing sub-advisory services to the Fund since June 2007.

SSgA Funds Management, Inc. (“SSgA FM”). State Street Financial Center, One Lincoln Street, Boston, MA 02111-2900, serves as a Sub-Adviser for the Fund’s passive U.S. equity investments in accordance with the Fund’s investment objective, policies and restrictions. As compensation for its investment advisory services, the Fund pays SSgA FM monthly a fee based on average daily net assets of 0.08% of the first \$50,000,000, 0.06% of the next \$50,000,000, and 0.04% per annum thereafter. There is a minimum per annum fee of \$50,000. SSgA FM is registered with the Securities and Exchange Commission as an investment adviser under the Investment Advisers Act of 1940 and is a wholly owned subsidiary of State Street Corporation, a publicly held bank holding company. As of March 31, 2009, SSgA FM had over \$116.71 billion in assets under management. SSgA FM, State Street and other advisory affiliates of State Street make up State Street Global Advisors (“SSgA”), the investment management arm of State Street Corporation. With over \$1.395 trillion under management as of March 31, 2009, SSgA provides complete global investment management services from offices in North America, South America, Europe, Asia, Australia and the Middle East.

SSgA FM manages the Fund’s assets allocated to it using a team of investment professionals. The team approach is used to create an environment that encourages the flow of investment ideas. The portfolio managers within the team work together in a cohesive manner to develop and enhance techniques that drive the investment process for the respective investment strategy. This approach requires portfolio managers to share a variety of responsibilities including investment strategy and analysis while retaining responsibility for the implementation of the strategy within any particular portfolio. The approach also enables the team to draw upon the resources of other

groups within the firm. Each portfolio management team is overseen by the SSgA Investment Committee. Key professionals involved in the day-to-day portfolio management for the Portfolio include the following:

David Chin. Mr. Chin is a Vice-President of SSgA and a Principal of SSgA FM. He joined the firm in 1999 and is a Senior Portfolio Manager in the firm's Global Structured Products Team. He is responsible for managing both U.S. and international funds. Prior to joining SSgA in 1999, Mr. Chin was a product analyst in the Analytical Services Group at Frank Russell Company. Mr. Chin has been working in the investment management field since 1992. Mr. Chin holds a BS in Management Information Systems from the University of Massachusetts/ Boston and an MBA from the University of Arizona.

Kala S. Croce. Ms. Croce is a Vice President of SSgA and a Principal of SSgA FM. She joined the firm in 1995 and is a Senior Portfolio Manager in the firm's Global Structured Products Team. Ms. Croce is responsible for managing both domestic and international equity index portfolios. Prior to joining SSgA in 1995, she worked in State Street Corporations' Mutual Funds division in the United States, as well as in Canada and Germany. Ms. Croce holds a BS degree in Accounting from Lehigh University and an MBA degree in International Business from Bentley College. She is a member of the CFA Institute and the Boston Security Analysts Society.

Mr. Chin is currently and has been since Fund inception responsible for providing sub-advisory services to the Fund. Ms. Croce has also been responsible for providing sub-advisory services to the Fund since March 31, 2006.

The SAI provides additional information concerning each of the Sub-Advisers' named portfolio managers' or portfolio managers' compensation and other accounts managed by the portfolio managers. No portfolio manager of any Sub-Adviser owns any securities of the Fund because none of the portfolio managers are eligible to invest in the Fund.

General Partner

Kiewit Investment Holdings Inc., a Delaware corporation, serves as the General Partner of the Fund. The General Partner is a wholly-owned subsidiary of Kiewit. The General Partner has retained only those rights, duties and powers to manage the affairs of the Fund that may not be delegated under Delaware law. All other rights, duties and powers to manage the affairs of the Fund have been delegated by the General Partner to the Board pursuant to the Partnership Agreement. The General Partner will be responsible, among other things, for: (1) executing and filing with the Office of the Secretary of State of the State of Delaware, the Certificate of Limited Partnership and any amendments thereto or restatements thereof required to be filed pursuant to Delaware law; (2) executing and filing any other certificates required to be filed on behalf of the Fund with the Office of the Secretary of State of the State of Delaware; (3) executing any amendments to or restatements of the Partnership Agreement, in accordance with the terms of the Partnership Agreement; and (4) performing any other actions that Delaware law requires be performed by a general partner of a limited partnership and that may not be performed by a delegate of a general partner. The General Partner may be removed in accordance with the Partnership Agreement, with or without cause, by a majority of the total number of votes eligible to be cast by all Limited Partners.

CAPITAL ACCOUNTS, ALLOCATIONS AND DISTRIBUTIONS

The Fund establishes a capital account for each Limited Partner (a "Capital Account"). A Limited Partner's capital contribution and share of items of income and gain will be credited to such Limited Partner's Capital Account, and distributions and share of items of loss, deduction and expense will be debited from such Limited Partner's Capital Account.

The income, gain, loss, deduction and expense of the Fund will be determined and allocated as of the end of each fiscal period to reflect the economic interests of the Limited Partners. All items of income, gain, loss, deduction and expense generally will be allocated to the Limited Partners pro rata in accordance with their respective Units.

The Fund intends to make annual distributions to Limited Partners for the payment of all or a portion of a Limited Partner's income tax liabilities with respect to such Limited Partner's share of the Fund's net income and net gains. However, there may be situations in which a Limited Partner will be required to pay a substantial amount of tax in excess of the amount of cash that the Limited Partner has received from the Fund. All other non-liquidating distributions will be made to the Limited Partners pro rata in accordance with their Units. Upon liquidation of the Fund, any cash or other property available for distribution will be distributed to the Limited Partners pro rata in accordance with the positive balances in their respective Capital Account balances after taking into account all adjustments to Capital Accounts for all periods.

The Fund plans to reinvest income from its investments or the proceeds from the sale of its investments, except with respect to amounts, as described above, that it distributes as tax distributions to Limited Partners or to repurchase Units. The Fund does not intend to make any distribution if, after making such distribution the liabilities of the Fund would exceed the fair value of the Fund's assets. The Fund may make distributions in-kind of its property.

More detailed information concerning the Fund's capital accounts, allocations and distributions is set forth in the Partnership Agreement.

ELIGIBLE INVESTORS

In order for the Fund to qualify as an employees' securities company, only employees and directors, and former employees, of Kiewit and its affiliated companies, Directors of the Fund, the immediate family members of current and former employees of Kiewit (or an entity controlled by Kiewit) and their Qualified Investment Vehicles may become Limited Partners and beneficially own Units. The term "immediate family member" shall mean those family members who may, pursuant to the 1940 Act, the rules and regulations thereunder, any order of the SEC, the interpretive positions of the staff of the SEC or industry practice, own Units of the Fund without jeopardizing the Fund's status as an employees' securities company. Qualified Investment Vehicle shall mean any corporation, limited liability company, partnership, and/or other entity where at least a majority of the voting power is controlled by the eligible employee, eligible former employees or directors, and where such person exercises investment discretion and control over the Qualified Investment Vehicle. See "Distribution of Units."

REPURCHASE OFFERS

Units are not transferable except with the approval of the Fund. Therefore, to provide Limited Partners with a limited degree of liquidity, and the ability to receive net asset value on a disposition of Units, the Fund intends to offer semi-annually to repurchase outstanding Units pursuant to written tenders by Limited Partners. Repurchase Offers will be made at such times and on such terms as may be determined by the Board in its sole and absolute discretion, and generally will be offers to repurchase 5% to 25% of outstanding Units (currently anticipated to be 5%). Limited Partners may only submit tenders with respect to at least one whole Unit, except in the case of a Limited Partner that holds less than a whole Unit, who will be permitted to submit not less than all Units held by such Limited Partner.

The Board intends to consider authorizing the Fund to offer to repurchase Units twice each year, as of the last business day of March and September. In making any determination to repurchase Units, the Board intends to consider the following factors, among others:

- the liquidity of the Fund's assets;
- the investment plans and working capital requirements of the Fund;
- the relative economies of scale with respect to the size of the Fund;
- the history of the Fund in repurchasing Units or portions thereof;
- the economic condition of the securities markets; and
- the anticipated tax consequences of any proposed tender for Units.

The Board may determine in its sole and absolute discretion to cancel any tender offer after commencement. In making any determination to cancel a tender offer, the Board will consider, among other factors:

- the economic condition of the securities markets;
- the effect on the Fund of completing the tender offer; and
- whether completing any tender offer may present an unacceptable risk that the Fund's status as a partnership for U.S. federal income tax purposes may be adversely affected.

Notice of each tender offer will be provided to each Limited Partner describing the terms of the offer, and containing information that Limited Partners should consider in deciding whether to tender Units for repurchase. The Board of Directors approved making a tender offer to acquire 5% of the Units of the Fund at the Fund's net

asset value as of the end of the tender offer period on March 31, 2009. In this tender offer, a total of 574.452 Units were validly tendered by Limited Partners of the Fund and accepted for payment by the Fund at a price of \$12,013.43 per Unit, the net asset value per Unit determined as of March 31, 2009.

When Units are repurchased by the Fund, Limited Partners will generally receive cash distributions equal to the net asset value of the Units (or portion thereof) repurchased, determined as of the date set forth in the notice to Limited Partners. However, in the sole and absolute discretion of the Fund, the repurchase price of Units may be paid by the in-kind distribution of securities held by the Fund, or partly in cash and partly in-kind. The Fund does not expect to distribute securities in-kind except in unusual circumstances.

Repurchases will be effective after receipt and acceptance by the Fund of written tenders of Units from Limited Partners.

Repurchase Procedures

Prior to the commencement of any tender offer, the Fund will send a notification of the proposed offer to Limited Partners (the "Tender Notice"). Under the Partnership Agreement, each Limited Partner agrees to inform the Fund in the form and manner specified by the Fund in the Tender Notice, no later than 60 days prior (the "Notification Deadline") to the date the repurchase price will be determined (the "Valuation Date"), that the Limited Partner intends to participate in the upcoming Repurchase Offer and that the Limited Partner will not tender Units for repurchase in any Repurchase Offer if the Limited Partner has not so informed the Fund of his or her intention to participate in the Repurchase Offer on or before the Notification Deadline. In addition to specifying the Notification Deadline Date, the Tender Notice will state:

- the percentage of Units that the Fund expects to offer to repurchase (which is expected to be 5%),
- the date the repurchase price will be determined (the "Valuation Date") (which is expected to be the last business day of each of March and September),
- the date by which Limited Partners will receive the proceeds for their Units (the "Repurchase Payment Date"), and
- the net asset value per Unit no more than seven days prior to the date of the Tender Notice.

The Fund will generally pay the net asset value of the Units repurchased as soon as practicable after the Valuation Date. The amount that a Limited Partner may expect to receive on the repurchase of the Limited Partner's Units will be the net asset value of the Limited Partner's Units determined on the Valuation Date.

The repurchase of Units by the Fund may be a taxable event to Limited Partners. For a discussion of these tax consequences, see the SAI under the heading "Certain U.S. Federal Income Tax Considerations."

REDEMPTIONS AND TRANSFERS

No Right of Redemption by Limited Partners; Lack of Liquidity

No Limited Partner will have the right to require the Fund to redeem any Unit or portion thereof and no Limited Partner may withdraw any capital from the Fund. There is no public market for Units, and none will be allowed to develop. Units are not transferable except as described below, and only with proper notice to the Board or its designee. Any transfer of Units in violation of the Partnership Agreement will not be permitted and will be void.

Under the Partnership Agreement, each Limited Partner agrees to indemnify and hold harmless the Fund, the General Partner, each Director and officer of the Fund and each other Limited Partner (and any successor or assign of any of the foregoing) from and against all losses, claims, damages, liabilities, costs and expenses (including losses, claims, damages, liabilities, costs and expenses of any judgments, fines and amounts paid in settlement and related legal and other expenses), joint or several, to which these persons may become subject by reason of or arising from any transfer made by such Limited Partner in violation of the Partnership Agreement or any misrepresentation made by such Limited Partner in connection with any purported transfer. A similar indemnification will be required to be made by any proposed transferee of Units.

Permitted Transfers

The Partnership Agreement contains significant restrictions on the transfer of Units. No Limited Partner will be permitted to transfer Units except in accordance with the Partnership Agreement and with the approval of the Fund, and any purported transfer not permitted by the Partnership Agreement will be void and of no effect.

The Board has determined that, subject to the requirements of the Partnership Agreement, including a 45 calendar day notice requirement, the Fund will approve the transfer, at the end of a calendar quarter, of Units by a Limited Partner only to certain of such Limited Partner's immediate family members and Qualified Investment Vehicles who are eligible to own Units. Transfers must be in an aggregate amount of not less than \$25,000. Currently, the Fund does not intend to adopt any restrictions with respect to the frequency that transfers are permitted. However, it may do so in the future if the Board determines it is in the best interests of the Fund to do so.

The Fund does not intend to approve transfers, other than as set forth above, except in extraordinary circumstances. Transfer restrictions will be strictly applied. Upon the death of a Limited Partner, Units will generally not be repurchased by the Fund except in the event Units are transferred to a person not eligible to own Units.

CERTAIN U.S. FEDERAL INCOME TAX CONSIDERATIONS

The following discussion, which is based on the advice of Willkie Farr, describes the tax status of the Fund. The discussion is based upon the Internal Revenue Code of 1986, as amended (the "Code"), Treasury Regulations, judicial authorities, published positions of the Internal Revenue Service (the "IRS") and other applicable authorities, all as in effect on the date hereof and all of which are subject to change or differing interpretations (possibly with retroactive effect). No ruling has been or will be sought from the IRS regarding the tax status of the Fund. Except as set forth below, Willkie Farr has not rendered any legal opinion regarding any tax consequences relating to the Fund or an investment in the Fund. No assurance can be given that the IRS would not assert, or that a court would not sustain, a position contrary to any of the tax aspects set forth below. **Prospective investors must consult their own tax advisors as to the U.S. federal income tax consequences of acquiring, holding and disposing of Units, as well as the effects of state, local and non-U.S. tax laws. For summaries of certain U.S. federal income tax considerations and Canadian federal income tax considerations, which are based upon the advice of, respectively, Willkie Farr and Blake, Cassels & Graydon LLP, prospective investors should refer to the SAI under the heading "TAXES."**

The Fund has received an opinion from Willkie Farr to the effect that, under current law and based on certain assumptions and representations, the Fund will be treated as a partnership and not as a "publicly traded partnership" that is treated as a corporation for U.S. federal income tax purposes. The opinion of Willkie Farr is not binding on the IRS or any court.

A limited partnership (such as the Fund) that has registered under the 1940 Act would be treated as a corporation for U.S. federal income tax purposes if it were to become a publicly traded partnership. A publicly traded partnership is a partnership the interests of which are either traded on an established securities market or readily tradable on a secondary market (or the substantial equivalent thereof). The Fund has represented to Willkie Farr that, among other things, neither it, nor any affiliate thereof, will participate in the establishment of an established securities market or secondary market (or the substantial equivalent thereof) for this purpose.

In addition, the Partnership Agreement imposes significant restrictions on transfers of Units. By purchasing a Unit, each Limited Partner agrees to indemnify and hold harmless the Fund, the General Partner, each officer of the Fund and each other Limited Partner (and any successor or assign of any of the foregoing) from and against all losses, claims, damages, liabilities, costs and expenses (including losses, claims, damages, liabilities, costs and expenses of any judgments, fines and amounts paid in settlement and related legal and other expenses), joint or several, to which these persons may become subject by reason of or arising from any transfer made by such Limited Partner in violation of the Partnership Agreement or any misrepresentation made by such Limited Partner in connection with any purported transfer. A similar indemnification will be required to be made by any proposed transferee of Units.

Willkie Farr's opinion as to the treatment of the Fund as a partnership for U.S. federal income tax purposes is based on, among other things, the maintenance of factual conditions (including those underlying the representations

of the Fund), the continuation of which cannot be assured. Willkie Farr has not been asked to render a Fund tax status opinion.

If the Fund were treated as a publicly traded partnership or otherwise treated as a corporation for U.S. federal income tax purposes, material adverse consequences for Limited Partners would result. The Fund would be subject to tax on its income at corporate tax rates without a deduction for any distribution to Limited Partners, thereby materially reducing the amount of any cash available for distribution to Limited Partners. In addition, the Limited Partners would be treated as stockholders of a corporation for U.S. federal income tax purposes. Thus, capital gains and losses and other income and deductions of the Fund would not be passed through to Limited Partners, and all distributions by the Fund to Limited Partners would be treated as dividends, return of capital and/or gains.

CAPITALIZATION

The following table shows the number of authorized and outstanding Units as of March 31, 2009.

| | <u>Number Authorized</u> | <u>Number Outstanding</u> |
|-------|------------------------------|-------------------------------|
| Units | Unlimited | 11,129.57 |

Control Person(s)

Kenneth E. Stinson, Kiewit Plaza, Omaha, NE 68131, may be deemed to be a control person of the Fund by virtue of ownership of approximately 43.03% (which includes 2.23% of the Fund's outstanding Units owned beneficially by Mr. Stinson's children and 22.44% of the Fund's outstanding Units owned by Mr. Stinson's annuity trust) of the Funds' outstanding Units as of March 31, 2009.

FUND EXPENSES

The Fund bears its own expenses including, but not limited to: fees paid to the Adviser or Sub-Advisers; fees for investor services; any taxes; investment-related expenses incurred by the Fund (e.g., interest on indebtedness (if any), fees for data and software providers, research expenses, professional fees (including without limitation expenses of consultants and experts) relating to investments); fees and expenses for administration, accounting and custody services; fees and expenses of certain Directors and officers; fees and expenses of Fund counsel, costs associated with the registration of the Fund, including the costs of compliance with federal and state laws; costs and expenses of holding meetings of the Board and meetings of Limited Partners, including costs associated with preparation and dissemination of proxy materials; costs and expenses of issuing new Units (other than the fees of the Investment Professional and the Distributor) and making repurchase offers; the costs of a fidelity bond and any liability insurance obtained on behalf of the Fund, the General Partner or the Board; and such other expenses as may be approved by the Board. In addition, the Fund indirectly bears expenses charged by Portfolio Funds, including management fees and performance fees and allocations.

The Fund will bear all expenses associated with this offering other than the fees of the Investment Professional and the Distributor, which will be borne by Kiewit.

DISTRIBUTION OF UNITS

Units will be continuously offered hereby on a best efforts basis through the Distributor. Units will be issued at their net asset value determined on the last business day of each calendar quarter. Investors will not be charged any sales charges on their purchases of Units. Units will be offered to full-time employees and directors of Kiewit or an affiliated company of Kiewit and former full-time employees of Kiewit or an affiliated company of Kiewit, who are participants in the Kiewit Employee Ownership Plan or previously were participants in the Kiewit Employee Ownership Plan and/or Kiewit Stockholders, Directors of the Fund, and to their immediate family members, and their Qualified Investment Vehicles. The minimum investment in this offering is \$5,000, which minimum may be modified by the Fund from time to time. The Fund reserves the right to withdraw, cancel or modify the offering and to reject any subscription in whole or in part. Funds transmitted by subscribers to the Fund for investment in the Fund prior to the next applicable Closing Date will be deposited in a non-interest bearing escrow account with J.P. Morgan Investor Services Co. pending acceptance and issuance of Units on the Closing Date. Because funds transmitted before a Closing Date will not bear interest or participate in the performance of the Fund prior to the

Closing Date (and thus may be held uninvested for a period of up to three months), investors may wish to consider the timing of their subscription and discuss with their advisor or the Investment Professional the potential disadvantages of submitting a subscription at a time substantially prior to a Closing Date. Kiewit will pay the Distributor and the Investment Professional for their services in the offering of Units. The Fund will pay all other expenses of this offering, which include in general the expenses of preparing and printing this registration statement and prospectus, registration fees and fees and expenses of counsel, among other things.

Before any prospective investor may invest in the Fund, the Fund will require a certification from the investor that he or she is eligible to own Units and meets other requirements for investment, that the investor will not transfer his, her or its Units except in accordance with the Partnership Agreement and that the prospective investor is aware of the availability of the Investment Professional for personal consultation without charge to the potential investor or the Fund and that the potential investor had the opportunity to consult with the Investment Professional to the extent that he or she deemed appropriate.

CALCULATION OF NET ASSET VALUE

The net asset value of the Fund is determined as of the close of business on the last business day of each fiscal quarter in accordance with the procedures described below or as may be determined from time to time in accordance with the valuation policies and procedures adopted by the Board. The net asset value of the Fund may also be calculated in connection with the Fund's Repurchase Offers. The Fund's net asset value is the value of the Fund's total assets less its liabilities. In computing net asset value, securities and assets of the Fund will be valued at market value, if market quotations are readily available, or will be valued at fair value as determined in accordance with procedures adopted by the Board. Expenses of the Fund and its liabilities (including the amount of any borrowings) are taken into account for purposes of computing net asset value. The Board has approved procedures pursuant to which the Fund values its investments in Portfolio Funds at fair value. As a general matter, the fair value of the Fund's interest in a Portfolio Fund will represent the amount that the Fund believes it reasonably could expect to receive in a current sale to a third party or from a Portfolio Fund if the Fund's interest were redeemed at the time of valuation, based on information reasonably available at the time the valuation is made and that the Fund believes to be reliable. The Fund's valuation procedures require the Adviser to consider all relevant information available at the time the Fund values its portfolio, including the most recent final or estimated value reported by the Portfolio Funds, as well any other relevant information available at the time the Fund values its portfolio. The Adviser will consider such information, and may conclude in certain circumstances that the information provided by the Portfolio Manager of a Portfolio Fund does not represent the fair value of the Fund's interest in the Portfolio Fund.

Prior to investing in any Portfolio Fund, the Adviser will conduct a due diligence review of the valuation methodology utilized by the Portfolio Fund. The Fund will only invest in a Portfolio Fund if, as a general matter, the Portfolio Fund utilizes market values when available, and otherwise utilizes principles of fair value that the Adviser reasonably believes to be consistent with those used by the Fund for valuing its own investments. Although the procedures approved by the Board provide that the Adviser will review the valuations provided by the Portfolio Managers of the Portfolio Funds, neither the Adviser nor the Board will be able to confirm independently the accuracy of valuations provided by such Portfolio Managers (which generally are unaudited).

The valuations reported by the Portfolio Managers of the Portfolio Funds may not be current and are typically subject to later adjustment, based on information reasonably available at that time. Because more current valuations or adjustments or revisions, whether increasing or decreasing the net asset value of the Fund at the time they occur, relate to information available only at the time of the more recent valuations or the adjustment or revision, the adjustments or revisions will not affect the amount of the repurchase proceeds of the Fund received by Limited Partners who had their Units repurchased based on a valuation of the Portfolio Fund prior to the time such new information becomes available. As a result, to the extent that such subsequently adjusted valuations from the Portfolio Managers or revisions to net asset value of a Portfolio Fund adversely affect the Fund's net asset value, the outstanding Units will be adversely affected by prior repurchases to the benefit of Limited Partners who had their Units repurchased at a net asset value higher than the adjusted amount. Conversely, any increases in the net asset value resulting from such subsequently adjusted valuations will be entirely for the benefit of the outstanding Units and to the detriment of Limited Partners who previously had their Units repurchased at a net asset value lower than the adjusted amount. The same principles apply to the purchase of Units. New Limited Partners may be affected in a similar way.

ADDITIONAL INFORMATION REGARDING THE PARTNERSHIP AGREEMENT

Amendment of the Partnership Agreement

The Partnership Agreement may generally be amended, in whole or in part, with the approval of the Board and without the approval of the Limited Partners unless the approval of Limited Partners is required by the 1940 Act or otherwise. Certain amendments to the Partnership Agreement involving capital accounts and allocations to those accounts may not be made without the written consent of any Limited Partner adversely affected by the amendments or unless each Limited Partner has received written notice of the amendment and any Limited Partner objecting to the amendment has been allowed a reasonable opportunity (pursuant to any procedures as may be prescribed by the Board) to tender his or her Units for repurchase by the Fund.

Term, Dissolution and Liquidation

The term of the Fund is indefinite; however, the Fund will be dissolved and terminated under the circumstances described below.

The Fund shall be dissolved upon the occurrence of any of the following: (i) the election by the Board to dissolve the Fund prior to the expiration of its terms, subject, to the extent required by the 1940 Act, to the consent of the Limited Partners; (ii) voluntary bankruptcy, liquidation or other dissolution of the Fund; (iii) the sale or other disposition at any one time of all or substantially all of the assets of the Fund; or (iv) dissolution required by operation of law. Limited Partners do not have the power to affect the dissolution of the Fund.

Upon dissolution of the Fund, the Board shall select a liquidator. Assets of the Fund shall be liquidated as promptly as possible in a manner reasonably designed to maximize proceeds to the Fund. The liquidator shall then wind up the affairs of the Fund and distribute the proceeds of the Fund by the end of the calendar year of the liquidation (or, if later, within 90 days after the date of such liquidation) in the following order or priority: (i) to the payment of the expenses of liquidation and to creditors (including Limited Partners who are creditors, to the extent permitted by law) in satisfaction of liabilities of the Fund in the order of priority as provided by law; (ii) to the setting up of any reserves that the liquidator may deem necessary or appropriate for any anticipated obligations or contingencies of the Fund or of the liquidator arising out of or in connection with the operation or business of the Fund, which reserves may be paid over by the liquidator to an escrow agent or trustee proposed and approved by the liquidator to be disbursed by such escrow agent or trustee in payment of any of the Fund's obligations or contingencies and then distributed by such escrow agent or trustee in the manner hereinafter provided; (iii) to the Limited Partners or their legal representatives in accordance with the positive balances in their respective Capital Accounts, as determined after taking into account all adjustments to Capital Accounts for all periods.

After liquidation, the liquidator shall comply with any requirements of Delaware law pertaining to the winding up of a limited partnership, at which time the Fund shall stand terminated.

Liability of Investors

Limited Partners will be members of a limited partnership as provided under Delaware law. Under Delaware law and the Partnership Agreement, a Limited Partner will not be liable for the debts, obligations or liabilities of the Fund solely by reason of being a Limited Partner, except that the Limited Partner may be obligated to make capital contributions to the Fund to repay any funds wrongfully distributed to the Limited Partner.

Neither the General Partner, the Fund nor the Board, nor any Director, officer, employee or agent of the Partnership, shall have any power to bind personally any Limited Partner, nor, except as specifically provided in the Partnership Agreement, to call upon any Limited Partner for the payment of any sum of money or assessment whatsoever, other than such as the Limited Partner may at any time personally agree to pay.

Limitation of Liability, Indemnification

The Partnership Agreement provides that the liability of the General Partner, Directors, employees and officers of the Fund shall be limited to the maximum extent permitted by Delaware law and the 1940 Act. The Partnership Agreement also contains provisions for the indemnification by the Fund, to the extent permitted by law, of employees, officers, Directors, and the General Partner, but not by the Limited Partners individually, against any liability and expense to which any of them may be liable in any way relating to or arising out of, or alleged to relate to or arise out of, any action or inaction on their part or the part of the Fund or otherwise in connection with the business or affairs which arises in connection with the performance of their activities on behalf of the Fund;

provided that the Fund shall not be liable to any such employee, officer, Director or the General Partner for any portion of any liabilities which results from such person's willful misfeasance, bad faith or gross negligence in the performance of his or her duties or by reason of his or her reckless disregard of his or her obligations and duties.

Repurchases of Units

The Partnership Agreement provides that the Fund may repurchase Units held by a Limited Partner: (i) in the event of any attempted unauthorized transfer of Units by the Limited Partner, (ii) in the event that the Fund determines that the continued participation in the Fund by the Limited Partner could jeopardize the tax or regulatory status of the Fund or otherwise harm the Fund or other Limited Partners, (iii) in the event of any breach of the Partnership Agreement by the Limited Partner, or (iv) if the Board determines that it is in the best interest of the Fund or Limited Partners to do so.

Power of Attorney

Each Limited Partner, by its execution of the Partnership Agreement (or the subscription agreement) will appoint the General Partner, the Directors and officers and the Adviser as such Limited Partner's agent and attorney-in-fact, with full power of substitution and full power and authority to make, execute, sign, acknowledge, swear to, record and file the following documents and instruments in accordance with the other provisions of the Partnership Agreement: (i) the Partnership Agreement and a Certificate of Limited Partnership, a Certificate of Doing Business Under Fictitious Name and any other instrument or filing which the Board or the officers of the Fund consider necessary or desirable to carry out the purposes of the Partnership Agreement or the business of the Fund or that may be required under the laws of any state or local government, or of any other jurisdiction; (ii) all certificates required or desirable in connection with distributions by the Fund to the Limited Partners and other certificates and instruments deemed advisable by any Director or officer of the Fund or the Adviser to carry out the provisions of the Partnership Agreement and any applicable law; (iii) any and all amendments, restatements, cancellations, or modifications of the instruments described therein; (iv) any and all instruments related to the admission, removal, or withdrawal of any Limited Partner; (v) all documents and instruments that may be necessary or appropriate to effect the dissolution and termination of the Fund, pursuant to the terms of the Partnership Agreement; (vi) all conveyances and other instruments or papers deemed advisable by the Board, including those to effect a termination of the Fund and those to effect a transfer permitted by the Partnership Agreement of all or a part of such Limited Partner's Units, or a repurchase of all or part of a Limited Partner's Units; and (vii) all other instruments, documents or papers which may be required or permitted by law to be filed on behalf of the Board or the Fund and which are of a ministerial or administrative nature.

Reports to Limited Partners

The Fund will furnish to Limited Partners quarterly statements regarding the net asset value of Units, transaction activity with respect to their Units, Fund performance information and the Fund's quarter-end asset allocation. In addition, the Fund will furnish to Limited Partners as soon as practicable after the end of each of its taxable years such information as is necessary for them to complete U.S. federal, state and local income tax returns, along with any other tax information required to be provided by the Fund by law, or reasonably requested by a Limited Partner. In the Fund's semi-annual reports to Limited Partners, the Fund will provide the estimated tax characteristics applicable to the Units. The information provided will be preliminary and may differ substantially from the information reported on final Schedule K-1's. The Fund anticipates, however, that it will be delayed in providing tax information to Limited Partners in time for them to timely file their tax returns by the normal due dates. Therefore, Limited Partners will likely be required to seek extensions on the time to file their tax returns. An extension of time for filing Canadian personal income tax returns is currently not available. The Fund anticipates sending to Limited Partners an unaudited semi-annual and an audited annual report within 60 days after the close of the period covered by the report, or as otherwise required by the 1940 Act. The Fund will not be obligated to provide to Canadian Limited Partners all information with respect to the Fund that may be necessary to enable them to complete their Canadian tax returns, and accordingly, Canadian Limited Partners may have to complete their Canadian tax returns on an estimated basis. However, the Fund, in the Board's sole and absolute discretion, may respond to reasonable requests by Canadian Limited Partners for information beyond that which the Fund routinely provides to the extent that it can be provided without significant effort or expense. The Fund does not intend to report a distribution yield to Limited Partners.

Tax and Fiscal Year

For accounting purposes, the Fund's fiscal year is the 12-month period ending on March 31. For tax purposes, the taxable year of the Fund is the 12-month period ending December 31 of each year.

Voting Rights

Each Limited Partner will have the right to cast a number of votes based on the Limited Partner's Units (or fraction thereof) at any meeting of Limited Partners called by the Board. Limited Partners will be entitled to vote on any matter on which shareholders of a registered investment company would be entitled to vote, except as otherwise provided by the Exemptive Order, to the extent that voting by security holders is required by the 1940 Act. These matters include the right to elect Directors, any change in the fundamental investment policies of the Fund, but do not include (among other things) the right to vote on changes to the Advisory Agreement or the right to vote on new, or changes to any other, investment advisory agreements. Limited Partners will not be entitled to participate in the management or control of the Fund's business, and may not act for or bind the Fund.

GENERAL INFORMATION

Accounting and Administrative Services

Under the terms of an administration agreement with the Fund, J.P. Morgan Investor Services Co. will provide certain tax, accounting and administrative services to the Fund, including, among others: providing office space and other support services and personnel as necessary to provide such services to the Fund; supervising the entities retained by the Fund to provide investor services and custody services; handling Limited Partner inquiries regarding the Fund, including but not limited to questions concerning their investments in the Fund and capital account balances; preparing or assisting in the preparation of various reports, communications and regulatory filings of the Fund; monitoring the Fund's compliance with federal and state regulatory requirements (other than those relating to investment compliance); coordinating and organizing meetings of the Board and meetings of Limited Partners and preparing related materials; and maintaining and preserving certain books and records of the Fund. In consideration for these services, the Fund will pay J.P. Morgan Investor Services Co. a monthly fee of \$24,756 plus reimbursement of certain out-of-pocket expenses as of the last day of the month. The Fund will also pay J.P. Morgan Investor Services Co. a fee of approximately \$2,744 a month for tax services, which fee may vary with the number of the Fund's Limited Partners. The Fund paid J.P. Morgan Investor Services Co. a fee of \$391,268 and \$380,601 for the fiscal years ended March 31, 2008 and 2009, respectively. The principal business address of J.P. Morgan Investor Services Co. is One Beacon Street, Boston, MA 02108.

Custody Services

JPMorgan Chase Bank, an affiliate of J.P. Morgan Investor Services Co., serves as the Fund's custodian and maintains custody of the Fund's assets. The principal business address of JPMorgan Chase Bank is 3 Chase Metrotech Center, Brooklyn, NY 11245. In consideration for these services, the Fund will pay JPMorgan Chase Bank a monthly fee of \$2,917 plus reimbursement for certain out-of-pocket expenses as of the last day of the month. The Fund paid \$35,000 for the fiscal years ended March 31, 2008 and 2009.

Independent Registered Public Accounting Firm

KPMG LLP serves as the independent registered public accounting firm of the Fund. KPMG LLP is located at 99 High Street, Boston, MA 02110.

Legal Matters

The validity of the Units offered hereby and certain other matters has been passed upon for the Fund by Willkie Farr & Gallagher LLP, 787 Seventh Avenue, New York, NY 10019.

The discussion under the heading "Certain U.S. Federal Income Tax Considerations" in this Prospectus and "TAXES" in the SAI has been passed upon by Willkie Farr & Gallagher LLP. The discussion under the heading "Taxes — Certain Canadian Federal Income Tax Considerations" in the SAI has been passed upon by Blake, Cassels & Graydon LLP, Canadian tax counsel to the Fund.

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Linsco Private Ledger Corp., through its investment adviser representatives at Carson Wealth Management Group (the “Investment Professional”), has been retained to be available to consult with each potential investor in the Fund. Prior to making a decision to invest in the Fund, you are strongly encouraged to consult to the full extent you feel appropriate with the Investment Professional concerning the potential benefits and risks of investing in the Fund and concerning the appropriateness of an investment in the Fund in light of your particular circumstances. The fees and expenses of the Investment Professional are being paid by Kiewit and neither you nor the Fund will be charged for your consultations with the Investment Professional. Prospective investors may contact the Investment Professional from 8:00 a.m. to 5:00 p.m. (Central Time) Monday through Friday (excluding holidays). The Investment Professional’s name and address are Carson Wealth Management Group, Dodge Plaza, 13321 California St., 1st Floor, Omaha, Nebraska 68154, and its telephone number is (877) 754-3948.

PROSPECTUS

\$500,000,000

KIEWIT INVESTMENT FUND LLLP

UNITS OF LIMITED PARTNERSHIP INTEREST

Where To Go For More Information About Kiewit Investment Fund LLLP

Customer Service

Telephone:

(800) 443-4306 7:00 a.m. - 5:00 p.m. (Central Time) Monday - Friday

Mail:

Kiewit Investment Fund LLLP
P.O. Box 5354
Cincinnati, Ohio 45201-5354

E-mail:

KIF_info@jpmorgan.com

World Wide Web

www.kiewitinvestmentfund.com

Statement of Additional Information (SAI)

The SAI provides detailed information about the Fund and is incorporated into this Prospectus by reference. You may review and copy information about the Fund at the Public Reference Room of the Securities and Exchange Commission or get text only copies, after paying a duplicating fee, by sending an electronic request by e-mail to publicinfo@sec.gov or by writing to or calling the Public Reference Room, 100 F Street, N.E., Washington, D.C. 20549 (1-202-551-8090). You may also obtain reports and other information about the Fund from the Electronic Data Gathering Analysis and Retrieval (EDGAR) Database on the SEC's website at <http://www.sec.gov>.

Annual/ Semiannual Reports to Limited Partners

Additional information about the Fund's investments is available in the Fund's annual and semiannual reports to Limited Partners.