

Important Shareholder Disclosure Obligations for Investment Managers and Funds Under Section 13 of the US Securities Exchange Act of 1934

Investment managers and funds that have discretion over or beneficially own more than certain amounts of US equity securities registered under the US Securities Exchange Act of 1934 ("Exchange Act") may have to report these holdings to the US Securities and Exchange Commission ("SEC"). Depending on the circumstances, an investment manager and/or fund may be required to file Forms 13F, Schedule 13D, Schedule 13G or a combination of these with the SEC.

These reporting obligations apply to all investment managers and funds regardless of whether they are registered with the SEC and regardless of where they are organised. The SEC has brought enforcement actions for failure to file these required forms and schedules on a timely basis.

Form 13F

Who must file?	Institutional Investment Managers
What needs to be filed?	Form 13F, plus any request for confidential treatment.
When are filings due?	Within 45 days after the end of each calendar year with respect to which the investment manager is an Institutional Investment Manager and within 45 days after the last day of each of the first three calendar quarters of the subsequent calendar year.

Filing deadlines in 2008 will be 14 February 2008, 15 May 2008, 14 August 2008 and 14 November 2008.

Definitions: "Institutional Investment Managers" are investment managers exercising investment discretion with respect to accounts holding Section 13(f) Securities having an aggregate fair market value on the last trading day in any month of any calendar year of at least US\$100 million.

"Section 13(f) Securities" are generally US equity securities traded on a US exchange and/or certain other securities such as:

- ADRs;
- convertible or debt securities;
- swaps and other derivatives if these transactions result in an investment manager exercising investment discretion over the underlying which is a traded US equity security; and
- put and call options to the extent that they appear on the SEC's list of reportable securities.

Each quarter a complete list of Section 13(f) Securities is available at www.sec.gov/divisions/investment/13flists.htm.

Schedule 13D

Who must file?	Investment managers, funds or other persons that are direct or indirect Beneficial Owners of more than 5% of a class of a US Equity Security.
What needs to be filed?	Schedule 13D, unless qualified to file the short form Schedule 13G instead (see below).
When are filings due?	<p><i>Initial filings:</i> Within 10 days after becoming a direct or indirect Beneficial Owner of more than 5% of a class of a US Equity Security.</p> <p><i>Amendments:</i> Promptly (i.e., one day) following any material changes in the information included in a prior filing (e.g., most acquisitions and dispositions of additional securities constituting 1% of the class or where the intent of the filing entity changes).</p>
How is the 5% threshold measured?	When calculating the percentage of a class of a US Equity Security of which it is a Beneficial Owner, an investment manager must aggregate the holdings of the same class of that US Equity Security it holds for all of its client accounts. Where a fund becomes the Beneficial Owner of more than 5% of a class of a US Equity Security, it is likely that its investment manager will also become a Beneficial Owner of those securities for reporting purposes and both entities would be required to file. In some circumstances, any US Equity Security that is beneficially owned by others will also need to be aggregated.
Definitions:	<p>For this purpose, “Beneficial Owner” means an entity with:</p> <p>(1) voting power over the US Equity Security (including the power to vote or direct the voting of the US Equity Security); or</p> <p>(2) investment power over the US Equity Security (including the power to dispose or direct the disposition of the US Equity Security).</p> <p>Investment managers with the power to vote or sell a US Equity Security held in client accounts will be deemed to be a Beneficial Owner even if they do not receive economic benefit from those securities.</p> <p>“US Equity Security” means an equity security of US publicly traded companies, including listed closed-end investment companies.</p>

Schedule 13G

Who must file?	Investment managers, funds or other persons that are direct or indirect Beneficial Owners of more than 5% of a class of a US Equity Security and qualify as either a Qualified Institutional Investor or Passive Investor.
What needs to be filed?	Schedule 13G.
When are filings due?	<p><u>Qualified Institutional Investors:</u></p> <p><i>Initial filings:</i> Within 45 days after the end of the calendar year in which the Qualified Institutional Investor becomes the Beneficial Owner of 5% or more of a class of a US Equity Security.</p> <p><i>Amendments:</i> Within 10 days after the end of any calendar month in which (1) the Qualified Institutional Investor becomes the Beneficial Owner of more than 10% of the class of US Equity Security, (2) the percentage beneficially owned increases or decreases by 5% or more of the outstanding securities of the class, and/or (3) there is a change in investment purpose.</p> <p><u>Passive Investors:</u></p> <p><i>Initial filings:</i> Within 10 days of the acquisition which caused the Passive Investor to be the Beneficial Owner of 5% or more of a class of a US Equity Security.</p>

Amendments: (1) Within 45 days of calendar year end to report any changes, (2) promptly if a Passive Investor becomes the Beneficial Owner of more than 10% of a class of US Equity Security, (3) if the Passive Investor is Beneficial Owner of between 10% and 20%, promptly if beneficial ownership increases or decreases by 5% of the class and (4) promptly if the Passive Investor's beneficial ownership falls below 5% of the class. A Passive Investor must file a Schedule 13D (see above) within 10 days if the Passive Investor's investment purpose changes or if the Passive Investor acquires beneficial ownership of more than 20% of the class.

How is the 5% threshold measured?

See Schedule 13D discussion above.

Definitions:

"Qualified Institutional Investors" include, *inter alia*:

- US registered broker-dealers;
- US banks;
- US insurance companies;
- US registered investment companies; and
- US registered investment advisers.

A "Passive Investor" is a person that:

- is not a Qualified Institutional Investor;
- holds a US Equity Security in the ordinary course of business;
- does not hold the US Equity Security for the purpose of changing or influencing control of the issuer; and
- does not hold more than 20% of the applicable class of US Equity Security.

"Beneficial Owner" and "US Equity Security" have the meanings set out under the Schedule 13D discussion above.

Entities that have not previously made any filings with the SEC should allow four to five business days prior to the deadline for the first filing to be made with the SEC to obtain the necessary SEC filing codes.

If you would like assistance with any of these types of filings or any further information about these filings, you may contact any of the people listed below or your regular Dechert contact person.

This reminder was authored by Jennifer O. Epstein and Jessica Brescia.

Practice group contacts

For more information, please contact one of the lawyers listed, or the Dechert lawyer with whom you regularly work. Visit us at www.dechert.com/financialservices.

Karen L. Anderberg
London
+44 20 7184 7313
karen.anderberg@dechert.com

Jessica Brescia
London
+44 20 7184 7584
jessica.brescia@dechert.com

Jennifer O. Epstein
London
+44 20 7184 7403
jennifer.epstein@dechert.com



www.dechert.com

EUROPE Brussels • London • Luxembourg • Munich • Paris • **US** Austin
Boston • Charlotte • Hartford • Newport Beach • New York • Philadelphia
Princeton • San Francisco • Silicon Valley • Washington, D.C. • **ASIA** Hong Kong

Dechert is a combination of two limited liability partnerships (each named Dechert LLP, one established in Pennsylvania, US, and one incorporated in England) and offices in Luxembourg and Paris which are registered with the Law Society of England and Wales as multinational partnerships. Dechert has over 1,000 qualified lawyers and a total complement of more than 1800 staff in Asia, Belgium, France, Germany, Luxembourg, the UK, and the US.

Dechert LLP is a limited liability partnership, registered in England (Registered No. OC 306029) and is regulated by the Law Society. The registered address is 160 Queen Victoria Street, London EC4V 4QQ.

A list of names of the members of Dechert LLP (who are referred to as "partners") is available for inspection at the above office. The partners are solicitors or registered foreign lawyers. The use of the term "partners" should not be construed as indicating that the members of Dechert LLP are carrying on business in partnership for the purpose of the Partnership Act 1890.

This document is a basic summary of legal issues. It should not be relied upon as an authoritative statement of the law. You should obtain detailed legal advice before taking action. This publication, provided by Dechert LLP as a general informational service, may be considered attorney advertising in some jurisdictions. Prior results do not guarantee a similar outcome.

© 2008 Dechert LLP. Reproduction of items from this document is permitted provided you clearly acknowledge Dechert LLP as the source.