

# **CORPORATE GOVERNANCE POLICY**

**FOR  
UNITED STATES COMMODITY FUNDS LLC  
AND  
EACH FUND FOR WHICH IT ACTS  
AS GENERAL PARTNER OR SPONSOR**

**Adopted October 6, 2008,  
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**CORPORATE GOVERNANCE POLICY  
FOR  
UNITED STATES COMMODITY FUNDS LLC  
AND  
EACH FUND FOR WHICH IT ACTS  
AS GENERAL PARTNER OR SPONSOR (EACH A “FUND”)**

**A. Composition of the Board**

**1. Size and Membership of the Board**

Consistent with the fourth amended and restated limited liability company agreement dated June 12, 2008, as amended from time to time (the “LLC Agreement”), of United States Commodity Funds LLC (the “Company”), the board of directors of the Company (the “Board”) believes that the size of the Board generally should be seven directors. Pursuant to the LLC Agreement, the Management Directors (as defined in the LLC Agreement) may change the number of Management Directors and Non-Management Directors from time to time by written consent of the Management Directors.

All directors shall meet certain qualification standards. The Management Directors shall select and evaluate directors in accordance with the following general criteria for Board membership.

- (a) Director selection should include at least three Independent Directors (as defined in and determined pursuant to Section A.3 of this Corporate Governance Policy), and such Independent Directors should have appropriate skills, experiences and other characteristics to provide qualified persons to fill all Board committee positions required to be filled by Independent Directors.
- (b) Subject to the right of the Management Directors and the Board to decide otherwise when deemed appropriate, the Chief Executive Officer of the Company generally should be a director and, depending on the circumstances, certain other members of management, as well as certain individuals having relationships with the Company that prevent them from being Independent Directors, may be appropriate members of the Board.
- (c) Each director should:
  - (ii) Be an individual of the highest character and integrity and have an inquiring mind, vision, a willingness to ask hard questions and the ability to work well with others;
  - (iii) Be free of any conflict of interest that would violate any applicable law or regulation or interfere with the proper performance of the responsibilities of a director;

- (iv) Be willing and able to devote sufficient time to the affairs of the Company and the Funds and be diligent in fulfilling the responsibilities of a director and Board committee member (including developing and maintaining sufficient knowledge of the Company, the Funds and their industry; reviewing and analyzing reports and other information important to Board and committee responsibilities; preparing for, attending and participating in Board and committee meetings; and satisfying appropriate orientation and any continuing education guidelines); and
- (v) Have the capacity and desire to represent the balanced, best interests of the Funds' unitholders as a whole and not primarily a special interest group or constituency.

## **2. Proportion and Determination of Independent Directors**

The Board believes that as a matter of policy, Independent Directors (as defined herein) should comprise at least three of the seven directors who serve on the Company's Board. This will not, however, prevent the Board from taking valid actions if, due to a temporary vacancy or vacancies on the Board, there are fewer than the intended proportion of Independent Directors. Any such vacancies should be filled as soon as reasonably practicable.

The three Independent Directors shall also constitute the Audit Committee that acts on behalf of the Company and the Funds that are limited partnerships.

### **(a) Independence Generally**

- (i) An "Independent Director" is one who is not:
  - A. A director who is or has been within the last three years an employee of the Company, the Trust or any Fund, or whose immediate family member is or has been within the last three years an executive officer<sup>1</sup> of the Company, the Trust or any Fund. Employment as an interim Chairman or CEO or other executive officer does not disqualify a director from being considered independent following that employment.
  - B. A director who
    - (1) is a current partner of a firm that is the internal or external auditor of the Company, the Trust or any Fund, or (b) has an immediate family member that is such a partner;
    - (2) is a current employee of a firm that is the internal or external auditor of the Company, the Trust or any Fund;
    - (3) has an immediate family member who is a current employee of a firm a firm that is the internal or external auditor of the Company,

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<sup>1</sup> The term executive officer shall have the same meaning as "officer" as set forth in Rule 16a-1(f) under the 1934 Act and in the definitions listed in subsection (2)(c) of these guidelines.

- the Trust or any Fund and who participates in the firm's audit, assurance or tax compliance (but not tax planning) practice; or
- (4) was within the last three years (but is no longer) a partner or employee of a firm is the internal or external auditor of the Company, the Trust or any Fund and personally worked on the audit of the Company, the Trust or any Fund within that time, or
- (b) has an immediate family member who was in such a position.
- C. A director or a director who has an immediate family member who is, or in the past three years has been, part of an interlocking directorate in which an executive officer of the Company, the Trust or any Fund serves or served on the compensation committee of another company that concurrently employs or employed the director.
- D. A director who is an executive officer or an employee, or whose immediate family member is an executive officer, of a company that makes payments to, or receives payments from, the Company, the Trust or any Fund for property or services in an amount which, in any single fiscal year, exceeds the greater of \$200,000 or 5% of such other company's consolidated gross revenues, is not "independent" until three years after falling below such threshold. For purposes of this rule, contributions to tax exempt organizations shall not be considered "payments", provided however that each Fund shall disclose in its annual report on Form 10-K filed with the SEC, any such contributions made by the Fund to any tax exempt organization in which any independent director serves as an executive officer if, within the preceding three years, contributions in any single fiscal year from a Fund to the organization exceeded the greater of \$200,000 or 5% of such tax exempt organization's consolidated gross revenues.
- E. A director who received, or whose immediate family member is an executive officer who received, during any twelve-month period within the last three years, more than \$100,000 in direct compensation from the Company, the Trust or any Fund, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service). Compensation received by a director for former service as an interim Chairman or CEO or other executive officer need not be considered in determining independence under this test.
- (ii) The Independent Directors shall also satisfy, if different from those set forth above, the independence requirements of any national securities exchange on which the securities of the any Fund that is a limited partnership are traded.
- (iii) In addition, to be considered an Independent Director, the Board must affirmatively determine that such director has no material relationship with the Company, the Trust or any Fund, either directly or as a partner, shareholder or officer of an organization that has a relationship with the Company, the Trust or any Fund.

**(b) *Materiality Determination Based on Facts and Circumstances***

In assessing the materiality of any existing or proposed director's relationship with the Company, the Trust or any Fund (other than a relationship described in clause (1) of the definition of an Independent Director, which will always be deemed material), the Board will consider all relevant facts and circumstances. Material relationships can include, but are not limited to, commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships. The Board should evaluate materiality not only from the perspective of the director, but also from that of persons and organizations with which the director has a relationship. The Board may adopt and disclose categorical standards to assist it in making determinations of independence. The identity of the independent directors and the basis for a board determination that a relationship is not material must be disclosed in the Form 10-K for each Fund that is a limited partnership. This disclosure may be stated in a general way for anyone satisfying any categorical standards adopted by the Board with respect to any Fund that is a limited partnership and described in its Form 10-K, but the determination must be specifically explained if no such standards are adopted or if a director does not satisfy them.

**(c) *Certain Definitions***

- (i) Immediate Family Members. "Immediate Family Members" include a person's spouse, parents, children, siblings, mothers-in-law and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than employees) who shares such person's home.
- (ii) Officer. "Officer" means an issuer's president, principal financial officer, principal accounting officer (or, if there is no such accounting officer, the controller), any vice-president of the issuer in charge of a principal business unit, division or function (such as sales, administration or finance), any other officer who performs a policy-making function, or any other person who performs similar policy-making functions for the issuer. Officers of the issuer's parent(s) or subsidiaries shall be deemed officers of the issuer if they perform such policy-making functions for the issuer. In addition, when the issuer is (x) a limited partnership, officers or employees of the general partner(s) who perform policy-making functions for the limited partnership are deemed officers of the limited partnership, and (y) a series of a statutory trust, officers or employees of the sponsor who perform policy-making functions for the series and the trust are deemed officers of the series and the trust.

**3. Selection of Directors**

The Board shall be responsible for determining the qualification of an individual to serve on the Audit Committee and that each such individual is financially literate, as such

qualification is interpreted by the Board in its business judgment. Also, the Board shall determine that at least one member of the Audit Committee has accounting or related financial management expertise, as the Board interprets such qualification in its business judgment. The Board shall also determine whether to designate an “audit committee financial expert,” as defined by applicable rules of the SEC under Section 407 of the Sarbanes-Oxley Act. Any individual that satisfies the definition of an “audit committee financial expert” is deemed to have accounting or related financial management expertise for purposes of satisfying such requirement pursuant to the NYSE Arca Equities Rules.

#### **4. Directors Who Change Their Corporate Affiliations**

Any director who changes his or her employer or otherwise has a significant change in job responsibilities, or who accepts or intends to accept a directorship with another company that he or she did not hold when such director was most recently elected to the Board, shall give written notice to the Board, specifying the details, as soon as practicable and shall submit to the Board a letter of resignation resigning from the Board and from each Board committee on which such director serves.

It is not necessary in every instance for a director who retires or otherwise has a significant change in position or job responsibilities or who accepts, or indicates an intent to accept, a directorship with an additional company to leave the Board and/or each Board committee on which such director serves. Submission of a letter of resignation as provided above, however, will provide an opportunity for the Board to review the continued appropriateness of such director’s membership on the Board and each applicable Board committee under these circumstances, taking into account all relevant factors. In some instances, it may be appropriate for such person to be replaced as a member of one or more Board committees even if such person is retained as a director.

#### **5. No Pre-Determined Term Limits**

In lieu of pre-determined term limits for directors, the Management Directors will evaluate each director’s continued services on the Board in connection with each annual decision regarding whether such director should be re-appointed to the Board and at such other times as may be appropriate in particular circumstances. In connection with each annual decision regarding re-appointments, each director should be given an opportunity to confirm his or her desire to continue as a member of the Board.

#### **6. Retirement Age**

A retirement age of 70 is generally considered appropriate for the Company’s directors, but the Board may decide to defer retirement on an annual basis in appropriate circumstances after a director reaches age 70.

### **B. Board Leadership**

#### **1. Selection of Chairman and Chief Executive Officer**

The Board should have flexibility to decide whether it is best for the Company at a given point in time for the roles of the Chief Executive Officer and Chairman of the Board to be separate or combined and, if separate, whether the Chairman should be selected from the Independent Directors or be an employee.

## **2. Presiding Independent Director**

The Independent Directors shall: (a) select from among themselves a continuing Presiding Independent Director who will preside at one or more separate meetings of the “Non-Management Directors” (which shall be the same as the Independent Directors) held pursuant to Section G.3 of this policy or (b) adopt a procedure for selecting from among themselves a specific Presiding Independent Director to preside at each such separate meeting. The Presiding Independent Director, if there is only one, or the procedure for selecting different Presiding Independent Directors throughout the year, shall be identified as such in the annual Form 10-K for each Fund that is a limited partnership to facilitate communications by unitholders and employees with the Non-Management Directors. Such Presiding Independent Director also may be responsible for representing the Non-Management Directors with respect to certain matters as to which the views of the Non-Management Directors are sought pursuant to specific provisions of this policy or otherwise in a manner consistent with this policy and with such other responsibilities that the Independent Directors as a whole might designate from time to time. Unless another selection is made by the Independent Directors, the Chairman of the Audit Committee shall be the Presiding Independent Director.

## **C. Board Compensation and Performance**

### **1. Board Compensation Review**

At this time only the independent directors shall receive compensation for serving on the Board. Changes in Board compensation, if any, should be determined with full discussion and concurrence by the Board.

### **2. Assessing the Performance of the Board as a Whole**

The Board of Directors are responsible for conducting annually a self-assessment of the performance of the Board as a whole. This assessment should specifically review areas in which the Board and/or management believes a better contribution could be made. The purpose of this assessment is to increase the effectiveness of the Board as a whole, not to focus on individual Board members.

## **D. Board of Directors’ Responsibilities**

The Board of Directors of the Company, on behalf of each Fund, represents the unitholders’ interest in perpetuating a successful business and optimizing long-term financial returns in a manner consistent with applicable legal requirements and ethical considerations. The Board is responsible for identifying and taking reasonable actions to help assure that the Funds are managed in a way designed to achieve this result. Consistent with the importance of the

Board's responsibilities, each director is expected to be familiar with the Funds' business and public disclosures, to review in advance of Board meetings all related materials distributed to the Board and to attend and participate in meetings of the Board and meetings of any committee of which such director is a member.

### **1. Selection, Evaluation, Retention and Succession of Chief Executive Officer and Oversight of Selection and Performance of Other Executive Officers**

The Management Directors have the responsibility to select, evaluate the performance of and make decisions about the retention of the Chief Executive Officer, to oversee the selection and evaluation of the performance of other executive officers, to plan for management succession, and to monitor on a regular basis the effectiveness and execution of management strategies and decisions in optimizing the Funds' long-term financial returns in a manner consistent with applicable legal requirements and ethical considerations.

The Chief Executive Officer shall delegate, in writing, to the Company's officers, as available and in the order named, the authority to exercise the powers and perform the duties of the Chief Executive Officer in the event of his unavailability or inability to act for any reason. In the event the Chief Executive Officer leaves the Company, the Board will designate an officer(s) to assume responsibility for the Chief Executive Officer for the period during which the Board secures a new Chief Executive Officer.

### **2. Understanding, Reviewing and Monitoring Implementation of Strategic Plans and Annual Operating Plans and Budgets**

The Board is responsible for overseeing and understanding the Funds' strategic plans from inception through development and execution and should regularly monitor implementation of such plans to determine whether they are being implemented effectively and whether any changes are needed. The Board also is responsible for overseeing and understanding the Funds' annual operating plans and annual budgets and for monitoring whether these plans are being implemented effectively and within budgetary limits.

### **3. Selection and Oversight of Independent Auditors; Oversight of Financial Statements**

*Company and the Funds that are Limited Partnerships.* The Audit Committee of the Board has sole responsibility for making determinations to appoint, compensate and replace the independent accounting firm that audits the financial statements of the Company and the Funds that are limited partnerships and to pre-approve the engagement terms and the provision of any audit and non-audit services performed by such accounting firm for the Company and the Funds that are limited partnerships. The Audit Committee will have direct responsibility, and the Board will have a corresponding and

supplemental responsibility, for monitoring the performance of such accounting firm and guarding against any compromise of its independence, as well as overseeing the financial statements prepared by management, with the goal of assuring that they fairly present, with respect to the Company and the Funds that are limited partnerships, their financial condition, results of operations, cash flows and related risks in a clear and understandable way.

*The Trust and USCI.* The Board has sole responsibility for making determinations to appoint, compensate and replace the independent accounting firm that audits the financial statements of the Trust and USCI and to pre-approve the engagement terms and the provision of any audit and non-audit services performed by such accounting firm for the Trust and USCI. The Board will have direct responsibility, and the Management Directors will have a corresponding and supplemental responsibility, for monitoring the performance of such accounting firm and guarding against any compromise of its independence, as well as overseeing the financial statements prepared by management, with the goal of assuring that they fairly present, with respect to the Trust and USCI, their financial condition, results of operations, cash flows and related risks in a clear and understandable way.

#### **4. Advising Management on Significant Issues**

The Board is responsible for utilizing the broad range of experiences and perspectives of directors to advise and counsel management, both in meetings and in informal consultations, on significant issues facing the Company and the Funds.

#### **5. Review and Approval of Significant Company Actions and Certain Other Matters**

The Board is responsible under Delaware state law applicable to limited liability companies, limited partnerships and statutory trusts for reviewing and approving significant actions by the Company, the Trust and the Funds, including election of executive officers and major transactions. In addition, the Board is responsible for approving certain actions by the Company and the Funds as set forth in this policy, the Business Code of Conduct and Ethics and any other policies that may be adopted from time to time by the Board, or as otherwise required by any applicable national securities exchange or national securities association on which the securities of the Funds are traded.

#### **6. Nominating Directors and Committee Members and Overseeing Effective Corporate Governance**

The Management Directors are responsible for (a) evaluating and appointing directors and members of Board committees, (b) overseeing the structure and practices of the Board and the committees, and (c) overseeing other corporate governance matters, as more fully set forth in this policy.

#### **7. Consideration of Other Constituencies**

In addition to fulfilling its obligation on behalf of the Funds to meet their investment objectives, the Board should consider the impact of various actions and decisions on the Company's and the Funds' customers, employees, suppliers and the communities impacted by the Funds – all of whom are essential to a successful business.

## **E. Management's Responsibilities**

Management is responsible for operating the Company and the Funds in an effective, ethical and legal manner designed to produce value for the Funds' unitholders consistent with the policies and standards of the Company and the Funds, including this policy. Management also is responsible for enforcing and complying with mandatory provisions of the Company's and the Funds' policies and standards. Management is responsible for understanding the Funds' income-producing activities and the material risks being incurred by the Funds and also is responsible for avoiding conflicts of interest with the Company, the Funds and the unitholders of the Funds.

### **1. Financial Statements and Disclosures**

Management is responsible for producing, under the oversight of the Board and, solely with respect to the Funds that are limited partnerships, the Audit Committee, financial statements that fairly present the Company's, the Trust's and the Funds' financial condition, results of operations, cash flows and related risks in a clear and understandable way, for making timely and complete disclosures to investors, and for keeping the Board and the appropriate committees of the Board well-informed on a timely basis as to all matters of significance to the Company, the Trust and the Funds.

### **2. Strategic Planning**

The Chief Executive Officer and management are responsible for developing and presenting to the Board the strategic plans of the Funds and for implementing those plans as approved by the Board.

### **3. Effective Management and Organizational Structure**

The Chief Executive Officer and management are responsible for selecting qualified members of management and for implementing and working within an effective organizational structure appropriate for the Company's particular circumstances.

### **4. Setting a Strong Ethical "Tone at the Top"**

Senior management, and especially the Chief Executive Officer, are responsible for setting a "tone at the top" of integrity, ethics and compliance on the part of all persons associated with the Company and the Funds, with applicable legal requirements and with the policies and standards of the Company and the Funds.

### **5. Internal Controls and Procedures**

Management is responsible for developing, implementing and monitoring an effective system of internal controls and procedures to provide reasonable assurance that: the transactions of the Company and the Funds are properly authorized; the assets of the Company and the Funds are safeguarded against unauthorized or improper use; and the transactions of the Company and the Funds are properly recorded and reported. Such internal controls and procedures also shall be designed to permit preparation of financial statements for the Company and the Funds in conformity with generally accepted accounting principles or any other criteria applicable to such statements.

## **6. Disclosure Controls and Procedures**

Management is also responsible for establishing, maintaining and evaluating the Company's "disclosure controls and procedures." The term "disclosure controls and procedures" means controls and other procedures of the Company and the Funds that are designed to ensure that information required to be disclosed by any Fund in the reports filed by it under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. "Disclosure controls and procedures" include, without limitation, controls and procedures designed to ensure that information required to be disclosed by any Fund in the reports it files under the Securities Exchange Act of 1934 is accumulated and communicated to management, including the principal executive and financial officers, to allow timely decisions regarding required disclosure.

## **F. Board Relationship to Senior Management**

### **1. Board Access to Senior Management**

The Board (meeting as a whole, as well as the Non-Management/Independent Directors meeting separately and each director individually) and each Board committee will have complete access to the Company's management.

The Board encourages the executive officers to bring non-executive officers to Board meetings, from time to time, who can provide additional insight into the items being discussed because of personal involvement in these areas.

### **2. Board's Interaction with Institutional Investors, Press and Customers**

The Board believes that the Company's management has the authority and responsibility to be the public spokesperson for the Company and the Funds. Individual members of the Board may, from time to time at the request of the management, meet or otherwise communicate with various constituencies that are involved with the Company and the Funds. If comments from the Board are appropriate, they should, in most circumstances, come from the Chairman of the Board.

## **G. Meeting Procedures**

### **1. Selection of Agenda Items for Board Meetings**

The Chairman of the Board and the Chief Executive Officer (if the Chairman is not the Chief Executive Officer) will establish the agenda for each Board meeting and will include in each such agenda any item submitted by any separate Presiding Independent Director. The Chairman of the Board may delegate responsibility for preparing such agenda as appropriate.

Each Board member is free to suggest the inclusion of item(s) on the agenda.

### **2. Board Materials Distributed in Advance**

Management shall be responsible for assuring that, as a general rule, information and data that are important to the Board's understanding of the business of the Company and the Funds and to all matters expected to be considered and acted upon by the Board be distributed in writing to the Board sufficiently in advance of each Board meeting and each action to be taken by written consent to provide the directors a reasonable time to review and evaluate such information and data. Management will make every attempt to see that this material is as concise as feasible, while still providing sufficient information to permit the Board to be appropriately informed of material matters to be considered at each Board meeting or other Board action.

It is recognized that circumstances will arise when it is not feasible to provide information relating to certain agenda items in advance (or at least not very much in advance) of a Board meeting or an action to be taken by written consent. In such event, reasonable steps shall be taken (which may include extending the length of the Board meeting to allow more discussion, adjourning the meeting for a brief period to allow directors time to review such information, deferring a vote until a follow-up telephonic meeting, or other measures as appropriate) to permit the directors to become reasonably informed as to the matter before voting on it.

As a general rule, presentations on specific subjects also should be sent to the Board members in advance so that Board meeting time may be conserved and discussion time focused on questions that the Board has about the material. On those occasions in which the subject matter is too sensitive to distribute in written form, there will be an opportunity for full discussion of the presentation at the meeting.

### **3. Separate "Executive Session" Meetings of Non-Management Directors**

The Non-Management Directors (as defined in Section B.2 of this policy) shall meet separately from the other directors in regularly scheduled executive sessions, without the presence of management directors or executive officers of the Company (except to the extent the Non-Management/Independent Directors request the attendance of any executive officers). Such regularly scheduled separate meetings shall be held at such

times as may be determined by any Independent Director then serving as a Presiding Independent Director.

## **H. Committee Matters**

### **1. Number, Structure and Independence of Committees**

The Board shall have an Audit Committee, which shall have the respective responsibilities described in the audit committee charter, consisting solely of the Independent Directors. The Audit Committee also acts on behalf of the Funds that are limited partnerships. The functions performed by the Audit Committee on behalf of the Company and the Funds that are limited partnerships shall be performed by the Board of Directors on behalf of the Trust and USCI. In addition, the Board may, from time to time appoint one or more additional Committees, such as an Executive Committee. To the extent the Executive Committee is taking action solely on a matter expressly delegated to it by the Board, consistent with the provisions of this policy and applicable law, such as fixing the price and other terms within parameters set by the Board for securities to be sold in a public offering by any Fund, the Executive Committee need not include any Independent Directors. If and when the Board appoints any such additional committee, the Board shall, by resolution or otherwise, clearly define in writing the responsibilities of such committee.

### **2. Frequency and Length of Committee Meetings**

Subject to any requirements in the applicable committee charter regarding the frequency of committee meetings, each committee chairman, in consultation with committee members, will determine the frequency and length of the meetings of the committee.

### **3. Committee Agenda, Background Materials and Reports**

The Chairman of each Board committee, in consultation with the appropriate members of management and staff, will develop the committee's agenda. Management will be responsible for assuring that, as a general rule, information and data that are important to the committee's understanding of the matters within the committee's authority and the matters to be considered and acted upon by a committee are distributed to each member of such committee sufficiently in advance of each such meeting or action taken by written consent to provide a reasonable time for review and evaluation of such information and data. The other provisions applicable under Section G.2 of this policy regarding distribution of Board materials in advance shall apply equally to distribution of committee materials in advance. The agenda for each committee meeting shall be distributed to other members of the Board at the same time that it is distributed to committee members.

At each Board meeting, the chairman of each committee or his or her delegate shall report the matters considered and acted upon by such committee at each meeting or by written consent since the preceding Board meeting, except to the extent covered in a previous written report to the full Board, and shall be available to answer any questions

the other directors may have regarding the matters considered and actions taken by such committee.

## **I. Miscellaneous**

### **1. Resources.**

The Board (and Board committees to the extent so provided in the applicable committee charters or otherwise authorized by the Board) may use reasonable amounts of time of the advisers of the Company and the Funds including their internal and independent accountants, outside lawyers and other internal staff and also shall have the authority to hire independent accounting experts, lawyers and other consultants to assist and advise the Board (and any of its committees that are authorized to seek such advice and assistance) in connection with its responsibilities. The Board (and any such committees) shall keep the Chief Financial Officer of the Company advised as to the general range of anticipated expenses for outside consultants hired by the Board (or such committees). Formal Board approval (in advance or after-the-fact) shall be required for any expenditures by the Board and the committees (other than the Audit Committee) exceeding \$50,000 or, in the case of committee expenditures, exceeding any limits applicable to the specific committee.

### **2. Reliance**

Each director is entitled to rely in good faith on (1) corporate records, corporate officers, corporate employees or board committees or (2) any other person selected with reasonable care as to matters reasonably believed to be within the person's professional or expert competence. The Board shall assess the qualifications of all such persons on whom it relies, shall inquire as to the processes used by such persons to reach their decisions, prepare their reports and make their recommendations and also shall inquire as to the substance of such matters, and shall hold such persons accountable for any follow-up reasonably needed to satisfy the Board.

### **3. Director Orientation and Continuing Education**

Each new director shall be given a thorough orientation with respect to his or her duties as a director, including: (a) copies of this policy and the American Bar Association Section of Business Law's Corporate Directors Guidebook; (b) meetings with the Company's Chief Compliance Officer; and (c), except to the extent unnecessary for any director who is an executive officer of the Company, background material with respect to the Company and the Funds, its business and issues of particular significance to the Company and the Funds. Each new director and each new member of any Board committee also shall cooperate in fulfilling any additional orientation guidelines that may be recommended generally or on an ad hoc basis by the Management Directors to help assure that such director has the necessary skills to perform his or her responsibilities as a director and/or new member of any Board committee.

Each director also shall cooperate in fulfilling any applicable continuing education guidelines that may be established by the Board and the Chief Compliance Officer.

#### **4. Disclosure of this Policy**

This policy, together with the audit committee charter and the code of business conduct and ethics, will be posted on the website of each Fund that is a limited partnership and also will be available in print to any unitholder of such Fund requesting it. Such availability on the website of each Fund that is a limited partnership and in print will be noted in such Fund's annual report to unitholders.

#### **5. Code of Business Conduct and Ethics**

The Company will maintain a code of business conduct and ethics. The Audit Committee will oversee compliance by the Company and the Funds that are limited partnerships with such code of business conduct and ethics. The Board will oversee compliance by the Trust and USCI with code of business conduct and ethics