

Kirkpatrick & Lockhart LLP

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Application does not present any of the issues raised by FD. Applicants should not be held hostage to FD's agenda.

Each of FD's five "issues" are quoted below, along with a brief notation of the facts presented by Applicants:

- *Whether a fund that never has more than one subadviser and does not intend to replace that subadviser frequently, and therefore is functionally similar to a single manager fund, should be able to hire a new subadviser, or increase the manager's fee or the subadviser's fee, without shareholder approval.*

The series of Hillview Investment Trust II are *bona fide* multi-managed funds. The Hillview Alpha Fund ("Alpha Fund") has disclosure in the "Principal Investment Strategies" section of its prospectus that states that under normal circumstances the fund's assets will be allocated among four to six subadvisers. See *Hillview Investment Trust II Prospectus* ("Prospectus") p. 1. Similarly, the Hillview International Alpha Fund ("International Alpha Fund") discloses that under normal circumstances the fund's assets will be allocated among three to six subadvisers. See *Prospectus* p. 6. Currently the Alpha Fund and the International Alpha Fund have five and four subadvisers, respectively. The Alpha Fund follows the same investment objective and strategies as an unregistered investment company advised by Hillview Capital Advisors, LLC ("Hillview Capital Advisors"), and a predecessor company at which the principals of Hillview Capital Advisors were principals, which operated from September 4, 1997 to September 1, 2000, the date the Alpha Fund commenced operations. During that period, Hillview Capital Advisors changed subadvisers twice.

- *Whether providing extensive information about a multimanager fund's subadviser(s) near the front of the prospectus, with greater prominence and specificity than information provided about the manager near the back of the prospectus, and providing no or almost no information about the manager's role in overseeing the fund's subadviser(s), complies with the condition proposed by Applicants that any fund relying on the order will hold itself out to the public as employing a multi-manager structure.*

Hillview Capital Advisors holds itself out as a manager of managers. The information about Hillview Capital Advisors and its management strategies, provided in the prospectus is more prominent than the information provided about any of the subadvisers. Information about Hillview Capital Advisors is provided in both funds' "Principal Investment Strategies" section before any information about subadvisers is provided. See *Prospectus* pp. 1 & 6. Both the Alpha Fund and the International Alpha Fund have prominent disclosure in the "Principal Investment Strategies" sections about Hillview Capital Advisors, and the methods it uses to select subadvisers, as well as disclosure about Hillview