

LUXEMBOURG HEDGE FUNDS INVOICE

Our Client

Company Reg. No.: 921530

Address to be advised

Date: Monday, December 02, 2013

Invoice No: 2013 – 011 – 027

Professional services rendered	Notes	Year 1 US\$	Year 2 US\$
Luxembourg hedge funds incorporation fees	1.	18,200	4,350
Company secretary and legal registered office fees	2.	2,700	2,700
Estimate of Government registration fees	3.	2,650	1,350
Annual accounting and tax fees	4.	0	2,300
Total Healy Consultants fees	5.	23,550	10,700

Note: this invoice needs to be tailored for each Client. The above services and fees represent the average requirements of our Clients.

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LUXEMBOURG HEDGE FUNDS INVOICE

Notes to invoice above

1. This cost includes Healy Consultants fees to efficiently and effectively project manage our Clients engagement **i)** without our Client travelling and **ii)** our Client sending one courier to us. This fee also includes the time taken with our Clients to agree the optimum corporate structure, while legally minimising global taxation. In this engagement. All engagement fees are agreed and paid up front. Consequently, there are no hidden fees or surprises or ambushes throughout the engagement. All engagement deadlines are agreed up front in the form of a detailed project plan, mapping out deliverables by week throughout the engagement term;

Every second day during the engagement, we email our Client a detailed status update. Our Client is immediately informed of engagement problems together with solutions. Your dedicated engagement manager is reachable by phone, skype, live chat and email and will communicate in your preferred language. Healy Consultants never gives up until we complete the engagement, regardless of the complexities or obstacles presented by banks and Governments;

Healy Consultants will act as Luxembourg counsel and our role will be to **i)** incorporate the fund vehicle and **ii)** review the fund documentation from a Luxembourg law perspective. For the purposes of this fee estimate we have assumed that **i)** the Fund would be incorporated as per SIF Law r and **ii)** the minimum subscription in the Fund would be at least US\$167,888.

2. In accordance with the Mutual Fund Law in Luxembourg, a Luxembourg hedge fund is not obliged to appoint a Company Secretary, but most of our clients wish to appoint Healy Consultants as their legal Luxembourg Company Secretary and our annual responsibilities include **i)** preparation and filing of the legal Annual Return **ii)** securely maintain company records and chop **iii)** liaise with the Luxembourg Government on behalf of our Client and **iv)** legal filing of changes of company structure;

In accordance with the Luxembourg Mutual Fund, a Company shall as from the date of its incorporation have a legal registered office in Luxembourg, to which all official Government communications and notices may be addressed and which shall be open and accessible to the public for not less than 3 hours during ordinary business hours on each day, Saturdays, weekly and public holidays excepted. To comply with this statutory requirement, Healy Consultants Luxembourg business office will be the registered office address for your Luxembourg hedge fund. Thereafter, this address will be used to receive Government correspondence including **a)** Annual Tax Return **b)** Notice of changes in Luxembourg Mutual Funds Law **c)** Notice of liquidation of hedge fund. Most of our Clients wish to place Healy Consultants office address on invoices, contracts, websites and business cards;

Continued overleaf

LUXEMBOURG HEDGE FUNDS INVOICE

3. This fee is an estimate of Government costs payable during your hedge fund's engagement. All Government fee payments will be supported by original receipts and invoices. Examples of Government costs include **i)** Government incorporation fees **ii)** preparation of Fund's amended and restated memorandum and articles of association and **iii)** director's and shareholders' resolution for the formation and the launch of the Fund. Government fees varies depending on the number of shares the company has;
4. These accounting and tax fees are an estimate of Healy Consultants fees to efficiently and effectively discharge your Luxembourg Fund accounting and tax obligations. Following receipt of a set of draft accounting numbers from your Luxembourg Fund, Healy Consultants will more accurately advise accounting and tax fees;
5. All fees quoted in this invoice correspond to fees quoted on Healy consultant's [business website](#). Please review this invoice carefully to identify errors. During the rush of a business day, it is possible Healy Consultants inadvertently made fee calculation errors, typing errors or omitted services or omitted historic fee payments from Clients. In the unfortunate event you identify invoice errors, please revert to me directly re the same. I apologize in advance if I or my staff made invoice errors;
6. The fees quoted in this invoice are an average of the fees of a typical Luxembourg engagement. Only after agreeing each individual client's hedge funds structure and needs, can Healy Consultants provide a custom, tailored fee quotation. Unfortunately, government fees and procedures vary by industry by company. If during the engagement, Healy Consultants realizes the company incorporation is more complex than anticipated, requiring large investment of time, my Firm will revert to request additional fees;
7. Some of our Clients request Healy Consultants to provide temporary shared office space for 6 months until our Client finds their preferred business address. If your Firm requires this service from Healy Consultants, our monthly fee amounts to US\$3,350. Alternatively, some of our Clients request Healy Consultants to locate permanent office premises and our one-time fee for this service is US\$6,950;
8. In accordance with the Luxembourg Mutual Fund Law, every Luxembourg Fund shall have at least one registered agent who is ordinarily resident in Luxembourg. Most of our Clients request Healy Consultants to be the resident agent. Healy Consultants resident agent service fee amounts to US\$6,600 per annum, as published on our [business website](#). Aidan Healy will be the Singapore resident agent, which will increase the probability of successful visa approval and corporate bank account opening;

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LUXEMBOURG HEDGE FUNDS INVOICE

9. If our Client requires nominee services, Healy Consultants fee for corporate nominee director or corporate shareholder amounts to US\$1,800 per annum. Our fee for a non-resident individual nominee director or individual shareholder amounts to US\$3,600 per annum. Our fee for a country resident director or resident shareholder amounts to US\$6,600 per annum. When appointing a nominee Healy Consultants collects a refundable deposit of US\$1,100 per nominee;
10. Healy Consultants will be pleased to open a bank account to support your hedge fund. It is a time consuming task, Healy Consultants will shelter our Client from the administrative challenges. Healy Consultants fees for the bank account opening amounts to US\$2,950. There is a 50% probability the banks will request a bank signatory to travel for a one hour bank interview. Healy Consultants will try its best to negotiate with the bank for a travel exemption. As you can appreciate, it is a difficult task to obtain bank account approval through a newly formed company, when shareholders and directors and bank signatories reside overseas. There will be a fee discount of US\$500 if you have to travel;

The banks enjoy ultimate power of approval of corporate bank account applications. Consequently, guaranteed success is outside of Healy Consultants control. What is inside our control is the preparation and submission of a high quality bank application that maximizes the likelihood of approval. To date, we enjoy a 100% approval record;

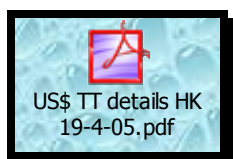
Global banks continue to tighten corporate bank account opening procedures, their internal compliance departments completing more thorough due diligence of Clients. Consequently, our Clients should expect the bank account approval period to take up to 4 weeks. Furthermore, global banks now require evidence of proof of business in the country where the corporate bank account will be, including sales contracts or lease agreement;

11. To assist our Clients minimize Forex costs, we offer the payment in SG\$, Euro, Pound or US\$. Kindly let me know in which currency your Firm prefers settling our fees and I will send an updated invoice, thank you;
12. If during the engagement, Healy Consultants realizes hedge fund incorporation is more complex than anticipated, requiring large investment of time, my Firm will revert to request additional fees;
13. As stipulated on our business website and in section 3 of our engagement letter, Healy Consultants will only commence the engagement following i) settlement of our fees and ii) completion and signing of our legal engagement letter;

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LUXEMBOURG HEDGE FUNDS INVOICE

14. Healy Consultants will only incorporate your fund after 75% of due diligence documentation is received by email. Healy Consultants will only open a corporate bank account after 100% of Client due diligence documentation is received by courier;
15. To efficiently and effectively complete your engagement in a timely manner, we recommend your Firm transfers these funds to Healy Consultants corporate bank account. Thereafter, our Incorporation and Banking Team will aggressively advance your engagement, providing your Firm daily feedback as to engagement status. I would be grateful if you email us the bank transfer advice slip to enable my Accounting Department to accurately and timely identify bank receipts:



Double click on the attachment included here!

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Thank you for your business and we look forward to working closely with you over the coming weeks as we engineer your Luxembourg corporate structure.

Best regards

Aidan Healy

Aidan Healy
Managing Director
Healy Consultants

Tel: (+65) 6735 0120

Address: 3-7 Rue Schiller L – 2519 Luxembourg Grand-Duche de Luxembourg

Skype: healyconsultants

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