

[Company Letterhead]

[Date]

[Audit Firm Name]

[Audit Firm Address]

[City, State, Zip Code]

Subject: Representation Letter for [Name of Private Equity Fund] for the Period Ended [Fiscal Year End Date]

Dear [Auditor Name],

This representation letter is provided in connection with your audit of the financial statements of [Name of Private Equity Fund] (the "Fund") for the purpose of expressing an opinion as to whether the financial statements present fairly, in all material respects, the financial position and results of operations in accordance with [Accounting Standards, e.g., US GAAP or IFRS].

We confirm, to the best of our knowledge and belief, the following representations made to you during your audit:

### **1. Financial Statements and Records**

We have fulfilled our responsibilities for the preparation and fair presentation of the financial statements. We have provided you with access to all relevant financial records, meeting minutes, and related data.

### **2. Portfolio Investments and Valuation**

The investments reported in the financial statements represent valid assets owned by the Fund. For investments where a ready market does not exist, the Board of Directors/General Partner has determined the fair value in good faith using appropriate valuation methodologies and assumptions consistent with the Fund's valuation policy.

### **3. Capital Commitments and Contributions**

All capital calls, distributions, and commitments have been accurately recorded in accordance with the Limited Partnership Agreement (LPA). There are no side agreements with Limited Partners that have not been disclosed to you.

### **4. Related Party Transactions**

We have disclosed to you the identity of the Fund's related parties, including the Investment Manager, General Partner, and their affiliates. All transactions with related parties, including management fees and carried interest calculations, have been properly recorded and disclosed.

### **5. Legal and Regulatory Compliance**

There have been no instances of non-compliance with laws, regulations, or the provisions of the LPA that would have a material effect on the financial statements. All taxes and regulatory filings are current.

## **6. Subsequent Events**

No events have occurred subsequent to the balance sheet date that would require adjustment to, or disclosure in, the financial statements.

## **7. Absence of Fraud**

We acknowledge our responsibility for the design and implementation of internal controls to prevent and detect fraud. We have no knowledge of any fraud or suspected fraud affecting the Fund.

Sincerely,

[Signature]

[Name of Authorized Signatory]

[Title, e.g., Chief Financial Officer/Managing Director]

[Signature]

[Name of Authorized Signatory]

[Title, e.g., Controller]