THIRD POINT

THIRD POINT OFFSHORE FUND, LTD.

UNAUDITED CONDENSED INTERIM FINANCIAL STATEMENTS

Period Ended June 30, 2012

Contents

Statements of Assets and Liabilities

(Stated in United States Dollars)	Unaudited June 30, 2012 $	Audited December 31, 2011 $
Assets		
Cash	25,001,683	60,701,903
Investment in Third Point Offshore Master Fund L.P., at fair value	4,405,742,834	4,222,746,791
Investment in affiliated portfolio fund, at fair value (cost $109,563,917)	124,833,539	129,604,799
Redemptions receivable from Third Point Offshore Master Fund L.P.	81,764,904	178,725,969
Total assets	**4,637,342,960**	**4,591,779,462**
Liabilities		
Deferred compensation payable	188,367,618	192,575,417
Shareholder redemptions payable	81,764,904	178,725,969
Shareholder subscriptions received in advance	24,990,000	60,690,000
Management fee payable	90,836	295,629
Accrued expenses	173,408	137,351
Total liabilities	**295,386,766**	**432,424,366**
Net assets	**4,341,956,194**	**4,159,355,096**

Net asset value per share (See Note 5)

See accompanying notes and attached financial statements of Third Point Offshore Master Fund L.P.

Unaudited Statements of Operations

(Stated in United States Dollars)	Half-year June 30, 2012 $	Half-year June 30, 2011 $
Realized and unrealized gain/(loss) on investment transactions allocated from Third Point Offshore Master Fund L.P.		
Net realized gain from securities, commodities, derivative contracts and foreign currency translations	206,404,214	434,745,273
Net change in unrealized loss on securities, commodities and foreign currency translations	(21,980,729)	(306,094,352)
Net change in unrealized gain on derivative contracts and foreign currency translations	473,498	44,021,299
Net (loss)/gain from currencies	(4,764,892)	516,533
Net realized and unrealized gain from investment transactions allocated from Third Point Offshore Master Fund L.P.	**180,132,091**	**173,188,753**
Fund realized and unrealized gain/(loss) on investments		
Net realized (loss)/gain on affiliated portfolio fund	(13,310)	8,837,167
Net change in unrealized gain on affiliated portfolio fund	292,050	3,526,998
Net realized and unrealized gain from investments	**278,740**	**12,364,165**
Investment income allocated from Third Point Offshore Master Fund L.P.		
Interest	68,393,208	49,001,177
Dividends, net of withholding taxes of $2,208,300	5,917,789	12,195,542
Stock loan fees	59,878	4,052
Total investment income allocated from Third Point Offshore Master Fund L.P.	**74,370,875**	**61,200,771**

See accompanying notes and attached financial statements of Third Point Offshore Master Fund L.P.

(Stated in United States Dollars)	Half-year June 30, 2012 $	Half-year June 30, 2011 $
Investment expense allocated from Third Point Offshore Master Fund L.P.		
Incentive allocation	25,148,518	30,475,085
Interest	811,280	1,271,360
Dividends on securities sold, not yet purchased	3,889,017	2,182,137
Stock borrow fees	6,053,625	4,522,106
Administrative and professional fees	4,371,357	6,514,479
Other	2,647,860	2,277,783
Total investment expenses allocated from Third Point Offshore Master Fund L.P.	**42,921,657**	**47,242,950**
Net investment income allocated from Third Point Offshore Master Fund L.P.	**31,449,218**	**13,957,821**
Fund expenses		
Management fee	44,645,207	33,112,126
Appreciation of deferred compensation	3,292,201	19,035,376
Administrative and professional fees	114,911	100,721
Other	39,478	94,919
Total fund expenses	**48,091,797**	**52,343,142**
Net fund expense	**(48,091,797)**	**(52,343,142)**
Net investment loss	**(16,642,579)**	**(38,385,321)**
Net increase in net assets resulting from operations	**163,768,252**	**147,167,597**

See accompanying notes and attached financial statements of Third Point Offshore Master Fund L.P.

Unaudited Statements of Changes in Net Assets

(Stated in United States Dollars)	Half-year June 30, 2012 $	Half-year June 30, 2011 $
Increase (decrease) in net assets resulting from operations		
Allocated from investment in Third Point Offshore Master Fund L.P.		
Net realized gain from securities, commodities, derivative contracts and foreign currency translations	206,404,214	434,745,273
Net change in unrealized loss on securities, commodities and foreign currency translations	(21,980,729)	(306,094,352)
Net change in unrealized gain on derivative contracts and foreign currency translations	473,498	44,021,299
Net (loss)/gain from currencies	(4,764,892)	516,533
Net investment income	31,449,218	13,957,821
Net realized (loss)/gain on affiliated portfolio fund	(13,310)	8,837,167
Net change in unrealized gain on affiliated portfolio fund	292,050	3,526,998
Net fund expense	(48,091,797)	(52,343,142)
Net increase in net assets resulting from operations	**163,768,252**	**147,167,597**
Increase (decrease) in net assets resulting from capital share transactions		
Class E Shares issued	174,928,477	1,049,481,400
Class F Shares issued	40,540,000	389,577,218
Class H Shares issued	17,500,000	–
Class A Shares redeemed	(1,043,320)	(407,466)
Class B Shares redeemed	–	(499,634)
Class C Shares redeemed	(1,315,764)	(462,529)
Class D Shares redeemed	(2,026,011)	(4,775,147)
Class E Shares redeemed	(74,258,869)	(98,428,523)
Class F Shares redeemed	(86,192,695)	(95,969,494)
Class H Shares redeemed	(49,973,120)	–
Redemption fee income	674,148	36,981
Net increase in net assets resulting from capital transactions	**18,832,846**	**1,238,552,806**
Net increase in net assets	**182,601,098**	**1,385,720,403**
Net assets at beginning of year	**4,159,355,096**	**2,340,817,993**
Net assets at end of year	**4,341,956,194**	**3,726,538,396**

See accompanying notes and attached financial statements of Third Point Offshore Master Fund L.P.

Unaudited Statements of Cash Flows

(Stated in United States Dollars)	Half-year June 30, 2012 $	Half-year June 30, 2011 $
Cash flows from operating activities		
Net increase in net assets resulting from operations	163,768,252	147,167,597
Adjustments to reconcile net increase in net assets resulting from operations to net cash used in operating activities:		
Net realized loss/(gain) on affiliated portfolio fund	13,310	(8,837,167)
Net change in unrealized gain on affiliated portfolio fund, other investments and foreign currency translations	(292,050)	(3,526,998)
Increase in investment in Third Point Offshore Master Fund L.P.	(182,996,043)	(1,386,548,131)
Decrease/(Increase) in redemptions receivable from Third Point Offshore Master Fund L.P.	96,961,065	(91,167,483)
Purchases of affiliated portfolio fund	(1,700,000)	(53,043,050)
Purchases of investments in other investments	–	(240,000)
Proceeds from disposition of affiliated portfolio funds	6,750,000	51,689,525
Proceeds from disposition of other investments	–	3,353,525
(Decrease)/Increase in deferred compensation payable	(4,207,799)	11,535,376
Decrease in management fee payable	(204,793)	(87,875)
Increase/(Decrease) in accrued expenses	36,057	(16,109)
Net cash provided by/(used in) operating activities	**78,127,999**	**(1,329,720,790)**
Cash flows from financing activities		
Proceeds from issuance of shares	197,268,477	1,748,692,119
Payments for redemption of shares	(311,096,696)	(109,338,329)
Net cash (used in)/provided by financing activities	**(113,828,219)**	**1,639,353,790**
Net decrease in cash	**(35,700,220)**	**309,633,000**
Cash at beginning of year	**60,701,903**	**132,313,434**
Cash at end of year	**25,001,683**	**441,946,434**

See accompanying notes and attached financial statements of Third Point Offshore Master Fund L.P.

Notes to Unaudited Condensed Interim Financial Statements

Period ended June 30, 2012

1. Organization

Third Point Offshore Fund, Ltd. (the "Fund") was incorporated under the laws of the Cayman Islands on October 21, 1996, commenced operations on December 1, 1996 and is registered under the Cayman Islands Mutual Funds Law. The Fund's objective is to seek to generate consistent long-term capital appreciation.

The Fund invests substantially all of its net assets in Third Point Offshore Master Fund L.P., an exempted limited partnership formed under the laws of the of the Cayman Islands (the "Master Partnership"), which, in turn, conducts substantially all investment and trading activities on behalf of the Fund. Third Point Advisors II L.L.C. (the "General Partner"), a limited liability company formed under the laws of the State of Delaware and an affiliate of Third Point L.L.C., serves as the general partner of the Master Partnership.

Third Point L.L.C. (the "Investment Manager") is the Investment Manager of the Fund and the Master Partnership. The Investment Manager is registered with the Securities and Exchange Commission as an Investment Adviser under the Investment Advisers Act of 1940. The Investment Manager is responsible for the operation and management of the Fund.

International Fund Services (Ireland) Limited serves as the administrator (the "Administrator") and transfer agent to the Fund.

2. Significant Accounting Policies

The Fund's unaudited interim financial statements are condensed in whole, guided by U.S. generally accepted accounting principles ("U.S. GAAP") and are expressed in United States dollars. Where applicable, certain notes to the unaudited interim financial statements are condensed to include only information relevant to Third Point Offshore Investors Limited ("ListCo"). The following is a summary of the significant accounting and reporting policies:

The Fund's investment in the Master Partnership is valued at fair value, which is represented by the Fund's proportionate interest in the partners' capital of the Master Partnership, which was $4,405,742,834 at June 30, 2012. The fair value represents the amount the Fund would expect to receive at June 30, 2012 if it were to liquidate its investment in the Master Partnership. The percent of the Master Partnership owned by the Fund at June 30, 2012 was approximately 97.55%. The Fund's allocated share of each item of the Master Partnership's income and expense is reflected in the accompanying statement of operations. The performance of the Fund is directly affected by the performance of the Master Partnership and is subject to the same risks to which the Master Partnership is subject. Attached are the unaudited condensed interim financial statements of the Master Partnership.

Valuation of investments held by the Master Partnership is discussed in the notes to the Master Partnership's unaudited condensed financial statements. The Fund records monthly its proportionate share of the Master Partnership's income, expenses, and realized and unrealized gains and losses. In addition, the Fund accrues its own income and expenses. The Fund records subscriptions and redemptions related to its investment in the Master Partnership on the transaction date.

The Fund's investment in the affiliated portfolio fund is valued at fair value, which is an amount equal to its capital account in the investment fund generally determined from financial information provided by the investment manager of the investment fund. Investment in the affiliated portfolio fund was made in connection with the Investment Manager's deferred incentive fee agreement (the "Deferred Fee Agreement"). Through the Deferred Fee Agreement, the Investment Manager may elect to make deemed investments not directly in the Master Partnership. The resulting net gains or losses of such investments

2. Significant Accounting Policies (continued)

are reflected in the statement of operations and allocated strictly to the deferred compensation payable account reflected in the statement of assets and liabilities.

The preparation of financial statements requires management to make estimates and assumptions that affect the amounts and disclosures in the financial statements and accompanying notes. Actual results could differ from these estimates.

The Fund records securities transactions and related income and expense on a trade-date basis. Realized gains and losses are determined using cost calculated on a specific identification basis. Dividends are recorded on the ex-dividend date. Income and expenses, including interest income and expenses, are recorded on the accrual basis.

Assets and liabilities denominated in foreign currencies are translated at the closing rates of exchange at June 30, 2012. Transactions during the year are translated at the rate of exchange prevailing on the date of the transaction. Foreign currency transaction and translation gains and losses are included in the statement of operations. The Fund does not isolate that portion of the results of operations resulting from changes in foreign exchange rates on investments, dividends and interest from the fluctuations arising from changes in market prices of securities and derivatives held. Such fluctuations are included within the realized and unrealized gain/(loss) on investments transactions in the statement of operations.

The Fund is exempt from all forms of taxation in the Cayman Islands, including income, capital gains and withholding taxes. In jurisdictions other than the Cayman Islands, in some cases foreign taxes will be withheld at source on dividends and certain interest received by the Fund. Capital gains derived by the Fund in such jurisdictions generally will be exempt from foreign income or withholding taxes at the source.

The Investment Manager has reviewed the Fund's tax positions in accordance with *Accounting for Uncertainty in Income Taxes* ("ASC 740-10") and has concluded that no material provision for income tax is required in the Fund's financial statements. Such open tax years remain subject to examination by tax authorities.

The Fund would recognize interest and penalties, if any, related to unrecognized tax positions as income tax expense in the statement of operations. During the period ended June 30, 2012, the Fund did not incur any interest or penalties.

The fair value of the Fund's assets and liabilities, which qualify as financial instruments, approximates the carrying amounts presented in the statement of assets and liabilities.

Fair value is defined as the price that the Fund would receive to sell an asset or pay to transfer a liability in an orderly transaction between market participants at the measurement date. The disclosure requirements also establish a framework for measuring fair value, and a three-level hierarchy for fair value measurements based upon the transparency of inputs to the valuation of an asset or liability. The three-tier hierarchy of inputs is summarized below:

- Level 1 – Quoted prices available in active markets/exchanges for identical investments as of the reporting date. The types of assets and liabilities that are classified at this level would include listed portfolio funds.

- Level 2 – Pricing inputs other than observable inputs including but not limited to prices quoted for similar assets or liabilities in active markets/exchanges or prices quoted for identical or similar assets or liabilities in markets that are not active, and fair value is determined through the use of models or

Notes to Unaudited Condensed Interim Financial Statements continued

Period ended June 30, 2012

2. Significant Accounting Policies (continued)

other valuation methodologies. The types of assets and liability that are classified at this level would include non-exchange listed investment funds with immediate liquidity.

- Level 3 – Pricing inputs unobservable for the investment and include activities where there is little, if any, market activity for the investment. The inputs into determination of fair value require significant management judgment and estimation. The types of assets and liabilities that are classified at this level would include non-exchange traded investment funds.

Inputs refer broadly to the assumptions that market participants would use in pricing the asset or liability, including assumptions about risk, for example, the risk inherent in a particular valuation technique used to measure fair value including such a pricing model and/or the risk inherent in the inputs to the valuation technique. Inputs may be observable or unobservable.

Observable inputs are inputs that reflect the assumptions market participants would use in pricing the asset or liability based on market data obtained from sources independent of the reporting entity. Unobservable inputs are inputs that reflect the reporting entity's own assumptions about the assumptions market participants would use in pricing the asset or liability developed based on the best information available in the circumstances.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, an investment's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. The Investment Manager's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment, and considers factors specific to the investment.

The following is a summary of the inputs utilized in valuing the Fund's assets carried at fair value as of June 30, 2012:

Fair Value Measurements at June 30, 2012

	Quoted prices in active markets (Level 1) $	Significant other observable inputs (Level 2) $	Significant unobservable inputs (Level 3) $	Total $
Assets				
Investments in Affiliated Portfolio Fund	–	–	124,833,539	124,833,539
Total Assets	**–**	**–**	**124,833,539**	**124,833,539**

During the period ended June 30, 2012, the Fund made no reclassifications of assets or liabilities between Levels 1 and 2.

2. Significant Accounting Policies (continued)

The following table is a reconciliation of assets the Fund held during the period ended June 30, 2012 at fair value using significant unobservable inputs (Level 3):

Fair Value Measurements using Significant Unobservable Inputs (Level 3)

	Balance at January 1, 2012 $	Purchases $	Sales $	Realized and unrealized gains (losses)* $	Balance at June 30, 2012 $
Assets					
Investments in affiliated portfolio funds	129,604,799	1,700,000	(6,750,000)	278,740	124,833,539
Total assets	**129,604,799**	**1,700,000**	**(6,750,000)**	**278,740**	**124,833,539**
Total change in unrealized gain of fair valued assets using significant unobservable inputs (Level 3) still held at June 30, 2012*					**$ 292,051**

**Total change in realized and unrealized gain/(loss) recorded on Level 3 financial instruments are included in net realized and unrealized gains on investment transactions in the statement of operations.*

Assets and liabilities of the Fund fair valued using significantly unobservable inputs (Level 3) include investments fair valued by the Investment Manager, previously discussed in Note 2, but are not limited to such investments.

For assets and liabilities that were transferred into Level 3 during the period, gains/(losses) are presented as if the assets or liabilities had been transferred into Level 3 at the beginning of the year; similarly, for assets and liabilities that were transferred out of Level 3 during the year, gains/(losses) are presented as if the assets or liabilities had been transferred out at the beginning of the year. There were no transfers into or out of Level 3 during the period ended June 30, 2012.

In January 2010, the Financial Accounting Standards Board ("FASB") issued ASU No. 2010-06, *Improving Disclosures about Fair Value measurements*. ASU 2010-06 amends FASB ASC 820, *Fair Value Measurements and Disclosures*, to require additional disclosures regarding fair value measurements. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after June 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the roll forward activity of Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The Fund has adopted these additional disclosures.

In May 2011, the FASB issued the ASU 2011-04 *Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and International Financial Reporting Standards* ("IFRS"). ASU 2011-04 includes common requirements for measurement of and disclosure about fair value between U.S. GAAP and IFRS. ASU 2011-04 will require reporting entities to disclose the following information for fair value measurements categorized within Level 3 of the fair value hierarchy: quantitative information about the unobservable inputs used in the fair value measurement, the valuation processes used by the reporting entity and a narrative description of the sensitivity of the fair value measurement to changes in unobservable inputs and the interrelationships between those unobservable inputs. In addition, ASU 2011-04 will require reporting entities to make disclosures about amounts and reasons for transfers in and out of Level 1 and Level 2 fair value measurements. The new and revised disclosures are effective for annual reporting periods beginning after December 15, 2011. The Fund is currently evaluating the implications of ASU 2011-04 and its impact on the financial statements.

Notes to Unaudited Condensed Interim Financial Statements continued

Period ended June 30, 2012

2. Significant Accounting Policies (continued)

In December 2011, the FASB issued ASU 2011-11, *Disclosures about Offsetting Assets and Liabilities*. ASU 2011-11 requires entities to disclose both gross and net information about financial instruments and derivative instruments that are either (i) offset in the statement of assets and liabilities, or (ii) subject to an enforceable master netting arrangement or similar arrangement, irrespective of whether they are offset in the statement of assets and liabilities. In addition, ASU 2011-11 requires disclosure of collateral received and posted in connection with master netting agreements or similar arrangements. The requirements of ASU 2011-11 are effective for interim and annual reporting periods beginning on or after January 1, 2013. The adoption of ASU 2011-11 will not have any impact on the Fund's financial position or results of operations, as ASU 2011-11 only affects disclosures about offsetting.

3. Administration Fee

The Fund has entered into an administrative services agreement with the Administrator. In accordance with the terms of this agreement, the Administrator provides certain specified fund accounting and administration, trade support and transfer agent services. For the period ended June 30, 2012, the Administrator received a fee of $48,147. The administrative fee attributed to investments in the Master Partnership is allocated from the Master Partnership and is included in administrative and other fees in the statement of operations.

4. Related Party Transactions

Pursuant to the investment management agreement, the Fund pays the Investment Manager a management fee equal to 2% per annum of the net asset value of the Class A, B, C, D, E, F and H shares, and 2.5% per annum of the net asset value of the J Class Shares as of the beginning of each month before the accrual of any incentive fee. Any portion of the management fee attributable to a shareholder's Class S shares will be debited against the net asset value of the corresponding class of shares from which such Class S shares had been issued. If a shareholder holds Class S shares, but no longer owns Class A, B, C, D, E, F, H and J shares, the management fee will accrue and not be paid until there is a realization or deemed realization event of the Special Investment held by the Master Partnership (as defined in Note 5 in the unaudited condensed financial statements of the Master Partnership) attributable to such Class S shares. For purposes of calculating the management fee of Class S shares, Special Investments held by the Master Partnership attributable to such shares, if any, are valued at lower of cost or fair value or, if a Special Investment held by the Master Partnership is designated as such after its acquisition, at fair value as of the date of determination. The Investment Manager, in its sole discretion, may elect to reduce, waive or calculate differently the management fee with respect to partners, members, employees, affiliates or other related investors of the Investment Manager or the General Partner. For the period ended June 30, 2012, the management fee expense was $44,645,207, of which $90,836 was payable at June 30, 2012.

The Fund pays an incentive fee to the Investment Manager, allocated to the General Partner of the Master Partnership, equal to 20% of the annual increase in the aggregate net asset value of each series of Class A, B, C, D, E, F and H shares and 25% of the annual increase in the aggregate net asset value of each series for class J shares (each the "Full Incentive Fee"). For purposes of determining the increase in the aggregate net asset value, Special Investments held by the Master Partnership with attributable appreciation or depreciation from realized (or deemed realized) Special Investments will be included. The incentive fee is accrued monthly and allocated to the General Partner of the Master Partnership at the end of each fiscal year. The incentive fee is calculated in a manner which ensures that appropriate adjustments are made in order to accommodate the inflows and outflows of capital during the course of each fiscal year resulting from shareholder subscriptions and redemptions. If a particular series depreciates during any fiscal year and during subsequent years there is a profit attributable to such series, the series must recover an amount equal to 2.5 times the amount of depreciation in the prior years before the General Partner of the Master Partnership is entitled to the Full Incentive Fee allocation. Until this occurs, the series will be subject to a reduced incentive fee equal to half of the Full Incentive Fee. There were no Special Investments.

4. Related Party Transactions (continued)

Prior to January 1, 2009 pursuant to the provisions of the Deferred Fee Agreement, the Investment Manager was able to elect to defer the receipt of all or a portion of the incentive fee, if any, earned with respect to a particular fiscal year, and was able to elect to have a portion or all of the deferred fee invested in either the same manner as the Fund's assets, or in another manner approved by the Fund. The value of such deferred amounts constitutes a liability of the Fund to the Investment Manager. Any amounts invested under the provisions of the Deferred Fee Agreement continue for all purposes to be part of the general assets of the Fund, and the Investment Manager has no property interest in any of such assets. For the period through June 30, 2012, the Investment Manager redeemed $7,500,000 attributable to deferred compensation earned in prior years. As of June 30, 2012, deferred compensation payable was $188,367,618 and is scheduled for distribution from the year 2013 through 2017. For the period ended June 30, 2012, the deferred compensation payable appreciated $3,292,201.

In relation to the Deferred Fee Agreement, the Fund invested in an affiliated portfolio fund during the period ended June 30, 2012. The resulting net gains or losses of such investments are reflected in the statement of operations and allocated strictly to the deferred compensation payable account reflected in the statement of assets and liabilities. The value of the affiliated portfolio fund at June 30, 2012 was $124,833,539.

5. Share Capital

The Fund has an authorized share capital consisting of $2,000,000 divided into 200,000,000 participating shares of $0.01 each. The Fund issues a separate series of shares to those investors who purchase shares as of the first business day of each month. A different series of shares is issued in order to equitably reflect the differing incentive fees attributable to each series because of the differing issue dates throughout the fiscal year. Shares are offered in series at a purchase price of $100 per share. At June 30, 2012, there were eight outstanding classes (each, a "Class") of shares: Class A, B, C, D, E, F, H and J, and within each class there is one or more separate series. Each share is equal to every other share of the same series with respect to earnings, assets, dividends and voting privileges. Class E and F are currently offered. Class B, D and F shares will generally not participate in profits and losses from "new issues".

Class A and B shares have monthly redemption rights. Class C, D, E, F, H and J shares have quarterly redemption rights. Redemptions made during the initial subscription year are subject to a redemption fee equal to 5% of the redemption proceeds for Class D, E and H shares. The redemption fee is for the benefit of the Fund and proceeds are allocated on a pro-rata basis to the remaining shareholders. All redemption rights are subject to an overall limit, at the discretion of the Fund's Board of Directors, of aggregate redemptions in any calendar quarter of 20% of the Fund's NAV (excluding assets attributable to Class S shares) as of the first day of such calendar quarter.

The Board of Directors has the right to create additional classes, series and sub-series for an investor as it determines appropriate in its sole discretion. Each series of a Class will have equal rights and privileges with each other series of that Class.

Each Special Investment held by the Master Partnership will be attributed to a series of Class S shares. Class A, B, C, D, E, F, H, J, K, L and M shares will be automatically exchanged by way of redemption and issuance of a series of Class S shares at the time a Special Investment is made in the Master Partnership. Capital invested in Class S shares is generally not available for redemption or distribution until the respective special investment held by the Master Partnership attributed to the shares is realized or deemed realized. Upon the realization or deemed realization of a particular Special Investment held by the Master Partnership, the Class S shares attributable to such Special Investment will be redeemed and exchanged back through the issuance of new shares of the original series from which the Class S shares had been exchanged. If a shareholder redeems less than all of its Class A, B, C, D, E, F, H, J, K, L and

Notes to Unaudited Condensed Interim Financial Statements continued

Period ended June 30, 2012

5. Share Capital (continued)

shares in a series associated with a Special Investment held by the Master Partnership, the shareholder would be issued a separate series of shares of that class.

If at the end of a fiscal year, a series of a class of shares is charged a Full Incentive Fee, the shares of such series may be redesignated and converted on the first business day following the end of the fiscal year into the first series of such class at the prevailing net asset value of such series. No redesignation or conversion shall occur with respect to a series of a class if at the end of a fiscal year such series has not been charged a Full Incentive Fee or any shares of such series have been exchanged for Class S Shares that are still outstanding.

The Fund may invest, directly or indirectly, in equity securities in initial public offerings deemed “new issues” under Rule 5130 of the Financial Industry Regulatory Authority (“FINRA”) Consolidated Rulebook. “New issues” are defined as any initial public offering of an equity, regardless of whether such security is trading at a premium in the secondary market. FINRA members generally may not sell “new issues” to an account, in which certain persons or entities designated as restricted persons have beneficial interest.

The following share capital schedule is condensed to include only those share classes and series relevant to ListCo at June 30, 2012. The Fund shall detail all classes and series in the Fund’s audited annual financial statements for the year ending December 31, 2012.

	Shares Outstanding at January 1, 2012	Shares Exchanged	Shares Redeemed	Shares Outstanding at June 30, 2012	Net Asset Value Per Share at June 30, 2012
Class E, Series 9	3,886,840	40,957	(3,365)	3,924,432	$134.84
Class E, Series 10	444,737	(897)	(393)	443,447	98.34
Class E, Series 11	389,248	(46,381)	(280)	342,587	119.88

6. Indemnifications

In the normal course of business, the Fund enters into contracts that contain a variety of indemnifications and warranties. The Fund’s maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Fund that have not yet occurred. However, the Fund has not had prior claims or losses pursuant to these contracts and expects the risk of loss to be remote. Thus, no amounts have been accrued related to such indemnifications. The Fund also indemnifies the Investment Manager and employees from and against any loss or expense, including, without limitation any judgment, settlement, legal fees and other costs. Any expenses related to this indemnification are reflected in administrative and professional fees in the statement of operations.

7. Financial Highlights

The following table represents the per share operating performance, ratios to average net assets and total return information for the period ended June 30, 2012. The table only includes those share classes and series relevant to ListCo at June 30, 2012. The Fund shall detail representative series for all outstanding classes in the Fund's audited annual financial statements.

	Class E, Series 9	Class E, Series 10	Class E, Series 11
Per share operating performance			
Net asset value at the beginning of the period	$129.58	$93.66	$117.96
Income from investment operations:			
Net realized and unrealized gain/(loss) from investments	5.50	4.85	2.13
Net investment loss	(0.24)	(0.16)	(0.22)
Total from investment operations	**5.26**	**4.69**	**1.91**
Net asset value at the end of the period	**$134.84**	**$98.35**	**$119.87**
Total return at end of period	**4.06%**	**5.00%**	**1.62%**
Ratios of expenses to average net assets			
Total expenses before appreciation of deferred compensation	(1.82%)	(1.82%)	(1.86%)
Appreciation of deferred compensation	(0.07%)	(0.07%)	(0.08%)
Total expenses	**(1.89%)**	**(1.89%)**	**(1.94%)**
Net investment loss	**(0.24%)**	**(0.23%)**	**(0.27%)**

The total return and ratios to average net assets of other series in the same share class may vary based on participation in "new issues" and the timing of capital subscriptions and redemptions. The per share information, total return and ratios to average net assets information include the proportionate share of the Master Partnership's income and expenses.

8. Subsequent Events

Subsequent to June 30, 2012, the Fund received $30 million in capital subscriptions and received capital redemption requests of approximately $1 million effective August 31, 2012. In addition, based on requests received from the shareholders, the Fund estimates redemptions of approximately $165 million effective September 30, 2012. Subsequent events were evaluated by the Fund's management until August 24, 2012, which is the date the financial statements were issued.

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