



CONVERSUS CAPITAL, L.P.

INTERIM FINANCIAL REPORT (UNAUDITED)

For the six month period ended June 30, 2009

TABLE OF CONTENTS

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| Table of Contents | 2 |
| Conversus at a Glance..... | 3 |
| Note on Naming and Other Conventions | 4 |
| Operating Summary | 4 |
| Business Overview..... | 8 |
| Investment Results | 9 |
| Investment Strategy | 10 |
| Investment Portfolio..... | 12 |
| Portfolio Diversification | 16 |
| Public Equity Securities | 19 |
| Cash Flow Activity | 20 |
| Market Commentary and Outlook | 24 |
| Liquidity and Capital Resources | 25 |
| Non-GAAP Financial Measurement..... | 27 |
| Forward-Looking Statements..... | 28 |
| Statement of Responsibility | 29 |
| Principal Risks | 29 |
| Composition of Portfolio Investments | 30 |
| Directors, Advisors and Key Information..... | 33 |
| Unaudited Combined Financial Statements..... | F-1 |

CONVERSUS AT A GLANCE

| | |
|-------------------------------|---|
| Our Company | Conversus Capital, L.P. ¹ <ul style="list-style-type: none"> • Guernsey Limited Partnership • Listed on Euronext Amsterdam by NYSE Euronext • Symbol: CCAP • 72,367 units outstanding as of June 30, 2009 • Website: www.conversus.com |
| Mission | To provide immediate exposure to a diversified portfolio of private equity assets, access to best-in-class general partners and consistent NAV returns that outperform the public markets |
| Highlights | <ul style="list-style-type: none"> • Largest publicly traded portfolio of third party private equity investments • Fully invested portfolio of top-tier, diversified and seasoned private equity investments • Under the realization strategy, apply cash flow primarily to fund capital calls and expenses, repay debt and, eventually, return capital to unit holders through unit repurchases and distributions • Sophisticated financial management with public company corporate financial tools to maximize efficiency of the balance sheet and operate with little cash drag |
| Alignment of Interests | <ul style="list-style-type: none"> • Strong corporate governance, with an Independent Board of Directors and an Independent CFO providing oversight on behalf of investors • Performance driven compensation structure for the Investment Manager • Substantial investments by sponsors, strategic investors, management and investment team |
| Investment Manager | Conversus Asset Management, LLC <ul style="list-style-type: none"> • Leverages the platforms of sponsors Bank of America and Oak Hill Investment Management • Experienced investment team comprised of 22 investment professionals with over 200 years of combined experience |

| Key Operating Metrics (Amounts in 000s except per unit data) | As of June 30, 2009 | As of December 31, 2008 | Increase / (Decrease) |
|--|--------------------------------|------------------------------------|----------------------------------|
| Net Asset Value | \$1,503,115 | \$1,516,373 | (0.9)% |
| Net Asset Value per Unit | \$20.77 | \$20.85 | (0.4)% |
| Funded Assets | \$1,754,376 | \$1,726,979 | 1.6 % |
| Unfunded Commitments | \$793,000 | \$831,495 | (4.6)% |
| Cash and Cash Equivalents | \$39,742 | \$49,912 | (20.4)% |
| Notes and Interest Payable | \$263,720 | \$238,230 | 10.7 % |
| Weighted Average Portfolio Company Duration | 4.7 years | 4.0 years | 17.5 % |
| Weighted Average Fund Life | 7.4 years | 7.0 years | 5.7 % |
| Units Outstanding | 72,367 | 72,728 | (0.5)% |
| Unit Price | \$9.81 | \$10.40 | (5.7)% |
| Market Capitalization | \$709,920 | \$756,371 | (6.1)% |

¹Conversus Capital, L.P. is subject to the supervision of the Guernsey Financial Services Commission (“GFSC”) and market conduct supervision by the Authority for the Financial Markets in the Netherlands (“AFM”).

NOTE ON NAMING AND OTHER CONVENTIONS

Conversus Capital, L.P. (“Conversus LP”) makes all of its investments through Conversus Investment Partnership, L.P. (“Investment Partnership”), a Guernsey limited partnership, and its subsidiaries. Conversus LP and the Investment Partnership are collectively referred to as Conversus. Where we use the terms “we,” “ours,” “us” and other such terms, we refer to Conversus.

Conversus Asset Management, LLC is referred to as “CAM” or the “Investment Manager.”

Bank of America Corporation is referred to as “BAC” and Oak Hill Investment Management, L.P. (together with OHIM Investors, L.P.) as “OHIM.”

The estimated net asset value (“NAV”) of Conversus is referred to as “total NAV” or simply “NAV” and includes all net balance sheet items of Conversus. The NAV of Conversus’ investments is referred to as “investment NAV.”

Our collateralized fund obligation program (see Note 6 of the combined financial statements) is referred to as the “credit facility” or the “collateralized fund obligation program.”

All amounts set forth in this report are in thousands, unless otherwise noted, except for per unit data. All dollar amounts are in U.S. dollars.

OPERATING SUMMARY

The following table displays a summary of operating results for the quarters ended June 30, 2009 and June 30, 2008.

| Summary Operating Results <i>For the Quarters Ended:</i> | | |
|--|----------------------|----------------------|
| | June 30, 2009 | June 30, 2008 |
| Net Change in Unrealized Depreciation on Investments | \$ 59,512 | \$ (14,043) |
| Net Realized Gains/(Losses) | (13,368) | 11,392 |
| Investment & Other Income | 2,491 | 4,538 |
| Total Expenses | (16,868) | (15,438) |
| Net Increase/(Decrease) in Net Assets | <u>\$ 31,767</u> | <u>\$ (13,551)</u> |

- The net change in unrealized depreciation on investments of \$59.5 million for the quarter ended June 30, 2009 was comprised of net unrealized appreciation of \$62.8 million related to public equity securities and \$8.2 million in unrealized foreign currency gains, partially offset by net unrealized depreciation of \$4.0 million related to private holdings and an unrealized loss of \$7.5 million on a total return swap (the “swap”) held to partially hedge market exposure on our public equity portfolio. The net change in unrealized depreciation on investments of \$14.0 million for the quarter ended June 30, 2008 was comprised of net unrealized depreciation of \$8.6 million

related to public equity securities and net unrealized depreciation of \$5.4 million related to private holdings.

- Net realized losses were \$13.4 million for the quarter ended June 30, 2009, due mainly to \$11.1 million in portfolio company write-offs by general partners during the quarter. In comparison, net realized gains were \$11.4 million for the quarter ended June 30, 2008.
- For the quarters ended June 30, 2009 and June 30, 2008, net investment and other income was \$2.5 million and \$4.5 million, respectively. This income is mainly comprised of dividend and interest income.
- Total expenses for the quarters ended June 30, 2009 and June 30, 2008 were \$16.9 million and \$15.4 million, respectively. Further expense detail can be found in the tables below.
- The increase in net assets from operations of \$31.8 million during the quarter ended June 30, 2009 resulted in a gain per unit outstanding of \$0.44. The decrease in net assets from operations of \$13.6 million during the quarter ended June 30, 2008 resulted in a loss per unit outstanding of \$0.19.

The following table displays a summary of operating results for the six months ended June 30, 2009 and June 30, 2008.

| Summary Operating Results <i>For the Six Months Ended:</i> | | |
|--|----------------------|----------------------|
| | June 30, 2009 | June 30, 2008 |
| Net Change in Unrealized Depreciation on Investments | \$ 37,125 | \$(101,684) |
| Net Realized Gains/(Losses) | (17,225) | 60,108 |
| Investment & Other Income | 3,493 | 8,617 |
| Total Expenses | (33,430) | (29,778) |
| Net Decrease in Net Assets | <u>\$ (10,037)</u> | <u>\$ (62,737)</u> |

- The net change in unrealized depreciation on investments of \$37.1 million for the six month period ended June 30, 2009 was comprised of net unrealized appreciation of \$61.6 million related to public equity securities and \$1.7 million in unrealized foreign currency gains, partially offset by net unrealized depreciation of \$24.6 million related to private holdings and an unrealized loss of \$1.6 million on the swap. The net change in unrealized depreciation on investments of \$101.7 million for the six month period ended June 30, 2008 was comprised of net unrealized depreciation of \$71.8 million related to public equity securities, net unrealized depreciation of \$37.0 million related to private holdings, partially offset by \$7.1 million in unrealized foreign currency gains.
- Net realized losses were \$17.2 million for the six month period ended June 30, 2009, due mainly to \$16.1 million in portfolio company write-offs by general partners during the period. In comparison, net realized gains were \$60.1 million for the six month period ended June 30, 2008.
- For the six month periods ended June 30, 2009 and June 30, 2008, net investment and other income was \$3.5 million and \$8.6 million, respectively.
- Total expenses for the six month periods ended June 30, 2009 and June 30, 2008 were \$33.4 million and \$29.8 million, respectively. Further expense detail can be found in the tables below.
- The decrease in net assets from operations of \$10.0 million during the six month period ended June 30, 2009 resulted in a loss per unit outstanding of \$0.14. The decrease in net assets from

operations of \$62.7 million during the six month period ended June 30, 2008 resulted in a loss per unit outstanding of \$0.86.

The following table displays operating expenses and related annualized operating percentages based on weighted average net assets for the quarters ended June 30, 2009 and June 30, 2008.

| Total Expenses and Operating Percentages | | | | |
|---|----------------------|-------------------|----------------------|-------------------|
| <i>For the Quarters Ended:</i> | | | | |
| | June 30, 2009 | | June 30, 2008 | |
| | Expense | Percentage | Expense | Percentage |
| Fund Fees and Expenses | \$ 5,340 | 1.42% | \$ 4,513 | 0.88% |
| Management Fees | 5,385 | 1.43 | 6,516 | 1.27 |
| Interest | 2,032 | 0.54 | 1,007 | 0.20 |
| Professional Service Fees | 1,401 | 0.37 | 1,543 | 0.30 |
| Personnel | 1,069 | 0.28 | 1,010 | 0.20 |
| Public Company Costs | 589 | 0.16 | 366 | 0.07 |
| Other General and Administrative | 1,052 | 0.27 | 483 | 0.09 |
| Total Expenses | \$ 16,868 | 4.47% | \$ 15,438 | 3.01% |
| | | | | |

- Fund fees and expenses represent charges by the general partners of the funds in which Conversus is invested and are expensed in the period to which they relate. These fees and expenses do not include performance fees or carried interest earned by the general partners. Fund fees and expenses are highly dependent on the billing cycles of the underlying general partners of our investments and will fluctuate on a quarterly basis.
- Management fees are paid to CAM based on an aggregate amount of (i) 1.0% per annum of the value of Conversus' non-cash assets and (ii) 0.5% per annum of Conversus' aggregate unfunded commitments. Of such amount, one-third is paid quarterly in cash ("cash management fee"), in arrears, and two-thirds is earned in the form of a contingent profits interest in the Investment Partnership. The contingent profits interest is paid quarterly, in arrears, to the extent that there has been sufficient appreciation in Conversus' NAV.
- Interest expense represents the interest incurred on amounts borrowed under the credit facility. The expense reflected weighted average balances outstanding of \$257.9 million and \$94.6 million for the quarters ended June 30, 2009 and June 30, 2008, respectively. The balances outstanding had weighted average rates of 1.8% and 4.3% as of June 30, 2009 and June 30, 2008, respectively.
- Professional service fees represent accounting, audit, tax, legal, compliance and related costs. The decrease from the second quarter of 2008 when compared to the same period in 2009 was a result of lower legal fees.
- Personnel expense includes compensation and benefits for CCAP's employees as well as employee costs reimbursed to CAM for administrative personnel under a services agreement (see Note 9 to the audited combined financial statements).
- Public company expenses consist of insurance, third party valuation fees, Board of Director compensation, investor relations and regulatory expenses. These expenses increased from the quarter ended June 30, 2008 when compared to the same period ended June 30, 2009 mainly due to higher investor relations and insurance costs.
- Other General and Administrative expenses include income taxes, occupancy, travel, training, recruitment and miscellaneous employee and other costs. The increase from 2008 to 2009 was due primarily to increased income taxes.

The following table displays operating expenses and related annualized operating percentages based on weighted average net assets for the six month period ended June 30, 2009 and June 30, 2008.

| Total Expenses and Operating Percentages | | | | |
|---|----------------------|-------------------|----------------------|-------------------|
| <i>For the Six Months Ended:</i> | | | | |
| | June 30, 2009 | | June 30, 2008 | |
| | Expense | Percentage | Expense | Percentage |
| Fund Fees and Expenses | \$ 10,705 | 1.40% | \$ 8,184 | 0.80% |
| Management Fees | 10,516 | 1.38 | 12,897 | 1.26 |
| Interest Expense | 4,239 | 0.56 | 1,428 | 0.14 |
| Professional Services | 2,737 | 0.36 | 2,734 | 0.25 |
| Personnel Expense | 2,203 | 0.29 | 1,754 | 0.16 |
| Public Company Expenses | 1,324 | 0.17 | 1,016 | 0.10 |
| Other General and Administrative | 1,706 | 0.21 | 1,765 | 0.16 |
| Total Expenses | \$ 33,430 | 4.37% | \$ 29,778 | 2.87% |
| | | | | |

- Interest expense reflected weighted average balances outstanding of \$257.1 million and \$64.9 million for the six months ended June 30, 2009 and June 30, 2008, respectively. The balances outstanding had weighted average rates of 1.8% and 4.3% as of June 30, 2009 and June 30, 2008, respectively.
- Professional services expenses were relatively flat for the first six months of 2009 when compared to the first six months of 2008 as lower legal fees were offset by higher tax compliance fees.
- Personnel expense was slightly higher for the six months ended June 30, 2009 than the six months ended June 30, 2008 due to increased headcount at CCAP and CAM in 2009.
- Public company expenses increased from the six months ended June 30, 2008 when compared to the six months ended June 30, 2009 due to increased investor relations and insurance costs.

BUSINESS OVERVIEW

Conversus is a permanent capital vehicle designed to provide unit holders immediate exposure to a diversified portfolio of private equity assets, access to best-in-class general partners and consistent NAV returns that outperform the public markets. We are fully invested in a portfolio that includes commitments to new, or primary funds, funds purchased on the secondary market and direct co-investments in individual companies. We believe that the quality, diversity and maturity of our portfolio, our financial flexibility and our commitment to governance and transparency are our competitive strengths. During the second quarter of 2009, we implemented a realization strategy and discontinued, for now, substantially all new investment activity. This strategy, and the circumstances under which we would return to an active investment strategy, are further described in “Investment Strategy.”

Since our inception in July 2007, our core investment strategy has been to invest in new private equity funds managed by general partners with a history of strong performance. To augment returns from this core strategy, we have purchased portfolios of funds in the secondary market with risk exposures and vintages that diversify our portfolio, are favorably priced or are otherwise attractive to us. Additionally, we have invested in a limited number of direct private equity co-investments which allow for the selection of specific portfolio company investments with the potential for superior returns, in part because of the possibility of reduced fees and carried interest. While operating in realization mode we will actively manage our current portfolio of funded investments and unfunded commitments to maximize unit holder value.

Since our portfolio is mature and cash flowing, we can operate with low levels of cash. We currently expect to meet capital calls on unfunded commitments with the cash flows from existing assets and through borrowings under our credit facility which has a maximum availability of \$650.0 million, subject to covenants, and is committed until July 2012 (see Note 6 of the combined financial statements).

CAM implements our investment policies and procedures and carries out the day-to-day management and operations of our business pursuant to a services agreement. CAM is owned by BAC, OHIM, certain members of CAM’s management and our strategic investors, the California Public Employees Retirement System (“CalPERS”) and affiliates of Harvard Management Company, Inc. (an investment vehicle for the Harvard University Endowment). CAM leverages the platforms of BAC and OHIM in sourcing and evaluating investments on behalf of Conversus. We believe the depth and breadth of the commercial activities of BAC and OHIM provide valuable perspectives into general market and industry trends, which enhance the ability of CAM to manage our investments and identify attractive investment opportunities.

Our portfolio is managed by the investment team comprised of employees of CAM and OHIM. The senior members of this group average over 15 years of experience in private equity and alternative asset management. CAM’s Investment Committee includes senior investment professionals from CAM, BAC and OHIM.

INVESTMENT RESULTS

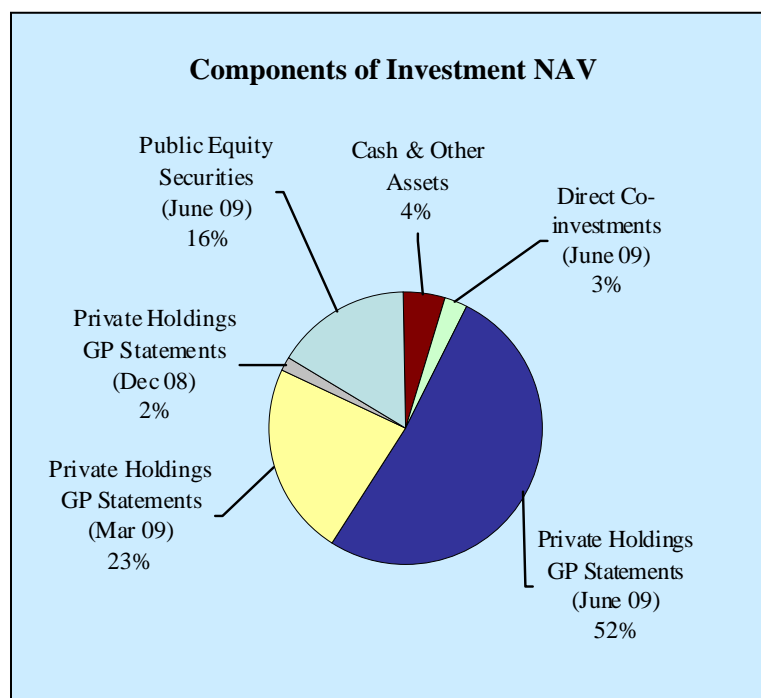
As of June 30, 2009, we had an investment NAV of \$1,754.4 million and an NAV of \$1,503.1 million, or \$20.77 per unit. By comparison, our NAV as of December 31, 2008 was \$1,516.4 million, or \$20.85 per unit.

During the six months ended June 30, 2009, unrealized gains of \$61.6 million on public equity securities and unrealized gains of \$1.7 million related to foreign currency were partially offset by unrealized losses of \$24.6 million related to our private holdings and an unrealized loss of \$1.6 million related to the swap.

For the six months ended June 30, 2009, realized losses were \$17.2 million. The Consumer Discretionary sector accounted for \$11.5 million in realized losses, which were partially offset by \$1.5 million in realized gains from the Financials sector. Buyout funds contributed \$15.3 million of the net realized losses and venture capital accounted for \$1.3 million in realized losses.

As of June 30, 2009, 52% of the investment NAV was comprised of private holdings valued based on general partner statements or other financial information as of June 30, 3% was comprised of direct co-investments valued as of June 30, 23% was comprised of private holdings valued based on general partner statements as of March 31 and 2% was comprised of private holdings valued based on general partner statements from December 31. All valuations have been adjusted for cash flows since the date of the most recent financial information provided by the general partner. A further 16% of the investment NAV was comprised of public equity securities and the swap which were marked to market as of June 30. The remaining 4% of the investment NAV represented cash and other net assets held by the funds in which Conversus is invested.

The chart below summarizes the various components of our investment NAV as of June 30, 2009.



INVESTMENT STRATEGY

Realization Strategy

Despite Conversus' distinguishing characteristics as represented by its portfolio, financial flexibility and commitment to governance and transparency, our units have traded at a significant discount to our reported NAV. We are disappointed with this performance and believe it does not reflect the value of our high-quality portfolio or the distinct strengths of our business model. In the second quarter of 2009, in response to the significant discount at which our units are trading, we determined that, at this time, a realization strategy was in the best interests of our unit holders.

Under the realization strategy, we have discontinued substantially all investments and new commitments to focus on realizing the value of the existing portfolio by applying cash flow to fund capital calls and expenses, repay debt and, over time, return capital to unit holders through unit repurchases and cash distributions. We continue to actively manage the current portfolio of funded investments and unfunded commitments, as well as our liquidity and capital resources, to maximize unit holder value. Active management could include asset sales or swaps. During this phase, we will continue to gain exposure to the attractive opportunities we believe are presented by the market through the unfunded commitments that will be called and deployed by our top-tier general partners.

We presently intend to maintain this realization strategy until our units fairly reflect the value of the portfolio by, at a minimum, trading at a sustainable discount level dramatically narrower than current levels. At such time, we will consider whether returning to a growth strategy is in the best interest of our unit holders.

We expect that, over time, the market will more fully recognize the value of our portfolio, and we believe it is likely to be in the best interests of unit holders to return to a growth strategy at some point in the future. In the meantime, we will continue to review our strategy in response to market conditions and will make strategic decisions consistent with maximizing unit holder value.

We have taken these proactive steps in order to increase the confidence of investors that the value of Conversus' portfolio will be delivered to our unit holders over time. We envision this to be achieved either through a fairly valued stock price or, if the market does not recognize that value, through cash flow.

Long-term Investment Strategy

We believe that our portfolio is distinguished by its maturity, diversity and quality. Since our inception, the portfolio has been constructed in accordance with the long-term, core principles described below. While we are in realization mode, we will continue to follow these core principles, to the extent applicable, and we will actively manage the portfolio accordingly. We will consider proactive steps, if necessary, to retain a balance in our portfolio consistent with our long-term investment strategy.

On a long-term basis, we expect at least 80% of our total investments will be invested directly in new private equity funds and in existing funds purchased on the secondary market. We expect no more than 20% of our total investments will be invested in direct co-investments. However, we may deviate from these percentages if CAM deems it advisable. In terms of concentrations, we expect that no more than 15% of our total investments will be invested in funds managed by any single general partner, no more than 7.5% will be invested in any single fund and no more than 5% will be invested in any single direct co-investment. Our investment policies do not contain fixed requirements, and these limits may be

exceeded under certain circumstances. This flexible investment mandate allows us to be responsive to market conditions and opportunistic in seeking the best risk adjusted returns. Moreover, the cash flow from our mature portfolio and our credit facility provide us with the ability to continue investing through various phases of economic cycles.

To maintain our attractive position on the private equity J-curve, we have made direct co-investments and purchased portfolios of funds in the secondary market. Direct co-investments may increase exposure to a fund's most promising investments, frequently with partial or complete avoidance of fees and carried interest. Secondary transactions generally represent more seasoned portfolios, and they may offer more appealing risk-reward and liquidity profiles than primary commitments. Secondaries may also be a useful tool for adding exposure to select vintage years, investment stages, industries, geographic regions and other characteristics.

The credit crisis has substantially limited the ability of general partners to create returns through leverage. The best general partners have always emphasized operational improvements that grow cash flow and build franchises in their portfolio companies, and we believe this capability will be particularly critical in the current environment. We believe this expertise is well-represented in our current portfolio, and we will continue to focus on the general partners who we believe are best positioned to execute operational improvements successfully.

INVESTMENT PORTFOLIO

The following tables display our summary portfolio allocation, summary of unfunded commitments and the composition of our investment portfolio based on investment NAV as of June 30, 2009. See pages 30 to 32 of this financial report for a complete listing of our investments by fund as of June 30, 2009.

| Portfolio Allocation as of June 30, 2009 (\$ in thousands) | | | | |
|---|------------------------------|------------------------|-----------------------------|-----------------------|
| | Number of Investments | Net Asset Value | Unfunded Commitments | Total Exposure |
| Fund Investments | 218 | \$ 1,677,578 | \$ 793,000 | \$ 2,470,578 |
| Direct Co-investments | 3 | 45,311 | - | 45,311 |
| Public Equity Securities * | 13 | 31,487 | - | 31,487 |
| Total Investments | 234 | \$ 1,754,376 | \$ 793,000 | \$ 2,547,376 |
| * Represents publicly traded equity securities distributions from our fund investments, direct public equity purchases and the swap | | | | |

| Commitment Summary for the Six Months Ended June 30, 2009 (\$ in thousands) | |
|---|-------------------------|
| | Fund Investments |
| Unfunded Commitments as of December 31, 2008 | \$ 831,495 |
| New Commitments | 4,429 |
| Net Commitments Funded | (52,120) |
| FX and Other Adjustments | 9,196 |
| Unfunded Commitments as of June 30, 2009 | \$ 793,000 |

| Composition of Investment Portfolio as of June 30, 2009 (\$ in thousands) | | | | | |
|---|---------------|--------------------|---------------------|--------------------|---------------------|
| | # of Holdings | Investment NAV | % of Investment NAV | Total Exposure ^ | % of Total Exposure |
| Buyout Funds >\$7.5 billion | 9 | \$ 102,736 | 5.9% | \$ 308,602 | 12.1% |
| Buyout Funds \$5 to \$7.5 billion | 8 | 146,125 | 8.3 | 198,582 | 7.8 |
| Buyout Funds \$3 to \$5 billion | 21 | 296,572 | 16.9 | 436,622 | 17.1 |
| Buyout Funds \$1 to \$3 billion | 37 | 296,057 | 16.9 | 411,752 | 16.2 |
| Buyout Funds \$500 million to \$1 billion | 25 | 191,530 | 10.9 | 247,787 | 9.7 |
| Buyout Funds <\$500 million | 42 | 209,815 | 12.0 | 296,850 | 11.7 |
| Total Buyout Funds | 142 | 1,242,835 | 70.9 | 1,900,195 | 74.6 |
| Venture Capital Funds | 58 | 302,421 | 17.2 | 417,495 | 16.4 |
| Special Situation Funds | 18 | 132,322 | 7.5 | 152,888 | 6.0 |
| Total Fund Investments | 218 | 1,677,578 | 95.6 | 2,470,578 | 97.0 |
| Direct Co-investments | 3 | 45,311 | 2.6 | 45,311 | 1.8 |
| Public Equity Securities * | 13 | 31,487 | 1.8 | 31,487 | 1.2 |
| Total Investment Portfolio | 234 | \$1,754,376 | 100.0% | \$2,547,376 | 100.0% |
| ^ Total Exposure represents investment NAV plus remaining unfunded commitments | | | | | |
| * Represents publicly traded equity securities distributions from our fund investments, direct public equity purchases and the swap | | | | | |

The following table displays, in alphabetical order, our fifty largest private equity fund investments based on investment NAV as of June 30, 2009. In total, the Top 50 funds represented 57% of our total investment NAV and 30% of our unfunded commitments as of June 30, 2009.

| Top 50 Fund Investments as of June 30, 2009 (in millions) | | | | | | |
|---|--------------------|---------------------|-------------------------|-----------------------------|-----------------------|--|
| Fund | Asset Class | Vintage Year | Investment NAV** | Unfunded Commitments | Total Exposure | |
| Apollo Investment Fund IV, L.P. | Buyout | 1998 | \$ 17.5 | \$ 0.2 | \$ 17.8 | |
| Apollo Investment Fund V, L.P. | Buyout | 2001 | 28.6 | 3.6 | 32.2 | |
| Apollo Investment Fund VI, L.P. | Buyout | 2006 | 16.4 | 2.8 | 19.2 | |
| Aurora Equity Partners II, LP | Buyout | 1998 | * | * | * | |
| Avenue Special Situations Fund V, L.P. | Special Situation | 2007 | 19.3 | 5.9 | 25.2 | |
| Bay City Capital IV, L.P. | Venture Capital | 2005 | 11.8 | 7.8 | 19.7 | |
| BC European Capital VII-4 | Buyout | 2000 | 14.1 | 0.0 | 14.1 | |
| Blackstone Capital Partners IV, L.P. | Buyout | 2003 | 22.5 | 3.4 | 25.9 | |
| Brentwood Associates Private Equity III, L.P. | Buyout | 1999 | 13.7 | 0.0 | 13.7 | |
| Carlyle Partners V, L.P. | Buyout | 2007 | 12.9 | 33.5 | 46.4 | |
| Clayton, Dubilier & Rice Fund VII Coinvest, L.P. | Buyout | 2006 | 13.6 | 3.2 | 16.8 | |
| Clayton, Dubilier & Rice Fund VII, L.P. | Buyout | 2005 | 41.7 | 4.1 | 45.7 | |
| Crestview Capital Partners | Buyout | 2005 | 15.5 | 1.4 | 16.9 | |
| CVC European Equity Partners III LP | Buyout | 2001 | * | * | * | |
| Diamond Castle Partners IV, L.P. | Buyout | 2005 | 13.9 | 12.3 | 26.2 | |
| Essex Woodlands Health Ventures Fund V, LP | Venture Capital | 2000 | 14.8 | 0.0 | 14.8 | |
| Fenway Partners Capital Fund II, LP | Buyout | 1998 | 14.8 | 3.0 | 17.8 | |
| FFC Partners II, L.P. | Buyout | 1999 | * | * | * | |
| Financial Technology Ventures II (Q), L.P. | Venture Capital | 2001 | 20.3 | 1.0 | 21.3 | |
| Foundation Capital IV, L.P. | Venture Capital | 2002 | * | * | * | |
| Green Equity Investors IV, L.P. | Buyout | 2003 | 16.2 | 0.6 | 16.8 | |
| JPMorgan Global Investors, L.P. | Buyout | 2001 | * | * | * | |
| KKR 1996 Fund, L.P. | Buyout | 1997 | * | 0.0 | * | |
| KKR 2006 Fund, L.P. | Buyout | 2006 | * | 25.5 | * | |
| KKR Millennium Fund, L.P. | Buyout | 2002 | * | 0.0 | * | |
| Lighthouse Capital Partners V, L.P. | Venture Capital | 2002 | * | * | * | |
| Littlejohn Fund II, L.P. | Buyout | 1999 | * | * | * | |
| Lone Star Fund VI (U.S.), L.P. | Special Situation | 2008 | 12.8 | 3.4 | 16.2 | |
| M/C Venture Partners V, L.P. | Venture Capital | 2000 | 36.4 | 0.5 | 36.9 | |
| Metalmark Capital Partners, L.P. | Buyout | 2006 | * | 12.9 | * | |
| Nautic Partners V, L.P. | Buyout | 2000 | 22.2 | 3.4 | 25.5 | |
| Newbridge Asia III, L.P. | Buyout | 2000 | * | * | * | |
| OCM Opportunities Fund VI, L.P. | Special Situation | 2005 | 22.3 | 0.0 | 22.3 | |
| OCM Opportunities Fund VIIb, L.P. | Special Situation | 2008 | 17.0 | 5.0 | 22.0 | |
| OCM Principal Opportunities Fund III, L.P. | Special Situation | 2004 | 16.6 | 0.0 | 16.6 | |
| Polaris Venture Partners III, L.P. | Venture Capital | 2000 | 14.0 | 0.4 | 14.3 | |
| Providence Equity Partners IV, L.P. | Buyout | 2000 | * | 2.2 | * | |
| Ripplewood Partners II/Side-by-Side Fund, L.P. | Buyout | 2002 | * | 3.2 | * | |
| Spectrum Equity Investors IV, L.P. | Buyout | 2000 | 20.8 | 1.5 | 22.3 | |
| TCV IV, LP | Venture Capital | 2000 | * | * | * | |

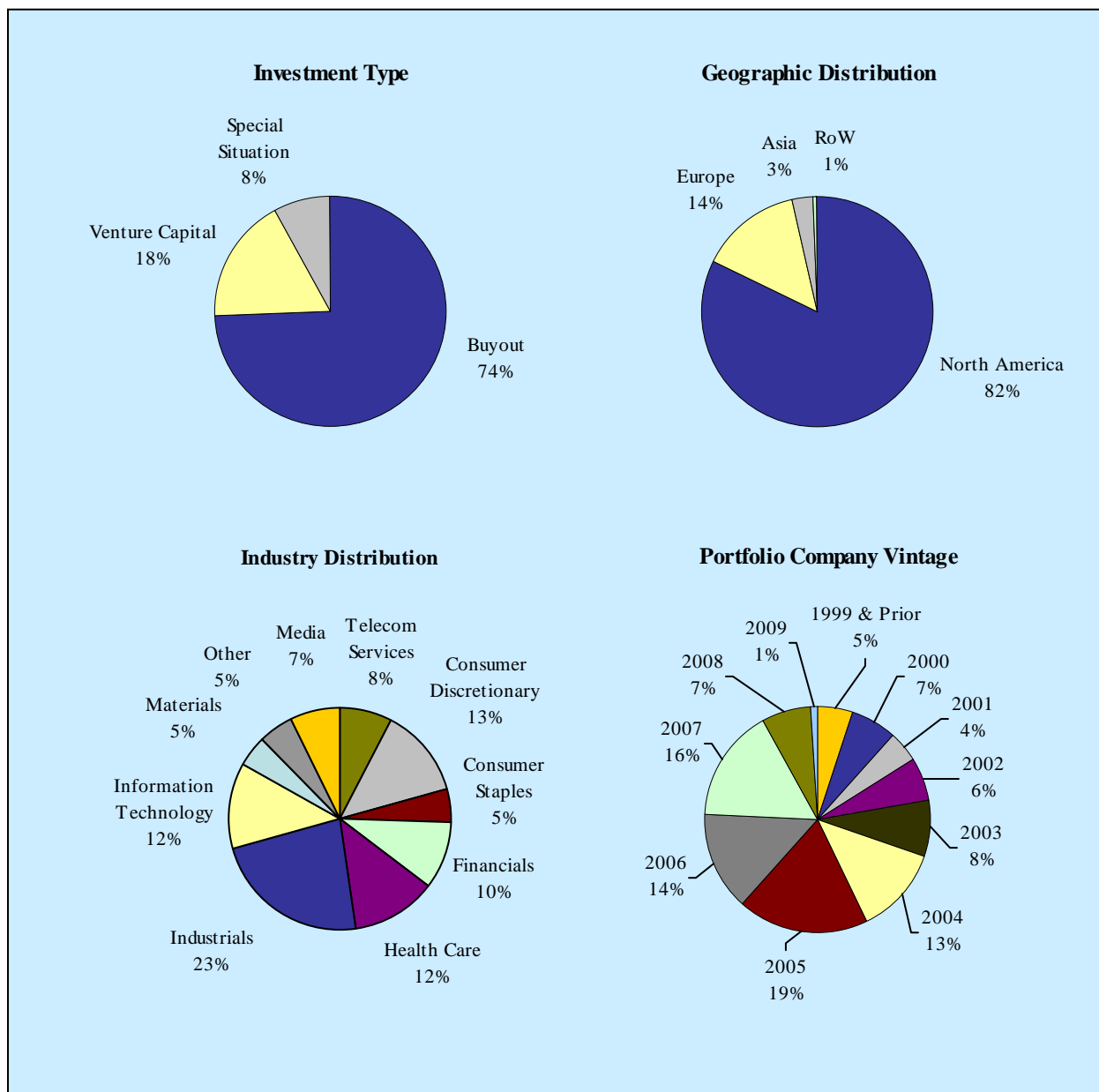
| Top 50 Fund Investments by NAV as of June 30, 2009 (in millions) | | | | | |
|--|--------------------|---------------------|-------------------------|-----------------------------|-----------------------|
| Fund | Asset Class | Vintage Year | Investment NAV** | Unfunded Commitments | Total Exposure |
| Thomas H. Lee Equity Fund V, L.P. | Buyout | 2001 | \$ 28.0 | \$ 4.0 | \$ 32.1 |
| Thomas H. Lee Equity Fund VI, L.P. | Buyout | 2006 | 41.4 | 51.1 | 92.5 |
| Trident III, L.P. | Buyout | 2004 | 28.3 | 1.3 | 29.6 |
| Trident IV, LP. | Buyout | 2006 | 16.9 | 7.6 | 24.4 |
| U.S. Equity Partners II (Offshore), L.P. | Buyout | 2002 | 14.0 | 12.6 | 26.6 |
| Vestar Capital Partners IV, L.P. | Buyout | 2000 | 12.4 | 0.8 | 13.3 |
| Warburg Pincus Private Equity VIII, L.P. | Buyout | 2001 | 19.2 | 0.0 | 19.2 |
| Warburg, Pincus International Partners, L.P. | Buyout | 2000 | 16.6 | 0.0 | 16.6 |
| Welsh, Carson, Anderson & Stowe IX, L.P. | Buyout | 2000 | 20.0 | 1.5 | 21.5 |
| Welsh, Carson, Anderson & Stowe VIII, L.P. | Buyout | 1998 | 16.4 | 0.0 | 16.4 |
| Total for Top 50 Fund Investments | | | \$ 993.7 | \$ 235.7 | \$ 1,229.4 |
| Total Investment Portfolio | | | \$ 1,754.4 | \$ 793.0 | \$ 2,547.3 |
| % of Total Reflected in Top 50 Funds | | | 57% | 30% | 48% |
| * The general partner of the fund has requested that investment NAV and/or unfunded commitments not be disclosed | | | | | |
| ** Investment NAV is calculated based on Conversus' valuation methodology (see Note 3 of the unaudited combined financial statements) and has not been prepared or approved by the relevant investment fund or its general partner | | | | | |

The following table displays, in alphabetical order, our ten largest fund families based on investment NAV as of June 30, 2009. These funds represented 36% of our total investment NAV and 35% of our unfunded commitments as of June 30, 2009.

| Top 10 Fund Families as of June 30, 2009 (in millions) | | | |
|--|-----------------------------------|-----------------|-----------------|
| Apollo | Stone Point Capital | | |
| Blackstone | TPG | | |
| Clayton, Dubilier and Rice | Thomas H. Lee | | |
| Kohlberg, Kravis, Roberts | Warburg Pincus | | |
| OakTree | Welsh, Carson, Anderson and Stowe | | |
| | Investment NAV | Unfunded | Exposure |
| Total for Top 10 Fund Families | \$ 634.9 | \$ 274.7 | \$ 909.6 |
| Total Investment Portfolio | \$ 1,754.4 | \$ 793.0 | \$ 2,547.4 |
| % of Total in Top 10 Fund Families | 36% | 35% | 36% |

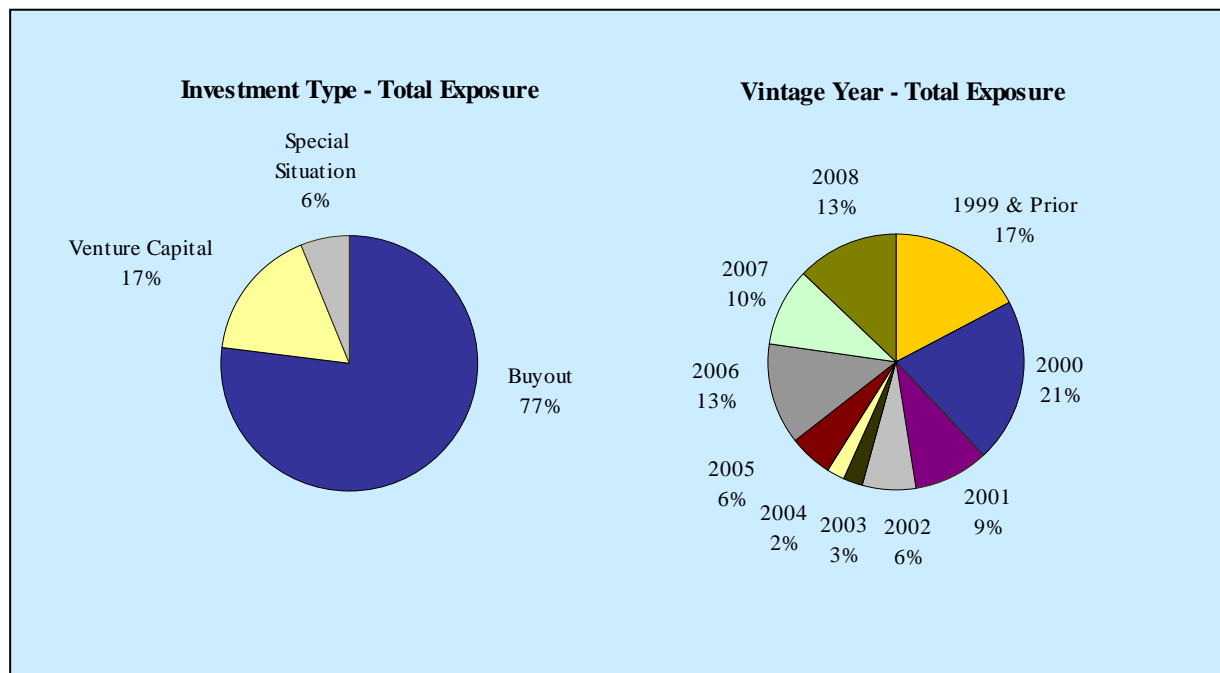
PORTFOLIO DIVERSIFICATION – NAV

The following charts display our investment NAV by investment type at the fund level and the geographic distribution, industry distribution and vintage at the underlying portfolio company level as of June 30, 2009.



PORTFOLIO DIVERSIFICATION – TOTAL EXPOSURE

The following charts display our private equity investment portfolio based on total exposure (NAV plus unfunded commitments) at the fund level as of June 30, 2009.



PORTFOLIO DIVERSIFICATION – INVESTMENTS

The following chart summarizes portfolio statistics calculated based on Conversus' 121 fund families as of June 30, 2009.

| Investment NAV per Fund Family (\$ million) | <u>≤ \$20</u> | <u>\$20-\$50</u> | <u>≥ \$50</u> |
|---|---------------|------------------|---------------|
| # Fund Families | 102 | 12 | 7 |

Top 10 Fund Families ●————→ **36% of Investment NAV**

Top 20 Fund Families ●————→ **51% of Investment NAV**

The following chart summarizes portfolio statistics calculated based on Conversus' 218 fund investments as of June 30, 2009.

| Investment NAV per Fund (\$ million) | <u>≤ \$10</u> | <u>\$10-\$50</u> | <u>≥ \$50</u> |
|--------------------------------------|---------------|------------------|---------------|
| # Funds | 155 | 61 | 2 |

Top 10 Funds ●————→ **20% of Investment NAV**

Top 50 Funds ●————→ **57% of Investment NAV**

The following chart summarizes portfolio statistics calculated at the portfolio company level for Conversus' 1,900 portfolio companies as of June 30, 2009.

| Investment NAV per Portfolio Company (\$ millions) | <u>≤ \$5</u> | <u>\$5-\$20</u> | <u>≥ \$20</u> |
|--|--------------|-----------------|---------------|
| # Portfolio Companies | 1,838 | 60 | 2 |

Top 10 Companies ●————→ **10% of Investment NAV**

Top 50 Companies ●————→ **27% of Investment NAV**

PUBLIC EQUITY SECURITIES

The table below lists our twenty largest public equity securities, excluding the swap, held either directly or indirectly through one or more of our private equity fund investments, as of June 30, 2009, based on investment NAV. These twenty public equity securities totaled \$142.2 million in investment NAV or 53.6% of our total public equity securities portfolio of \$265.1 million as of June 30, 2009.

In total, public equity securities held either directly or indirectly through one or more of our private equity fund investments, including the swap, represented 16.3% of the total investment NAV as of June 30, 2009, while the top twenty positions listed below comprised 8.1% of the total investment NAV as of June 30, 2009.

| Top 20 Public Equity Securities at June 30, 2009 (\$ in thousands) | | |
|---|---------------------|---------------------------|
| | Market Value | % of Total Publics |
| 1 Shenzhen Development Bank Co | \$ 17,215 | 6.5% |
| 2 MetroPCS, Inc. | 15,301 | 5.8 |
| 3 Legrand S.A. | 14,888 | 5.6 |
| 4 Warner Chilcott PLC | 7,928 | 3.0 |
| 5 Sally Beauty Holdings | 6,860 | 2.6 |
| 6 Republic Services Group | 6,851 | 2.6 |
| 7 Rexel S.A. | 6,442 | 2.4 |
| 8 NetFlix.com, Inc. | 6,276 | 2.4 |
| 9 Hughes Communications | 6,146 | 2.3 |
| 10 Hertz Corp | 5,864 | 2.2 |
| 11 Eurand Pharmaceutical Holdings, B.V. | 5,613 | 2.1 |
| 12 Paris Re Holdings Limited | 5,487 | 2.1 |
| 13 Rockwood Holdings | 5,213 | 2.0 |
| 14 Switch & Data Facilities Company, Inc. | 5,165 | 1.9 |
| 15 RiskMetrics Group | 4,865 | 1.8 |
| 16 Warner Music Group | 4,724 | 1.8 |
| 17 CB Richard Ellis | 4,659 | 1.8 |
| 18 Burger King | 4,596 | 1.7 |
| 19 Acura Pharmaceutical | 4,341 | 1.6 |
| 20 Commercial International Bank of Egypt | 3,783 | 1.4 |
| Total Top 20 Public Equity Securities | \$ 142,217 | 53.6% |
| Total Public Equity Securities | \$ 265,131 | |
| Swap Market Value | \$ 21,127 | |
| Total Public Equity Securities and Swap | \$ 286,258 | |
| Total Public Equity Securities and Swap Value as % of Investment NAV | 16.3% | |

CASH FLOW ACTIVITY

Conversus benefited from the maturity and quality of our diversified portfolio, with our organic portfolio essentially cash flow neutral for the second quarter 2009 and the six months ended June 30, 2009. However, consistent with overall activity levels in the market, the pacing of both distributions and calls remained sluggish during the first six months of 2009.

Although we have adopted a realization strategy, we continue to participate in new deals through our \$793.0 million of unfunded commitments, much of which will be called and deployed by our general partners in an environment that we expect to be attractive. For the quarter and six months ended June 30, 2009, we funded capital calls of \$28.2 million and \$52.2 million, respectively (excluding the impact of secondary purchases) representing 3.5% and 6.3% of beginning of period unfunded commitments, respectively. During the six months ended June 30, 2009, we completed three secondary purchases at a total transfer price of \$10.3 million, plus \$4.4 million of unfunded commitments. All secondary purchases occurred in the first quarter of 2009. Taking into account secondary purchases, total funded capital for investments for the quarter and six months ended June 30, 2009 was \$28.2 million and \$62.5 million, respectively.

Buyout funds accounted for 72.5% of capital called during the first six months of 2009. Capital called by our fund investments came largely from more recent vintage year funds, with the 2006, 2007 and 2008 vintage year funds accounting for 25.5%, 24.4% and 18.1%, respectively, of capital called during the period. Smaller transactions constituted the largest portion of calls in the second quarter of 2009, and opportunistic purchases by special situation and buyout funds of performing and distressed debt continued.

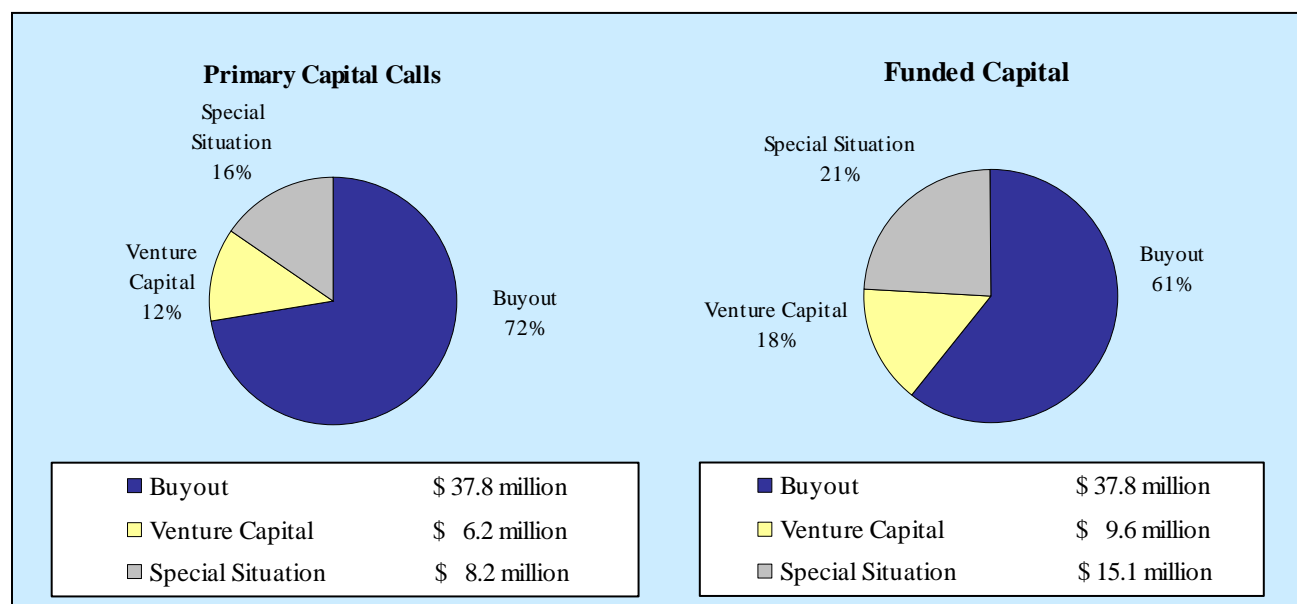
For the quarter and six months ended June 30, 2009, we received distributions of \$24.7 million and \$47.2 million, respectively, representing 1.4% and 2.7% of beginning of period NAV, respectively. Public equity market activity represented almost 30% of distributions during the second quarter of 2009 as general partners took advantage of the rally through secondary sales of public stocks, and Conversus sold public equities previously distributed by our funds.

The sectors with the highest levels of distributions during the six months were Financials (22.0%), Information Technology (19.0%) and Consumer Discretionary (16.3%). These sectors accounted for 57.3% of the total distributions received during the six months. The majority of distributions were from underlying portfolio company investments made in years 2008 (15.7%), 2006 (13.4%), 2005 (12.9%) and 2001 (10.4%).

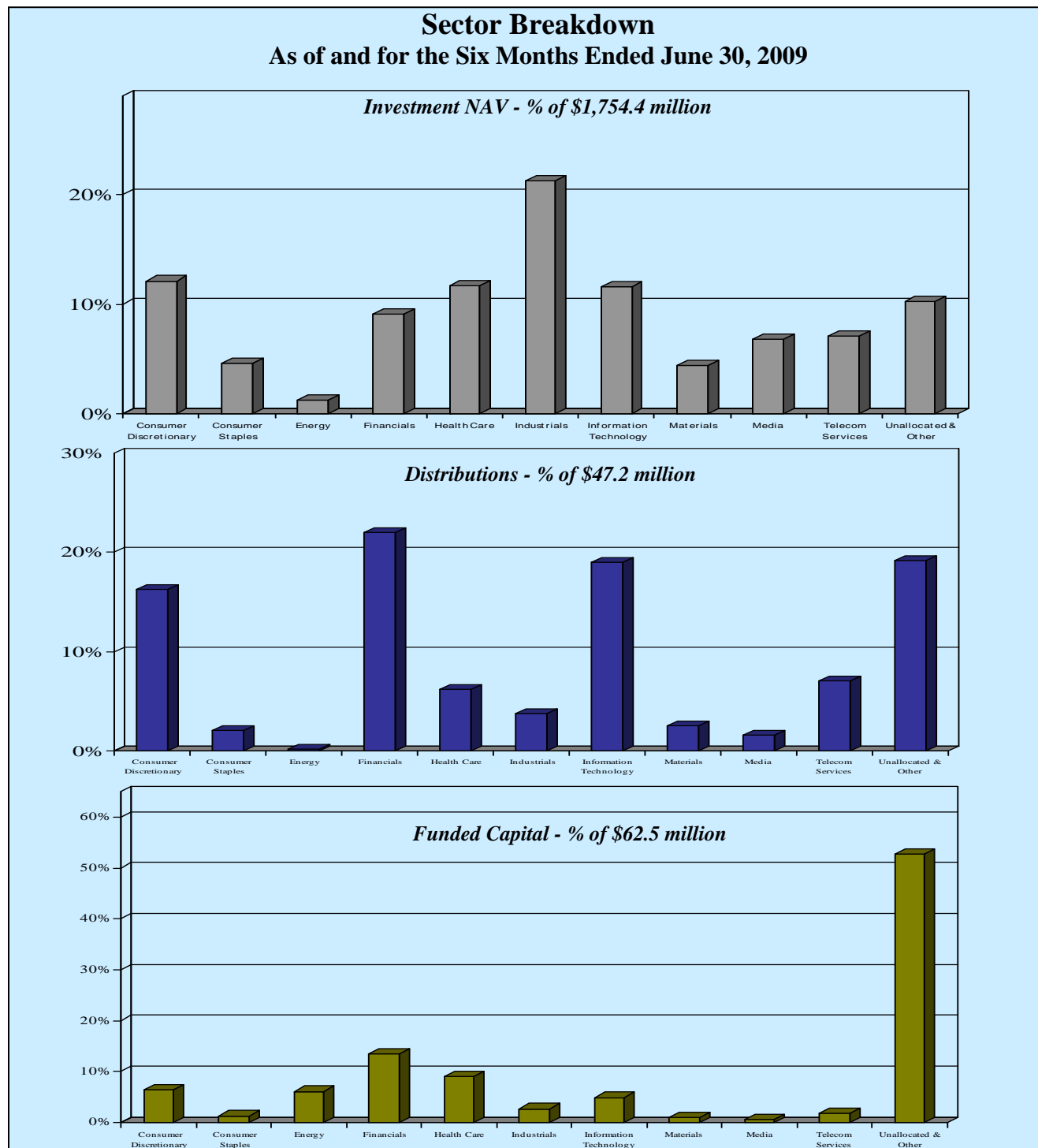
The following chart displays total investment activity for the quarter and six months ended June 30, 2009.

| Investment Activity (\$ in thousands) | | |
|--|--|---|
| | Quarter ended June 30, 2009 | Six months ended June 30, 2009 |
| Funded Capital | \$ 28,179 | \$ 62,526 |
| Return of Capital | \$ 25,061 | \$ 41,926 |
| Realized Losses on Distributions | (2,233) | (1,148) |
| Investment Income | 2,491 | 3,493 |
| Refunded Capital and Other | (636) | 2,960 |
| Total Distributions | \$ 24,683 | \$ 47,231 |
| Realized Losses from Non-Cash Write-offs | \$ (11,135) | \$ (16,077) |

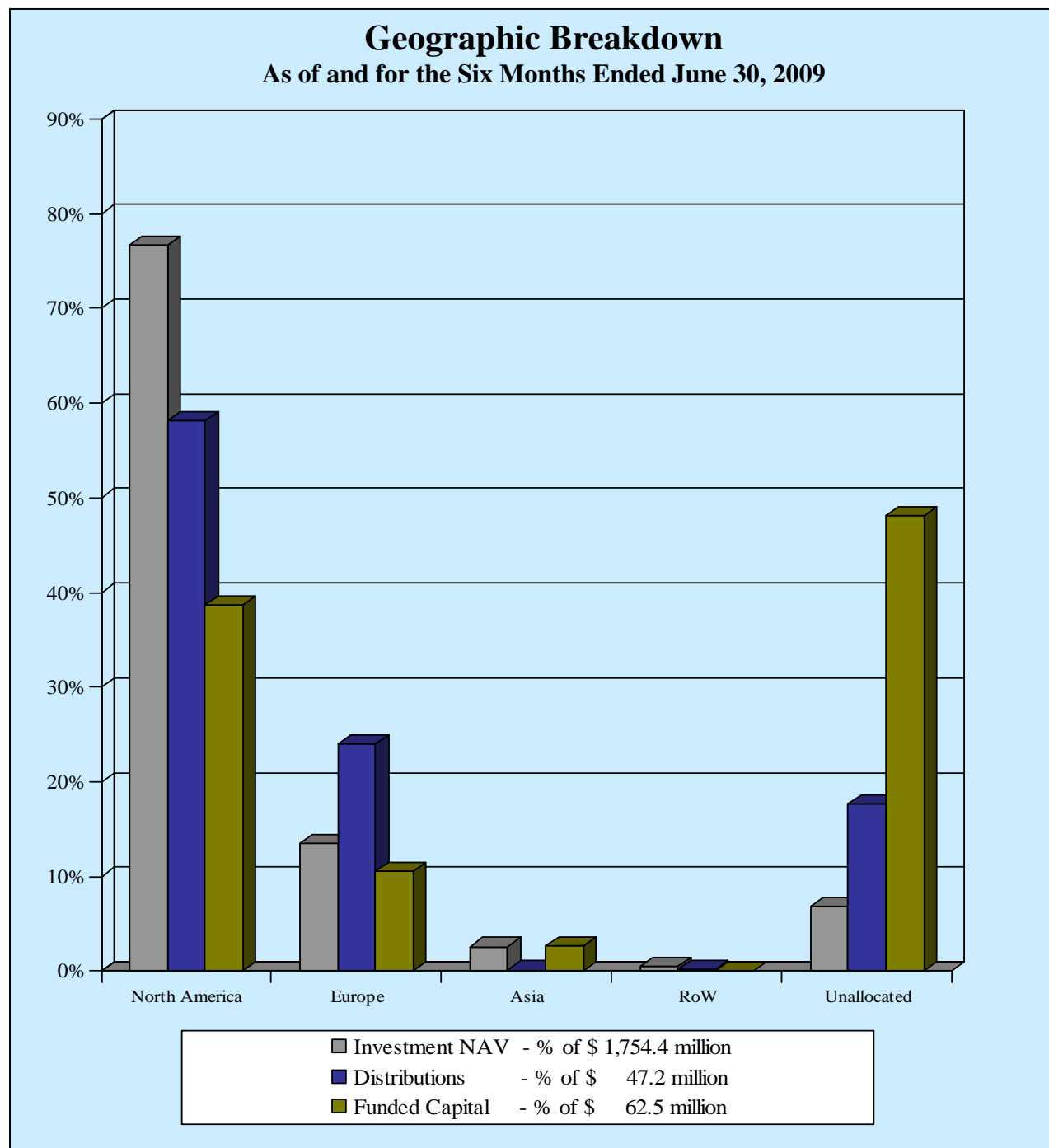
The following charts display capital calls and total funded capital (includes secondary purchases) for the six months ended June 30, 2009, by investment type.



The following charts display, by industry sector, the relative percentage of investment NAV as of June 30, 2009 and the relative percentages of distributions and funded capital for the six months ended June 30, 2009. Portions of the investment NAV, funded capital and distributions are categorized as “Unallocated & Other.” This category includes: (i) other industries such as utilities and real estate (ii) cash flow activity for which we have not received adequate information from the general partners to allow for sector categorization or (iii) activity in special situation and buyout funds related to debt investments. For the six months ended June 30, 2009, approximately 34% of the total funded capital relates to debt investments made during the period.



The following chart displays, by geographic region, the relative percentages of funded capital and distributions for the quarter ended June 30, 2009 and the relative percentage of investment NAV as of June 30, 2009. Portions of the investment NAV, funded capital and distributions are categorized as “Unallocated.” This category includes (i) cash flow activity for which we have not received adequate information from the general partners to allow for geographic categorization or (ii) activity in special situation and buyout funds related to debt investments. For the six months ended June 30, 2009, approximately 34% of the total funded capital relates to debt investments made during the period.



MARKET COMMENTARY AND OUTLOOK

Equity markets continued their late first quarter rally during the second quarter, with the S&P 500 index climbing 16% and the MSCI World index increasing 21%, one of the strongest quarters in recent history. A near-record percentage of public companies reported earnings that exceeded expectations. Broad debt indexes also posted substantial advances. Investor sentiment rebounded, and a measure of overall confidence returned.

New private equity investment activity remained muted, and the pace of realizations continued to be slow, as both calls and distributions from U.S. based funds decreased over 60% from prior year levels. General partners remain focused on protecting and creating value in their existing portfolio companies, with a particular emphasis on solving balance sheet challenges for companies with debt maturities over the next few years and those with overall high leverage levels. Credit markets firmed during the second quarter, allowing numerous portfolio companies to begin addressing these challenges. U.S. high-yield volume spiked to \$55 billion in the second quarter, up from \$15 billion in the first quarter, and exceeded the average quarterly totals seen in 2006 and 2007. The strength of the high-yield market facilitated a strong trend of refinancing bank debt with high-yield bonds. In addition, numerous portfolio companies succeeded in extending the maturity of their senior bank debt or gaining flexibility under their covenants. While significant concerns remain regarding the wall of debt maturing in 2013-2014, recent activity indicates that the strongest portfolio companies can now access the debt markets.

Private equity fund raising continued its modest pace with only \$80 billion in new funds raised in the second quarter, a 60% decrease from the same quarter of the previous year. Given the current low levels of fundraising, we believe there is limited opportunity cost in forgoing primary commitments over the near term. In the second quarter, we saw a growing pipeline of annex funds and similar structures with capital designated to support the general partner's existing portfolio companies. We may find selective participation in these opportunities to be an appropriate use of capital to protect our existing investments. As certain investors still face a liquidity crunch, market participants expect the volume of secondary sales to grow, but year to date closed secondary deals have lagged last year, as buyers and sellers hold divergent pricing expectations.

Robust equity markets have opened the initial public offering ("IPO") window for strong companies. Conversus' portfolio includes several potential IPO candidates, and we could benefit from a deep and sustained IPO market. While an IPO is an important step toward the ultimate realization of value from a portfolio company investment, IPOs rarely result in large, immediate cash distributions. Typically, only a modest fraction of a company is sold in an IPO, and a significant share of the proceeds may be retained by the company for expansion, debt reduction or other capital needs. The process of fully realizing the value of a portfolio company that has gone public may extend over several years, as evidenced by the fact that 15% of Conversus' investment NAV is comprised of public stocks held within our funds. In addition to the potential valuation increase, a public offering typically improves a portfolio company's ability to borrow money and increases the available financing tools, such as follow-on public offerings of stock and convertible bonds, among others. In the current environment, general partners may find the capital structure and refinancing benefits of an IPO to be an important motivator. Of course, going public may also create branding benefits, as well as expand a firm's ability to execute corporate acquisitions on favorable terms.

While we are heartened by the dramatic rally in the capital markets, we believe that significant challenges remain for the broader economy, and near term prospects for a strong recovery remain muted. We expect private equity exits and new investment activity to remain slow for the near term and recognize that the pace of our capital calls is likely to increase sooner than the pace of distributions.

The private equity industry has posted some of its strongest returns through investments made near the end of cyclical bottoms and coming out of downturns. The dispersion of returns in this phase of the cycle has also been quite wide, providing a clear advantage to investing with the best general partners. Recent positive trends in the broad markets have positively impacted Conversus through valuation increases and realizations, and we believe that our diverse, mature portfolio of top-tier funds is very well positioned to weather, or potentially profit from, additional volatility and to benefit from an eventual recovery.

LIQUIDITY AND CAPITAL RESOURCES

We utilize leverage under our credit facility and employ an over-commitment strategy, and thus we are subject to the associated risks as explained in this report and in the combined financial statements.

As of June 30, 2009, \$263.7 million in principal and interest borrowings were outstanding under the credit facility with Citigroup pursuant to which Conversus LP has the ability to issue up to \$650.0 million of notes to Citigroup on a continuous basis over the five year term of the program, subject to conditions and covenants (see Note 6 of the combined financial statements).

The investments in our portfolio generate cash from time to time. This cash is in the form of distributions and dividends on equity investments, payments of interest and principal on fixed income investments and cash consideration received in connection with the realization of investments. We use our cash primarily to make investments, such as meeting capital calls, through the Investment Partnership and its subsidiaries, to pay our operating expenses and to repay debt.

Current and future liquidity depend primarily on cash distributions generated by the private equity fund investments, direct private equity co-investments and temporary investments that we make, capital contributions that we receive in connection with the issuance of additional units or other securities (if any) and borrowings under the credit facility.

Conversus LP depends on the Investment Partnership to distribute cash in a manner that allows it to meet its expenses as they become due. If Conversus LP does not receive cash distributions from the Investment Partnership or other entities in which Conversus LP has an interest, it may not be able to meet its expenses when they become due.

As of June 30, 2009, we had unfunded commitments of \$793.0 million, representing an over-commitment level of 45.2% (unfunded commitments as a percentage of investment NAV) compared with an over-commitment level of 48.1% as of December 31, 2008. Because we employ an over-commitment strategy when making investments in private equity funds, the amount of capital we have committed for future private equity investments exceeds our available cash at a given time. Any available cash that we hold is temporarily invested in accordance with our cash management policy, which provides liquidity for funding capital calls that may be made by the private equity funds to which we have made commitments.

Through cash flows from our portfolio and prudent investment pacing, we believe that our liquidity position remains solid. We ended the quarter with a cash balance of \$39.7 million and total principal and interest outstanding of \$263.7 million under our credit facility. Public equity securities on our balance sheet plus the swap value as of June 30 provide an additional \$31.5 million in potential liquidity. The \$254.8 million of public equities held by our general partners may, over time, be another source of liquidity. Consistent with the maturity profile of our portfolio, our \$793.0 million of unfunded commitments included \$200.7 million to funds that were beyond their investment period.

It is likely that capital calls will increase from current low levels much more quickly than distributions across the private equity market, although we expect the maturity and quality of our portfolio to positively impact the pace of our distributions. We continue to be keenly focused on maintaining financial flexibility to navigate through an extended macro economic downturn and have planned for potential imbalances in our cash flow resulting from the extraordinarily difficult exit markets. We believe that Conversus currently has sufficient liquidity tools to face a challenging and uncertain environment for the remainder of 2009 and through 2010.

NON-GAAP FINANCIAL MEASUREMENT

In evaluating our performance and results of operations, management reviews a financial measure, referred to as “adjusted NAV,” which is not determined in accordance with generally accepted accounting principles in the United States (“non-GAAP”). Non-GAAP measurements do not have any standardized meaning and are unlikely to be comparable to similar measures presented by other companies. As management believes the adjusted NAV to be useful and relevant in assessing our operational performance, we believe it is important to provide information with respect to this non-GAAP measurement so as to share this perspective of management. This non-GAAP financial measure should be considered in the context of our results reported under accounting principles generally accepted in the United States (“U.S. GAAP”).

The NAV per unit and the change in NAV per unit over time are important indicators of Conversus’ overall portfolio performance. U.S. GAAP requires that all capital transactions, including unit holder distributions, unit repurchases and unit issuances, be included in the reporting of NAV as well as in the number of shares outstanding, both of which are used to calculate the NAV per unit. Conversus’ management also considers performance on a purely operational basis and calculates adjusted NAV by removing these capital transactions and the related impact on the shares outstanding since our inception. The following table displays the reported NAV per unit, as well as management’s calculation of the adjusted NAV per unit.

| | As of June 30, 2009 | As of December 31, 2008 | Increase / (Decrease) |
|--------------------------------|--------------------------------|------------------------------------|----------------------------------|
| Net Asset Value, as reported | \$1,503,115 | \$1,516,373 | (0.9) % |
| Unit Holder Distributions | 36,623 | 36,623 | 0.0 |
| Units Repurchased | 19,909 | 16,688 | 19.3 |
| New Units Issued | (4,046) | (4,046) | 0.0 |
| Adjusted Net Asset Value | <u>\$1,555,601</u> | <u>\$1,565,638</u> | <u>(0.6) %</u> |
| Units Outstanding, as reported | 72,367 | 72,728 | (0.5) % |
| Units Repurchased | 1,207 | 846 | 42.7 |
| New Units Issued | (172) | (172) | 0.0 |
| Adjusted Units Outstanding | <u>73,402</u> | <u>73,402</u> | <u>0.0 %</u> |
| NAV per Unit, as reported | \$20.77 | \$20.85 | (0.4) % |
| Adjusted NAV per Unit | \$21.19 | \$21.33 | (0.7) % |

FORWARD-LOOKING STATEMENTS

This report contains certain forward-looking statements. In some cases, forward-looking statements can be identified by terms such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "potential," "should," "will," and "would," or the negative of those terms or other comparable terminology. Forward-looking statements speak only as of the date of the document in which they are made and include statements relating to expectations, beliefs, projections (which may include statements regarding future economic performance, and the financial condition, results of operations, liquidity, investments, business, net asset value and prospects of Conversus), future plans and strategies and anticipated results thereof, anticipated events or trends and similar matters that are not historical facts.

By their nature, forward-looking statements involve risk and uncertainty, because they relate to events and depend on circumstances that will occur in the future, and there are many factors that could cause actual results and developments to differ materially from those expressed or implied by these forward-looking statements. Factors that could cause actual results to vary from our forward-looking statements include, but are not limited to, the following:

- our investment strategy may not be successful in generating attractive rates of return or in otherwise meeting its objectives;
- our limited operating history and the limited track record of our Investment Manager;
- our historical performance since inception and the historical performance of our initial portfolio for periods prior to our inception may not be indicative of our future performance;
- we may be unable to successfully identify and consummate value-enhancing transactions;
- we may be unable to obtain reliable access to new funds managed by top-performing managers;
- the ability of the funds and portfolio companies in which we invest to achieve their business, operating, financial, investment and other objectives, including realizations;
- changes in the relationship with the Investment Manager as our service provider;
- changes in the relationship between the Investment Manager and BAC, OHIM and each of their respective key investment professionals;
- our organizational, ownership and investment structure may create certain conflicts of interest;
- securities market conditions (including investor sentiment, and the trading price, discount to NAV, liquidity and volatility of our common units and RDUs);
- private equity market conditions (including our performance and changes in our NAV);
- competitive conditions;
- international, national and regional political conditions; and
- the risks, uncertainties and other factors discussed elsewhere in this report (including, but not limited to, the combined financial statements) and in the filings made with the AFM available on the Conversus website (www.conversus.com).

The foregoing is not a comprehensive list of the risks and uncertainties to which we are subject. Except as required by applicable law, we undertake no obligation to update or revise any forward-looking statements to reflect any change in our expectations, or any changes in events, conditions or circumstances on which any forward-looking statement is based. In light of these risks, uncertainties and assumptions, the events described by our forward-looking statements might not occur. We qualify any and all of our forward-looking statements by these cautionary factors.

STATEMENT OF RESPONSIBILITY

Substantially all Conversus' investments are made through the Investment Partnership and its subsidiaries. Therefore, in order to present meaningful financial statements, the accounts of Conversus LP and the Investment Partnership have been combined as permitted under U.S. GAAP. All material balances between Conversus LP and the Investment Partnership have been eliminated.

We prepare combined financial statements on an annual, semi-annual and quarterly basis in accordance with U.S. GAAP. Our fiscal year ends on December 31. We prepare our statements in accordance with U.S. GAAP rather than Dutch GAAP or International Financial Reporting Standards as permitted under Dutch and European law. In the instance where contradictory legislation is passed, Conversus could be required to prepare its combined financial statements on a basis other than U.S. GAAP.

The combined financial statements are the responsibility of the respective managing general partner, acting through its Board of Directors, of each of Conversus LP and the Investment Partnership (collectively, the "Managing General Partner"). The Managing General Partner is responsible for preparing combined financial statements which give a true and fair view of the state of affairs of Conversus and of the profit or loss of Conversus for the applicable period, in accordance with applicable Guernsey law, Dutch law and in accordance with U.S. GAAP. In preparing this financial report, the Directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to assume that Conversus will continue in business.

The Directors confirm that they have complied with the above requirements in preparing these combined financial statements. The Directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of Conversus. They are also responsible for safeguarding the assets of Conversus and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

PRINCIPAL RISKS

This financial report (including without limitation the combined financial statements) summarizes the principal risks affecting Conversus. Additional risks and uncertainties that are currently unknown or that are not believed to be principal risks may also adversely affect the results of operations or financial condition of Conversus. If any of the principal risks actually occur, the results of operations and financial condition of Conversus would likely suffer.

COMPOSITION OF PORTFOLIO INVESTMENTS

| Total Portfolio | | # of Holdings | Investment NAV | Total Exposure |
|---|---------------------|---------------|---|---------------------|
| (Includes Direct Co-investments, Public Equity Securities and Swap) | | 234 | \$1,754.4 | \$2,547.4 |
| Total Funds | | # of Funds | Estimated NAV | Total Exposure |
| | | 218 | \$1,677.6 | \$2,470.6 |
| Total Buyout Funds | | # of Funds | Estimated NAV | Total Exposure |
| | | 142 | \$1,242.8 | \$1,900.2 |
| Buyout Funds >\$7.5 billion | | # of Funds | Estimated NAV | Total Exposure |
| | | 9 | \$102.7 | \$308.6 |
| <i>Fund Name</i> | <i>Vintage Year</i> | | <i>Fund Name</i> | <i>Vintage Year</i> |
| 1 Apollo Investment Fund VI, L.P. | 2006 | 6 | KKR 2006 Fund, L.P. | 2006 |
| 2 Apollo Overseas Partners VII, L.P. | 2008 | 7 | PAI Europe V, L.P. | 2007 |
| 3 Bain Capital Fund X, L.P. | 2008 | 8 | Permira IV, L.P. | 2006 |
| 4 Carlyle Partners V, L.P. | 2007 | 9 | TPG Partners VI, L.P. | 2008 |
| 5 CVC European Equity Fund V, L.P. | 2008 | | | |
| Buyout Funds \$5 - \$7.5 billion | | # of Funds | Estimated NAV | Total Exposure |
| | | 8 | \$146.1 | \$198.6 |
| <i>Fund Name</i> | <i>Vintage Year</i> | | <i>Fund Name</i> | <i>Vintage Year</i> |
| 1 Apax Europe V-A, LP | 2001 | 5 | KKR 1996 Fund, L.P. | 1997 |
| 2 Blackstone Capital Partners IV, L.P. | 2003 | 6 | KKR Millennium Fund, L.P. | 2002 |
| 3 Green Equity Investors V, LP | 2006 | 7 | New Mountain Partners III, L.P. | 2007 |
| 4 J.P. Morgan Global Investors, L.P. | 2001 | 8 | Warburg Pincus Private Equity VIII, L.P. | 2001 |
| Buyout Funds \$3 - \$5 billion | | # of Funds | Estimated NAV | Total Exposure |
| | | 21 | \$296.6 | \$436.6 |
| <i>Fund Name</i> | <i>Vintage Year</i> | | <i>Fund Name</i> | <i>Vintage Year</i> |
| 1 Apollo Investment Fund IV, L.P. | 1998 | 12 | PAI Europe IV-B, L.P. | 2005 |
| 2 Apollo Investment Fund V, L.P. | 2001 | 13 | Silver Lake Partners II, L.P. | 2004 |
| 3 BC European Capital VII | 2000 | 14 | Third Cinven Fund US No. 3 Limited Partnership | 2002 |
| 4 Blackstone Capital Partners III L.P. | 1997 | 15 | Thomas H. Lee Equity Fund V, L.P. | 2001 |
| 5 Carlyle Partners III, L.P. | 2000 | 16 | Thomas H. Lee Equity Fund VI, L.P. | 2006 |
| 6 Clayton, Dubilier & Rice Fund VI, L.P. | 1999 | 17 | TPG Asia V, L.P. | 2007 |
| 7 Clayton, Dubilier & Rice Fund VII, LP | 2005 | 18 | TPG Partners III, L.P. | 2000 |
| 8 Clayton, Dubilier & Rice Fund VIII, L.P. | 2008 | 19 | Warburg Pincus Equity Partners, L.P. | 1998 |
| 9 CVC European Equity Partners III LP | 2001 | 20 | Welsh, Carson, Anderson & Stowe IX, L.P. | 2000 |
| 10 Lindsay Goldberg III-A, L.P. | 2008 | 21 | Welsh, Carson, Anderson & Stowe VIII, L.P. | 1998 |
| 11 Madison Dearborn Capital Partners IV, L.P. | 2000 | | | |
| Buyout Funds \$1 - \$3 billion | | # of Funds | Estimated NAV | Total Exposure |
| | | 37 | \$296.1 | \$411.8 |
| <i>Fund Name</i> | <i>Vintage Year</i> | | <i>Fund Name</i> | <i>Vintage Year</i> |
| 1 Alchemy Plan (BOA), L.P. | 1997 | 20 | Kelso Investment Associates VI, LP | 1998 |
| 2 Apollo Investment Fund III, L.P. | 1995 | 21 | Madison Dearborn Capital Partners III, LP | 1999 |
| 3 Bain Capital Fund VII, L.P. | 2000 | 22 | Metalmark Capital Partners, L.P. | 2006 |
| 4 Blackstone Capital Partners II L.P. (CECC) | 1993 | 23 | Morgan Stanley Capital Partners III | 1994 |
| 5 Blackstone Communications Partners I, L.P. | 2000 | 24 | Morgan Stanley Dean Witter Capital Partners IV, | 1999 |
| 6 Capital Z Financial Services Fund II, L.P. | 1998 | 25 | Nautic Partners V, L.P. (fka Navis Partners V) | 2000 |
| 7 Carlyle Europe Partners, L.P. | 1998 | 26 | Providence Equity Partners IV, L.P. | 2000 |
| 8 Carlyle Partners II, L.P. | 1994 | 27 | Ripplewood Partners II/Side-by-Side Fund, L.P. | 2002 |
| 9 Crestview Capital Partners | 2005 | 28 | Second Cinven Fund US No. 2 Limited Partnership | 1998 |
| 10 Crestview Partners II (Cayman), L.P. | 2007 | 29 | Spectrum Equity Investors IV, L.P. | 2000 |
| 11 CVC European Equity Partners II LP | 1998 | 30 | TowerBrook Investors III, L.P. | 2008 |
| 12 Diamond Castle Partners IV, L.P. | 2005 | 31 | TPG Partners II, L.P. | 1997 |
| 13 EQT III (fka EQT Northern Europe) | 2001 | 32 | Trident II, L.P. | 1999 |
| 14 Green Equity Investors III, L.P. | 1999 | 33 | Trident III, L.P. | 2004 |
| 15 Green Equity Investors IV, L.P. | 2003 | 34 | Trident IV, LP. | 2006 |
| 16 Hicks, Muse, Tate & Furst Equity Fund V, L.P. | 2000 | 35 | Vestar Capital Partners IV, L.P. | 2000 |
| 17 Hicks, Muse, Tate & Furst Europe Fund, L.P. | 1999 | 36 | Warburg, Pincus International Partners, L.P. | 2000 |
| 18 Industri Kapital 2000 Limited Partnership III | 2000 | 37 | Weston Presidio Capital IV, LP | 2000 |
| 19 J.W. Childs Equity Partners III, L.P. | 2002 | | | |

Composition of Portfolio Investments (continued)

| Buyout Funds \$500 million - \$1 billion | | | # of Funds | Estimated NAV | Total Exposure |
|---|---------------------|----|---|---------------|---------------------|
| | | | 25 | \$191.5 | \$247.8 |
| <i>Fund Name</i> | <i>Vintage Year</i> | | <i>Fund Name</i> | | <i>Vintage Year</i> |
| 1 Asia Alternatives Capital Partners II, L.P. | 2008 | 14 | Fenway Partners Capital Fund II, LP | | 1998 |
| 2 Aurora Equity Partners II, LP | 1998 | 15 | Industri Kapital 1997 Limited Partnership III | | 1997 |
| 3 Bain Capital VII Coinvestment Fund, L.P. | 2000 | 16 | Irving Place Capital Partners II, L.P. | | 2000 |
| 4 Blum Strategic Partners, L.P. | 1998 | 17 | Kelso Investment Associates V, L.P. | | 1993 |
| 5 Boston Ventures Limited Partnership V | 1996 | 18 | Littlejohn Fund II, L.P. | | 1999 |
| 6 Boston Ventures Limited Partnership VI | 2000 | 19 | Nautic VI-A, LP | | 2007 |
| 7 Brentwood Associates Private Equity III, L.P. | 1999 | 20 | Newbridge Asia III, L.P. | | 2000 |
| 8 Bruckmann, Rosser, Sherrill & Co. II, LP | 1999 | 21 | Parthenon Investors II, LP | | 2001 |
| 9 Calera Capital Partners III, L.P. | 2001 | 22 | Quad-C Partners VI, LP | | 2001 |
| 10 CCG Investment Fund, L.P. | 2000 | 23 | Riverside Capital Appreciation Fund V, L.P. | | 2008 |
| 11 Charlesbank Equity Fund V, LP | 2000 | 24 | Vestar Capital Partners III, L.P. | | 1997 |
| 12 Clayton, Dubilier & Rice Fund VII Coinvest, L.P. | 2006 | 25 | Warburg Pincus Ventures International | | 1997 |
| 13 Code Hennessy & Simmons IV, L.P. | 1999 | | | | |
| Buyout Funds <\$500 million | | | # of Funds | Estimated NAV | Total Exposure |
| | | | 42 | \$209.8 | \$296.8 |
| <i>Fund Name</i> | <i>Vintage Year</i> | | <i>Fund Name</i> | | <i>Vintage Year</i> |
| 1 AIG Altaris Health Partners, L.P. | 2003 | 22 | Friedman, Fleischer & Lowe Capital Partners, L.P. | | 1999 |
| 2 Alta Communications IX, L.P. | 2003 | 23 | German Equity Partners II, LP | | 1999 |
| 3 American Industrial Partners Capital Fund III, L.P. | 2000 | 24 | GMT Communications Partners II, LP | | 2000 |
| 4 Atlantic Equity Partners III, L.P. | 1999 | 25 | Graham Partners Investments, LP | | 1999 |
| 5 Bain Capital VI Coinvestment Fund, LP | 1998 | 26 | Great Hill Equity Partners II, LP | | 2001 |
| 6 Brazos Equity Fund, LP | 2000 | 27 | Great Hill Equity Partners, LP | | 1999 |
| 7 Bruckmann, Rosser, Sherrill & Co. III, L.P. | 2007 | 28 | Greenbriar Equity Fund, LP | | 2000 |
| 8 Calera Capital Partners II (Fremont Partners), L.P. | 1997 | 29 | Harvest Partners IV, LP | | 2001 |
| 9 CapStreet II, L.P. (fka Summit Capital II) | 2000 | 30 | ING Furman Selz Investors III LP | | 2000 |
| 10 Carousel Capital Partners II, LP | 2001 | 31 | Marathon Fund Limited Partnership IV | | 1999 |
| 11 Catterton Partners IV | 2000 | 32 | Parthenon Investors, L.P. | | 1999 |
| 12 CEA Capital Partners USA, LP | 1997 | 33 | Pouschine Cook Capital Partners, L.P. | | 1999 |
| 13 Centre Capital Investors III, L.P. | 1999 | 34 | Quad-C Partners V, LP | | 1998 |
| 14 Chisholm Partners IV, LP | 1999 | 35 | Ripplewood Partners, LP | | 1996 |
| 15 Code, Hennessy & Simmons II, LP | 1994 | 36 | Riverside Capital Appreciation 1998 Fund, LP | | 1998 |
| 16 Euroknights IV US NO. 2, LP | 2000 | 37 | Seaport Capital Partners II, LP | | 2000 |
| 17 Europe Capital Partners IV, LP | 1999 | 38 | T3 Partners II, L.P. | | 2001 |
| 18 European Acquisition Capital Fund II | 1998 | 39 | T3 Partners, L.P. | | 2000 |
| 19 Evercore Capital Partners, L.P. | 1997 | 40 | Trivest Fund III, LP | | 2000 |
| 20 FFC Partners I, LP (fka FFT Partners I) | 1996 | 41 | U.S. Equity Partners II (Offshore), L.P. | | 2002 |
| 21 FFC Partners II, L.P. (fka FFT Partners II) | 1999 | 42 | William Blair Capital Partners VII QP, L.P. | | 2001 |

Composition of Portfolio Investments (continued)

| Venture Capital Funds | | # of Funds | Estimated NAV | Total Exposure |
|--|---------------------|---|---------------------|----------------|
| | | 58 | \$302.5 | \$417.5 |
| <i>Fund Name</i> | <i>Vintage Year</i> | <i>Fund Name</i> | <i>Vintage Year</i> | |
| 1 ABS Capital Partners IV, LP | 2000 | 30 Morgenthaler Partners VI, LP | 2000 | |
| 2 APAX Excelsior VI, LP | 2000 | 31 Morgenthaler Partners VII, LP | 2001 | |
| 3 Austin Ventures VII, L.P. | 1999 | 32 MPM BioVentures III, L.P. | 2002 | |
| 4 Austin Ventures VIII, L.P. | 2001 | 33 New Enterprise Associates 10, LP | 2000 | |
| 5 Azure Venture Partners I, LP | 2000 | 34 New Enterprise Associates 13, L.P. | 2008 | |
| 6 Battery Ventures VI, L.P. | 2000 | 35 New Enterprise Associates 9, LP | 1999 | |
| 7 Bay City Capital Fund V, L.P. | 2007 | 36 Pinnacle Ventures Equity Fund II-O, L.P. | 2008 | |
| 8 Bay City Capital IV, L.P. | 2005 | 37 Polaris Venture Partners III, L.P. | 2000 | |
| 9 Bay Partners X, L.P. | 2001 | 38 Polaris Venture Partners IV, L.P. | 2002 | |
| 10 Essex Woodlands Health Ventures Fund IV, LP | 1998 | 39 Redpoint Ventures II, LP | 2000 | |
| 11 Essex Woodlands Health Ventures Fund V, LP | 2000 | 40 RRE Ventures III-A, LP | 2001 | |
| 12 Essex Woodlands Health Ventures VIII-A, L.P. | 2008 | 41 Sigma Partners 6, L.P. | 2001 | |
| 13 Financial Technology Ventures (Q), LP | 1998 | 42 Sigma Partners IV, L.P. | 1998 | |
| 14 Financial Technology Ventures II (Q), L.P. | 2001 | 43 Sigma Partners V, L.P. | 1999 | |
| 15 Foundation Capital Fund III, L.P. | 2000 | 44 Spectrum Equity Investors III, L.P. | 1999 | |
| 16 Foundation Capital IV, L.P. | 2002 | 45 TA Associates Advent VIII | 1997 | |
| 17 Foundation Capital Leadership Fund, L.P. | 2000 | 46 TA IX, L.P. | 2000 | |
| 18 FTVentures III, L.P. | 2007 | 47 TCV II (Q), L.P. | 1997 | |
| 19 Index Ventures Growth I, LP | 2008 | 48 TCV III (Q), L.P. | 1999 | |
| 20 Institutional Venture Partners XI, L.P. (Monarch) | 2005 | 49 TCV IV, LP | 2000 | |
| 21 InterWest Partners VII, L.P. | 1999 | 50 TCV VII(A), L.P. | 2007 | |
| 22 InterWest Partners VIII, L.P. | 2000 | 51 TL Ventures III, L.P. | 1997 | |
| 23 InterWest Partners X, L.P. | 2008 | 52 TL Ventures IV, L.P. | 1999 | |
| 24 Lighthouse Capital Partners V, L.P. | 2002 | 53 TL Ventures V, L.P. | 2000 | |
| 25 Lightspeed Venture Partners VIII, L.P. | 2008 | 54 TL Ventures VII, L.P. | 2008 | |
| 26 M/C Venture Partners V, L.P. | 2000 | 55 U.S. Venture Partners VI, L.P. | 1999 | |
| 27 Meritech Capital Partners II L.P. | 2000 | 56 U.S. Venture Partners VIII, L.P. | 2001 | |
| 28 Morgan Stanley Dean Witter Venture Partners IV, L.P. | 1999 | 57 U.S. Venture Partners X, L.P. | 2008 | |
| 29 Morgan Stanley Venture Partners 2002 Fund, L.P. | 2002 | 58 WPG Venture Associates IV | 1997 | |
| Special Situation Funds | | # of Funds | Estimated NAV | Total Exposure |
| | | 18 | \$132.3 | \$152.9 |
| <i>Fund Name</i> | <i>Vintage Year</i> | <i>Fund Name</i> | <i>Vintage Year</i> | |
| 1 Avenue Special Situations Fund II, L.P. | 2000 | 10 OCM Opportunities Fund VI, L.P. | 2005 | |
| 2 Avenue Special Situations Fund III, L.P. | 2002 | 11 OCM Opportunities Fund VII, L.P. | 2007 | |
| 3 Avenue Special Situations Fund IV, L.P. | 2006 | 12 OCM Opportunities Fund VIIb, L.P. | 2008 | |
| 4 Avenue Special Situations Fund V, L.P. | 2007 | 13 OCM Principal Opportunities Fund III, L.P. | 2004 | |
| 5 BIA Digital Partners, LP | 2001 | 14 OCM Principal Opportunities Fund, L.P. | 1996 | |
| 6 Gleacher Mezzanine Fund I, LP | 2001 | 15 OHA Leveraged Loan Portfolio, L.P. | 2008 | |
| 7 Highland Restoration Capital Partners Offshore, L.P. | 2008 | 16 TA Subordinated Debt Fund L.P. | 2000 | |
| 8 Lone Star Fund VI (U.S.), L.P. | 2008 | 17 TPG Credit Strategies Fund, L.P. | 2006 | |
| 9 OCM Opportunities Fund V, L.P. | 2004 | 18 WCAS Capital Partners III, L.P. | 1997 | |
| Direct Co-investments | | # of Holdings | Estimated NAV | Total Exposure |
| | | 3 | \$45.3 | \$45.3 |
| Public Equity Securities and Derivatives | | # of Holdings | Estimated NAV | Total Exposure |
| | | 13 | \$31.5 | \$31.5 |
| Notes: Total Exposure equals Estimated NAV plus remaining unfunded commitments. Vintage year is the earlier of the first capital call or the date the fund began operations | | | | |

DIRECTORS, ADVISORS AND KEY INFORMATION

| | |
|---|--|
| <p><i>Independent Board of Directors</i> Paul Guilbert (Chairman) Laurance R. (Laurie) Hoagland, Jr., Dr. Per Johan Strömberg</p> <p><i>Non-Voting Advisors</i> J. Taylor Crandall Peter F. Dolan James D. Forbes Leon Shahinian</p> <p>The address of each person named above is: c/o Conversus GP, Limited., Trafalgar Court, Les Banques, St. Peter Port, Guernsey GY1 3QL, Guernsey, Channel Islands.</p> | <p><i>Investor Information</i> Exchange: Euronext Amsterdam Trading symbol: CCAP Listing date: June 29, 2007 Currency: USD Bloomberg: CCAP NA Reuters: CCAP.AS Yahoo! Finance: CCAP.AS Google Finance: AMS:CCAP</p> |
| <p><i>Registered Office</i> Conversus Capital, L.P c/o Conversus GP, Limited Trafalgar Court, Les Banques St. Peter Port, Guernsey, GY1 3QL, Channel Islands ccap@conversus.com Tel: +44 1481 745 175 Fax: +44 1481 745 176</p> | <p><i>Independent Accountants</i> PricewaterhouseCoopers CI LLP P.O. Box 321 National Westminster House, Le Truchot, St. Peter Port, Guernsey, GY1 4ND, Channel Islands Tel: +44 1481 752 000 Fax: +44 1481 752 001</p> |
| <p><i>Investment Manager</i> Conversus Asset Management, LLC 190 South LaSalle Street, Suite 1500 Chicago, Illinois, 60603 Tel: +1 312 261 9700 Fax: +1 312 261 9701</p> <p>and</p> <p>Bank of America Plaza 101 South Tryon Street, Suite 2440 Charlotte, North Carolina, 28280 Tel: +1 704 307 4865</p> | <p><i>Independent Valuation Firm</i> Duff and Phelps 55 East 52nd Street, 31st Floor New York, NY 10055 Attention: Paul J. Viscio, Managing Director Tel: +1 212 871 6267 Fax: +1 212 523 0854 e-mail: pj.viscio@duffandphelps.com</p> |

| | |
|--|--|
| <i>Depository Bank</i> The Bank of New York 101 Barclay Street, 22 West New York, New York 10286 United States Attention: Conversus Capital, L.P. Tel: +1 212 815 4502 or +1 212 815 2715 Fax: +1 212 571 3050 | <i>Paying Agent</i> ABN AMRO Bank N.V. Client Service Desk Securities Operations Kemelstede 2 4817 ST BREDA The Netherlands |
| <i>Investor Relations Contacts</i> Tim Smith Chief Financial Officer Conversus GP, Limited Trafalgar Court, Les Banques St. Peter Port, Guernsey GY1 3QL Channel Islands Tel: +44 1481 745 175 Fax: +44 1481 745 176 e-mail: tim.smith@conversus.com | Steve Hall Director of Investor Relations Conversus GP, Limited Trafalgar Court, Les Banques St. Peter Port, Guernsey GY1 3QL Channel Islands Tel: +44 1481 745 175 Fax: +44 1481 745 176 e-mail: steve.hall@conversus.com |
| <i>Public Relations Contact</i> Brian Ruby Integrated Corporate Relations e-mail: brian.ruby@icrinc.com | |
| <i>Joint Corporate Brokers</i> J.P. Morgan Cazenove Limited Angus Gordon Lennox or William Simmonds 20 Moorgate London EC2R 6DA England Tel: +44 2075 882 828 | RBS Hoare Govett Limited Gary Gould or Stuart Klein 250 Bishopsgate London EC2M 4AA England Tel: +44 2076 788 000 |



CONVERSUS CAPITAL, L.P.

COMBINED FINANCIAL STATEMENTS (UNAUDITED)

For the six month period ended June 30, 2009

INDEX TO UNAUDITED COMBINED FINANCIAL STATEMENTS

Report of Independent Accountants.....F-3

Combined Statements of Net AssetsF-4

Combined Statements of OperationsF-5

Combined Statement of Changes in Net AssetsF-6

Combined Statement of Cash Flows.....F-7

Combined Condensed Schedule of Investments.....F-8

Notes to the Combined Financial StatementsF-11

Financial Highlights.....F-28

Report of the Independent Accountants

To the Board of Directors of the General Partner and partners of
Conversus Capital, L.P.

We have reviewed the accompanying combined statement of net assets of Conversus Capital, L.P. and Conversus Investment Partnership, L.P. (collectively "Conversus"), including the combined condensed schedule of investments as of June 30, 2009, and the related combined statements of operations for the quarter and six month period ended June 30, 2009, the combined statements of changes in net assets, and of cash flows for the six month period ended June 30, 2009, in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. All information included in these financial statements is the responsibility of management and the General Partner of Conversus.

A review consists principally of inquiries of Conversus' personnel and analytical procedures applied to financial data. It is substantially less in scope than an audit conducted in accordance with the auditing standards generally accepted in the United States of America, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

This report has been prepared for and only for the General Partner and partners of Conversus as a body, and for no other purpose. We do not accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Based on our review, we are not aware of any material modifications that should be made to the accompanying combined interim financial statements for them to be in conformity with accounting principles generally accepted in the United States of America.



PricewaterhouseCoopers CI LLP
Chartered Accountants
Guernsey, Channel Islands
26 August 2009

COMBINED STATEMENTS OF NET ASSETS

As of June 30, 2009 and December 31, 2008

(In thousands except for per unit amounts)

| | June 30, 2009 (Unaudited) | December 31, 2008 (Audited) |
|--|--|--|
| Assets | | |
| Investments, at fair value <i>(Note 3)</i> (cost \$2,045,988 as of June 30, 2009; \$2,055,716 as of December 31, 2008) | \$ 1,754,376 | \$ 1,726,979 |
| Cash and cash equivalents | 39,742 | 49,912 |
| Receivables and prepaid expenses | 3,297 | 1,840 |
| Total Assets | 1,797,415 | 1,778,731 |
| Liabilities | | |
| Management fees payable <i>(Note 2)</i> | 25,140 | 18,121 |
| Notes and interest payable <i>(Note 6)</i> | 263,720 | 238,230 |
| Other | 5,440 | 6,007 |
| Total Liabilities | 294,300 | 262,358 |
| NET ASSETS | \$ 1,503,115 | \$ 1,516,373 |
| Net Assets consist of: | | |
| General Partners' capital | \$ - | \$ - |
| Limited Partners' capital (73,530 units issued and 72,367 units outstanding as of June 30, 2009; 73,530 units issued and 72,728 units outstanding as of December 31, 2008) | 1,521,992 | 1,532,029 |
| Treasury units <i>(Note 7)</i> (1,163 units as of June 30, 2009; 802 units as of December 31, 2008) | (18,877) | (15,656) |
| NET ASSETS | \$ 1,503,115 | \$ 1,516,373 |
| NET ASSET VALUE PER UNIT OUTSTANDING | \$ 20.77 | \$ 20.85 |

The accompanying notes are an integral part of the combined financial statements.

COMBINED STATEMENTS OF OPERATIONS

For the quarter and six month period ended June 30, 2009

(In thousands except for per unit amounts)

(Unaudited)

| | Quarter ended June 30, 2009 | Six months ended June 30, 2009 |
|---|--|---|
| Investment Income | | |
| Dividends | \$ 1,269 | \$ 1,333 |
| Interest and other income | 1,222 | 2,160 |
| Total Investment Income | 2,491 | 3,493 |
| Expenses | | |
| Fund fees and expenses | 5,340 | 10,705 |
| Management fees | 5,385 | 10,516 |
| Interest | 2,032 | 4,239 |
| Professional service fees | 1,401 | 2,737 |
| Personnel | 1,069 | 2,203 |
| Public company costs | 589 | 1,324 |
| Other general and administrative | 1,052 | 1,706 |
| Total Expenses | 16,868 | 33,430 |
| Net Investment Loss | (14,377) | (29,937) |
| Net Realized Losses and Net Change in Unrealized Depreciation on Investments | | |
| Net realized losses on investments | (13,368) | (17,225) |
| Net change in unrealized depreciation on investments | 59,512 | 37,125 |
| Net Realized Losses and Net Change in Unrealized Depreciation on Investments | 46,144 | 19,900 |
| NET INCREASE/(DECREASE) IN NET ASSETS RESULTING FROM OPERATIONS | \$ 31,767 | \$ (10,037) |
| GAIN/(LOSS) PER UNIT OUTSTANDING | \$ 0.44 | \$ (0.14) |

The accompanying notes are an integral part of the combined financial statements.

COMBINED STATEMENT OF CHANGES IN NET ASSETS

For the six month period ended June 30, 2009

(In thousands and Unaudited)

| | Six months ended June 30, 2009 |
|---|---|
| Decrease in net assets resulting from operations | |
| Net investment loss | \$ (29,937) |
| Net realized losses on investments | (17,225) |
| Net change in unrealized depreciation on investments | 37,125 |
| Net decrease in net assets resulting from operations | (10,037) |
| Decrease in net assets resulting from capital transactions | |
| Treasury unit purchases | (3,221) |
| Net decrease in net assets resulting from capital transactions | (3,221) |
| NET DECREASE IN NET ASSETS | (13,258) |
| NET ASSETS AT BEGINNING OF PERIOD | 1,516,373 |
| NET ASSETS AT END OF PERIOD | \$ 1,503,115 |

The accompanying notes are an integral part of the combined financial statements.

COMBINED STATEMENT OF CASH FLOWS

For the six month period ended June 30, 2009

(In thousands and Unaudited)

| | Six months ended June 30, 2009 |
|---|---|
| Cash flows from operating activities | |
| Net decrease in net assets resulting from operations | \$ (10,037) |
| Adjustments to reconcile net decrease in net assets resulting from operations to net cash used in operating activities: | |
| Net realized losses on investments | 17,225 |
| Net change in unrealized depreciation on investments | (37,125) |
| Purchases of investments | (48,275) |
| Distributions from underlying investments | 40,778 |
| Changes in operating assets and liabilities: | |
| Net increase in receivables and prepaid expenses | (1,457) |
| Net increase in management fees payable | 7,019 |
| Net decrease in interest and other payables | (77) |
| Net cash used in operating activities | (31,949) |
| Cash flows from financing activities | |
| Purchase of treasury units | (3,221) |
| Issuances of notes | 62,537 |
| Purchased interest | 2,463 |
| Repayments of notes | (40,000) |
| Net cash provided by financing activities | 21,779 |
| NET CHANGE IN CASH AND CASH EQUIVALENTS | (10,170) |
| CASH AND CASH EQUIVALENTS AT BEGINNING OF PERIOD | 49,912 |
| CASH AND CASH EQUIVALENTS AT END OF PERIOD | \$ 39,742 |
| Supplemental cash flow disclosure | |
| Cash paid for interest | \$ 3,750 |
| Cash paid for taxes | \$ 1,047 |
| Supplemental non cash flow disclosure | |
| In-kind public equity security distributions received | \$ 4,066 |

COMBINED CONDENSED SCHEDULE OF INVESTMENTS

As of June 30, 2009

(In thousands and Unaudited)

| | Cost | Fair Value | % of Net Assets | Unfunded Commitment |
|---|---------------------|---------------------|------------------------|----------------------------|
| FUND INVESTMENTS | | | | |
| US | | | | |
| Buyout | \$ 1,360,527 | \$ 1,111,440 | 73.9% | \$ 561,196 |
| Venture Capital | 324,391 | 301,753 | 20.1 | 112,724 |
| Special Situation | 139,209 | 132,322 | 8.8 | 20,566 |
| Total U.S. | 1,824,127 | 1,545,515 | 102.8 | 694,486 |
| Non-US | | | | |
| Buyout | 145,675 | 131,395 | 8.7 | 96,164 |
| Venture Capital | 769 | 668 | 0.1 | 2,350 |
| Total Non-US | 146,444 | 132,063 | 8.8 | 98,514 |
| Total Fund Investments | 1,970,571 | 1,677,578 | 111.6 | 793,000 |
| DIRECT INVESTMENTS ⁽¹⁾ | | | | |
| Direct Co-Investments | | | | |
| US | | | | |
| Industrials | 35,000 | 29,061 | 1.9 | - |
| Telecommunication Services | 25,000 | 16,250 | 1.1 | - |
| Total Direct Co-Investments | 60,000 | 45,311 | 3.0 | - |
| Publicly Traded Equity Securities ⁽²⁾ | | | | |
| US | | | | |
| Consumer Staples | 351 | 282 | 0.0 | - |
| Energy | 573 | 278 | 0.0 | - |
| Financials | 4,860 | 3,012 | 0.2 | - |
| Health Care | 315 | 133 | 0.0 | - |
| Industrials | 6,463 | 4,660 | 0.3 | - |
| Information Technology | 2,265 | 1,675 | 0.1 | - |
| Materials | 590 | 320 | 0.1 | - |
| Total Publicly Traded Equity Securities | 15,417 | 10,360 | 0.7 | - |
| Derivative Instrument | - | 21,127 | 1.4 | - |
| Total Direct Investments | 75,417 | 76,798 | 5.1 | - |
| TOTAL | \$ 2,045,988 | \$ 1,754,376 | 116.7% | \$ 793,000 |

⁽¹⁾ Industry classifications are determined at the individual portfolio company level and are based on the North American Industry Classification System ("NAICS").

⁽²⁾ Publicly traded equity securities represent equity security distributions from fund investments and direct public equity investments.

The accompanying notes are an integral part of the combined financial statements.

COMBINED CONDENSED SCHEDULE OF INVESTMENTS (CONTINUED)

As of December 31, 2008

(In thousands and Audited)

| | Cost | Fair Value | % of Net Assets | Unfunded Commitment |
|---|---------------------|---------------------|------------------------|----------------------------|
| FUND INVESTMENTS | | | | |
| US | | | | |
| Buyout | \$ 1,367,262 | \$ 1,115,856 | 73.6% | \$ 586,691 |
| Venture Capital | 327,286 | 302,161 | 19.9 | 118,429 |
| Special Situation | 131,689 | 112,162 | 7.4 | 23,290 |
| Total U.S. | 1,826,237 | 1,530,179 | 100.9 | 728,410 |
| Non-US | | | | |
| Buyout | 151,389 | 111,932 | 7.4 | 100,659 |
| Venture Capital | 686 | 673 | 0.0 | 2,426 |
| Total Non-US | 152,075 | 112,605 | 7.4 | 103,085 |
| Total Fund Investments | 1,978,312 | 1,642,784 | 108.3 | 831,495 |
| DIRECT INVESTMENTS ⁽¹⁾ | | | | |
| Direct Co-Investments | | | | |
| US | | | | |
| Industrials | 35,000 | 34,151 | 2.2 | - |
| Telecommunication Services | 25,000 | 17,500 | 1.2 | - |
| Total Direct Co-Investments | 60,000 | 51,651 | 3.4 | - |
| Publicly Traded Equity Securities ⁽²⁾ | | | | |
| US | | | | |
| Consumer Discretionary | 196 | 199 | 0.0 | - |
| Consumer Staples | 351 | 285 | 0.0 | - |
| Energy | 573 | 214 | 0.0 | - |
| Financials | 4,860 | 1,766 | 0.1 | - |
| Health Care | 934 | 761 | 0.1 | - |
| Industrials | 5,603 | 3,309 | 0.2 | - |
| Information Technology | 2,114 | 1,341 | 0.1 | - |
| Materials | 685 | 309 | 0.0 | - |
| Telecommunication Services | 1,824 | 1,450 | 0.1 | - |
| Other | 264 | 212 | 0.1 | - |
| Total Publicly Traded Equity Securities | 17,404 | 9,846 | 0.7 | - |
| Derivative Instrument | - | 22,698 | 1.5 | - |
| Total Direct Investments | 77,404 | 84,195 | 5.6 | - |
| TOTAL | \$ 2,055,716 | \$ 1,726,979 | 113.9% | \$ 831,495 |

⁽¹⁾ Industry classifications are determined at the individual portfolio company level and are based on the NAICS.

⁽²⁾ Publicly traded equity securities represent equity security distributions from fund investments and direct public equity investments.

The accompanying notes are an integral part of the combined financial statements.

COMBINED CONDENSED SCHEDULE OF INVESTMENTS (CONTINUED)

As of June 30, 2009 and December 31, 2008

(In thousands)

| Industry ⁽¹⁾ | June 30, 2009 (Unaudited) | | December 31, 2008 (Audited) | |
|--------------------------------|--------------------------------------|----------------------------------|--|----------------------------------|
| | Fair Value | % of Total Net Assets | Fair Value | % of Total Net Assets |
| Industrials | \$ 362,525 | 24.1% | \$ 370,991 | 24.5% |
| Consumer Discretionary | 206,943 | 13.8 | 213,728 | 14.1 |
| Health Care | 199,155 | 13.2 | 183,733 | 12.1 |
| Information Technology | 198,330 | 13.2 | 195,784 | 12.9 |
| Financials | 155,932 | 10.4 | 145,265 | 9.6 |
| Telecommunication Services | 120,484 | 8.0 | 125,763 | 8.3 |
| Media | 115,512 | 7.7 | 128,174 | 8.5 |
| Other Industries | 80,239 | 5.3 | 79,322 | 5.2 |
| Consumer Staples | 77,990 | 5.2 | 74,976 | 4.9 |
| Materials | 74,769 | 5.0 | 72,254 | 4.8 |
| Other (Net other assets) | 162,497 | 10.8 | 136,989 | 9.0 |
| TOTAL | \$ 1,754,376 | 116.7% | \$ 1,726,979 | 113.9% |

⁽¹⁾ Industry classifications are determined at the individual portfolio company level and are based on the NAICS.

The accompanying notes are an integral part of the combined financial statements.

NOTES TO THE COMBINED FINANCIAL STATEMENTS

1. Business Overview

Conversus Capital, L.P. (“Conversus LP”) is a Guernsey limited partnership established on May 29, 2007. Conversus LP is composed of a general partner, Conversus GP, Limited (“Conversus GP”), a Guernsey limited company which holds 100% of the voting interests of Conversus LP, and the limited partners of Conversus LP, represented by common units that are non-voting. The limited partnership interests in Conversus LP trade on the regulated market of Euronext Amsterdam by NYSE Euronext (“Euronext”) under the symbol “CCAP.”

Conversus LP owns all of the Class A limited partner interests in Conversus Investment Partnership, L.P. (“Investment Partnership”), a Guernsey limited partnership through which substantially all of Conversus LP’s investments are made directly or indirectly through its subsidiaries. The Investment Partnership is composed of a general partner, Conversus Investment GP, Limited (“Investment GP”), a Guernsey limited company, which holds 100% of the voting interests of the Investment Partnership, as well as the Class A, B and C limited partners, all of which are non-voting. Conversus LP and the Investment Partnership are referred to collectively as “Conversus.” The independent members of the Board of Directors of Conversus GP and the independent members of the Board of Directors of Investment GP are collectively referred to as the “Board of Directors.”

Conversus Participation Company, LLC (“CPC”) owns all Class B limited partner interests in the Investment Partnership. CPC has no operations and is a vehicle through which its owners receive performance fees from the Investment Partnership (see Note 2). Class C limited partner interests in the Investment Partnership have been issued to Conversus Asset Management, LLC (“CAM”). CAM contributed \$0.1 million for the Class C limited partner interests. These interests entitle CAM to receive the profits interest portion of the management fee (see Note 2).

CAM and CPC are both owned by Bank of America Corporation (“BAC”), Oak Hill Investment Management, L.P. (“OHIM”), California Public Employees Retirement System (“CalPERS”), affiliates of Harvard Management Company, Inc. (an investment vehicle for the Harvard University Endowment) (“Harvard”) and certain members of CAM’s management. CAM is Conversus’ investment manager and carries out the day-to-day management and operations of Conversus’ business, pursuant to a services agreement (see Note 9).

Conversus LP makes substantially all of its investments through the Investment Partnership and its subsidiaries and expects that Conversus LP’s only investment assets will be Class A limited partner interests in the Investment Partnership and a 1% economic interest in certain of the Investment Partnership’s subsidiaries. Conversus GP or the Investment Partnership controls each of these subsidiaries.

The Investment Partnership holds investments through a series of Delaware limited partnerships and non-U.S. corporations, none of which individually hold more than 20% of the Investment Partnership’s gross assets. The Investment Partnership does not have and does not expect to have more than 20% of the gross assets of the Investment Partnership invested in any single underlying subsidiary. Conversus LP owns 1% of the economic interests in certain of these subsidiaries and the Investment Partnership owns the remaining 99%.

2. Summary of Significant Accounting Policies

Basis of Presentation

The combined financial statements for Conversus are prepared in accordance with accounting principles generally accepted in the United States of America (“U.S. GAAP”). Conversus has received approval from the Netherlands Authority for the Financial Markets (“AFM”) to prepare its combined financial statements in accordance with U.S. GAAP rather than Dutch GAAP or International Financial Reporting Standards. In the instance where such approval is withdrawn by the AFM or contradictory legislation is passed, Conversus could be required to prepare its combined financial statements on a basis other than U.S. GAAP.

As disclosed in Note 1, Conversus LP owns all of the Class A limited partner interests in the Investment Partnership. Conversus LP does not own the general partner interests of the Investment Partnership, and therefore does not control the Investment Partnership. However, Conversus GP and Investment GP are controlled by the same Guernsey charitable trust. Therefore, Conversus LP and the Investment Partnership are under common control. Substantially all of Conversus’ investments are made through the Investment Partnership and its subsidiaries. In order to present meaningful financial statements, the accounts of Conversus LP and the Investment Partnership have been combined as permitted under U.S. GAAP.

Principles of Combination

These combined financial statements include the accounts of Conversus LP combined with the Investment Partnership. All material balances between Conversus LP and the Investment Partnership have been eliminated.

Currency

Conversus’ functional currency is the U.S. dollar as a majority of its investments are denominated in U.S. dollars. When valuing investments that are denominated in currencies other than the U.S. dollar, Conversus converts the values of such investments into U.S. dollars based on prevailing exchange rates as of the end of the applicable accounting period.

Conversus does not separately report the changes relating to currency exchange rates from those relating to changes in the fair value of investments in the combined financial statements. These fluctuations are combined and included in the net change in unrealized depreciation on investments in the Combined Statements of Operations.

Use of Estimates

The preparation of combined financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosures of contingent assets and liabilities as of the date of the combined financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Reclassifications

Certain reclassifications of prior period amounts have been made to ensure consistency in presentation.

Valuation of Investments

Conversus accounts for its investments at fair value in accordance with U.S. GAAP. Investments include private equity investments, publicly traded equity securities and a derivative instrument. The

Board of Directors and the Chief Financial Officer (“CFO”) are ultimately and solely responsible for estimating the fair value of investments in good faith. Due to their inherent uncertainty, the estimated fair values may differ significantly from the values that would have been used had a ready market for these investments existed, and such differences could be material to the combined financial statements.

Derivative Instrument

The derivative instrument is recorded at estimated fair value and is shown on the Combined Statements of Net Assets in investments with changes in fair value reflected in the net change in unrealized depreciation on investments in the Combined Statements of Operations.

Cash and Cash Equivalents

Cash and cash equivalents consist of cash held in the bank and liquid investments with maturities, at the date of acquisition, not exceeding 90 days.

Treasury Units

Conversus LP’s purchases of its own common units are recorded as treasury units under the cost method and are shown as a reduction of partners’ capital on the Combined Statements of Net Assets.

Transactions in Foreign Currency

Foreign currency transactions are translated at the rate of exchange prevailing on the date of the transaction. The value of investments that are denominated in currencies other than the U.S. dollar are stated by converting the value of such investments into U.S. dollars based on the rate in effect on the last business day of each applicable accounting period, and the related gains/losses are included in the net change in unrealized depreciation on investments in the Combined Statements of Operations.

Income

Interest Income

Conversus may earn interest income from its private equity investments and from its cash and cash equivalents. Interest is recorded when earned, or when it is reported to Conversus by the private equity funds in which it is invested.

Dividend Income

Conversus may earn dividend income from its publicly traded equity securities or from its private equity investments. To the extent that a dividend represents a distribution of operating income, it is recorded when declared, or when it is reported to Conversus by the general partners. When a dividend represents a distribution resulting from a recapitalization, it is recorded as a return of capital and any related realized gain or loss is recognized.

Realized Gains and Losses on Investments

Realized gains and losses are recognized when Conversus is made aware of the closing of a transaction, which, in the case of underlying portfolio companies in private equity investments, normally occurs when the distribution is received. For publicly traded equity securities, realizations are recorded on the trade date. Any realized gains or losses associated with direct co-investments are recorded on the date of any transaction closing.

Public Equity Security Distributions

In-kind public equity security distributions from fund investments are recorded as of the declaration date and any associated gains or losses are included in net realized gains or losses on investments in the Combined Statements of Operations. The public equity security distributions are initially recorded at the value of the distribution received and subsequently marked to market at the end of each month.

The distributions are reflected as publicly traded equity securities on the Combined Condensed Schedule of Investments.

Fund Fees and Expenses

Management fees and partnership expenses are charged by the general partners of the funds in which Conversus is invested and are expensed in the period to which they relate. These fees and expenses do not include performance fees or carried interest earned by the general partners.

Management Fees

CAM is entitled to management fees from the Investment Partnership in an aggregate amount of (i) 1.0% per annum of the value of Conversus' non-cash assets and (ii) 0.5% per annum of Conversus' aggregate unfunded commitments. Of such amount, one-third is paid quarterly in cash ("cash management fee"), in arrears, and two-thirds is earned in the form of a profits interest in the Investment Partnership. This profits interest is paid quarterly, in arrears, to the extent that there has been sufficient appreciation in Conversus' net asset value ("NAV") to cover the amount of the profits interest. For the quarter and six months ended June 30, 2009, management fee expense totaled \$5.4 million and \$10.5 million, respectively. As of both June 30, 2009 and December 31, 2008, cash management fees of \$1.8 million were accrued. Profits interest of \$23.3 million and \$16.3 million were accrued as of June 30, 2009 and December 31, 2008, respectively. The accrued profits interest of \$23.3 million as of June 30, 2009 is expected to be paid in full to CAM in September 2009 as a result of the appreciation in NAV during the second quarter of 2009.

Performance Fees

Performance fees are calculated at the end of each applicable quarter, based on the results to date. Each quarter, CPC is entitled to a 10% performance fee from the Investment Partnership based on increases in NAV, subject to a 7% preferred return to the Investment Partnership and a high water mark for the three year period ending as of the calculation date. No performance fees were incurred during the quarter and six months ended June 30, 2009, and there were no performance fees payable as of June 30, 2009 or December 31, 2008.

Other Expenses

Interest expense represents interest incurred through the collateralized fund obligation program (see Note 6).

Professional service fees represent accounting, audit, tax, legal and related costs.

Personnel expense includes compensation and benefits for CCAP's employees as well as employee costs reimbursed to CAM for administrative personnel under a services agreement (see Note 9).

Public company costs include insurance, third party valuation fees, Board of Director compensation, investor relations and regulatory expenses.

Other general and administrative expenses include taxes, occupancy, travel, training, recruitment and miscellaneous employee expenses.

Phantom Equity Incentive Plan

Based on the terms of the Phantom Equity Incentive Plan, CCAP accounts for phantom equity as liability awards under Statement of Financial Accounting Standard ("SFAS") 123 (R), "Share-Based Payment," which is a revision to SFAS 123, "Accounting for Stock Based Compensation." Grants are referenced to Conversus LP's unit price.

Income Taxes

Conversus LP, the Investment Partnership and the Investment Partnership's subsidiaries are not subject to taxation in Guernsey.

Under current Guernsey law, Conversus' income that is wholly derived from international operations and any distributions paid to Conversus LP's unit holders are not regarded as arising or accruing from a source in Guernsey in the hands of that unit holder if, being an individual, the unit holder is not solely or principally resident in Guernsey, or, being a company, is not resident in Guernsey. It is the intention of Conversus GP and Investment GP to ensure that Conversus' business is conducted in such a way as to constitute international operations for the purposes of the relevant legislation.

Conversus LP has made a protective election to be treated as a partnership for U.S. federal income tax purposes and manages its affairs so that it should not be treated as a publicly traded partnership that is taxable as a corporation. An entity that is treated as a partnership for U.S. federal income tax purposes is not a taxable entity and incurs no U.S. federal income tax liability. Instead, each partner is required to take into account its allocable share of items of income, gain, loss and deductions of the partnership in computing its U.S. federal income tax liability, regardless of whether cash distributions are made.

Investments made in entities that generate U.S. source income may indirectly subject Conversus LP and/or the Investment Partnership to certain U.S. federal and state income tax consequences. A U.S. withholding tax at the rate of 30% may be applied on the distributive shares of any U.S. source dividends and interest (subject to certain exemptions) and certain other income received directly or through one or more entities treated as either partnerships or disregarded entities for U.S. federal income tax purposes. Conversus LP's intention is to minimize income which could be deemed to be effectively connected with a U.S. trade or business.

Income from an investment that is effectively connected with a U.S. trade or business would be subject to U.S. federal and state income taxation. The U.S. requires withholding on effectively connected income at the highest U.S. regular income tax rate. Such income effectively connected with a U.S. trade or business (net of the U.S. regular income tax rate) may also be subject to a branch profits tax at a rate of up to 30%.

Unit holders in certain jurisdictions could have tax consequences from ownership of Conversus LP's units. Conversus LP has not taken such tax consequences into account in the preparation of these combined financial statements.

New Accounting Pronouncements

In May 2009, the Financial Accounting Standards Board issued SFAS No. 165, which establishes general standards of accounting for and disclosure of events that occur after the balance sheet date but before financial statements are issued or are available to be issued. The statement is effective for interim or annual financial periods ending after June 15, 2009. Conversus adopted SFAS 165 in the second quarter of 2009 and it did not have a material impact on Conversus' combined financial statements.

3. Fair Value of Investments and Other Assets

SFAS 157 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The three levels of the hierarchy are as follows:

- Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical, unrestricted assets or liabilities.
- Level 2: Inputs other than quoted prices included within Level 1 that are observable, either directly or indirectly, as of the measurement date. These include quoted prices in markets that are not active, quoted prices in active markets but with restrictions impacting fair value and quoted prices in active markets for similar assets or liabilities. This level also includes inputs other than quoted prices that are observable, either directly or indirectly, for substantially the full term of the asset or liability.
- Level 3: Inputs are unobservable for the assets. Unobservable inputs shall be used to measure fair value to the extent that observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset (or similar asset) at the measurement date.

The following tables display Conversus' financial assets that were accounted for at fair value as of June 30, 2009 and December 31, 2008 by fair value hierarchy. As required by SFAS 157, financial assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

| Financial Assets at Fair Value as of June 30, 2009 (in thousands) | | | | |
|---|------------------|------------------|--------------------|--------------------|
| | Level 1 | Level 2 | Level 3 | Total |
| Investments | \$ 10,360 | \$ 21,127 | \$1,722,889 | \$1,754,376 |
| Cash and Cash Equivalents | 39,742 | - | - | 39,742 |
| Total Financial Assets | <u>\$ 50,102</u> | <u>\$ 21,127</u> | <u>\$1,722,889</u> | <u>\$1,794,118</u> |

| Financial Assets at Fair Value as of December 31, 2008 (in thousands) | | | | |
|---|------------------|------------------|--------------------|--------------------|
| | Level 1 | Level 2 | Level 3 | Total |
| Investments | \$ 9,846 | \$ 22,698 | \$1,694,435 | \$1,726,979 |
| Cash and Cash Equivalents | 49,912 | - | - | 49,912 |
| Total Financial Assets | <u>\$ 59,758</u> | <u>\$ 22,698</u> | <u>\$1,694,435</u> | <u>\$1,776,891</u> |

Conversus has assessed its financial assets and concluded that all of its investments are classified as Level 3 with the exception of the derivative instrument (Level 2), directly held publicly traded equity securities (Level 1) and cash and cash equivalents (Level 1).

The following table summarizes the change in fair value of Level 3 financial assets for the six month period ended June 30, 2009.

| Level 3 Financial Assets (in thousands) | |
|---|---------------------|
| | Investments |
| Beginning Balance as of January 1, 2009 | \$ 1,694,435 |
| Distributions | (35,163) |
| Realized Losses | (16,781) |
| Net Change in Unrealized Depreciation | 36,195 |
| New Investments | 45,820 |
| Net Transfers out of Level 3 | (1,617) |
| Ending Balance as of June 30, 2009 | <u>\$ 1,722,889</u> |

Valuation Methodology

Investments in private equity funds do not have a readily available market and are generally valued based on the fair value of each private equity fund as reported by the respective general partner, which necessarily incorporates estimates made by those general partners. Conversus believes that this value, in most cases, represents fair value as of the relevant statement date, although, if other factors lead Conversus to conclude that fair value provided by the general partner does not represent actual fair value, Conversus will adjust the value of the investment from the general partner's estimate. Conversus estimates fair value based on publicly available information and the most recent financial information provided by the general partners, as adjusted for cash flows since the date of the most recent financial information. Additionally, the value of any public equity security known to be owned by the private equity funds, based on the most recent information reported to Conversus by the general partners, has been marked to market and a discount applied to such securities based on an estimate of the discount applied by the general partners (to account for restrictions or other constraints) in calculating NAV.

Direct co-investments are carried at the value, to the extent known to Conversus, assigned to such investment by the fund with which Conversus has co-invested. If Conversus believes this value does not reflect fair value, Conversus will assign its own estimate of fair value and may engage the services of a third party valuation firm to attest to its valuation of the asset. To the extent that Conversus assigns its own estimate of the fair value of these direct co-investments, the value attributed to the investment will generally be based on the enterprise value at which the underlying company could be sold in an orderly disposition over a reasonable period of time and in a transaction between willing parties other than in a forced sale or liquidation. In these instances, market multiples considering specified financial measures (such as EBITDA, adjusted EBITDA, cash flow, net income, revenues or NAV) and/or a discounted cash flow or liquidation analysis can be used. Consideration may also be given to such factors as the company's historical and projected financial data, valuations given to comparable companies, the size and scope of the company's operations, the company's strengths, weaknesses, applicable restrictions on transfer, industry information and assumptions, general economic and market conditions and other factors deemed relevant.

Valuations for private equity funds acquired in secondary purchases are determined on a fund by fund basis taking into consideration a number of factors including: the purchase price paid for the fund, the valuation applied by the general partner in the most recently available statements (adjusted for cash flows through the purchase date), the conditions under which the assets were purchased, market and economic conditions at the time of purchase and other factors considered relevant at the time of

the transaction. The value of any public equity security known to be owned by the purchased private equity fund, based on the most recent information reported to Conversus by the general partners, is marked to market and a discount applied to such securities based on an estimate of the discount applied by the general partners (to account for restrictions or other constraints) in calculating NAV in the month in which the assets are purchased. Subsequent valuations follow aforementioned valuation guidelines for investments in private equity funds.

Duff & Phelps, LLC (“Duff & Phelps”), an independent valuation firm, provides third party valuation consulting services to Conversus LP which consist of certain limited procedures that Conversus LP identifies and requests them to perform. On a quarterly basis, Duff & Phelps reviews valuations covering a minimum of 20% of investment NAV with an annual target of reviewing approximately 80% of the investment NAV, exclusive of any direct co-investments, directly held publicly traded equity securities and publicly traded equity securities owned by the private equity funds in which Conversus is invested. Upon completion of the limited procedures outlined in Conversus LP’s engagement letter with Duff & Phelps, Duff & Phelps concluded that the fair value as estimated by Conversus LP, on an aggregate basis, of those investments subjected to the limited procedures as of June 30, 2009 did not appear to be unreasonable.

4. Disclosures about Fair Value of Financial Instruments

SFAS 107, “Disclosures about Fair Value of Financial Instruments,” requires disclosures of estimated fair values for all financial instruments and the methods and assumptions used by management to estimate the fair value for each type of financial instrument.

Short-term Assets and Liabilities

For items that are short-term in nature, such as cash and cash equivalents, receivables, prepaid expenses, management fees payable and other liabilities, Conversus estimates that the carrying value approximates fair value.

Notes and Interest Payable

Conversus’ notes payable are valued according to the terms of the collateralized fund obligation program discussed in Note 6. The notes utilize a variable interest rate based on the overnight, one or three month LIBOR rate plus a fixed premium. Conversus’ notes payable contain certain terms and provisions which make it impracticable to precisely estimate fair value. However, Conversus believes the fair value of its notes payable does not differ materially from its carrying amount.

5. Derivative Instrument

Conversus entered into a total return swap (the “swap”) with Citigroup (“Citi”) in the third quarter of 2008 to manage market risk (see Note 12) associated with publicly traded equity securities. Under the swap agreement, Citi will make a payment at the termination date to Conversus based on a set rate over the thirteen month life of the swap while Conversus will make or receive a payment to/from Citi at the termination date based on the performance of the S&P 500 Total Return index over the thirteen month term.

The swap is recorded at estimated fair value and included in investments on the Combined Statements of Net Assets. Changes in fair value are recorded in the Combined Statements of Operations in the net change in unrealized depreciation on investments. The estimated fair value of the swap as of June 30, 2009 and December 31, 2008 was \$21.1 million and \$22.7 million, respectively. The change in fair value of the swap for the six months ended June 30, 2009 was an unrealized loss of \$1.6 million. The table below summarizes terms of the swap.

| Summary of Derivative Instrument as of June 30, 2009 (in thousands) | | | | | | |
|--|-----------------|----------------------|--------------------------------|---------------------|--------------------|----------------------|
| Counterparty | Notional Amount | Underlying Index | Floating Amount Received | Payment Frequency | Termination Date | Estimated Fair Value |
| Citigroup | \$75,000 | S&P 500 Total Return | 1-month USD LIBOR minus 16 bps | At Termination Date | September 22, 2009 | \$ 21,127 |

The total return swap will terminate and be settled if, for any reason, the collateralized fund obligation program (see Note 6) terminates or if Conversus defaults.

6. Collateralized Fund Obligation Program

Conversus LP has entered into a collateralized fund obligation program (the “Program”) with Citi pursuant to which Conversus LP has the ability to issue up to \$650.0 million of notes to Citi on a continuous basis, subject to certain ratio covenants. The Program has a term of five years terminating in July 2012, and Conversus LP has the right to repurchase some or all of the outstanding notes at any time. Conversus LP has the option to terminate the Program on six months notice upon payment of an early termination fee. This early termination fee is calculated as: the product of a fixed percentage of \$200.0 million and three, less the fixed percentage accrued and paid on all notes issued over the life of the Program, from inception through the early termination date.

The Program is secured by a first priority security interest in the cash accounts maintained by Conversus. All distributions from Conversus’ investments must be deposited into these accounts.

Ratio covenants included in the Program that can require prepayment of the notes and limit the borrowing base are as follows:

1. Commitment Ratio – Minimum of 35% - Ratio of (a) the undrawn amount of the Program plus cash and cash equivalents to (b) total unfunded commitments.
2. Loan-to-value Ratio – Maximum of 40% - Ratio of (a) the drawn amount of the Program plus accrued interest plus unrealized loss on the swap, if any, to (b) the total NAV of investments plus cash and cash equivalents.
3. NAV Ratio – Minimum of 50% - Ratio of (a) the total NAV to (b) total NAV of investments plus unfunded commitments.

The Program also contains certain investment guidelines that include concentration limits with respect to the diversification of Conversus’ private equity fund portfolio, as well as other conditions and covenants that Conversus must adhere to during the life of the Program. Failure to adhere to these conditions and covenants could result in an event of default or trigger termination event. If Conversus fails to comply with the terms of the Program, Citi is not obligated to provide additional advances under the Program.

Given recent events in the financial markets and the uncertainty of accessing new financing in these markets, the availability of new equity or debt financing is not assured. To the extent that new financing is required and available, the terms for such financing may be significantly less favorable to Conversus than the terms in the current Program, with lenders possibly seeking higher rates, additional equity requirements and more restrictive covenants.

After the occurrence of an event of default or trigger termination event as defined in the Program, the notes may become immediately due and payable. In such case, or if a payment would result in such an event, no payments out of the cash accounts would be permitted without the prior written consent of Citi, except to meet capital calls and similar obligations required by Conversus' private equity investments and to make distributions to pay management fees or performance fees, as defined in Note 2. Conversus has determined it is compliant with all covenants and conditions as of June 30, 2009.

To the extent that less than \$200.0 million of notes and accrued and unpaid interest are outstanding, on average, during the first three years of the Program, Conversus LP will incur a minimum issuance fee. This minimum issuance fee is calculated as: the product of a fixed percentage of \$200.0 million and three, less the fixed percentage accrued and paid on all notes issued over the first three years of the Program. Any calculated minimum issuance fee would be added to the principal balance of Class A Notes outstanding as of the third anniversary of the Program. No minimum issuance fees have been accrued as of June 30, 2009 as Conversus LP believes that it will meet the minimum outstanding notes and interest requirement. Other than interest charged on drawn amounts, no fees or costs are payable to Citi as a part of the Program.

When permitted by the terms of the Program, Conversus may incur additional long-term indebtedness in connection with future investment activity.

The table below summarizes activity under the Program during the six months ended June 30, 2009.

| Summary of Activity for the Six Months ended June 30, 2009 (in thousands) | | | |
|---|----------------------|----------------------|--------------|
| | Class A Notes | Class B Notes | Total |
| As of December 31, 2008 | \$ 1,000 | \$ 229,265 | \$ 230,265 |
| Notes Issued | - | 62,537 | 62,537 |
| Notes Repurchased | - | (40,000) | (40,000) |
| As of June 30, 2009 | 1,000 | 251,802 | 252,802 |
| Interest Payable | 103 | 10,815 | 10,918 |
| Notes and Interest Payable | \$ 1,103 | \$ 262,617 | \$ 263,720 |
| Interest Expense | \$ 16 | \$ 4,223 | \$ 4,239 |
| Weighted Average Notes Outstanding Since Inception | | | \$ 148,983 |

The notes bear interest at a rate equal to the overnight, one or three month LIBOR rate plus a premium which is fixed over the life of the Program. The outstanding Class A notes of \$1.0 million as of June 30, 2009 and December 31, 2008 had interest rates of 2.55% and 5.72%, respectively. The Class B notes totaling \$251.8 million outstanding as of June 30, 2009 had a weighted average interest rate of 1.78% and the Class B notes of \$229.3 million outstanding as of December 31, 2008 had a weighted average interest rate of 3.50%.

7. Partners' Capital

Conversus LP's common units represent limited partner interests in Conversus LP and are issued in registered form. Unit holders are not entitled to the withdrawal or return of capital contributions in respect of Conversus LP's common units, except to the extent, if any, that distributions are made to such holders pursuant to Conversus LP's limited partnership agreement. Except to the extent expressly provided in Conversus LP's limited partnership agreement, a unit holder does not have priority over any other holder of Conversus LP's common units, either as to the return of capital contributions or as to profits, losses or distributions. The unit holders are not granted any preemptive or other similar right to acquire additional interests in Conversus LP. In addition, unit holders do not have any right to have their common units redeemed by Conversus LP.

Conversus LP currently owns all of the Class A limited partner interests in the Investment Partnership. Class A interests are not entitled to the withdrawal or return of any capital contributions in respect of Class A limited partner interests, except to the extent, if any, which distributions are made to such holders in terms of the Investment Partnership's limited partnership agreement, upon the liquidation of the Investment Partnership or otherwise required by applicable law. The Class B limited partner interests in the Investment Partnership are held only by CPC. Class B interests have no preemptive or other similar rights to acquire any additional interests in the Investment Partnership. The Class C limited partner interests in the Investment Partnership are held only by CAM. Class C interests have no preemptive or other similar rights to acquire any additional interests in the Investment Partnership.

Conversus LP entered into a liquidity enhancement agreement (the "Agreement") on November 29, 2007 with Royal Bank of Scotland ("RBS"). The Agreement provides the parameters and requirements for Conversus LP's liquidity enhancement policy. Under the Agreement, RBS has sole discretion, in the name and for the account of Conversus LP and subject to all applicable legal and regulatory requirements, to effect buy-backs of units and sales of units held in treasury on Euronext within the parameters set out in the Agreement. Units will not be sold out of treasury under the Agreement at a price which is lower than the last reported NAV per unit. The aggregate number of units which may be purchased in accordance with the Agreement is subject to a maximum of 3.7 million units, which represents five percent of the total number of units outstanding as of November 29, 2007. Conversus LP can elect to increase such maximum. Pursuant to applicable laws the maximum price which may be paid for a unit is an amount equal to the higher of (a) the price of the last independent trade and (b) the highest current independent bid price for units on Euronext.

The Agreement, which was for an original term of twelve months, was extended by Conversus LP for a twelve month period effective November 29, 2008. The Agreement may be terminated at any time by either Conversus LP or RBS. On April 28, 2009, Conversus LP suspended all activity under the Agreement.

During the quarter ended June 30, 2009, Conversus LP repurchased 14,437 units at an average price of \$5.92 per unit. During the six months ended June 30, 2009, Conversus LP repurchased 361,141 units at an average price of \$8.92 per unit. In total, 1,162,940 and 801,799 Conversus LP units were held in treasury as of June 30, 2009 and December 31, 2008, respectively.

Conversus LP has engaged RBS to act as Liquidity Provider to render brokerage services with respect to Conversus' LP common units listed on Euronext. Under the engagement, RBS issues a continuous quote in the Euronext order book, in compliance with applicable laws.

OHIM is obligated to invest 25% of its share of performance fees received by CPC in Conversus units until it reaches a \$25.0 million commitment level. OHIM has made an election to increase its reinvestment to 37.5% of its performance fee. Conversus issued no units to OHIM during the six months ended June 30, 2009. Since the global offering, Conversus LP has issued 171,669 common units to OHIM, representing a total reinvestment of \$4.0 million. The issuances are based on the Conversus LP average closing price for the ten days leading up to and including the last day of the period to which they relate.

8. Phantom Equity Plan and Directors Compensation

Investment GP established a long term incentive plan under which it may make discretionary grants of phantom equity to certain qualified persons. Vesting of the phantom equity awards will be determined on a grant by grant basis. Pursuant to the phantom equity plan, these awards are referenced to Conversus LP's unit price and will be settled in cash, typically at the earlier of the fifth anniversary of the grant or the termination of the recipient's employment or association with Conversus.

Conversus will ultimately record compensation expense equal to the amount of cash for which the awards are settled. During the vesting period, compensation expense is recorded on a straight-line basis, adjusted for changes in the market value of Conversus LP's units. Subsequent to vesting but prior to payment, compensation expense or benefit will be recorded based on the changes in Conversus LP's unit price, resulting in an increase or decrease in the associated phantom equity liability.

During the six months ended June 30, 2009, Conversus granted phantom equity awards which will be paid pursuant to the terms above and vest on specified dates through April 28, 2011.

Each member of Conversus GP's Independent Board of Directors receives annual compensation of \$62,500 in cash and \$62,500 in phantom equity awards.

For the quarter and six months ended June 30, 2009, total phantom equity award expense and Board of Director compensation was \$0.3 million and \$0.4 million, respectively. As of June 30, 2009 and December 31, 2008, \$0.6 million and \$0.3 million, respectively, was payable with respect to total phantom equity awards and Directors' compensation.

The chart below summarizes the unit activity of the phantom equity plan for the six month period ended June 30, 2009.

| Summary of Phantom Equity Plan | | |
|---------------------------------------|-----------------|---------------|
| | Unvested | Vested |
| Outstanding, January 1, 2009 | 32,013 | 12,042 |
| Issued | 43,034 | - |
| Vested | (16,400) | 16,400 |
| Forfeitures | - | - |
| Settled | - | - |
| Outstanding, June 30, 2009 | 58,647 | 28,442 |

9. Related Parties

The sole shareholders of Conversus GP and Investment GP are two Guernsey charitable trusts, Conversus Charitable Trust I and Conversus Charitable Trust II. Conversus Charitable Trust I is considered the ultimate controlling party. The trustee of each of the Charitable Trusts is Northern Trust Fiduciary Services (Guernsey) Limited, which is independent of CAM, BAC and OHIM and is formed under the laws of Guernsey. The trust administration fees for the Charitable Trusts are paid by the Investment Partnership. The applicable fees are currently a minimum annual fee of \$25,000 per trust. The trustee for the Charitable Trusts is affiliated with Conversus' Guernsey administrator, Northern Trust International Fund Administration Services (Guernsey) Limited ("Northern Trust"). The Trustee's duties are to the Charitable Trusts and not to Conversus LP or the Investment Partnership, and no material fees are payable by Conversus under the trust administration arrangements.

Conversus LP, Conversus GP, Investment GP, the Investment Partnership and the Investment Partnership's subsidiaries (the "Service Recipients") have entered into a single services agreement with CAM pursuant to which CAM has agreed to carry out the day-to-day management and operations of the respective businesses. Under the services agreement, CAM is entitled to management fees, as discussed in Note 2, as well as the reimbursement of all fees, costs and expenses incurred in connection with the management and operation of the Service Recipients' businesses, including compensation and benefits associated with administrative personnel. CAM is not reimbursed for compensation or benefits associated with the provision of investment services by investment professionals. For the quarter and six months ended June 30, 2009, total expenses reimbursable to CAM under the services agreement were \$1.0 million and \$1.9 million, respectively. As of June 30, 2009 and December 31, 2008, the total amount payable to CAM under the services agreement was \$1.1 million and \$0.5 million, respectively.

CAM has entered into a subadvisory and services agreement with OHIM. Under the subadvisory and services agreement, OHIM performs those functions and has such authority as may be delegated to it by CAM. Pursuant to the subadvisory and services agreement, CAM is required to reimburse OHIM for its portion of certain fees and expenses incurred by CAM, as well as other fees, costs and expenses incurred by OHIM. Pursuant to the services agreement, the Service Recipients are required to reimburse CAM for certain out of pocket and other administrative fees paid to OHIM, such as expenses incurred in connection with travel, professional service fees and the pro rata portion of certain overhead costs. These fees and expenses are reimbursed to OHIM quarterly in arrears. For the quarter and six months ended June 30, 2009, total expenses reimbursable to CAM under the subadvisory and services agreement were \$0.01 million and \$0.03 million, respectively. The total amount payable to CAM under the subadvisory and services agreement as of both June 30, 2009 and December 31, 2008 was \$0.1 million.

Conversus GP has retained Northern Trust and its affiliates to act as its Guernsey administrator to provide certain accounting services, including the accounting and administration of the private equity funds in which Conversus has invested. Paul Guilbert, Chairman of the Board of Directors of Conversus GP, is employed by Northern Trust. For the quarter and six months ended June 30, 2009, total administration expenses were \$0.4 million and \$0.7 million, respectively. The total amount payable to Northern Trust for fund accounting and administration services was \$0.7 million as of both June 30, 2009 and December 31, 2008.

BAC, OHIM, CalPERS, and Harvard, who are owners of CAM, are also unit holders of Conversus LP. From time to time, Conversus may invest alongside these unit holders in private equity fund investments or direct co-investments.

10. Commitments and Contingencies

Conversus holds interests in 234 private equity investments, including private equity funds, direct co-investments and publicly traded equity securities. Conversus has unfunded commitments of \$793.0 million as of June 30, 2009. In addition, Conversus may make capital commitments to private equity funds in the future and may make purchases of existing private equity funds in the secondary market, many of which will be subject to additional funding requirements. Conversus generally employs an over-commitment strategy when making investments in private equity funds in order to maximize the amount of its capital that is invested at any given time. When an over-commitment strategy is employed, the aggregate amount of capital committed by Conversus to private equity funds at a given time may exceed the aggregate amount of cash that Conversus has available for immediate investment. Because the managers of private equity funds will typically be permitted to make calls for capital contributions following the expiration of a relatively short notice period, employing an over-commitment approach requires Conversus to time investments and manage available cash in a manner that allows the funding of its capital commitments when capital calls are made. CAM is primarily responsible for managing Conversus' cash and the timing of its investments. CAM takes into account expected cash flows to and from its investments and amounts available from the issuance of notes under the Program when planning investment and cash management activities with the objective of seeking to ensure that Conversus is able to honor its commitments to funds when they become due. Conversus believes it currently has sufficient liquidity to meet this over-commitment strategy.

In the normal course of business, Conversus enters into contracts which contain indemnification provisions, including, but not limited to, purchase contracts, service agreements and subadvisory agreements. Among other things, these indemnification provisions may be related to Conversus' conduct, performance or the occurrence of certain events. These indemnification provisions will vary based on the contract. Conversus may in turn obtain indemnifications from other parties in certain contracts. These indemnification provisions are not expected to have a material impact on Conversus' combined results of operations or financial condition.

11. Gain/Loss per Unit Outstanding

The gain/loss per unit outstanding due to the change in net assets resulting from operations for the quarter ended June 30, 2009 and six months ended June 30, 2009, is calculated by dividing the net change in net assets by the weighted average number of units outstanding during the period, as outlined in the table below.

| Gain/Loss per Unit Outstanding | | |
|--|--|---|
| (Amounts in thousands except for per unit amounts) | | |
| | Quarter Ended June 30, 2009 | Six Months Ended June 30, 2009 |
| Net change in net assets resulting from operations | \$ 31,767 | \$(10,037) |
| Weighted average number of units outstanding | 72,368 | 72,452 |
| Gain/(Loss) per unit outstanding | \$ 0.44 | \$ (0.14) |

12. Risks

Conversus is exposed to a number of risks due to the types of investments it makes and its structure. Its exposure to risk relates, among other things, to changes in the values of publicly traded equity and private securities that are held for investment, movements in prevailing interest rates, changes in foreign currency exchange rates, changes in the laws and regulations under which it operates, general market and economic conditions and the management of liquidity resources.

Securities Market Risks

Conversus and the private equity funds in which it invests may make investments in portfolio companies whose securities are offered to the public in connection with the process of exiting an investment. The market prices and values of publicly traded equity securities of companies in which Conversus has investments may be volatile and can fluctuate due to a number of factors beyond its control. Conversus values investments in publicly traded equity securities based on current market prices at the end of each accounting period, which could lead to significant changes in the NAV and operating results that Conversus reports.

Interest Rate Risks

As described in Note 10, Conversus will, from time to time, incur indebtedness to support its over-commitment strategy and its liquidity needs. An increase in interest rates could increase the cost of making payments on the notes, as described in Note 6, or make it more difficult or expensive for Conversus to obtain debt financing in the future, and could decrease the returns that its investments generate.

Foreign Currency Risks

Conversus' functional currency is the U.S. dollar because a majority of its investments are denominated in U.S. dollars. As a result, the investments that are carried as assets in the combined financial statements are stated in U.S. dollars. When valuing investments that are denominated in currencies other than the U.S. dollar, the values of such investments are converted into U.S. dollars based on prevailing exchange rates as of the end of the applicable accounting period. Due to the foregoing, changes in exchange rates between the U.S. dollar and other currencies could lead to significant changes in NAV.

Counterparty Credit Risk

Conversus has entered into agreements providing for services and transactions that expose Conversus to risk in the event that the counterparties do not meet the terms of such agreements. Conversus may be exposed to a concentration of credit risk in the Program where there is currently a single lender (see Note 6), the swap agreement under which there is a lone counterparty (see Note 5) and in depository and accounting administration services where Conversus utilizes a single service provider (see Note 9).

Conversus depends on the Program's sole lender to provide funds as requested pursuant to the Program. To the extent that the lender fails to perform under the terms of the Program, the non-performance may have a detrimental impact on Conversus' ability to meet its funding requirements. Given recent events in the financial markets and the uncertainty of accessing new financing in these markets, the availability of new financing is not assured. To the extent that new financing is required and available, the terms for such financing may be significantly less favorable to Conversus than the terms in the current Program, with lenders seeking higher rates, additional equity requirements and more restrictive covenants.

Hedging Arrangements and Risk Management

When managing its exposure to market risks, Conversus is authorized to use forward contracts, options, swaps, caps, collars and floors or pursue other strategies or use other forms of derivative instruments to limit its exposure to changes in the relative values of investments that may result from market developments, including changes in prevailing interest rates and currency exchange rates. Conversus anticipates that the scope of risk management activities it undertakes will vary based on the level and volatility of interest rates and public equity indexes, prevailing foreign currency exchange rates, the type of investments that are made and other changing market conditions. The use of hedging transactions and other derivative instruments to reduce the effects of a decline in the value of a position does not eliminate the possibility of fluctuations in the value of the position or prevent losses if the value of the position declines. However, such activities can establish other positions designed to gain from those same developments, thereby offsetting the decline in the value of the position. Such transactions may also limit the opportunity for gain if the value of a position increases. Moreover, it may not be possible to limit the exposure to a market development that is so generally anticipated that a hedging or other derivative transaction cannot be entered into at an acceptable price.

Although Conversus may enter into hedging transactions in order to reduce its exposure to market risks, unanticipated market changes may result in poorer overall investment performance than if the transaction had not been executed. In addition, the degree of correlation between price movements of the instruments used in connection with hedging activities and price movements in a position being hedged may vary. Moreover, for a variety of reasons, Conversus may not be successful in establishing a perfect correlation between the instruments used in a hedging or other derivative transaction and the position being hedged. An imperfect correlation could prevent Conversus from achieving the intended result and create new risks of loss. In addition, Conversus will not be able to fully limit exposure against all changes in the values of its investments, because the values of its investments are likely to fluctuate as a result of a number of factors, some of which will be beyond Conversus' control, and it may not be able to respond to such fluctuations in a timely manner or at all.

Conversus may also invest in private equity related derivative instruments to enhance its returns as part of its investment strategy. Such efforts may prove unsuccessful and result in losses in excess of amounts invested.

As of June 30, 2009, Conversus had entered into one derivative instrument to partially hedge its market exposure to publicly traded equity securities (see Note 5).

Regulatory Risk

Conversus is subject to a variety of laws and regulations by national, regional and local governments. These laws and regulations, and their interpretation and application, may change from time to time and those changes could have a material adverse effect on the results of operations or financial condition of Conversus.

Tax Risk

Conversus has a complex and multi-jurisdictional structure and is subject to a variety of tax laws and tax regulations by national, regional and local governments. These tax laws and regulations (including the applicable tax rates), and their interpretation and application, may change from time to time and those changes could have a material adverse effect on Conversus' results of operations or financial condition.

Market Risk

The private equity funds and direct private equity investments in the portfolio of Conversus may be materially affected by conditions in the global financial markets and economic conditions. The

capital and credit markets have experienced unprecedented volatility and disruption over recent periods. The uncertainty created by these market and economic conditions and the tightening of credit have led to declines in valuations of equity and debt securities without regard to the underlying financial condition of the issuer in certain cases. Such declines in valuations have adversely impacted the results of operations of Conversus.

The global financial markets and economic conditions may remain dislocated or deteriorate, due to a variety of factors beyond the control of Conversus. The general partners of the funds held by Conversus may face reduced opportunities to sell and realize value from their existing portfolio companies, and many of these portfolio companies employ substantial indebtedness that may be difficult to extend or replace and which may magnify the impact of any valuation changes. A sustained downturn or worsening of market or economic conditions, including an increase in interest rates or lack of available credit, could have a material adverse effect on the results of operations and financial condition of Conversus.

The rate of capital calls from the private equity funds in which Conversus invests may increase significantly. As a passive investor with very limited rights, Conversus has virtually no ability to influence the activities of the funds in which it invests or their portfolio companies. Moreover, it may not be possible for Conversus to raise new capital in the debt or equity markets or to sell assets on acceptable terms. If Conversus were not able to fund a capital call when due, it may lead to a default under the fund documents and give the fund in which Conversus invested a variety of remedies. Any such default would also be a default under the Program. A failure by Conversus to meet its capital call obligations may have a material adverse effect on the results of operation and financial condition of Conversus.

Valuation Risk

Investment valuations for which there is no readily available market, such as the illiquid assets in Conversus' portfolio, require estimates and assumptions about matters that are inherently uncertain. Given this uncertainty, the fair values of such investments as reflected in the estimated NAV of Conversus may not reflect the prices that would actually be obtained when such investments are sold.

13. Subsequent Events

In accordance with SFAS 165, Conversus has evaluated subsequent events for recognition or disclosure through August 26, 2009, which was the date after which these Combined Financial Statements were available to be issued. No events requiring recognition or disclosure occurred subsequent to June 30, 2009 and through August 26, 2009.

FINANCIAL HIGHLIGHTS

For the quarter and six month period ended June 30, 2009

(US\$ in thousands except for per unit amounts)

| | Quarter ended June 30, 2009 | Six months ended June 30, 2009 |
|--|--|---|
| <u>Per Unit Operating Performance</u> | | |
| NET ASSET VALUE PER UNIT AT BEGINNING OF PERIOD | \$ 20.33 | \$ 20.85 |
| Increase / (decrease) from operating activities | | |
| Net investment loss | (0.20) | (0.41) |
| Net realized losses on investments | (0.18) | (0.24) |
| Net change in unrealized depreciation on investments | 0.82 | 0.51 |
| Total increase / (decrease) from operating activities | 0.44 | (0.14) |
| Other | - | 0.06 |
| NET ASSET VALUE PER UNIT AT END OF PERIOD | \$ 20.77 | \$ 20.77 |
| TOTAL RETURN | 2.16 % | (0.38)% |

Supplemental Information

| | | |
|--|---------------------|---------------------|
| Weighted average net assets during the period | \$ 1,508,119 | \$ 1,524,689 |
|--|---------------------|---------------------|

Key percentages based on weighted average net assets:

| | | |
|---------------------|---------|---------|
| Net investment loss | (3.81)% | (3.91)% |
|---------------------|---------|---------|

Expenses

| | | |
|----------------------------------|--------------|--------------|
| Fund fees and expenses | 1.42 | 1.40 |
| Management fees | 1.43 | 1.38 |
| Interest | 0.54 | 0.56 |
| Professional service fees | 0.37 | 0.36 |
| Personnel | 0.28 | 0.29 |
| Public company costs | 0.16 | 0.17 |
| Other general and administrative | 0.27 | 0.21 |
| Total Expenses | 4.47% | 4.37% |

Total return and key percentages are presented on an annualized basis.