
Summary Valuation Information
See Attached Discussion

Cash

Premium reserve, operating account, and prepaid premiums \$ 1,623,782

Prepaid premiums (979,645)

Total cash and receivables, net of prepaid premiums \$ 644,137

SLS Policy Inventory (see attached discussion):

Cost basis \$ 70,064,655

Total death benefit \$ 210,960,630

Total two-year premium cost (2011 & 2012) \$ 10,471,523

Value of investment (see attached discussion):

Valuation per unit (weighted) \$ 5,879,388

Valuation of two units \$ 11,758,776

Unit cost (see attached discussion):

New unit cost effective October 1, 2010 \$ 4,869,532

Overview

The Attilanus Fund® I, L.P. ("ATTILANUS") commenced on January 1, 2004 and received its initial investment of \$5,000,000 on January 14, 2004 for two of the thirty-two units offered. On May 13, 2005 Beaver County Pension Plan ("BCPP") purchased a third unit for \$5,000,000. PFM Advisors requested an initial activity report as of June 30, 2005 and subsequent quarterly updates – the following is an update to the initial report.

An additional unit in ATTILANUS was purchased by the Beaver County Pension Plan on December 28, 2005. Ten (10) units were purchased by the Employees' Retirement System of the Government of the Virgin Islands ("GERS") for \$50,000,000 on August 15, 2006. An additional unit was purchased by Eastman Chemical Company ("EASTMAN") on March 30, 2007 for \$5,000,000.

Upon receipt of the additional capital in August, 2006, ATTILANUS entered into a bulk policy purchase agreement for a pool of policies with a total death benefit of \$160,478,286. ATTILANUS committed \$38,231,618 to purchase as many of these policies as possible at current market prices. This purchase required the funding of a policy purchase trust account which was completed September 15, 2006. Underwriting was commenced August 16, 2006 and has concluded on all policies as of the June 30, 2007 reporting period.

As reported in the March 31, 2007 valuation, The Atticus Fund, L.P. ("ATTICUS") in conversations with Atticus Capital of New York, NY, agreed to change its name to The Attilanus Fund I, L.P. ("ATTILANUS") due to the conflict with their trademark. This was completed during the second quarter, 2007.

ATTILANUS added \$11,000,000 in additional death benefits during the first quarter, 2007, and an additional \$660,000 during the second quarter, 2007 for a total of \$165,020,331. During the third quarter of 2007, an additional \$3,750,000 was added for a total of \$168,770,331. During the first quarter of 2008, ATTILANUS collected a death benefit of \$922,961 and distributed \$900,000 to its partners. Each limited partnership unit in ATTILANUS received \$59,400 of the distribution and \$9,000 was paid to the general partner. The remaining total death benefit after the collection was \$ 167,858,352 at March 31, 2008.

A single policy with a Put option was purchased during the fourth quarter, 2007 in anticipation of a significant purchase of policies. The Put option covered ATTILANUS' cost of the transaction and was exercised during the fourth quarter, 2007.

During the first quarter of 2008, ATTILANUS offered existing investors the opportunity to purchase additional units at the original offering price of \$5mm. These proceeds were to allow ATTILANUS to purchase additional senior life settlement life

Overview (continued)

insurance (“SLS”) policies to increase the number of lives covered to approximately 100. No investor accepted this offer.

On June 12, 2008, ATTILANUS accepted the structured purchase of its SLS policy portfolio offered by Coit Capital, a division of Riviere Securities, Ltd. Through a special-purpose entity, Life Settlements Absolute Return I, LLC (“LASAR”). LASAR issued \$40mm in 9% Preference Notes; \$24mm in 9.5% Mezzanine Notes (collectively, “the Notes”); and Residual Notes.

The consideration paid to ATTILANUS included 1) \$13.7mm in cash; 2) \$24mm in 9.5% Mezzanine Notes; 3) 100% of the Residual Notes; and 4) the sole-membership interest in LASAR. In addition, LASAR allocated \$5.5mm as a premium reserve and purchased additional policies. As of June 30, 2008, LASAR was the beneficiary of \$208,560,630 which is an increase of \$40,702,278 over the amount held March 31, 2008.

After fees and expenses, ATTILANUS held \$13,939,817 in cash and retained approximately \$1.3mm for continuing expenses and contingencies and determined to distribute the balance, \$12,689,817 or \$816,373 per unit with the general partner receiving \$444,228, as follows:

EQUITY DISTRIBUTION FROM 6/12/2008 CLOSING			
	General Partner	Limited Partners	Total
Distribution:			
99 / 1 split	\$ 47,566	\$ 4,709,000 ¹	\$ 4,756,566
95 / 5 split	<u>396,662</u>	<u>7,536,589</u>	<u>7,933,251</u>
Total	<u>\$ 444,228</u>	<u>\$ 12,245,589</u>	<u>\$ 12,689,817</u>
Total per unit		<u>\$ 816.373</u>	

¹Including the \$891,000 previously distributed, this amount results in a total distribution of \$ 5,600,000 which is eight percent of the total capital contributed (i.e., \$70mm) as of June 30, 2008.

The transaction benefits ATTILANUS for the following reasons – which were detailed in the letter which accompanied the distributions:

THE BENEFITS			
1	Increased SLS policy pool value	4	Continued participation in the SLS policy pool
2	Achievement of the 100-life goal	5	Reduced exposure to risk
3	Progress towards liquidity	6	Custody of assets with national Trustee

During the quarter ended September 30, 2008, ATTILANUS added an additional three policies with a total death benefit of \$6,000,000 which brought the total death benefit for the entire SLS policy portfolio to \$214,560,630.

Overview (continued)

During the quarter ended December 31, 2008, ATTILANUS filed for a death benefit of \$1,000,000 and received these funds during Q1, 2009. This amount was added to the Premium Reserve Account upon receipt. An additional \$600,000 death benefit claim was filed during Q3, 2009 and received during Q4, 2009 which was added to the Premium Reserve Account as well.

During Q2, 2010, a \$2mm death benefit claim was filed and proceeds were received July 27, 2010. The total death benefit for the entire SLS policy portfolio, net of all redemptions is \$210,960,630 as of September 30, 2010.

ATTILANUS continues to seek a credit facility to be used in funding the premium reserve account on an on-going basis, as well as, a purchaser for the \$24mm in 9.5% Mezzanine Notes which will generate additional cash for distribution.

The current financial market turmoil makes the likelihood of securing a credit facility unlikely over the next two quarters. Since Q3, 2008, ATTILANUS has attempted to provide for premium financing through an equity structure. The proposed Attilanus Premium Finance I, L.P. ("APF") was to allow limited partners to provide capital which would have been loaned to the operating entities at a variable interest rate in order to meet premium requirements. Although the strategy remains viable, the existing limited partners have declined to participate. Accordingly, ATTILANUS is no longer pursuing this strategy.

The receipt of the \$2mm death benefit described did alleviate the pressure for additional cash through Q3, however, it became necessary to issue a capital call to all limited partners in the amount of \$315,000 per unit on November 1, 2010 as discussed in previous quarterly valuation reports beginning Q1, 2010 in order to protect the assets of ATTILANUS. The capital call will raise \$ 4,725,000 and will meet the obligations of ATTILANUS for approximately the next twelve month, as well as, protect the assets and unit valuation of ATTILANUS. Additional mortality within the pool over that time will allow for the premium reserve to be replenished and the liquidation of outstanding notes.

ATTILANUS continues to pursue the sale of the mezzanine notes and additional equity units.

Valuation Method

Based upon discussion with PFM Advisors and other consultants to the limited partners, the following is the basis for placing a valuation on SLS policies in inventory as of September 30, 2010.

Worst Case

The worst-case valuation of SLS policies takes into account the orderly liquidation of inventory at 09/30/2010 valuations ranging from \$0.39 to \$0.75 per dollar of death benefit depending upon the purchase date and life expectancy of the individual SLS policy. Typically, the initial valuation rate is \$0.44 per dollar of death benefit at the initial reporting period following acquisition. This valuation rate was determined by using the previously provided article by CBS Market Watch's Robert Powell which indicates that a Deloitte Consulting/University of Connecticut study determined that this value is closer to \$0.64 per dollar of death benefit. We have used \$0.44 at inception which will grow to \$0.75 at the expected time of death (normally year six) based upon the knowledge of SLS policy brokers in the retail market as of September 30, 2010. This valuation is reviewed below as the *Worst Case*.

Practical Case

As it is unlikely that ATTILANUS will be required to perform a forced liquidation, a more practical valuation method is to ask, "At what price would an investor sell an interest in ATTILANUS under conservative assumptions?" To answer this question, the future cash flow from ATTILANUS must be reviewed. At September 30, 2010, the total death benefit owned by ATTILANUS is \$210,960,630. Assuming current premium payments and an even mortality for the lives in the pool, premium expense over a period of seven and one-half years can be assumed to be \$19,500,000. Subtracting premium costs from the total death benefit; the repayment of the Preference Notes with interest over six years; and giving effect for the current cash balances in LASAR and ATTILANUS results in a total amount available for distribution of approximately \$133.0mm.

The Limited Partners participation in this amount would be \$122.7mm. Assuming these proceeds will be received over the next eight years in equal amounts, a present value of this cash flow can be determined. Of course, actual mortality will determine actual cash distributions, but a uniform distribution can be assumed to simplify the valuation. Due to the changes in the capital markets, with the ten-year Treasury yield at 2.53% as of September 30, 2010 compared with the same rate for Q3, 2009 of 3.30%, the discount percentage was changed from six percent to five-point-two-five percent since its change from six percent in Q3, 2010. This valuation is reviewed below as the *Practical Case*.

The LASAR Notes

The effect of the 9% Preference Notes ("Pref. Notes") is included in both the worst and practical case scenarios. For the worst case, the Pref. Notes are assumed to be repaid

with accrued interest through the valuation date. In the practical case, the Pref. Notes are assumed to be paid over a six-year period with the concomitant interest. No effect is given in either case for the 9.5% Mezzanine Notes ("Mezz. Notes") as they are held by ATTILANUS and form a component of the unit value in each case. Once the Mezz. Notes are sold to a third-party, they will be considered in the determination of the unit value. It should be noted that there will be payment of interest on the Mezz. Notes on a non-accrual basis before principal is repaid on the Pref. Notes which will be a source of additional cash flow for ATTILANUS but is not included in either scenario.

Valuation

Worst Case

The total death benefit included at September 30, 2010 is \$210,960,630 representing 95 lives resulting in a liquidation value of SLS policies of \$124,489,744. This value plus the fund's premium reserve and other assets totaling \$1,623,782 results in a total liquidation valuation of the fund of \$77,833,526 net of the Pref. Notes and accrued interest of \$48,280,000. BEAVER COUNTY would receive \$4,869,532 per unit vs. \$ 4,864,242 per unit reported 06/30/2010 for a total of \$9,739,064 for two units of this total valuation upon liquidation as detailed in the following schedule in accordance with the terms of the Limited Partnership Agreement.

In addition, BEAVER COUNTY has received \$118,800 on March 11, 2008 plus \$1,632,746 on June 18, 2008 for a total distribution of \$1,751,546 or \$ 875,773 per unit through Q3, 2010.

	WORST CASE DISTRIBUTION		
	Limited	General	Total
Distributions:			
through 8% (99/1)	\$ - 0 -	\$ - 0 -	\$ - 0 -
through 100% (95/5)	56,863,405	2,992,811	59,856,216
after 100% (90/10)	<u>16,179,579</u>	<u>1,797,731</u>	<u>17,977,310</u>
Total for fifteen units	<u>\$ 73,042,984</u>	<u>\$ 4,790,542</u>	<u>\$ 77,833,526</u>
Valuation per unit (15)	<u>\$ 4,869,532</u>		

The following table compares unit valuations annually through 2008 and quarterly thereafter since the initial reporting period of Q2, 2005 through Q3, 2010 (\$ omitted).

UNIT VALUATIONS					
June, 2005 through September, 2009					
Date	Unit Valuation	Cumulative Distributions	Total	Period Ending	
				Increase / (Decrease)	% change
06/30/2005	3,304,775	- 0 -	3,304,775	N/A	N/A
12/31/2005	4,110,732	- 0 -	4,110,732	806	48.8%
12/31/2006	5,086,527	- 0 -	5,086,527	975,795	23.7%
12/31/2007	5,493,937	- 0 -	5,493,937	407,410	8.0%
12/31/2008	4,668,300	875,763	5,544,063	50,126	0.9%
03/31/2009	4,677,098	875,763	5,552,861	8,798	0.2%
06/30/2009	4,690,417	875,763	5,566,180	13,319	0.2%
09/30/2009	4,715,606	875,763	5,591,369	25,189	0.5%
12/31/2009	4,746,689	875,763	5,622,452	31,083	0.6%
03/31/2010	4,804,165	875,763	5,679,928	57,476	1.0%
06/30/2010	4,864,242	875,763	5,740,005	60,077	1.1%
09/30/2010	4,869,532	875,763	5,745,295	5,290	0.1%

Practical Case

As discussed above, the total amount distributed over the next eight years (NOTE: reduced from nine years due to aging portfolio) is \$133.0mm which includes the total death benefit of the pool plus the other assets of ATTILANUS. To determine the net present value of this distribution stream for two units of ATTILANUS, the participation in this distribution is detailed in the following schedule in accordance with the terms of the Limited Partnership Agreement.

PRACTICAL CASE DISTRIBUTION			
	Limited	General	Total
Distributions:			
through 8% (99/1)	\$ - 0 -	\$ - 0 -	\$ - 0 -
through 100% (95/5)	56,863,405	2,992,811	59,856,216
after 100% (90/10)	<u>65,851,696</u>	<u>7,316,855</u>	<u>73,168,551</u>
Total for fifteen units	\$ <u>122,715,101</u>	\$ <u>10,309,666</u>	\$ <u>133,024,767</u>
Distribution/unit (15)	\$ <u>8,181,007</u>		

Assuming a discount rate of five-point-two-five percent (5.25%) for this future cash flow over eight years and an adjustment for survival beyond year-8 of 5%, the net present value for two units of ATTILANUS is \$12.4mm.

Please note – The five-point-two-five percent (5.25%) rate used above is in excess of 250 basis points over the ten-year U.S. Treasury Note of 2.53% on 9/30/2010 and more accurately represents current capital market conditions.

Synthesis

Using the *Worst Case* and *Practical Case* valuation methods, a unit of ATTILANUS has a valuation range from \$4.9mm to \$6.2mm as of September 30, 2010. The *Worst Case* is highly unlikely and the *Practical Case* provides the answer to the question, “At what price would an investor sell an interest in ATTILANUS under conservative assumptions?” The actual valuation is reasonably assumed to be closer to the *Practical Case*, so weighting the *Worst Case* at 25% and the *Practical Case* at 75%, a weighted average valuation can be stated as \$5.9mm per unit for a gain of \$0.9mm per unit over the initial purchase price of \$5.0mm without considering the \$875,773 per unit distributed to the limited partners through September 30, 2010.

Subsequent Events

On November 1, 2010, as discussed above, ATTILANUS issued a capital call of \$315,000 per unit in order to raise \$4,725,000 in additional funds to meet the obligations of ATTILANUS over the next twelve months. This amount is approximately 36% of distributions previously made to the limited partners (i.e., $315,000 / 875,773 = 36\%$). Should ATTILANUS fail to meet premium expenses in a timely manner, significant, negative impact to unit valuation will result.

Effective October 1, 2010, ATTILANUS units will be closed at no less than \$4,869,532, the worst-case valuation, in order to prevent the dilution of limited partners of ATTILANUS as of September 30, 2010. This value will be adjusted going forward as a function of the future valuations prepared on a quarterly basis.