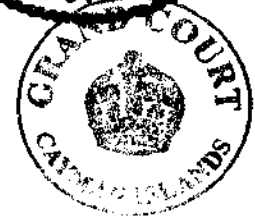
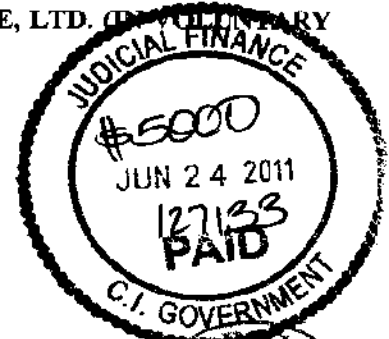
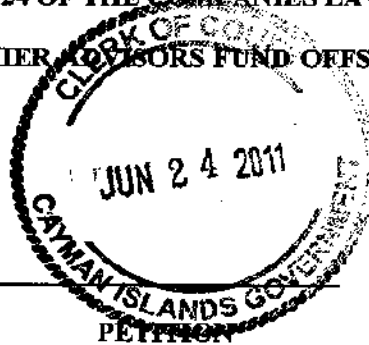


**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**

CAUSE NO: FSD 0111 OF 2011

IN THE MATTER OF SECTIONS 124 OF THE COMPANIES LAW (2010 REVISION)

AND IN THE MATTER OF PREMIER ADVISORS FUND OFFSHORE, LTD. (IN VOLUNTARY LIQUIDATION)



TO: THE GRAND COURT

THE HUMBLE PETITION of Christopher D. Johnson and Niall Goodsir-Cullen, Joint Voluntary Liquidators of Premier Advisors Fund Offshore, Ltd. (in voluntary liquidation) c/o Abacus Management Limited, Elizabethan Square, 80 Shedden Road, P.O. Box 2499, Grand Cayman KY1-1104, shows that:-

1. Premier Advisors Fund Offshore, Ltd. (in voluntary liquidation) (the "Company") is an exempted Caymanian company formerly carrying on business outside the Cayman Islands as a hedge fund and registered as such with the Cayman Islands Monetary Authority, and being incorporated on 20 July 2005 and registered with the Registrar of Companies under Registration Number 152119.
2. The current registered office of the Company is located at the offices of Abacus Management Limited, 80 Elizabethan Square, 80 Shedden Road, P.O. Box 2499, Grand Cayman KY1-1104, having been transferred to Abacus Management Limited by written resolution of the directors dated 20 May 2011. Formerly and prior to 20 May 2011 the registered office of the Company was located at the offices of Mourant Ozannes Cayman Corporate Services Ltd., P.O. Box 1348, Grand Cayman, KY1-1108.
3. The Directors of the Company are Brandon Thomas and Shelly Starr.
4. The authorized share capital of the Company is comprised of US\$1.00 divided into 100 voting Management Shares of US\$0.01 par value, and US\$49,999.00 divided into several classes of Participating Shares.
5. The Company was a small hedge fund and operated as a "fund of funds" aiming to achieve diversification through investment in other investment companies and funds. At its height it held some US\$2.7 million in assets consisting of investments in other funds.

6. By offer dated 20 November 2008 the shareholder of the Management Shares offered to purchase all outstanding Participating Shares in the fund. This decision was taken primarily because several of the funds in which the Company was invested had suspended redemptions, resulting in the investments being deemed illiquid. The offer was made to allow other shareholders to exit the fund. The offer was accepted by all shareholders and, effective 31 December 2008, all outstanding Participating Shares in the Company were acquired by the shareholder of the Management Shares.
7. The Company accordingly has not carried on business since 2008. By directors resolution of 18 August 2010 it was resolved to de-register the Company as a mutual fund in accordance with the provisions of the Mutual Funds Law (2009 Revision). Effective 15 September 2010, the Cayman Islands Monetary Authority confirmed that, pursuant to s.30(16) of the Mutual Funds Law (2009 Revision) the Company's Certification of Registration as a mutual fund had been cancelled.
8. By unanimous written resolution of the Directors made on 20 May 2011 the Directors recommended that the Company be wound up as expeditiously as possible.
9. By special resolution of the sole shareholder, the shareholder of the Management Shares, made on 20 May 2011, the Company was placed into voluntary liquidation and Christopher D. Johnson and Niall Goodsir-Cullen of Johnson Smith Associates Ltd, Phase III Elizabethan Square, 80 Shedden Road, P.O. Box 2499, Grand Cayman KY1-1104 were appointed Joint Voluntary Liquidators of the Company.
10. The Directors have not as of the date of this Petition signed a declaration of solvency in respect of the Company pursuant to s.124 of the Companies Law (2010 Revision).
11. The Joint Voluntary Liquidators of the Company are qualified insolvency practitioners within the meaning of the Insolvency Practitioners' Regulations 2008 (as amended) and comply with the independence requirements of the said Insolvency Practitioners' Regulations 2008 (as amended), and consent to being appointed as Joint Official Liquidators of the Company.

YOUR PETITIONERS therefore humbly pray that:-

1. The voluntary liquidation of the Company be continued subject to the supervision of this Honourable Court pursuant to s.124 of the Companies Law (2010 Revision).
2. Christopher D. Johnson and Niall Goodsir-Cullen, qualified insolvency practitioners within the meaning of the Insolvency Practitioners' Regulations 2008, with Johnson Smith Associates Ltd, Phase III Elizabethan Square, 80 Shedden Road, P.O.Box 2499, Grand Cayman, KY1-1104, Cayman Islands be confirmed as joint official liquidators (the "Official Liquidators") with the power to act jointly and severally.
3. In addition to their other powers, and in accordance with s.110(2)(a) of the Companies Law (2010 Revision), the Official Liquidators be authorized to exercise any of the powers contained in Part I to the Third Schedule of the Companies Law (2010 Revision) without further sanction of the Court.

4. The Official Liquidators shall have liberty to apply for such further directions with respect to the winding up of the Company and its affairs and the conduct of the liquidation, as the Official Liquidators shall consider necessary from time to time.
5. The Joint Voluntary Liquidators' costs of presenting this Petition be paid out of the assets of the Company as an expense of the liquidation, and such further and other relief as to this Honourable Court may seem just.

AND YOUR PETITIONERS will ever pray etc.

DATED this 24th day of June 2011

HAMPSON & CO

Hampson and Company
Attorneys-at-Law

Attorneys for the Petitioners, Christopher D. Johnson and Niall Goodsir-Cullen, Joint Voluntary Liquidators

NOTE: This petition is intended to be served on the Registrar of Companies.

THIS PETITION is presented by Hampson and Company, Attorneys-at-Law, attorneys for the Petitioners, whose address for service is that of their said attorneys at Citrus Grove (5th Fl.), Goring Avenue, P.O. Box 698 George Town, Grand Cayman, KY1-1107.