

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:
- Each promoter of the issuer, if the issuer has been organized within the past five years;
 - Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 - Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
 - Each general and managing partner of partnership issuers.

Check Box(es) that Apply: // Promoter // Beneficial Owner // Executive Officer // Director /X/ General Partner

Full Name (Last name first, if individual)
TOPSPIN PARTNERS LBO GP, LLC

Business or Residence Address (Number and Street, City, State, Zip Code)
Three Expressway Plaza, Roslyn Heights, NY 11577

Check Box(es) that Apply: // Promoter // Beneficial Owner // Executive Officer // Director /X/ Member of the General Partner

Full Name (Last name first, if individual)
RENAISSANCE TECHNOLOGIES CORP.

Business or Residence Address (Number and Street, City, State, Zip Code)
Three Expressway Plaza, Roslyn Heights, NY 11577

Check Box(es) that Apply: // Promoter // Beneficial Owner // Executive Officer // Director /x/ Member of the Managing Partner

Full Name (Last name first, if individual)
RANDALL, LEIGH

Business or Residence Address (Number and Street, City, State, Zip Code)
Three Expressway Plaza, Roslyn Heights, NY 11577

Check Box(es) that Apply: // Promoter // Beneficial Owner // Executive Officer // Director /x/ Member of the Managing Partner

Full Name (Last name first, if individual)
LEBOWITZ, STEPHEN

Business or Residence Address (Number and Street, City, State, Zip Code)
Three Expressway Plaza, Roslyn Heights, NY 11577

Check Box(es) that Apply: // Promoter // Beneficial Owner /x/ Executive Officer of the General Partner // Director // General and/or Managing Partner

Full Name (Last name first, if individual)
GUTHART, LEO A

Business or Residence Address (Number and Street, City, State, Zip Code)
Three Expressway Plaza, Roslyn Heights, NY 11577

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box 0 and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt.....	\$ _____	\$ _____
Equity.....	\$ _____	\$ _____
: Common : Preferred		
Convertible Securities (including warrants).....	\$ _____	\$ _____
Partnership Interests.....	\$ <u>125,000,000</u>	\$ <u>38,000,000</u>
Other (Specify).....	\$ _____	\$ _____
Total.....	\$ <u>125,000,000</u>	\$ <u>38,000,000</u>

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors.....	<u>6</u>	\$ <u>38,000,000</u>
Non-Accredited Investors.....	<u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only).....	_____	\$ _____

3. If this filing is an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.

Type of Offering	Type of Security	Dollar Amount Sold
Rule 505.....	_____	\$ _____
Regulation A.....	_____	\$ _____
Rule 504.....	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees.....	:	\$ _____
Printing and Engraving Costs.....	: x	\$ <u>4,250</u>
Legal Fees.....	: x	\$ <u>118,350</u>
Accounting Fees.....	:	\$ _____
Sales Commission (specify finders' fees separately).....	:	\$ _____
Other Expenses (identify) <u>Blue Sky</u>	: x	\$ <u>2,400</u>
Total.....	: x	\$ <u>125,000</u>

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

b. Enter the difference between the aggregate offering price given in response to Part C- Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer." \$124,875,000

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C – Question 4.b above.

		Payments to Officers, Directors, and Affiliates		Payments to Others
Salaries and fees	:X	\$ <u>6,250,000</u>	:	\$ _____
Purchase of real estate	:	\$ _____	:	\$ _____
Purchase, rental or leasing and installation of machinery and equipment	:	\$ _____	:	\$ _____
Construction or leasing of plant buildings and facilities.....	:	\$ _____	:	\$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	:	\$ _____	:	\$ _____
Repayment of indebtedness	:	\$ _____	:	\$ _____
Working capital	:	\$ _____	:	\$ _____
Other (specify): <u>Investments</u>	:	\$ _____	:X	\$ _____
Column Totals	:X	\$ <u>6,250,000</u>	:X	\$ _____
Total Payments Listed (column totals added).....		:X \$		

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
TOPSPIN OFFSHORE LBO, LP		6-8-07
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
LEIGH RANDALL	MEMBER OF THE GENERAL PARTNER	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

END