

0001369026

FORM D

Notice of Exempt Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

OMB APPROVAL
OMB Number: 3235-0076
Expires: March 31, 2009
Estimated average burden hours per response: 4.00

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

Item 1. Issuer's Identity

Name of Issuer

FrontPoint Offshore Healthcare Fund 2X, L.P.

Jurisdiction of Incorporation/Organization

Cayman Islands

Year of Incorporation/Organization (Select one)

Over Five Years Ago Within Last Five Years (specify year) 2005 Yet to Be Formed

Previous Name(s) None

FrontPoint Offshore Healthcare Leveraged Fund, L.P.

Entity Type (Select one)

- Corporation
- Limited Partnership
- Limited Liability Company
- General Partnership
- Business Trust

Other (Specify)

PROCESSED

MAR 27 2009

(If more than one issuer is filing this notice, check this box and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

THOMSON REUTERS

Street Address 1

Two Greenwich Plaza

Street Address 2

City

Greenwich

State/Province/Country

CT

ZIP/Postal Code

06830

Phone No.

203-622-5200

Item 3. Related Persons

Last Name

FPP Healthcare FUND 2X GP, LLC

First Name

Middle Name

Street Address 1

Two Greenwich Plaza

Street Address 2

City

Greenwich

State/Province/Country

CT

ZIP/Postal Code

06830

Relationship(s): Executive Officer Director Promoter

Clarification of Response (if Necessary) General Partner of the Issuer



(Identify additional related persons by checking this box and attaching Item 3 Continuation Page(s).)

Item 4. Industry Group (Select one)

- Agriculture
- Banking and Financial Services
 - Commercial Banking
 - Insurance
 - Investing
 - Investment Banking
 - Pooled Investment Fund

If selecting this industry group, also select one fund type below and answer the question below:

- Hedge Fund
- Private Equity Fund
- Venture Capital Fund
- Other Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940? Yes No

Other Banking & Financial Services

- Business Services
- Energy
 - Electric Utilities
 - Energy Conservation
 - Coal Mining
 - Environmental Services
 - Oil & Gas
 - Other Energy

- Health Care
 - Biotechnology
 - Health Insurance
 - Hospitals & Physicians
 - Pharmaceuticals
 - Other Health Care

- Manufacturing
- Real Estate
 - Commercial

- Construction
- REITS & Finance
- Residential
- Other Real Estate

- Retailing
- Restaurants
- Technology
 - Computers
 - Telecommunications
 - Other Technology

- Travel
 - Airlines & Airports
 - Lodging & Conventions
 - Tourism & Travel Services
 - Other Travel

Other

SEC Mail Processing Section

MAR 12 2009

Washington, DC 111

Item 5. Issuer Size (Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- No Revenues
- \$1 - \$1,000,000
- \$1,000,001 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- No Aggregate Net Asset Value
- \$1 - \$5,000,000
- \$5,000,001 - \$25,000,000
- \$25,000,001 - \$50,000,000
- \$50,000,001 - \$100,000,000
- Over \$100,000,000
- Decline to Disclose
- Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)

- | | | |
|--|---|---|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | Investment Company Act Section 3(c) | |
| <input type="checkbox"/> Rule 504(b)(1)(i) | <input type="checkbox"/> Section 3(c)(1) | <input type="checkbox"/> Section 3(c)(9) |
| <input type="checkbox"/> Rule 504(b)(1)(ii) | <input type="checkbox"/> Section 3(c)(2) | <input type="checkbox"/> Section 3(c)(10) |
| <input type="checkbox"/> Rule 504(b)(1)(iii) | <input type="checkbox"/> Section 3(c)(3) | <input type="checkbox"/> Section 3(c)(11) |
| <input type="checkbox"/> Rule 505 | <input type="checkbox"/> Section 3(c)(4) | <input type="checkbox"/> Section 3(c)(12) |
| <input checked="" type="checkbox"/> Rule 506 | <input type="checkbox"/> Section 3(c)(5) | <input type="checkbox"/> Section 3(c)(13) |
| <input type="checkbox"/> Securities Act Section 4(6) | <input type="checkbox"/> Section 3(c)(6) | <input type="checkbox"/> Section 3(c)(14) |
| | <input checked="" type="checkbox"/> Section 3(c)(7) | |

Item 7. Type of Filing

- New Notice OR Amendment

Date of First Sale in this Offering: OR First Sale Yet to Occur

Item 8. Duration of Offering

Does the issuer intend this offering to last more than one year? Yes No

Item 9. Type(s) of Securities Offered (Select all that apply)

- | | |
|--|--|
| <input checked="" type="checkbox"/> Equity | <input checked="" type="checkbox"/> Pooled Investment Fund Interests |
| <input type="checkbox"/> Debt | <input type="checkbox"/> Tenant-in-Common Securities |
| <input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security | <input type="checkbox"/> Mineral Property Securities |
| <input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (Describe) |
-

Item 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary)

Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$

Item 12. Sales Compensation

Recipient Recipient CRD Number No CRD Number

(Associated) Broker or Dealer None (Associated) Broker or Dealer CRD Number No CRD Number

Street Address 1 Street Address 2

City State/Province/Country ZIP/Postal Code

States of Solicitation All States
 AL AK AZ AR CA CO CT DE DC FL GA HI ID
 IL IN IA KS KY LA ME MD MA MI MN MS MO
 MT NE NV NH NJ NM NY NC ND OH OK OR PA
 RI SC SD TN TX UT VT VA WA WV WI WY PR

(Identify additional person(s) being paid compensation by checking this box and attaching Item 12 Continuation Page(s).)

Item 13. Offering and Sales Amounts

(a) Total Offering Amount \$ OR Indefinite
(b) Total Amount Sold \$
(c) Total Remaining to be Sold \$ OR Indefinite
(Subtract (a) from (b))

Clarification of Response (if Necessary)

Item 14. Investors

Check this box if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:

Enter the total number of investors who already have invested in the offering:

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ Estimate

Finders' Fees \$ Estimate
Clarification of Response (if Necessary)

Investors that purchase interests through a broker, dealer or other financial intermediary ("Intermediaries") may pay a one-time fee of up to []%. In addition, with respect to certain Intermediaries that are affiliates of Morgan Stanley, the general partner of the issuer (or an affiliate) is expected to pay an ongoing fee of up to []% per annum of the net asset value of all interests that have been sold or distributed by such Intermediaries in consideration for the sale, distribution, retention and/or servicing of such interests. These fees are not expenses of the issuer and, therefore, are not reflected herein.

Item 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount. \$ [] Estimate

Clarification of Response (If Necessary)

[Empty box for clarification of response]

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

Terms of Submission. In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees. Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the Issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") (Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)) imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box [] and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

Issuer(s)
FrontPoint Offshore Healthcare Fund 2X, L.P.

Name of Signer
T.A. MCKINNEY

Signature
[Handwritten signature]

Title
AUTHORIZED SIGNATORY

Number of continuation pages attached: 9

Date
3/11/09

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name First Name Middle Name
FrontPoint Partners LLC
Street Address 1 Street Address 2
Two Greenwich Plaza
City State/Province/Country ZIP/Postal Code
Greenwich CT 06830
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name First Name Middle Name
Hagarty John
Street Address 1 Street Address 2
Two Greenwich Plaza
City State/Province/Country ZIP/Postal Code
Greenwich CT 06830
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name First Name Middle Name
McKinney T.A.
Street Address 1 Street Address 2
Two Greenwich Plaza
City State/Province/Country ZIP/Postal Code
Greenwich CT 06830
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary)

Last Name First Name Middle Name
Boyle Geraldine
Street Address 1 Street Address 2
Two Greenwich Plaza
City State/Province/Country ZIP/Postal Code
Greenwich CT 06830
Relationship(s): Executive Officer Director Promoter
Clarification of Response (if Necessary)

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name: Jacoby, First Name: William, Middle Name: []
Street Address 1: Two Greenwich Plaza, Street Address 2: []
City: Greenwich, State/Province/Country: CT, ZIP/Postal Code: 06830
Relationship(s): Executive Officer, Director, Promoter
Clarification of Response (if Necessary): []

Last Name: Mendelsohn, First Name: Eric, Middle Name: []
Street Address 1: Two Greenwich Plaza, Street Address 2: []
City: Greenwich, State/Province/Country: CT, ZIP/Postal Code: 06830
Relationship(s): Executive Officer, Director, Promoter
Clarification of Response (if Necessary): []

Last Name: Eng, First Name: Michelle, Middle Name: []
Street Address 1: Two Greenwich Plaza, Street Address 2: []
City: Greenwich, State/Province/Country: CT, ZIP/Postal Code: 06830
Relationship(s): Executive Officer, Director, Promoter
Clarification of Response (if Necessary): []

Last Name: [], First Name: [], Middle Name: []
Street Address 1: [], Street Address 2: []
City: [], State/Province/Country: CT, ZIP/Postal Code: 06830
Relationship(s): Executive Officer, Director, Promoter
Clarification of Response (if Necessary): []

Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient

Citigroup Global Markets Limited

Recipient CRD Number

No CRD Number

(Associated) Broker or Dealer

None

(Associated) Broker or Dealer CRD Number

No CRD Number

Street Address 1

Citigroup Centre

Street Address 2

33 Canada Square Canary Wharf

City

London

State/Province/Country

United Kingdom

ZIP/Postal Code

E14 5LB

States of Solicitation All States

- AL AK AZ AR CA CO CT DE DC FL GA HI ID
- IL IN IA KS KY LA ME MD MA MI MN MS MO
- MT NE NV NH NJ NM NY NC ND OH OK OR PA
- RI SC SD TN TX UT VT VA WA WV WI WY PR

Recipient

Citigroup Global Markets Asia Limited

Recipient CRD Number

No CRD Number

(Associated) Broker or Dealer

None

(Associated) Broker or Dealer CRD Number

No CRD Number

Street Address 1

50/F, Citibank Plaza

Street Address 2

3 Garden Road, Central

City

State/Province/Country

Hong Kong

ZIP/Postal Code

States of Solicitation All States

- AL AK AZ AR CA CO CT DE DC FL GA HI ID
- IL IN IA KS KY LA ME MD MA MI MN MS MO
- MT NE NV NH NJ NM NY NC ND OH OK OR PA
- RI SC SD TN TX UT VT VA WA WV WI WY PR

(Copy and use additional copies of this page as necessary.)

Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient

Citigroup Global Markets Singapore Pte Limited

(Associated) Broker or Dealer

None

Recipient CRD Number

No CRD Number

(Associated) Broker or Dealer CRD Number

No CRD Number

Street Address 1

1 Temasek Avenue

Street Address 2

#39-02 Millenia Tower

City

State/Province/Country

Singapore

ZIP/Postal Code

039192

States of Solicitation

All States

- AL AK AZ AR CA CO CT DE DC FL GA HI ID
- IL IN IA KS KY LA ME MD MA MI MN MS MO
- MT NE NV NH NJ NM NY NC ND OH OK OR PA
- RI SC SD TN TX UT VT VA WA WV WI WY PR

Recipient

Citibank, N.A., New York Branch

(Associated) Broker or Dealer

None

Recipient CRD Number

No CRD Number

(Associated) Broker or Dealer CRD Number

No CRD Number

Street Address 1

399 Park Avenue

Street Address 2

City

New York

State/Province/Country

NY

ZIP/Postal Code

10043

States of Solicitation

All States

- AL AK AZ AR CA CO CT DE DC FL GA HI ID
- IL IN IA KS KY LA ME MD MA MI MN MS MO
- MT NE NV NH NJ NM NY NC ND OH OK OR PA
- RI SC SD TN TX UT VT VA WA WV WI WY PR

Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient: Citibank, N.A., London Branch
 (Associated) Broker or Dealer: None
 Street Address 1: Citigroup Centre
 City: London
 State/Province/Country: United Kingdom
 ZIP/Postal Code: E14 5LB

Recipient CRD Number: No CRD Number
 (Associated) Broker or Dealer CRD Number: No CRD Number
 Street Address 2: 25 Canada Square, Canary Wharf

States of Solicitation All States

AL AK AZ AR CA CO CT DE DC FL GA HI ID
 IL IN IA KS KY LA ME MD MA MI MN MS MO
 MT NE NV NH NJ NM NY NC ND OH OK OR PA
 RI SC SD TN TX UT VT VA WA WV WI WY PR

Recipient: Citibank, N.A., Zurich Branch
 (Associated) Broker or Dealer: None
 Street Address 1: Seestrasse 25
 City: 8021 Zürich
 State/Province/Country: Switzerland
 ZIP/Postal Code:

Recipient CRD Number: No CRD Number
 (Associated) Broker or Dealer CRD Number: No CRD Number
 Street Address 2: P.O. Box 3760

States of Solicitation All States

AL AK AZ AR CA CO CT DE DC FL GA HI ID
 IL IN IA KS KY LA ME MD MA MI MN MS MO
 MT NE NV NH NJ NM NY NC ND OH OK OR PA
 RI SC SD TN TX UT VT VA WA WV WI WY PR

(Copy and use additional copies of this page as necessary.)

Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient

Citibank, N.A., Geneva Branch

(Associated) Broker or Dealer None

Street Address 1

16, Quai General-Guisan

City

Geneva 3

State/Province/Country

Switzerland

ZIP/Postal Code

CH-1211

Recipient CRD Number

No CRD Number

(Associated) Broker or Dealer CRD Number

No CRD Number

Street Address 2

P.O. Box 3946

States of Solicitation All States

- AL AK AZ AR CA CO CT DE DC FL GA HI ID
- IL IN IA KS KY LA ME MD MA MI MN MS MO
- MT NE NV NH NJ NM NY NC ND OH OK OR PA
- RI SC SD TN TX UT VT VA WA WV WI WY PR

Recipient

Citibank, N.A., Singapore Branch

(Associated) Broker or Dealer None

Street Address 1

1 Temasek Avenue

City

State/Province/Country

Singapore

ZIP/Postal Code

039192

Recipient CRD Number

No CRD Number

(Associated) Broker or Dealer CRD Number

No CRD Number

Street Address 2

#09-00 Millenia Tower

States of Solicitation All States

- AL AK AZ AR CA CO CT DE DC FL GA HI ID
- IL IN IA KS KY LA ME MD MA MI MN MS MO
- MT NE NV NH NJ NM NY NC ND OH OK OR PA
- RI SC SD TN TX UT VT VA WA WV WI WY PR

Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient: Citibank, N.A., Hong Kong Branch
 (Associated) Broker or Dealer: None
 Street Address 1: 40/F, Citibank Tower
 City: [] State/Province/Country: Hong Kong
 Recipient CRD Number: [] No CRD Number
 (Associated) Broker or Dealer CRD Number: [] No CRD Number
 Street Address 2: 3 Garden Road
 ZIP/Postal Code: []

States of Solicitation All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

Recipient: Citibank, N.A., Jersey, Channel Islands Branch
 (Associated) Broker or Dealer: None
 Street Address 1: P.O. Box 561
 City: St Helier, Jersey State/Province/Country: Channel Islands
 Recipient CRD Number: [] No CRD Number
 (Associated) Broker or Dealer CRD Number: [] No CRD Number
 Street Address 2: 38 Esplanade
 ZIP/Postal Code: JE4 5WQ

States of Solicitation All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

(Copy and use additional copies of this page as necessary.)

Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient: Citibank International plc
 (Associated) Broker or Dealer: None
 Street Address 1: 33 Canada Square, Canary Wharf
 City: London
 State/Province/Country: United Kingdom
 ZIP/Postal Code: E14 5LB

Recipient CRD Number: No CRD Number
 (Associated) Broker or Dealer CRD Number: No CRD Number
 Street Address 2: [Empty]

States of Solicitation All States

AL AK AZ AR CA CO CT DE DC FL GA HI ID
 IL IN IA KS KY LA ME MD MA MI MN MS MO
 MT NE NV NH NJ NM NY NC ND OH OK OR PA
 RI SC SD TN TX UT VT VA WA WV WI WY PR

Recipient: Citibank (Switzerland)
 (Associated) Broker or Dealer: None
 Street Address 1: Seestrasse 25
 City: 8021 Zurich
 State/Province/Country: Switzerland
 ZIP/Postal Code: [Empty]

Recipient CRD Number: No CRD Number
 (Associated) Broker or Dealer CRD Number: No CRD Number
 Street Address 2: P.O. Box 3760

States of Solicitation All States

AL AK AZ AR CA CO CT DE DC FL GA HI ID
 IL IN IA KS KY LA ME MD MA MI MN MS MO
 MT NE NV NH NJ NM NY NC ND OH OK OR PA
 RI SC SD TN TX UT VT VA WA WV WI WY PR

(Copy and use additional copies of this page as necessary.)

Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient

Citibank Canada Investment Funds Limited

(Associated) Broker or Dealer None

Street Address 1

123 Front Street West, Suite 1100

City

Toronto

State/Province/Country

Ontario

ZIP/Postal Code

M5J 2M3

Recipient CRD Number

No CRD Number

(Associated) Broker or Dealer CRD Number

No CRD Number

Street Address 2

States of Solicitation All States

- AL AK AZ AR CA CO CT DE DC FL GA HI ID
- IL IN IA KS KY LA ME MD MA MI MN MS MO
- MT NE NV NH NJ NM NY NC ND OH OK OR PA
- RI SC SD TN TX UT VT VA WA WV WI WY PR

Recipient

Cititrust (Bahamas) Limited

(Associated) Broker or Dealer None

Street Address 1

P.O. Box N1576

City

Nassau

State/Province/Country

Bahamas

ZIP/Postal Code

Recipient CRD Number

No CRD Number

(Associated) Broker or Dealer CRD Number

No CRD Number

Street Address 2

Thompson Boulevard

States of Solicitation All States

- AL AK AZ AR CA CO CT DE DC FL GA HI ID
- IL IN IA KS KY LA ME MD MA MI MN MS MO
- MT NE NV NH NJ NM NY NC ND OH OK OR PA
- RI SC SD TN TX UT VT VA WA WV WI WY PR

END

(Copy and use additional copies of this page as necessary.)