CONSOLIDATED FINANCIAL STATEMENTS
AND
INDEPENDENT AUDITORS' REPORT
DECEMBER 31, 2010

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Rothstein Kass

INDEPENDENT AUDITORS' REPORT

To the Shareholders and Board of Directors of Caritas Royalties Fund II (Bermuda) Ltd.

We have audited the accompanying consolidated statement of assets and liabilities of Caritas Royalties Fund II (Bermuda) Ltd. and Subsidiary (collectively the "Fund"), including the consolidated schedule of investments, as of December 31, 2010, and the related consolidated statements of operations, changes in net assets and cash flows for the year then ended. These consolidated financial statements are the responsibility of the management of the Fund. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the consolidated financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the consolidated financial position of Caritas Royalties Fund II (Bermuda) Ltd. and Subsidiary as of December 31, 2010, and the consolidated results of their operations, changes in their net assets and their cash flows for the year then ended, in conformity with accounting principles generally accepted in the United States of America.

Rothstein, Kass & Company, P.C.

Roseland, New Jersey April 27, 2011



CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

December 31, 2010	
Assets	
Note receivable from Royalty Repository II, LLC, at fair value Cash Other	\$ 16,697,934 22,471 19,066
Total assets	16,739,471
Liabilities	
Redemptions payable Accrued expenses Management and performance fee payable	538,720 73,481 205,999
Total liabilities	818,200
Net assets	15,921,271
Less: Attributable to Founder Shares	12,000
Net assets attributable to investor shares	\$ 15,909,271

CONSOLIDATED STATEMENT OF OPERATIONS

Year Ended December 31, 2010	
Investment income	
Interest income on note receivable from Royalty Repository II, LLC Other interest	\$ 5,193,093 <u>8</u>
Total investment income	5,193,101
Expenses	
Performance fee	350,152
Professional fees	193,408
Management fee	72,455
Administrative fees and other expenses	167,520
Total expenses	783,535
Net change in net assets resulting from operations	\$ 4,409,566

CONSOLIDATED STATEMENT OF CHANGES IN NET ASSETS

Year Ended December 31, 2010	
Operations	
Net change in net assets resulting from operations	\$ 4,409,566
Capital share transactions	
Issuance of shares	75,000
Redemption of shares	 (4,665,011)
Net change in net assets resulting from capital share transactions	 (4,590,011)
Net change in net assets	(180,445)
Net assets, beginning of year	 16,101,716
Net assets, end of year	\$ 15,921,271

CONSOLIDATED STATEMENT OF CASH FLOWS

Year Ended December 31, 2010		
Cash flows from operating activities		
Net change in net assets resulting from operations	\$	4,409,566
Adjustments to reconcile net change in net assets resulting from operations to net cash provided by operating activities:		
Interest income accrued on note receivable from Royalty Repository II, LLC		(494,809)
Changes in operating assets and liabilities:		(101,000)
Proceeds on repayment of note receivable from Royalty Repository II, LLC		748,684
Accrued expenses		(33,278)
Management and performance fee payable		180,640
Net cash provided by operating activities		4,810,803
Cook flows from financing activities		
Cash flows from financing activities Proceeds from issuance of shares		75,000
Payments for redemption of shares, net of change in redemptions payable		(5,131,155)
Net cash used in financing activities		(5,056,155)
		(0,000,100)
Net change in cash		(245,352)
Cash, beginning of year		267,823
Cash, end of year	\$	22,471
Cash, end of year	Ψ	۲۷,۳۱۱

CONSOLIDATED SCHEDULE OF INVESTMENTS

December 31, 2010			
	Principal Amount	Percentage of Net Assets	Fair Value
Note receivable from Royalty Repository II, LLC, at fair value			
United States Oil and Energy			
Royalty Repository II, LLC (See Note 3)	\$ 14,130,442	104.9 %	\$ 16,697,934

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in United States Dollars)

1. Nature of operations and summary of significant accounting policies

Nature of Operations

Caritas Royalties Fund II (Bermuda) Ltd. and Subsidiary (collectively the "Fund") was incorporated in Bermuda as an open-ended mutual fund company on May 13, 2005. The shares of the Fund are listed on the Bermuda Stock Exchange. Refer to the Fund's prospectus for more information.

The Fund's investment objective is to receive profits derived from royalty income from a diversified portfolio of United States oil and gas royalty interests ("Royalty Interests") owned by Royalty Repository II, LLC ("Royalty Repository"). Royalty Interests are contractual rights to receive a fixed percentage of production revenues from crude oil and natural gas properties which are owned and operated by third parties. The Fund derives profits from Royalty Repository's investments in Royalty Interests through the fixed and contingent interest it receives from its note receivable from Royalty Repository.

Centaur Performance Group (Bermuda) Ltd. is the manager of the Fund ("Manager"). Cornerstone Acquisition and Management Co, LLC ("Cornerstone") is the investment consultant to the Manager ("Investment Consultant"). Cornerstone is also the manager of Royalty Repository.

Principles of Consolidation

The accompanying consolidated financial statements include the accounts of Caritas Royalties Fund II (Bermuda) Ltd. and the accounts of Cornerstone Olaj North, its wholly owned subsidiary. Intercompany transactions and balances have been eliminated in consolidation.

Basis of Presentation

The consolidated financial statements are expressed in United States dollars and have been prepared in conformity with accounting principles generally accepted in the United States of America ("GAAP").

These consolidated financial statements were approved by management and available for issuance on April 27, 2011. Subsequent events have been evaluated through this date.

Valuation of Note Receivable at Fair Value - Definition and Hierarchy

In accordance with GAAP, fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in United States Dollars)

1. Nature of operations and summary of significant accounting policies (continued)

Valuation of Note Receivable at Fair Value - Definition and Hierarchy (continued)

In determining fair value, the Fund uses various valuation approaches. A fair value hierarchy for inputs is used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs are to be used when available. Observable inputs are those that market participants would use in pricing the asset or liability based on market data obtained from sources independent of the Fund. Unobservable inputs reflect the Fund's assumptions about the inputs market participants would use in pricing the asset or liability developed based on the best information available in the circumstances. The fair value hierarchy is categorized into three levels based on the inputs as follows:

Level 1 - Valuations based on unadjusted quoted prices in active markets for identical assets or liabilities that the Fund has the ability to access. Valuation adjustments are not applied to Level 1 investments. Since valuations are based on quoted prices that are readily and regularly available in an active market, valuation of these investments does not entail a significant degree of judgment.

Level 2 - Valuations based on quoted prices in markets that are not active or for which all significant inputs are observable, either directly or indirectly.

Level 3 - Valuations based on inputs that are unobservable and significant to the overall fair value measurement.

The availability of valuation techniques and observable inputs can vary from investment to investment and are affected by a wide variety of factors, including the type of investment, whether the investment is new and not yet established in the marketplace, and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Those estimated values do not necessarily represent the amounts that may be ultimately realized due to the occurrence of future circumstances that cannot be reasonably determined. Because of the inherent uncertainty of valuation, those estimated values may be materially higher or lower than the values that would have been used had a ready market for the investments existed. Accordingly, the degree of judgment exercised by the Fund in determining fair value is greatest for investments categorized in Level 3. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement falls in its entirety, is determined based on the lowest level input that is significant to the fair value measurement.

Fair value is a market-based measure considered from the perspective of a market participant rather than an entity-specific measure. Therefore, even when market assumptions are not readily available, the Fund's own assumptions are set to reflect those that market participants would use in pricing the asset or liability at the measurement date. The Fund uses prices and inputs that are current as of the measurement date, including periods of market dislocation. In periods of market dislocation, the observability of prices and inputs may be reduced for many investments. This condition could cause an investment to be reclassified to a lower level within the fair value hierarchy.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in United States Dollars)

1. Nature of operations and summary of significant accounting policies (continued)

Valuation Techniques

Note Receivable from Royalty Repository

Fair value of the note receivable approximates the sum of the principal balance, interest receivable on the note receivable and any principal adjustments on the note receivable (see Note 3). The note receivable is categorized in Level 3 of the fair value hierarchy.

Investment Transactions and Related Investment Income

Interest income and expense are recognized on the accrual basis as earned or incurred. Investment transactions are accounted for on a trade-date basis.

Income Taxes

Under current laws of Bermuda, the Fund is not required to pay any taxes in Bermuda on either income or capital gains. Accordingly, no provision for income taxes has been made in the accompanying consolidated financial statements. The Fund has received an undertaking from the Minister of Finance in Bermuda exempting it from any such taxes until the year 2016.

The Fund is required to determine whether its tax positions are more likely than not to be sustained upon examination by the applicable taxing authority, including resolution of any related appeals or litigation processes, based on the technical merits of the position. The tax benefit recognized is measured as the largest amount of benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement with the relevant taxing authority. De-recognition of a tax benefit previously recognized results in the Fund recording a tax liability that reduces ending net assets. Based on its analysis, the Fund has determined that it has not incurred any liability for unrecognized tax benefits as of December 31, 2010. However, the Fund's conclusions may be subject to review and adjustment at a later date based on factors including, but not limited to, on-going analyses of and changes to tax laws, regulations and interpretations thereof.

The Fund recognizes interest and penalties related to unrecognized tax benefits in interest expense and other expenses, respectively. No interest expense or penalties have been recognized as of and for the period ended December 31, 2010.

The Fund is subject to income tax examinations by major taxing authorities for all tax years since its inception.

The Fund may be subject to potential examination by U.S. federal or foreign jurisdiction authorities in the areas of income taxes. These potential examinations may include questioning the nexus of income among various tax jurisdictions and compliance with U.S. federal or foreign tax laws. The Fund's management does not expect that the total amount of unrecognized tax benefits will materially change over the next twelve months.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in United States Dollars)

1. Nature of operations and summary of significant accounting policies (continued)

Use of Estimates

The preparation of the consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions in determining the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Such estimates include the measurement of fair value of the note receivable from Royalty Repository. Actual results could differ from those estimates.

2. Fair value measurements

The Fund's assets recorded at fair value have been categorized based upon a fair value hierarchy as described in the Fund's significant accounting policies in Note 1. The following table presents information about the Fund's assets measured at fair value as of December 31, 2010 (in thousands):

	Quoted Pr in Activ Markets Identical A	/e for ssets	Signifi Oth Observ Inpu (Leve	er vable uts	Unc	gnificant bservable Inputs Level 3)	Balance as of ember 31, 2010
Assets							
Note receivable from Royalty Repository, at fair value	\$		\$	-	\$	16,698	\$ 16,698

The following table presents additional information about Level 3 assets measured at fair value. Both observable and unobservable inputs may be used to determine the fair value of positions that the Fund has classified within the Level 3 category. As a result, the unrealized gains and losses for assets within the Level 3 category may include changes in fair value that were attributable to both observable and unobservable inputs.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in United States Dollars)

2. Fair value measurements (continued)

Changes in Level 3 assets measured at fair value for the year ended December 31, 2010 (in thousands):

	E	eginning Salance anuary 1, 2010	Realized & Unrealized Gains (Losses) (a)	Purchases Sales and Settlements	Ending Balance December 31, 2010		Change in Unrealized Gains (Losses) for Investments still held at December 31, 2010 (b)		
Assets								_	
Note receivable from Royalty Repository, at fair									
value	\$	16,952	\$ 5,193	\$ (5,447)	\$	16,698	\$	5,193	

⁽a) Realized and unrealized gains and losses are included in total investment income in the consolidated statement of operations.

3. Note receivable from Royalty Repository

The Fund through its wholly owned subsidiary, Cornerstone Olaj North, a related party, provided a subordinate note to Royalty Repository.

The note receivable bears interest as follows: (i) at a rate of two percent (2%) per annum beginning as of the date of the note receivable ("Fixed Interest"); (ii) at a floating amount equal to that portion of the gross profits of Royalty Repository for each month calculated by the ratio of the principal value of this note receivable for such month to the aggregate of (a) the principal value of this note receivable for such month and (b) the dollar amount of capital balances of the Class A Preferred Members in Royalty Repository for such month, net of the Fixed Interest component ("Contingent Interest"); and (iii) both Fixed Interest and Contingent Interest are calculated on the principal value of this note receivable and any unpaid interest.

Losses incurred by Royalty Repository are reflected by adjusting the principal value of the note receivable. The adjustment is calculated at an amount equal to that portion of Royalty Repository's loss for each month calculated by the ratio of the principal value of the note receivable for such month to the aggregate of (a) the principal value of the note receivable for such month and (b) the dollar amount of capital balances of the Class A Preferred Members in Royalty Repository for such month, net of the Fixed Interest component ("Principal Adjustment"). The outstanding balance on the note receivable together with the Fixed Interest, Contingent Interest and Principal Adjustment represents the fair value of the note receivable.

As of December 31, 2010, the note receivable was valued at \$16,697,934, which consists of the principal amount of \$14,130,442, accrued fixed interest of \$76,531 and contingent interest of \$2,490,961. The note receivable matured on January 1, 2011. In January 2011, the Fund received \$725,000 on this note receivable and issued a replacement note in the amount of \$15,972,934, which matured on April 1, 2011. On April 1, 2011, the note receivable was replaced with a promissory note issued by Caritas Royalties Fund II (Bermuda) Ltd. and maturing on July 1, 2011.

⁽b) The change in unrealized gains (losses) for the year ended December 31, 2010 for investments still held at December 31, 2010 are reflected in interest income on note receivable from Royalty Repository in the consolidated statement of operations.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in United States Dollars)

3. Note receivable from Royalty Repository (continued)

Royalty Repository invests in oil and gas royalty interests. As part of its investment strategy to hedge against changes in crude oil and natural gas prices, Royalty Repository also invests in total return swap contracts with an institutional counterparty. Royalty Repository values its investments in royalty interests and swap contracts at fair value. The original cost of acquisition of oil and gas royalty interests is depleted using the units-of-production method.

The following is a summary of the audited statement of financial condition and the statement of operations of Royalty Repository on GAAP basis as of December 31, 2010 and for the year then ended:

Royalty Repository II, LLC Statement of Financial Condition As of December 31, 2010

Assets	
Investment in oil and gas royalty interests, at fair value	
(cost \$36,339,583, net of accumulated depletion of \$27,717,061)	\$ 87,903,481
Derivative contracts, at fair value	7,401,941
Cash and cash equivalents	2,332,377
Accrued royalty income	1,325,000
Other assets	108,584
	\$ 99,071,383
Liabilities and members' capital	 _
Note payable	\$ 32,429,018
Note payable to related party (the Fund)	16,697,934
Accrued expenses	146,568
Members' capital	 49,797,863
	\$ 99,071,383

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in United States Dollars)

3. Note receivable from Royalty Repository (continued)

Royalty Repository II, LLC Statement of Operations For the year ended December 31, 2010

Royalties income Interest income	\$ 8,667,992 24,393
Total investment income	8,692,385
Expenses	
Depletion expense	3,539,313
Interest on note payable to related party (the Fund)	5,193,093
Interest and loan fees	1,270,617
Other expenses	 571,592
Total expenses	10,574,615
Net investment loss	(1,882,230)
Net change in unrealized appreciation on investments in oil and	<u>, , , , , , , , , , , , , , , , , , , </u>
gas royalty interests	13,161,231
Net realized gain from derivative contracts	6,663,795
Net change in unrealized depreciation from derivative contracts	(3,648,010)
Net gain on investments	16,177,016
Net income	\$ 14,294,786

Royalty Repository's investments in oil and gas royalty interests and derivative contracts, all of which are in United States, are approximately 176.5% and 14.9%, respectively, of Royalty Repository's members' capital as of December 31, 2010. Royalty Repository's derivative contracts consist of total return swaps in crude oil and natural gas which approximate 1.9% and 13.0%, respectively, of Royalty Repository's members' capital as of December 31, 2010 with expiration dates ranging from January 2011 to January 2014.

Risks may arise from unanticipated movements in the fair value of the underlying investments in royalty interests by Royalty Repository and the lack of market liquidity to unwind the royalty interest positions at current fair values.

4. Concentration of credit risk

In the normal course of business, the Fund maintains cash balances in a U.S. based financial institution, which at times may exceed federally insured limits. U.S. cash accounts are guaranteed by the Federal Deposit Insurance Corporation up to \$250,000 per institution. The Fund is subject to credit risk to the extent any financial institution with which it conducts business is unable to fulfill contractual obligations on its behalf. Management monitors the financial condition of such financial institutions and does not anticipate any losses from these counterparties.

The Fund, through its wholly owned subsidiary, has a note receivable from Royalty Repository which is approximately 105% of the total net asset value of the Fund as of December 31, 2010.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in United States Dollars)

5. Capital share transactions

The authorized share capital of the Fund is 3,012,000 shares, consisting of 12,000 Founder Shares and 3,000,000 redeemable shares of \$1.00 par value each ("Investor shares"). There are 2 classes of shares: Regular Class and Restricted Class NL. Shareholders who are not subject to management and performance fees are issued Restricted Class NL shares. All other shareholders are issued Regular Class shares. All of the Founder Shares have been issued to the Manager.

Investor shares are available for subscription and redemption on the first business day of each January and July at a price equal to the net asset value per share on the last business day of the preceding month. In the event that the Fund records a loss, the Fund will issue a separate series of shares on the first business day following that month to facilitate the performance fee computation. Subsequent allocations of income to the series that have loss carryforwards are based on the loss recovery method whereby losses are recovered in reverse chronological order. The new series of shares will convert into the original series on the basis of their relative net asset values when all losses allocated to the original series have been recovered.

Transactions in investor shares during the year ended December 31, 2010, and the investor shares outstanding and the net asset value ("NAV") per share as of December 31, 2010 are as follows:

	Beginning Shares		Share Transfers/ Conversions	_	Shares Issued	_	Shares Redeemed	· -	Ending Shares
Regular Class Regular Class, July 09 Series Restricted Class NL	40,364.13 539.17 35,857.96 76,761.26	· -	527.78 (539.17) - (11.39)	_	322.58 - - - 322.58	-	(19,788.27) - - (19,788.27)		21,426.22 - 35,857.96 57,284.18
	Amounts Issued		Amounts Transferred		Amounts Redeemed		Ending Net Assets		Ending NAV Per Share
Regular Class Regular Class, July 09 Series Restricted Class NL	\$ 75,000 - -	\$	122,693 (122,693) -	\$	(4,665,011) - -	\$	5,655,683 - 10,253,588	\$	263.96 - 285.95

Shareholders have redemption rights which contain certain restrictions with respect to rights of redemption of shares as specified in the offering memorandum.

Redemptions payable represent amounts due to shareholders based on redemption requests effective through December 31, 2010.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in United States Dollars)

6. Regulatory matters

The Manager of Royalty Repository is currently undergoing a regulatory examination. In the opinion of management, the completion of this examination is not expected to have a material adverse effect on the financial condition and results of operations of the Fund

7. Related party transactions

The Manager is entitled to a monthly management fee at the rate of 1/12 of 1% of the Fund's net assets as determined on the first day of each month. The Manager and the Investment Consultant share the management fee under the terms of a separate agreement.

In addition, the Manager is entitled to a semi-annual performance fee equal to 20% of the Fund's semi-annual net income before management fees are deducted. No performance fee shall be earned or paid with respect to any shareholder of the Fund that has a net loss (exclusive of management fees) which has not been fully recouped. Losses carried forward are adjusted for redemptions. The Manager and the Investment Consultant share the performance fee under the terms of a separate agreement.

The Manager charges the Fund for accounting, operating, and legal support. For the year ended December 31, 2010, the amount charged to the Fund was approximately \$231,000, which is included in the administrative fees, other expense, and professional fees in the consolidated statement of operations. Fees payable to the Manager as of December 31, 2010 of approximately \$8,000 is included in accrued expenses on the consolidated statement of assets and liabilities.

8. Administrator

GlobeOp Financial Services (Cayman) Limited (the "Administrator") serves as the Fund's Administrator and performs certain administrative and clerical services on behalf of the Fund. For the year ended December 31, 2010, the administration fee charged by the Administrator amounted to approximately \$33,000.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in United States Dollars)

9. Financial highlights

Financial highlights for the year ended December 31, 2010 are as follows:

	Regular Class Shares	Restricted Class NL Shares				
Per share operating performance Net asset value, beginning of year	\$ 207.93	\$ 211.58				
Income (loss) from investment operations: Net change in net assets resulting from operations	56.03	74.37				
Net asset value, end of year	\$ 263.96	\$ 285.95				
Total return Total return before performance and management fee Performance fee Total return after performance and management fee	32.35 % (5.40) 26.95 %	35.15 % 35.15 %				
Ratio of expenses to average net assets Operating expenses, excluding performance fee Performance fee	3.27 % 4.88	2.30 %				
Total expenses	8.15 %	2.30 %				
Net investment income	24.33 %	30.81 %				

Financial highlights are calculated for each investor class as a whole. An individual shareholder's financial highlights may vary based on the timing of capital share transactions. Net investment income is reflected as net change in net assets resulting from operations in the consolidated statement of operations.