T2 Partners LLC

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December 3, 2010

Dear Partner,

Our fund declined 1.9% net in November vs. 0.0% for the S&P 500, -0.6% for the Dow and -0.3% for the Nasdaq. Year to date, our fund is up 10.0% net vs. 7.9% for the S&P 500, 8.3% for the Dow and 10.9% for the Nasdaq.

On the long side, three of our largest positions did well as General Growth Properties exited bankruptcy (as two companies, GGP and HHC) and rose 20.7%, Iridium reported strong earnings and raised guidance (the stock was up 13.2% and the warrants jumped 31.6%), and the Liberty Acquisition merger with Grupo Prisa was approved by shareholders and the Liberty warrants rose 7.6%. Offsetting these gains on the long side were AB-InBev (-12.7%), Winn-Dixie (-9.3%), CIT Group (-8.9%), Kraft (-6.3%) and Microsoft (-5.3%).

On the short side, our fund was hurt by the rise in Under Armour (23.7%), Lululemon Athletica (21.0%), Netflix (18.2%), OpenTable (18.0%) and InterOil (6.7%). Partially offsetting these losses on the short side were PulteGroup (-20.8%), St. Joe (-12.8%), Garmin (-11.8%), MBIA (-10.9%), Apollo Group (-9.3%), and Barnes & Noble (-6.4%).

Comments on the Past Three Months
Over the past three months:

- Interest rates have risen materially (despite QE2, whose primary aim is to *lower* interest rates, 10-year Treasuries rose from 2.47% at the end of August to 2.81% at the end of November (a 14% increase), and 30-year Treasuries rose from 3.52% to 4.12%, a 17% increase);
- The economy has failed to produce enough jobs to keep up with the growth of the job market, resulting in unemployment rising from 9.6% to 9.8%;
- The housing market, already feeble and on government life support, has worsened, with sales and prices weakening;
- The European sovereign debt crisis reared its ugly head once again, requiring a bailout of Ireland and raising fresh concerns not only about Portugal and Greece, but also Spain, Italy and Belgium; and
- Last but not least, South Korea (the world's 15th-largest economy) was shelled by North Korea, the world's most unstable, unpredictable and dangerous regime, dramatically raising tensions in one of the most volatile areas of the world.

Had you told us three months ago that all of these things would occur, we would have confidently predicted stock market weakness, yet the S&P 500 instead jumped 13.1%. Why? There are two answers: fundamentals and froth.

Regarding the former, while unemployment remains a vexing problem, corporate earnings have been strong and the overall economy is showing some signs of life. That said, the data remains mixed and we still think the "muddle through" scenario we outlined in our July letter remains the most likely outcome over the next 2-7 years: "weak GDP growth (1-2%), unemployment remaining high (7-9%), and continued government deficits. Under this scenario, the stock market would likely compound at 2-5%."

A bigger driver of the market's upward surge, we believe, is froth: the expectation (followed by the implementation) of another round of quantitative easing (QE2) triggered a "don't fight the Fed" burst of optimism across the market and, in particular, a speculative orgy among the most popular momentum stocks, which ripped upwards, irrespective of valuation. We tend to be short such stocks (such as those mentioned above), so when they skyrocket – a handful of our shorts rose more than 60% in the past three months – this dampens our returns.

So are we ready to issue a mea culpa, cover the shorts that have hurt us the most, and get on board the momentum bandwagon? In a word, no. While we always keep open minds, look for contrary opinions and are willing to admit mistakes, we are also very stubborn when we're convinced we're right. To quote Ben Graham, we view the market as our servant, not our guide, so we are unperturbed when one of our positions moves against us. In fact, we view it as inevitable. After all, what are the odds that we precisely bottom-tick a stock when buying it or top-tick one when shorting it?

As value investors, we make money by betting against the consensus view – by deviating from the herd – and, of course, being right more often than wrong. It's hard enough to be right on the fundamentals and then also get the timing exactly right as well, so we find that we're often early – but our experience is that we are usually rewarded for our patience and willingness to endure short-term, mark-to-market pain.

Thus, the fact that our short book has moved against us over the past few months doesn't discourage us, but rather makes us like it even more. For example, we think Netflix is worth $60-$80 per share, so we thought it was a good short at $125.52/share at the end of August, and we think it's an exceptionally great short at $205.90 (64% higher) as of the end of November. Or, to pick a more extreme example, we think InterOil is worth less than $10/share (thanks mainly to the recent capital raise) so it was an excellent short at $58.75 at the end of August and is much better at $75.93 (29% higher) as of the end of November.

That said, we carefully manage risk, in part through position sizing, so we've trimmed some of our short positions and/or converted them to put options.

Form ADV and Privacy Notice

In order to comply with the Investment Advisers Act of 1940 and other relevant regulations, we are happy to provide you, without charge, a copy of our current Form ADV Part II. This document contains information regarding our Firm's business practices and the backgrounds of our key personnel. Please let Kelli (KAlires@T2PartnersLLC.com) know if you would like to receive a copy. Also, please find a copy of our privacy policy, attached in Appendix A.

Conclusion
In their latest *Kiplinger's* column, Skip School Stocks, John Heins and Whitney explain why we're still short for-profit education stocks.

Thank you for your continued confidence in us and the fund. As always, we welcome your comments or questions, so please don't hesitate to call us at (212) 386-7160.

Sincerely yours,

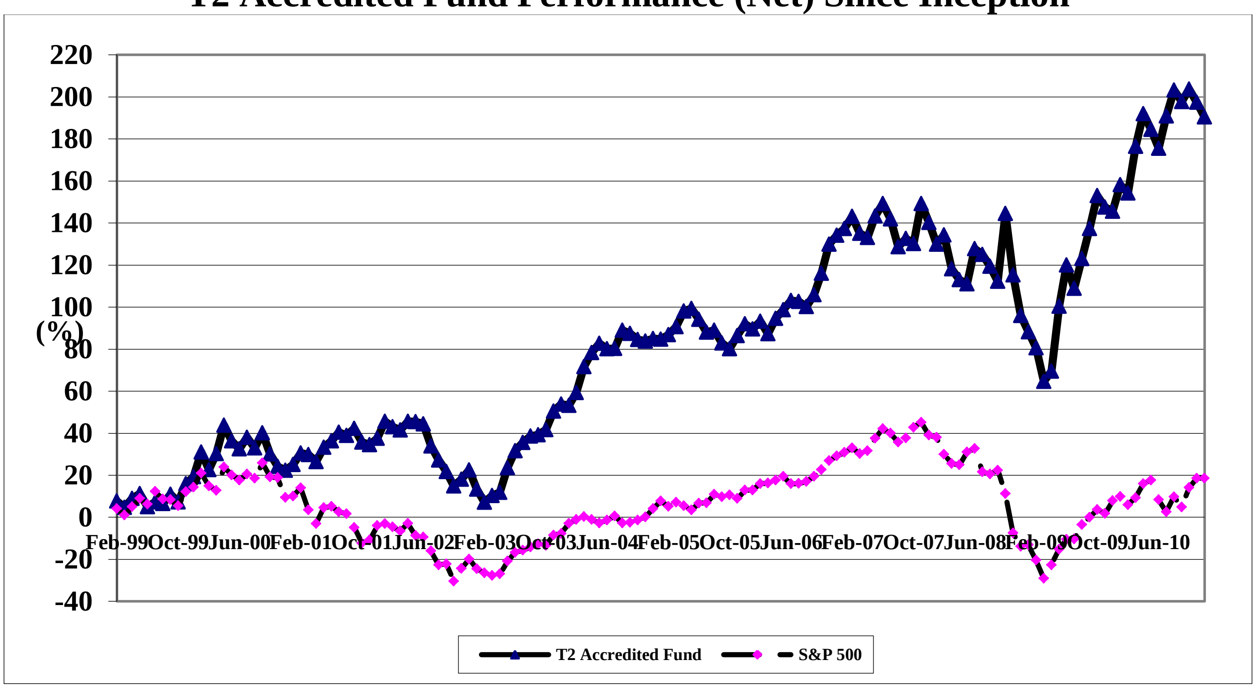
Whitney Tilson and Glenn Tongue

The unaudited return for the T2 Accredited Fund versus major benchmarks (including reinvested dividends) is:

	November	Year-to-Date	Since Inception
T2 Accredited Fund – gross	-2.4%	12.5%	259.4%
T2 Accredited Fund – net	-1.9%	10.0%	190.4%
S&P 500	0.0%	7.9%	18.6%
Dow	-0.6%	8.3%	57.3%
NASDAQ	-0.3%	10.9%	17.5%

Past performance is not indicative of future results. Please refer to the disclosure section at the end of this letter. The T2 Accredited Fund was launched on 1/1/99. Gains and losses among private placements are only reflected in the returns since inception.

T2 Accredited Fund Performance (Net) Since Inception



Appendix A

T2 Partners Management, L.P.
PRIVACY POLICY

This privacy policy explains the manner in which the Partnership, the General Partner and the Investment Manager (collectively, the "**Partnership**") collect, utilize and maintain nonpublic personal information about the Partnership's investors, as required under Federal legislation. This privacy policy only applies to nonpublic information of investors who are individuals (not entities).

Collection of Investor Information
The Partnership collects nonpublic personal information about its investors mainly through the following sources: Subscription forms, investor questionnaires and other information provided by the investor in writing, in person, by telephone, electronically or by any other means. This information includes name, address, nationality, tax identification number and financial and investment qualifications; and transactions within the Partnership, including account balances, investments and withdrawals.

Disclosure of Nonpublic Personal Information
The Partnership does not sell or rent investor information. The Partnership does not disclose nonpublic personal information about its investors to nonaffiliated third parties or to affiliated entities, except as permitted by law. For example, the Partnership may share nonpublic personal information in the following situations:

- To service providers in connection with the administration and servicing of the Partnership, which may include attorneys, accountants, auditors and other professionals. The Partnership may also share information in connection with the servicing or processing of Partnership transactions;

- To 3rd party marketing firms who have been engaged by T2 to raise assets for the Funds. Any information provided to a 3rd party marketing firm would be limited to name and basic contact information.

- To affiliated companies in order to provide you with ongoing personal advice and assistance with respect to the products and services you have purchased through the Partnership and to introduce you to other products and services that may be of value to you;

- To respond to a subpoena or court order, judicial process or regulatory authorities;

- To protect against fraud, unauthorized transactions (such as money laundering), claims or other liabilities; and

- Upon consent of an investor to release such information, including authorization to disclose such information to persons acting in a fiduciary or representative capacity on behalf of the investor.

If you elect to "opt-out" and do not want us to share your non-public personal information other than when required to perform normal services or when required by law, please contact us at:767 Fifth Avenue, 18th Floor, New York, NY 10153, Phone: (212) 386-7160 or by email: kalires@t2partnersllc.com

Protection of Investor Information
The Partnership's policy is to require that all employees, financial professionals and companies providing services on its behalf keep client information confidential.

The Partnership maintains safeguards that comply with federal standards to protect investor information. The Partnership restricts access to the personal and account information of investors to those employees who need to know that information in the course of their job responsibilities. Third parties with whom the Partnership shares investor information must agree to follow appropriate standards of security and confidentiality.

The Partnership's privacy policy applies to both current and former investors. The Partnership may disclose nonpublic personal information about a former investor to the same extent as for a current investor.

Changes to Privacy Policy
The Partnership may make changes to its privacy policy in the future. The Partnership will not make any change affecting you without first sending you a revised privacy policy describing the change.

T2 Accredited Fund, LP (the "Fund") commenced operations on January 1, 1999. The Fund's investment objective is to achieve long-term after-tax capital appreciation commensurate with moderate risk, primarily by investing with a long-term perspective in a concentrated portfolio of U.S. stocks. In carrying out the Partnership's investment objective, the Investment Manager, T2 Partners Management, LLC, seeks to buy stocks at a steep discount to intrinsic value such that there is low risk of capital loss and significant upside potential. The primary focus of the Investment Manager is on the long-term fortunes of the companies in the Partnership's portfolio or which are otherwise followed by the Investment Manager, relative to the prices of their stocks.

There is no assurance that any securities discussed herein will remain in Fund's portfolio at the time you receive this report or that securities sold have not been repurchased. The securities discussed may not represent the Fund's entire portfolio and in the aggregate may represent only a small percentage of an account's portfolio holdings. It should not be assumed that any of the securities transactions, holdings or sectors discussed were or will prove to be profitable, or that the investment recommendations or decisions we make in the future will be profitable or will equal the investment performance of the securities discussed herein. All recommendations within the preceding 12 months or applicable period are available upon request.

Performance results shown are for the T2 Accredited Fund, LP and are presented gross and net of incentive fees. Gross returns reflect the deduction of management fees, brokerage commissions, administrative expenses, and other operating expenses of the Fund. Gross returns will be reduced by accrued performance allocation or incentive fees, if any. Gross and net performance includes the reinvestment of all dividends, interest, and capital gains. Performance for the most recent month is an estimate.

The fee schedule for the Investment Manager includes a 1.5% annual management fee and a 20% incentive fee allocation. For periods prior to June 1, 2004, the Investment Manager's fee schedule included a 1% annual management fee and a 20% incentive fee allocation, subject to a 10% "hurdle" rate. In practice, the incentive fee is "earned" on an annual, not monthly, basis or upon a withdrawal from the Fund. Because some investors may have different fee arrangements and depending on the timing of a specific investment, net performance for an individual investor may vary from the net performance as stated herein.

The return of the S&P 500 and other indices are included in the presentation. The volatility of these indices may be materially different from the volatility in the Fund. In addition, the Fund's holdings differ significantly from the securities that comprise the indices. The indices have not been selected to represent appropriate benchmarks to compare an investor's performance, but rather are disclosed to allow for comparison of the investor's performance to that of certain well-known and widely recognized indices. You cannot invest directly in these indices.

Past results are no guarantee of future results and no representation is made that an investor will or is likely to achieve results similar to those shown. All investments involve risk including the loss of principal. This document is confidential and may not be distributed without the consent of the Investment Manager and does not constitute an offer to sell or the solicitation of an offer to purchase any security or investment product. Any such offer or solicitation may only be made by means of delivery of an approved confidential offering memorandum.