

Edgar Filing: Topiary Master Fund for Benefit Plan Investors (BPI) LLC - Form N-CSRS

Topiary Master Fund for Benefit Plan Investors (BPI) LLC  
Form N-CSRS  
December 09, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM N-CSR

CERTIFIED SHAREHOLDER REPORT OF REGISTERED MANAGEMENT  
INVESTMENT COMPANIES

Investment Company Act file number 811-21605

THE TOPIARY MASTER FUND FOR BENEFIT PLAN INVESTORS (BPI) LLC  
(Exact name of registrant as specified in charter)

25 DE FOREST AVENUE  
SUMMIT, NEW JERSEY 07901  
(Address of principal executive offices) (Zip code)

JOHN H. KIM, DIRECTOR & SENIOR COUNSEL  
DEUTSCHE ASSET MANAGEMENT  
345 PARK AVENUE  
NEW YORK, NEW YORK 10154  
(Name and address of agent for service)

registrant's telephone number, including area code: (908) 608-3160

Date of fiscal year end: MARCH 31

Date of reporting period: SEPTEMBER 30, 2005

Form N-CSR is to be used by management investment companies to file reports with the Commission not later than 10 days after the transmission to stockholders of any report that is required to be transmitted to stockholders under Rule 30e-1 under the Investment Company Act of 1940 (17 CFR 270.30e-1). The Commission may use the information provided on Form N-CSR in its regulatory, disclosure review, inspection, and policymaking roles.

A registrant is required to disclose the information specified by Form N-CSR, and the Commission will make this information public. A registrant is not required to respond to the collection of information contained in Form N-CSR unless the Form displays a currently valid Office of Management and Budget ("OMB") control number. Please direct comments concerning the accuracy of the information collection burden estimate and any suggestions for reducing the burden to Secretary, Securities and Exchange Commission, 450 Fifth Street, NW, Washington, DC 20549-0609. The OMB has reviewed this collection of information under the clearance requirements of 44 U.S.C. ss. 3507.

ITEM 1. REPORTS TO STOCKHOLDERS.

The Report to Shareholders is attached herewith.

THE TOPIARY MASTER FUND FOR BENEFIT PLAN INVESTORS (BPI) LLC

FINANCIAL STATEMENTS

For the Six Month Period from April 1, 2005 through September 30, 2005

# Edgar Filing: Topiary Master Fund for Benefit Plan Investors (BPI) LLC - Form N-CSRS

The Topiary Master Fund for Benefit Plan Investors (BPI) LLC

Financial Statements  
(unaudited)

For the Six Month Period from April 1, 2005 through September 30, 2005

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The Topiary Master Fund for Benefit Plan Investors (BPI) LLC

Statement of Assets, Liabilities and Members' Capital  
(unaudited)

September 30, 2005

### ASSETS

Investments in investment funds, at fair value (cost \$58,415,217)	\$ 63,771,604
Cash and cash equivalents	143,257
Receivable for investment funds sold	5,058,688
Investment funds paid in advance	3,500,000
Receivable from Domestic Feeder Fund	59,933
Prepaid expenses	27,835
Other assets	44,010
	-----
TOTAL ASSETS	\$ 72,605,327
	=====

### LIABILITIES

Redemptions payable	\$ 9,500,000
Management fees payable	334,118
Professional fees payable	77,325
Registration fees payable	58,200
Investor services fees payable	9,750
Administration fees payable	9,394
Custodian fees payable	3,444
Other fees payable	49,030
	-----
TOTAL LIABILITIES	10,041,261
	-----

### MEMBERS' CAPITAL

	62,564,066
	-----
TOTAL LIABILITIES AND MEMBERS' CAPITAL	\$ 72,605,327
	=====

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THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS.

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The Topiary Master Fund for Benefit Plan Investors (BPI) LLC

Schedule of Investments  
(unaudited)  
September 30, 2005

STRATEGY	INVESTMENT FUND	COST	FAI
-----	-----	----	----
Event Driven	Avenue Asia Investments, L.P.	\$ 1,000,000	\$
	Avenue Europe Investments, L.P.	1,382,924	
	Gracie Capital L.P.	1,500,000	
	Harbert Distressed Investment Fund, L.P.	1,750,000	
	Marathon Special Opportunity Fund, L.P.	1,500,000	
	Merced Partners, L.P.	1,550,000	
	Perry Partners, L.P.	2,600,000	
	Special K Capital II, L.P.	1,750,000	
	Strategic Value Restructuring Fund, L.P.	870,036	
Total Event Driven		13,902,960	1
Global Macro	Anglian Commodities U.S. Feeder Fund, L.L.C.	900,000	
	Bridgewater Pure Alpha Trading Fund I	1,250,000	
	Drawbridge Global Macro Fund, L.P.	1,402,817	
	FX Concepts Global Fund Master Trust - Multi Strategy Series	700,000	
	Graham Global Investment Fund Ltd.	500,000	
	Vega Select Opportunities Fund Limited	1,450,000	
	Total Global Macro		6,202,817
Long/Short Equity	Amaranth Global Equities, L.L.C.	1,200,000	
	Artha Emerging Markets Fund, L.P.	1,050,000	
	Bonanza Partners LP	700,000	
	Delta Fund Europe LP	1,700,000	
	FrontPoint Value Discovery Fund, L.P.	1,400,000	
	Gandhara Fund L.P.	1,120,000	
	Hard Assets Partners, L.P.	1,200,000	
	Hayground Cove Institutional Partners, L.P.	1,150,000	
	Jana Partners Qualified, L.P.	1,700,000	
	Kinetics Partners, L.P.	1,550,000	
	MPC Pilgrim, L.P.	1,400,000	
	Miramar Capital Partners, L.P.	1,250,000	
	RX Healthcare Partners II, L.P.	1,275,000	
Seligman Tech Spectrum Fund LLC	500,000		

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The Topiary Master Fund for Benefit Plan Investors (BPI) LLC

Schedule of Investments (continued)  
(unaudited)  
September 30, 2005

	SR Global, L.P. Asia	\$ 1,000,000	\$
	Stadia Consumer Fund (QP), L.P.	1,275,000	
	TCS Capital II, L.P.	1,175,000	
	Torrey Pines Fund, L.L.C.	1,400,000	
	Tracer Capital Partners QP, LP	1,000,000	
	UC Financials Fund Limited	1,350,000	
		-----	
Total Long/Short Equity		24,395,000	2
		-----	
Relative Value	Affinium Fund Ltd	500,000	
	Amaranth Capital Partners, L.L.C.	2,150,000	
	Aristeia Capital Partners, L.P.	1,000,000	
	Bogle World Fund, L.P.	1,600,000	
	Citadel Wellington Partners, L.L.C.	3,400,000	
	Clinton Multistrategy Fund, L.L.C.	1,900,000	
	Ellington Overseas Partners, Ltd.	700,000	
	Julius Baer Diversified Fixed Income Hedge Fund	1,200,000	
	Marathon Global Convertible Fund L.P	750,000	
	Silverback Partners, L.P.	714,440	
		-----	
Total Relative Value		13,914,440	1
		-----	
	Total	\$ 58,415,217	\$ 6
		-----	
	Liabilities in Excess of Other Assets		(
			-----
	Members' Capital		\$ 6
			=====

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS.

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The Topiary Master Fund for Benefit Plan Investors (BPI) LLC

Statement of Operations  
(unaudited)

For the Six Month Period from April 1, 2005 through September 30, 2005

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INVESTMENT INCOME			
Interest income		\$	43,65
			-----
Total income			43,65
EXPENSES			
Management fees	\$	336,034	
Professional fees		94,126	
Administration fees		38,600	
Investor services fees		35,377	
Insurance		26,992	
Board of Directors fees and expenses		26,653	
Registration		26,900	
Custodian fees		6,600	
Other expenses		250	
		-----	
Total expenses		591,532	
Management fees waived by Adviser		(1,916)	
		-----	
Total amounts waived by Adviser		(1,916)	
Net expenses			(589,61
			-----
NET INVESTMENT LOSS			(545,96
			-----
Gain from investment fund transactions			
Net realized gain from investment funds redeemed		315,906	
Net unrealized appreciation on investment funds		2,867,677	
		-----	
NET GAIN FROM INVESTMENT FUNDS TRANSACTIONS			3,183,58
			-----
NET INCREASE IN MEMBERS' CAPITAL DERIVED FROM OPERATIONS			\$ 2,637,62
			=====

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS.

The Topiary Master Fund for Benefit Plan Investors (BPI) LLC  
Statement of Changes in Members' Capital

	FOR THE SIX MONTH PERIOD APRIL 1, 2005 THROUGH SEPTEMBER 30, 2005 (UNAUDITED)	PERIOD OCTOBER (COMME OF OPER THROUG 31,
	-----	-----
FROM INVESTMENT ACTIVITIES		
Net investment loss	\$ (545,962)	\$ (
Net realized gain/(loss) from sale of investment funds		

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redeemed	315,906	(
Net change in unrealized appreciation on investments funds	2,867,677	2,
	-----	-----
NET INCREASE IN MEMBERS' CAPITAL DERIVED FROM OPERATIONS	2,637,621	2,
FROM MEMBERS' CAPITAL TRANSACTIONS		
Subscriptions	22,825,915	53,
Redemptions	(17,866,257)	(
Distributions	(46,972)	
	-----	-----
NET CHANGE IN MEMBERS' CAPITAL FROM CAPITAL TRANSACTIONS	4,912,686	52,
	-----	-----
NET CHANGE IN MEMBERS' CAPITAL	7,550,307	54,
Members' capital at beginning of period	55,013,759	
	-----	-----
Members' capital at end of period	\$ 62,564,066	\$ 55,
	=====	=====

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS.

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The Topiary Master Fund for Benefit Plan Investors (BPI) LLC

Statement of Cash Flows  
(unaudited)

For the Six Month Period from April 1, 2005 through September 30, 2005

CASH FLOWS FROM OPERATING ACTIVITIES	
Net increase in Members' capital from operations	\$ 2,637
Adjustments to reconcile net increase in Members' capital from operations to net cash used in operating activities:	
Purchases of investment funds	(14,920)
Sales of investment funds	7,545
Net realized gain from investment funds redeemed	(315)
Net unrealized appreciation on investment funds	(2,867)
Decrease in investment funds paid in advance	750
Increase in receivable for investment funds sold	(4,166)
Increase in receivable from Domestic Feeder Fund	(59)
Decrease in receivable from advisor	37
Decrease in prepaid expenses	36
Increase in other assets	(39)
Increase in management fees payable	334
Decrease in professional fees payable	(107)
Increase in registration fees payable	19
Decrease in administration fees payable	(8)
Increase in investor services fees payable	3
Increase in custodian fees payable	1
Increase in other fees payable	25
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NET CASH USED IN OPERATING ACTIVITIES	(11,092)
<hr/>	
CASH FLOWS FROM FINANCING ACTIVITIES	
Subscriptions	19,054
Redemptions	(8,366)
Distributions	(46)
<hr/>	
NET CASH PROVIDED BY FINANCING ACTIVITIES	10,641
<hr/>	
NET DECREASE IN CASH	(451)
Cash and cash equivalents at beginning of period	594
<hr/>	
Cash and cash equivalents at end of period	\$ 143
<hr/>	

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS.

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## The Topiary Master Fund for Benefit Plan Investors (BPI) LLC

### Financial Highlights

THE FOLLOWING REPRESENTS THE RATIOS TO AVERAGE NET ASSETS AND OTHER FINANCIAL HIGHLIGHTS INFORMATION FOR THE PERIOD:	FOR THE SIX MONTH PERIOD APRIL 1, 2005 THROUGH SEPTEMBER 30, 2005 (UNAUDITED)	PERIOD FROM OCTOBER 2004 (COMMENCEMENT OF OPERATIONS) THROUGH MARCH 31, 2005
	<hr/>	<hr/>
Ratios to average net assets:		
Net investment loss (a) (b)	(1.62%)	(1.62%)
Net expenses (a) (b) (c)	1.75%	1.75%
Total return (d)	3.64%	5.00%
Portfolio turnover rate	12%	
Members' capital, end of period (thousands)	\$ 62,564	\$ 55,000

(a) Annualized for periods of less than one year.

(b) The Adviser waived \$1,916 of fees for the six month period ended September 30, 2005. The net investment loss ratio would have been 0.01% greater and the total expenses ratio would have been 0.01% greater had these fees not been waived and reimbursed by the Adviser. The Adviser waived and reimbursed \$265,284 of fees and expenses for the period ended March 31, 2005. The net investment loss ratio would have been 1.17% greater and the total expenses ratio would have been 1.17% greater on an annualized basis

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had these fees and expenses not been waived/reimbursed by the Adviser.

- (c) Expense ratios for the underlying Investment funds are not included in the Fund's expense ratio.
- (d) Not annualized.

The above ratios and total returns are calculated for all Members taken as a whole. An individual investor's return may vary from these returns based on the timing of capital contributions.

THE ACCOMPANYING NOTES ARE AN INTEGRAL PART OF THESE FINANCIAL STATEMENTS.

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### THE TOPIARY MASTER FUND FOR BENEFIT PLAN INVESTORS (BPI) LLC NOTES TO FINANCIAL STATEMENTS (UNAUDITED)

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#### 1. ORGANIZATION

The Topiary Master Fund for Benefit Plan Investors (BPI) LLC (the "Fund") was organized as a Delaware limited liability company on July 16, 2004. The Fund is registered under the Investment Company Act of 1940, as amended (the "1940 Act"), as a closed-end, non-diversified, management investment company. The Fund's interests (the "Interests") are registered under the Securities Act of 1933, as amended (the "1933 Act"), but are subject to substantial limits on transferability and resale.

The Fund's investment objective is to generate long-term capital appreciation through a diversified portfolio with volatility that is lower than that of the equity markets and returns that demonstrate little to no correlation with either equity or bond markets. The Fund acts as a "Master Fund" utilizing capital generated by investments by The Topiary Offshore Fund for Benefit Plan Investors (BPI) LDC (the "Offshore Fund") and through direct investments by other Members. The Offshore Fund's capital is generated by investments by The Topiary Fund for Benefit Plan Investors (BPI) LLC (the "Onshore Fund"). At September 30, 2005, the investment by the Offshore Fund constitutes 86% of the investment capital of the Master Fund, and the Onshore Fund constitutes 100% of the investment capital of the Offshore Fund. The balance of the Fund's capital, approximately 14%, comprises a direct investment by DBAH Capital LLC, an affiliate of DB Investment Managers, Inc. The Fund will attempt to achieve its investment objective by investing in the securities of approximately 50 to 100 Investment funds to be managed pursuant to various alternatives or non-traditional investment strategies, which may be viewed as encompassing four broadly defined primary categories; Relative Value; Event Driven; Long/Short Equity; and Global Macro. The Fund commenced operations on October 1, 2004.

The Fund's Board of Directors (the "Board") has overall responsibility to manage and control the business operations of the Fund on behalf of the members (the "Members"). At least a majority of the Board are and will be persons who are not "interested persons" (as defined in the 1940 Act) with respect to the Fund.

DB Investment Managers, Inc. (the "Adviser") serves as the investment adviser of the Fund subject to the ultimate supervision of and subject to any policies established by the Board, pursuant to the terms of an investment management agreement with the Fund (the "Investment Management Agreement"). Pursuant to the Investment Management Agreement, the Adviser provides the Fund with ongoing investment guidance, policy direction, and monitoring of the Fund. The Adviser is an indirect wholly owned subsidiary of Deutsche Bank AG ("Deutsche Bank"), an



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international commercial and investment banking group, and is registered as an investment adviser under the Investment Advisers Act of 1940, as amended ("Advisers Act").

Generally, initial and additional applications for interests by eligible investors may be accepted at such times as the Fund may determine. The Fund reserves the right to reject any applications for interests in the Fund. The Fund from time to time may offer to

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THE TOPIARY MASTER FUND FOR BENEFIT PLAN INVESTORS (BPI) LLC  
NOTES TO FINANCIAL STATEMENTS (UNAUDITED) (CONTINUED)

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### 1. ORGANIZATION (CONTINUED)

repurchase Interests. These repurchases will be made at such times and on such terms as may be determined by the Board, in its complete and absolute discretion. On behalf of non-U.S. Members the Fund withholds and pays taxes on U.S. source income allocated from investment funds.

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### A. PORTFOLIO VALUATION

The net asset value of the Fund is determined by or at the direction of the Adviser as of the last business day of each month in accordance with the valuation principles set forth below or as may be determined from time to time pursuant to policies established by the Board.

The net asset value of the Fund equals the value of the Fund's assets less the Fund's liabilities, including accrued fees and expenses. The Fund's investments in the Investment funds are considered to be illiquid and can only be redeemed periodically. The Board has approved procedures pursuant to which the Fund values its investments in Investment funds at fair value. In accordance with these procedures, fair value as of each month-end ordinarily is the value determined as of such month-end for each Investment Fund in accordance with the Investment Fund's valuation policies and reported at the time of the Fund's valuation. As a general matter, the fair value of the Fund's interest in an Investment Fund represents the amount that the Fund could reasonably expect to receive from an Investment Fund if the Fund's interest were redeemed at the time of the valuation, based on information reasonably available at the time the valuation is made and that the Fund believes to be reliable. In the event that an Investment Fund does not report a month-end value to the Fund on a timely basis, the Fund would determine the fair value of such Investment Fund based on the most recent value reported by the Investment Fund, as well any other relevant information available at the time the Fund values its portfolio. The values assigned to these investments are based on available information and do not necessarily represent amounts that might ultimately be realized, as such amounts depend on future circumstances and cannot reasonably be determined until the individual investments are actually liquidated.

#### B. INCOME RECOGNITION AND SECURITY TRANSACTIONS

Interest income is recorded on an accrual basis. Dividend income is recorded on the ex-dividend date. Realized gains and losses from investment fund transactions are calculated on the identified cost basis. Investments are recorded on the effective date of the subscription in the investment fund.

THE TOPIARY MASTER FUND FOR BENEFIT PLAN INVESTORS (BPI) LLC  
NOTES TO FINANCIAL STATEMENTS (UNAUDITED) (CONTINUED)

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2. SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

C. FUND COSTS

The Fund bears all expenses incurred in its business other than those that the Adviser assumes. The expenses of the Fund include, but are not limited to, the following: all costs and expenses related to investment transactions and positions for the Fund's account; legal fees; accounting and auditing fees; custodial fees; costs of computing the Fund's net asset value; costs of insurance; registration expenses; due diligence, including travel and related expenses; expenses of meetings of the Board and Members; all costs with respect to communications to Members; and other types of expenses as may be approved from time to time by the Board.

D. INCOME TAXES

The Fund intends to operate and has elected to be treated as a partnership for Federal income tax purposes. Accordingly, no provision for the payment of Federal, state or local income taxes has been provided. Each Member is individually required to report on its own tax return its distributive share of the Fund's taxable income or loss. On behalf of the Fund's foreign members', the Fund withholds and pays taxes on U.S. source income and U.S. effectively connected income, if any, allocated from underlying investments to the extent such income is not exempted from withholdings under the Internal Revenue Code and Regulations there under. Such amounts are treated as withholding tax credits for federal income tax purposes. The actual amount of such taxes is not known until all K-1's from underlying funds are received, usually in the following tax year. Prior to the final determination, the amount of the tax is estimated based on information available. The final tax could be different from the estimated tax and the difference could be significant.

E. CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of monies on deposit at PFPC Trust Company. The Fund treats all financial instruments that mature within three months as cash equivalents.

F. USE OF ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Adviser to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. The Adviser believes that the estimates utilized in preparing the Fund's financial statements are reasonable and prudent; however, actual results could differ from these estimates.

THE TOPIARY MASTER FUND FOR BENEFIT PLAN INVESTORS (BPI) LLC  
NOTES TO FINANCIAL STATEMENTS (UNAUDITED) (CONTINUED)

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### 3. MANAGEMENT FEE, RELATED PARTY TRANSACTIONS AND OTHER

The Adviser provides certain management and administration services to the Fund, including, among other things, providing office space and other support services. In consideration for such management services, the Fund pays the Adviser a monthly management fee (the "Management Fee") at an annual rate of 1.00% of the Fund's month end net assets, including assets attributable to the Adviser (or its affiliates) and before giving effect to any repurchases by the Fund. The Management Fee accrues monthly and is payable at the end of each quarter. Management fees for the six month period ended September 30, 2005 were \$336,034, \$334,118 of which was payable at September 30, 2005.

The Adviser has contractually agreed to a waiver of its fees and/or reimbursement of the Fund's expenses to the extent necessary so that the Fund's annualized expenses do not exceed 1.75% ("Expense Limitation Agreement") during the period through March 31, 2006. For the period, the Adviser waived management fees of \$1,916 for the expenses the Fund accrued.

In accordance with the terms of the administration agreement ("Administration Agreement") and with the approval of the Fund's Board, PFPC, Inc. (an affiliate of PNC Bank, N.A.) ("PFPC") serves as the Fund's administrator pursuant to the administration agreement between PFPC and the Fund (Administration Agreement). Under the Administration Agreement, PFPC provides administrative and accounting services to the Fund. As compensation for services set forth herein that are rendered by PFPC during the term of this Agreement, the Fund pays PFPC a fee for services rendered.

The Fund has entered into an investor services agreement with PFPC, whereby PFPC provides investor services and transfer agency functions for the Fund. As compensation for services set forth herein that are rendered by PFPC during the term of this Agreement, the Fund pays PFPC a fee for services rendered.

The Adviser has also retained one of its affiliates, Investment Company Capital Corporation ("ICCC"), to provide sub-administration services pursuant to the Board services agreement. Under this agreement, ICCC, among other things: drafts Board agendas and resolutions; prepares Board materials; communicates with the Directors; and drafts Board-meeting minutes. For the services performed by ICCC pursuant to this Agreement, the Adviser compensates ICCC at no additional expense to the Fund.

Each Board member who is not an employee of the Adviser, or one of its affiliates, receives an annual retainer of \$8,000 plus a fee for each meeting attended. The chairman of the audit committee also receives an additional annual fee of \$1,000. These Board members are also reimbursed by the Fund for all reasonable out of pocket expenses.

PFPC Trust Company (also an affiliate of PNC Bank, N.A.) serves as custodian of the Fund's assets and provides custodial services to the Fund.

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THE TOPIARY MASTER FUND FOR BENEFIT PLAN INVESTORS (BPI) LLC  
NOTES TO FINANCIAL STATEMENTS (UNAUDITED) (CONTINUED)

### 3. MANAGEMENT FEE, RELATED PARTY TRANSACTIONS AND OTHER (CONTINUED)

Under the terms of an investor servicing agreement (the "Underwriting Agreement") between the Fund and Scudder Distributors, Inc. (the "Distributor"), the Distributor is authorized to retain brokers, dealers and certain financial

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advisers ("Investor Service Providers") to provide ongoing investor services and account maintenance services to Members that are their customers. The Distributor bears all of its expenses of providing distribution services as described under the Underwriting Agreement.

### 4. SECURITY TRANSACTIONS

As of September 30, 2005, the Fund had investments in Investment funds, none of which were related parties. Aggregate purchases of Investment funds amounted to \$14,920,000 and aggregate sales of Investment funds amounted to \$7,545,689 for the period ended September 30, 2005.

At September 30, 2005, the estimated cost of investments for Federal income tax purposes was \$58,415,217. As of that date, net unrealized appreciation on investments was estimated to be \$5,356,387, made up of gross unrealized appreciation on investments of \$5,875,182 and gross unrealized depreciation on investments of \$518,795.

### 5. FINANCIAL INSTRUMENTS WITH OFF-BALANCE SHEET RISK

In the normal course of business, the Investment funds in which the Fund invests trade various financial instruments and enter into various investment activities with off-balance sheet risk. These include, but are not limited to, short selling activities, writing option contracts, contracts for differences, and interest rate, credit default and total return equity swaps contracts. The Fund's risk of loss in these Investment funds is limited to the value of these investments reported by the Fund. The Fund itself does not invest in securities with off-balance sheet risk.

### 6. CONCENTRATION OF RISK

The Master Fund invests primarily in Investment funds that are not registered under the 1940 Act and invest in and actively trade securities and other financial instruments using different strategies and investment techniques, including leverage, that may involve significant risks. These Investment funds may invest a high percentage of their assets in specific sectors of the market in order to achieve a potentially greater investment return. As a result, the Investment funds may be more susceptible to economic, political, and regulatory developments in a particular sector of the market, positive or negative, and may experience increased volatility of the Investment funds' net asset value.

Various risks are also associated with an investment in the Fund, including risks relating to the multi-manager structure of the Fund, risks relating to compensation arrangements and risks relating to limited liquidity.

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THE TOPIARY MASTER FUND FOR BENEFIT PLAN INVESTORS (BPI) LLC  
NOTES TO FINANCIAL STATEMENTS (UNAUDITED) (CONTINUED)

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### 7. GUARANTOR OBLIGATIONS AND INDEMNIFICATIONS

In November 2002, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation No. 45, GUARANTOR'S ACCOUNTING AND DISCLOSURE REQUIREMENTS FOR GUARANTEES, INCLUDING INDIRECT GUARANTEES OF INDEBTEDNESS OF OTHERS, AN INTERPRETATION OF FASB STATEMENTS NO. 5, 57, AND 107 AND RESCISSION OF FASB INTERPRETATION NO. 34 ("FIN 45"). FIN 45 requires certain disclosure that was intended to improve the transparency of the financial statement information about a guarantor's obligations and liquidity risks related to guarantees

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issued. In the normal course of business, the Fund enters into contracts that contain a variety of warranties and representations that provide general indemnifications. The Fund's maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Fund that have not yet occurred. However, the Fund's management expects the risk of loss to be remote.

### 8. SUBSEQUENT EVENT

In October, 2005, the Fund effected subscriptions from Members of \$5,401,325 of which none were received prior to October 1, 2005.

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### THE TOPIARY MASTER FUND FOR BENEFIT PLAN INVESTORS (BPI) LLC DIRECTORS AND OFFICERS BIOGRAPHICAL DATA (UNAUDITED)

The business of the Fund is managed under the direction of the Board. Subject to the provisions of the Operating Agreement and Delaware law, the Directors have all powers necessary and convenient to carry out the responsibility. The Directors and Officers of the Fund, their addresses, their ages and descriptions of their principal occupations during the past five years are listed below.

NAME, ADDRESS AND AGE	POSITION(S) HELD WITH FUND	TERM OF OFFICE (i) & LENGTH OF TIME SERVED	PRINCIPAL OCCUPATION(S) DURING THE PAST 5 YEARS	NUMB PORTF IN CO OVER DIR
-----				
INDEPENDENT DIRECTORS				
-----				
Nolan T. Altman (ii) c/o DB Hedge Strategies Fund LLC 25 DeForest Ave. Summit, NJ 07901-2154 (9/18/55)	Director	Since inception	President, NTA Consulting (financial services consulting) (2001 to present). Formerly, Chief Financial Officer, Tiger Management (Investment adviser to hedge funds) (1993 to 2001).	3

(i) Each Director serves for the duration of the Fund, or until his death, resignation, termination, removal or retirement.

(ii) Since March 2003, Messrs. Altman and Citron have served as members of the Conflicts Advisory Board of certain private investment funds managed by DBIM or its affiliates. This Conflicts Advisory Board meets on an intermittent basis to evaluate whether specific transactions involving the private investment funds raise conflicts of interest with DBIM, its affiliates, or accounts managed by DBIM or its affiliates.

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THE TOPIARY MASTER FUND FOR BENEFIT PLAN INVESTORS (BPI) LLC  
 DIRECTORS AND OFFICERS BIOGRAPHICAL DATA (UNAUDITED) (CONTINUED)

NAME, ADDRESS AND AGE	POSITION(S) HELD WITH FUND	TERM OF OFFICE(i) & LENGTH OF TIME SERVED	PRINCIPAL OCCUPATION(S) DURING THE PAST 5 YEARS
INDEPENDENT DIRECTORS (CONTINUED)			
Louis S. Citron (ii) c/o DB Hedge Strategies Fund LLC 25 DeForest Ave. Summit, NJ 07901-2154 (1/31/65)	Director	Since Inception	General Counsel, New Enterprise Associates (venture capital firm) (2001 to present). Formerly, General Counsel and Sr. Vice President, the ING mutual funds (1998 to 2000); Vice President, ING Mutual Funds Management Co. LLC (registered investment adviser) (1998 to 2000); Vice President, ING Funds Distributors, Inc. (principal underwriter for the ING mutual funds) (1998 to 2000); Vice President, ING Funds Services Co. LLC (administrator to the ING mutual funds) (1998 to 2000).

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THE TOPIARY MASTER FUND FOR BENEFIT PLAN INVESTORS (BPI) LLC  
 DIRECTORS AND OFFICERS BIOGRAPHICAL DATA (UNAUDITED) (CONTINUED)

NAME, ADDRESS AND AGE	POSITION(S) HELD WITH FUND	TERM OF OFFICE(i) & LENGTH OF TIME SERVED	PRINCIPAL OCCUPATION(S) DURING THE PAST 5 YEARS
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### INDEPENDENT DIRECTORS (CONTINUED)

Name and Address	Position	Since Inception	Principal Occupation
Edward T. Tokar c/o DB Hedge Strategies Fund LLC 25 DeForest Ave. Summit, NJ 07901-2154 (6/12/47)	Director	Since Inception	Sr. Managing Director of Investments, Beacon Trust Co. (2004 to present); Chief Executive Officer, Allied Capital Mgmt. LLC (registered investment adviser - wholly owned subsidiary of Honeywell) (1998 to 2004); and Vice President - Investments, Honeywell International, Inc. (advanced technology and manufacturer) (1977 to 2004).

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### THE TOPIARY MASTER FUND FOR BENEFIT PLAN INVESTORS (BPI) LLC DIRECTORS AND OFFICERS BIOGRAPHICAL DATA (UNAUDITED) (CONTINUED)

#### OFFICERS

NAME, ADDRESS AND AGE	POSITIONS HELD WITH FUND	PRINCIPAL OCCUPATION(S) LAST 5 YEARS
Julian F. Sluyters(iii) 345 Park Ave. New York, NY 10154 (7/14/60)	Chief Executive Officer	President (as of May 24, 2005) and Chief Executive Officer (as of June 18, 2004); Managing Director, Deutsche Asset Management (May 2004 to present); President and Chief Executive Officer, Deutsche Asset Management Services (2001 to 2003); Chief Administrative Officer (1998 to 2001) and Sr. Vice President, UBS Director of Mutual Fund Operations (1997 to 2001); UBS Global Asset Management.
Pamela Kiernan DB Absolute Return Strategies 280 Park Avenue, 9Th Floor New York, NY 10017 (9/16/68)	President	Chief Operating Officer, DB Absolute Return Strategies (2005 to present). Formerly Chief Operating Officer - Americas, Deutsche Asset Management (2004); Chief Operations Officer, Deutsche Bank Global Equities (2002 to 2004); Chief of Management - Trading, Deutsche Bank (1997 to 2002).
Marielena Glassman Deutsche Asset Management 25 DeForest Ave., 2nd Floor Summit, NJ 07901-2154	Treasurer, Principal Financial & Accounting Officer	Chief Administration Officer, DB Absolute Return Strategies (2002 to present). Formerly Chief of Business Management, Deutsche Bank (1990 to 2002); Co-Head of Global

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(06/06/63)

Management product, Bankers Trust  
(1996-1999).

Carole Coleman(iii)  
Deutsche Asset Management  
345 Park Avenue, 16th Floor  
New York, NY 10154  
(08/23/69)

Secretary

Vice President and Secretary; Di  
Asset Management (since 2005);  
Counsel, Fred Alger & Company (2  
Associate Attorney, Charpie & A  
(1995-2002).

(iii) All Officers also serve in similar capacities as Officers for other funds advised by the Investment Manager or its affiliates.

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THE TOPIARY MASTER FUND FOR BENEFIT PLAN INVESTORS (BPI) LLC  
DIRECTORS AND OFFICERS BIOGRAPHICAL DATA (UNAUDITED) (CONTINUED)

Daniel O. Hirsch(iii)  
Deutsche Asset Management  
1 South St.  
Baltimore, MD 21202-3298  
(3/27/54)

Assistant  
Secretary

Consultant. Formerly, Managing Director, De  
Asset Management (asset management division  
Deutsche Bank) (2002 to 2005); Director, De  
Asset Management (1999 to 2002); Principal,  
Brown Inc. (now Deutsche Bank Securities In  
-1999); Assistant General Counsel, U.S. Sec  
Exchange Commission (1993 to 1998); Directo  
Global Funds Ltd. (2002 to 2004).

John H. Kim  
Deutsche Asset Management  
345 Park Avenue  
New York, NY 10154  
(1/9/71)

Assistant  
Secretary

Director and Senior Counsel, Deutsche Asset  
(asset management division of Deutsche Bank  
present); Sr. Associate, Wilkie Farr & Gall  
firm) (1995 to 2001).

Anthony Conte  
Deutsche Asset Management  
345 Park Avenue  
New York, NY 10154  
(3/28/69)

Assistant  
Treasurer

Head of Alternative Assets Compliance (06/2  
present); Head of Compliance, DB Absolute R  
Strategies (2003 to present); Head of Busin  
DB Absolute Return Strategies (2001 to 2003  
Asset Management Compliance, CIBC World Mar  
(1999 to 2001).

Neil Novembre  
Deutsche Asset Management  
25 DeForest Ave., 2nd Floor  
Summit, NJ 07901-2154  
(06/18/73)

Assistant  
Treasurer

Head of Fund Accounting, DB Absolute Return  
(2002 to present). Formerly, Assurance/Bus  
Advisory Services, PricewaterhouseCoopers,  
(2000-2002); Rothstein, Kass & Company, New  
(hedge fund administrator) (1996-2000).

Joshua Kestler  
Deutsche Asset Management  
25 DeForest Ave., 2nd Floor

Vice President

Head of Product Structuring, DB Absolute Re  
Strategies (2004 to present); Associate, Sc  
& Zabel LLP (law firm) (2001-2004); Law Cle



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Summit, NJ 07901-2154  
(04/27/75)

James H. Coleman, New Jersey Supreme Court

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The Fund's Statement of Additional Information ("SAI") has additional information about the Fund's Directors and Officers and is available without charge upon request. Contact your financial representative for a free prospectus or SAI.

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(iii) All Officers also serve in similar capacities as Officers for other funds advised by the Investment Manager or its affiliates.

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THE TOPIARY MASTER FUND FOR BENEFIT PLAN INVESTORS (BPI) LLC  
PORTFOLIO PROXY VOTING POLICIES AND PROCEDURES; SEC FILINGS (UNAUDITED)  
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The Fund invests substantially all of its assets in the securities of Investment funds, which are privately placed investment vehicles, typically referred to as "hedge funds." These securities do not typically convey traditional voting rights to the holder and the occurrence of corporate governance or other notices for this type of investment is substantially less than that encountered in connection with registered equity securities. However, to the extent the Fund receives notices or proxies from Investment funds (or receives proxy statements or similar notices in connection with any other portfolio securities), the Fund has delegated proxy voting responsibilities to the Adviser. The Adviser has adopted its own Proxy Voting Policies and Procedures ("Policies"). The Policies address, among other things, conflicts of interest that may arise between the interests of the Fund, and the interests of the Adviser and its affiliates, including the Fund's principal underwriter.

A description of the Adviser's Policies is available (i) without charge, upon request, by calling the Fund toll-free at 1-888-262-0695, and (ii) on the SEC's website at WWW.SEC.GOV.

In addition, the Fund is required to file new Form N-PX with its complete proxy voting record for the 12 months ended June 30th, no later than August 31st of each year. The funds Form N-PX is available (i) without charge, upon request, by calling the Fund toll free at 1-888-262-0695 and (ii) on the SEC's website at WWW.SEC.GOV.

The Fund files its complete schedule of portfolio holdings with the SEC for the first quarter and the third quarter of each fiscal year on Form N-Q. The Fund's Form N-Q filings are available on the SEC's website at WWW.SEC.GOV. Those forms may be reviewed and copied at the SEC's Public Reference Room in Washington D.C. Information on the operation of the Public Reference Room may be obtained by calling 1-800-SEC-0330.

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THE TOPIARY MASTER FUND FOR BENEFIT PLAN INVESTORS (BPI) LLC  
COMPONENTS OF NET ASSETS BY INVESTMENT STRATEGY (UNAUDITED)  
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## COMPONENTS OF MARKET VALUE BY INVESTMENT STRATEGY

[THE FOLLOWING TABLE WAS REPRESENTED AS A PIE CHART IN THE PRINTED MATERIAL.]

EVENT DRIVEN	23.5%
GLOBAL MACRO	10.3%
LONG/ SHORT EQUITY	43.1%
RELATIVE VALUE	23.1%

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THE TOPIARY MASTER FUND FOR BENEFIT PLAN INVESTORS (BPI) LLC

### ADDENDUM TO FINANCIAL STATEMENTS

For the Six Month Period from April 1, 2005 through September 30, 2005

#### BOARD REVIEW OF THE CURRENT INVESTMENT MANAGEMENT AGREEMENT

The Board of Directors of the Fund (the "Board") presently consists of three directors, all of whom are independent, or non-interested, directors (the "Independent Directors"). The Board considers matters relating to the investment management agreement (the "Investment Management Agreement") between DB Investment Managers, Inc. ("DBIM") and The Topiary Master Fund for Benefit Plan Investors (BPI) LLC (the fund in which the Fund invests) throughout the year. On an annual basis, the Board specifically considers whether to approve the continuance of the Investment Management Agreement for an additional one-year period. In considering the approval of the Investment Management Agreement, the Board considers the terms of such agreement and the incentive compensation payable to DBIM under the Fund's operating agreement.

At a meeting held on September 9, 2005 (the "September 9 Meeting"), the Board, comprised of the Independent Directors, unanimously approved the continuance of the Investment Management Agreement.

At the September 9 Meeting, the Board reviewed, among other information, a memorandum from outside counsel outlining factors to be considered in evaluating investment management and underwriting arrangements, written and oral reports and compilations from DBIM, including comparative data as to investment performance, advisory fees and other expenses of peer funds, and expense comparisons of the Fund over a number of time periods. The Board also reviewed an Investment Management Group Review, which detailed the current and future business plans of DBIM and its affiliate DB ARS, and a memorandum from DBIM detailing the possible incidental benefits to DBIM resulting from the Investment Management Agreement. In addition, the Board took into account information provided at previous meetings and other knowledge about DBIM the Board had accumulated over the years.

In approving the continuance of the Investment Management Agreement, the Board of Directors considered the following factors, among others:

NATURE, EXTENT AND QUALITY OF SERVICES. The Board examined the nature, extent and quality of the investment management services provided and to be provided to the Fund by DBIM and its affiliates. The Board considered the terms of the Investment Management Agreement and the experience and qualifications of DBIM and its personnel. The Board also considered DBIM's attention to compliance matters and the absence of material regulatory issues relating to the Fund. Further, the Board considered DBIM's past organizational changes and turnover in its personnel, the overall commitment of DBIM to the Fund, and the general financial condition, resources and reputation of DBIM and its parent. The Board was generally satisfied with the nature, extent and quality of the investment management services provided to the Fund.

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INVESTMENT PERFORMANCE. The Board considered performance information provided by DBIM over a number of time periods. DBIM also provided the Directors with comparative performance information of peer funds that they had requested. The Board also reviewed the ways in which the investment strategies employed by DBIM contributed to the Fund's investment performance. After considering all factors deemed appropriate, the Board concluded that the Fund's performance supported the continuance of the Investment Management Agreement.

COSTS OF SERVICES. The Board examined the expenses paid by the Fund, together with the expense information concerning other similar funds. The Board also noted that DBIM had provided a 1.75% cap on the annual operating expenses of the Fund (exclusive of any incentive fee payments). Based on this information, the Board concluded that the investment management fee and expense ratio of the Fund were generally competitive.

PROFITS REALIZED BY DBIM. DBIM advised the Board that its investment advisory arrangement with the Fund was not profitable at the current time, due primarily to the current size of the Fund and the agreement to cap operating expenses provided by DBIM as described above. Pursuant to the agreement to limit operating expenses, the entire advisory fee of \$227,311 for the year ended March 31, 2005 was reimbursed by DBIM. Pursuant to the operating agreement, the Fund paid to DBIM an incentive allocation of \$57,188 for the year ended March 31, 2005. The Board reviewed this information and concluded that any profit expected to be earned by DBIM from the Investment Management Agreement under the current circumstances was limited, which warranted the continuance of these advisory arrangements.

ECONOMIES OF SCALE. The Board considered the extent to which economies of scale would be realized as the Fund grows and whether fee levels reflect these economies of scale for the benefit of Fund investors. The Fund had net assets of approximately \$69 million at August 31, 2005 and the Board did not identify any economies of scale realized by DBIM at this asset level. The Board and DBIM agreed that the issue would be reviewed in the future to the extent that the Fund's assets increase.

OTHER BENEFITS TO DBIM. The Board recognized that DBIM might realize others benefits from its relationship with the Fund, including receipt of fees by affiliates performing services for the Fund. These other potential benefits did not, however, affect the Board's decision to approve of the continuance of the Investment Management Agreement.

Based on an evaluation of all factors deemed relevant, including the factors described above, the Board concluded that the Agreement should be continued through September 30, 2006.

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ITEM 2. CODE OF ETHICS.

Not applicable.

ITEM 3. AUDIT COMMITTEE FINANCIAL EXPERT.

Not applicable.

ITEM 4. PRINCIPAL ACCOUNTANT FEES AND SERVICES.

Not applicable.

ITEM 5. AUDIT COMMITTEE OF LISTED REGISTRANTS.

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Not applicable.

### ITEM 6. SCHEDULE OF INVESTMENTS.

Schedule of Investments in securities of unaffiliated issuers as of the close of the reporting period is included as part of the report to shareholders filed under Item 1 of this form.

### ITEM 7. DISCLOSURE OF PROXY VOTING POLICIES AND PROCEDURES FOR CLOSED-END MANAGEMENT INVESTMENT COMPANIES.

Not applicable.

### ITEM 8. PORTFOLIO MANAGERS OF CLOSED-END MANAGEMENT INVESTMENT COMPANIES.

Not yet applicable.

### ITEM 9. PURCHASES OF EQUITY SECURITIES BY CLOSED-END MANAGEMENT INVESTMENT COMPANY AND AFFILIATED PURCHASERS.

Not applicable.

### ITEM 10. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

There have been no material changes to the procedures by which the shareholders may recommend nominees to the registrant's board of directors, where those changes were implemented after the registrant last provided disclosure in response to the requirements of Item 7(d)(2)(ii)(G) of Schedule 14A (17 CFR 240.14a-101), or this Item.

### ITEM 11. CONTROLS AND PROCEDURES.

- (a) The registrant's principal executive and principal financial officers, or persons performing similar functions, have concluded that the registrant's disclosure controls and procedures (as defined in Rule 30a-3(c) under the Investment Company Act of 1940, as amended (the "1940 Act") (17 CFR 270.30a-3(c))) are effective, as of a date within 90 days of the filing date of the report that includes the disclosure required by this paragraph, based on their evaluation of these controls and procedures required by Rule 30a-3(b) under the 1940 Act (17 CFR 270.30a-3(b)) and Rules 13a-15(b) or 15d-15(b) under the Securities Exchange Act of 1934, as amended (17 CFR 240.13a-15(b) or 240.15d-15(b)).
- (b) There were no changes in the registrant's internal control over financial reporting (as defined in Rule 30a-3(d) under the 1940 Act (17 CFR 270.30a-3(d))) that occurred during the registrant's second fiscal quarter of the period covered by this report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

### ITEM 12. EXHIBITS.

- (a) (1) Not applicable.

- (a) (2) Certifications pursuant to Rule 30a-2(a) under the 1940 Act and Section 302 of the Sarbanes-Oxley Act of 2002 are attached hereto.

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(a) (3) Not applicable.

(b) Not applicable.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

(registrant) The Topiary Master Fund for Benefit Plan Investors (BPI) LLC  
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By (Signature and Title)\* /s/ Julian Sluyters  
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Julian Sluyters, Chief Executive Officer  
(principal executive officer)

Date December 7, 2005  
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Pursuant to the requirements of the Securities Exchange Act of 1934 and the Investment Company Act of 1940, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

By (Signature and Title)\* /s/ Julian Sluyters  
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Julian Sluyters, Chief Executive Officer  
(principal executive officer)

Date December 7, 2005  
-----

By (Signature and Title)\* /s/ Marie Glassman  
-----

Marie Glassman, Treasurer, Principal Financial  
Officer and Accounting Officer  
(principal financial officer)

Date December 7, 2005  
-----

\* Print the name and title of each signing officer under his or her signature.