

IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

FSD NO. 60 OF 2011 - AJJ

IN THE MATTER OF THE COMPANIES LAW

AND IN THE MATTER OF AJW MASTER FUND II, LTD. (IN OFFICIAL LIQUIDATION)

Before the Honourable Mr. Justice Jones QC  
In Open Court

30 May 2011

---

ORDER

---



UPON hearing the summons dated 19 April 2011 (the “**Summons**”) by which AJW Offshore II, Ltd (the “**Offshore Feeder**”) (acting by its joint official liquidators, David Walker and Ian Stokoe of PwC Corporate Finance & Recovery (Cayman) Ltd) (“**PwC**”), seeks orders removing Simon Whicker and Kris Beighton of KPMG as joint official liquidators of AJW Master Fund II, Ltd (in official liquidation) (the “**Master Fund**”) and appointing Messrs Walker and Stokoe as successor liquidators;

AND UPON reading the Supervision Order dated 5 April 2011, the First Affidavit of Chloe Bingham sworn on 26 April 2011, the Second Affidavit of Chloe Bingham sworn 10 May 2011, the Third Affidavit of Chloe Bingham sworn 27 May 2011, the First Affidavit of Ian Stokoe sworn 23 May 2011, the Second Affidavit of Ian Stokoe sworn 23 May 2011, the Third Affidavit of Ian Stokoe sworn 23 May 2011, and the First Affidavit of David Walker sworn 23 May 2011, the Second Affidavit of Simon Clayton Lovell Whicker sworn 24 May 2011, and the Third Affidavit of Simon Clayton Lovell Whicker sworn 24 May 2011;

AND UPON hearing counsel for Messrs Whicker and Beighton and counsel for Messrs Stokoe and Walker;

IT IS ORDERED THAT:

1. Pursuant to s.107 of the Companies Law (2010 Revision), Simon Whicker and Kris Beighton, both of KPMG (the “**Original Liquidators**”), be removed from office as Joint Official Liquidators of the Master Fund with effect from 1 June 2011.

2. Ian Stokoe (tel. +1 345 914 8689, email ian.stokoe@ky.pwc.com) and David Walker (+1 345 914 8710, email david.walker@ky.pwc.com) (the “**Successor Liquidators**”), both of PwC, Box 258GT, Strathvale House, 90 North Church Street, George Town, Grand Cayman, who are qualified insolvency practitioners, be appointed in succession to Messrs Whicker and Beighton as Joint Official Liquidators of the Master Fund with effect from 1 June 2011.
3. The Successor Liquidators shall not be required to give security for their appointment.
4. The Successor Liquidators shall have the same powers as the Original Liquidators detailed in paragraph 4 of the Supervision Order.
5. The Successor Liquidators shall report to this Court in accordance with the Companies Winding Up Rules (“CWR”) and at such other times or intervals as the Court may from time to time direct.
6. In accordance with CWR O.5, r.6 (6), the Original Liquidators shall immediately deliver to the Successor Liquidators the Master Fund’s books and records and a copy of the liquidation files (as defined by CWR O.26, r.2).
7. The Original Liquidators shall:
  - a. prepare a report and accounts in respect of the Master Fund for the period ending 31 May 2011 by 1 July 2011.
  - b. make a fee approval application in respect of all work done from the commencement of the liquidation until 31 May 2011, such application to specify separately all work done in respect of the Summons.
8. The fee approval application shall be heard at a time convenient to the Court on 17 August 2011 when the Court will determine whether, and if so to what extent, the Original Liquidators should be remunerated for work done in respect of the Summons.
9. The Original Liquidators’ costs of the Summons shall be paid out of the assets of the Master Fund on an indemnity basis as an expense of the liquidation, such costs not to exceed US\$25,000 in any event.
10. The Successor Liquidators’ costs of the Summons shall be paid out of the assets of the Master Fund on an indemnity basis as an expense of the liquidation, such costs not to exceed US\$25,000 in any event.



11. The Successor Liquidators shall take all such steps as may necessary or appropriate to establish a liquidation committee in respect of the Master Fund comprising up to three investors in the Offshore Feeder and two investors in AJW Qualified Partners II, LLC. The nominees from the Offshore Feeder to the Master Fund liquidation committee shall be three investors in the existing Offshore Feeder liquidation committee, to be determined by a vote of members of that committee.
12. The Successor Liquidators shall have liberty to apply to discharge or vary the direction contained in paragraph 11 hereof.
13. The Successor Liquidators shall advertise their appointment in the Gazette in accordance with CWR O.5, r.3 (3), such advertisement to appear in the Gazette to be published on 5 July 2011.
14. Causes FSD 204 of 2010 and FSD 60 of 2011 shall be assigned to Mr Justice Jones, and shall be listed and heard together for the purposes of case management.

Dated this 30<sup>th</sup> day of May 2011

Filed this 15<sup>th</sup> day of June 2011



HONOURABLE MR. JUSTICE JONES  
JUDGE OF THE FINANCIAL SERVICES DIVISION

This order was filed by Appleby, Attorneys-at-Law for the Joint Official Liquidators, whose address for service is that of its said Attorneys-at-Law, Clifton House, 75 Fort Street, PO Box 190, Grand Cayman KY1-1104, Cayman Islands (Ref:GH/JC/310153.0004).