

IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION

CAUSE NO: FSD OF 2021 ( )

IN THE MATTER OF SECTION 124 OF THE COMPANIES ACT (2021 REVISION)  
AND IN THE MATTER OF LAVLE HOLDINGS, INC. (In voluntary liquidation)



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PETITION FOR COURT SUPERVISION  
OF A VOLUNTARY LIQUIDATION

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**TO THE GRAND COURT**

The humble petition of Andrew Joseph Childe and Richard George Lewis of FFP Limited, 2<sup>nd</sup> Floor, Harbour Centre, 159 Mary Street, George Town, Grand Cayman, Cayman Islands, as joint voluntary liquidators (the **JVLs** or the **Petitioners**) of LAVLE Holdings, Inc. (the **Company**), shows that:

1. The Petitioners present this petition for a supervision order in respect of the Company pursuant to section 124(1) of the Companies Act (2021 Revision) (the **Companies Act**).
2. The Company was incorporated under the laws of the Cayman Islands as an exempted company on 5 April 2018, with Registration No. 335247. Its registered office is currently c/o FFP Limited, 2<sup>nd</sup> Floor, Harbour Centre, 159 Mary Street, George Town, Grand Cayman, Cayman Islands.

This **PETITION** was filed by Kobre & Kim (Cayman), Attorneys-at-Law for and on behalf of the Petitioners herein whose address for service is that of their said Attorneys-at-Law:

Physical address: 9 Forum Lane Suite 3207 Camana Bay Grand Cayman, Cayman Islands  
Postal address: 10 Market Street # 410, Camana Bay, Grand Cayman KY1-9006 Cayman Islands

Ref: 06265.001

3. The objects for which the Company was established are unrestricted. The Company is a holding company. Its only known subsidiaries are Delaware incorporated entities, LAVLE Holdings IP, LLC and LAVLE USA, Inc..
4. The Company's shareholders comprise:
  - a) 3DOM Inc., the sole Class A-1 Ordinary shareholder and sole Class A-3 Ordinary shareholder.
  - b) Jason Nye and William Schroder, the Class B-1 Ordinary shareholders.
  - c) Nine Class B-2 Ordinary shareholders and 20 Class C-1 Ordinary shareholders.
5. Article 42.1 of the Company's Second Amended and Restated Memorandum and Articles of Association stipulates that subject to the Companies Act, the Company may by Special Resolution be wound up voluntarily.
6. On 11 October 2021, a Special Resolution was passed by the members at an extraordinary general meeting to voluntarily wind up the Company in accordance with section 116(c) of the Companies Act and Article 42.1 of the Company's Amended and Restated Articles of Association. The JVLs of FFP Limited, 2<sup>nd</sup> Floor, Harbour Centre, 159 Mary Street, George Town, Grand Cayman, Cayman Islands were appointed as voluntary liquidators of the Company at the same meeting.
7. On the date on which the voluntary liquidation commenced, the Company's directors were Masataka Matsumura, Hiromichi Aoki and Jason Nye.
8. The JVLs did not receive, within 28 days of the commencement of the liquidation, a declaration of solvency in the prescribed form signed by the Company's directors.
9. Each of the JVLs:
  - a) is qualified to accept appointment by the Court as official liquidator of the Company;

- b) considers that he meets the independence, residency, eligibility and insurance requirements of the Insolvency Practitioners' Regulations, 2018; and
- c) consents to being appointed as official liquidator of the Company, if such is approved by this Honourable Court.

**YOUR PETITIONERS THEREFORE HUMBLY PRAY THAT:**

1. The liquidation of the Company be continued under the supervision of the Court pursuant to 124(1) of the Companies Act 2021.
2. Messrs Andrew Childe and Richard Lewis of FFP Limited, 2<sup>nd</sup> Floor, Harbour Centre, 159 Mary Street, George Town, Grand Cayman, Cayman Islands be appointed as Joint Official Liquidators (the **JOLs**) of the Company.
3. The JOLs shall not be required to give security for their appointment.
4. The JOLs shall have the power to act jointly and severally.
5. In addition to their powers prescribed in Part II of the Third Schedule to the Companies Act which are exercisable without sanction of this Court, the JOLs may also without further sanction or intervention from this Court:
  - a) exercise all the powers set out in Part I of the Third Schedule to the Companies Act;
  - b) take any such action as may be necessary or desirable to obtain the recognition of their appointment in any other relevant jurisdictions and to make applications to the courts of such jurisdictions for that purpose and for the avoidance of doubt the powers bestowed on the JOLs may be exercised within and outside of the Cayman Islands.

- c) do any act or thing considered by them to be necessary or desirable in connection with the liquidation of the Company and the winding up of its affairs in the Cayman Islands or elsewhere.
  - d) take control of and, where the JOLs consider it appropriate to do so, take such steps as may be necessary to liquidate and/or wind-up any of the Company's subsidiaries (whether in the Cayman Islands or elsewhere and whether voluntarily or through court proceedings);
  - e) make any compromise or arrangement with creditors or persons claiming to be creditors or having or alleging themselves to have any claim (present or future, certain or contingent, ascertained or sounding only in damages) against the Company or for which the Company may be rendered liable;
  - f) compromise on such terms as may be agreed all debts and liabilities capable of resulting in debts, and all claims (present of future, certain or contingent, ascertained or sounding only in damages) subsisting or supposed to subsist between the Company and a contributory or alleged contributory or other debtor or person apprehending liability to the Company; and
  - g) appoint such counsel, attorneys, professional advisors whether in the Cayman Islands or elsewhere, as they may consider necessary to advise and assist them in the performance of their duties in accordance with CWR Order 25 and to continue the engagement of Kobre & Kim (Cayman) as their Cayman counsel.
6. For the avoidance of doubt, pursuant to section 97 of the Companies Act, no suit, action or other proceedings, including criminal proceedings, shall be proceeded with or commenced

against the Company except with the leave of the Court and subject to such terms as the Court may impose.

7. The Petitioners' costs of this petition shall be paid out of the assets of the Company as an expense of the official liquidation.
8. Such other orders and/or relief as this Honourable Court deems appropriate.

Dated the 12<sup>th</sup> day of November 2021



Attorneys-at-law for the Petitioners

**NOTICE OF HEARING**

**TAKE NOTICE THAT** the hearing of this Petition will take place at the Law Courts, George Town, Grand Cayman, Cayman Islands on \_\_\_\_\_ 2021 at \_\_\_\_\_.

Any correspondence or communication with the Court relating to the hearing of this Petition should be addressed to the Registrar of the Financial Services Division of the Grand Court at PO Box 495, George Town, Grand Cayman KY1-1106, Cayman Islands; Tel: 345 949 4296.