



**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**

CAUSE NO: FSD _____ OF 2025 (_____)

**IN THE MATTER OF SECTION 131 OF THE COMPANIES ACT (2025 REVISION)
AND IN THE MATTER OF ANF MERGECO LTD (IN VOLUNTARY LIQUIDATION)**

PETITION FOR SUPERVISION

TO THE GRAND COURT OF THE CAYMAN ISLANDS

The humble petition of Messrs Christopher Kennedy and Alexander Lawson, the joint voluntary liquidators (**JVLs**) of ANF MergeCo Ltd (In Voluntary Liquidation) (**Company**), both c/o Alvarez & Marsal Cayman Islands Limited (**A&M**) of 2nd Floor Flagship Building, 142 Seafarers Way, PO Box 2507, George Town, Grand Cayman, shows that:

BACKGROUND

1. The Company was incorporated as an exempted limited company under the laws of the Cayman Islands on 21 March 2023 with registered number 398589.
2. The registered office of the Company is situated at A&M, 2nd Floor Flagship Building, 142 Seafarers Way, PO Box 2507, George Town, Grand Cayman.
3. The objects for which the Company was established are unrestricted.
4. The share capital of the Company is USD1.00 divided into one share held by AXIA Network Foundation (In Voluntary Liquidation) (**ANF**), 2nd Floor Flagship Building, 142 Seafarers Way, PO Box 2507, George Town, Grand Cayman KY1-1110.

5. The Company was formed principally for the purpose of pooling or substantively combining, six (now five) companies (**Merger**) within the wider AXIA group of companies (**AXIA Group**).
6. The AXIA Group was originally founded for the purpose of creating and developing an inclusive digital token structure, with the aim of establishing a global form of digital currency that would be tailored so as to store value and act as a medium of exchange, and which could be easily utilised by a global network of participants via a transparent framework (**Project**).
7. LinkCoin Ltd., was incorporated by Mr Paul Ungerman and Mr Nicholas Agar (**Founders**), in Ontario in early 2018, for the purpose of developing the Project. The Founders were its officers, directors and shareholders. Members of the Project development team were consultants. In late 2018, LinkCoin Ltd., was renamed AXIA Operations Ltd. In 2019, the Founders moved the Project's corporate structure offshore.
8. In mid-2020, the Ontario Securities Commission (**OSC**) began seeking information and records from the AXIA Group, regarding its business activities, including the AXIA digital currency (known as the "**AXC**").
9. In March 2022, an internal review of the corporate structure and governance of the AXIA Group was commenced. ANF was formed in April 2022 when the Founders were exploring options for the future of the AXIA Group. Ultimately, the Founders suspended AXC sales on or around 5 October 2022, as a result of, *inter alia*, the internal review discussed further below.
10. Subsequently, in November 2022, Casey McDonald and Laura McGrath were appointed as independent directors of ANF (**Directors**), for the purposes of providing independent governance services and to conduct a review of the overall structure to determine if there was a viable path forward for the Project.
11. In November 2022, contemporaneously with the Directors' appointments, ANF engaged A&M as independent financial/restructuring advisors to advise it, and the wider AXIA Group, on a potential reorganisation, restructuring or winding down of parts or all of the AXIA Group.

VOLUNTARY LIQUIDATION

12. The Company was placed into voluntary liquidation and Messrs Kennedy and Lawson appointed as JVLs on 9 April 2024, by written resolutions of ANF, as the sole shareholder of the Company.

13. In the premises:
 - a. the Company duly resolved by special resolution that it be wound up voluntarily pursuant to Section 116(c) of the Companies Act (2023 Revision) (**Act**); and
 - b. the voluntary winding up of the Company is deemed to have commenced on 9 April 2024, pursuant to Section 117(1)(a) of the Act.

GROUNDINGS FOR RELIEF SOUGHT

14. As explained in paragraph 5, the Company was formed, and the merger effected, for the purpose of bringing together into one corporate entity a number of the AXIA Group's legacy entities, to allow for a more orderly wind down of the AXIA Group in a single jurisdiction. The Cayman Islands was the preferred jurisdiction for that purpose, because, *inter alia*, it has a statutory merger regime and a sophisticated regime for corporate liquidations.
15. The JVLs are now seeking to bring the liquidation of the Company under the supervision of the Court, for the reasons set out below. This petition is filed in tandem with a petition requesting that the voluntary liquidation of ANF also be brought under the supervision of the Court, ANF having been placed into voluntary liquidation on 2 December 2024.
16. *Firstly*, issues of some complexity are likely to arise in the course of the liquidation. In particular, the JVLs:
 - a. consider that it would be most appropriate to conduct a proof of debt adjudication process, subject to the procedural framework which the Companies Winding Up Rules (as amended) (**CWR**) provide;
 - b. apprehend that there may well be legal challenges, including following adjudication of proofs of debt, which would best be resolved pursuant to the appeal process provided by the CWR;
 - c. are certain that they will, in any event, require guidance from the Court before making any potential distributions out of the liquidation estate; and
 - d. consider that the level of independent judicial oversight provided by the Grand Court, and the duties owed by official liquidators in their role as officers of the Court, should provide stakeholders with the confidence that the liquidation is being conducted properly and fairly.
17. *Secondly*, the statutory powers of an official liquidator would greatly assist the JVLs, including in their investigations into the affairs of the Company (and the wider AXIA

Group), such as the power to conduct private examinations and, with the sanction of this Honourable Court:

- a. the ability to make a range of statutory claims, such as the power to seek clawback of antecedent transactions and the powers to compel the delivery up of the Company's property and production of its documents;
 - b. seeking recognition in foreign jurisdictions, given the multi-jurisdictional nature of the AXIA Group's affairs; and
 - c. the power to defend proceedings commenced prior to the Merger, for and on behalf of the Company.
18. *Finally*, in the event that the Court so orders, the supervision will trigger the stay of proceedings pursuant to s.97 of the Act, which is also likely to be necessary to facilitate an efficient liquidation of the Company.
19. In the circumstances, and with a parallel petition being filed in respect of ANF, the JVLs considered it prudent to apply to the Court for an order placing the voluntary liquidation of the Company under this Honourable Court's supervision to facilitate a more effective, economic and expeditious liquidation in the interests of stakeholders.

CHAPTER 15 RECOGNITION

20. In the event that this Honourable Court accedes to this Petition, the JVLs also apply for sanction, upon the JVLs' appointment as JOLs, to exercise their power to file a petition in the United States Bankruptcy Court for the Southern District of New York, pursuant to Chapter 15 of Title 11 of the United States Code, for recognition of the official liquidation of the Company as a foreign main proceeding.
21. In particular, this will assist the JOLs (if so appointed) in responding to proceedings commenced by Axtra LLC and the AXIA-Axtra Trust, against two former AXIA Group companies (both of which are no longer legal entities), in the US District Court for the District of Wyoming, Cheyenne Division.

THE JVLs

22. The JVLs are both qualified insolvency practitioners and consider that they meet the independence, residency, eligibility and insurance requirements of the Insolvency Practitioners' Regulations (2023 Consolidation). Both Mr Kennedy and Mr Lawson are willing and properly able to accept appointments as joint official liquidators of the Company (should the Court accede to the Petition) and have filed the affidavits required by CWR O.3, r.4.

YOUR PETITIONERS THEREFORE HUMBLY PRAY THAT:

- (a) The voluntary winding up of the Company be continued subject to the supervision of the Grand Court under the provisions of the Act.
- (b) Messrs Christopher Kennedy and Alexander Lawson, both of Alvarez & Marsal Cayman Islands Limited of 2nd Floor Flagship Building, 142 Seafarers Way, PO Box 2507, George Town, Grand Cayman, be appointed as JOLs.
- (c) The JOLs shall not be required to give security for their appointment.
- (d) The JOLs shall have the power to act jointly and severally in their capacity as liquidators of the Company.
- (e) The JOLs be authorised to exercise any of the powers listed in Part II of Schedule 3 to the Act and section 110(2) thereof, without further sanction or intervention of the Court.
- (f) The JOLs be authorised to engage staff (whether in the Cayman Islands or elsewhere and whether or not as employees of the Company) to assist them in the performance of their functions.
- (g) Pursuant to section 97 of the Act, no suit, action or other proceedings, shall be proceeded with or commenced against the Company except with leave of the Court and subject to such terms as the Court may impose.
- (h) No disposition of the Company's property by or with the authority of the JOLs in carrying out their duties and functions and the exercise of their powers under any order granted pursuant to this Petition shall be voided by virtue of section 99 of the Act.
- (i) The JOLs are permitted and empowered to file a petition in the United States Bankruptcy Court for the Southern District of New York pursuant to Chapter 15 of Title 11 of the United States Code, for recognition of the official liquidation of the Company as a foreign main proceeding, together with injunctive or other relief necessary to stay creditors and other parties from taking actions, including commencing or continuing litigation, against the Company in the US and to take such steps arising in connection therewith.
- (j) The JOLs be at liberty to appoint and/or continue to engage 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 Appleby (Cayman) Ltd. (in respect of Cayman law issues).

- (k) Subject to section 109(2) of the Act and the Insolvency Practitioners Regulations (2023 Consolidation), the JOLs be authorised to render and pay invoices out of the assets of the Company for their own remuneration.
- (l) The JOLs be at liberty to meet all disbursements reasonably incurred in connection with the performance of their duties and, for the avoidance of doubt, all such payments shall be made as and when they fall due out of the assets of the Company as an expense of the liquidation.
- (m) The JOLs shall report to this Court in accordance with the CWR, and at such other times or intervals as the Court may from time to time direct.
- (n) The costs of and incidental to this petition shall be paid out of the assets of the Company as an expense of the liquidation.
- (o) Such further and/or other relief as the Court deems appropriate.

Dated the 14th day of February 2025



Appleby (Cayman) Ltd

THIS PETITION was presented by Appleby (Cayman) Ltd., Attorneys-at-Law for the Petitioners, whose address for service is 9th Floor, 60 Nexus Way, Camana Bay, Grand Cayman, PO Box 190, KY1-1104, Cayman Islands (Ref. 455887.0004/ASJ/CW)

NOTICE OF HEARING

TAKE NOTICE THAT the hearing of this Petition will take place at the Law Courts, George Town, Grand Cayman, on _____ at _____ am/pm.

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, 61 Edward Street, George Town, Grand Cayman, KY1-1106, Cayman Islands, Direct Telephone: (345) 244-3808 and Fax: (345) 949-5968.