

IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION  
IN THE MATTER OF THE COMPANIES LAW (2009 REVISION)  
AND IN THE MATTER OF OCTAVE ENTERTAINMENT LIMITED (IN VOLUNTARY LIQUIDATION)

PETITION

DEC 22 2009



TO THE GRAND COURT

The humble petition of Stuart Sybersma and Ian Wight of Deloitte, Citrus Grove, P.O. Box 1787, Grand Cayman KY1-1109, Cayman Islands shows that:

**Incorporation and Articles**

- 1 Octave Entertainment Limited (In Voluntary Liquidation) ("the Company") is an exempted company with limited liability incorporated on 30 August 2004, pursuant to the Companies Law (2004 Revision).
- 2 The registered office of the Company is situated at Deloitte, Citrus Grove, P.O. Box 1787, Grand Cayman KY1-1109, Cayman Islands.
- 3 The objects for which the Company was established are unrestricted.
- 4 The Company has an authorised share capital of US\$10,000.00 divided into 1,000 Ordinary Shares of US\$1.00 par value and 900,000 Participating Shares of US\$0.01 par value. Pursuant to Article 7 of the Company's Articles of Association (adopted by special resolution dated 29 December 2004) ("Articles"), only the holders of Ordinary Shares are entitled to receive notice of, attend at, and vote at general meetings of the Company.

**Commencement of voluntary winding-up**

- 5 On 29 December 2008, Octagon Asset Management, LLC:
  - (a) was the sole registered holder of the Company's two Ordinary Shares;

- (b) resolved by written resolution that the Company be wound up voluntarily; and
  - (c) resolved by written resolution that Stuart Sybersma and Ian Wight of Deloitte in the Cayman Islands be appointed as joint voluntary liquidators of the Company ("Joint Voluntary Liquidators").
- 6 Pursuant to Article 48 of the Articles, a written resolution signed by all shareholders for the time being entitled to receive notice of, attend and vote at general meetings of the Company is valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.
- 7 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 Law (2007 Revision) (as amended) ("the Law"); and
  - (b) the voluntary winding-up of the Company is deemed to have commenced on 29 December 2008 pursuant to section 117(1) of the Law.
- 8 The Joint Voluntary Liquidators have each filed consent to act as voluntary liquidator of the Company with the Registrar of Companies pursuant to section 119(3) of the Law.

#### **The Company's Directors**

- 9 On 29 December 2008, the sole director of the Company was Mead Welles.

#### **Grounds for Official Liquidation**

- 10 The Joint Voluntary Liquidators seek an Order that the voluntary liquidation continue under the supervision of the Court on the following grounds:
- (a) the Company is of doubtful solvency and it is unable to pay redemptions due to redeeming shareholders who are now creditors; and/or
  - (b) the supervision of the Court will facilitate a more effective, economic and/or expeditious liquidation of the Company in the interests of the contributories and creditors; in particular, the assistance of the Court is likely to be required in relation to the following:

- (i) it appears from investigations carried out by the Joint Voluntary Liquidators that the value of the Company's assets has been impaired significantly by financial irregularities and breaches of contracts by third parties entrusted with Company assets; and/or
- (ii) disputes between investors, following inconsistent treatment of investors by the Company, including, in particular, in relation to payments made to investors.

**Consent to appointment as Official Liquidators**

11 The Joint Voluntary Liquidators consent to their appointment as Official Liquidators of the Company.

Your Petitioners therefore humbly pray that:

- 1 The winding up of the Company continue under the supervision of the Court.
- 2 Stuart Sybersma and Ian Wight of Deloitte, Citrus Grove, P.O. Box 1787, Grand Cayman KY1-1109, Cayman Islands be appointed as Official Liquidators of the Company.
- 3 That the Joint Official Liquidators not be required to give security for their appointment.
- 4 That in addition to all their other powers, the Joint Official Liquidators have all the powers set out in Part 1 of the Third Schedule to the Companies Law (2009 Revision), and may exercise such powers without the further sanction of the Court.
- 5 That the Joint Official Liquidators be entitled to receive remuneration for their services by reference to time properly given by them and their staff in attending to matters arising in the winding up, and that the hourly rates and the amount of such remuneration be determined in accordance with the Companies Law (2009 Revision), the Companies Winding Up Rules 2008 and Practice Direction No.1 of 2006.
- 6 That the Joint Official Liquidators do report to this Court within six months of the date of their appointment as Joint Official Liquidators, or such other period as the Court may think fit, and thereafter at such intervals as the Joint Official Liquidators may think fit or as the Court shall direct.
- 7 The Joint Official Liquidators of the Company have the power to act jointly and severally.

8 The costs of and incidental to this Petition be paid forthwith from the assets of the Company.

9 Such other or further orders or directions as the Court may think fit.

AND your Petitioners will ever pray etc.

DATED the 22 day of December, 2009



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**OGIER**  
Attorneys-at-Law for the Petitioner

This Petition is not intended to be served.

This Petition is presented by Ogier, Attorneys at Law, 89 Nexus Way, Camana Bay, Cayman Islands, KY1-9007, Grand Cayman, CRU/4211123.0002, for the Petitioners whose address for service is care of their said Attorneys at Law.