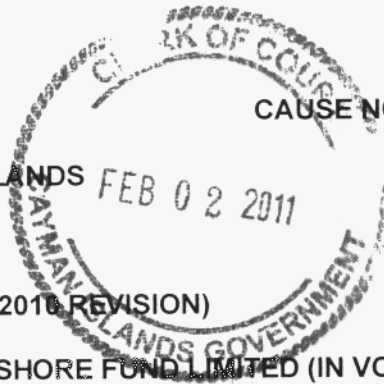
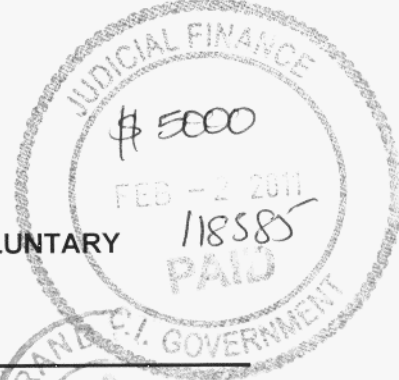


IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION
IN THE MATTER OF THE COMPANIES LAW (2010 REVISION)
AND IN THE MATTER OF ABL CAPITAL OFFSHORE FUND LIMITED (IN VOLUNTARY LIQUIDATION)



CAUSE NO. FSD 0023 OF 2011



PETITION



THE HUMBLE PETITION of Mr Graham Robinson and Peter Anderson in their capacity as Joint Voluntary Liquidators of ABL Capital Offshore Fund Limited (in voluntary liquidation) ("the Company") c/o RHSW (Cayman) Limited, P.O. Box 897, Windward 1, Regatta Office Park, PO Box 897, West Bay Road, Grand Cayman KY1-1103, shows that:

The Company

1. The Company (registration number 142848) is an open ended investment company, incorporated on 10 December 2004 as an exempted company, with limited liability pursuant to the Laws of the Cayman Islands.
2. At all times prior to 29 December 2010, the registered office of the Company was Walkers SPV Limited, Walker House, Mary Street, P.O. Box 908GT, George Town, Grand Cayman, Cayman Islands.
3. The share capital of the Company is US\$50,000 divided into 4,999,900 participating shares and 100 ordinary shares of US\$0.01 par value each.
4. Pursuant to the Company's Amended and Restated Memorandum of Association dated 30 December 2004, the objects for which the Company was established are unrestricted.

Appointment of Voluntary Liquidators

5. Vincent King, Benjamin Miller and Jules Pomerantz were at all times prior to 29 December 2010 the Directors of the Company.

6. By way of Written Resolutions by the Directors of the Company on 29 December 2010, it was unanimously resolved that:-
 - 6.1. Vincent King and Benjamin Miller resign as Directors of the Company with effect from 30 December 2010;
 - 6.2. the registered office of the Company be transferred to the offices of RHSW (Cayman) Limited, Windward 1, Regatta Office Park, P.O. Box 897, West Bay Road, Grand Cayman KY1-1103; and
 - 6.3. the Directors recommend to the sole shareholder of the Company, JLP Management Associates LLC, that it is in the best commercial interests of the Company to be placed into voluntary liquidation on or before 31 December 2010, with Graham Robinson and Peter Anderson of RHSW (Cayman) Limited, PO Box 897, Windward 1, Regatta Office Park, P.O. Box 897, West Bay Road, Grand Cayman KY1-1103 being appointed as Joint Voluntary Liquidators on or before 31 December 2010.
7. By written resolution dated 29 December 2010, the Company's sole shareholder, JLP Management Associates LLC, resolved that the Company be wound up voluntarily and that Graham Robinson and Peter Anderson of RHSW (Cayman) Limited, PO Box 897, Windward 1, Regatta Office Park, P.O. Box 897, West Bay Road, Grand Cayman KY1-1103 be appointed as Joint Voluntary Liquidators.

The Winding Up of the Company

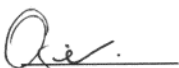
8. Each of the Joint Voluntary Liquidators are qualified Insolvency Practitioners and meet the requirements set forth in the *Companies Law (2010 Revision)* and the *Insolvency Practitioner's Regulations 2008*.
9. Jules Pomerantz, a Director of the Company, has informed the Joint Voluntary Liquidators, in writing, that he is unable to sign a Declaration of Solvency and would not object to an application by which orders were sought continuing the voluntary liquidation of the Company under the supervision of the Court.
10. No Declaration of Solvency has been signed by any Director of the Company, either within the required 28 day period, or at all.
11. Each of the Joint Voluntary Liquidators consent to being appointed as the Joint Official Liquidators.

12. Pursuant to Order 15, Rule 2(4), of the *Companies Winding Up Rules 2008*, this Petition is presented within 35 days of the date upon which liquidation is deemed to have commenced.
13. The Petitioners believe that it is appropriate in all the circumstances set out above that the liquidation of the Company should continue under the supervision of the Court.

THE PETITIONER THEREFORE HUMBLY PRAYS AS FOLLOWS:

- (1) Pursuant to S124 of the *Companies Law (2010 Revision)* an Order that the liquidation continue under the supervision of this Honourable Court.
- (2) An Order that the Joint Voluntary Liquidators be appointed as Joint Official Liquidators of the Company.
- (3) That the Joint Official Liquidators are not 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 of the *Companies Law (2010 Revision)*, which are exercisable without further sanction of this Court.
- (5) That the Joint Official Liquidators be entitled to 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 determined in accordance with the *Companies Law (2010 Revision)*, the *Companies Winding Up Rules 2008* and the *Insolvency Practitioners' Regulations 2008*.
- (6) That the Joint Official Liquidators do report to this Court within six months of the hearing of this Petition or such other period as the Court may think fit, and thereafter at such intervals as the Joint Official Liquidators do think fit or as the Court shall direct.
- (7) That the costs of presenting this Petition shall be paid out of the assets of the Company as an expense of the Liquidation.
- (8) Such further or alternative Orders and/or directions as this Honourable Court may think fit.

Dated 31 January 2011



Ogier

Attorneys for the Petitioner

NOTE: It is not intended to serve this Petition on any party.

ENDORSEMENT

This Petition having been presented to the Court on January 2011 will be heard at the law Courts,
George Town, on 2011, at am, or as soon thereafter as the
Petition can be heard.