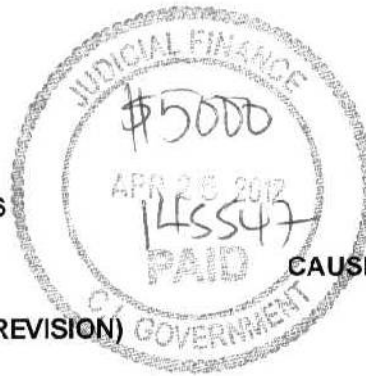


IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION



0071

CAUSE NO. OF 2012

IN THE MATTER OF THE COMPANIES LAW (2011 REVISION)

AND IN THE MATTER OF PAC LTD. (IN VOLUNTARY LIQUIDATION)



PETITION



TO: The Grand Court of the Cayman Islands

The humble Petition of Eleanor Grace Fisher of Zolfo Cooper (Cayman) Limited, 4<sup>th</sup> Floor, Building 3, Cayman Financial Centre, Grand Cayman, Cayman Islands, KY1 1102 and John Howard Batchelor and Bruno Arboit of FTI Consulting, Level 22, The Center, 99 Queen's Road Central, Central, Hong Kong as Joint Voluntary Liquidators (the "JVLs") of PAC LTD. (the "Company") shows that:

- 1 The purpose of this Petition is to seek an order that the voluntary liquidation of the Company continue under the supervision of this Honourable Court pursuant to Section 124(1) of the Companies Law (2011 Revision) (the "Law") and Companies Winding Up Rules ("CWR") O.15r.1(1).
- 2 The Company was incorporated in the Cayman Islands as an exempted limited liability company, with Registration No. 74610, on 24 June 1997 under the then revision of the Companies Law.
- 3 The Company's registered office is presently at 4<sup>th</sup> Floor, Building 3, Cayman Financial Centre, George Town, Grand Cayman, Cayman Islands, KY1 1102. Prior to the appointment of the JVLs, the registered office of the Company was at the offices of Paget Brown & Company Ltd., West Wind Building, Harbour Drive, P.O. Box 1111, George Town, Grand Cayman, Cayman Islands.

- 4 The objects for which the Company was established are to engage, directly or through subsidiaries, in the activities of acquisition, production, sale and distribution of television programmes, cinema or video films, and any other ancillary activities. Since incorporation the Company has carried on that business in Lebanon.
- 5 Lebanese Media Holding (LMH) Ltd. of P.O. Box 1111, George Town, Grand Cayman, Cayman Islands is the sole shareholder of the Company. By a written resolution of the sole shareholder on 12 April 2012, it was resolved that the Company be placed into voluntary liquidation and that the JVLs be appointed to act joint and severally.
- 6 The JVLs have consented to act as joint and several voluntary liquidators of the Company by way of their written consent addressed to the Company dated 12 April 2012, which was filed with the Cayman Islands Companies Registrar on 12 April 2012, together with notice of the appointment of the JVLs.
- 7 The directors of the Company as at the date of the commencement of the voluntary winding up are Walid Arab Hashem, Fahad Mohammed Alsukait and Michael Cairns.
- 8 From the following information that is available at this time, the JVLs believe the Company is of doubtful solvency:
  - 8.1 The directors of the Company have confirmed to the JVLs that they will not sign a declaration of solvency as prescribed by Section 124 of the Law;
  - 8.2 The Company is unable to pay its debts as and when they fall due, due to the inability to collect material receivables which has impacted on its cashflow
- 9 The JVLs therefore respectfully request orders of the Court pursuant to Section 124(1) of the Law that the liquidation of the Company continue under the supervision of the Court, and that Eleanor Grace Fisher of Zolfo Cooper (Cayman) Limited, a qualified insolvency practitioner, and John Howard Batchelor and Bruno Arboit of FTI Consulting, foreign practitioners, be appointed as Joint Official Liquidators of the Company (the "JOLS").
- 10 In this regard, Eleanor Grace Fisher:

- 10.1 Is a qualified insolvency practitioner in the Cayman Islands and meets the residence requirement contained in Regulation 5 of the Insolvency Practitioners' Regulations 2008 (as amended) (the "**Regulations**");
  - 10.2 meets the independence requirement prescribed by Regulation 6 of Regulations;
  - 10.3 meets the insurance requirement prescribed by Regulation 7 of the Regulations; and
  - 10.4 consents to act as a JOL of the Company, together with John Howard Batchelor and Bruno Arboit of FTI Consulting, if so appointed by the Court.
- 11 In relation to the proposed foreign practitioners, John Howard Batchelor and Bruno Arboit,:
- 11.1 meet the independence requirement prescribed by Regulation 6 of the Regulations;
  - 11.2 meet the insurance requirement prescribed by Regulation 7 of the Regulations;
  - 11.3 consequently, meet the requirements for foreign practitioners prescribed by Regulation 8 of the Regulations; and
  - 11.4 consent to act as JOLs of the Company, together with Eleanor Grace Fisher of Zolfo Cooper (Cayman) Limited, if so appointed by the Court.


**The Petitioners therefore pray that:**

- (1) The liquidation of the Company be continued under the supervision of the Court.
- (2) Eleanor Grace Fisher of Zolfo Cooper (Cayman) Limited and John Howard Batchelor and Bruno Arboit of FTI Consulting be appointed as JOLs of the Company with power to act jointly and severally.
- (3) The JOLs shall not be required to give security for their appointment.
- (4) The JOLs' remuneration and expenses be paid out of the assets of the Company in accordance with Part III of the Regulations and CWR O.20.

- (5) The JOLs be authorised to take such steps as may be necessary or expedient for the protection of the Company's assets, and for that purpose may exercise any of the following powers, together with the powers set out at Part II of the Third Schedule to the Law without further sanction of the Court:
- (a) The power to bring or defend any action or other legal proceeding in the name and on behalf of the Company in respect of (i) the potential employee claims concerning unpaid wages and entitlements under Lebanese law; (ii) the receivable of up to US\$16 million, the majority of which is comprised of book debts owed to the Company by a Lebanese company named Lebanese Broadcasting Corporation-International SAL ("**LBCI**" and the "**LBCI Receivable**" respectively) and (iii) the return of plant and equipment belonging the Company that is held by LBCI;
  - (b) The power to dispose of any or all of the plant and equipment of the Company to LBCI (or to any person affiliated with LBCI), being a company which is related to the Company by virtue of being a debtor pursuant to a Cooperation and Services Agreement dated 30 September 2009;
  - (c) The power to pay the employees of the Company in full in respect of their entitlement to arrears of salary and wages for March 2012 and that part of April 2012 prior to the Company being placed into voluntary liquidation;
  - (d) The power to make any compromise or arrangement with employees in relation to their respective entitlements under Lebanese law;
  - (e) The power to compromise the LBCI Receivable on such terms as may be agreed;
  - (f) The power to sell any or all of the Company's plant and equipment by public auction or private contract, with power to transfer any or all of the Company's plant and equipment to any person or to sell the same in parcels;
  - (g) The power to engage staff (whether or not as employees of the company) to assist the Official Liquidators in the performance of their functions; and

- (h) The power to engage attorneys, specifically those specialising in Cayman Islands, Lebanese and French law, and other professionally qualified persons to assist them in the performance of their functions.
- (6) The costs of this Petition shall be paid out of the assets of the Company, as an expense of the liquidation, to be taxed if not agreed.

DATED this 25<sup>th</sup> day of April 2012

  
Maples and Calder

**Note: The Petition is not intended to be served and it is intended to invite the Court to make the Orders sought without the need for a hearing pursuant to CWR, O15, r 5(1).**

THIS PETITION WAS FILED BY Maples and Calder, attorneys for the Petitioners, whose address for service is PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. (Ref: CJM/JPT/671154.000002)