

IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION



CAUSE NO. FSD 80 OF 2012- PCI

IN THE MATTER OF SECTION 124 OF THE COMPANIES LAW (2010 REVISION)

AND IN THE MATTER OF RAIL SYNDICATE TWO LTD. (IN VOLUNTARY LIQUIDATION) AS CONSOLIDATED BY ORDER OF THIS COURT DATED 16 MAY 2012

PETITION



To the Grand Court

The humble petition of Peter Anderson and Matthew Wright, both of RHSW (Cayman) Limited, PO Box 897, Windward 1, Regatta Office Park, Grand Cayman, KY1-1103, Cayman Islands in their capacity as joint voluntary liquidators of Rail Syndicate Two LTD. (the "Company") shows that:

The Company

1. This petition seeks that the voluntary liquidation of the Company continues under Court supervision pursuant to section 124(1) of the Companies Law (2010 Revision) (the "Companies Law").
2. The Company was incorporated in the Cayman Islands on 14 December 2005 as an exempted limited liability company with registration number 201371.
3. At all times prior to the commencement of the voluntary liquidation of the Company, its registered office was Walkers SPV Limited, Walker House, Mary Street, George Town, Grand Cayman, KY1-9001, Cayman Islands. The Company's present registered office is at PO Box 897, Windward 1, Regatta Office Park, Grand Cayman, KY1-1103, Cayman Islands.
4. The share capital of the Company is US\$50,000 divided into 50,000 shares of a nominal par value of US\$1 each.

5. At the commencement of the voluntary liquidation of the Company, its sole Director was DIF III GP Limited ("**DIF GP**").
6. The objects for which the Company was established are unrestricted. The Company is wholly owned by DIF GP in its capacity as general partner of DIF III Global Co-Investment Fund, L.P. ("**DIF LP**"), which established the Company to acquire and hold an equity interest in a company established in Delaware, Babcock & Brown Rail North America Company LLC ("**BBRNA**") as an investment. BBRNA operated a railcar leasing business in the United States which was ultimately unsuccessful. BBRNA became insolvent and was dissolved on 30 December 2011. Aside from its investment in BBRNA, the Company has no other assets or operations.

Appointment of Voluntary Liquidators

7. In its capacity as general partner of DIF LP, DIF GP, is the sole shareholder of the Company. By way of written resolution dated 18 April 2011, DIF GP resolved that the Company be wound up voluntarily and that the Petitioners be appointed as Joint Voluntary Liquidators.

The Winding Up of the Company

8. Each of the Petitioners are qualified insolvency practitioners and meet the requirements set forth in the Companies Law and in the Insolvency Practitioners' Regulations 2008 (the "**IP Regulations**").
9. Mr. AJ Duncan, a Director of DIF GP, has informed the Petitioners both orally and in writing that the Directors will not be providing a Declaration of Solvency as prescribed by section 124 of the Companies Law.
10. No Declaration of Solvency has been signed by a Director of the Company.
11. The Petitioners consent to being appointed as the Joint Voluntary Liquidators of the Company.
12. 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.

Your Petitioners therefore humbly pray that:-

1. Pursuant to section 124 of the Companies Law that the liquidation of the Company continue under the supervision of the Court.
2. Peter Anderson and Matthew Wright, both of RHSV (Cayman) Limited, PO Box 897, Windward 1, Regatta Office Park, Grand Cayman, KY1-1103, Cayman Islands be appointed as Joint Official Liquidators of the Company (the "Official Liquidators").
3. The Official Liquidators shall not be required to give security for their appointment.
4. For the avoidance of doubt, the powers of the Official Liquidators may be exercised by them jointly and severally and both within and outside the Cayman Islands.
5. The Official Liquidators shall be entitled to engage attorneys and other professionally qualified persons to assist them in the performance of their functions.
6. The Official Liquidators shall be entitled to remuneration for their services and expenses in accordance with the Companies Law, the Companies Winding Up Rules 2008 (as amended) (the "CWR"), and the IP Regulations.
7. The Official Liquidators shall report to this Court within six months of the hearing of this Petition or such other period as the Court may think fit.
8. The costs of this Petition shall be paid out of the assets of the Company as an expense of the liquidation.
9. Such further or alternative orders or directions as this Honourable Court may think fit.

AND your Petitioner will ever pray etc.

Dated this 9th day of May 2012

Forbes Hare

Forbes Hare
Attorneys-at-law for the Petitioners

NOTE: It is not intended to serve this Petition on any party and the Court is invited to make the Orders sought without the need for a hearing pursuant to the CWR. O15, r.5(1).

THIS **PETITION** is filed by Forbes Hare, Attorneys-at-Law for and on behalf of the Petitioners herein, whose address for service is Cassia Court, Camana Bay, Suite 716, 10 Market Street, Grand Cayman, KY1-9006 (REF: KY4480.001/002/JJF).