

IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION



The Hon. Mr Justice Andrew J. Jones QC

CAUSE NO. FSD 82 OF 2010(AJJ)
CAUSE NO. FSD 269 OF 2010(AJJ)

IN THE MATTER OF THE COMPANIES LAW (2012 REVISION)

AND IN THE MATTER OF ICP STRATEGIC CREDIT INCOME FUND LTD.

AND IN THE MATTER OF ICP STRATEGIC CREDIT INCOME MASTER FUND LTD.

CONSENT ORDER

UPON the Summons of Hugh Dickson and Stephen Akers as Joint Official Liquidators (the "JOLs") seeking directions for the determination of certain issues relating to redemptions of shares in ICP Strategic Credit Income Master Fund Ltd (the "Master Fund") and ICP Strategic Credit Income Fund Ltd (the "Offshore Fund" and, together with ICP Strategic Credit Income Fund L.P., the "Feeder Funds")

BY CONSENT IT IS ORDERED AND DIRECTED that:

I. REPRESENTATION

1. The following parties shall be appointed as representatives of the classes of investors of the Offshore Fund in respect of the Redemption Issues (defined below), the Court being satisfied that the respective classes of investors have a sufficient communality of interest to justify the making of this Order:-

- (1) UNC Management Company, Inc and SEI Offshore Opportunities Fund II Ltd shall be appointed as representative parties in respect of all investors presently

claiming in the liquidation of the Offshore Fund by virtue of their shareholdings in the same (the "Non-Redeemed Shareholders"); and

- (2) PNC Global Investment Servicing (Europe) Limited (in its capacity as nominee of R2 Alpha Strategies I Fund, a sub fund of R2 Alpha Strategies plc) shall be appointed representative party in respect of all those investors presently claiming in the liquidation of the Offshore Fund to be unpaid redemption creditors (the "Redemption Creditors")

(collectively, the "Representative Parties" or individually, a "Representative Party")

2. The costs of the Representative Parties in respect of the determination of the issues set out below including, if instructed, the costs of Leading Counsel, shall be paid out of the assets of the Master Fund as an expense of the liquidation, such costs to be agreed with the JOLs, and in default of such agreement, shall be taxed on the indemnity basis.
3. Each Representative Party shall provide updates to any member of the class of parties whom it represents and who has notified it that they wish to receive updates as to the progress of the proceedings in which they are being represented. For the avoidance of doubt, the Representative Parties are not required to include any privileged information in such updates. Anyone to whom information is being provided by virtue of this paragraph shall give a written undertaking to the Court to keep the same strictly confidential to itself and its own legal advisors and to use it only for the purpose of the proceedings to resolve the Redemption Issues (defined below).

II. DIRECTIONS FOR DETERMINATION OF ISSUES

4. At a hearing on 7 August 2013, the following matters will be determined by the Court:



- (i) whether the apparent absence of any redemption requests by the Feeder Funds to the Master Fund preclude the Feeder Funds from claiming to be redemption creditors of the Master Fund (the “Master Fund Redemption Issue”);
 - (ii) whether the Offshore Fund, during the periods beginning with the dates on which each of the Redemption Creditors’ shares were redeemed and ending on the commencement of the winding up of the Offshore Fund, could not, at any time, have lawfully made distributions equal in value to the prices at which the shares were redeemed, so as potentially to affect the validity and enforceability of some or all of the Redemption Creditors’ claims pursuant to sections 37(6) and 37(7)(a)(ii) of the Companies Law (the “Section 37 Issue”); and
 - (iii) whether the JOLs are required to restate NAV, the manner of such restatement and its ramifications within the adjudication process of redemption claims (the “NAV Issue”)
- (collectively, the “Redemption Issues”).

5. In respect of the Master Fund Redemption Issue, the JOLs shall argue that the redemptions of the Feeder Funds’ shares in the Master Fund are valid. The Redemption Creditors shall argue that such redemptions are invalid.

6. In respect of the Section 37 Issue, the Non-Redeemed Shareholders have agreed to argue in favour of the application of sections 37(6) and 37(7)(a)(ii) of the Law so as to invalidate some or all of the claims of the Redemption Creditors. The Redemption Creditors have agreed to argue against this proposition.

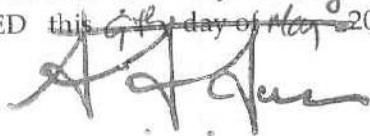
7. In respect of the NAV Issue, the Non-Redeemed Shareholders have agreed to argue that NAV should be restated and that as a result the JOLs ought to reject or reduce any proofs of debt as a result of NAVs found to have been overstated. The Redemption Creditors have agreed to argue against this proposition.



III. HEARING DIRECTIONS

8. The JOLs and the Representative Parties shall file an agreed statement of facts exhibiting all documents which they consider relevant to the Redemption Issues by 4pm on 7 June 2013.
9. Affidavit evidence in respect of facts which are not agreed shall be filed and served by 4pm on 21 June 2013.
10. Affidavit evidence in reply (if any) shall be filed by 4pm on 5 July 2013.
11. Written submissions shall be exchanged and lodged with the Court on or before 4pm on 23 July 2013.
12. Liberty to apply.
13. The JOLs' and the Representative Parties' costs of the application shall be paid out of the assets of the Master Fund as an expense of the liquidation.

9th
DATED this 3rd day of May 2013
FILED this 6th day of May 2013



THE HONOURABLE MR JUSTICE ANDREW J. JONES QC



This Consent Order is filed by Conyers Dill & Fearman, Attorneys-at-Law for and on behalf of the Joint Official Liquidators herein whose address for service is c/o Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111.

Approved as to form and content:

Conyers Dill + Pearman (Cayman) Limited

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Campbells

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