



**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**

CAUSE NO: FSD NO. 24 OF 2009 (AJJ)

IN THE MATTER OF THE COMPANIES LAW (2007 REVISION)

AND

AND IN THE MATTER OF BEAR STEARNS HIGH-GRADE STRUCTURED CREDIT STRATEGIES ENHANCED LEVERAGE (OVERSEAS) LTD. (IN LIQUIDATION)

ORDER



UPON THE SUMMONS dated 21 May 2013 issued by Geoffrey Varga and Mark Longbottom, the Joint Official Liquidators (“JOLs”) of Bear Stearns High-Grade Structured Credit Strategies Enhanced Leverage (Overseas) Ltd. (In Liquidation) (the “HGEL Fund”) pursuant to s. 110(2) of the Companies Law (2012 Revision) (as amended) and CWR O. 11 of the Companies Winding Up Rules, 2008 (as amended) for the sanction of the Court of the exercise of the JOLs’ powers in relation to their having on 20th May 2013 entered, conditioned upon Court sanction, into a Stipulation of Settlement (the “Settlement Agreement”) with the following parties:-

1. Bear Stearns Asset Management Inc. (“BSAM”), the Bear Stearns Companies LLC (f/k/a The Bear Stearns Companies Inc.), and J.P. Morgan Securities LLC (f/k/a Bear, Stearns & Co. Inc.) (collectively, the “Bear Stearns Entities”);
2. Barry Joseph Cohen, Gerald R. Cummins, David Sandelovsky, and Gregory Quental (collectively, the “Bear Stearns Directors”). Ralph Cioffi, Matthew Tannin, and Raymond McGarrigal (together with the Bear Stearns Entities and the Bear Stearns Directors, (the “Bear Stearns Defendants”); and
3. Walkers Fund Services Limited (“Walkers FS”), Walkers SPV Limited (“Walkers SPV”), Scott Lennon, and Michelle Wilson-Clarke (collectively, the “WFS Defendants”)

for the purpose of compromising all claims of the HGEL Fund and Bear Stearns High-Grade Structured Credit Strategies (Overseas) Ltd., of which the JOLs are also Joint Official Liquidators, against the Bear Stearns Defendants and the WFS Defendants made in the actions commenced in the United States District Court, Southern District of New York with captions No. 08 Civ 03397 (AKH) and No. 09 Civ 04936 (AKH).

THIS ORDER was FILED by SOLOMON HARRIS of 3rd Floor, FirstCaribbean House, P.O. Box 1990, Grand Cayman, KY1-1104, Cayman Islands, Attorneys-at-law for and on behalf of the Applicants whose address for service is that of its said Attorneys-at-law.

AND UPON HEARING Counsel for the JOLs and BSAM;

AND UPON READING the Fourteenth to Sixteenth Affidavits of Geoffrey Varga together with their exhibits dated 24 May 2013 and 5 June 2013;

IT IS HEREBY ORDERED that:-

1. Pursuant to section 110(2)(a) and paragraphs 5 and 6 Part I of Schedule 3 of the Companies Law (2012 Revision), the JOLs on behalf of the HGEL Fund be authorised to exercise the power to enter into a compromise with the Bear Stearns Defendants and the WFS Defendants by way of the Settlement Agreement in the form exhibited to the Fourteenth Affidavit of Geoffrey Varga.
2. The JOLs on their own behalves and on behalf of the HGEL Fund be authorised to take all steps necessary to give effect to the Settlement Agreement and all transactions contemplated thereby.
3. The costs of this application be paid out of the assets of the HGEL Fund as an expense of the liquidation.

DATED the 7th day of June 2013
FILED the 7th day of June 2013

THE HONOURABLE MR. JUSTICE ANDREW JONES, Q.C.
JUDGE OF THE GRAND COURT

