

IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO: FSD 73 OF 2013 (AJJ)

The Hon Mr Justice Andrew J. Jones QC  
In Chambers, 22 November 2013

IN THE MATTER OF SECTION 15(4) OF THE EXEMPTED LIMITED PARTNERSHIP LAW (2012 REVISION)

AND IN THE MATTER OF CYBERNAUT GROWTH FUND L.P.



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ORDER

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**UPON** the application of Cybernaut Capital Management Limited (the **GP**) and Oriental Financial Holding Corporation (**Oriental**) by their Summons dated 15 November 2013 (the **Application**)

**AND UPON** the application of Stuart Sybersma, Timothy Derksen and Lai Kar Yan (Derek), the joint official liquidators (the **JOLs**) of Cybernaut Growth Fund L.P. (In Official Liquidation) (the **Partnership**), by their Summons dated 15 November 2013 (the **JOLs' Application**)

**AND UPON** reading the Second Affidavit of Daryl Magana with Exhibit "DM2" dated 15 November 2013 (the **Second Affidavit**) and the unsworn Third Affidavit of Daryl Magana dated 22 November 2013, with the undertaking by Counsel for the GP and Oriental that the sworn copy will be filed as soon as it is received (the **Third Affidavit**)

**AND UPON** Counsel for Partners Group Maple Leaf Secondary Fund II, L.P. Inc., Partners Group Global Value Sicav, Partners Group Access IV, L.P., Partners Group Access 89 L.P. and Partners Group Access Secondary 2008, L.P. (the **Petitioners**) consenting to the Application and the JOLs' Application

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This **ORDER** was filed by Travers Thorp Alberga, attorneys for the General Partner and Oriental, whose address for service is 2nd Floor, Harbour Place, P.O. Box 472, Grand Cayman KY1-1106, Cayman Islands (Ref: ALP/C1227-001)

**AND UPON** Counsel for the GP and Oriental consenting to the JOLs' Application

**AND UPON** Counsel for the JOLs confirming that they do not oppose the Application



**IT IS ORDERED** that:

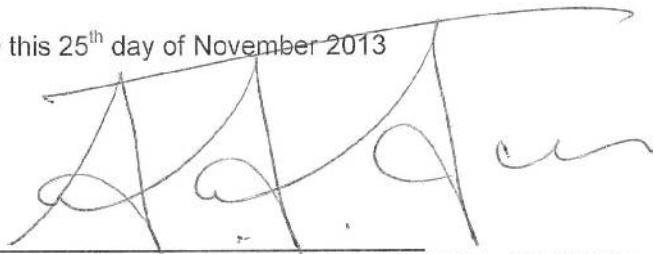
1. The JOLs be authorised to enter into the settlement agreement with the Petitioners, the GP and Oriental in the form exhibited in Exhibit "DM2" to the Affidavit (the **Settlement Agreement**) and take all steps to carry the Settlement Agreement into effect.
2. An assignment and/or transfer of the Petitioners' interests in the Partnership to Oriental, effected pursuant to and in accordance with the terms of the Settlement Agreement, shall not be avoided by Section 99 of the Companies Law (2013 Revision).
3. In the event that Counsel for the GP and Oriental lodge with the Court both:
  - (a) a Notice in the form set out in Schedule 3 to the Settlement Agreement countersigned by Counsel for the Petitioners, confirming that a transfer of the Petitioners' interests in the Partnership to Oriental has been effected pursuant to and in accordance with the terms of the Settlement Agreement; and
  - (b) a Notice in the form set out in Schedule 4 to the Settlement Agreement countersigned by Counsel for the JOLs, confirming that the fees, costs, expenses and/or disbursements of the JOLs have been provided for or paid to the JOLs by the GP and/or Oriental in accordance with the Settlement Agreement,

the Court will hereafter make a final order in terms of the draft attached hereto permanently staying the winding-up for all purposes pursuant to section 111(1) of the Companies Law (2013 Revision) and pursuant to which control of the Partnership shall revert to the GP and the Partnership shall be entitled to omit the words "In Official Liquidation" from its name, and discharging the JOLs from office, which order shall upon being made be filed by the GP with the Registrar of Companies and arrangement made for publication in the Gazette.

4. For the avoidance of doubt, any disposition of the Partnership's property, any transfer of any interests of the partners in the Partnership, and any alteration in the status of its partners, made or occurring after the permanent stay provided for in paragraph 3 above has become effective and unconditional, shall not be avoided by Section 99 of the Companies Law (2013 Revision).
5. There shall be liberty to apply.
6. There shall be no order as to the costs of the Application or the JOLs' Application.

DATED this 22<sup>nd</sup> day of November 2013

FILED this 25<sup>th</sup> day of November 2013



**THE HONOURABLE MR JUSTICE ANDRW J. JONES QC  
JUDGE OF THE GRAND COURT**



# SCHEDULE



IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO: FSD 73 OF 2013 (AJJ)

The Hon Mr Justice Andrew J. Jones QC  
In Chambers, 29 November 2013

IN THE MATTER OF SECTION 15(4) OF THE EXEMPTED LIMITED PARTNERSHIP LAW (2012 REVISION)

AND IN THE MATTER OF CYBERNAUT GROWTH FUND L.P.



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**DRAFT FINAL ORDER**

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**UPON** the application of Cybernaut Capital Management Limited (the **GP**) and Oriental Financial Holding Corporation (**Oriental**) by their Summons dated 29 November 2013 (the **Application**)

**AND UPON** reading the Sixth Affidavit of Chae Whorms sworn on 29 November 2013

**AND UPON** Counsel for Partners Group Maple Leaf Secondary Fund II, L.P. Inc., Partners Group Global Value Sicav, Partners Group Access IV, L.P., Partners Group Access 89 L.P. and Partners Group Access Secondary 2008, L.P. (the **Petitioners**) and Counsel for Stuart Sybersma, Timothy Derksen and Lai Kar Yan (Derek), the joint official liquidators (the **JOLs**) consenting to the Application

**AND UPON** Counsel for the GP and Oriental consenting to the JOLs' Application

**AND UPON** Counsel for the JOLs confirming that they do not oppose the Application

A handwritten signature in black ink, appearing to be "A. J. Jones", written over a horizontal line.

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This **ORDER** was filed by Travers Thorp Alberga, attorneys for the General Partner and Oriental, whose address for service is 2nd Floor, Harbour Place, P.O. Box 472, Grand Cayman KY1-1106, Cayman Islands (Ref: ALP/C1227-001)

IT IS ORDERED that:

4. The winding-up herein be and is hereby permanently stayed with immediate effect.
5. Control of the Partnership be and is hereby immediately returned to the GP.
6. The Partnership is entitled to omit the words "In Official Liquidation" from its name.
7. The JOLs be and are hereby immediately discharged from office.
5. No order for costs.

DATED this 29 day of November 2013

FILED this      day of November 2013

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**THE HONOURABLE Mr JUSTICE ANDREW J. JONES QC**  
**JUDGE OF THE GRAND COURT**

