

IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

CAUSE NO: FSD 73 OF 2013 (AJJ)

IN THE MATTER OF SECTION 15(4) OF THE EXEMPTED LIMITED PARTNERSHIP LAW (2013
REVISION)

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



ORDER

UPON the application of Cybernaut Capital Management Limited (the **GP**) and Oriental Financial Holding Corporation (**Oriental**) by their Summons dated 24 December 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 24 December 2013 (the **JOLs' Application**)

AND UPON reading the Fourth Affidavit of Daryl Magana with Exhibits "DM3" and "DM4" dated 24 December 2013 (the **Fourth 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

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 Amended Settlement Agreement with the Petitioners, the GP and Oriental in the form exhibited in Exhibit "DM3" to the Fourth

Affidavit (the **Amended Settlement Agreement**) and take all steps to carry the Amended 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 Amended 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 2 to the Amended 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 Amended Settlement Agreement; and
 - (b) a Notice in the form set out in Schedule 3 to the Amended 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 Amended Settlement Agreement,



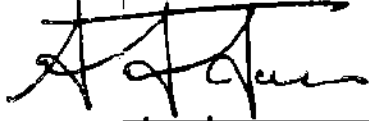
the Court will hereafter make a final order in terms of the draft attached hereto permanently staying the winding-up for all purposes pursuant to section 111(1) of the Companies Law (2013 Revision) and pursuant to which control of the Partnership shall revert to the GP and the Partnership shall be entitled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

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 ^{January 2014} ~~6~~ day of ~~December 2013~~

FILED this ²⁴ day of December 2013



THE HONOURABLE JUSTICE JONES
JUDGE OF THE GRAND COURT



Approved as to form and content:

Maples and Calder
MAPLES AND CALDER
Attorneys for the Petitioners

Approved as to form and content:

Travers Thorp Alberga
TRAVERS THORP ALBERGA
Attorneys for the GP and Oriental

Approved as to form and content:

WALKERS
Attorneys for the JOLs



Approved as to form and content:

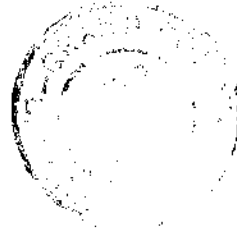
MAPLES AND CALDER
Attorneys for the Petitioners

Approved as to form and content:

Walker
WALKERS
Attorneys for the JOLs

Approved as to form and content:

Travers Thorp Alberga
TRAVERS THORP ALBERGA
Attorneys for the GP and Oriental



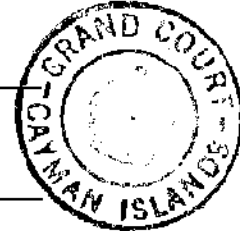
SCHEDULE



IN THE MATTER OF SECTION 15(4) OF THE EXEMPTED LIMITED PARTNERSHIP LAW (2013
REVISION)

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

DRAFT FINAL ORDER



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

AND UPON reading the Sixth Affidavit of Chae Whorms sworn on

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

IT IS ORDERED that:

1. The winding-up herein be and is hereby permanently stayed with immediate effect.
2. Control of the Partnership be and is hereby immediately returned to the GP.
4. The Partnership is entitled to omit the words "In Official Liquidation" from its name.
5. The JOLs be and are hereby immediately discharged from office.

6. No order for costs.

DATED this day of 201

FILED this day of 201

**THE HONOURABLE JUSTICE JONES
JUDGE OF THE GRAND COURT**



Approved as to form and content:

MAPLES AND CALDER
Attorneys for the Petitioners

Approved as to form and content:

WALKERS
Attorneys for the JOLs

Approved as to form and content:

TRAVERS THORP ALBERGA
Attorneys for the GP and Oriental

