

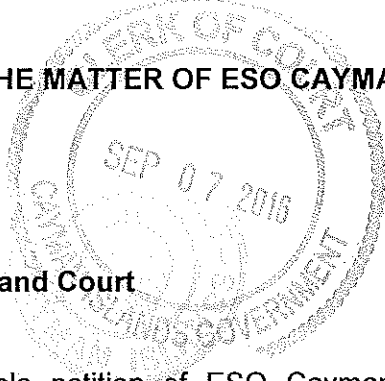
IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

CAUSE NO: FSD 0145 OF 2016 ()

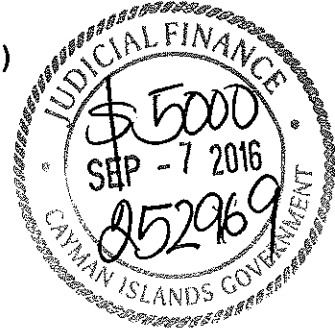
IN THE MATTER OF THE EXEMPTED LIMITED PARTNERSHIP LAW (2014 REVISION)

AND IN THE MATTER OF THE COMPANIES LAW (2013 REVISION)

AND IN THE MATTER OF ESO CAYMAN PARTNERS LP



PETITION



To the Grand Court

The humble petition of ESO Cayman Ltd. (in voluntary winding up) of c/o International Management Services Ltd, PO Box 61, 3rd Floor Harbour Centre, George Town, Grand Cayman, KY1-1102, Cayman Islands (the "**Petitioner**" or the "**General Partner**"), as General Partner of ESO Cayman Partners LP (the "**Partnership**"), shows that:

Preamble

1. The General Partner seeks that the winding up and dissolution of the Partnership be continued under the supervision of the Court pursuant to section 36(3)(g) of the Exempted Limited Partnerships Law (2014 Revision) ("**Partnership Law**") on the basis that the Partnership is insolvent.

The Partnership

2. The registered office of the Partnership is located at the offices of International Management Services Ltd, P.O. Box 61, 3rd Floor Harbour Centre, George Town, Grand Cayman KY1-1102, Cayman Islands.

This Petition was presented by Carey Olsen whose address for service is Level 1, Willow House, Ground Floor, Cricket Square, Grand Cayman, KY1-1001, Cayman Islands.

3. The Partnership was formed pursuant to the terms of a partnership agreement dated 20 September 2011 and was registered on the Cayman Islands Register of Exempted Limited Partnerships under partnership number 51709 on 20 September 2011.
4. The Partnership is presently constituted pursuant to the terms of the second amended and restated limited partnership agreement dated 7 October 2014 made between the General Partner and its limited partners (the "**Partnership Agreement**").
5. Pursuant to clause 2.05(a) of the Partnership Agreement, the Partnership was formed for the purpose of "discretionary fund management and associated activities including, without limitation, trading of assets of all types, advising in respect of assets of all types marketing and promoting investment interests in pool investment vehicles and all such other lawful activities as the General Partner may from time to time determine" on behalf of its limited partners.
6. The General Partner of the Partnership is ESO Cayman Ltd., an exempted company with limited liability incorporated in the Cayman Islands on 16 September 2011 pursuant to the Companies Law (as revised) ("**Companies Law**") and registered with the Cayman Islands Register of Companies under company number 262200.
7. On 1 September 2016 the General Partner and all if its limited partners passed a resolution pursuant to section 36(1)(b) of the Partnership Law that the Partnership be voluntarily wound up and dissolved and that the General Partner be appointed as liquidator to wind up and dissolve the Partnership in accordance with the terms of Partnership Agreement.
8. Notice of the winding up of the Partnership dated 1 September 2016 has been duly filed with the Cayman Islands Registrar of Exempted Limited Partnerships and will be published in the Cayman Islands Gazette on 12 September 2016.
9. As at the date of this petition the Partnership's assets are insufficient to satisfy its liabilities and therefore the Partnership is insolvent.
10. Accordingly, the General Partner considers that the voluntary winding up of the Partnership should continue under the supervision of the Court and that Andrew

Morrison and David Griffin of FTI Consulting (Cayman) Limited, PO Box 30613, Suite 3212, 53 Market Street, Camana Bay, Grand Cayman, KY1-1203, Cayman Islands be appointed as the joint official liquidators of the Partnership.

11. David Griffin and Andrew Morrison meet the requirements of regulations 4, 5, 6 and 7 of the Insolvency Practitioners' Regulations 2008 (the "**Regulations**") and consent to being appointed as the joint official liquidators of the Partnership.

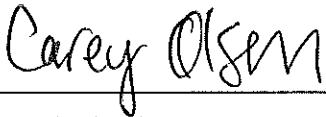
YOUR PETITIONER THEREFORE HUMBLY PRAYS THAT:

- (1) The Court order that the winding up and dissolution of the Partnership be continued under the supervision of the Court.
- (2) Andrew Morrison and David Griffin of FTI Consulting (Cayman) Limited, PO Box 30613, Suite 3212, 53 Market Street, Camana Bay, Grand Cayman, KY1-1203, Cayman Islands be appointed as Joint Official Liquidators ("**JOLs**") of the Partnership.
- (3) Andrew Morrison and David Griffin, in their capacity as JOLs of the Partnership, have the power to act jointly and severally.
- (4) The JOLs shall not be required to give security for their appointment.
- (5) The JOLs' remuneration and expenses be paid out of the assets of the Partnership in accordance with section 109 of the Companies Law, Part III of the Regulations and Companies Winding Up Rules O.20.
- (6) The JOLs be authorized to exercise any of the powers conferred on them by section 110(2) of the Companies Law and Parts I and II of the Third Schedule of the Companies Law without the further sanction or intervention of the Court.
- (7) No disposition of the property of the Partnership by or with the authority of the JOLs in carrying out their duties and functions and exercise of their powers under this Order shall be voided by virtue of section 99 of the Companies Law.

- (8) For the avoidance of doubt, no suit, action or other proceeding shall be proceeded with or commenced against the Partnership except with the leave of the Court and subject to such terms as the Court may impose.
- (9) The Petitioner's costs of this petition shall be paid out of the assets of the Partnership.
- (10) Such further or other orders or directions as the Court may think fit.

AND your Petitioner will ever pray, etc.

Dated this 7th day of September 2016.



CAREY OLSEN

Attorneys-at-law for the Petitioner

Note: This Petition is intended to be served on all interested parties.

NOTICE OF HEARING

TAKE NOTICE THAT the hearing of this petition will take place at the Law Courts, George Town, Grand Cayman, on _____ 2016 at _____ a.m./p.m. or as soon hereafter as the Petition can be heard.