

IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION

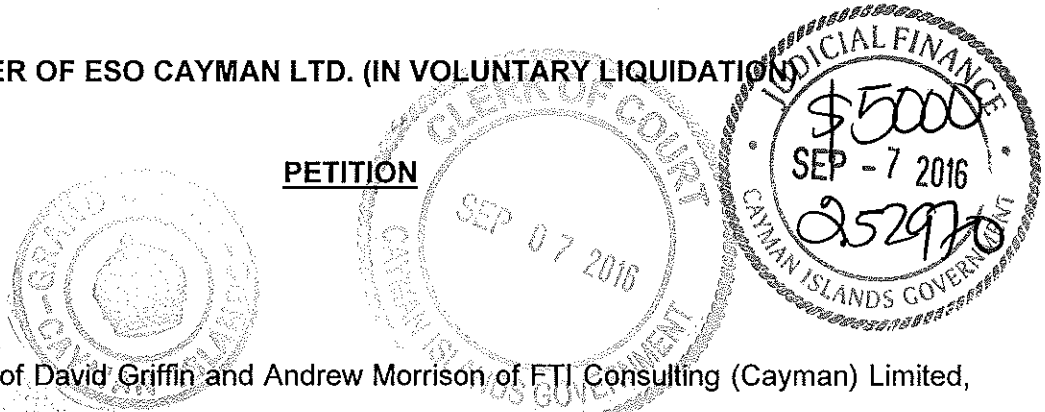
CAUSE NO: FSD 0140 OF 2016 ( )

IN THE MATTER OF THE COMPANIES LAW (2013 REVISION)

AND IN THE MATTER OF ESO CAYMAN LTD. (IN VOLUNTARY LIQUIDATION)

PETITION

To the Grand Court



The humble petition of David Griffin and Andrew Morrison of FTI Consulting (Cayman) Limited, PO Box 30613, Suite 3212, 53 Market Street, Camana Bay, Grand Cayman, KY1-1203, Cayman Islands as Joint Voluntary Liquidators (the "JVLs") of ESO Cayman Ltd. (the "Company"), shows that:

**Preamble**

1. The JVLs seek orders that the voluntary liquidation of the Company continue under the supervision of this Honourable Court pursuant to section 131 of the Companies Law (2013 Revision) (the "Law") and that they be appointed joint official liquidators of the Company ("JOLs").

**The Company**

2. The Company is an exempted company with limited liability incorporated in the Cayman Islands on 16 September 2011 pursuant to the Companies Law and registered with the Cayman Islands Register of Companies under company number 262200.
3. The registered office of the Company is located at the offices of International Management Services Ltd, P.O. Box 61, 3<sup>rd</sup> 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.

4. The Company has an authorised share capital of US\$50,000 divided into 5,000,000 shares with a par value of US\$0.01 each.
5. The Company is the general partner of ESO Cayman Partners LP, an exempted limited partnership registered in the Cayman Islands pursuant to the Exempted Limited Partnership Law (the "**Partnership**"). In accordance with the clause 2.05(a) of its 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. By unanimous written resolution of the Company's sole shareholder dated 1 September 2016, it was resolved that the Company be placed into voluntary liquidation and that the JVLs be appointed to act jointly and severally for the purposes of winding-up the Company. Notice of the appointment of the JVLs dated 1 September 2016 has been duly filed with the Cayman Islands Registrar of Companies and will be published in the Cayman Islands Gazette on 12 September 2016.
7. The JVLs have consented to act as joint voluntary liquidators of the Company by way of their written consent addressed to the Company dated 1 September 2016, which was duly filed with the Cayman Islands Registrar of Companies.
8. The voluntary liquidation of the Company is deemed to have commenced on 1 September 2016 pursuant to section 117(1)(a) of the Law.
9. At the time of the commencement of the voluntary liquidation, the directors of the Company were Mark Cook and Ebony Myles-Berry.
10. As at the date of this petition the Company's assets are insufficient to satisfy its current and future liabilities and therefore the Company is insolvent.
11. Accordingly, the JVLs consider that the voluntary liquidation of the Company should continue under the supervision of the Court pursuant to section 131 of the Law and that

they (Andrew Morrison and David Griffin of FTI Consulting (Cayman) Limited) be appointed as JOLs.

12. 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 JOLs of the Partnership.

**YOUR PETITIONER THEREFORE HUMBLY PRAYS THAT:**

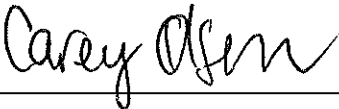
- (1) The liquidation of the Company be continued under the supervision of the Court.
- (2) Andrew Morrison and David Griffin of FTI Consulting (Cayman) Limited, PO Box 30613, Suite 3212, 53 Market Street, Camana Bay, Grand Cayman, KY1-1203, Cayman Islands be appointed as the JOLs of the Company.
- (3) Andrew Morrison and David Griffin, in their capacity as JOLs of the Company, 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 Company in accordance with section 109 of the 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 Law and Parts I and II of the Third Schedule of the 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 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 Company.

(10) Such further or other orders or directions as the Court may think fit.

AND your Petitioner will ever pray, etc.

Dated this 7<sup>th</sup> 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.