



IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

FSD CAUSE NO. 79 OF 2020 ()

IN THE MATTER OF THE COMPANIES LAW (2020 REVISION)

AND

IN THE MATTER OF THE WOODBRIDGE FUND (IN VOLUNTARY LIQUIDATION)

PETITION



TO THE GRAND COURT OF THE CAYMAN ISLANDS

The Humble Petition of Simon Conway and Jess Shakespeare of PwC Corporate Finance & Recovery (Cayman) Limited, P.O. Box 258, Grand Cayman, KY1-1104, Cayman Islands, as Joint Voluntary Liquidators (the "JVLs") of The Woodbridge Fund (in voluntary liquidation) (the "Company"), shows that:

1. The purpose of this Petition is to seek an order that the voluntary liquidation of the Company continue under the supervision of this Honourable Court pursuant to section 124 of the Companies Law (2020 Revision) (the "Companies Law") and Order 15, Rule 2 of The Companies Winding Up Rules 2018 (the "CWR").
2. The Company is an exempted limited liability company, which was registered in the Cayman Islands on 9 June 2011 with the Registrar of Companies. The Registration Number of the Company is 257693.
3. The registered office of the Company at the commencement of the liquidation is PwC Corporate Finance & Recovery (Cayman) Ltd., P.O. Box 258, 18 Forum Lane, Camana Bay, Grand Cayman KY1-1104, Cayman Islands.
4. The Directors of the Company are Nicholas Smith, Michael McDonald, and James MacFee.

This Petition was presented by **BEDELL CRISTIN** of 53 Market Street, Unit 3211, Camana Bay, P.O. Box 1990, Grand Cayman, KY1-1104, Cayman Islands, Attorneys-at-law for and on behalf of the Petitioner whose address for service is that of its said Attorneys.

5. The Company has an authorised share capital of US\$50,000 consisting of 4,999,000 Non-Voting Redeemable Participating shares of US\$0.01 each and 10 Voting Shares of US\$1.00 each.
6. The objects for which the Company was established are unrestricted.
7. By special resolution of the sole shareholder of the Company on 27 March 2020, it was resolved that the Fund be placed into voluntary liquidation and that the JVLs be appointed for the purposes of winding-up the Fund.
8. The voluntary winding-up of the Company is therefore deemed to have commenced on 27 March 2020 pursuant to section 117(1)(a) of the Companies Law.
9. All Directors have confirmed in writing to the JVLs that they are not prepared to sign a declaration of solvency within 28 days of the commencement of the winding-up of the Company.
10. The JVLs therefore respectfully request orders of the Court pursuant to section 124 of the Companies Law that the liquidation of the Fund continue under the supervision of the Court, and that they be appointed as the joint official liquidators of the Company.
11. Simon Conway and Jess Shakespeare:
 - a. Are “qualified insolvency practitioners” as defined in section 89 of the Companies Law and as prescribed by Regulation 4 of the Insolvency Practitioners’ Regulations 2018 (as amended) (the “Regulations”);
 - b. Meet the residency requirements contained in Regulation 5 of the Regulations;
 - c. Meet the independence requirements prescribed by Regulation 6 of the Regulations;
 - d. Meet the insurance requirements prescribed by Regulation 7 of the Regulations and PWC holds a trade licence which authorises its staff to carry on business as professional insolvency practitioners; and

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- e. Consent to their appointment as official liquidators of the Fund, if so appointed by the Court.

YOUR PETITIONERS THEREFORE HUMBLY PRAY THAT:-

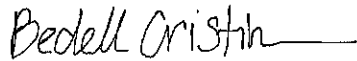
1. The voluntary liquidation of the Company be continued under the supervision of the Court.
2. Simon Conway and Jess Shakespeare of PwC Corporate Finance & Recovery (Cayman) Limited, P.O. Box 258, Grand Cayman, KY1-1104, Cayman Islands be appointed as joint official liquidators of the Company.
3. The JOLs 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 Companies Law, Part III of the Regulations, and CWR O. 20.
6. The JOLs be authorised pursuant to section 110(2)(a) of the Companies Law to exercise the following powers specified in Part I of the Third Schedule to the Companies Law, without the further sanction or intervention of the Court:
 - a. The power to engage staff, agents and/or consultants (whether or not as employees of the Fund) in the Cayman Islands and elsewhere to assist the JOLs in the performance of their functions; and
 - b. The power to engage attorneys and other professionally qualified persons in the Cayman Islands and elsewhere to assist the JOLs in the performance of their functions.
7. The JOLs be authorised to seek the recognition of their appointment in the United States without further sanction or intervention of the Court.

This Petition was presented by **BEDELL CRISTIN** of 53 Market Street, Unit 3211, Camana Bay, P.O. Box 1990, Grand Cayman, KY1-1104, Cayman Islands, Attorneys-at-law for and on behalf of the Petitioner whose address for service is that of its said Attorneys.

8. The JOLs be authorised pursuant to section 110(2)(b) of the Companies Law to jointly and severally exercise all of the powers specified in Part II of the Third Schedule to the Companies Law, without the further sanction or intervention of the Court.
9. The costs of this Petition shall be paid out of the assets of the Fund as an expense in the liquidation, such costs to be taxed if not agreed with the JOLs.
10. Such further or other orders be made as the Court deem fit.

AND your Petitioner will ever pray etc.

DATED this the 24th day of April 2020



BEDELL CRISTIN

NOTE: This Petition is not intended to be served.

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NOTICE OF HEARING

TAKE NOTICE THAT the hearing of this petition will take place at the Law Courts, George Town, Grand Cayman, on _____ 2020 at _____ AM/PM. Any correspondence or communication with the Court relating to the hearing of this petition should be addressed to the Registrar of the Financial Services Division of the Grand Court at PO Box 495, Grand Cayman, KY1-1106, telephone 345 949 4296.

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