

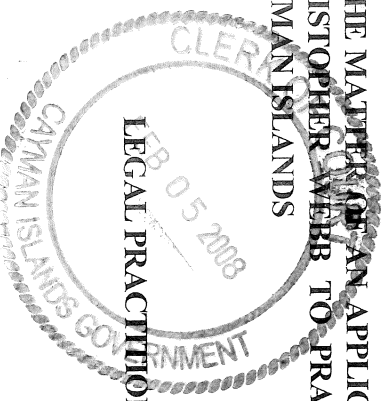
COPY

IN THE GRAND COURT OF THE CAYMAN ISLANDS
HOLDEN AT GEORGE TOWN



CASE NO: 78078-OF 2008

IN THE MATTER OF AN APPLICATION FOR GENERAL ADMISSION BY NOEL CHRISTOPHER WEBB TO PRACTICE AS AN ATTORNEY-AT-LAW IN THE CAYMAN ISLANDS



*26.2.08
29/30*

Form 1
LEGAL PRACTITIONERS (STUDENTS) REGULATIONS
(2007 Revision)
Application to be Admitted as an Attorney-at-law
(section 3 (1) (c) and regulation 19 (2))

We Noel Christopher Webb of P.O. Box 31959 S.M.B. and Kevin C. Butler, Attorney-At-Law of P.O. Box 2681 George Town do solemnly and sincerely declare as follows-

A. And I the said Noel Christopher Webb for myself do say that-

- (1) I am one and the same person named as clerk in the Articles of Clerkship bearing the date the 1st day of August 2006 now produced and shown to me marked with the letter "A".
- (2) The said Articles of Clerkship were registered pursuant to regulation 16 on the 18th day of January 2007.
- (3) Since the date of execution of the articles I have been actually employed in the proper business practice and employment of Conyers Dill & Pearman and have not held any other office or engaged in any other employment during that period.
- (4) I have never been convicted of a criminal offence.
- (5) I was awarded the Post Graduate Diploma In Legal Practice on the 1st day of October, 2006, and received a letter of recognition from the Legal Advisory Council on the 10th day of January 2007, and a true copy of the same is now produced and shown to me and marked with the letter "B".

B. And I the said Kevin C. Butler, Attorney-At-Law for myself do say-

- (1) I am a practising attorney-at-law qualified under section 15 of the Legal Practitioners Law (2007 Revision) to take a person into my service as an Articled Clerk, and am the same person named as principal in the Articles of Clerkship now produced and shown to me marked with the letter "A".
- (2) The said Noel Christopher Webb has been bound by articles to me since the 1st day of August 2006 and has since that date been actually employed in my proper business practice and employment as an Articled Clerk.
- (3) The period of articles which has been served satisfies the requirement of regulation 17.
- (4) The said Noel Christopher Webb is a fit and proper person to be admitted as an attorney-at-law.

And we make this solemn declaration conscientiously believing the same to be true and by virtue of the Voluntary Declarations Law (1998 Revision).

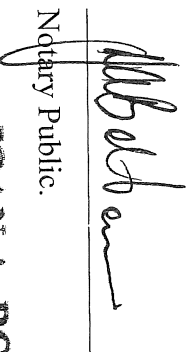
Signed 

Noel Christopher Webb

Signed 

Kevin C. Butler

Taken and acknowledged this 1st day of February, 2008 before me:


Notary Public.

JOAN A. BOLTON
NOTARY PUBLIC
CAYMAN ISLANDS

"A"

THESE ARTICLES OF CLERKSHIP are made this 1st day of August, 2006.

BETWEEN:

KEVIN C. BUTLER of P.O. Box 2681, Grand Cayman KY1-1111, CAYMAN ISLANDS (the "Principal") of the One Part

AND:

NOEL C. WEBB of P.O. Box 31959SMB, Grand Cayman, Cayman Islands (the "Articled Clerk") of the Other Part

WITNESS as follows:

- 1) The Principal hereby takes the Articled Clerk as his clerk for the period of eighteen months from 1st August, 2006 (the "Term").
- 2) The Articled Clerk binds himself to the Principal to serve the Principal for the Term.
- 3) The Articled Clerk covenants with the Principal as follows:
 - a) Honestly, diligently, and faithfully and to the best of his ability to serve the Principal throughout the Term as the Principal's articled clerk in the profession of an attorney-at-law.
 - b) Not at any time to deal improperly with the money or property of the Principal or of his firm or of any of his or their clients or employees which shall be deposited in his or their hands or entrusted to the custody of him or them.
 - c) At all times during the Term to readily obey and execute the lawful and reasonable instructions of the Principal and his partners and except as otherwise in these Articles provided not to absent himself from the service and employment of the Principal at any time during the Term without the consent of the Principal and at all times during the Term to conduct himself with all due diligence, honesty and propriety and to truly and honestly serve the Principal during the Term as a faithful clerk ought.
 - d) To take all reasonable and proper care to prevent the Principal from sustaining any loss or damage or prejudice by the misbehaviour, neglect or improper conduct of the Articled Clerk.
- 4) The Principal covenants with the Articled Clerk as follows:

a) To accept and take the Articled Clerk as his clerk and to the best of his ability to teach and instruct the Articled Clerk or cause him to be taught and instructed by the Principal or any assistant attorneys-at-law employed by any of them in the practice and profession of any attorney in such manner as the Principal now practices or may during the Term practice and to provide the Articled Clerk with the opportunity to learn and assimilate the basic skills and characteristics associated with the practice and profession of an attorney-at-law and in particular to:

(i) Provide the Articled Clerk with the opportunity of assimilating the principles of professional conduct and etiquette and to learn by practice the following basic skills:-

- (1) Drafting;
- (2) Interviewing;
- (3) Research;
- (4) Office administration, routines, procedures and practice management;
- (5) Ethics, legal writing, negotiation and problem solving.

(ii) Give the Articled Clerk the opportunity of being involved in legal work in the following fields:-

- (1) Commercial Law;
- (2) Company and Partnership Law;
- (3) Corporate and Securities Law;
- (4) Legal Accounting; and
- (5) Trust and Succession.


(b) To use all reasonable endeavours to ensure that each calendar month either he or another person delegated by him for the purpose will be available to discuss informally with the Articled Clerk such general points as may have arisen thus far during the Term

5) The Articled Clerk's salary and other benefits shall be as provided for by a contract of employment dated the 12th day of May, 2006 between the Articled Clerk and the firm of Conyers Dill and Pearman.

6) In the event of any difficulty or dispute between the Articled Clerk and the Principal concerning the fulfillment of the relevant provisions of these Articles or the conduct of either party in relation to these Articles, the parties shall first attempt to resolve the same between them or within the firm of Conyers Dill and Pearman. Failing that, the matter may be referred by either of them to the Legal Advisory Council (established under section 18 of the Legal Practitioners Law) with a view to such difficulty or dispute being settled by conciliation. If as a consequence of a reference to it under the Clause that Council determines that any of the covenants in Clauses 4(a)(i), 4(a)(ii), or 4(b) hereof have not been or have no reasonable likelihood of being complied with by the Principal then the Principal will give the Articled Clerk the opportunity to be released from these Articles.

IN WITNESS whereof the parties hereof have hereunto, set their respective hands and seals the day and year first above written.

SIGNED SEALED and DELIVERED
by KEVIN C. BRITLER in the presence of:-



Witness

SIGNED SEALED and DELIVERED
by NOEL C. WEBB in the presence of:-

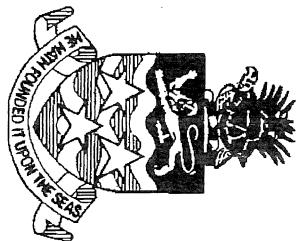


Witness

I, ~~Samuel Bullock~~  &c., Attorney General of the Cayman Islands, HEREBY CERTIFY that I am satisfied that the terms of these Articles are fair and reasonable.

DATED this 4th day of December 2006

11 B 11



CAYMAN ISLANDS

CAYMAN ISLANDS LAW SCHOOL

Dr S. Cooper LLB LLM MPhil PhD
Cayman Islands Law School
P. O. Box 1568
Grand Cayman KY1-1110
CAYMAN ISLANDS

Tel: (345) 945-0077 ext.229
Fax: (345) 946-1845
E-mail: Simon.Cooper@gov.ky

10 Jan 2007

Dear Mr Webb

The Legal Advisory Council has received your application for equivalency of your Legal Practice Course qualification with the local Qualifying Examination, pursuant to regulation 21(1)(a) Legal Practitioners (Students) Regulations (2005 Revision).

I am pleased to inform you that the Council has recognised your qualification as equivalent to the Qualifying Examination.

With kind regards

A handwritten signature in black ink, appearing to read "S Cooper".

Dr S Cooper
on behalf of Mitchell Davies
Secretary to the Legal Advisory Council