

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

In re:

AJW OFFSHORE, LTD., *et al.*,

Debtors in Foreign Proceedings.

Chapter 15

Case No. 13-70078-ast

13-70082-ast

13-70085-ast

13-70087-ast

(Jointly Administered)

**ORDER GRANTING RECOGNITION
OF A FOREIGN MAIN PROCEEDING**

Petitioners Ian Stokoe and David Walker, both of PwC Corporate Finance & Recovery (Cayman) Limited (the “Petitioners”), in their capacity as duly appointed foreign representatives, as defined in section 101(24) of title 11 of the United States Code (the “Bankruptcy Code”), of AJW Offshore Ltd., AJW Master Fund, Ltd., AJW Offshore II, Ltd., and AJW Master Fund II, Ltd. (collectively the “Offshore Funds”), debtors in foreign proceedings (the “Cayman Islands Proceedings”), as defined in Bankruptcy Code section 101(23), pending before the Grand Court of the Cayman Islands, Financial Services Division (the “Cayman Islands Grand Court”), by and through their attorneys Reid Collins & Tsai LLP, having filed (a) the Official Form B1 Chapter 15 petitions for each of the Offshore Funds commencing these Chapter 15 cases (the “Petitions”); (b) the Verified Petition of Foreign Representatives Ian Stokoe and David Walker in Support of Applications for Recognition of Foreign Main Proceedings Pursuant to 11 U.S.C. § 1517 and Additional Relief (the “Verified Petition”) along with the exhibits thereto; (c) the Declaration of Ian Stokoe (the “Stokoe Declaration”) along with the exhibits thereto; (d) the Declaration of Christopher Russell (the “Russell Declaration”), and (e) the Memorandum of Law

in Support of Verified Petition, and (f) further pleadings supplementing and responding to Objections to the requested relief (the “Memorandum of Law,” together with the Verified Petition, Stokoe Declaration, Russell Declaration, and other pleadings the “Chapter 15 Pleadings”); and the Court having reviewed and considered the Chapter 15 Pleadings; and the Court having reviewed, considered and overruled all objections thereto; and due and timely notice of the filing of the Chapter 15 Pleadings having been given; and after due deliberation and sufficient cause appearing therefore, the Court makes the following findings of fact and conclusions of law:

a. This Court has jurisdiction over these Chapter 15 cases of the Offshore Funds pursuant to 28 U.S.C. §§ 157 and 1334 and the Standing Order of Reference in effect in the Eastern District of New York dated August 28, 1986, as amended on December 5, 2012.

b. Venue of these Chapter 15 cases is proper in this judicial district pursuant to 28 U.S.C. § 1410.

c. The consideration of the Chapter 15 Pleadings and the relief requested therein is a core proceeding under 28 U.S.C. § 157(b)(2)(P).

d. These Chapter 15 cases were properly commenced in compliance with and pursuant to sections 1504 and 1515 of the Bankruptcy Code.

e. The Chapter 15 Pleadings meet the requirements of section 1515 of the Bankruptcy Code and Rule 1007(a)(4) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

f. The Cayman Islands Proceedings are entitled to recognition by this Court pursuant to section 1517 of the Bankruptcy Code.

g. The Cayman Islands Proceedings are foreign proceedings within the meaning of section 101(23) of the Bankruptcy Code.

h. The Cayman Islands Proceedings are pending in the Cayman Islands, which is the location of the Offshore Funds' "center of main interests," and as such the Cayman Islands Proceedings are entitled to recognition as foreign main proceedings pursuant to sections 1502(4) and 1517(b)(1) of the Bankruptcy Code.

i. Petitioners are "persons" within the definition of section 101(41) of the Bankruptcy Code and are the duly appointed "foreign representatives" of the Offshore Funds within the meaning of section 101(24) of the Bankruptcy Code, and, as such, are entitled to directly petition the Court for recognition of the Cayman Islands Proceedings under section 1509 of the Bankruptcy Code.

j. Petitioners are entitled to all relief provided pursuant to section 1520 of the Bankruptcy Code without limitation.

k. Petitioners are entitled to relief provided pursuant to section 108 of the Bankruptcy Code.

l. The relief granted hereby is necessary and appropriate to effectuate the purposes of Chapter 15 of the Bankruptcy Code, is in the interests of public policy and international comity, is not manifestly contrary to the public policy of the United States, and is warranted pursuant to section 1520 of the Bankruptcy Code.

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Cayman Islands Proceedings are granted recognition as foreign main proceedings, as defined in section 1502(4) of the Bankruptcy Code, pursuant to section 1517 of the Bankruptcy Code.

2. All relief afforded a foreign main proceeding automatically upon recognition pursuant to section 1520 of the Bankruptcy Code is granted.

3. Petitioners are and shall be recognized as the foreign representatives of the Offshore Funds for which they were duly appointed as Joint Official Liquidators in the Cayman Islands Proceedings.

4. Petitioners are authorized to operate the Offshore Funds' businesses and may exercise the powers of a trustee under and to the extent provided by sections 363 and 552 of the Bankruptcy Code.

5. The protections of sections 361 and 362 of the Bankruptcy Code shall apply to the Offshore Funds and their assets in the United States.

6. The statutory tolling and extensions provided for in section 108 of the Bankruptcy Code apply for the Offshore Funds from the date of this Order, without prejudice to Petitioners' request for section 108's statutory tolling and extension provisions to apply *nunc pro tunc* to the date of the filing of the Verified Petition, January 7, 2013.

7. Consistent with this Order, Petitioners are authorized to recover property of the Offshore Funds' estates, commence or continue any action within the United States in furtherance of their activities as the foreign representatives of the Offshore Funds and take any actions necessary to effectuate the relief granted pursuant to the Order and all other relief provided by section 1509(b).

8. Service of this Order shall be made by United States mail, first-class postage prepaid on or before **February 7, 2013**, upon (i) the Debtor, in accordance with the laws of the Cayman Islands (ii) the U.S. Trustee, (iii) the U.S. Securities and Exchange Commission, (iv) any official liquidating committee or other committee appointed in the Cayman Islands

Proceedings of the Offshore Funds, (v) all persons or bodies authorized to administer the foreign proceedings of the Offshore Funds, (vi) Corey Ribotsky; and (vii) all parties to litigation pending in the United States in which the Offshore Funds are a party at the time of the filing of the petition at their last known addresses or, in the case of Corey Ribotsky, by email.

9. Petitioners shall publish this Order on the Offshore Funds' public website: <http://www.ajw-group-liquidation.com/>, on or before **February 7, 2013**, and will further cause emails to be sent to the Offshore Funds' registered stakeholders and the members of the Offshore Funds' liquidation committee, alerting them that this Order is available on such website.


10. Such service shall be good and sufficient service and adequate notice of this Order for all purposes; proof of such service shall be filed on or before **February 14, 2013**.

11. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry. This Order shall be entered in the lead case of AJW Offshore, Ltd., 13-70078-ast, and, in accordance with this Court's Order Directing Joint Administration of Cases Under Chapter 15 of the Bankruptcy Code entered January 11, 2013 [dkt item 13], shall be immediately effective as to each of the Offshore Funds.

12. This Court shall retain jurisdiction with respect to the enforcement, amendment or modification of this Order, any requests for additional relief or any adversary proceeding brought in and through these Chapter 15 cases, and any request by any person or entity for relief from the provisions of this Order.

Dated: February 5, 2013
Central Islip, New York





Alan S. Trust
United States Bankruptcy Judge