

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)

**[PROPOSED] ORDER GRANTING  
ADDITIONAL RELIEF PURSUANT TO 11 U.S.C. § 1521**

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 (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 due and timely notice of the filing of the Chapter 15 Pleadings having been given; and no objections or other responses having been filed and have not been overruled, withdrawn, or otherwise resolved; and after due deliberation and sufficient cause appearing therefore, the Court makes the following findings of fact and conclusions of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 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 request for additional relief is a core proceeding under 28 U.S.C. § 157(b)(2)(P).
- d. Petitioners are entitled to the additional relief as set forth herein under section 1521 of the Bankruptcy Code.
- e. 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. Petitioners are authorized to control, manage, use, administer, and distribute the Offshore Funds’ assets under the Cayman Islands Proceedings, and are entrusted with the

administration and realization of all of the Offshore Funds' assets that are located within the territorial jurisdiction of the United States. This specifically includes the right to bring avoidance actions under Cayman Islands law.

2. To the extent not provided for in this Court's Order recognizing the Cayman Islands Proceedings as foreign main proceedings [dkt item 31], upon entry of this Order, all persons (other than the Petitioners in their capacity as foreign representatives of the Offshore Funds) are automatically enjoined from:

- (i) commencing or continuing any judicial, administrative, or other action or proceeding in the United States against the Petitioners, the Offshore Funds or the Offshore Funds' property or assets, to the extent not stayed automatically under section 1520(a) of the Bankruptcy Code;
- (ii) executing against, transferring, encumbering, interfering or otherwise disposing of any of the Offshore Funds' property, assets or agreements, to the extent not stayed automatically under section 1520(a) of the Bankruptcy Code;
- (iii) enforcing, against the Petitioners, the Offshore Funds, or the Offshore Fund's property or assets in the United States; any judicial, quasi-judicial, administrative or regulatory judgment, assessment or order or arbitration award against the Offshore Funds or the Offshore Funds' property or assets;
- (iv) taking any action to (a) obtain possession of the Offshore Funds' property or assets in the United States, (b) interfere with any agreements to which the Offshore Funds are a part or a beneficiary, or (c) exercise control over the Offshore Funds' property or assets in the United States, except as otherwise expressly authorized (1) by an order of the Cayman Islands Grand Court or this Court permitting such action or (2) by the express written consent of Petitioners;
- (v) taking any action to create, perfect or enforce any lien against the Offshore Funds' property or assets in the United States;
- (vi) taking any action to collect, assess or recover a claim against the Offshore Funds in the United States or in respect of the Offshore Funds' property or assets in the United States; or

- (vii) transferring, encumbering or otherwise disposing of or interfering with any property, assets, agreements or rights of the Offshore Funds, except as otherwise expressly authorized (a) by an order of the Cayman Islands Grand Court or this Court permitting such action or (b) by the express written consent of Petitioners.

3. Petitioners are authorized to conduct discovery, issue subpoenas, examine witnesses, take 2004 examinations, take evidence, and receive documents and information pursuant to applicable provisions of the Bankruptcy Code, the Bankruptcy Rules or the Local Rules of the Bankruptcy Court of the Eastern District of New York concerning, *inter alia*, the Offshore Funds' assets, affairs, right, obligation or liabilities.

4. Petitioners have the right to seek, pursuant to Bankruptcy Code section 542 or 543, as applicable, the turnover of all of the Debtors' property or proceeds from all persons or entities in possession, custody, or control of such property or proceeds thereof to Petitioners.

5. No action taken by Petitioners, their successors, directors, officers, agents, employees, representatives, advisors or attorneys, or any of them, in preparing, disseminating, applying for, implementing or otherwise acting in furtherance of the Cayman Islands Proceedings, this Order, any further order for additional relief, or any adversary proceedings in connection therewith as the Bankruptcy Code may make, will be deemed to constitute a waiver of the immunity afforded to the petitioners and their successors, directors, officers, agents, employees, representatives, advisors or attorneys, pursuant to section 1510 of the Bankruptcy Code.

6. Service of this Order shall be given to the Original Notice Parties and the Additional Relief Parties (as defined in the Emergency Motion of Foreign Representatives for Order Approving Manner of Notice for the Hearing on Additional Relief) by mail or, in the case of Corey Ribotsky, by email.

7. Petitioners will 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.

8. Such service shall be good and sufficient service and adequate notice of this Order for all purposes.

9. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

10. 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.