

IN THE HIGH COURT OF JUSTICE IN THE ISLE OF MAN

CHANCERY DIVISION

IN THE MATTER of the **COMPANIES ACT 1931**

and

IN THE MATTER of **KAUPTHING SINGER & FRIEDLANDER (ISLE OF MAN) LIMITED**

and

IN THE MATTER of **THE JOINT PETITION** of **KAUPTHING SINGER & FRIEDLANDER (ISLE OF MAN) LIMITED** and the **FINANCIAL SUPERVISION COMMISSION** dated 9th October 2008 (the "Winding-Up Petition")

and

IN THE MATTER of the **JOINT PETITION** dated 22nd May 2009 of **MICHAEL SIMPSON** and **PETER NORMAN SPRATT** ("the proposed Provisional Liquidators' Petition")

At a Court held at Douglas on
the 27th day of May 2009

**HIS HONOUR
THE DEPUTY DEEMSTER CORLETT**

UPON the above styled Winding-Up Petition and proposed Provisional Liquidators' Petition both being called this day in the presence of Counsel for Kaupthing Singer & Friedlander (Isle of Man) Limited ("KSFIOM") and the Isle of Man Government Financial Supervision Commission (together the "Joint Petitioners to the Winding-Up Petition") and in the presence of Counsel for the following Noticed Parties (the "Noticed Parties"):-

1. The Treasury of the Isle of Man Government (the "Treasury")
2. CMI Insurance Company Limited, Norwich Union International Limited, AXA Isle of Man Limited, Royal Skandia Life Assurance Limited, Prudential International Assurance Limited Friends Provident International Limited and Legal and General (Ireland) Limited
3. Canada Life International Limited
4. Falconridge Holdings Limited and Richochet A.R.L
5. Zygmund Sieczko, Sarah Chantrey and Tracey Sheila Spuyman

6. Creg Ny Baa Property Holdings Limited, Cassidy Creek Limited, Balios Limited, Trustees of The Giulo Trust, Honeyby Limited, Gingerbread Limited, Trustees of The Marsh Trust and Stradbrook Limited

And in the presence of Counsel for Michael Simpson and Peter Norman Spratt initially as Joint Liquidators provisionally of KSFIOM and pursuant to this Order as Joint Provisional Liquidators and Joint deemed Official Receivers of KSFIOM

And there being no appearance by or on behalf of Kaupthing Bank hf, Norman Roper, Mary Roper, Martin Moule, PRC Mortgages Limited, Martyn Dawes, Medallion Capital Corporation, Gavin Brake, Katie Jarman or Leo Keith Hughes

And having read the Affidavit of Michael Simpson sworn on the 22nd May 2009 and having perused the exhibits thereto **AND** having heard Counsel for the Joint Petitioners to the Winding-Up Petition who referred the Court to the affidavits of Aidan Andrew Doherty sworn on the 9th October and 24th October 2008 and to the affidavit of Michael Patrick Weldon sworn on the 9th October 2008 each filed in support of the Winding-Up Petition and such Counsel having informed the Court that KSFIOM remains unable to pay its debts as they fall due for the reasons set out in the said affidavit evidence filed in support of the Winding-Up Petition **AND** having heard Counsel for the Noticed Parties and for the aforesaid Joint Liquidators provisionally **AND** there being no opposition to the relief sought in the Winding-Up Petition **Upon** consideration had thereof **IT IS ORDERED THAT:**

1. Michael Simpson and Peter Norman Spratt be and hereby are discharged as Joint Liquidators provisionally of KSFIOM without prejudice to any outstanding claim for payment of their fees and expenses out of the assets of KSFIOM as Joint Liquidators provisionally of KSFIOM
2. KSFIOM be and hereby is wound up pursuant to section 162(5) of the Companies Act 1931 (the "Companies Act")
3. The aforesaid Michael Simpson and Peter Norman Spratt be and hereby are appointed as Joint Provisional Liquidators of KSFIOM and pursuant to section 174 of the Companies Act they shall also be the Joint deemed Official Receivers for the purposes of the winding-up of KSFIOM

- 4 Any act required or authorised to be done by the said Michael Simpson and Peter Norman Spratt as Joint Provisional Liquidators and/or as Joint deemed Official Receivers of KSFIOM may be done by both or any one of them

AND having heard Counsel for the Joint Provisional Liquidators and the Noticed Parties upon the proposed Provisional Liquidators' Petition **IT IS FURTHER ORDERED THAT:**

5. The said Michael Simpson and Peter Norman Spratt as Joint Provisional Liquidators and Joint deemed Official Receivers of KSFIOM shall have power pursuant to section 184(1) of the Companies Act:
- (1) to bring or defend any action or other legal proceeding in the name or on behalf of the Company;
 - (2) to carry on the business of KSFIOM so far as may be necessary for the beneficial winding-up thereof
 - (3) to appoint advocates or other law agents (whether in the Isle of Man or elsewhere) to assist them in the performance of their duties
 - (4) Michael Simpson and Peter Norman Spratt as Joint Provisional Liquidators and Joint deemed Official Receivers of KSFIOM may pay those creditors of KSFIOM who have a preferential claim as defined by the Preferential Payments Act 1908 as amended
6. Michael Simpson and Peter Norman Spratt as Joint Provisional Liquidators and Joint deemed Official Receivers of KSFIOM may exercise with immediate effect all the powers granted to a liquidator under the Companies (Winding-Up) Rules 1934 ("the Rules") (notwithstanding that no Order under section 179(3) of the Companies Act confirming the appointment of Michael Simpson or Peter Norman Spratt as liquidator of KSFIOM has yet been made) and in particular (without prejudice to the generality of the foregoing) to give notice of their intention to declare an initial dividend and to declare and pay such a dividend pursuant to Rule 96 of the Rules and to undertake such other steps as may be prescribed under the Rules as may be necessary for the purposes of declaring and paying such a dividend to creditors of KSFIOM

7. For the avoidance of doubt the said Michael Simpson and Peter Norman Spratt as Joint Provisional Liquidators and Joint deemed Official Receivers of KSFIOM may exercise the powers under section 184(2) of the Companies Act
8. Pursuant to and for the purposes of section 179(1) of the Companies Act the said Michael Simpson and Peter Norman Spratt as Joint deemed Official Receivers of KSFIOM shall summon separate meetings of the creditors and contributories of KSFIOM (the "First Meetings") and it is hereby directed pursuant to Rules 98 and 194 of the Rules that the First Meetings shall be held within six (6) weeks after the date of this Order
9. For the purposes of convening the First Meetings any notice thereof to be given to creditors of KSFIOM under the Rules may be delivered personally or sent by prepaid post or by electronic means of delivery (including e-mail or facsimile) as may be convenient
10. If a creditor of KSFIOM forwards to the Joint deemed Official Receivers of KSFIOM electronically (to include by e-mail or facsimile) a copy of his Proof of Debt and/or proxy voting form ("the Electronic Copy") for use at the First Meetings which contains a copy of his original signature upon the original Proof of Debt or proxy voting form, then if the original of the Proof of Debt or proxy voting form has not been received by them before the commencement of the First Meeting, the Joint deemed Official Receivers of KSFIOM may, in their discretion, accept the Electronic Copy of the Proof of Debt and/or proxy voting form for voting purposes at the First Meetings and the Chairman of the First Meetings shall have permission to apply for such further direction in this matter as he may consider necessary or appropriate.
11. For the purposes of allowing any inspection of or providing copies of any statement of affairs of KSFIOM to be produced pursuant to section 175 of the Companies Act the Joint deemed Official Receivers shall cause such statement of affairs to be redacted as may be necessary so as to maintain the anonymity of any creditor named therein who was a banking customer of KSFIOM
12. Michael Simpson and Peter Norman Spratt as Joint Provisional Liquidators and Joint deemed Official Receivers of KSFIOM may provide such information concerning depositors of KSFIOM to the Scheme Manager of the Depositors

Compensation Scheme as in their opinion may reasonably be required in order to facilitate claims by depositors of KSFIOM under the Compensation of Depositors Regulations 2008

13. It is hereby directed that the Court dispenses with the settlement of a list of the contributories of KSFIOM pursuant to section 195(1) of the Companies Act
14. KSFIOM as Joint Petitioner shall forthwith advertise notice of this Order in two newspapers published and circulating in the Isle of Man and shall serve a plain copy of this Order upon the Isle of Man Government Financial Supervision Commission as registrar of companies in satisfaction of section 170 of the Companies Act
15. KSFIOM as Joint Petitioner shall cause a plain copy of this Order to be served upon each of the Noticed Parties (via their respective Counsel where applicable)



SEAL OF THE HIGH COURT

Note: It is the duty of such persons who are liable to make out or concur in making out the statement of affairs of KSFIOM as the Joint deemed Official Receivers may require to attend on the Joint deemed Official Receivers at such time and place as they may appoint and to give them all information they may require.

ISLE OF MAN COURTS
OF JUSTICE
27th May 2009

EXAMINED AND CERTIFIED A TRUE
COPY

Stuxon

Deputy Assistant Chief Registrar

