

EXPLANATORY STATEMENT

SCHEDULE I

DOCUMENTS AVAILABLE FOR INSPECTION

1. A copy of the composite documents containing, inter alia, the Scheme and the Explanatory Statement of the Scheme;
2. A copy of Affidavit of Philippe Jordan, together with the Scheme documents evidenced as Exhibits therein;
3. A copy of the Affidavit of Christophe Ranger.

SUPREME COURT BERMUDA

2009 NOV -6 AM 11:09

IN THE SUPREME COURT OF BERMUDA
CIVIL JURISDICTION

2009 No.

IN THE MATTER OF PEBERCO LIMITED
(Liquidator Appointed)

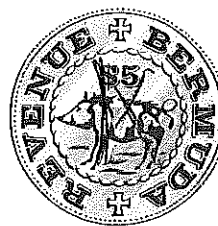
-and-

IN THE MATTER OF SECTION 99 of The
Companies Act 1981

-and-

IN THE MATTER of an Application by
Perbeco Limited
(Applicant)

EXHIBIT "A"



Mello Jones & Martin
"Thistle House"
4 Burnaby Street
Hamilton HM11

GHM/32264.1

**IN THE SUPREME COURT OF BERMUDA
COMPANIES (WINDING UP) JURISDICTION**

2009 No.

IN THE MATTER OF PEBERCO LIMITED (In Liquidation)

AND IN THE MATTER OF SECTION 99 OF THE COMPANIES ACT 1981

**AND IN THE MATTER OF AN APPLICATION BY PEBERCO LIMITED (In
Liquidation)**

EXHIBIT "B"

This is the Exhibit referred to in the Affidavit of Philippe Jordan marked "B" sworn on the 5th day of November, 2009.



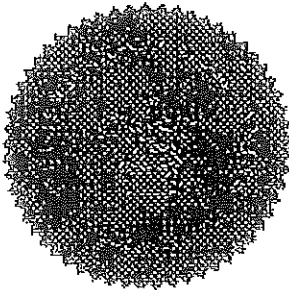
**BERMUDA
CERTIFICATE OF AMALGAMATION**

I HEREBY in accordance with the provisions of Section 108 of The Companies Act, 1981 (hereinafter referred to as "The Act") issue this Certificate of Amalgamation to the amalgamated company bearing the name

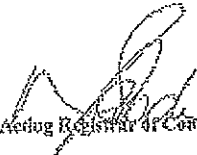
Peboron Limited

consequent upon the amalgamation of Peboron Limited and Peboron Ltd, effective the 25th day of March 2009.

The Memorandum of Association of Peboron Limited shall be the Memorandum of the amalgamated company and the Certificate of Amalgamation shall be deemed to be the Certificate of Incorporation of the amalgamated company pursuant to Section 109 of the Act.



Given under my hand and the Seal of the
REGISTRAR OF COMPANIES this
31st day of March 2009


for Acting Registrar of Companies

IN THE SUPREME COURT OF BERMUDA

CIVIL JURISDICTION

2009 No.

IN THE MATTER OF PEBERCO LIMITED
(Liquidator Appointed)

-and-

IN THE MATTER OF SECTION 99 of The
Companies Act 1981

-and-

IN THE MATTER of an Application by
Perbeco Limited
(Applicant)

EXHIBIT "B"



Mello Jones & Martin
"Thistle House"
4 Burnaby Street
Hamilton HM11

GHM/32264.1

SUPREME COURT BERMUDA
2009 NOV -6 AM 11:10

**IN THE SUPREME COURT OF BERMUDA
COMPANIES (WINDING UP) JURISDICTION**

2009 No.

IN THE MATTER OF PEBERCO LIMITED (In Liquidation)

AND IN THE MATTER OF SECTION 99 OF THE COMPANIES ACT 1981

**AND IN THE MATTER OF AN APPLICATION BY PEBERCO LIMITED (In
Liquidation)**

EXHIBIT "C"

This is the Exhibit referred to in the Affidavit of Philippe Jordan marked "C" sworn on the 5th day of November, 2009.



Samson Bélair/Deloitte & Touche
s.e.n.c.r.l.
Chartered Accountants
1 Place Ville Marie
Suite 3000
Montreal QC H3B 4T9
Canada

Tel: 514-393-7115
Fax: 514-390-4105
www.deloitte.ca

October 19, 2009

Dear Sirs and Mesdames:

The following is to confirm that we have translated into English the Spanish language version of the attached document related to Peberco.

We have satisfied ourselves that the English translation of the above mentioned document includes the same information and in all material respects carries the same meaning as the Spanish language version thereof.

Yours truly,

A handwritten signature in cursive script that reads "Deloitte & Touche LLP".

Chartered Accountants

[TRANSLATION]

La Habana
October 1, 2009

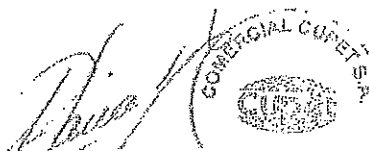
REF: CUPETSA.379.9/2009

Mr. Christophe Ranger President
PEBERCO

Dear Mr. Ranger:

This letter is to acknowledge that *PEBERCO*'s assets, including assets utilized by the transacting company designated by *PEBERCO*, have been transferred to CUPET, pursuant to Article 4.4 of the **Contrato de cesión de derechos sobre participación en la producción de Petróleo y sobre deuda** [Rights assignment contract for participation in oil production and for debt] subscribed between CUPET and PEBERCO on January 14, 2009.

Sincerely,



Rafael Aria Batista
Director General

**IN THE SUPREME COURT OF BERMUDA
CIVIL JURISDICTION**

2009 No.

**IN THE MATTER OF PEBERCO LIMITED
(Liquidator Appointed)**

-and-

**IN THE MATTER OF SECTION 99 of The
Companies Act 1981**

-and-

**IN THE MATTER of an Application by
Perbeco Limited
(Applicant)**

EXHIBIT "C"



**Mello Jones & Martin
"Thistle House"
4 Burnaby Street
Hamilton HM11**

GHM/32264.1

SUPREME COURT BERMUDA

2009 NOV -6 AM 11:10

**IN THE SUPREME COURT OF BERMUDA
COMPANIES (WINDING UP) JURISDICTION**

2009 No.

IN THE MATTER OF PEBERCO LIMITED (In Liquidation)

AND IN THE MATTER OF SECTION 99 OF THE COMPANIES ACT 1981

**AND IN THE MATTER OF AN APPLICATION BY PEBERCO LIMITED (In
Liquidation)**

EXHIBIT "D"

This is the Exhibit referred to in the Affidavit of Philippe Jordan marked "D" sworn on the 5th day of November, 2009.

DEED OF INDEMNITY

Dated: April 17, 2009

WHEREAS Peberco Limited has declared and paid a dividend of substantially all of its assets to its sole shareholder, Pebercan Inc.

AND WHEREAS Pebercan Inc. seeks to commence a members voluntary liquidation of its wholly owned subsidiary, Peberco Limited

IT IS HEREBY AGREED that

We, PEBERCAN INC., will indemnify and hold harmless PEBERCO LIMITED (the "Company") from any and all claims against the Company and agree to pay, immediately upon demand by the Company or any person appointed as liquidator of the Company, such amounts as become due and payable by the Company to any creditors during the course of the members voluntary liquidation of the Company including any costs and expenses pertaining to such claims against the Company.

We further will indemnify all Directors and Officers of the Company and any person executing a declaration of solvency as required by law to commence a members voluntary liquidation of the Company and will hold such person or persons harmless against any and all claims, actions, costs, charges, losses, damages and expenses which they or any of them, their heirs, executors or administrators, shall or may incur or sustain in connection with the members voluntary liquidation of the Company or by reason of their making the declaration of solvency.

We further confirm that we grant this indemnity knowing that such indemnity will be appended to any declaration of solvency filed with the Registrar of Companies and relied upon for the purpose of confirming the solvency of the Company and for the making of any declaration of solvency by one or more directors of the Company in connection with the commencement of such members voluntary liquidation.

This indemnity is unconditional and may be amended only in writing by and signed by both Peberco Limited (by its duly appointed liquidator if in liquidation) and Pebercan Inc.

IN WITNESS WHEREOF PEBERCAN INC. has executed this Deed of Indemnity as a deed the day and year first above written.

Authorized Signatories of

PEBERCAN INC.

Director

Director/Secretary

DEED OF INDEMNITY

Dated: April 18, 2009.

WHEREAS Pebercan Inc. is the beneficial owner of all of the authorised share capital of Peberco Limited (the "Company").

AND WHEREAS the Directors of the Company have been requested to consider the declaration and payment of a dividend of substantially all of the Company's assets in favour of Pebercan Inc.

IT IS HEREBY AGREED that:

We, Pebercan Inc., will indemnify and hold harmless the Company from any and all claims against the Company and agree to pay, immediately upon demand by the Directors of the Company, to the Company such amounts as become due and payable by the Company to any creditors of the Company from the date of this indemnity and up to the date of the commencement of the proposed members' voluntary liquidation of the Company including any costs and expenses pertaining to any claims against the Company. This indemnity is also for the benefit of the Directors and Officers of the Company.

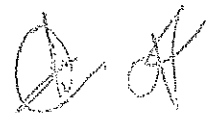
We further agree to indemnify the Treasurer of the Company executing any statement or confirmation, as required by law, in satisfaction of the requirements of Section 54 of the Companies Act 1981 (the "Act"), and to hold such person or persons harmless against any and all claims, actions or proceedings, costs, charges, losses, liabilities, demands, damages and expenses of whatever kind or character which they or any of them, their heirs, executors or administrators, shall or may incur or sustain by reason of their making such statement or confirmation.

We further confirm that we grant this indemnification knowing that such indemnity will be relied upon for the purpose of confirming the Company's solvency as required by Section 54 of the Act.

To the extent that the Company or its Directors and Officers are entitled to claim an indemnity pursuant to this Deed in respect of amounts paid or discharged by any of them, or its Directors, this Deed shall take effect as an obligation of Pebercan Inc. to reimburse the Company and its Directors and Officers in full for making such payment or affecting such discharge.

Pebercan Inc. hereby warrants that it is duly authorized and has taken any and all necessary action in order to enable it to enter into and perform its obligations under this Deed.

This Deed is unconditional and may be amended only provided the written consent of the duly authorized directors and or officers of both the Company and Pebercan Inc. has first been obtained.



This Deed shall constitute a deed in accordance with the laws of Bermuda and shall be governed and construed in accordance with the laws of Bermuda.

IN WITNESS WHEREOF the Indemnitor has executed this Deed of Indemnity as a deed the day and year first above written.

Authorized Signatories of

PEBERCAN INC.

Director

Director/Secretary

IN THE SUPREME COURT OF BERMUDA

CIVIL JURISDICTION

2009 No.

**IN THE MATTER OF PEBERCO LIMITED
(Liquidator Appointed)**

-and-

**IN THE MATTER OF SECTION 99 of The
Companies Act 1981**

-and-

**IN THE MATTER of an Application by
Perbeco Limited
(Applicant)**

EXHIBIT "D"



**Mello Jones & Martin
"Thistle House"
4 Burnaby Street
Hamilton HM11**

GHM/32264.1

**IN THE SUPREME COURT OF BERMUDA
COMPANIES (WINDING UP) JURISDICTION**

2009 No.

IN THE MATTER OF PEBERCO LIMITED (In Liquidation)

AND IN THE MATTER OF SECTION 99 OF THE COMPANIES ACT 1981

**AND IN THE MATTER OF AN APPLICATION BY PEBERCO LIMITED (In
Liquidation)**

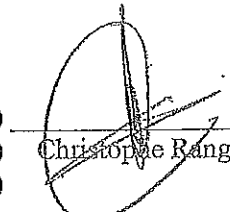
EXHIBIT "E"

This is the Exhibit referred to in the Affidavit of Philippe Jordan marked "E" sworn on the 5th day of November, 2009.

The Companies Act 1981
Members' Voluntary Winding-Up
DECLARATION OF SOLVENCY

I, Christophe Ranger of 17 Rue du Duquesne, 69006 Lyon, France being a Director of Peberco Limited (the "Company") do solemnly and sincerely declare that I have made a full enquiry into the affairs of the Company, and that having so done, and based upon an Indemnity received from PEBERCAN INC. I have formed the opinion that this Company will be able to pay its debts in full within a period of 12 months from the commencement of the winding-up AND I make this solemn Declaration conscientiously believing the same to be true.

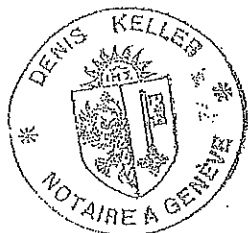
Declared at *Geneva, Switzerland*
this *30* day of *June 2009*

}  Director
Christophe Ranger

Before me:

NOTARY PUBLIC

./... Seen by the undersigned, Me Denis KELLER a duly authorized Notary Public in Geneva, for legalisation exclusively of the signature of Mr. Christophe Pierre Jean RANGER, appearing on the reverse side of this document. The undersigned Notary assumes no responsibility as to the content of the present document.-
mm/Geneva, June 30th 2009.-



Etude de Maîtres
~~KELLER GLASSET & BEAUD ZÜRCHER~~
NOTAIRES
Succ. de Mes Decort, Humbert et Ponceat
4, cours de l'Écluse - 1204 GENEVE



APOSTILLE

(Convention de la Haye du 5 octobre 1961)

1. Pays: Suisse

Le présent acte public

2. a été signé par Me D. KELLER

3. agissant en qualité de Notaire

4. est revêtu du sceau/timbre de II

Attesté 01 JUL 2009

5. à Genève

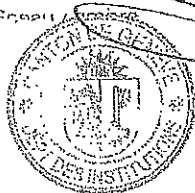
6. le 01 JUL 2009

7.

République et Canton de Genève

8. sous N° 3178

9. Sceau [Signature] 10. Signature [Signature]



Mme ROUSQUES
Commissaire administrative

The Companies Act 1981
Members' Voluntary Winding-Up
DECLARATION OF SOLVENCY

I, Gilles Frachon of 37 Route de la Coruche, 74290 Veyrier du Lac, France being a Director of Peberco Limited (the "Company") do solemnly and sincerely declare that I have made a full enquiry into the affairs of the Company, and that having so done, and based upon an Indemnity received from PEBERCAN INC. I have formed the opinion that this Company will be able to pay its debts in full within a period of 12 months from the commencement of the winding-up AND I make this solemn Declaration conscientiously believing the same to be true.

Declared at Geneva, Switzerland)
this 30 day of June 2009) Gilles Frachon Director

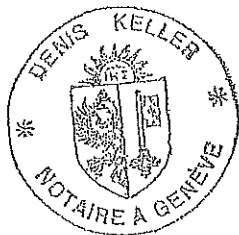
Before me:

NOTARY PUBLIC

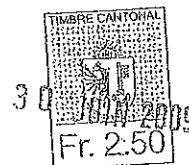
./...

./... Seen by the undersigned, Me Denis KELLER a duly authorized Notary Public in Geneva, for legalisation exclusively of the signature of Mr. Gilles FRACHON, appearing on the reverse side of this document. The undersigned Notary assumes no responsibility as to the content of the present document.-

mm/Geneva, June 30th 2009.-



Etude de Maître
KELLER GLASER & BEAUD ZURCHER
NOTAIRES
Succ. de Mes Desent, Humbert et Poncet
4, cours de Rive - 1204 GENEVE



APOSTILLE

(Convention de la Haye du 5 octobre 1961)

1. Pays: Suisse

Le présent acte public

2. a été signé par Me D. KELLER

3. agissant en qualité de Notaire

4. est revêtu du sceau/timbre de II

Attesté

6. le

01 JUL 2009

5. à Genève

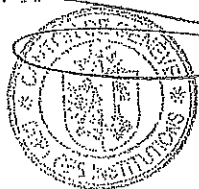
7.

République et Canton de Genève

8. sous N° 3177

9. Sceau / Timbre

10. Signature



Mellisa RODRIGUES
Commissaire administrative

**IN THE SUPREME COURT OF BERMUDA
CIVIL JURISDICTION**

2009 No.

**IN THE MATTER OF PEBERCO LIMITED
(Liquidator Appointed)**

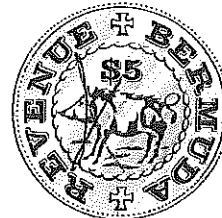
-and-

**IN THE MATTER OF SECTION 99 of The
Companies Act 1981**

-and-

**IN THE MATTER of an Application by
Perbeco Limited
(Applicant)**

EXHIBIT "E"



**Mello Jones & Martin
"Thistle House"
4 Burnaby Street
Hamilton HM11**

GHM/32264.1

SUPREME COURT BERMUDA

2009 NOV -6 AM11:10

**IN THE SUPREME COURT OF BERMUDA
COMPANIES (WINDING UP) JURISDICTION**

2009 No.

IN THE MATTER OF PEBERCO LIMITED (In Liquidation)

AND IN THE MATTER OF SECTION 99 OF THE COMPANIES ACT 1981

**AND IN THE MATTER OF AN APPLICATION BY PEBERCO LIMITED (In
Liquidation)**

EXHIBIT "F"

This is the Exhibit referred to in the Affidavit of Philippe Jordan marked "F" sworn on the 5th day of November, 2009.

TRANSLATION*

SUPERIOR COURT
(Commercial Chamber)

CANADA
PROVINCE OF QUÉBEC
DISTRICT OF MONTREAL

NO : 500-11-036-124-093

DATE: July 6th, 2009

PRESENT : THE HONOURABLE MR. JUSTICE JOËL A. SILCOFF, j.c.s.

IN THE MATTER OF THE ARRANGEMENT OF PEBERCAN INC. IN ACCORDANCE
WITH ARTICLE 192 OF THE *CANADA BUSINESS CORPORATIONS ACT* (L.R.C.,
1985, ch. C-44)

PEBERCAN INC., a corporation constituted under the Canada Business Corporations
Act, having its head office at 750 Marcel-Laurin Boulevard, Suite 106, in Montreal
(Saint-Laurent), Québec, H4M 2M4

Applicant

and

SAMSON BÉLAIR / DELOITTE & TOUCHE INC., a legal person duly constituted in
accordance with the laws of Canada, having its head office at 1 Place Ville-Marie, Suite
3000, in Montreal, Québec, H3B 3T9

and

THE DIRECTOR named in accordance with Article 260 of the *Canada Business
Corporations Act*, having its offices at 365 Laurier Street West, 9th floor, in Ottawa,
Ontario, K1A 0C8

Mis-en-cause

ORDER
*Canada Business Corporations Act ("CBCA"),
Art. 192 and 217*

* In the event of any discrepancy between the English and French versions, the French version
shall prevail.

- [1] The Court is seized with the Motion of Pebercan Inc. for the nomination of a monitor and the carrying out of an identification process and evaluation of claims;
- [2] This process of identification and evaluation of claims falls within the context of the arrangement of Pebercan Inc., which the Court approved by Order on June 1st, 2009;
- [3] **SEEING** the *Motion for the Naming of a Monitor and the Carrying Out of an Identification and Evaluation of Claims Process*, as well as the Affidavit and Exhibits filed in its support;
- [4] **WHEREAS** the Director named in accordance with Article 260 CBCA was given notice of the presentation of said Motion and its staff decided that not to appear or be heard at the hearing for the present Order;
- [5] **WHEREAS** Mr. Jean-Claude Gourvès and Mr. Cédric Sirven, who are both shareholders of the Applicant as well as Plaintiffs in a proceeding for an oppression remedy and damages against the Applicant and Mr. Michel Reybier and Peberinvest B.V., have intervened seeking the dismissal of the Motion, or subsidiarily, their exclusion from the Claims Process;
- [6] **WHEREAS** after argument, the Court renders the present Order, which includes provisions specific to the claim of Mr. Jean-Claude Gourvès and Mr. Cédric Sirven;
- [7] **CONSIDERING** the consent of the Applicant, the proposed monitor, Mr. Jean-Claude Gourvès and Mr. Cédric Sirven, that the present Order be rendered;
- [8] **FOR THESE REASONS, THE COURT :**
- [9] **DECLARES** valid and sufficient the Notice of Presentation of the Motion for the present Order;
- [10] **APPROVES** the Claims Process of the Applicant, Pebercan Inc. (the "**Applicant**"), in accordance with the document annexed to the present Order;
- [11] **DECLARES** that all terms commencing with a capital letter in the present Order and not otherwise defined have the meaning attributed to them in the Claims Process;

- [12] **NAMES** Samson Bélair / Deloitte & Touche Inc. monitor of the Claims Process (the "**Monitor**") to accomplish, as an officer of this Court, the duties of the Monitor in accordance with the Claims Process, the present Order and any other future order of the Court within the context of the present proceedings;
- [13] **AUTHORIZES** the Monitor to determine such services to be retained, namely, employees, representatives, advisors and others that may be reasonably necessary to execute the Claims Process, the present Order and any other future order of the Court, within the context of the present proceedings, including one or more entities related to the Monitor or belonging to the same group;
- [14] **AUTHORIZES** the Monitor to retain counsel, namely the partnership of De Grandpré Chait L.L.P., to advise and represent it, with respect to the Claims Process and as well as in the present proceedings;
- [15] **ORDERS** the Applicant to discharge, upon presentation of its invoices, the fees and disbursements of the Monitor, the attorneys of the Monitor, and other hired advisors, whether prior to or after the rendering of the present Order, in connection with the Claims Process, the present Order and any other future order of the Court within the context of the present proceedings, and to remit to each of them in advance a reasonable provision for such fees and disbursements upon demand in this regard;
- [16] **DECLARES** that the Monitor and its directors, officers, employees and representatives, will incur no responsibility or obligation pursuant to the nomination of the Monitor and the accomplishment of its obligations pursuant to the present Order and any other order of the Court within the context of the present proceedings, save and except for any responsibility or obligation resulting from their gross or intentional negligence, and no action or other proceeding may be instituted against the Monitor or its directors, officers, employees and representatives, in connection with its nomination, its conduct as Monitor, or the accomplishment of any provision of any order of the Court except in the event of prior consent of the Court, after having given notice to the Monitor and the Applicant;
- [17] **ORDERS** that the Applicant, its directors, officers, employees and representatives provide the Monitor with immediate access, without any restriction, to its offices, books, archives, data, including electronic data and any other documents and information regarding the Applicant's business conduct, to the extent necessary or useful to the accomplishment of its duties

as Monitor in accordance with the Claims Process, of the present Order and any other order of the Court within the context of the present proceedings;

- [18] **APPROVES** the Notice to Creditors, Information Leaflet, Proof of Claim Form and Notice of Dismissal form, substantially in the form of the documents joined as annexes A-1 and A-2 to the Claims Process annexed herewith or filed as Exhibits RPR-3 and RPR-4;
- [19] **ORDERS** that the Claims Process bind all persons who may purport to have a claim against the Applicant, save for Exempt Claims;
- [20] **ORDERS** that notice of the Claims Process and the distribution of the Informational Documents in this regard will be given in the manner and within the delays provided for in the Claims Process annexed herewith;
- [21] **ORDERS** that the commencement date for the identification of the existence of claims against the Applicant (the "**Commencement Date**") be that of the present Order;
- [22] **ORDERS** that any person alleging to have a claim as at the Commencement Date against the Applicant or against any director, officer, employee or representative, past or present, of the Applicant, in connection with the conduct of the Applicant's business, must file a Proof of Claim in the hands of the Monitor prior to August 21st, 2009 at 5:00 P.M., eastern daylight-saving time (the "**Deadline for Claims**"), failing which such person will be irrevocably and definitively barred from the right to assert said claim;
- [23] **EXEMPTS** Mr. Jean-Claude Gourvès and Mr. Cédric Sirven from the obligation to file a Proof of Claim in the hands of the Monitor by reason of their claims against the Applicant and Mr. Michel Reybier, raised in action number 500-11-032645-083 of the archives of the Superior Court of Montreal (hereinafter the "**Pending Action**") and **ORDERS** that these claims be disposed of in the manner set forth in the following paragraphs;
- [24] **EXEMPTS** Mr. Jean-Claude Gourvès and Mr. Cédric Sirven from following the procedure set forth in paragraphs 19, 28, 29, 30, 31, 32 and 33 of the present Order with respect to their claims raised in the Pending Action;

- [25] **ORDERS** that the debate regarding the merit of the claims of Mr. Jean-Claude Gourvès and Mr. Cédric Sirven against the Applicant and Mr. Michel Reybier continue within the Pending Action;
- [26] **ORDERS** the Applicant and Mr. Gourvès and Mr. Sirven to consult each other as to a method of accelerating the timetable for the proceedings so that the Pending Action may be ready for hearing as early as possible and **SUBJECTS** this timetable, as well as the scheduling of a trial date, to the authority of the Court within the context of the present proceedings;
- [27] **DECLARES** that nothing in the present Order will affect the competence of the Court in the determination of the provisions to be constituted, as the case may be, prior to any distribution to the shareholders of the Applicant, including by reason of the claims of Mr. Gourvès and Mr. Sirven set forth in the Pending Action;
- [28] **ORDERS** that no Claimant may file a Proof of Claim with the Monitor after the Deadline for Claims (the "**Late Proof of Claim**") unless the Monitor has been shown, to its satisfaction, or if the Monitor sends a Notice of Dismissal, to the satisfaction of this Court, that it was impossible for the Claimant, despite its diligence, to file its Claim before the Deadline for Claims and that it has filed its Claim within ten (10) days from the time that the reason preventing it from doing so has terminated;
- [29] **ORDERS** that the Late Proofs of Claim :
- a) will not be taken into account in the determination of the amount of any distribution to the shareholders of the Applicant, up until they are filed with the Monitor and up until the Monitor has determined their merit and amount;
 - b) will not have the right to receive payment from the provisions for the payment of other Claims against the Applicant that have been identified before the time fixed in the preceding sub-paragraph; and
 - c) may not be the object of a Claim against the shareholders of the Applicant by reason of a distribution to the shareholders of the Applicant prior to this time;
- [30] **ORDERS** that any person that files a Proof of Claim in hands of the Monitor must provide the Monitor upon demand and within the delay prescribed by the Monitor, any document, information or additional proof, including proof by way of affidavit, to the extent judged necessary by the Monitor, in order for it to evaluate the merit of and the amount of such Claim, failing which, the Monitor

shall dismiss the Proof of Claim and send a Notice of Dismissal to the Claimant;

[31] **ORDERS** the Monitor, together with the Applicant, to examine each admissible Proof of Claim in order to determine if its merit or amount is contested or may be contested;

[32] **ORDERS** that to the extent that the Monitor concludes, after having consulted the Applicant, that the Claim advanced in a Proof of Claim is contested or may be contested, the Monitor may attempt to resolve the dispute with the agreement of the Applicant or send a Notice of Dismissal to the Claimant dismissing the Proof of Claim in whole or in part, by giving the reasons of such complete or partial dismissal;

[33] **ORDERS** that any Claimant wanting to contest a Notice of Dismissal may do so by way of motion to the Court, served upon the Monitor and attorneys of the Applicant within ten (10) days of receipt of the Notice of Dismissal, failing which the total or partial dismissal of its Claim will become final and binding upon the Claimant;

[34] **ORDERS** the Monitor to report to the Court and to the Applicant, either verbally or in writing, by no later than September 11, 2009, as to the debts and obligations of the Applicant and its subsidiary, Peberco Limited, and to such claims to which they are subject, and that it provide its recommendations with respect to any subsequent step that may be necessary in order to pay, as applicable, the debts, the obligations and claims, including the claims of Mr. Gourvès and Mr. Sirven mentioned hereinabove;

[35] **THE WHOLE** without costs.

(s) *Joël A. Silcoff, j.c.s.*

Joël A. Silcoff, j.c.s.

Me Serge Guérette
Me Gilles Leclerc
Fasken Martineau DuMoulin S.E.N.C.R.L., s.r.l.
Attorneys for the Applicant

Me Sébastien Richemont
Me Richard Vachon
Woods S.E.N.C.R.L.
Attorneys for Mr. Jean-Claude Gourvès and Cédric Sirven

Me Stephen Raicek
Me Eric Lalanne
De Grandpré Chait S.E.N.C.R.L.
Attorneys for the Mis-en-Cause Samson Bélair /Deloitte & Touche Inc.

CLAIMS PROCESS

1. Definitions

In this Claims Process, the following terms have the meaning attributed to them hereafter:

“**Arrangement**” means the arrangement concerning Pebercan Inc. under the terms of Article 192 of the *Canada Business Corporations Act* (“CBCA”) as set forth in the articles of arrangement filed with the Director named in accordance with the terms of the CBCA;

“**Notice to Claimants**” means the notice published in newspapers to advise eventual Claimants of the Claims Process in conformity with the Order concerning the Claims Process;

“**Notice of Dismissal**” means the written notice from the Monitor to a Claimant dismissing a Proof of Claim in whole or in part and stating the reasons for such dismissal;

“**Monitor**” means the person named by the Court to administer the Claims Process, namely Samson Bélair / Deloitte & Touche Inc.;

“**Commencement Date**” means July 6th, 2009;

“**Deadline for Claims**” means 5:00 P.M., eastern daylight-savings time, August 21st, 2009, or any subsequent date established by the Court;

“**Informational Documents**” means the set of documents comprising the Information Leaflet, a copy of the present Claims Process, a Proof of Claim Form and any other document that the Monitor may deem appropriate to join;

“**Information Leaflet**” means the explanatory leaflet included in the Informational Documents on the topic of the Claims Process, the Deadline for Claims and the manner in which to fill out and provide the Proofs of Claim, substantially in the form of the document joined as annex A-1;

“**Proof of Claim Form**” means the prescribed form for the filing of a Proof of Claim with the Monitor substantially in the form of the document joined as annex A-2;

“**Order concerning the Claims Process**” means the order rendered by the Court in accordance with the *Motion for the Naming of a Monitor and the Carrying Out of an Identification and Evaluation of Claims Process*;

“**Peberco**” means Peberco Limited, a corporation constituted under the laws of Bermuda and a wholly-owned subsidiary of the Corporation;

“**Person**” means any individual, legal person, partnership, patrimonial trust, including, without limiting the generality of the foregoing, a company, an association, a corporation, a cooperative or any other type of business association, their successors, liquidators, directors or other legal representatives, in accordance with the applicable laws of Canada;

“**Proof of Claim**” means a proof of claim filed by a Claimant with the Monitor in conformity with the Information Leaflet and Proof of Claim Form, specifying the Claim and supported by a statement of account, invoice or affidavit;

“**Claims Process**” means the process described herein to identify and evaluate the merit and amount of the Claims, as well as any additional procedure put in place by the Court to fulfill the Claims;

“**Claimant**” means any person who has or who claims to have a Claim, other than an Exempt Claim, against the Corporation or any of its directors, officers, employees and representatives in connection with the operation of the Corporation’s business;

“**Claim**” means any demand based on facts that would have taken place, on any commitment that would have been made and on any responsibility that may have been incurred, in whole or in part, at the Commencement Date, should the alleged obligation be contractual or extracontractual or based solely on the law, present or future, known or unknown, conditional or absolute, due or to become due, liquidated or not, in law or in *equity*, guaranteed or not, as principal debtor, surety or guarantor, including all interest and indemnities susceptible to accrue on this obligation, should this claim be admitted or contested and should it be the object of judicial proceedings at the Commencement Date or not;

“**Exempt Claim**” means a Claim of the nature of those enumerated in Article 3;

“**Late Claim**” means a Proof of Claim filed with the Monitor after the Deadline for Claims;

“**Corporation**” means Pebercan Inc.;

“**Court**” means the Commercial Chamber of the Superior Court of Québec, district of Montreal and, as applicable, the Québec Court of Appeal;

2. Creditors affected by the Claims Process

The Claims Process binds all the Claimants, except for the holder of an Exempt Claim, solely in relation to this Exempt Claim.

3. Exempt Claims

The following Claims are not subject to the Claims Process and shall not be extinguished by the application of Article 7 hereafter:

- a) the Claims of shareholders of the Corporation entitled to first distribution, any subsequent distribution and the last distribution, the whole as defined in the Arrangement, but with regards to such distributions only;
- b) the Claims of Peberco or Peberco's creditors based on the undertaking of the Corporation to indemnify Peberco's creditors by reason of the payment of any dividend, the reduction of its capital paid and its liquidation and dissolution, but under this respect only.

4. Monitor's role under the Claims Process

The Monitor is responsible for administering the procedures aimed at the filing and evaluation of the Claims in the manner prescribed herein. The Monitor is authorized to exercise all acts and to carry out all duties provided by the Order Concerning the Claims Process, including those named herein.

5. Notice to creditors

In conformity with the Order Concerning the Claims Process, the Monitor:

- a) sends the Informational Documents by first class mail no later than July 10th, 2009:
 - i) to all the creditors appearing in the books and archives of the Corporation on the Commencement Date and on the date that the Informational Documents are mailed and
 - ii) to the persons having instituted proceedings served upon the Corporation and that remain pending at the date that the Informational Documents are mailed and which make reference to a cause of action that would have been crystallized in whole or in part before the Commencement Date;
- b) publishes a notice to the Claimants once per week for the duration of two consecutive weeks in each of the following newspapers, no later than July 15th, 2009:
 - *The Gazette*
 - *La Presse*
 - *a daily English newspaper in Bermuda*
- c) sends a copy of the Informational Documents by mail, messenger, fax or email as soon as possible upon demand of any Claimant.

6. **Filing of Proofs of Claim**

- a) Each Claimant must file a Proof of Claim with the Monitor from now until the Deadline for Claims;
- b) The Proofs of Claim may be remitted to the Monitor in person, or sent by messenger, mail, fax or email to the address, to the fax number and the email address mentioned in the Information Leaflet no later than the Deadline for Claims;
- c) In order that it be deemed admissible by the Monitor, a Proof of Claim must adhere to the format of a Proof of Claim duly completed in the manner prescribed in the Information Leaflet;
- d) The Monitor can renounce invoking certain technical irregularities in the format or contents of a Proof of Claim to the extent that it considers that it sufficiently evidences the existence of a Claim and its amount.

7. **Failure to file a Proof of Claim**

Any Claimant who has failed to file a compliant Proof of Claim with the Monitor by the Deadline for Claims:

- a) will be definitively deprived of the right to assert and execute any Claim against the Corporation or against any past, present or future director, officer, employee or representative of the Corporation;
- b) will not have the right to any other notice;
- ~~c) will not participate as Claimant in the Claims Process; and~~
- d) will not receive any payment under such Claim;

under reserve of Article 8 hereinbelow.

8. **Late filing of Proofs of Claim**

A Claimant may not file a Late Claim unless the Monitor has been shown, to its satisfaction, or if the Monitor remits a Notice of Dismissal, to the satisfaction of the Court, that it was impossible for the Claimant, despite its diligence, to file its Proof of Claim before the Deadline for Claims and that it has filed its Proof of Claim within ten (10) days from the reason for preventing it from doing so has terminated. Late Claims (i) are not taken into consideration in the determination of the amount of any distribution to the shareholders of the Corporation so long as they have not been filed with the Monitor and deemed admissible; (ii) do not have the right to receive payment from the provisions

constituted to fulfill the other responsibilities of the Corporation prior to that time, and (iii) the Claimant does not have the right to make a Late Claim against the shareholders of the Corporation by reason of any prior distribution to the shareholders of the Corporation.

9. **Evaluation of the Proofs of Claim by the Monitor**

Under the terms of the present Claims Process, the Monitor is entitled to require from any Claimant that produces a Proof of Claim, all information and all additional documents, including affidavits, to the extent reasonably necessary for the evaluation of the merit and the amount of the Claim which is the object of the Proof of Claim and, if the Claimant fails to provide such information and documents to the Monitor within the prescribed delay, the Monitor may dismiss the Proof of Claim as if it were never validly received and send a Notice of Dismissal to the Claimant.

10. **Litigious claims:**

If the Monitor, after having consulted the Corporation, concludes that the Claim invoked in a Proof of Claim is contested or may be contested, the Monitor may attempt to resolve the dispute with the agreement of the Corporation and/or send a Notice of Dismissal to the Claimant.

11. **Appealing Notices of Dismissal**

All Claimants that wish to appeal a Notice of Dismissal may do so by motion to the Court, served upon the Monitor and Fasken Martineau DuMoulin S.E.N.C.R.L. s.r.l., the attorneys of the Corporation, within ten (10) days of receipt of the Notice of Dismissal, failing which the total or partial dismissal of the Claim will be final and irrevocable and binding upon the Claimant.

In calculating the delay to appeal a Notice of Dismissal, the Claimant will be deemed to have received the Notice of Dismissal:

- a) if mailed by first class mail, three (3) business days after giving it to the post office;
- b) if given in person, upon receipt of said document at the address of the addressee;
- c) if delivered by messenger, one business day following the remittance of the document to the messenger; and
- d) if sent by fax, the day of the transmission of the document by fax.

12. **Report on received Claims**

As soon as possible after the Deadline for Claims, the Monitor will report to the Court and the Corporation regarding the Claims received as well as their nature, and regarding any useful subsequent step to treat the identified Claims, as applicable.

ANNEX A-1

PROVINCE OF QUÉBEC
DISTRICT OF MONTREAL
SUPERIOR COURT OF QUÉBEC (COMMERCIAL CHAMBER)

IN THE MATTER OF THE ARRANGEMENT OF PEBERCAN INC. IN ACCORDANCE
WITH ARTICLE 192 OF THE *CANADA BUSINESS CORPORATIONS ACT*
(L.R.C. 1985, c. C-44)

INFORMATION LEAFLET

Pebercan Inc. ("**Pebercan**" or the "**Corporation**") filed a demand for judicial approval of an arrangement in accordance with Article 192 of the *Canada Business Corporations Act* (L.R.C. 1985, c. C-44) (the "**Arrangement**"). This Arrangement was approved by the necessary majority of security holders in Pebercan on May 26th, 2009 and approved by order of the Superior Court of Québec, Commercial Chamber, district of Montreal (the "**Court**") on June 1st, 2009.

By additional order of the Court dated July 6th, 2009 (the "**Order Concerning the Claims Process**"), Pebercan was authorized to hold a process aimed at facilitating the identification and evaluation of the obligations of the Corporation at _____ (the "**Claims Process**") in order to enable it to distribute the remainder of its assets and thereafter, to dissolve itself. The Arrangement provides that all the debts of Pebercan must be paid or be the object of a reserve under the surveillance of the Court before distribution to the shareholders may take place.

Under the terms of the Order Concerning the Claims Process, the Court has named Samson Bélair / Deloitte & Touche Inc. monitor (the "**Monitor**") to coordinate and supervise the administration of the Claims Process.

Kindly refer to the Order Concerning the Claims Process and Schedule A of this Order, entitled "**Claims Process**" for a description of the first step of the process of identification of the creditors, which treats all aspects regarding the filing of the Proofs of Claims in this matter. These documents form part of those that are remitted to you with the present leaflet. Any term commencing with a capital letter and which is not otherwise defined has the meaning attributed to it in the Claims Process.

A. CLAIMS PROCESS

The object of the Claims Process is to identify and evaluate the merit and the amount of your Claim against the Corporation.

Please address any notice and request for information in connection with the Claims Process as follows:

Samson Bélair / Deloitte & Touche Inc.
(in its capacity as designated Monitor by the Court
in the matter of the arrangement of Pebercan Inc.)
Suite 3000
1 Place Ville-Marie
Montreal, Québec H3B 4T9

C/O Mr. Philippe Jordan, CMA, CIRP
Telephone: (514) 393-8386
Fax : (514) 393-4103
Email : phjordan@deloitte.ca

B. GUIDELINES AND OTHER INFORMATION FOR THE CLAIMANTS

1. *Proof of claim*

Should you believe that you hold a claim against Pebercan, or a claim against its directors, officers, employees or representatives relating to the conduct of the Corporation's business, that arose in whole or in part on or before July 6th 2009, you must:

- a) complete the Proof of Claim Form attached herewith or any other document containing the same information;
- b) join to the Proof of Claim Form a statement of account or a sworn declaration giving the details of the Claim by referring to the contract or other documents at the source of the Claim, as applicable;
- c) sign the Proof of Claim Form or have it signed by an authorized representative of the Claimant;
- d) send the completed Proof of Claim form to the Monitor in one of the ways prescribed by Article 6 of the Claims Process.

THE PROOFS OF CLAIM MUST BE RECEIVED BY THE MONITOR BEFORE 5:00 P.M. EASTERN DAYLIGHT-SAVING TIME, ON AUGUST 21ST, 2009 (THE "DEADLINE FOR CLAIMS"). FAILURE TO SEND A PROOF OF CLAIM SO THAT IS

RECEIVED BY THE MONITOR BEFORE THE DEADLINE FOR CLAIMS WILL STOP YOU FROM MAKING YOUR CLAIM AGAINST PEBERCAN OR ITS DIRECTORS, OFFICERS, EMPLOYEES AND REPRESENTATIVES AND THIS CLAIM WILL BE DEFINITELY NULL AND VOID, WITHOUT FURTHER NOTICE.

The late filing of a Proof of Claim will only be authorized if you establish, to the satisfaction of the Monitor, or to that of the Court in the case of disagreement, that it was impossible for you, having acted with diligence, to file said Proof of Claim before the Deadline for Claims and that said Proof of Claim is produced **within ten (10) days** from the time which the reason prohibiting or from doing so has terminated. The rights attached to a Late Claim may be limited. Refer to Article 8 of the Claims Process.

2. *Evaluation of Proofs of Claim by the Monitor*

In accordance with the Order regarding the Claims Process, the Monitor has the right to request from any Claimant that files a Proof of Claim such other information and documents that it deems reasonably necessary, including sworn declarations, in order to recognize and evaluate that Proof of Claim. Should you fail to provide the information and documents requested within the prescribed period, the Monitor may dismiss your Proof of Claim as if it were never validly filed, and send a Notice of Dismissal.

3. *Contested claims / Notice of Dismissal*

If the Monitor, after having consulted the Corporation concludes that the merit or the amount of the Claim that forms the object of the Proof of Claim is contested or may be contested, the Monitor may attempt to resolve the dispute with the agreement of the Corporation and/or provide a Notice Dismissal to the Claimant.

A Notice of Dismissal is a motivated written notice sent by the Monitor to a Claimant, dismissing in whole or in part its Proof of Claim and providing the reasons in support of such dismissal.

4. *Appealing Notices of Dismissal*

ANY CLAIMANT THAT WISHES TO APPEAL A NOTICE OF DISMISSAL ISSUED BY THE MONITOR MAY DO SO BY WAY OF MOTION TO THE COURT, SERVED UPON THE MONITOR AND FASKEN MARTINEAU DUMOULIN S.E.N.C.R.L. S.R.L., (Me Serge Guérette), THE ATTORNEYS OF THE CORPORATION, WITHIN TEN (10) DAYS OF RECEIPT OF THE NOTICE OF DISMISSAL, FAILING WHICH COMPLETE OR PARTIAL DISMISSAL OF THE CLAIM WILL BE FINAL AND BINDING UPON THE CLAIMANT.

ANNEX A-2

PROVINCE OF QUÉBEC
DISTRICT OF MONTREAL
SUPERIOR COURT OF QUÉBEC (COMMERCIAL CHAMBER)

IN THE MATTER OF THE ARRANGEMENT OF PEBERCAN INC. IN ACCORDANCE
WITH ARTICLE 192 OF THE *CANADA BUSINESS CORPORATIONS ACT*
(L.R.C. 1985, c. C-44)

PROOF OF CLAIM

C. IDENTIFICATION OF THE CLAIMANT

1. Complete name of the Claimant: _____
2. Complete address: _____
3. Telephone number: _____
4. Fax number: _____
5. Email address: _____
6. Name and title of the person to contact: _____

D. CLAIM

I, _____ (name of the claimant or authorized representative of the claimant), hereby attest that;

1. I am a claimant or I am a the _____ of the claimant and I have complete knowledge of all the circumstances surrounding the claim hereinafter described;
2. On _____ 2009, the claimant had the following claim against Pebercan Inc. ("the Corporation");
3. This claim remains unpaid or incomplete.
- 4.

If the claim seeks the payment of a specific amount, please state the amount and the currency in which it is payable:

Amount of the claim: _____
currency

C. DETAILS OF THE CLAIM

- a) The details of the claim or of the undersigned are described hereafter, or appear in the statement of account and/or other documents joined hereto:

(Please provide the complete details of the subject of the claim and the documents in its support, including the amount, the description of the transactions or agreements at the source of the claim, the name of any surety who would have guaranteed the claim, the date and the name and the number of any invoice, the details of any credit, discount, etc. claimed.)

- b) In connection with the claim:

- ☐ The claimant has security on the property of the Corporation;
☐ The claimant does not have security.

Dated in _____, on _____ 2009
location date

Name of the Claimant in capital letters

By: _____

THE PROOF OF CLAIM MUST BE RETURNED AND RECEIVED BY THE MONITOR BEFORE 5:00 P.M., EASTERN DAYLIGHT-SAVING TIME, ON AUGUST 21ST, 2009, AT THE FOLLOWING ADDRESS:

Samson Bélair / Deloitte & Touche Inc.
(in its capacity as designated Monitor by the Court
in the matter of the arrangement of Pebercan Inc.)
Suite 3000
1 Place Ville-Marie
Montréal, Québec H3B 4T9

C/O Mr. Philippe Jordan, CMA, CIRP
Telephone: (514) 393-8386
Fax : (514) 393-4103
Email : phjordan@deloitte.ca

SUPREME COURT BERMUDA

2009 NOV -6 AM 11:10

IN THE SUPREME COURT OF BERMUDA
CIVIL JURISDICTION

2009 No.

IN THE MATTER OF PEBERCO LIMITED
(Liquidator Appointed)

-and-

IN THE MATTER OF SECTION 99 of The
Companies Act 1981

-and-

IN THE MATTER of an Application by
Perbeco Limited
(Applicant)

EXHIBIT "F"



Mello Jones & Martin
"Thistle House"
4 Burnaby Street
Hamilton HM11

GHM/32264.1

IN THE SUPREME COURT OF BERMUDA
COMPANIES (WINDING UP) JURISDICTION

2009 No.

IN THE MATTER OF PEBERCO LIMITED (In Liquidation)

AND IN THE MATTER OF SECTION 99 OF THE COMPANIES ACT 1981

**AND IN THE MATTER OF AN APPLICATION BY PEBERCO LIMITED (In
Liquidation)**

EXHIBIT "G"

This is the Exhibit referred to in the Affidavit of Philippe Jordan marked "G" sworn on the 5th day of November, 2009.

rights, powers and privileges of a natural person and the additional powers set out below:

- (i) the power, pursuant to Section 42 of the Companies Act, 1981, to issue preference shares which are liable to be redeemed at the option of the holder;
- (ii) the power, pursuant to Section 43A of the Companies Act, 1981, to purchase its own shares;
- (iii) the power, pursuant to Section 42B of the Companies Act, 1981, to acquire its own shares, to be held as treasury shares, for cash or any other consideration; and

**COX HALLETT
WILKINSON
Attorneys for
the Applicant**

**IN THE MATTER OF:
The Companies Act 1981**

**IN THE MATTER OF:
Prime Dilmun
Management Limited**

The Members of the abovenamed Company, acting by written consent without a meeting on 9th July, 2009 passed the following resolutions:

(1) THAT the Company be wound up voluntarily pursuant to the provisions of the Companies Act 1981;

(2) THAT Robin J Mayor be and is hereby appointed Liquidator for the purposes of such winding-up, such appointment to be effective forthwith.

**E. John Thompson
Secretary**

**IN THE MATTER OF:
The Companies Act 1981**

**MEMBERS' VOLUNTARY
WINDING-UP**

NOTICE OF APPOINTMENT OF LIQUIDATOR

**Prime Dilmun
Management Limited**

**TO: The Registrar of
Companies:**

I, Robin J Mayor of Clarendon House, Church Street, Hamilton in the Islands of Bermuda, hereby give you notice that I have been appointed Liquidator of Prime Dilmun Management Limited (the "Company") by a resolution of the Company dated 9th July, 2009.

**Robin J Mayor
Liquidator**

**IN THE MATTER OF:
The Companies Act 1981**

**IN THE MATTER OF:
Prime Dilmun
Management Limited**

**(In Members' Voluntary
Liquidation)**

NOTICE IS HEREBY GIVEN that the Creditors of the abovenamed Company, which is being voluntarily wound up, are required, on or before 29th July, 2009 to send their full Christian and Surnames, their addresses and descriptions, full particulars of their debts or claims, and the names and addresses of their lawyers (if any) to Robin J Mayor, the undersigned, at Messrs. Conyers Dill & Pearman, Clarendon

House, 2 Church Street, Hamilton, HM 11, Bermuda, the Liquidator of the said Company, and if so required by notice in writing from the said Liquidator, and personally or by their lawyers, to come in and prove their debts or claims at such time and place as shall be specified in such notice, or in default thereof they will be excluded from the benefit of any distribution made before such debts are proved.

**Dated: 15th July 2009
Robin J Mayor
Liquidator**

**IN THE MATTER OF:
The Companies Act 1981-
and -**

**IN THE MATTER OF:
Prime Dilmun
Management Limited
(In Members' Voluntary
Liquidation)**

NOTICE IS HEREBY GIVEN that a final general meeting of the Members of the abovenamed Company will be held at the offices of Messrs. Conyers Dill & Pearman, Clarendon House, Church Street, Hamilton, Bermuda on 18th August, 2009 at 9.30am, or as soon as possible thereafter, for the purposes of:

(1) receiving an account laid before them showing the manner in which the winding-up of the Company has been conducted and its property disposed of and of hearing any explanation that may be given by the Liquidator; and

(2) by resolution determining the manner in which the books, accounts and documents of the Company and of the Liquidator shall be disposed of; and

(3) by resolution dissolving the Company.

**Dated: 15th July 2009
Robin J Mayor
Liquidator**

PROVINCE OF QUEBEC

**DISTRICT OF
MONTREAL**

**SUPERIOR COURT OF
QUEBEC (COMMERCIAL
DIVISION)**

**IN THE MATTER OF THE
ARRANGEMENT OF
FEBERCO INC.**

**UNDER S. 192 OF THE
CANADA BUSINESS
CORPORATIONS ACT**

**(R.C.S. 1985 c. C-44) (the
"ARRANGEMENT")**

**NOTICE TO CREDITORS
OF A CLAIM PROCESS**

**AND CLAIMS BAR DATE
FOR THE FILING OF
CLAIMS**

NOTICE IS HEREBY GIVEN that subsequent to the approval of the Arrangement, and pursuant to an Order of the Superior Court of Quebec made on July 8, 2009 (the "Order"), a claims process was approved for the identification, filing and valuation of claims towards Feberco Inc. ("Feberco") or the "Corporation") (the "Creditors' Claims Procedure").

PLEASE TAKE NOTE that every person who believes that he holds an ac-

tual or contingent claim towards Feberco, or towards the directors, officers, employees and agents of Feberco related to the conduct of the affairs of the Corporation, which arose in whole or in part on or prior to July 6, 2009, must file a proof of claim with Samson Bélair / Deloitte & Touche Inc., the Court-Appointed Monitor of the Creditors' Claims Procedure, which must be received by the Monitor before 5:00 P.M. (Eastern Daylight Time) on Friday, August 21, 2009 (the "Claims Bar Date").

A CLAIMANT MUST FILE A PROOF OF CLAIM WITH THE MONITOR WHICH MUST BE RECEIVED BY THE MONITOR ON OR BEFORE THE CLAIMS BAR DATE, FAILING WHICH THE CLAIMANT SHALL BE PREVENTED FROM ASSERTING SUCH A CLAIM TOWARDS THE CORPORATION AND THE PAST AND PRESENT DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS OF THE CORPORATION AND THE CLAIM WILL BE FOREVER EXTINGUISHED AND BARRED WITHOUT FURTHER NOTICE.

Late filing of a Proof of Claim will only be allowed if you show to the satisfaction of the Monitor, or the Court in case of disagreement, that it was impossible, acting diligently to file it before the Claims Bar Date and that it has been filed within ten (10) days of the moment when the cause preventing the filing was removed. The rights attached to a late Proof of Claim may be restricted.

CLAIMANTS REQUIRING INFORMATION or claim documentation may contact Samson Bélair / Deloitte & Touche Inc., Court-Appointed Monitor, Suite 8000, 1 Place Ville Marie, Montréal, Québec, H3B 4T9. Attention: -

Philippe Jordan, CMA, C.I.R.E. Tel: (514) 989-8396; Fax: (514) 983-4103, e-mail: phjordan@deloitte.ca.

DATED AT MONTREAL, this 10th day of July 2009.

SAMSON BELAIR / DELOITTE & TOUCHE INC.

(In its capacity as Court-Appointed Monitor)

Philippe Jordan, CMA, CIRP

**IN THE MATTER OF:
The Companies Act 1981**

**IN THE MATTER OF:
Feberco Limited**

The Member of the abovenamed Company, acting by written consent without a meeting on 9th July 2009 passed the following resolutions:

(1) THAT the Company be wound up voluntarily pursuant to the provisions of the Companies Act 1981;

(2) THAT Philippe Jordan be and is hereby appointed Liquidator for the purposes of such winding-up, such appointment to be effective forthwith.

**I.S. Oosterbridge
Secretary**

**IN THE MATTER OF:
The Companies Act 1981
MEMBER'S VOLUNTARY
WINDING-UP
NOTICE OF APPOINTMENT OF LIQUIDATOR**

Feberco Limited

TO:

The Registrar of Companies:
Philippe Jordan of Samson Bélair/Deloitte & Touche Inc, 1 Place Ville Marie, Bureau 3000, Montreal, QC H3B 4T9, Canada, hereby give you notice that I have been appointed Liquidator of Feberco Limited (the "Company") by a resolution of the Company dated 9th July 2009.

**Philippe Jordan
Liquidator**

**IN THE MATTER OF:
The Companies Act 1981**

**IN THE MATTER OF:
Feberco Limited**

**(In Member's Voluntary
Liquidation)**

NOTICE IS HEREBY GIVEN that the Creditors of the abovenamed Company, which is being voluntarily wound up, are required, on or before 17th August 2009 to send their full Christian and Surnames, their addresses and descriptions, full particulars of their debts or claims, and the names and addresses of their lawyers (if any) to Philippe Jordan, the undersigned, Samson Bélair/Deloitte & Touche Inc, 1 Place Ville Marie, Bureau 3000, Montreal, QC H3B 4T9, Canada, the Liquidator of the said Company, and if so required by notice in writing from the said Liquidator, and personally or by their lawyers, to come in and prove their debts or claims at such time and place as shall be specified in such notice, or in default thereof they will be excluded from the benefit of any distribution made before such debts are proved.

**Dated: 15th July 2009
Philippe Jordan
Liquidator**

**IN THE MATTER OF:
The Companies Act 1981**

- and -

**IN THE MATTER OF:
Feberco Limited**

**(In Member's Voluntary
Liquidation)**

NOTICE IS HEREBY GIVEN that a final general meeting of the Member of the abovenamed Company will be held at the offices of Messrs. Conyers Dill & Pearman, Clarendon House, Church Street, Hamilton, Bermuda on 9th September 2009 at 9.30am, or as soon as possible thereafter, for the purposes of:

(1) receiving an account laid before them showing the manner in which the winding-up of the Company has been conducted and its property disposed of and of hearing any explanation that may be given by the Liquidator; and

(2) by resolution determining the manner in which the books, accounts and documents

of the Company and of the Liquidator shall be disposed of; and

(3) by resolution dissolving the Company.

**Dated: 15th July 2009
Philippe Jordan
Liquidator**

**NOTICE OF CLOSURE OF
THE REGISTER OF
MEMBERS OF**

**PAK TAK
INTERNATIONAL
LIMITED**

NOTICE IS HEREBY GIVEN that the Register of Members of Pak Tak International Limited will be closed from 14 August, 2009 to 21 August, 2009, both days inclusive, during which period no transfer of shares will be effected.

Dated this 13th day of July 2009.

**Conyers Dill & Pearman
Attorneys to
the Company**

**NOTICE OF CLOSURE
OF THE REGISTER OF**

**MEMBERS OF
Hang Ten Group
Holdings Limited**

NOTICE IS HEREBY GIVEN that the Register of Members of Hang Ten Group Holdings Limited will be closed from 7 September, 2009 to 9 September, 2009, both days inclusive, during which period no transfer of shares will be effected.

Dated this 13th day of July 2009.

**Conyers Dill & Pearman
Attorneys to
the Company**

**NOTICE OF CLOSURE
OF THE REGISTER OF**

**MEMBERS OF
CHUANG'S
CONSORTIUM
INTERNATIONAL
LIMITED**

NOTICE IS HEREBY GIVEN that the Register of Members of CHUANG'S CONSORTIUM INTERNATIONAL LIMITED will be closed from 25 August, 2009 to 31 August, 2009, both days inclusive, during which period no transfer of shares will be effected.

Dated this 14th day of July 2009

**Conyers Dill & Pearman
Attorneys to
the Company**

**IN THE MATTER OF THE
COMPANIES ACT 1981**

(the "Act")

AND

**IN THE MATTER OF
SEK Construction
Holdings Limited**

(the "Company")

**NOTICE OF REDUCTION
OF ISSUED SHARE
CAPITAL**

NOTICE IS HEREBY GIVEN pursuant to Section 46(2)(a) of the Act that the Company proposes to reduce its issued share capital ("Reduction") from HK\$4,000,000 to HK\$10 by HK\$3,990,000 by cancelling 39,990,000 paid-up ordinary shares of HK\$0.10 each in the capital of the Compa-

ny. It is intended that the Reduction will take effect on 31 July 2009.

**Conyers Dill & Pearman
Attorneys to
the Company**

Dated this 13th day of July 2009

**IN THE MATTER OF THE
COMPANIES ACT 1981**

(the "Act")

AND

**IN THE MATTER OF
SPARKLE ROLL GROUP
LIMITED**

(the "Company")

**NOTICE OF REDUCTION
OF SHARE PREMIUM**

NOTICE IS HEREBY GIVEN pursuant to Section 46(2)(a) of the Act that subject to the satisfaction of certain conditions, the Company proposes to reduce its share premium from approximately HK\$269,766,000 to approximately HK\$269,766,000 by approximately HK\$269,766,000 (the "Share Premium Reduction"). It is intended that conditional upon satisfaction of certain conditions, the Share Premium Reduction will take effect on or about 31 July 2009.

**Conyers Dill & Pearman
Attorneys to
the Company**

Dated this 9th day of July 2009.

**ANNUAL GENERAL
MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Members of KeyTech Limited (the "Company") will be held at The Bermuda Telephone Company Limited, Administration Building, 80 Victoria Street, Hamilton, Bermuda, on Friday the 24th day of July 2009 at 4.00 p.m., for the following purposes:

AGENDA

1. Confirmation of Notice.
2. To consider the minutes of the Annual General Meeting of the Company held on the 25th day of July, 2008.

3. To receive the financial statements of the Company for the year ended 31st day of March, 2009 and the auditor's report thereon.

4. Chairman's Report.

5. To elect Directors as follows:

CLASS II - TERM TO EXPIRE AT THE 2012 ANNUAL GENERAL MEETING

Michael J. Mello

Peter C. Durhager

Fiona E. Beck

Gary L. Phillips

6. To consider the appointment of an auditor for the forthcoming year.

**BY ORDER OF THE
BOARD OF DIRECTORS**

The record date for Members and BSD Account Holders entitled to receive notice of and to vote at this Annual General Meeting is the 3rd day of July, 2009.

IN THE SUPREME COURT OF BERMUDA
CIVIL JURISDICTION

2009 No.

IN THE MATTER OF PEBERCO LIMITED
(Liquidator Appointed)

-and-

IN THE MATTER OF SECTION 99 of The
Companies Act 1981

-and-

IN THE MATTER of an Application by
Perbeco Limited
(Applicant)

EXHIBIT "G"



Mello Jones & Martin
"Thistle House"
4 Burnaby Street
Hamilton HM11

GHM/32264.1

SUPREME COURT BERMUDA

2009 NOV -6 AM 11:10