

## **Appendix 7**

Kawaley J.  
In Chambers  
26<sup>th</sup> November 2009

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

**2009 No. 368**

**IN THE MATTER OF PEBERCO LIMITED (In Creditors' Voluntary Liquidation)**

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

**Applicant**

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**ORDER**

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**UPON the Application by Summons dated 20<sup>th</sup> day of November 2009 of Peberco Limited (In Creditors' Voluntary Liquidation) ("Peberco");**

**AND UPON READING the said Summons, the Second Affidavit of Philippe Jordan being the Liquidator of Peberco (and the exhibits thereto filed on 20 November 2009);**

**AND UPON HEARING Counsel for the Liquidator;**

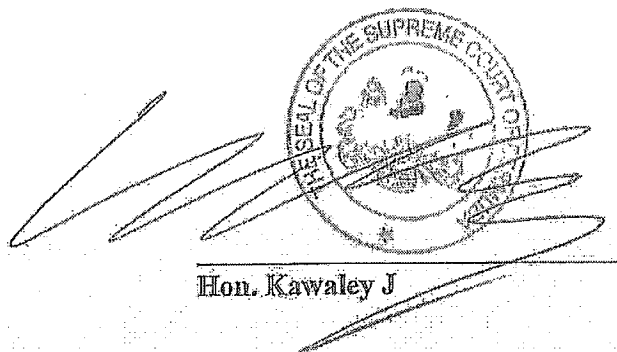
**UPON the Liquidator by his Counsel undertaking to file a copy of the publication of the certificate confirming the closure of Peberco in Cuba;**

IT IS HEREBY ORDERED that:

1. Mr. Philippe Jordan ("Mr. Jordan") shall be at liberty to prepare an account of the winding-up pursuant to section 223 of the *Companies Act* 1981.
2. Mr. Jordan shall be and is hereby permitted to dispense with the advertisement and convening of a general meeting of Peberco and a meeting of the Creditors for purposes of laying the account before the meetings under section 223 of the *Companies Act* 1981 for the reasons given in the Affidavit of Mr. Jordan in support hereof.
3. The meetings of Members and Creditors shall be deemed to have been held in compliance with section 223 of the *Companies Act* 1981.
4. Mr. Jordan shall be and is hereby permitted to dispose of any books and papers of Peberco after 2 years following the delivery of the account to the Registrar under section 255 of the *Companies Act* 1981.
5. In accordance with section 223(4) of the *Companies Act* 1981, Mr. Jordan shall prepare and file the account with the Registrar, and in so doing Peberco shall be deemed to be dissolved on the expiration of three months from the filing thereof.
6. Upon the filing of the statutory return under section 223 of the *Companies Act* 1981, Mr. Jordan shall be and is hereby discharged and forever released as liquidator of Peberco (In Creditors' Voluntary Liquidation) under the *Companies Act* 1981.

7. It shall be directed that the dissolution of Peberco and the discharge and release of Mr. Jordan as liquidator of Peberco (In Creditors' Voluntary Liquidation) under the *Companies Act* 1981, shall be advertised in the Bermuda Sun.
8. It shall be directed that by virtue of section 260 of the *Companies Act* 1981, any creditors and/or other interested persons shall be statute barred from bringing a petition to declare the dissolution void 2 years following the dissolution of Peberco.
9. Mr. Jordan shall have liberty to apply for any further necessary consequential directions.

Dated 26<sup>th</sup> November 2009.



Hon. Kawaley J

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

2009 No. 368

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IN THE MATTER OF PEBERCO LIMITED  
(In Creditors' Voluntary Liquidation)

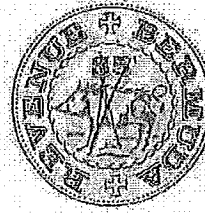
AND IN THE MATTER OF AN  
APPLICATION BY PEBERCO LIMITED  
(In Creditors' Voluntary Liquidation)

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ORDER

Kawaley J  
In Chambers  
26<sup>th</sup> November 2009

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

GHM/32264.1

SUPREME COURT BERMUDA

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

**2009 No. 368**

**IN THE MATTER OF PEBERCO LIMITED (In Creditors' Voluntary Liquidation)**

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

**Applicant**

---

**SUMMONS**

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**LET PEBERCO LIMITED (In Creditors' Voluntary Liquidation)** ("Peberco") attend before a Judge in Chambers at the Supreme Court, Sessions House, Parliament Street, Hamilton, in the Islands of Bermuda on                    the                    day of                    2009 at                    clock in the                    noon or so soon thereafter as Counsel may be heard upon the hearing of an application of Peberco Limited (In Creditors' Voluntary Liquidation) by its Liquidator for an order that:

1.     Mr. Philippe Jordan ("Mr. Jordan") shall be at liberty to prepare an account of the winding-up pursuant to section 223 of the *Companies Act* 1981.
2.     Mr. Jordan shall be permitted to dispense with the advertisement and convening of a general meeting of Peberco and a meeting of the Creditors for purposes of laying the

3. The meetings of Members and Creditors shall be deemed to have been held in compliance with section 223 of the *Companies Act* 1981;
4. Mr. Jordan shall be at liberty to dispose of any books and papers of Peberco after 2 years following the delivery of the account to the Registrar under section 255 of the *Companies Act* 1981;
5. Mr. Jordan shall prepare and file the account with the Registrar, and in so doing Peberco shall be deemed to be dissolved on the expiration of three months from the registration thereof;
6. Upon the filing of the statutory return under section 223 of the *Companies Act* 1981, Mr. Jordan shall be and is hereby discharged and forever released as liquidator of Peberco (In Creditors' Voluntary Liquidation) under the *Companies Act* 1981.
7. It shall be directed that by virtue of section 260 of the *Companies Act* 1981, any creditors and/or other interested persons shall be statute barred from bringing a petition to declare the dissolution void 2 years following the dissolution of Peberco;
8. Mr. Jordan shall have liberty to apply for such further necessary consequential directions.

Dated            November 2009.

**Registrar**

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

**2009 No. 368**

**IN THE MATTER OF PEBERCO LIMITED (In Creditors' Voluntary Liquidation)**

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

---

**SECOND AFFIDAVIT OF  
PHILIPPE JORDAN**

---

**I, Philippe Jordan**, of 1 Place Ville-Marie, Suite 3000, Quebec, Canada, the Liquidator of Peberco Limited, **HEREBY MAKE OATH AND SAY** as follows:

1. I am an Associate Partner in the Financial Group of Samson Belair/Deloitte & Touche, 1 Place Ville-Marie, Suite 3000, Montreal, Quebec, Canada and by resolution of the Board of Directors of Peberco Limited ("Peberco") on 9 July 2009, I was appointed as Liquidator of this Company.
2. Save as otherwise stated, the facts and matters deposed herein are derived from my personal knowledge as a result of my involvement with this matter, from speaking and working with my colleagues with the conduct of this matter, and from my perusal of relevant documents. Where facts and matters are not within my knowledge, they are true to the best of my knowledge, information and belief.



3. This Affidavit is sworn in support of an application for Peberco to, *inter alia*, dispense with convening the final meeting of members and creditors and to give directions for the orderly conclusion of the creditors' voluntary winding-up under the *Companies Act* 1981 ("the Act").
4. There is now shown to me a copy of my Affidavit sworn on 5 November 2009. The facts set out in that Affidavit are within my knowledge and are true to the best of my knowledge, information and belief.
5. I have read the Affidavit sworn by Christophe Ranger in the matter of Peberco (In Members' Voluntary Liquidation) in the Supreme Court of Bermuda, Companies (Winding Up) Jurisdiction and do verily believe that the facts set out in Mr. Ranger's Affidavit are true to the best of my knowledge, information and belief.

#### **Background Facts**

6. Pebercan Inc. (the "Corporation") was engaged in the exploration, development and operation of oil reserves in the Republic of Cuba through its subsidiary Peberco which was based in Bermuda. Oil exploration was a joint operation with Sherritt International (Cuba) Oil and Gas Limited and Sherritt International Corporation ("Sherritt").
7. Towards the end of 2008, the Cuban authorities notified Peberco that they wished to prematurely terminate the production – sharing contract, which was initially scheduled to expire in 2018.

8. On the 9 February 2009, the Cuban authorities agreed to pay a lump sum payment of US\$140 million to Peberco in exchange for full settlement of debts owed to Peberco and the assumption of all Peberco's obligations related to its operations in Cuba.
9. On 25 March 2009, Pebermat and Peberco, two subsidiaries wholly owned by the Corporation were amalgamated, and continue under the corporate name Peberco.
10. The corporate register reflects that the corporation holds 100% of the shares in Peberco, which constitutes all issued and outstanding shares.
11. In exchange for Peberco declaring and paying a dividend of substantially all of its assets to its sole shareholder, the Corporation and seeking to commence a members' voluntary liquidation of Peberco, the Corporation executed deeds of indemnity and undertook to indemnify and whole harmless Peberco from, *inter alia*, any and all claims against Peberco during the course of the members' voluntary liquidation.
12. On 14 April 2009, the deeds of indemnity were executed by the Corporation.
13. On 26 May 2009, a special meeting of all security holders of the Corporation was held, approving a plan of arrangement.
14. On 1 June 2009, the plan of arrangement was approved by the Canadian Court.
15. On 30 June 2009, the members' voluntary winding-up declaration of solvency was executed pursuant to the Act.

16. On 6 July 2009, the Canadian Court issued an order pursuant to the Canada Business Corporation Act ("CBCA") and a plan of arrangement approving a claims process for the Corporation and appointing Samson Belair/Deloitte & Touche as monitor in order to conduct such claims process.
17. On 9 July 2009, a member resolution approving the voluntary liquidation of Peberco and appointing Philippe Jordan of Samson Belair/Deloitte & Touche as Liquidator was executed.
18. Peberco initiated a voluntary liquidation process in July 2009 after a resolution of the Board of Directors and the filing of a declaration of solvency with the Bermuda Registrar of Companies. This resolution was subsequently approved by resolution of the Corporation.
19. Following the claims process and procedures, the Board of Directors were of the view that Peberco has no known creditors. The main reasons for this conclusion are more properly set out in my earlier affidavit. That being said, I do verify believe that I complied with all requirements of the Act, and the *Companies (Winding-Up) Rules* 1982. Specifically, I duly published a notice to Peberco claimants in the Bermuda Sun which required all creditors to file particulars of their debts or claims on or before 17 August 2009. To date, no creditors have come forward nor have my efforts and diligence identified any potential creditors, other than the current service providers and professionals.

20. Furthermore, due to the limitations on the ability to publish a notice or call to creditors in Cuba, various further steps were undertaken to have the closure of Peberco published in Cuba which are more specifically set out in the Affidavit of Christophe Ranger.
21. I do verily believe that the claims process did not result in the identification of any actual, contingent or prospective creditors for Peberco. In addition, all steps taken in relation to the Cuban claims process did not result in the identification of any actual, contingent or prospective creditors in Cuba.
22. Furthermore, I have recently been advised by the Commercial Registrar of the Ministry of Justice in Cuba, and do verily believe that they will be publishing the Certification confirming the closure of Peberco in Cuba. Attached hereto and marked as Exhibit "PJ 1" is a true copy of the proposed Certificate of closure of Peberco that will be published and filed with the Commercial Registrar Ministry of Justice in Cuba.

### **The Liquidation**

23. Under the liquidation process currently underway, both the liquidation of the Corporation and Peberco are being carried out on an independent and parallel basis.
24. The Corporation is undertaking a voluntary liquidation pursuant to the CBCA, whereas Peberco is undertaking a creditors' voluntary liquidation under the Act. More specifically, an application by way of Amended Originating Summons was heard before Justice Kawaley on 12 November 2009. Attached hereto and marked as Exhibit "PJ2" is a true copy of the Amended Ex parte Originating Summons.

25. For the reasons set out in my First Affidavit and the Affidavit of Christophe Ranger, I do verily believe that Mr. Justice Kawaley granted the relief sought in the Amended Originating Summons, and more specifically the following:

- (a) The liquidation of Peberco shall be conducted as a creditors' voluntary liquidation under the *Companies Act* 1981;
- (b) Mr. Philippe Jordan shall be and is hereby appointed as Liquidator of Peberco (in creditors' voluntary liquidation) under the *Companies Act* 1981.
- (c) A direction to dispense with the convening of a meeting of potential creditors under section 216 of the *Companies Act* 1981 for the reasons given in the Affidavit of Mr. Jordan in support hereof.

Attached hereto and marked Exhibit "PJ3" is a true copy of Justice Kawaley's order.

#### **Creditors' Voluntary Liquidation Procedure**

26. Further to the Order of Justice Kawaley, Peberco will be proceeding with a creditors' voluntary liquidation and will be seeking an early dissolution pursuant to the Act.

27. For the reasons more specifically set out in my First Affidavit, I do verily believe that all reasonable efforts were undertaken to locate and/or identify all creditors of Peberco in Bermuda and abroad. In fact, the appropriate notice was given pursuant to Rule 73 of the *Companies (Winding-Up) Rules* 1982, wherein the cut-off date of 17 August 2009 was established. Despite the Claims Process and efforts undertaken in Cuba, there has been

no identification of any actual, contingent or prospective creditors for Peberco, nor are there any anticipated to be identified or come forward in the future.

28. With that in mind, I do verily believe that it is appropriate to dispense with the necessity of advertising and calling a general meeting of Peberco and a meeting of the creditors for the purpose of laying the account before the meetings under section 223 of the Act. For the reasons more specifically set out in my earlier Affidavit, and in conjunction with the Order of Justice Kawaley, I do verily believe that the calling of such a meeting would be an exercise in futility, as well as a waste of time and expense as there are no creditors.
29. Furthermore, the cut-off date has expired and there are no assets available in Peberco. Accordingly, any potential creditors trying to access post liquidation claims in Peberco would be left with an empty claim, but more importantly, no creditors have come forward or have been identified with the exhaustive efforts that have been undertaken in Bermuda and Cuba. Therefore, I do verily believe that any potential creditors will not be prejudiced or compromised in any way if the necessity of the meeting is hereby dispensed with.
30. For the reasons set out herein, and upon the filing of my statutory account pursuant to section 223 of the Act, the following would result in the most just, fair and expeditious management of the creditors' voluntary liquidation of Peberco:
  - (a) I shall be permitted to dispense with the advertisement and convening of a general meeting of Peberco and a meeting of the Creditors for purposes of laying the account before the meetings under section 223 of the *Companies Act* 1981.

- (b) The meetings of Members and Creditors shall be deemed to have been held in compliance with section 223 of the *Companies Act* 1981;
- (c) I shall be at liberty to dispose of any books and papers of Peberco after 2 years following the delivery of the account to the Registrar under section 255 of the *Companies Act* 1981;
- (d) Upon the filing of the statutory return under the Act, I shall be discharged and forever released as liquidator of Peberco (In Creditors' Voluntary Liquidation) under section 178 of the *Companies Act* 1981.
- (e) It shall be directed that by virtue of section 260 of the *Companies Act* 1981, any creditors and/or other interested persons shall be statute barred from bringing a petition to declare the dissolution void 2 years following the dissolution of Peberco;

31. Following the receipt of my Statutory Account by the Registrar, and the appropriate registration thereof, I do verily believe that the Company shall be deemed to be dissolved on the expiration of 3 months after registration.

### **Conclusion**

32. For the reasons set out herein and in conjunction with Justice Kawaley's Order, I do verily believe that the power of the Court to declare the dissolution of Peberco void may be ordered at any time within two years following the registration of the dissolution of Peberco with the Registrar of Companies. Thereafter, the Liquidator or any other

interested person shall be hereinafter statute barred from bringing any such application under section 260 of the Act.

33. As of the date of swearing to this my Affidavit, I do verily believe that it is appropriate to dispense with any meetings and advertisements under section 223 of the Act.
34. I do verily believe that disposing of any and all books and papers of Peberco after 2 years following the filing of my Statutory Account would not prejudice any potential creditors or otherwise, nor would the discharge and release of me as Liquidator under these circumstances.
35. For the reasons herein and in conjunction with my earlier Affidavit and the Affidavit of Christophe Ranger, I do verily believe that it will be appropriate for this Honourable Court to make an Order in the terms sought.
36. In all circumstances set out in this Affidavit, I respectfully request that this Honourable Court do give the relief prayed for in the Summons herein.

SWORN by the above named **PHILIPPE JORDAN**  
in Quebec, Canada this 20<sup>th</sup> day of November  
2009 in the presence of:

**BEFORE ME:**

*Isabelle Léveillé*

Commissioner of Oaths



A handwritten signature in black ink, appearing to be "Philippe Jordan", written over a series of vertical lines.



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

**2009 No. 368**

---

**IN THE MATTER of PEBERCO LIMITED  
(In Creditors' Voluntary Liquidation)**

**-and-**

**AND IN THE MATTER of an Application  
by Peberco Limited  
(In Creditors' Voluntary Liquidation)**

---

**SECOND AFFIDAVIT  
OF  
PHILIPPE JORDAN**

**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 Creditors' Voluntary Liquidation)**

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

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**EXHIBIT "PJ1"**

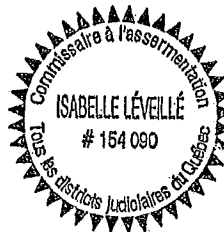
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This is the Exhibit referred to in the Second Affidavit of Philippe Jordan marked "PJ1" sworn on the 20<sup>th</sup> day of November, 2009.

**BEFORE ME:**

*Isabelle Léveillé*

**NOTARY PUBLIC/COMMISSIONER FOR OATHS**



# Deloitte

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  
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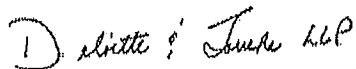
November 13, 2009

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,



Chartered Accountants

[TRANSLATION]

Dear sirs,

I am writing to confirm that the cancellation of the registration of the Participation Contract for Production between CUPET and PEBERCO has been entered into the Commercial Registry of the City of Havana attached to Cuba's Ministry of Justice.

Registration details are listed below:

1. Commercial Registry of the City of Havana.
2. Volume II.
3. Folio 42 V (Verso).
4. Entry 29.

We will receive the certificate shortly, and I will scan and preliminarily send it via email.

Registration cancellation fees amount to \$260 CUC, to be paid by PEBERCO to Comercial CUPET, which will invoice PEBERCO accordingly.

PEBERCO shall also be responsible for certificate authentication fees, should it be required.

I would like to request that Maritza provide Mr. Ranger with an accurate translation of this message for his attorney.

Sincerely,

Diomi

**IN THE SUPREME COURT OF BERMUDA**

**CIVIL JURISDICTION**

**2009 No.**

---

**IN THE MATTER OF PEBERCO LIMITED  
(In Creditors' Voluntary Liquidation)**

**AND IN THE MATTER OF AN  
APPLICATION BY PERBECO LIMITED  
(In Creditors' Voluntary Liquidation)**

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**EXHIBIT "PJ1"**

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**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 Creditors' Voluntary Liquidation)**

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

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**EXHIBIT "PJ2"**

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This is the Exhibit referred to in the Second Affidavit of Philippe Jordan marked "PJ2" sworn  
on the <sup>16<sup>th</sup></sup> day of November, 2009.

**BEFORE ME:**

*Isabelle Léveillé*

**NOTARY PUBLIC/COMMISSIONER FOR OATHS**



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

2009 No. 368

IN THE MATTER OF PEBERCO LIMITED (In Members' Voluntary Liquidation)

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

AND IN THE MATTER OF AN APPLICATION BY PEBERCO LIMITED (In Members' Voluntary Liquidation)

Applicant

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AMENDED

EX-PARTE ORIGINATING SUMMONS

LET PEBERCO LIMITED (In Liquidation) (In Members' Voluntary Liquidation) attend before a Judge in Chambers at the Supreme Court, Sessions House, Parliament Street, Hamilton, in the Islands of Bermuda on ~~the~~ <sup>Thurs</sup> the 12 day of November 2009 at 11:30 o'clock in the forenoon or as soon thereafter as counsel may be heard upon the hearing of an Application of Peberco Limited (In Members' Voluntary Liquidation by its' Liquidator) ("Peberco") for an order that:

1. ~~Peberco shall convene a meeting of the sole holder of common shares in Peberco of all the Members of the Company for the purpose of considering and, if thought fit, approving, with or without modification, a Scheme of Arrangement (the "Scheme") under Section 99 of the Companies Act 1981 proposed to be made between the Company and its member, substantially in the form exhibited to the Affidavit of Philippe Jordan as Exhibit "A-1";~~

(a) The liquidation of Peberco shall be conducted as a creditors' voluntary liquidation under the Bermuda Companies Act 1981;

(b) Mr. Philippe Jordan shall be and is hereby appointed as Liquidator of Peberco (in creditors' voluntary liquidation) under the Bermuda Companies Act 1981;

2. Directions may be given as to the method of convening the meeting and the following terms:

(a) That the sole member of Peberco shall be permitted to approve with or without modification, the Scheme under Section 99 of the Companies Act to sign a written resolution. A direction to dispense with the convening of a meeting of potential creditors under section 216 of the Companies Act 1981 for the reasons given in the Affidavit of Mr Jordan in support hereof.

(b) Mr. Jordan shall have liberty to apply for such further necessary consequential directions.

Dated: the 13 day of November, 2009.





This Summons is taken out by Messrs. Mello Jones & Martin, "Thistle House", 4 Burnaby Street, Hamilton HM11, in the Islands of Bermuda, Attorneys for the Applicant.

IN THE SUPREME COURT OF BERMUDA  
COMPANIES (WINDING UP) 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  
Peberco Limited (Liquidator Appointed)  
(Applicant)

---

AMENDED

EX-PARTE ORIGINATING SUMMONS



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

Attorneys for the  
GHM/32264.1

2009 NOV 13 AM 11:54  
SUPREME COURT BERMUDA  
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**IN THE SUPREME COURT OF BERMUDA**

**CIVIL JURISDICTION**

**2009 No.**

---

**IN THE MATTER OF PEBERCO LIMITED**  
**(In Creditors' Voluntary Liquidation)**

**AND IN THE MATTER OF AN**  
**APPLICATION BY PERBECO LIMITED**  
**(In Creditors' Voluntary Liquidation)**

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**EXHIBIT "PJ2"**

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**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 AN APPLICATION BY PEBERCO LIMITED  
(In Creditors' Voluntary Liquidation)**

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**EXHIBIT "PJ3"**

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This is the Exhibit referred to in the Second Affidavit of Philippe Jordan marked "PJ3" sworn on the *20<sup>th</sup>* day of November, 2009.

**BEFORE ME:**

*Isabelle Léveillé*

**NOTARY PUBLIC/COMMISSIONER FOR OATHS**



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

**2009 No. 368**

**IN THE MATTER OF PEBERCO LIMITED (In Members' Voluntary Liquidation)**

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

**(Applicant)**

**ORDER**

**UPON THE APPLICATION** by Amended Originating Summons dated the 12<sup>th</sup> day of November, 2009 of Peberco Limited ("Peberco") whose registered office and place of business is situated at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda,

**AND UPON READING** the said Amended Originating Summons, the Affidavit of Christophe Ranger (sworn and filed) and the Affidavit of Philippe Jordan being the liquidator of Peberco Limited (and the Exhibits thereto filed on 6<sup>th</sup> November 2009), filed herein;

**THE COURT DOES ORDER** pursuant to Sections 231 and 170 (1) of the Companies Act 1981 that:

1. (a) The liquidation of Peberco shall be conducted as a creditors' voluntary liquidation under the Bermuda Companies Act 1981;

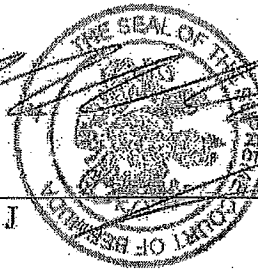
(b) Mr. Philippe Jordan shall be and is hereby appointed as liquidator of Peberco (in creditors' voluntary liquidation) under the Bermuda Companies Act 1981.

2. (a) The convening of a meeting of potential creditors under Section 216 of the Companies Act 1981 is hereby dispensed with for the reasons given in the Affidavit of Mr. Jordan in support hereof.

(b) Mr. Jordan shall have liberty to apply for such further consequential directions as may be necessary.

Dated the 12<sup>th</sup> day of November, 2009.

Kawaley J



IN THE SUPREME COURT OF BERMUDA

COMPANIES (WINDING UP)

JURISDICTION

2009 No. 368

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IN THE MATTER of PEBERCO LIMITED  
(IN LIQUIDATION)

-and-

IN THE MATTER of an Application  
by Peberco Limited (In Liquidation)

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ORDER



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

GJM/32264.1

2009 NOV 13 AM 11:54  
SUPREME COURT BERMUDA

**IN THE SUPREME COURT OF BERMUDA**

**CIVIL JURISDICTION**

**2009 No.**

---

**IN THE MATTER OF PEBERCO LIMITED**  
**(In Creditors' Voluntary Liquidation)**

**AND IN THE MATTER OF AN**  
**APPLICATION BY PERBECO LIMITED**  
**(In Creditors' Voluntary Liquidation)**

---

**EXHIBIT "PJ3"**

---

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

**GHM/32264.1**



## **Appendix 8**



MELLO JONES & MARTIN  
BARRISTERS AND ATTORNEYS

THISTLE HOUSE  
4 BURNABY STREET  
HAMILTON HM 11  
P.O. BOX HM 1564  
HAMILTON HM FX  
BERMUDA  
TEL • 441.292.1345  
FAX • 441.292.2277  
WEB • WWW.MJM.BM

January 15<sup>th</sup>, 2010

gharvey-mckean@mjmbm  
Dir. 441.294.3602  
Fax. 441.296.4555  
Ref. 32264.1

**BY HAND**

The Registry of the Supreme Court  
113 Front Street  
Hamilton HM12

Dear Madam,

**Re: In The Supreme Court of Bermuda 2009 No. 368**  
**In the Matter of Peberco Limited (In Creditors' Voluntary Liquidation)**  
**And in the Matter of an Application by Peberco Limited (In Creditors' Voluntary Liquidation)**

Further to the Order of Kawaley J. dated 26<sup>th</sup> November 2009, and upon the undertaking given by the Liquidator, enclosed herein please find a copy of the publication of the Certificate confirming the closure of Peberco Limited's business in Cuba.

Thank you for your consideration herein.

Yours faithfully,  
**MELLO JONES & MARTIN**

Glenn Harvey-McKean  
Senior Associate

Enclosures



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](http://www.deloitte.ca)

December 9, 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 &amp; Touche LLP".

Chartered Accountants



Samson Bélaïr/Deloitte & Touche  
s.e.n.c.r.l.  
Chartered Accountants  
1 Place Ville Marie  
Suite 3000  
Montreal QC H3B 4T9  
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A handwritten signature in cursive script that reads "Deloitte &amp; Touche LLP".

Chartered Accountants

Commercial Registry  
Ministry of Justice

ATTESTATION

ATTORNEY DULCE MARIA ALDERETE TERRY, COMMERCIAL REGISTRAR, WITH JURISDICTION AND COMPETENCE IN THE ENTIRE NATIONAL TERRITORY:

I HEREBY ATTEST:

That the Contract for International Economic Partnership signed between the commercial entity of Cuban nationality called **COMERCIAL CUPET, S.A.**, and **PEBERCO LIMITED**, a company incorporated under the laws of the Bermuda Islands, was executed by means of Notarial Public Deed number 261, granted on the 17th day of the month of November of the year 1997, granted before Attorney Bernardo Musibay Piñeiro, Notary of the Special Notary Office at the Ministry of Justice of the Republic of Cuba, having been recorded as **First Entry**, on the 28th day of the month of November of the year 1997, for a term of 25 years, in Volume 1, Folio 117, Page 203, of the Book of International Economic Partnerships of the Foreign Investment Registry, presently contained in the Central Commercial Registry under the custody of the Ministry of Justice. On the 12th day of the month of November of the year 2009, the Notary Document on Legalization of Signatures for 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], dated January 14, 2009, was registered in the Book of Contracts for International Economic Partnerships, in Volume XI, Folio 120, Hoja 203, **Fourth Entry**, granted by Attorney Nury Evarista Peña Taboada, Notary of the Special Notary Office of the Ministry of Justice, thereby effecting the early termination of the Participation Contract for Production and annulling the same. **THE CORRESPONDING REGISTRY PAGE IS HEREBY CANCELED.**

In witness whereof this Official Attestation is issued to Attorney Diomir Hernández Torres, Legal Secretary, who appears before me on behalf of and in representation of the expired Contract for International Economic Partnership signed by and between the Cuban commercial entity **COMERCIAL CUPET, S.A.**, and the company called **PEBERCO LIMITED**, to take effect in the National Territory, hereby acknowledging that the particulars contained herein are a true copy of those recorded in the aforementioned entry. City of La Havana on the 12th day of the month of November of the year 2009.

Drawn by: Olga Asela/Samalea Marina.  
Compared by: Att. Dulce María Alderete Terry.

[signed by]  
ATTORNEY DULCE MARIA ALDERETE TERRY.

[STAMP OF THE COMMERCIAL REGISTRAR  
of the MINISTRY OF JUSTICE]

A 308473

Republic of Cuba

Ministry of Foreign Affairs

DACCRE

(Department of Consular Affairs and the Affairs of Cuban Citizens Living Abroad)

I HEREBY CERTIFY: That it appears that the above signature of the official authorizing this document is authentic, given its likeness to the one found in the register, and regularly used for official documents. I bear witness thereto through my signature and this Ministry's seal.

Official authorized to certify the authenticity of signatures on documents used for legal purposes abroad.

(signature)

Issued in Havana, December 3, 2009



**Registro Mercantil  
Ministerio de Justicia**

**CERTIFICACION**

**LICENCIADA DULCE MARIA ALDERETE TERRY, REGISTRADORA MERCANTIL CON JURISDICCION Y COMPETENCIA EN TODO EL TERRITORIO NACIONAL.**

**CERTIFICO:**

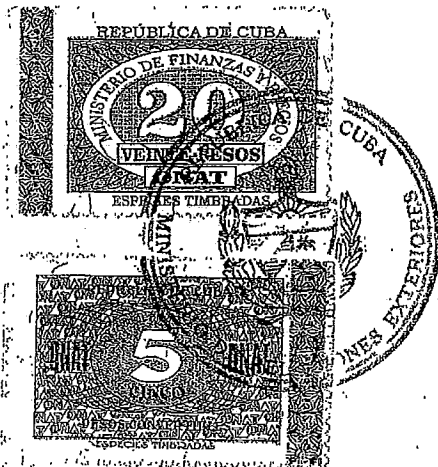
Que el Contrato de Asociación Económica Internacional suscrito entre la entidad mercantil de nacionalidad cubana **COMERCIAL CUPET, S.A.** y la sociedad mercantil constituida bajo las leyes de Islas Bermudas denominada **PEBERCO LIMITED**, fue constituido mediante Escritura Pública Notarial Número 261, de fecha 17 de Noviembre del año 1997, otorgada ante el Licenciado Bernardo Musibay Piñeiro, Notario que fuera de la Notaría Especial del Ministerio de Justicia de la República de Cuba, el que quedó inscrito como Inscripción Primera, el 28 de Noviembre de 1997, por el término de 25 años, al Tomo I, Folio 117, Hoja 203, del Libro de Asociaciones Económicas Internacionales del Registro de Inversiones Extranjeras, actualmente en el Registro Mercantil Central a cargo del Ministerio de Justicia. A los 12 días del mes de Noviembre del 2009, en el Libro de Contratos de Asociaciones Económicas Internacionales, al Tomo XI, Folio 120, Hoja 203, Inscripción Cuarta, quedó inscripta la Escritura de Legalización de Firmas del Contrato de Cesión de Derechos sobre Participación en la Producción de Petróleo y sobre Deuda, de fecha 14 de Enero de 2009, realizado por la Licenciada Nury Evarista Peña Taboada, Notaria de la Notaría Especial del Ministerio de Justicia, mediante el cual se puso término anticipado al Contrato de Participación en la Producción, disolviéndose el mismo. **QUEDANDO POR LA PRESENTE CANCELADA LA CORRESPONDIENTE HOJA REGISTRAL.** .....


Y para que así conste, se expide la presente Certificación de Oficio, al Licenciado Diomir Hernández Torres, Secretario Letrado, quien comparece a nombre y en representación del extinto Contrato de Asociación Económica Internacional suscrito entre la entidad mercantil cubana **COMERCIAL CUPET, S.A.** y la sociedad mercantil denominada **PEBERCO LIMITED**, para surtir efectos en el Territorio Nacional, significándose que los datos que contiene concuerdan fielmente con los que aparecen consignados en el asiento a que se hace referencia. Ciudad de La Habana a 12 días del mes de Noviembre del año 2009. ....

Confeccionado por: Olga Asela Samalea Marina.  
Confrontado por: Lic. Dulce María Alderete Terry.

**LIC. DULCE MARIA ALDERETE TERRY.**





  
A 308473  
República de Cuba  
Ministerio de Relaciones Exteriores  
DAOCRE

CERTIFICO: Que al parecer la firma que antecede del funcionario autorizante de este documento, es auténtica por la semejanza que guarda con la que obra en el registro y con la que se acostumbra a usar en sus actos oficiales. En fe de lo cual autorizo la presente con mi firma y sello de este ministerio. Funcionario autorizado para certificar autenticaciones de firmas de documentos para surtir efectos legales en el exterior.

  
Dado en La Habana a los \_\_\_\_\_ días de \_\_\_\_\_ de 2009.

04 mayo 2009



Registre Marchand  
Ministère de Justice

CERTIFICAT

Licenciée Dulce Maria Alderete Terry, contrôlease marchande, a juridiction et compétence dans tout le territoire National.

Je certifie :

Que le Contrat d'Association Economique Internationale souscrit entre l'entité marchande de nationalité cubaine **COMERCIAL CUPET SA** et la société constituée sous les lois des Bermudes, dénommée **PEBERCO LTD** a été constituée par le blais de l'Ecriture Publique Notarial No 261 du 17 novembre 1997 accorde le auprès du Licencié Bernardo Musibay Pineiro Notaire du Cabinet spécial du Ministère de Justice de la République de Cuba restant souscrit comme **INSCRIPTION PREMIERE**, le 28 novembre 1997 pour un terme de 25 ans, avec le tome I feuillet 117 feuille 203, du Livre des Associations Economiques du Internationales du Registre d'Investissements Etrangers, a présent Registre Marchand Central a la charge du Ministère de Justice, le 12 novembre 2009, sur le Livre des Contrats des Associations Economiques Internationales, avec le tome XI, feuillet 120, feuille 203, **INSCRIPTION QUATRIEME**, restant inscrit, l'Ecriture de Légalisation des signatures du Contrat de Cession des droits sur la participation dans la Production du Pétrole et sur la Dette, date du 14 janvier 2009, fait par la Licenciée Nury Evarista Pena Taboada, mettant fin anticipé au contrat de participation dans la Production, restant dissous celui-ci. **RESTANT ANNULE PAR LA PRESENTE, LA FEUILLE CORRESPONDANTE AU REGISTRE.....**

Et pour que ainsi soit constaté, la présente Certification d'office, est expédiée au Maître Diomir Hernandez Torres, Conseiller Juridique et secrétaire instruit de Comercial CUPET, SA qui comparait au nom et en représentation du Contrat d'Association Economique Internationale annulé entre l'entité marchande cubaine Comercial CUPET SA et la société marchande dénommée Peberco Limited, pour prendre effet au territoire national, soulignant que les données contenues sont fidèles a ceux qui paraissent dans l'inscription de référence. Ville de la Havane, le 12 novembre 2009.

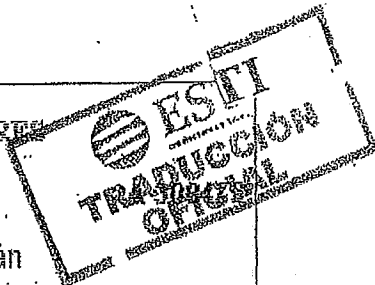
Fait par : Olga Asela Samalea Marina  
Collationné par : Lic. Dulce Ma. Alderete Terry

Signature : Lic. Dulce Maria Alderete Terry  
(Porte le cachet du Ministère de la Justice).  
(A droite apparaît : RM 000919).



LIC. DULCE MARIA ALDERETE TERRY.

REPÚBLICA DE CUBA  
MINISTERIO DE RELACIONES EXTERIORES  
DACCRE



Je soussigné,

Ernesto J. Peraza Montalván  
*Signé illisible*

ATTESTE QUE LA SIGNATURE QUI PRECEDE DU FONCTIONNAIRE  
AUTORISANT LE PRESENT DOCUMENT EST, SEMBLE-T-IL, AUTHENTIQUE  
DE PAR SA RESSEMBLANCE AVEC CELLE QUI EST ENREGISTREE DANS  
CE CENTRE COMME CELLE DONT IL FAIT D'ORDINAIRE USAGE DANS LES  
DOCUMENTS OFFICIELS.

EN FOI DE QUOI, J'AUTORISE LA PRESENTE EN Y APPOSANT MA  
SIGNATURE ET LE SCEAU DE CE MINISTERE.  
FONCTIONNAIRE AUTORISE A AUTHENTIFIER DES SIGNATURES SUR  
DES DOCUMENTS DESTINES A PRENDRE EFFET A L'ETRANGER.

LA HAVANE, le 3 décembre 2009

*(Porte le sceau du ministère des Relations extérieures, un timbre d'une valeur  
de vingt pesos et un autre d'une valeur de cinq pesos convertibles)*

TRADUCCION CERTIFICADA CONFORME A L'ORIGINAL  
Equipo de Servicios de Traductores e Intérpretes





MELLO JONES & MARTIN  
BARRISTERS AND ATTORNEYS

THISTLE HOUSE  
4 BURNARY STREET  
HAMILTON HM 11  
P.O. BOX HM 1564  
HAMILTON HM FX  
BERMUDA

TEL • 441.292.1345  
FAX • 441.292.2277  
WEB • WWW.MJM.BM

January 15<sup>th</sup>, 2010

gharvey-mckean@mjm.bm  
Dir. 441.294.3602  
Fax. 441.296.4555  
Ref. 32264.1

**BY HAND**

The Registrar of Companies  
Government Administration Building  
30 Parliament Street  
Hamilton HM12

Dear Sirs,

**Re: In The Supreme Court of Bermuda 2009 No. 368**  
**In the Matter of Peberco Limited (In Creditors' Voluntary Liquidation)**  
**And in the Matter of An Application by Peberco Limited (In Creditors' Voluntary Liquidation)**

Further to the order of Kawaley J. dated November 26<sup>th</sup>, 2009, and in compliance with Section 223 of the Companies Act 1981, enclosed herein please find the Account of Winding-Up by the Liquidator to be filed and duly registered.

Please also find a copy of the Order of Kawaley J. dated November 26<sup>th</sup>, 2009 for registration.

Thank you for your consideration herein.

Yours faithfully,  
**MELLO JONES & MARTIN**

Glenn Harvey-McKean  
Senior Associate

Enclosures

**PEBERCO LIMITED**  
**(In Creditors' Voluntary Liquidation)**  
**(the "Company")**

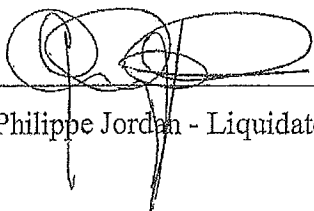
**ACCOUNT OF WINDING UP**  
**UNDER**  
**SECTION 223 OF THE COMPANIES ACT 1981**

The following is a summary of the conduct of the winding up of the Company.

1. On June 30, 2009, both Gilles Frachon and Christophe Ranger executed the Declaration of Solvency in their capacity as Directors of the Company. Thereafter, the Company filed with the Registrar of Companies a Declaration of Solvency under Section 206 of the *Companies Act* 1981, as amended (the "Act").
2. By Resolution of the Board of Directors dated 9 July 2009 and Resolution of the Sole Shareholder of the same date, the Company commenced the winding up of its affairs and appointed me as liquidator (the "Liquidator") of the Company.
3. On July 20, 2009, my office sent, by priority post, an explanatory letter and a blank claim form to all known suppliers of the Company from the last year of operations. To reduce the risks related to the completeness of the list provided to myself by the Company's management, I conducted a series of tests using the Company's accounting records. No omission of suppliers was noted following my review.
4. On July 15, 2009, a Notice to Peberco Claimants of a Claims Process and a Deadline for Claims was published in the Bermuda Sun.
5. The creditors were required to send their duly completed proof of claim to my attention at Samson Belair/Deloitte & Touche before August 17, 2009, being the Deadline for Claims. To date, none of the known suppliers have responded with any claims.
6. Due to the limitations on the ability to publish a notice to creditors in Cuba, various steps were undertaken to have the closure of the Company published in Cuba, and more specifically, the following:

- (i) The payment by CUPET to the Company was net of all income taxes, deductions, and withholdings etc., which were abandoned by the Cuban Authorities;
- (ii) The Cuban Authorities assumed and undertook to maintain all Agreements concluded by the Company related to the Hydro-Carbon Production Sharing Agreement and that the Company was released from any obligations in this respect;
- (iii) The rights of all active personnel of the Company were taken over by CUPET;
- (iv) The Parties to the Agreement recognized that, subject to the execution of the clauses of the Agreement, which have now all been completed they have no claim against each other
- (v) Pursuant to the terms of the Agreement, the payment to the Company was to be transferred from the Central Bank of Cuba to the Sabadell Bank in Madrid. Based upon the information provided by Mr. Maillot, it was not difficult for any Cuban creditor, in a transaction that was common knowledge in Cuba, to file an adverse claim with the Sabadell Bank on the amounts credited in its books to the Company's account. Similarly, the Cuban parties were informed of the amount that was subsequently transferred from the Company's account at the Sabadell Bank to its account at BNP Paribas in Geneva.
- (vi) The BNP Paribas account was well known to the Cuban parties (or authority) as the receptacle for past payments when Cuban entities paid for the oil delivered by the Company. In addition, on the day of closing in Madrid, two representatives of the Cuban Authorities were on hand when the transfer was debited from the Central Bank of Cuba account at Sabadell, and thereby credited to the account opened by the Company at the same bank.

14. Having determined that the Company has no creditors and no liabilities, I am now in a position to distribute the remaining assets of the Company in accordance with the Act and the order of Kawaley J.
15. Attached hereto is a Statement of Winding-Up showing the final accounts of the Company and the manner in which the assets of the Company are to be distributed/offset or otherwise dealt with.



Philippe Jordan - Liquidator of the Company



11/01/10

**LIQUIDATOR'S FINAL STATEMENT OF WINDING-UP  
OF  
PEBERCO LIMITED**

<u>Assets</u>	<u>\$ USD</u>
Nil	Nil
<u>Distribution</u>	
Liquidator's Fee (including disbursements)	<u>Nil</u>
Return to Shareholder	<u>Nil</u>
Undistributed Surplus	Nil

Notes:

1. On November 26, 2009, the Company had Cash in the bank amounting to \$135,466.55. The sums were held in various accounts and were owed to the parent company, Pebercan Inc., on the basis of outstanding inter-company loans. It was not necessary to identify or quantify the outstanding amounts of the inter-company obligations, as there were no identifiable creditors and the parent company would be absorbing any and all existing assets to discharge or offset the outstanding inter-company loans or liabilities regardless of the quantifiable value.
2. At the time of the liquidation the only asset remaining was a Deed of Indemnity granted by the parent company, Pebercan Inc. to its wholly-owned subsidiary, Peberco Limited. Said deed was granted to cover all outstanding potential claims. Therefore, given the absence of any claims filed to date, no value can be assigned to the instrument at this time.  
  
With the completion of said liquidation, the instrument will be deemed expired and thus null and void as pertains to third party claimants.
3. All the Liquidator's fees, including disbursements were assumed by the parent company.

Kawaley J.  
In Chambers  
26<sup>th</sup> November 2009

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

2009 No. 368

**IN THE MATTER OF PEBERCO LIMITED (In Creditors' Voluntary Liquidation)**

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

Applicant

---

**ORDER**

---

**UPON** the Application by Summons dated 20<sup>th</sup> day of November 2009 of Peberco Limited (In Creditors' Voluntary Liquidation) ("Peberco");

**AND UPON READING** the said Summons, the Second Affidavit of Philippe Jordan being the Liquidator of Peberco (and the exhibits thereto filed on 20 November 2009);

**AND UPON HEARING** Counsel for the Liquidator;

**UPON** the Liquidator by his Counsel undertaking to file a copy of the publication of the certificate confirming the closure of Peberco in Cuba;

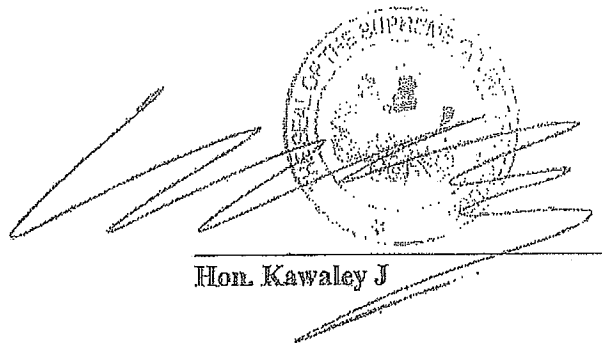


IT IS HEREBY ORDERED that:

1. Mr. Philippe Jordan ("Mr. Jordan") shall be at liberty to prepare an account of the winding-up pursuant to section 223 of the *Companies Act* 1981.
2. Mr. Jordan shall be and is hereby permitted to dispense with the advertisement and convening of a general meeting of Peberco and a meeting of the Creditors for purposes of laying the account before the meetings under section 223 of the *Companies Act* 1981 for the reasons given in the Affidavit of Mr. Jordan in support hereof.
3. The meetings of Members and Creditors shall be deemed to have been held in compliance with section 223 of the *Companies Act* 1981.
4. Mr. Jordan shall be and is hereby permitted to dispose of any books and papers of Peberco after 2 years following the delivery of the account to the Registrar under section 255 of the *Companies Act* 1981.
5. In accordance with section 223(4) of the *Companies Act* 1981, Mr. Jordan shall prepare and file the account with the Registrar, and in so doing Peberco shall be deemed to be dissolved on the expiration of three months from the filing thereof.
6. Upon the filing of the statutory return under section 223 of the *Companies Act* 1981, Mr. Jordan shall be and is hereby discharged and forever released as liquidator of Peberco (In Creditors' Voluntary Liquidation) under the *Companies Act* 1981.

7. It shall be directed that the dissolution of Peberco and the discharge and release of Mr. Jordan as liquidator of Peberco (In Creditors' Voluntary Liquidation) under the *Companies Act* 1981, shall be advertised in the Bermuda Sun.
8. It shall be directed that by virtue of section 260 of the *Companies Act* 1981, any creditors and/or other interested persons shall be statute barred from bringing a petition to declare the dissolution void 2 years following the dissolution of Peberco.
9. Mr. Jordan shall have liberty to apply for any further necessary consequential directions.

Dated 26<sup>th</sup> November 2009.



Hon. Kawaley J

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

2009 No. 368

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IN THE MATTER OF PEBERCO LIMITED  
(In Creditors' Voluntary Liquidation)

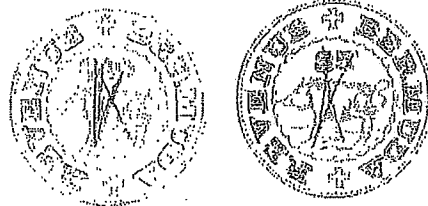
AND IN THE MATTER OF AN  
APPLICATION BY PEBERCO LIMITED  
(In Creditors' Voluntary Liquidation)

---

ORDER

Kawaley J  
In Chambers  
26<sup>th</sup> November 2009

---



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

GHM/32264.1

SUPREME COURT BERMUDA

2009 NOV 27 PM 3:13

## Carmen Edness

---

**From:** Carmen Edness  
**Sent:** Friday, January 15, 2010 3:48 PM  
**To:** 'cswan@mediahouse.com'  
**Cc:** Glenn Harvey-McKean  
**Subject:** Advertisements to be advertised in the Bermuda Sun  
**Attachments:** Notice of Dissolution.doc; Notice of Order.doc

Hi Ms. Swan,

As per our telephone conversation of earlier today, can I please book two 2x4 advertising spots to have the attached ads advertised in the Bermuda Sun next week Wednesday, January 20<sup>th</sup>, 2010.

Can you please send confirmation of this at your earliest convenience.

Thanks,  
Carmen



**MELLO JONES & MARTIN**  
ATTORNEYS AT LAW

Carmen Edness  
Executive Assistant to Glenn  
Harvey-McKean and Shawn  
Crockwell  
Dir 441.292.1345  
Fax 441.296.4555  
[cedness@mjm.bm](mailto:cedness@mjm.bm)  
[www.mjm.bm](http://www.mjm.bm)

Thistle House  
4 Burnaby Street  
Hamilton HM 11  
PO Box HM 1564  
Hamilton HMFY  
Bermuda

*This e-mail contains information from the law firm Mello Jones & Martin which may be confidential and privileged. The information contained in this e-mail and any attachments is intended only for the person(s) or entity named in the message. Any disclosure, copying, distribution or use of the contents of this e-mail and any attachments, without the consent of such person(s) or entity, is prohibited. If you are not the intended recipient, please immediately notify Mello Jones & Martin by reply e-mail or by telephone, delete this message and any attachments and destroy any copies.*

**NOTICE OF ORDER  
GRANTING RELEASE OF  
LIQUIDATOR**

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

2009 No. 368

**IN THE MATTER OF  
PEBERCO LIMITED**

(In Creditors' Voluntary  
Liquidation)

**AND IN THE MATTER OF  
AN APPLICATION BY**

**PEBERCO LIMITED**

(In Creditors' Voluntary  
Liquidation)

Applicant

PLEASE TAKE NOTICE  
that pursuant to the Order  
of Kawaley J. dated Novem-  
ber 26th, 2009 and upon the  
filing of the Statutory Re-  
turn under Section 223 of  
the Companies Act 1981,  
Mr. Philippe Jordan has  
been granted a discharge  
and is forever released as  
Liquidator of Peberco Lim-  
ited (In Creditors' Volun-  
tary Liquidation).

**NOTICE OF DISSOLU-  
TION  
OF COMPANY  
IN THE SUPREME  
COURT OF BERMUDA  
COMPANIES (WINDING  
UP) JURISDICTION**

2009 No. 368

**IN THE MATTER OF  
PEBERCO LIMITED**  
(In Creditors' Voluntary  
Liquidation)

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

Applicant

PLEASE TAKE NOTICE  
that pursuant to the Order  
of Kawaley, J. dated No-  
vember 26th, 2009, and  
upon the filing of the Statu-  
tory Return under Section  
223 of the Companies Act  
1981 on January 15th, 2010,  
Peberco Limited shall be  
dissolved on the expiration  
of three (3) months from  
the filing thereof.