

IN THE GRAND COURT OF THE CAYMAN ISLANDS

IN CHAMBERS

THE 20th DAY OF FEBRUARY 2008

BEFORE THE HONOURABLE Mr. Justice Foster

IN THE MATTER OF THE COMPANIES LAW (2007 REVISION)

AND IN THE MATTER OF FOCUS MANAGEMENT INC.

ORDER



UPON the Application of Dimitrios Aravanis (the "Applicant");

AND UPON hearing Counsel for the Applicant;

AND UPON the Applicant by his Counsel undertaking to file in the form of the drafts before the Court: a Petition (the "Petition") for the winding up of FOCUS MANAGEMENT INC. ("Focus"), sworn copies of the Affidavit of the Applicant in support of the Petition, an ex parte summons seeking the appointment of Joint Provisional Liquidators ("the Ex-Parte Summons") and sworn copies of the affidavit of Nathalie Drouin of the Quebec Securities Regulatory body in support of the application;

AND UPON reading the Petition, the Ex-Parte Summons and the Affidavits;

IT IS ORDERED as follows:-

1. Jean Robillard and Hugh Dickson be appointed Joint Provisional Liquidators ("the JPLs") of Focus with the following powers:

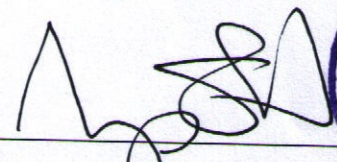
- (a) to locate, protect, secure and take into their possession and control all assets and property to which Focus is or appears to be entitled;
- (b) to locate, protect, secure, and take into their possession and control the books, papers and records of Focus including the accounting and statutory records;
- (c) to carry out such investigations as they may consider appropriate into the promotion, formation, business, dealings, affairs or property of Focus, including applying for relief under sections 127 and/or 128 of the Companies Law (2007 Revision) ("the Companies Law") or an equivalent in any other jurisdiction;
- (d) to do any acts or things considered by them to be necessary or desirable for the protection of the assets and property of Focus including causing Focus to vote as a shareholder in other companies, as the JPLs deem appropriate;
- (e) to retain and employ barristers, solicitors or attorneys and/or such other agents or professional persons, whether in the Cayman Islands or elsewhere, as the JPLs consider appropriate for the purpose of advising or assisting in the execution of their powers; and,
- (f) subject to further court approval, to render and pay invoices out of the assets of Focus for their own remuneration at their usual and customary rates together with all costs, charges and expenses of their attorneys, and all other agents, managers, accountants or other persons that the JPLs may employ.



2. Mr. Austin O. Harris shall attend at a time and place chosen by the JPLs (on four days notice to Mr. Harris) to be cross-examined under oath by the JPLs and/or their attorneys and in the presence of a court reporter for the purpose of having his examination transcript available for further use, if necessary.
3. No disposition of Focus' property by or with the authority of the JPLs in either case in the carrying out of their duties and functions and the exercise of their powers under this Order shall be avoided by virtue of section 156 of the Companies Law.
4. Pursuant to section 99 of the Companies Law alternatively pursuant to the inherent jurisdiction of the Court, all actions, suits or proceedings of any nature whatsoever against Focus be and are hereby restrained until further order of this Court, and no future action, suit or proceeding shall be commenced against Focus without the leave of this Court.
5. The JPLs shall apply to the court (on notice to Focus) within three months of the date of this order to seek any such further advice and directions as might be appropriate. The JPLs shall file and serve a JPLs' report for the purpose of this application.
6. During the period of their appointment, any act required or authorised to be done by the JPLs may be done by any one of them.
7. The costs of this application be costs in the Provisional Liquidation.

Dated this 20th day of February 2008.

Filed this 21st day of February 2008.


(Adj) Judge of the Grand Court



THIS ORDER was filed by Messrs Conyers Dill & Pearman, Attorneys-at-Law for the Applicant, whose address for service and correspondence is Cricket Square, Hutchins Drive, PO Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

**THE GRAND COURT OF THE CAYMAN
ISLANDS**

CAUSE NO. OF 2008

**IN THE MATTER OF THE COMPANIES LAW
(2007 Revision)**

**AND IN THE MATTER OF FOCUS
MANAGEMENT INC.**

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