

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York

Case number (if known): 18- Chapter 15

☐ Check if this is an amended filing

Official Form 401

Chapter 15 Petition for Recognition of a Foreign Proceeding

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write debtor's name and case number (if known).

1. Debtor's name Keystone Private Equity Investments Limited (in Liquidation)

2. Debtor's unique identifier

For non-individual debtors:

☐ Federal Employer Identification Number (EIN) ____ - ____ - ____

☒ Other 592091. Describe identifier BVI Company Number.

For individual debtors:

☐ Social Security number: xxx - xx- ____ - ____

☐ Individual Taxpayer Identification number (ITIN): 9 xx - xx - ____ - ____

☐ Other _____. Describe identifier _____.

3. Name of foreign representative(s)

Russell Crumpler of KPMG (BVI) Limited and Kris Beighton of KPMG in the Cayman Islands

4. Foreign proceeding in which appointment of the foreign representative(s) occurred

In the Matter of Keystone Private Equity Investments Limited (in Liquidation), Claim No. BVIHCM2014/30 in the Eastern Caribbean Supreme Court in the High Court of Justice, Virgin Islands, Commercial Division

5. Nature of the foreign proceeding

Check one:

- ☒ Foreign main proceeding
☐ Foreign nonmain proceeding
☐ Foreign main proceeding, or in the alternative foreign nonmain proceeding

6. Evidence of the foreign proceeding

- ☒ A certified copy, translated into English, of the decision commencing the foreign proceeding and appointing the foreign representative is attached.
☐ A certificate, translated into English, from the foreign court, affirming the existence of the foreign proceeding and of the appointment of the foreign representative, is attached.
☐ Other evidence of the existence of the foreign proceeding and of the appointment of the foreign representative is described below, and relevant documentation, translated into English, is attached.

7. Is this the only foreign proceeding with respect to the debtor known to the foreign representative(s)?

- ☐ No. (Attach a statement identifying each country in which a foreign proceeding by, regarding, or against the debtor is pending.)
☒ Yes

Debtor Keystone Private Equity Investments Limited (in Liquidation) Case number (if known) 18-
Name

8. Others entitled to notice

Attach a list containing the names and addresses of:

- (i) all persons or bodies authorized to administer foreign proceedings of the debtor,
- (ii) all parties to litigation pending in the United States in which the debtor is a party at the time of filing of this petition, and
- (iii) all entities against whom provisional relief is being sought under § 1519 of the Bankruptcy Code.

9. Addresses

Country where the debtor has the center of its main interests:

British Virgin Islands

Debtor's registered office:

Intertrust Corporate Services (BVI) Limited

Number Street

171 Main Street, P.O. Box 4041

P.O. Box

Road Town, Tortola VG 1110

City State/Province/Region ZIP/Postal Code

British Virgin Islands

Country

Individual debtor's habitual residence:

Address of foreign representative(s):

Number Street

3rd Floor, Banco Popular Building

Number Street

P.O. Box

P.O. Box 4467

P.O. Box

City State/Province/Region ZIP/Postal Code

Road Town, Tortola VG 1110

City State/Province/Region ZIP/Postal Code

Country

British Virgin Islands

Country

10. Debtor's website (URL)

n/a

11. Type of debtor

Check one:

☒ Non-individual (check one):

☒ Corporation. Attach a corporate ownership statement containing the information described in Fed. R. Bankr. P. 7007.1.

☐ Partnership

☐ Other. Specify: _____

☐ Individual

Debtor Keystone Private Equity Investments Limited (in Liquidation) Case number (if known) 18-
Name

12. Why is venue proper in this district?

Check one:

- ☒ Debtor's principal place of business or principal assets in the United States are in this district.
- ☐ Debtor does not have a place of business or assets in the United States, but the following action or proceeding in a federal or state court is pending against the debtor in this district:
- _____
- ☐ If neither box is checked, venue is consistent with the interests of justice and the convenience of the parties, having regard to the relief sought by the foreign representative, because:
- _____

13. Signature of foreign representative(s)

I request relief in accordance with chapter 15 of title 11, United States Code.

I am the foreign representative of a debtor in a foreign proceeding, the debtor is eligible for the relief sought in this petition, and I am authorized to file this petition.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct,

X /s/ Russell Crumpler

Signature of foreign representative

Russell Crumpler

Printed name

Executed on 10/25/2018
MM / DD / YYYY

X /s/ Kris Beighton

Signature of foreign representative

Kris Beighton

Printed name

Executed on 10/25/2018
MM / DD / YYYY

14. Signature of attorney

X /s/ Nava Hazan

Signature of Attorney for foreign representative

Date 10/25/2018

MM / DD / YYYY

Nava Hazan

Printed name

Squire Patton Boggs (US) LLP

Firm name

30 Rockefeller Plaza, 23rd Floor

Number Street

New York

City

NY

State

10112

ZIP Code

(212) 872-9822

Contact phone

nava.hazan@squirepb.com

Email address

3064409

Bar number

NY

State

SQUIRE PATTON BOGGS (US) LLP

Nava Hazan

30 Rockefeller Plaza, 23rd Floor

New York, NY 10112

Telephone: (212) 872-9800

Facsimile: (212) 872-9815

Email: nava.hazan@squirepb.com

Counsel for the Petitioners, Russell Crumpler of KPMG (BVI) Limited and Kris Beighton of KPMG in the Cayman Islands, in their Capacity as Joint Liquidators and Foreign Representatives

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

**KEYSTONE PRIVATE EQUITY
INVESTMENTS LIMITED (in Liquidation)¹**

Debtor in a Foreign Proceeding.

Chapter 15

Case No. 18-_____ (___)

**CORPORATE OWNERSHIP STATEMENT OF KEYSTONE PRIVATE EQUITY
INVESTMENTS LIMITED (IN LIQUIDATION) PURSUANT TO BANKRUPTCY
RULES 1007(a)(4) AND 7007.1 AND LOCAL RULE 1007-3**

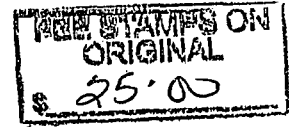
As of October 25, 2018, the corporations indicated below directly or indirectly own 10% or more of the outstanding equity interests in Keystone Private Equity Investments Limited (in Liquidation).²

<u>Corporation Name</u>	<u>Percentage Ownership</u>
Intimis Management SA	50% Class A Shares
Mercury Partners Sarl	50% Class A Shares

¹ Keystone Private Equity Investments Limited (in Liquidation)'s service address is: KPMG (BVI) Limited, 3rd Floor, Banco Popular Building, P.O. Box 4467, Road Town, Tortola, British Virgin Islands, VG 1110, Attn: Russell Crumpler.

² Keystone Private Equity Investments Limited (in Liquidation) issued the following shares: (i) 10 voting, non-participating Class A shares with a par value of US\$1 each, and (ii) 125,773.449 non-voting Class C participating shares with a par value of €0.01 each. Intimis Management SA and Mercury Partners Sarl each hold 5 voting, non-participating Class A shares or 50% each of the voting, non-participating Class A shares. Outside investors hold non-voting Class C participating shares.

In the Eastern Caribbean Supreme Court
In the High Court of Justice
Virgin Islands
Commercial Division



Claim No. BVIHCM2014/30

In the matter of

Keystone Private Equity Investments Limited (the 'Company')

And in the matter of

The Insolvency Act 2003 (the 'Act')

Applicant:

Intimis Management SA

ORDER

Before: The Hon. Justice Edward Bannister QC [ag]

Dated: 28 April 2014

Entered: 1st May, 2014

UPON THE APPLICATION of Intimis Management SA dated 6 March 2014

AND UPON READING the Affidavits of Guy Huet dated 6 March 2014 and the two affidavits of Nikitas John Olympitis dated 2 April 2014 and 15 April 2014.

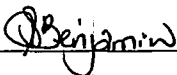
AND UPON HEARING Sara-Jane Knock of Withers BVI for the Applicant

IT IS ORDERED THAT:

1. Russell Crumpler and Kris Beighton be appointed liquidators of the Company under section 162(1)(b) of the Act (the 'Joint Liquidators');

2. The Joint Liquidators shall have custody and control of all the assets of the Company wherever situated and shall have all the powers under the Insolvency Act 2003 and in particular the powers in Schedule 2 thereof (paragraphs 1-4 thereof being subject to the sanction of this Court), as set out in Schedule 1 to this Order;
3. All the functions and powers of the Joint Liquidators may be performed or exercised by either of them;
4. The costs and expenses of and in relation to this Application be paid out of the assets of the Company as an expense of the liquidation.

BY THE COURT



Dep. Registrar

Schedule 1

POWERS OF LIQUIDATOR UNDER SCHEDULE 2 OF THE ACT

(Section 186 of the Act)

1. (Subject to the sanction of this Court) power to pay any class of creditors in full.
2. (Subject to the sanction of this Court) power to make a compromise or arrangement with creditors or persons claiming to be creditors, or having or alleging that they have any claim against the company, whether present or future, certain or contingent, ascertained or not.
3. (Subject to the sanction of this Court) power to compromise, on such terms as may be agreed
 - (a) calls and liabilities to calls, debts and liabilities capable of resulting in debts, and claims, whether present or future, certain or contingent, ascertained or not, subsisting or supposed to subsist between the company and any person; and
 - (b) questions in any way relating to or affecting the assets or the liquidation of the company;and take security for the discharge of any such call, debt, liability or claim and give a complete discharge in respect of it.
4. (Subject to the sanction of this Court) power to commence, continue, discontinue or defend any action or other legal proceedings in the name and on behalf of the company.
5. Power to carry on the business of the company so far as may be necessary for its beneficial liquidation.
6. Power to sell or otherwise dispose of property of the company.
7. Power to do all acts and execute, in the name and on behalf of the company, any deeds, receipts or other document.
8. Power to use the company's seal.
9. Power to prove, rank and claim in the bankruptcy, liquidation, insolvency or sequestration of any member or past member for any balance against his estate, and to receive dividends, in the bankruptcy, liquidation, insolvency, sequestration or in respect of that balance, as a separate debt due from the bankrupt or insolvent, and rateably with the other separate creditors.
10. Power to draw, accept, make and endorse any bill of exchange or promissory note in the name and on behalf of the company with the same effect with respect to the company's liability as if the bill or note had been drawn, accepted, made or endorsed by or on behalf of the company in the course of its business.

11. Power to borrow money, whether on the security of the assets of the company or otherwise.
12. Power to take out in his official name letters of administration to any deceased member or past member or debtor, and to do any other act necessary for obtaining payment of any money due from a member or past member or debtor, or his estate, that cannot conveniently be done in the name of the company.

For the purpose of enabling the liquidator to take out letters of administration or do any other act under this paragraph, to be due to the liquidator himself.

13. Power to call meetings of creditors or members for
 - (a) the purpose of informing creditors or members concerning the progress of or matters arising in the liquidation;
 - (b) the purpose of ascertaining the views of creditors or members on any matter arising in the liquidation; or
 - (c) such other purpose connected with the liquidation as the liquidator considers fit.
14. Power to appoint a solicitor, accountant or other professionally qualified person to assist him in the performance of his duties.
15. Power to appoint an agent to do any business that the liquidator is unable to do himself, or which can be more conveniently done by an agent.

**In the Eastern Caribbean Supreme Court
In the High Court of Justice
Virgin Islands
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Claim No. BVIHCM2014/30

**In the matter of
Keystone Private Equity Investments Limited**

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Applicant:

Intimis Management SA

ORDER
