



**IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION**

**CAUSE NO: FSD 347 OF 2025 (NSJ)**

**IN THE MATTER OF THE LIMITED LIABILITY COMPANIES ACT (2025 REVISION)**

**AND IN THE MATTER OF THE COMPANIES ACT (2025 REVISION)**

**AND IN THE MATTER OF FLEMING INTERMEDIATE HOLDINGS LLC (IN VOLUNTARY LIQUIDATION)**

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**ORDER**

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**UPON** the Petition dated 27 November 2025 (the **Petition**) of Eleanor Fisher of Teneo (Cayman) Limited, Ground Floor, Harbour Place, 103 South Church Street, George Town, Grand Cayman KY1-1003, Cayman Islands and Charles Thresh of Teneo (Bermuda) Limited, Third Floor, 19 Par-la-Ville Road, Hamilton HM 11, Bermuda (together **Teneo**), as joint voluntary liquidators (the **JVLs**) of Fleming Intermediate Holdings LLC (In Voluntary Liquidation) (the **Company**)

**AND UPON** reading the First Affidavit of Eleanor Fisher sworn on 27 November 2025 (**Fisher 1**) and Exhibit EF-1; and the First Affidavit of Charles Thresh sworn on 27 November 2025 and Exhibit CT-1

**AND UPON** receipt of the letter from Harneys Westwood Riegels (Cayman) LLP dated 12 December 2025 providing the confirmation of certain matters as requested by the Court

**AND UPON** the Court being satisfied that the JVLs are qualified insolvency practitioners who are willing and properly able to accept an appointment as official liquidators of the Company

**AND UPON** the JVLs being treated as having made a sanction application in respect of the matters set out in the Petition at paragraph (5) of the prayer for relief, to the extent such an application is

**THIS ORDER** was filed by Harney Westwood & Riegels (Cayman) LLP, Attorneys-at-Law for the Petitioners, whose address for service is 3<sup>rd</sup> Floor, Harbour Place, 103 South Church Street, PO Box 11088, Grand Cayman KY1-1008, Cayman Islands (Ref: 058778.0005/BPH/AUP/LJF)



required and the Court dispensing with the need for service of that application in accordance with Companies Winding Up Rules (**CWR**), Order 11, rule 2

**AND UPON** the Court being satisfied that the Petition is suitable to be determined on the papers pursuant to CWR, Order 15, Rule 5(1) and without the need to advertise the Petition

**IT IS ORDERED that:**

1. The voluntary liquidation of the Company shall continue under the supervision of the Court under the provisions of the Limited Liability Companies Act (2025 Revision) and the Companies Act (2025 Revision) (the **Companies Act**).
2. Eleanor Fisher and Charles Thresh of Teneo be appointed as joint official liquidators (**JOLs**) of the Company.
3. The JOLs have the power to act jointly and severally.
4. The JOLs shall not be required to give security for their appointment.
5. The JOLs be authorised pursuant to section 110(2)(a) of the Companies Act to exercise the following powers specified in Part I of the Third Schedule to the Companies Act, without the further sanction or intervention of the Court:
  - a) The power to engage staff to assist the JOLs in the performance of their functions. Pursuant to section 109(1) of the Companies Act, the remuneration and expenses of the JOLs properly incurred in the winding up shall be paid (subject to obtaining an order of the Court pursuant to Regulation 10(1) of the Insolvency Practitioners' Regulations (2023 Revision)) out of the assets of the Company in accordance with CWR Order 20 and the remuneration and expenses of the JVLs will be paid as an expense of the official liquidation;
  - b) The power to engage attorneys and other professionally qualified persons in the

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Cayman Islands to assist the JOLs in the performance of their functions; and

- c) to enter into a funding agreement with Royal Bank of Canada on substantially the same terms as set out in Fisher 1.
6. No disposition of the Company's property by, or with the authority of, the JOLs in carrying out their duties and functions and the exercise of their powers under any order granted pursuant to this Petition shall be voided by virtue of section 99 of the Companies Act.
7. No suit, action or other proceedings, other than criminal proceedings, shall be proceeded with or commenced against the Company except with the leave of the Court and subject to such terms as the Court may impose.
8. The costs arising out of and incidental to the Petition shall be paid out of the assets of the Company as an expense of the liquidation.
9. The Joint Official Liquidators shall have liberty to apply.

Dated this 13<sup>th</sup> day of January 2026

Filed the 13<sup>th</sup> day of January 2026



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**The Honourable Justice Segal**

Judge of the Grand Court

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**2026-01-13**

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