

**IN THE SUPREME COURT OF BERMUDA
COMMERCIAL COURT
COMPANIES (WINDING-UP)
2020: No 304**

**IN THE MATTER OF NORTHSTAR FINANCIAL SERVICES (BERMUDA) LTD
AND IN THE MATTER OF THE COMPANIES ACT 1981
AND IN THE MATTER OF THE INSURANCE ACT 1978
AND IN MATTER OF INVESTMENT BUSINESS ACT 2003
AND IN THE MATTER OF THE SEGREGATED ACCOUNTS COMPANIES ACT 2000**

ORDER

UPON the application of Edward Willmott and John Johnston as Joint Provisional Liquidators (“**JPLs**”) of Northstar Financial Services (Bermuda) Ltd (in liquidation) (“**Northstar**” or “**Company**”) made by *ex parte* summons dated 13 October 2023 (the “**Application**”)

AND UPON the similar application made in respect of Omnia Ltd (in liquidation) by the same *ex parte* summons dated 13 October 2023 (“**Omnia Application**”)

AND UPON the judgment of Hargun CJ dated 28 July 2023 by which the Court provided directions as to the extent to which Northstar established segregated or separate accounts (the “**Segregated Accounts**”) in respect of investment contracts or policies issued by it (“**Policies**”) for the benefit of persons designated as beneficially entitled under the terms of the governing instrument(s) by which the Policies were issued (“**Policyholder**”)

AND UPON reading the First Affidavit of Edward Willmott dated 17 January 2024 along with exhibit “EW-1” (the “**Evidence**”)

AND UPON the Court considering the JPLs’ proposals in relation to those Policyholders of Northstar on behalf of whom Segregated Accounts were successfully established (“**Variable Segregated Policyholders**”)

AND UPON considering the JPLs’ proposed steps in relation to the admission, valuation, and payment of the claims which Variable Segregated Policyholders may have against their segregated account(s) (the “**Variable Segregated Claims**”)

AND UPON the Court considering the JPLs’ proposals to identify the nature and basis of claims which may be asserted by individuals or entities *qua* creditor against Northstar otherwise than against any Segregated Account (“**General Account Creditors**” and “**General**

Account Claims") for the purposes of holding a first meeting of Northstar's creditors ("First Creditors' Meeting")

AND UPON HEARING Counsel for the JPLs and Counsel for the United Nations Federal Credit Union (together with its affiliate UNFCU Advisors LLC) ("**UNFCU**"), a member of Northstar's Ad Hoc Committee of Inspection;

AND WHEREAS Counsel for the JPLs, Counsel for UNFCU and the Court agreed that where the JPLs are served with documents by a Participating Party pursuant to paragraph 8 of this Order, the JPLs shall provide any other Participating Party (whether a Participating Party under this Application or the Omnia Application) with copies of such documents;

IT IS HEREBY ORDERED AND DIRECTED THAT:

Variable Segregated Claims

1. On or before 4pm on 1 February 2024, the JPLs shall file with the Court:
 - 1.1. Evidence which explains the steps which the JPLs propose to take in relation to the admission, valuation and payment of the Variable Segregated Claims;
 - 1.2. Such supporting legal submissions as they see fit; and
 - 1.3. A draft order setting out such directions or other relief that the JPLs seek from the Court.
2. On or before 15 February 2024, the JPLs shall notify Policyholders of the directions which they intend to seek in relation to the admission, valuation and payment of the Variable Segregated Claims.
3. The notification referred to at paragraph 2 shall be provided by the JPLs, on or before the 15 February 2024, taking the following steps:
 - 3.1. Arranging for a summary of the directions sought to be posted on Northstar's website.
 - 3.2. Where Policyholders maintain an account on Northstar's electronic policy management system, by requesting that the administrators of that system upload a summary of the directions sought to each Policyholder's account.
 - 3.3. Where Policyholders do not maintain an account on Northstar's electronic policy management system, by arranging for a physical letter to be sent to the last physical address on file for the Policyholder:

- 3.3.1. Stating that the JPLs are seeking directions in relation to the Variable Segregated Claims;
 - 3.3.2. Informing them that information in relation to those directions has been posted on the Company's website; and
 - 3.3.3. Explaining that hard copy of the notification contained on the Company's website will be provided to Policyholders upon request.
 - 3.4. Taking such further or additional steps as they may consider necessary and proportionate to notify creditors.
4. At any date on or before 7 March 2024, any Policyholder of Northstar may request an electronic copy of the documents filed with the Court pursuant to paragraph 1, and the JPLs shall thereafter provide those documents in electronic form as soon as reasonably practicable.
5. On or before 21 March 2024, any person who opposes or supports the directions sought by the JPLs in respect of the Variable Segregated Claims (and who wishes to be heard upon the JPLs' summons in respect of the Variable Segregated Claims) must notify the JPLs in writing of that fact (each such person being a "**Participating Party**").
6. If no Participating Party is identified pursuant to paragraph 5 above:
 - 6.1. On or before 4pm on 4 April 2024, the JPLs shall file with the Court any further evidence or legal submissions upon which they seek to rely; and
 - 6.2. There shall be a hearing at the first convenient date after 11 April 2024 for adjudication upon the application for directions sought by the JPLs in relation to Variable Segregated Claims.
 - 6.3. No person other than the JPLs may address the Court at the hearing listed pursuant to paragraph 6.2 above without the permission of the Court and, before seeking permission of the Court, any such person shall notify the JPLs of their intention to do so, and of the substance of the submissions that they wish to make, at least 5 days before that hearing.
7. If any Participating Parties are identified pursuant to paragraph 5 above:
 - 7.1. Paragraphs 6.1, 6.2 and 6.3 of this Order will be of no effect; and
 - 7.2. Paragraphs 8 to 11 of this Order shall come into effect.

8. On or before 4pm on 18 April 2024, any Participating Party must file with the Court and serve upon the JPLs:
 - 8.1. Any evidence upon which they seek to rely; and
 - 8.2. Any legal submissions or argument upon which they seek to rely.
9. On or before 4pm on 16 May 2024, the JPLs shall file with the Court and serve upon any Participating Party:
 - 9.1. Any reply evidence upon which they wish to rely;
 - 9.2. Any further legal submissions upon which they intend to rely; and
 - 9.3. If so advised, any revised or amended draft order setting out such directions or other relief that the JPLs seek from the Court.
10. A hearing shall be listed (on notice to the Participating Parties) at the first convenient date after 30 May 2024 for adjudication of the directions sought by the JPLs.
11. No person other than the JPLs or any Participating Party may address the Court at the hearing listed pursuant to paragraph 10 without the permission of the Court and, before seeking permission of the Court, any such person shall notify the JPLs of their intention to do so, and of the substance of the submissions that they wish to make, at least 5 days before that hearing.

General Account Claims

12. On or before 4pm on 15 February 2024, the JPLs shall produce and lodge with the Court a circular in substantially the form which they intend to provide to the General Account Creditors (the “Circular”) which circular shall invite General Account Creditors to notify the JPLs of:
 - 12.1. Their identity;
 - 12.2. The legal and factual basis or bases for each and every claim which they allege against Northstar (arising otherwise than against a Segregated Account);
 - 12.3. The alleged value of any claims asserted; and
 - 12.4. Any evidence they wish the JPLs to consider in assessing their asserted claim.

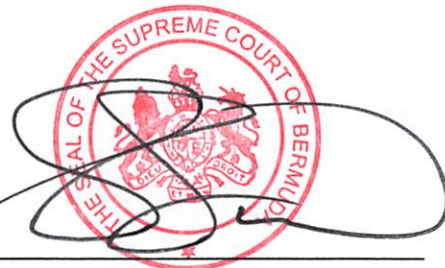
13. On or before 15 February 2024, the JPLs shall provide notice to General Account Creditors to notify the JPLs of their General Account Claims by taking the following steps:
 - 13.1. By placing a copy of the Circular on Northstar's website;
 - 13.2. Where Policyholders maintain an account on Northstar's electronic policy management system, by placing a request with that system's administrators to upload a copy of the Circular to each Policyholder's account.
 - 13.3. Where Policyholders do not maintain an account on Northstar's electronic policy management system, by arranging for a physical letter to be sent to the last physical address on file for the Policyholder:
 - 13.3.1. Stating that a copy of the Circular is available on the Company's website;
and
 - 13.3.2. Explaining that a hard copy of that Circular will be provided to Policyholders upon request.
 - 13.4. Where General Account Creditors (who are not also Policyholders) have previously communicated with the JPLs by electronic means, by sending an email of the Circular to the email address contained on the JPLs' file.
 - 13.5. Where General Account Creditors (who are not also Policyholders) have not contacted the JPLs since the JPLs' appointment, by arranging for a physical letter to be sent to the last known physical address in the books and records of the Company:
 - 13.5.1. Stating that a copy of the Circular is available on the Company's website;
and
 - 13.5.2. Explaining that a hard copy of that Circular will be provided upon request.
 - 13.6. By causing an advertisement to be placed in the Royal Gazette of Bermuda; and
 - 13.7. By taking such further or additional steps as they may consider necessary and proportionate to notify General Account Creditors.
14. On or before 15 April 2024, General Account Creditors who wish to notify the JPLs of their General Account Claims shall notify the JPLs in writing of their position, such notification to include the information requested at paragraphs 12.1 to 12.4 above (each a "Notifying Creditor").

15. The JPLs shall thereafter have liberty to apply to the Court, on notice to any Notifying Creditors, for such further or other directions as they see fit, including, if appropriate, as to:
 - 15.1. Directions necessary for convening the First Creditors' Meeting; and
 - 15.2. The value to be attributed to claims for voting purposes at the First Creditors' Meeting.
16. No person other than the JPLs or Notifying Creditors may address the Court at the hearing listed pursuant to paragraph 15 without the permission of the Court and, before seeking permission of the Court, any such person shall notify the JPLs of their intention to do so, and of the substance of the submissions that they wish to make, at least 5 days before that hearing.

General Provisions

17. Where applicable, any notification required to be given by the JPLs under this Order may take place in a manner previously identified to Northstar or the JPLs as a Policyholder or General Account Creditor's preferred means of communication.
18. The notification to be given by General Account Creditors pursuant to paragraph 14 above may take any practicable written form, and need not be by way of sworn affidavit.
19. Any interested party shall have liberty to apply, on notice to the JPLs, to extend the time periods set out in this Order.
20. The costs of the JPLs shall be costs of Northstar's liquidation and shall be paid on an indemnity basis. The costs of any other party shall be borne by that party unless the Court directs otherwise.
21. The period of time for holding the First Creditors' Meeting and the first meeting of contributories of the Company under section 171 of the Companies Act 1981 shall be extended for a further period of six (6) months from 26 March 2024 to 26 September 2024.

DATED this 19 day of JANUARY 2024.



HON. JUSTICE SUBAIR WILLIAMS

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SUPREME COURT BERMUDA

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MARSHALL DIEL & MYERS LIMITED
Barristers & Attorneys
31 Reid Street
Hamilton HM 12

**Attorneys for the Joint Provisional
Liquidators**

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