

No. 11-213464/VA.01
Vancouver Registry



IN THE SUPREME COURT OF BRITISH COLUMBIA
IN BANKRUPTCY

IN THE MATTER OF THE PROPOSAL OF
FINANCIAL ASSET MANAGEMENT FOUNDATION

ORDER

BEFORE THE HONOURABLE)
)
CHIEF JUSTICE BRENNER)

WEDNESDAY, THE 1ST DAY
OF AUGUST, 2001

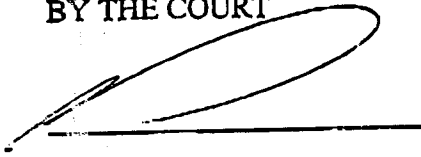
THE APPLICATION of Arthur Andersen, Inc., the Trustee under the Notice of Intention filed by Financial Asset Management Foundation under the *Bankruptcy and Insolvency Act*, AND UPON HEARING John I. McLean, Counsel for Arthur Andersen Inc., Christopher Ramsay, Counsel for Financial Asset Management Foundation, Robert A. Millar, Counsel for James Panther,

1. THIS COURT APPROVES the Stipulation that is annexed to this Order and authorizes the Trustee to enter into the Stipulation;
2. THIS COURT ORDERS that this Order and a copy of the Stipulation be sent by ordinary mail to all known creditors and will be binding on those creditors unless an application is made to

set aside this Order and the Order is set aside within two (2) weeks of being mailed;

AS

BY THE COURT



APPROVED:

V. SMITH
REGISTRAR

ENTERED

Counsel for Arthur Andersen Inc.

AUG 16 2001



VANCOUVER REGISTRY
VOL B116 FOL 72

Counsel for Financial Asset Management
Foundation



Counsel for James Panther

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ARNOLD M. QUITTNER, ESQ (SBN 23155)
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Attorneys for Financial Asset Management
Foundation and For Arthur Andersen, Inc., Trustee
Under A Notice Of Intention To File A Proposal
Filed by Financial Asset Management Foundation
And The Foreign Representative

ENTERED JUL 25 2001
FILED
JUL 25 2001
CLERK, U.S. BANKRUPTCY COURT
SOUTHERN DISTRICT OF CALIFORNIA
BY DEPUTY

UNITED STATES BANKRUPTCY COURT
Southern District of California

In re

Petition of Arthur Andersen Inc. as the Licensed
Trustee in Bankruptcy Under the Notice of
Intention to Make a Proposal re Financial Asset
Management Foundation and as the Foreign
Representative,

Debtor in a Foreign Proceedings.

Case No. 01-03640-304

Chapter 304

CROSS-BORDER INSOLVENCY
STIPULATION REGARDING FINANCIAL
ASSET MANAGEMENT FOUNDATION

In order to carry out an efficient and timely reorganization of the affairs of Financial Asset
Management Foundation, an inter vivos trust, FAM Foundation, James B. Panther, Arthur
Andersen, Inc., in its capacity as trustee under a Notice of Intention to File a Proposal and as
foreign representative, through its counsel, and Financial Asset Management Services, Ltd., agree
to the following procedures pursuant to which the Insolvency Proceedings shall proceed:

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RECITALS

1. Defined terms used herein shall have those meanings given to them in paragraph 6 hereof.

2. When approved by the Canadian Court and the U.S. Court this Stipulation is intended to and shall govern the conduct of all Parties and parties in interest in the Insolvency Proceedings.

3. FAM Foundation is an inter vivos trust made in British Columbia Canada. Its Trustee is William Park.

4. William Park commenced the Canadian Proceedings by filing a Notice of Intention to file a Proposal under the applicable provisions of the Bankruptcy and Insolvency Act in the British Columbia Supreme Court. Arthur Andersen Inc. was appointed Trustee under the Notice of Intention to file a Proposal of FAM Foundation.

5. The Proposal Trustee commenced the U.S. Proceedings under § 304 of the United States Bankruptcy Code, 11 U.S.C. in the United States Bankruptcy Court of the Southern District of California.

6. The following terms shall have the definitions as provided herein:
- (a) "Bankruptcy Code" means U.S. Bankruptcy Code 11 U.S.C.;
 - (b) "BIA" means the Bankruptcy and Insolvency Act, C1985, C-36;
 - (c) "Canadian Court" means the Supreme Court of British Columbia and any Court which considers an appeal therefrom;
 - (d) "Canadian Creditors" means those creditors of FAM Foundation who are ordinarily resident in Canada;
 - (e) "Canadian Proceedings" shall mean those proceedings commenced under the BIA in the Canadian Court filed in action No. 11-213464/VA 01 of the Vancouver Registry;

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- (f) "Canadian Stay" means the stay of proceedings arising under the BIA as it may be amended from time to time;
- (g) "FAM Foundation" means the inter vivos trust of which William Park is the Trustee;
- (h) "FAM Services" means Financial Asset Management Services Ltd. a company incorporated in the Province of British Columbia;
- (i) "Insolvency Proceedings" means the Canadian Proceedings and the U.S. Proceedings;
- (j) "Panther" means James B. Panther a resident of the State of California and judgment holder in California State Action No. 728248 ;
- (k) "Stipulation" means this Cross-Border Insolvency Stipulation as amended from time to time pursuant to Paragraph 25 herein;
- (l) "Proposal Trustee" means Arthur Andersen Inc.;
- (m) "U.S. Creditors" means those creditors of FAM Foundation who are ordinarily resident in the United States of America
- (n) "U.S. Court" means the United States Bankruptcy Court for the Southern District of California and any Court which hears an appeal therefrom;
- (o) "U.S. Proceeding" means that Section 304 ancillary proceeding commenced in the U.S. Court case No. 01-03640-304.
- (p) "U.S. Stay" means that stay of proceedings issued in the U.S. Proceedings or that applies under the Bankruptcy Code or as may be ordered or amended by the U.S. Court;

PURPOSE AND GOALS

7. While the insolvency Proceedings are pending in Canada and the United States for FAM Foundation, the implementation of basic administrative procedures is necessary to

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coordinate certain activities in the Insolvency Proceedings, protect the rights of Parties thereto and ensure the maintenance of the Court's independent jurisdiction and comity. Accordingly, this Stipulation has been agreed to by the Parties to promote the following mutually desirable goals and objectives in both the U.S. Proceedings and the Canadian Proceedings:

- (a) harmonize and coordinate activities in the Insolvency Proceedings before the Canadian Court and the U.S. Court;
- (b) promote the orderly and efficient administration of the Insolvency Proceedings to, among other things, maximize the efficiency of the Insolvency Proceedings, reduce the costs associated therewith and avoid duplication of effort;
- (c) honor the independence and integrity of the Courts and other courts and tribunals of Canada and the United States;
- (d) promote international cooperation and respect for comity among the Courts, FAM Foundation, the Parties, creditors and interested parties in the Insolvency Proceedings;
- (e) facilitate the fair, open and efficient administration of the Insolvency Proceedings for the benefit of all of the creditors of FAM Foundation and other interested parties, wherever located; and
- (f) implement a framework of general principles to address basic administrative issues arising out of the cross-border and international nature of the Insolvency Proceedings.

COMITY AND INDEPENDENCE OF THE COURTS

8. The approval and implementation of this Stipulation shall not divest or diminish the U.S. Court's and the Canadian Court's independent jurisdiction over the subject matter of the U.S. Proceedings and the Canadian Proceedings, respectively. By approving and implementing this

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Stipulation, neither the U.S. Court, the Canadian Court, FAM Foundation, the Parties nor any creditors or interested Parties shall be deemed to have approved or engaged in any infringement on the sovereignty of the United States or Canada.

9. The U.S. Court shall have sole and exclusive jurisdiction and power over the conduct and hearing of the U.S. Proceedings and it shall finally determine the issues as set out in paragraph 15 herein under U.S. law. The Canadian Court shall have sole and exclusive jurisdiction and power over the conduct and hearing of the Canadian Proceedings and it shall finally determine the issues set out in paragraph 17 under Canadian law.

10. In accordance with the principles of comity and independence established in paragraphs 8 and 9 above, nothing contained herein shall be construed to:

- (a) increase, decrease or otherwise modify the independence, sovereignty or jurisdiction of the U.S. Court, the Canadian Court or any other court or tribunal in the United States or Canada, including the ability of any such court or tribunal to provide appropriate relief under applicable law on an ex parte or "limited notice" basis;
- (b) require FAM Foundation or the Proposal Trustee to take any action or refrain from taking any action that would result in a breach of any duty imposed on them by any applicable law;
- (c) authorize any action that requires the specific approval of one or both of the Courts under the Bankruptcy Code or the BIA after appropriate notice and a hearing (except to the extent that such action is specifically described in this Stipulation); or
- (d) subject to the injunction to be issued in accordance with paragraph 20, preclude any creditor or other interested party from asserting such party's substantive rights under the applicable laws of the United States, Canada or

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any other jurisdiction including, without limitation, the rights of interested parties or affected persons to appeal from the decisions taken by one or both of the Courts.

11. FAM Foundation, the Proposal Trustee and their respective employees, members, agents and professionals shall respect and comply with the independent, non-delegable duties, if any, imposed upon them by the Bankruptcy Code, the BIA and other applicable laws.

COOPERATION

12. To assist in the efficient administration of the Insolvency Proceedings, FAM Foundation and the Proposal Trustee shall:

- (a) reasonably cooperate with each other in connection with actions taken in both the U.S. Court and the Canadian Court; and
- (b) take any other reasonable steps to coordinate the administration of the U.S. Proceedings and the Canadian Proceedings for the benefit of FAM Foundation's respective estates and stakeholders.

13. To harmonize and coordinate the administration of the Insolvency Proceedings, the U.S. Court and the Canadian Court each shall use its best efforts to coordinate activities with and defer to the judgment of the other Court, where appropriate and feasible. The U.S. Court and the Canadian Court may communicate with one another with respect to any matter relating to the Insolvency Proceedings and may conduct joint hearings with respect to any matter relating to the conduct, administration, determination or disposition of any aspect of the U.S. Proceedings and the Canadian Proceedings, in circumstances where both Courts consider such joint hearings to be necessary or advisable and, in particular, to facilitate or coordinate with the proper and efficient conduct of the U.S. Proceedings and the Canadian Proceedings. With respect to any such hearing, unless otherwise ordered, the following procedures will be followed:

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- (a) a telephone or video link shall be established as may be required so that both the U.S. Court and the Canadian Court shall be able to simultaneously hear the proceedings in the other Court;
- (b) any party intending to rely on any written evidentiary materials in support of a submission to the U.S. Court or the Canadian Court in connection with any joint hearing shall file such materials, which shall be identical insofar as possible and shall be consistent with the procedure and evidentiary rules and requirements of each Court, in advance of the time of such hearing or the submissions of such application;
- (c) submissions or applications by any party shall be made only to the Court in which such party is appearing, unless specifically given leave by the other Court to make submissions or applications to it;
- (d) the Judge of the U.S. Court and the Justice of the Canadian Court who will hear any such application shall be entitled to communicate with each other in advance of the hearing on the application, with or without counsel being present, to establish guidelines for the orderly submission of pleadings, papers and other materials and the rendering of decisions by the U.S. Court and the Canadian Court, and to deal with any related procedural, administrative or preliminary matters; and
- (e) the Judge of the U.S. Court and the Justice of the Canadian Court, having heard any such application, shall be entitled to communicate with each other after the hearing on such application, without counsel present, for the purpose of determining whether consistent rulings can be made by both Courts, and the terms upon which such rulings shall be made, as well as to

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address any other procedural or non-substantive matter relating to such applications.

14. Notwithstanding the terms of paragraph 13 above, the Stipulation recognizes that the U.S. Court and the Canadian Court are independent courts. Accordingly, although the Courts will seek to cooperate and coordinate with each other in good faith, each of the Courts shall be entitled at all times to exercise its independent jurisdiction and authority with respect to:

- (a) matters presented to such Court consistent with paragraphs 15, and 17, herein; and
- (b) the conduct of the parties appearing in such matters.

DETERMINATION OF ISSUES AND TIMING OF HEARING

15. The Parties agree that there shall be a determination of certain issues by the U.S. Court, subject to the directions of the U.S. Court as to the procedure by which such issues shall be determined, including the issuance of pleadings and the manner of the trial of issues. The U.S. Court shall determine, in such manner as it shall order, the following issues:

- (a) the secured or unsecured status of Panther's claim arising from his Judgment against FAMF in California Superior Court Action No. 728248 (the "Judgment") applying California state law (excluding any principles arising under the Bankruptcy Code);
- (b) the relative priority of Panther's claim based on his Judgment versus the claim of FAM Services under the U.S. legal principles of substantive consolidation and equitable subordination; and
- (c) whether or not FAMF, or any person acting in concert therewith, violated any order of the California Superior Court in Action No. 728248.

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16. Any U.S. Court determination made regarding the matters in paragraphs 9 and 15 above shall be binding as against the debtor FAM Foundation, the Proposal Trustee, Panther, FAM Services, other Canadian Creditors in the Canadian Proceedings, and all U.S. Creditors.

17. The Parties agree that there shall be a determination of certain issues by the Canadian Court, subject to the directions of the Canadian Court as to the procedure by which such issues shall be determined, including the issuance of pleadings and the manner of the trial of issues. The Canadian Court shall determine in such manner as it shall order the following issues:

- (a) the secured or unsecured status of the claim of FAM Services under Canadian law;
- (b) with respect to the issue set out a paragraph 15(c), in the event that the U.S. Court decides that FAMF or any person acting in concert therewith violated an Order of the California State Court in Action No. 728248, then the effect of that violation, if any, on the secured status of the claim of FAM Services; and
- (c) the relative priority of the claims of Panther (including the Judgment) and other U.S. Creditors versus the claim of FAM Services and other Canadian Creditors under Canadian law, taking into account and giving full effect to the U.S. Court's determination referenced in paragraph 15.

18. Any Canadian Court determination made regarding the matters in paragraphs 9 and 17 above shall be binding as against the debtor FAM Foundation, the Proposal Trustee, Panther, FAM Services, other Canadian Creditors in the Canadian Proceedings, and all U.S. Creditors.

19. With respect to the issues to be determined as set out in paragraphs 9, 15 and 17, and in all other respects, the Parties agree:

- (a) That Panther's Judgment against FAMF in California Superior Court Action No. 728248 is directly enforceable as against the assets of FAMF and the

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Judgment against FAMF is not enforceable as against William Park in his personal capacity. This agreement is not applicable to Panther's claims against William Park individually in California Superior Court Action No. 728248, which are now on appeal. The Parties agree to take such further action as may be necessary and to execute any further documents required, if any, so as to carry out the intent of this paragraph; and

(b) That Panther's Judgment against FAMF and any lien arising therefrom will not be subject to avoidance powers nor subject to any attack or avoidance as a preference, settlement or fraudulent conveyance under the Bankruptcy Code, BIA or Canadian law generally.

20. Given this Stipulation and the agreed determination of the matters referred to in paragraphs 9, 15 and 17, the appeal of Panther in the Canadian Court as to the validity of the Canadian Proceedings, Panther's motion to dismiss the U.S. Proceeding, and Panther's opposition to the issuance of an injunction in the U.S. Proceeding shall be withdrawn on the following basis:

- (a) The Parties agree to the issuance of the requested injunction as to the U.S. creditors other than Panther and an injunction by the U.S. Court to enjoin Panther from executing on his Judgment (with the exception of the completion of the Judgment Debtor Exam commenced on July 24, 2001, and the proceedings in the California State Court relating to a subpoena to William Park served on or about March 7, 2001), which injunction shall automatically vacate and expire 7 days following a determination in favor of Panther of either of the issues set out in paragraph 15 (b) or 17 (c); and
- (b) In the event of a determination in favor of Panther of either of the issues set out in paragraph 15 (b) or 17 (c), Panther shall be free to seek any and all remedies available to him to enforce the Judgment to the full extent of the

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law in either Canada or the United States and will not be subject to any stay of proceeding that may exist under the BIA.

and the Parties shall agree to an order in the relevant court to such end.

21. Panther has filed a claim against FAMF in a lawsuit in the California Superior Court in Action No. 757193, entitled Panther v. Park, which is presently set for trial on October 26, 2001. The parties agree that such claim shall continue to be litigated against FAMF in the normal course before such Court provided that the enforcement of any judgment awarded would be stayed and the claim asserted and processed in the Canadian proceeding.

RIGHTS TO APPEAR AND BE HEARD

22. FAM Foundation, its creditors and other interested parties in the Insolvency Proceedings and the Proposal Trustee, shall have the right and standing to:

- (a) appear and be heard in either the U.S. Court or the Canadian Court in the Insolvency Proceedings to the same extent as creditors and other interested parties domiciled in the forum country, subject to any local rules or regulations generally applicable to all Parties appearing in the forum; and
- (b) file notices of appearance or other papers with the Clerk of the U.S. Court or the Canadian Court in the Insolvency Proceedings;
- (c) notwithstanding that any of the Parties or creditors participate in the U.S. Proceedings or the Canadian Proceedings such participation shall subject such Party or creditor to the personal jurisdiction of the Court in which such participation is carried out only for the purposes of such proceeding. Such participation shall not form a basis for personal jurisdiction in Canada or the United States over the Parties or creditors for any other proceeding; and
- (d) the execution of this Stipulation by the Proposal Trustee is not to be construed as an election to attorn to the United States jurisdiction and does

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not in any way vary the protections afforded a foreign representative under the Bankruptcy Code.

NOTICE

23. Notice of any motion, application or other pleading or paper filed in one or both of the Insolvency Proceedings and notice of any related hearings or other proceedings mandated by applicable law in connection with the Insolvency Proceedings or the Stipulation shall be given by appropriate means (including, where circumstances warrant, by courier, telecopier or other electronic forms of communication) to the following:

- (a) The Parties care of their respective Canadian and U.S. counsel;
- (b) all creditors and other interested Parties in accordance with the practice of the jurisdiction where the papers are filed or the proceedings are to occur, and
- (c) to the extent not otherwise entitled to receive notice under subpart (a) of this paragraph, to the Proposal Trustee, to its counsel and such other Parties as may be designated by either court from time to time.

EFFECTIVENESS; MODIFICATION

24. This Stipulation is intended to be effective immediately although it is recognized that the Stipulation is conditional upon approval by and must be approved by both the U.S. Court and the Canadian Court. In addition FAMF, Panther and FAM Services each acknowledge that, notwithstanding that the Proposal Trustee has executed this Stipulation, its ability to do so is subject to the Proposal Trustee obtaining an Order from the Canadian Court in the Canadian Proceedings (the "Enabling Order") which grants to the Proposal Trustee the authority to negotiate and execute this Stipulation. FAMF, Panther and FAM Services acknowledge that, until the Proposal Trustee has obtained the Enabling Order, the Proposal Trustee shall not be bound by this Stipulation and that this Stipulation will be of no force and effect.

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25. This Stipulation may not be supplemented, modified, terminated or replaced in any manner except by the written agreement of the Parties and the approval thereof by the U.S. Court and the Canadian Court.

PROCEDURE FOR RESOLVING DISPUTES UNDER THE STIPULATION

26. Disputes relating to the terms, intent or application of this Stipulation shall be addressed by the Parties to either the U.S. Court, the Canadian Court or both Courts, consistent with paragraphs 15 and 17, upon notice in accordance with paragraph 23 above. Where an issue is addressed to only one Court, in rendering a determination in any such dispute, such Court:

- (a) may consult with the other Court; and
- (b) may, in its sole discretion, either:
 - (i) render a binding decision after such consultation;
 - (ii) defer to the determination of the other Court by transferring the matter, in whole or in part, to the other Court; or
 - (iii) seek a joint hearing of both Courts.

27. Notwithstanding the foregoing, each Court in making a determination shall have regard to the independence, comity or inherent jurisdiction of the other Court established under existing law.

28. This Stipulation is binding upon all parties, successors and assigns, and any successor trustee of FAMF.

WHEREAS THE PARTIES HERETO HEREBY AGREE, BY THEIR RESPECTIVE COUNSEL, where noted:

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Dated: July 25, 2001

FINANCIAL ASSETS MANAGEMENT
FOUNDATION

By 
William Park, Trustee

Dated: July 25, 2001

FINANCIAL ASSETS MANAGEMENT
SERVICES, I.T.D.

By 
Kenneth Tremblett, President


Dated: July 25, 2001

JAMES B. PANTHER

By 
James B. Panther

Dated: July 25, 2001


ARTHUR ANDERSEN, INC., in its capacity as Proposed
Trustee and as foreign representative

By 
ARNOLD M. QUITTNER
Attorney for Arthur Andersen, Inc., the
foreign representative and for Financial
Asset Management Foundation, the Debtor

ORDER

Upon considering the foregoing Stipulation and good cause appearing therefor, the
Stipulation be, and it hereby is, approved and it is so ORDERED:

Dated: July 25, 2001


Judge, United States Bankruptcy Court

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Signature by the attorney constitutes a certification under Fed. R. Bankr. P. 9011 that the relief provided by the order is the relief granted by the court.

Submitted by:

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.

By: 
 ARNOLD M. QUTTNER
 Attorneys for Financial Asset
 Management, et al.

No. 11-213464/VA.01
Vancouver Registry

IN THE SUPREME COURT OF BRITISH COLUMBIA
IN BANKRUPTCY

IN THE MATTER OF THE PROPOSAL OF
FINANCIAL ASSET MANAGEMENT FOUNDATION



ORDER

**PACIFIC COAST
TOTAL SOLUTIONS**

DAVIS & COMPANY
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Tel. No. (604) 643-2990
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File No. 24265-00002

JIM/msh