



IN THE COMMONWEALTH OF THE BAHAMAS

IN THE SUPREME COURT

COMMERCIAL DIVISION

022/COM/com/00061

**IN THE MATTER OF the Digital Assets and Registered Exchanges Act, 2020
(as amended)**

**AND IN THE MATTER OF FTX DIGITAL MARKETS LTD.
(A Registered Digital Asset Business)**

BETWEEN

SECURITIES COMMISSION OF THE BAHAMAS

Claimant

AND

**FTX DIGITAL MARKETS LTD.
(“In Official Liquidation”)**

Defendant

BEFORE The Honourable Mr. Justice Loren Klein

Dated the 22nd day of January, A. D. 2024

ORDER

UPON AN APPLICATION made on behalf of the Applicant/Plaintiff, the Securities Commission of The Bahamas (“Securities Commission”) by a Notice of Application filed herein on 19 January 2024 (“the Application”).

AND UPON READING the Fourth Affidavit of Christina R. Rolle filed herein on 19 January 2024.

AND UPON HEARING Robert K. Adams, KC with Edward J. Marshall II of Counsel for the Securities Commission, Sophia Rolle-Kapousouzoglou along with Vonisha Rolle of Counsel for the Defendant, FTX Digital Markets Ltd. (“FTX DM”) and its joint official liquidators (“the JOLs”), and Jason T. Maynard with Colin A. Jupp and Tamika Pinder of Counsel for FTX Trading Ltd. and its affiliated debtors and debtors-in possession (“the Debtors”).

IT IS HEREBY ORDERED THAT:-

1. This Transfer Order operates exclusively to govern the process leading up to, associated with and inclusive of Execution, as defined in paragraph 3, of the transfer of the digital assets (hereafter, the "Digital Assets") held by the Securities Commission pursuant to the Order of the Honourable Mr. Justice Loren Klein dated 12th November 2022 (the "Digital Assets Order").
2. Subject to paragraph 3 herein, the Securities Commission is hereby discharged as the trustee of the Digital Assets of FTX DM appointed by this Honourable Court under the authority of the Digital Assets Order, and the Supplemental Order of The Honourable Chief Justice Ian Winder dated 21st November 2022, and is hereby further authorized to transfer the Digital Assets to the custody and control of FTX DM, acting by its JOLs or, at the direction of the JOLs, pursuant to the terms of the Global Settlement Agreement ("GSA") as sanctioned by Order of Mr. Justice Klein dated 22nd January 2024 the "Sanction Order"), subject to this Honourable Court's continued supervision and directions up to and until Execution.
3. For the purposes of this Order, 'Execution' means transfer of custody and control of the Digital Assets to FTX DM, acting by its JOLs, or at the direction of the JOLs, pursuant to the terms of the GSA as sanctioned by the Sanction Order, and is contingent upon the Court being satisfied that all the following conditions have been complied with, namely;
 - A. Prior to Execution, FTX DM acting by its JOLs undertakes and warrants that it will take all necessary and proper steps to ensure the safety and protection of the Digital Assets during the transfer of the Digital Assets from the SCB to the JOLs or as directed by the JOLs acting in accordance with the GSA as sanctioned by the Sanction Order
 - B. The JOLs upon Execution, shall be entitled to cause FTX DM to deal in the Digital Assets in accordance with the terms of the GSA

as sanctioned by the Sanction Order.

C. The JOLs shall also be entitled to indemnify themselves from the assets in respect of any liabilities, costs, damages and losses (including but not limited to any direct, indirect or consequential loss) and for all other reasonable professional costs and expenses suffered and incurred in connection with all matters arising from the transfer of the Digital Assets whensoever occasioned, including for any third party claims arising out of or in connection with the Digital Assets, and including any indemnification to be given to the Securities Commission.

D. For the avoidance of doubt, the Securities Commission is to continue to be indemnified as a trustee under the law, including without limitation, pursuant to The Trustee Act, Ch. 176.

E. FTX DM is to fully and effectively indemnify the Securities Commission against all liabilities, costs, damages and losses (including but not limited to any direct, indirect or consequential loss) and for all other reasonable professional costs and expenses suffered and incurred in connection with all matters arising from or incurred in connection with the transfer of the Digital Assets whensoever occasioned, including for any third party claims arising out of or in connection with the Digital Assets.

4. For the avoidance of doubt, the discharge of the Securities Commission's Court-imposed trusteeship of the Digital Assets is conditional upon Execution having taken place upon the expiry of three months of the date of this Order. If this has not occurred, the Parties shall, prior to the expiry of this period, be obliged to return to this Honourable Court to seek further directions.
5. Upon Execution taking place pursuant to this Order, FTX DM, acting by its JOLs, shall receive the Digital Assets for the benefit of the clients and/or creditors of FTX DM and the Debtors pursuant to the terms of the GSA as sanctioned by the Sanction Order. Thereafter, the Securities Commission shall have no further or continuing obligation in respect of the

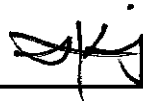
Digital Assets, subject to paragraph 4 of this Transfer Order. Execution pursuant to this Transfer Order shall not be construed as a determination of any claims by customers of FTX DM respecting title of the Digital Assets.

6. The Securities Commission is entitled to be reimbursed out of the Digital Assets with respect to expenses, costs and charges reasonably incurred in connection with complying with the terms of this Transfer Order.

8. The parties be at liberty to apply.

Date: 5th day of March, A.D., 2024

Signature of the Hon. Justice Loren Klein



BY ORDER OF THE COURT

REGISTRAR

This Order was drawn up by Delaney Partners, Lyford Manor (West Bldg.), Western Road, Lyford Cay, The Bahamas, Attorneys for the Claimant

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