

APPENDIX 8

IN THE MATTER OF
THE LIMITED LIABILITY COMPANIES LAW, 2016

AND

IN THE MATTER OF

LEAVING, LLC

AFFIDAVIT

I, Bobby Stewart of 20 Lake view Crescent, Bahamas, MAKE OATH and say as follows:

1. I am a manager of LEAVING, LLC (the “Company”) a company applying for deregistration pursuant to Section 55(3) of the Limited Liability Companies Law, 2016 and I am well acquainted with its affairs;
2. Having made due enquiry I am of the opinion that:
 - a. The registration by way of continuation is permitted by the Laws of Barbados
 - b. no petition or other similar proceeding has been filed and remains outstanding or order made or resolution adopted to wind up or liquidate the transfer applicant in any jurisdiction;
 - c. no receiver, liquidator, trustee in bankruptcy, administrator or other similar person has been appointed in any jurisdiction and is acting in respect of the transfer applicant, its affairs or its property or any part thereof;
 - d. no scheme, order, compromise or other similar arrangement has been entered into or made whereby the rights of creditors of the transfer applicant are and continue to be suspended or restricted;
 - e. the applicant has confirmed that it is able to pay its debts as they fall due;
 - f. the application for registration is *bona fide* and not intended to defraud existing creditors of the applicant;
 - g. any consent or approval to the transfer required by any contract or undertaking entered into or given by the applicant has been obtained, released or waived, as the case may be;

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- h. the transfer is permitted by and has been approved in accordance with the LLC agreement of the applicant;
 - i. the laws of the relevant jurisdiction with respect to transfer have been or will be complied with;
 - j. the transfer applicant, if licensed or registered with the Authority under any of the regulatory laws in force in the Islands or previously licensed or registered with the Authority and that licence or registration was suspended or revoked and not reinstated, has obtained the consent of the Authority;
 - k. the transfer applicant will upon registration under the laws of the relevant jurisdiction continue as a foreign entity; and
3. A statement of the assets and liabilities of the Company made up to 31 March 2016 is attached to this affidavit.

Leaving, LLC

SWORN before me at Nasau on 22nd Day of June 2016)

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By: B Stewart
Name: Bobby Stewart
Title: Manager
Date: 22 Jun 2016

Notary Public¹

¹ GCR 1995 (Revised)/Amended 08.09.03/Amended 01.11.09 =O.12, r.12.7 The rule that affidavits may only be sworn before Justices of the Peace is abolished. Affidavits may now be sworn either before a Justice of the Peace (including the Clerk of the Court and other ex-officio justices) or a Notary Public (except one who is the party's attorney) as may be convenient.

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Leaving, LLC

Statement of Assets and Liabilities as at 31 March 2016

<u>ASSETS</u>		<u>LIABILITIES</u>	
Current assets		Current liabilities	
Cash	\$ 2,100	Notes payable	\$ 5,000
Petty cash	100	Accounts payable	35,900
Temporary investments	10,000	Wages payable	8,500
Accounts receivable - net	40,500	Interest payable	2,900
Inventory	31,000	Taxes payable	6,100
Supplies	3,800	Warranty liability	1,100
Prepaid insurance	1,500	Unearned revenues	1,500
Total current assets	<u>89,000</u>	Total current liabilities	<u>61,000</u>
Investments	<u>36,000</u>	Long-term liabilities	
Property, plant & equipment		Notes payable	20,000
Land	5,500	Bonds payable	400,000
Land improvements	6,500	Total long-term liabilities	<u>420,000</u>
Buildings	180,000		
Equipment	201,000	Total liabilities	<u>481,000</u>
Less: accum depreciation	<u>(56,000)</u>		
Prop, plant & equip - net	<u>337,000</u>		
Intangible assets		<u>STOCKHOLDERS' EQUITY</u>	
Goodwill	105,000	Common stock	110,000
Trade names	200,000	Retained earnings	220,000
Total intangible assets	<u>305,000</u>	Accum other comprehensive income	9,000
Other assets	<u>3,000</u>	Less: Treasury stock	<u>(50,000)</u>
Total assets	<u>\$ 770,000</u>	Total stockholders' equity	<u>289,000</u>
		Total liabilities & stockholders' equity	<u>\$ 770,000</u>

The notes to the sample balance sheet have been omitted.