



FORMATIVE ASSESSMENT: MODULE 1

INTRODUCTION TO INTERNATIONAL INSOLVENCY LAW

This is a **formative assessment** relating to **Module 1** and is designed to provide candidates on the Foundation Certificate course with some direction and guidance as to the form and content of assessments on the course as a whole. The submission of this assessment is **not compulsory** and the mark awarded will not count towards the final mark for Module 1 or the course as a whole. However, students are encouraged to submit this assessment as part of their orientation for the submission of the formal (summative) assessments for all the modules on the course.

The Marking Guide for this assessment will be made available on the web pages for Module 1 as well as the Course Administration page for this course after the submission date of 15 October 2022.

INSTRUCTIONS FOR COMPLETION AND SUBMISSION OF ASSESSMENT

Please read the following instructions very carefully before submitting / uploading your assessment on the Foundation Certificate web pages.

1. You must use this document for the answering of the assessment for this module. The answers to each question must be completed using this document with the answers populated under each question.
2. All assessments must be submitted electronically in MS Word format, using a standard A4 size page and a 11-point Arial font. This document has been set up with these parameters - **please do not change the document settings in any way. DO NOT** submit your assessment in PDF format as it will be returned to you unmarked.
3. No limit has been set for the length of your answers to the questions. However, please be guided by the mark allocation for each question. More often than not, one fact / statement will earn one mark (unless it is obvious from the question that this is not the case).
4. You must save this document using the following format: **[studentID.assessment1formative]**. An example would be something along the following lines: 202223-336.assessment1formative. **Please also include the filename as a footer to each page of the assessment** (this has been pre-populated for you, merely replace the words "studentID" with the student number allocated to you). Do not include your name or any other identifying words in your file name. **Assessments that do not comply with this instruction will be returned to candidates unmarked.**
5. Before you will be allowed to upload / submit your assessment via the portal on the Foundation Certificate web pages, you will be required to confirm / certify that you are the person who completed the assessment and that the work submitted is your own, original work. Please see the part of the Course Handbook that deals with plagiarism and dishonesty in the submission of assessments. **Please note that copying and pasting from the Guidance Text into your answer is prohibited and constitutes plagiarism. You must write the answers to the questions in your own words.**
6. The final submission date for this assessment is **15 October 2022**. The assessment submission portal will close at **23:00 (11 pm) BST (GMT +1) on 15 October 2022**. No submissions can be made after the portal has closed and no further uploading of documents will be allowed, no matter the circumstances.
7. Prior to being populated with your answers, this assessment consists of **10 pages**.

ANSWER ALL THE QUESTIONS

QUESTION 1 (multiple-choice questions) [10 marks in total]

Questions 1.1. – 1.10. are multiple-choice questions designed to assess your ability to think critically about the subject. Please read each question carefully before reading the answer options. Be aware that some questions may seem to have more than one right answer, but you are to look for the one that makes the most sense and is the most correct. When you have a clear idea of the question, find your answer and **mark your selection on the answer sheet by highlighting the relevant paragraph in yellow**. Select only **ONE** answer. Candidates who select more than one answer will receive no mark for that specific question.

Question 1.1

It should be relatively easy to develop a single system to deal with cross-border insolvency since all jurisdictions have more or less the same local insolvency law rules.

- (a) This statement is true since all countries have implemented the UNCITRAL Model Law on Cross-Border Insolvency.
- (b) This statement is untrue since there are huge differences in both the approach and insolvency legislation of various jurisdictions.**
- (c) This statement is true since all systems have at least the same general insolvency concepts.
- (d) The statement is true since the historical roots of all insolvency systems are the same.

Question 1.2

The Statute of Ann, 1705 was a very important piece of legislation for the development of English insolvency law.

- (a) This statement is true since this Act introduced imprisonment of debt.
- (b) This statement is untrue because it dealt with the distributions of the proceeds derived from the proceeds of selling the assets of the estate.
- (c) This statement is true since it introduced the notion of discharge.**
- (d) This statement is true since it introduced fraudulent conveyances into English law.

Question 1.3

The purpose of the UNCITRAL Legislative Guide (2004) has direct application in all the member States of the UN.

- (a) This statement is true because UNCITRAL's model legislative guidelines apply automatically to all member States.
- (b) This statement is true because all member States supported its automatic implementation in their respective jurisdictions.
- (c) This statement is untrue because the Legislative Guide serves merely as soft law and contains best practice to be considered when countries revise their own insolvency legislation.
- (d) This statement is untrue since the Legislative Guide is only available for use by developing countries when reforming their own insolvency laws.

Question 1.4

Modern rescue proceedings have replaced liquidation as an insolvency procedure in most systems.

- (a) This statement is true since business rescue is important for socio-economic reasons.
- (b) This statement is true because liquidation is viewed as a medieval and outdated process.
- (c) This statement is untrue since there is still a need for both liquidation and rescue procedures in insolvency systems.
- (d) This statement is untrue since some systems have no formal rescue procedure.

Question 1.5

The principles and requirements for avoidable dispositions and executory contracts are the same in all jurisdictions - hence these do not pose problems in a cross-border insolvency matter.

- (a) The statement is untrue, the requirements and principles do differ and pose problems in a cross-border case.
- (b) This statement is untrue because the insolvency laws of the State where the original insolvency order is issued will apply to all the other States involved in the matter.

- (c) This statement is untrue since avoidable dispositions and executory contracts do not pose any problems in a cross-border case.
- (d) The statement is untrue since avoidable dispositions and executory contracts may be disregarded in a cross-border case.

Question 1.6

The domestic corporate insolvency statute of a country makes no mention of the possibility of a foreign element in a liquidation commenced locally. The country has ratified a regional treaty on insolvency proceedings that contain provisions on concurrent insolvency proceedings over the same debtor in a neighbouring treaty state.

In a local liquidation commenced under the domestic corporate insolvency statute, to what law can the local court refer in order to resolve an international law issue that has arisen because of concurrent insolvency proceedings in the neighbouring state?

(a) Public International Law.

(b) UNCITRAL Legislative Guide on Insolvency Law.

(c) World Bank Principles for Effective Insolvency and Creditor Rights Systems.

(d) Private International Law.

Question 1.7

Which one of the following documents mandates co-operation or communication between courts in concurrent insolvency proceedings on the same debtor, which are being conducted in different nation states?

(a) ALI / III Global Guidelines Applicable to Court-to-Court Communication in Cross-Border Cases (2012).

(b) EU Cross-Border Insolvency Court-to-Court Communications Guidelines (2014).

(c) UNCITRAL Model Law on Cross-border Insolvency (1997).

(d) JIN Guidelines for Communication and Cooperation between Courts in Cross-Border Insolvency Matters (2016).

Question 1.8

Latin and Middle America states have ratified various multilateral conventions and treaties that address international insolvency issues. While they promote unity of proceedings in the treaty states where a debtor has a single commercial domicile, they acknowledge the possibility of concurrent proceedings.

Which of the following conventions and treaties does **not** provide for judicial co-operation where there are surplus funds remaining in a proceeding in one treaty state and there are concurrent insolvency proceedings over the same debtor in another treaty state?

- (a) Montevideo Treaty on International Commercial Law (1889).
- (b) Montevideo Treaty on International Commercial Terrestrial Law (1940).
- (c) Montevideo Treaty on International Procedural Law (1940).
- (d) Havana Convention on Private International Law (1928).

Question 1.9

The Council Regulation on Insolvency Proceedings (European Insolvency Regulation) (2000), which applies in all European Union member states except Denmark, was reviewed after a decade's operation. An amended European Insolvency Regulation (EIR) Recast (2015) was adopted in 2015 and took effect in June 2017.

Which of the following aspects of international insolvency is **not** addressed in the EIR Recast?

I'm confused with this one - sorry. I can find aspects of all four elements in the Recast Regulation:

- (a) Proceedings to restructure a debtor that is facing the likelihood of insolvency. [Recital 10, Art 1](#)
- (b) Definition of "centre of the debtor's main interests". [Article 3](#)
- (c) A centralised insolvency register of insolvency proceedings opened in member states. [Recital 76](#)
- (d) Co-operation and co-ordination provisions applicable to corporate groups. [Article 60](#)

Question 1.10

An unsecured Creditor is owed monies by the Debtor for services it supplied locally. It has issued proceedings to recover the debt in the local Court. The Debtor has moved its registration and head office to the local country from its original place of incorporation in a foreign country. The Creditor is incorporated and has its head office in that foreign country. The contract to supply, which was created by exchange of emails sent between the head

offices, denominates the debt in the currency of the foreign country. The Debtor is being wound-up in the foreign country and the foreign liquidator seeks recognition and a stay in the local Court proceedings. What aspect is an international insolvency issue?

- (a) The local Court's jurisdiction over the Debtor.
- (b) The standing of the foreign Creditor to sue for its debt in the local Court.
- (c) The foreign liquidator's standing to request a stay of the local proceedings.
- (d) The fact that the debt owed to the Creditor is in a foreign currency.

Marks awarded: 6 out of 10

QUESTION 2 (direct questions) [10 marks]

Question 2.1 [maximum 2 marks]

Explain what the term "international insolvency law" means.

International insolvency law represents attempts to develop unified mechanisms for dealing with international insolvency, to address three particular issues: (1) whether foreign representatives can act in domestic bankruptcy proceeding; (2) whether domestic courts should recognize foreign ancillary proceedings; and (3) if domestic courts should recognize foreign ancillary proceedings, whether they should defer to conflicting foreign law.

Howell, Jonathan L. "International insolvency law." *Int'l Law*. 42 (2008): 113.

This is an authoritative quote. The answer would be improved if it also included information in your own words to indicate your personal understanding of the explanation also.

1.5

Question 2.2 [maximum 5 marks]

Differentiate between the concepts of universality and territoriality in cross-border insolvency.

Universalism and territoriality represent the two main cross-border insolvency regimes.

Universalist regimes require countries with debtor assets to transfer their control to court proceedings in the debtor's Centre of Main Interest (**COMI**). This effectively gives the courts in the COMI almost exclusive control of the proceedings (noting that some assets, such as those *in rem*, e.g. property, may still have a domestic locus of control).

By contrast, territoriality systems permit the courts in jurisdiction in which the assets exist to apply their own local insolvency law without deferring to other proceedings. If observed strictly, this would in many cases lead to a multiplicity of proceedings in several jurisdictions.

Modified universalism combines the two: courts in the COMI are responsible for the main proceedings, but courts in undertaking so-called secondary or ancillary proceedings are supposed to cooperate with the court undertaking the main proceedings.

There is some scope to elaborate with respect to recognition and effect

4.5

Question 2.3 [maximum 3 marks]

Describe **three** recent examples of developments in the Middle East region to reform domestic insolvency laws or to address international insolvency Issues.

In the last five years, several Middle Eastern states including Tunisia, the UAE, Bahrain, Morocco, Oman, Egypt, and Saudi Arabia have enacted new bankruptcy laws to make their bankruptcy systems effective and attractive for both debtors and creditors:

Debtor-in-possession. Under a new **Saudi** law, management of the debtor's business is given to a "financial reorganization trustee." [1]

Debtor financing. Debtors often need to access new funds, particularly viable businesses with temporary cash flow problems. Allowing debtors to access credit after commencing bankruptcy procedure, and assigning priority to such credit, is therefore important. Under **Bahrain's** new law, debtors can obtain unsecured credit during a restructuring and this can be given priority above other unsecured credit as an administrative expense. [2]

Prioritisation of creditors. One of the main objectives of an effective bankruptcy system should be to recognise existing creditor rights and respect the priority of claims with a predictable and established process. One of the key reforms of the new **UAE** bankruptcy laws is the inclusion of detailed guidance on the prioritization of creditors under the new bankruptcy procedures.

[1] Saudi Arabia Cabinet Decision No. 264/1439, issued on February 13, 2018, "On the Approval of the Bankruptcy Law" ("KSA Bankruptcy Law"). See Tom Arnold, Reem Shamseddine and Katie Paul, "In Boost to Reform, Saudi Arabia's Cabinet approves Bankruptcy Law" (Reuters, February 18, 2018), available at: <http://www.reuters.com/article/us-saudi-bankruptcy/in-boost-to-reform-saudi-arabias-cabinet-approves-bankruptcy-law- idUSKCN1G20PJ>

[2] Law No. (22) of 2018, Promulgating the Law of Re-Organization and Bankruptcy ("Bahrain Reorganization and Bankruptcy Law"). See: <http://www.bna.bh/portal/en/news/843393>.

[3] Federal Law by Decree No. (9) of 2016 on Bankruptcy ("UAE Bankruptcy Law"). See Lawale Ladapo and Mohamed Taha, "The New Bankruptcy Law of the UAE: Towards a More Business-Oriented Bankruptcy Regime," available at: www.cleargottlieb.com/-/media/organize-archive/cgsh/files/2017/publications/emrj-summer-2017-issue-4/the-new-bankruptcy-law-of-the-uae-towards-a-more-businessoriented-bankruptcy-regime- updated-9-19-17.pdf. and Principles for Effective Insolvency and Creditor/Debtor Regimes (2016), available at: <http://pubdocs.worldbank.org/en/919511468425523509/ICR-Principles-Insolvency-Creditor-Debtor-Regimes-2016.pdf>

Main source: Al-Sarraf, Adam. "Bankruptcy reform in the Middle East and North Africa: analyzing the new bankruptcy laws in the UAE, Saudi Arabia, Morocco, Egypt, and Bahrain." *International Insolvency Review* 29, no. 2 (2020): 159-180.

3

Marks awarded: 9 out of 10

QUESTION 3 (essay-type questions) [15 marks in total]

Question 3.1 [maximum 5 marks]

Write a brief note on the differences regarding the objectives of insolvency for individuals and corporations.

Differences include:

- Only individual insolvency procedures have the objective of allowing for excluded assets for the bankrupt's maintenance, or that of their family (e.g. to keep a family house);
- Only individual insolvency procedures have the objective of allowing the bankrupt to be discharged, i.e. to rehabilitate people. This isn't the case with corporations, which are usually dissolved upon completion of the insolvency process.
- Only corporate insolvency proceedings are likely to consider the objective of maintaining a business, i.e. a rescue rather than liquidation. (This may be less true of, e.g. sole traders, but does reflect a general difference.
- Typically, a corporate insolvency is more likely to have as one of its objectives wider considerations such as stability of employment for employees of the debtor company.
- Typically, a corporate insolvency is more likely to have as one of its objectives the need to coordinate collective procedures across several debtors, e.g. an enterprise group.

Comment: I struggled to find five different objectives here - any advice gratefully received.

This answer displays a satisfactory understanding of the issues. To improve your responses, ensure they are commensurate with the mark allocation – while Q 3.1 asks for a brief note, it is for 5 marks. Perhaps consider Sealy and Hooley

3.5

Question 3.2 [maximum 5 marks]

Write a brief note on the difficulties that may be encountered when dealing with insolvency law in a cross-border context relating to pertinent differences in the relevant systems.

Difficulties that may be encountered when dealing with insolvency law in a cross-border context due to differences in countries' systems include:

- Some countries may have more debtor or creditor-friendly systems than others, which can create tensions. For examples, France has been notoriously debtor-friendly, certainly until amendments came into force in 2021;
- Domestic courts may favour their own companies at the expense of foreign creditors. For example, in [Emerald Pasture Designated Activity Company & Ors v Cassini SAS & Anor \[2021\] EWHC 2443 \(Ch\) \(27 August 2021\)](#), the French courts

appeared to the creditors to be heavily favouring French debtors at the expense of the English and US creditor hedge funds.

- The standards of insolvency law, court systems and judges can vary greatly and in less developed countries this can be an issue.
- There can be tensions between universalist jurisdictions and those which retain a territorial approach. While the former is gaining prevalence in developed jurisdictions, e.g. Singapore moved notably away towards it in recent years, the theoretical risk remains.
- Certain assets may require domestic courts to play a heavier role than may otherwise be desirable, for example if there are employment implications in a restructuring then there may be overarching domestic legislation which requires the oversight and control of a domestic court rather than the court in the COMI which otherwise would be best placed to manage a restructuring.

Further detail would be beneficial. For example, consideration of Westbrook's 9 key issues.
3.5

Question 3.3 [maximum 5 marks]

What multilateral steps have been taken in the 21st century to promote harmonisation of domestic insolvency laws? In your opinion, how much impact are these likely to have in addressing international insolvency issues? Include reasons for your opinion.

Multilateral steps taken in the 21st century to promote harmonisation of domestic insolvency laws, and their impact, include:

- Regional treaties to encourage harmonisation within geographic and/or economic zones. Regulation (EU) 2015/848 of the European Parliament and of the Council of 20 May 2015 on Insolvency Proceedings (Recast) (**EIR Recast**) is the most obvious. These have had a major impact and have enabled spurious attempts deny jurisdiction to legitimate claims (e.g. see [Emerald Pasture Designated Activity Company & Ors v Cassini SAS & Anor](#) [2021] EWHC 2010 (Ch) (16 July 2021), in which a French debtor failed in its jurisdiction challenge).
- International soft law, notably the UNCITRAL Model Law on Cross-border Insolvency (**MLCBI**), which has provided superb thought leadership in the form of a best practice exemplar for countries to emulate. The benefit of this has been to offer a 'neutral' best practice model which is less prone to being considered
- Judicial cooperation. For example, episode 10 of the recent INSOL podcast series (<https://www.insol.org/Focus-Groups/Academic-Group/Events-and-Podcasts>) interviewed The Honourable Justice Kannan Ramesh, of the Supreme Court of Singapore, who discussed the success of the Judicial Insolvency Network (<http://jin-global.org/>) in assisting the harmonisation of domestic laws.

- The efforts of INSOL itself to identify issues and promote solutions including harmonisation have been extremely successful. See any INSOL conference, and the impact that INSOL members then have on their respective governments - particularly in responsive governments in international financial centres, e.g. Cayman, BVI, etc.

Comment: I struggled to find five different steps here - any advice gratefully received. For example, does the fact that there are five marks require five distinct points? Also, are bullet points OK? Clients and partners usually prefer bullet points, but I appreciate that academic writing can prefer flowing prose.

There is scope to elaborate regarding your opinion on how much impact these are likely to have in addressing international insolvency issues. There is scope to consider political pressure, foreign investor pressure and/or loan conditions.

4

Marks awarded 11 out of 15

QUESTION 4 (fact-based application-type question) [15 marks in total]

Nadir Pty Ltd (Nadir) is a company registered in Utopia. Originally it was incorporated in the neighbouring country of Erewhon before moving its registration and head office to Utopia one month ago. Apex Pty Ltd (Apex) is incorporated and has its head office in Erewhon. Apex and Nadir enter into a contract by exchange of emails between their head offices for Apex to supply goods to Nadir in Utopia. Nadir has failed to pay for the goods which have been delivered in accordance with the contract. Apex issues court proceedings against Nadir in Utopia for monies owing for the goods sold and delivered.

Meanwhile, Nadir also owes monies to creditors in Erewhon. One Erewhon creditor obtains a court winding-up order against Nadir in Erewhon and a liquidator is also appointed by that court.

If you require additional information to answer the questions that follow, briefly state what information it is you require and why it is relevant.

	Debtor	Creditor	Other creditors
Company	Nadir Pty Ltd (Nadir)	Apex Pty Ltd (Apex)	Unnamed
Current registration	Utopia	Erewhon	Erewhon
Previous registration	Erewhon		

Winding up order secured by Erewhon creditor, and liquidator appointed.

Question 4.1 [maximum 5 marks]

Assume the UNCITRAL Model Law on Cross-border Insolvency has been adopted by Utopia without modification, except as required to domesticate it. For example, the Cross-border Insolvency Act of Utopia names its local laws relating to insolvency and its competent court under the Act. The Erewhon liquidator's investigations detect that Apex is suing Nadir in

Utopia. The liquidator would like to stop Apex court action against Nadir in Utopia. Advise the Erewhon liquidator on the potential relevance of the Cross-border Insolvency Act of Utopia.

[Further information required: the panoply of potentially-relevant facts to establish Nadir's COMI]

As a general principle of insolvency law, implemented in the Model Law, there is a moratorium on piecemeal debt collecting and execution procedures. This is to ensure an orderly liquidation, and *pari passu* distribution of assets to creditors. The liquidator ought to be able to apply to the Utopian domestic court seized with Nadir's claim to impose a stay on proceedings.

Depending on the sequence of events, it is possible that Nadir's claim was filed after the winding-up order was handed down, in which case it could have been in breach of prohibition on issuing proceedings without the permission of the liquidator and/or court. This will also depend on the state of Nadir's knowledge: what did they know and when? While the end client (Nadir) is unlikely to volunteer the information, their attorneys are will have professional obligations to the court, and this information should be extractable in correspondence.

There may be adverse costs consequences for Nadir if they knowingly brought proceedings in violation of the moratorium.

The question requires candidates to apply the relevant MLCBI articles to the facts provided in more detail than that above.

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Question 4.2 [maximum 2 marks]

Would it make any difference to your answer in question 4.1 in the following two alternative scenarios to Apex suing for its debt?

- (a) Apex had filed proceedings to wind-up Nadir, but the matter had not yet been heard.
- (b) Apex had obtained a court order to wind-up Nadir in Utopia prior to the Erewhon winding-up order.
 - a. Yes, the moratorium would not yet be in force, and therefore the claim would not be in breach of the moratorium.
 - b. Yes, the Utopian court would likely be seized of the matter before the Erewhon courts, and the latter would likely defer to the former unless there were compelling reasons, e.g. public policy, for doing otherwise.

Apply the MLCBI provisions on concurrent insolvency proceedings (see Article 29)

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Question 4.3 [maximum 8 marks]

NB: This question is not related to Questions 4.1 and 4.2

A court has ordered the commencement of an insolvency proceeding against a corporate debtor in the State of its incorporation and head office. The company has operated business in a number of States and has assets (real property or interest in land, other tangible assets and intangible assets); creditors (including taxation / revenue authorities) and directors in several States.

Select a country for the company's incorporation and, based on the insolvency laws of the country you select and the brief facts provided, describe four key international insolvency issues facing the insolvency representative in this scenario. For each issue, what domestic laws or international instruments apply to assist the insolvency representative address these four issues?

Jurisdiction: England & Wales.

Hypothetical issues:

- **Preventing piecemeal distribution of debtor assets to creditors in response to individual creditor claims.** The Insolvency Practitioner (**IP**) can apply the court to stay proceedings issued against the creditor (in this example by an international creditor) per the standalone moratorium procedure under Part A1 of the Insolvency Act 1986. This prevents creditors from enforcing their rights for a certain period to enable the terms of a restructuring to be agreed. The relevant law here would be the insolvency law of the state in which the creditor is attempting to bring the claim. That state's courts should recognise the English court's moratorium under the UNCITRAL assistance guidelines.
- **Conducting investigations.** Section 236 of the Insolvency Act 1986 is an important tool in an IP's armoury. It gives the IP the power to require a person or entity to provide documents or to attend an examination in court where they will be questioned. Usually, the counterparty cooperates voluntarily following correspondence from the IP's solicitors, as otherwise they will be both (i) compelled to provide documents or to attend an examination anyway; and (ii) also have to pay the IP's costs of bringing the s236 application. As above, against an international counterparty, this will rely on the foreign court's insolvency laws - or potentially general law brought to force in pursuit of the IP's ends. For example, if the IP needs to extract information from US-based personnel, then the IP could bring an application under Section 1782. *Section 1782 of Title 28 of the United States Code ("Section 1782") allows an 'interested party' to a foreign proceeding (including foreign civil and criminal proceedings) to seek US-style discovery from a person or entity located in the United States. The statute may be used by international litigants seeking documentary or testimonial evidence in the US for use in foreign actions which are either pending or contemplated.*¹

1

- **Gathering-in assets.** It is trite law that the IP will have powers to gather in assets creditor assets. As above, this would be a combination of the Insolvency Act 1986 for domestic assets, and the equivalent statute(s) for foreign assets.
- **Unwinding attempted asset dissipations by directors.** An administrator or liquidator may apply to the court for an order avoiding any transaction made at an undervalue in the two years before the administration or liquidation if the company was then (or as a result of the transaction became) unable to pay its debts as they fell due (section 238, Insolvency Act 1986). Inability to pay debts at the relevant time is rebuttably presumed if the transaction is with a connected person (section 240(2) , Insolvency Act 1986).² By way of example, in a claim we brought in 2018, we acted for IPs who were joint administrators of a company in which the former director and CEO had defrauded investors, and had sought to give his wife £10m of houses in the period that investigations into his conduct were beginning. Our claim was to bring the assets back into the insolvency estate for the benefit of all creditors. (In the event, we persuaded the wife to voluntarily relinquish the houses in a 'drop hands' settlement whereby we left her with one house to live in, and thereafter stopping pursuing her).

There is some scope to elaborate at times but this is answered well.

7.5

Marks 11 out of 15

*** End of Assessment ***

A good paper that correctly identifies many of the issues raised and satisfactorily substantiates several answers.

TOTAL MARKS: 37/50

² Practical Law glossary, *Transaction at an undervalue*.