

State of South Dakota

Department of Revenue and Regulation

Banking Commission

In re Petition for	)	
Declaration Ruling of	)	Findings of Fact,
Northern Beef Packers Limited	)	Conclusions of Law
Partnership and Epoch Star	)	and Ruling
Limited	)	

The joint Petition for Declaratory Ruling of Northern Beef Packers Limited Partnership and Epoch Star Limited dated June 9, 2010 was heard telephonically by the South Dakota Banking Commission on Tuesday, June 29, 2010 commencing at 10:00 o'clock A.M. CDT pursuant to notice. Northern Beef Packers Limited Partnership ("NBP") appeared by its counsel of record, Rory King. Epoch Star Limited ("Epoch") appeared by its counsel of record, Steven W. Sanford. Other appearances were noted on the record. Based on the evidence submitted with respect to the Petition and based on the arguments of counsel, the South Dakota Banking Commission hereby makes the following Findings of Fact, Conclusions of Law and Ruling:

**Findings of Fact**

1. NBP is a South Dakota limited partnership with its principal office in Aberdeen, Brown County, South Dakota.
2. Epoch is a single purpose entity incorporated in the British Virgin Islands and has its sole office there.
3. Epoch is owned by Pine Street Special Opportunity Fund I ("Pine Street"), an investment fund incorporated in the Cayman Islands. Its sole office is there.
4. Epoch and Pine Street are both managed by Anvil Asia Partners ("AAP"), a Cayman Islands-incorporated company.
5. Pine Street has less than 10 investors, none of whom is a bank or financial institution or in the sole business of lending money.
6. Pine Street is not regularly engaged in the business of lending money in South Dakota or elsewhere in the United States.

7. Neither Epoch, Pine Street nor AAP has any business office in South Dakota or elsewhere in the United States and will not.

8. AAP is a professional investment fund manager, and is not engaged in the business of lending money in the United States, and is not a bank or other type of financial institution.

9. NBP seeks to construct and operate a beef processing plant in Brown County, South Dakota.

10. NBP's plant is partially constructed, but construction has stopped.

11. For various reasons, construction of the plant cannot be finished and the business cannot become operational without additional capital and financial accommodations.

12. The original construction of the plant was to be facilitated by foreign investors under the EB-5 program. Additional investors under the EB-5 program have been obtained under programs administered directly or indirectly through the South Dakota Department of Tourism and Economic Development.

13. Despite the availability of capital through the EB-5 program, NBP still needs a bridge loan to complete construction of the plant, which is not available through traditional banking and financial institution sources.

14. Epoch has conditionally agreed to make a short-term bridge loan to NBP of approximately \$30 million.

15. Epoch's sole business is to make the loan to NBP and it will not engage in any other business.

### **Conclusions of Law**

1. The South Dakota Banking Commission has jurisdiction under Chapter 1-26 of the South Dakota Codified Laws to rule on the Petition.

2. Due and proper notice of the Petition and this hearing has been given as required by applicable law and rule.

3. By making the contemplated financial accommodation to NBP under the circumstances described in the Findings, Epoch does not engage in the business of lending money as contemplated in SDCL 54-4-40.

4. By making the contemplated financial accommodation to NBP under the circumstances described in the Findings, Epoch does not engage in the business of making mortgage loans as a mortgage lender as contemplated in SDCL 54-14-12 and SDCL 54-14-13.

**Ruling**

A. In the circumstances presented, Epoch is not required to obtain a license under Chapter 54-4 of the South Dakota Codified Laws.

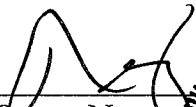
B. In the circumstances presented, Epoch is not required to obtain a license under Chapter 54-14 of the South Dakota Codified Laws.

Dated: 7/1/10, 2010

SOUTH DAKOTA BANKING COMMISSION

By John Lillibridge  
Its: Vice Chair

ATTEST

  
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Roger Novotny  
Director of the Division of Banking

