

**EASTERN CARIBBEAN SUPREME COURT
TERRITORY OF THE VIRGIN ISLANDS**

**IN THE HIGH COURT OF JUSTICE
COMMERCIAL DIVISION**

CLAIM NO. BVIHC(COM) 2026/0031

BETWEEN:

EAD GROUP LLC

Applicant

and

**[1] AHMET BULENT TOROS
[2] W MANAGEMENT SERVICES LTD.
[3] PEMBROKE VENTURES INVESTMENT LTD.
[4] M-1 LT**

Respondents

IN CHAMBERS

Appearances:

Mr. Graeme Halkerston, Mr. Theo Dixon, Mr. Nicholas Brookes, Mr. Carl Moran and Ms. Jodi-Ann Stephenson instructed by Ogier for the Respondents/Applicants for the Variation.

Mr. Mark Forte, Ms. Tameka Davis, Mr. Charles Goldblatt and Mr. Keeve Tan, instructed by Conyers for the Applicant/Respondent to the Variation Application
Mr. Callum McNeil instructed by Sterlington for the Joint Receivers

2026: February 12;
March 24.

JUDGMENT

- [1] **Mangatal J (Ag.):** On 12th February 2026 I heard an application filed on behalf of Ahmet Bulent Toros, W Management Services Ltd, Pembroke Ventures Ltd, and M-1 Limited (“together **“the Respondents”**”) dated 25th January 2026 (**“the Variation Application”**).
- [2] At this hearing, I also considered and made directions for the determination of the Respondents’ Discharge Application, not yet filed, but which it was outlined would be seeking the discharge of the *ex parte* order (**“the Ex Parte Order”**) that I made on 9th January 2026.
- [3] I further considered and made directions for the determination of EAD Group LLC (**“the Applicant”**)’s Continuation Application dated 25th January 2026.
- [4] At the *ex parte* hearing on 9th January 2026 (the **“Ex Parte Hearing”**), the Applicant sought and obtained the Ex Parte Order, which included a domestic freezing injunction, the appointment of joint interim receivers, and ancillary disclosure.
- [5] An initial return date was set for 27th January 2026. However, that hearing (a half an hour slot at 4:00 p.m.) was too short to accommodate all of the disputes occurring between the Applicant and the Respondents. However, after much contest, the following orders were made at that hearing, varying the Ex Parte Order:
- (1) Disclosure to the Receivers by the BVI Companies under paragraph 19 was deferred to 19th February 2026, to allow for the arguments on 12th February;
 - (2) The Receivers power to disclose information or documents to the Applicant pursuant to Schedule C paragraph 15 was suspended; and

- (3) The Applicant agreed to fund the costs of the Receivers, removing the cap of US\$50,000 proffered at the Ex Parte Hearing.

[6] Since the filing of the Variation Application, the Applicant has agreed the variation requested by the Respondents regarding paragraph 15 of the Ex Parte Order with the result that the variations now sought are the following:

- (1) A variation of the disclosure obligations in paragraphs 19 to 24 of the Order to reflect the “*standard order*” which the Applicant represented it was seeking and that, save as so varied, the disclosure obligations in paragraphs 19 to 24 be stayed pending *inter partes* determination.
- (2) A stay of the Receivers’ powers under Schedule C to disclose information and documents obtained to the Applicant, pursuant to the Ex Parte Order, pending the determination of the Respondents’ prospective application to discharge or further vary the Ex Parte Order.
- (3) An order requiring the Applicant to fortify its cross-undertaking in damages in the sum of US\$15 Million (during oral argument his sum was drastically reduced to US\$5 Million), pending determination of the substantive return date.
- (4) Further and/or alternatively, Mr. Mina Attalla Rezk, a third party, provide a personal cross-undertaking in damages on the same terms as that given by the Applicant, pending *inter parts* determination.

Relevant Factual and Procedural Background

[7] I have gratefully adopted some of the background set out in the Skeleton Arguments (“**SKAs**”), of both the Applicant and the Respondents.

[8] The Applicant EAD is a Delaware incorporated limited liability company. EAD was established as a special purpose vehicle for the sole purpose of entering into a Margin Lending Agreement dated 16th June 2022 (“**the Loan Agreement**”) with the Second Respondent W Management Services Ltd (“**WMS**”) (as lender) and SRT

Capital SPC Ltd ("**SRT Cayman**") (as agent). EAD does not conduct any other business. EAD is beneficially owned and controlled by Mr. Mina Attalla Rezk ("**Mr. Rezk**"), who is a co-founder, President, Chief Technology Officer, and Chairman of the Board of Aeva Technologies, Incl. ("**Aeva**"), a publicly traded company listed on the NASDAQ stock market.

- [9] Under the Loan Agreement EAD received a loan of US\$10 million in exchange for pledging shares in Aeva as collateral ("**the Collateral Shares**"). The Loan Agreement contained a clause expressly prohibiting the dealing and/or disposing of the Collateral Shares which EAD alleges was breached following WMS', and by extension, Mr. Toros' disposal of the Collateral Shares on multiple occasions.
- [10] The First Respondent, Mr. Ahmet Bulent Toros ("**Mr. Toros**"), is a Turkish national. He is an investment manager or trader.
- [11] Although the Loan Agreement was entered into by EAD, EAD's case is that it was the victim of a fraud committed by Mr. Toros and his associates and that Mr. Toros orchestrated and controlled the Loan Agreement through those entities and related structures.
- [12] WMS is a BVI-incorporated company under the control of Mr. Toros. WMS was incorporated on 12th September 2013. Up until the Ex Parte Hearing, Mr. Toros has been its sole director since at least 17th August 2016, per copies of the search report and List of Directors obtained from the BVI Financial Services Commission, Registry of Corporate Affairs. Mr. Toros is also the prima facie beneficial owner of the shares in WMS such that his shareholding constitutes a BVI asset. WMS maintained and/or controlled the bank and brokerage accounts used for the transmission of loan monies to EAD, and holding the Collateral Shares.
- [13] The Respondents contend that WMS is a trading company and, as a result, further fortification is needed and that non-disclosure of this alleged trading status is a

ground for reducing the disclosure sought. In his Witness Statement filed on 11th February 2026, Mr. Toros exhibits what is said to be a ledger showing trading activity for the period 1st July 2023 and 30th October 2025. The Applicant's position is that that document is wholly unhelpful, and that this assertion is contradicted by the objective material before the Court.

[14] The Third Respondent, Pembroke Ventures Investment Ltd (“PVI”), is a BVI-incorporated company that, at least at the Ex Parte Hearing, was *prima facie*, under the control of Mr. Toros, as evidenced by the search report and List of Directors obtained from the BVI Financial Services Commission, Registry of Corporate Affairs. It shows that Mr. Toros has been its sole director since at least 19th August 2022. His interest in PVI made it a BVI asset, the Applicant claimed. PVI also allegedly owned the yacht “Hercules”.

[15] The Fourth Respondent, M-1 Ltd (“M-1”), is a BVI incorporated company associated with, and owned by, Mr. Toros, per the search report and List of Directors obtained from the BVI Financial Services Commission, Registry of Corporate Affairs. Mr. Toros is shown to be the sole director since at least 11th August 2016, and the sole shareholder since at least 9th March 2016. Mr. Toros' interest in M-1 made it a BVI asset. M-1 sold a yacht named “State of Grace” in April 2025. M-1 was “*in-penalty*” since 3rd June 2025 and the Registry records obtained on 17th December 2025 showed that it was dissolved on 3rd November 2025. In other words, according to EAD, Mr. Toros made sure that the value of his asset was dissipated once the Cayman and New York proceedings got underway.

[16] The *ex parte* application in January 2026 was made in aid of foreign proceedings, namely EAD's ongoing claims against Mr. Toros and others in New York (both in court and in arbitration) which arose out of the Loan Agreement.

[17] At the Ex Parte Hearing, evidence was also put before the Court that there have also been proceedings undertaken in Switzerland, the Cayman Islands, and in

England where interim relief, in one form or other, was granted. In particular, freezing orders over Mr. Toros' assets in the relevant jurisdictions were granted in the English and Caymanian Courts. I think that EAD is correct in saying that Mr. Toros has not engaged substantively within those proceedings, he has not provided any substantive pleadings in any of the aforementioned jurisdictions, denying the allegations made against him, or otherwise. Mr. Toros has not contested the evidence on the liquidation of the Collateral Shares. His filings, certainly so far here in the BVI, do seem to be focused on procedural challenges.

The Respondents' Arguments

Variations to Disclosure Order

- [18] There have been many twists and turns, and changes in correspondence, and during the course of the hearings. However, as I understand it, Mr. Halkerston argues that there are two aspects of the disclosure ordered by the Ex Parte Order that should be varied pending determination of the Discharge Application. These are: (1) the scope of the disclosure ordered under paragraph 19; and (2) the Receivers' power to disclose information to the Applicant pursuant to Schedule C paragraph 15 of the Ex Parte Order.
- [19] As maintained by Counsel at the 27th January hearing, he repeats that the disclosure orders were extraordinarily wide in scope. Mr. Halkerston submits that the orders went far beyond any standard orders that would be necessary to preserve assets pending the return date. He submitted that the orders are plainly a fishing expedition/discovery by proxy exercise.
- [20] Counsel contended that that is all the more true, given that the relief sought was a domestic freezing order and the appointment of Receivers over the alleged assets of Mr. Toros, i.e. shares in the BVI Companies. The submission continues that the Ex Parte Order granted powers to the Receivers that went far beyond what was needed for an appointment over the shares of the BVI Companies. Further, that the Ex Parte Order was in terms that would be expected for an appointment of

receivers over the business and operations of companies – namely, powers that displace the directors from management of the business.

[21] It was further submitted that the disclosure order required disclosure of historic transactions extending back some three and a half years. It is the Respondents' position that the Applicant did not fairly present to the Court that such "historic" disclosure orders fall outside of the scope of an ordinary freezing order, nor that they are exceptional, absent a proprietary claim. It was contended that an applicant seeking *ex parte* relief is under a positive duty to draw such matters to the Court's attention and that that duty was not discharged.

[22] On behalf of the Respondents, it was submitted that where there are credible concerns about disclosure orders, the appropriate course is often for the Court to stay the disclosure obligations pending the substantive return date. Reference was made to the decision of Kawaley J in the Cayman decision **Linden Capital LP v Luckin Coffee**.¹

[23] Counsel submitted that those points will be relevant at the discharge stage. At this variation stage, what the Respondents seek is to take a middle ground. They ask the Court to find that the appropriate hold-the-ring order is that the disclosure is aligned with the standard freezing injunction disclosure order. It was submitted that the standard disclosure order will meet the needs of the Applicant identified at the Ex Parte Hearing.

[24] In relation to the second challenged aspect of disclosure, i.e. information to be given by the Receivers to the Applicants, it was submitted that such a power is not necessary, especially at the *ex parte* stage.

¹ 2020 (2) CILR 356.

[25] Counsel asserts that the purported rationale for the appointment of Receivers and disclosure of assets to the Receivers was to allow the Receivers, not the Applicant, to identify and preserve assets of the BVI Companies during the pendency of the Ex Parte Order. Such disclosure, it was submitted, is an *alternative* to direct disclosure to the Applicant; there is no need for cumulative powers (Counsel's emphasis).

[26] The Applicant has now, in fact, by letter dated 5th February 2026 indicated that it would agree to terms that any disclosure of information or documentation by the Receivers would be on 5 days' notice to the Respondents, and that if the Respondents objected to such disclosure the Receivers would seek directions from the Court. However, Mr. Halkerston submits that unless the Applicant identifies a proper need for access to these materials, there is no need for such a regime to apply.

The Fortification of the Cross-Undertaking as to Damages

[27] It was submitted that, as the Applicant has very little by way of assets, it can be expected to be required to provide fortification. The Respondents' position is that WMS is a trading company, that the first quarter of the year is its business' busiest time. Its evidence is that as a result of the appointment of the Receivers, it has lost two business opportunities for long-term lending agreements that would have generated US\$5-9 Million in revenue. Further, that WMS would ordinarily expect to generate average annual revenues in the range of approximately US\$7-10 million. The Respondents have also produced evidence from a third party, which they say is a leading Turkish financial trading institution.

[28] Again, as he has frequently put his case, Mr. Halkerston argues that the Court can consider the issue in more detail at the hearing of the Discharge Application/Continuation Application. However, it was submitted that some

protection must be given to the Respondents and third parties in the interim if the injunctions and the receivership are to continue.

[29] It was submitted that if the injunctive relief is to continue, then protection for the Respondents or third parties must be provided by Mr. Rezk and the Applicant. In these circumstances, pending the Discharge Application/Continuation Application, it was submitted that the order should be conditional on:

- (1) Mr. Rezk offering a cross-undertaking in the same terms as the Applicant; and
- (2) The Applicant should fortify the cross-undertaking by the provision of adequate security in the sum, now suggested, of US\$5 Million of security within 7 days.

The Applicant's Arguments

[30] As to whether the disclosure provisions are not standard, Mr. Forte on behalf of the Applicant submitted that the Respondents' submission is inconsistent with established authority in this jurisdiction. He indicated that the freezing Order was taken from the standard form in Practice Direction 17 Appendix 11.

[31] It was further submitted that when it comes to precedent receivership orders, there are none. However, as may be different in England, this jurisdiction has developed clear precedent in the extent of powers receivers may be expected to possess under terms of a court appointment. It is to that extent, submits Counsel, that reference is commonly made to "standard form".

[32] Reference was made to the decision of the Court of Appeal in **Jeremy Outen v Mukhtar Ablyazov**.² In that case, the Court of Appeal considered whether disclosure provisions contained in a foreign receivership order should be recognized and enforced in the BVI. The disclosure obligation in issue required persons within the jurisdiction, many of whom were third parties and not

² HCVMAP 2011/030.

defendants, to provide information and documentation to court-appointed receivers, where reasonably required for the purpose of identifying and recovering assets.

[33] Mr. Forte referred to a number of sections of the judgment, including where the judge expressly set out the categories of documents requested by the Receivers from registered agents and other third parties, which included the following:

- “(1) copies of former company documents, including share certificates, invoices raised in respect of the relevant company and Know Your Customer information with which the recipient had been provided.
- (2) Names and contact details of directors and shareholders, client of record and ultimate beneficial owner;
- (3) A list of company’s assets, including details of bank accounts and current balances; and
- (4) Copies of all correspondence with the company, its agents, etc, and with any third party respecting the company.”

[34] Counsel opines that these documents are not dissimilar to the documents listed at paragraph 19 of the Order. There is no suggestion in the Court of Appeal’s decision that the categories of documents sought were unduly broad and while the Court of Appeal ultimately confined recognition to the disclosure limb of the order (and declined to enforce broader obligations such as attendance or ‘doing all such things’), it was submitted that the core point remains that disclosure obligations, even against non-defendants and operating entities, are both permissible and appropriate where necessary to enable the Court to supervise compliance with its orders and to prevent their circumvention.

[35] Mr. Forte submitted that the question for the Court therefore is whether the disclosure sought in paragraph 19 of the Order is *“necessary to achieve the purpose of the receivership and in the interests of justice”*.

- [36] As to the question whether the receivership disclosure order was extraordinarily broad and not necessary, EAD's position is that, at the time of the *ex parte* hearing, there were very real concerns that Mr. Toros was taking steps to frustrate enforcement against him. That those efforts continued during the period in which protective measures were being obtained in other jurisdictions and were demonstrative of a desire to stay ahead of his creditors. There was therefore ample basis for the protective relief sought and obtained. Absent any material change, that position continues. It was submitted that Mr. Toros' conduct is peppered with fraud, forgery, incomplete disclosure and deceit. Further, that these are the hallmarks of intent to avoid accountability and dissipate out of reach. The appointment of receivers was amply justified by this conduct alone.
- [37] As regards the Cayman decision in **Luckin Coffee**, Counsel submits that that case is plainly distinguishable. It was argued that in that case the Court stayed the disclosure obligations concerning certain bond proceeds because, critically, the defendant had "*already provided sufficient disclosure*" to demonstrate that the bond proceeds did not constitute a segregated fund and had been commingled with other assets upon receipt. Kawaley J specifically found that declining to order further disclosure at that stage would not render the freezing order nugatory "*having regard to the disclosure already given*". Counsel asserts that the disclosure that had been provided satisfied the purpose of enabling the plaintiffs to police the injunction. Even so, the learned judge was in any event only prepared to grant a stay if assurances were given that the relevant material would not be destroyed and that disclosure is made instead to the Cayman lawyers.
- [38] It was submitted that furthermore, the purpose of the disclosure in the present case is fundamentally different. This is because it is not just disclosure to enable a claimant to police a freezing order, but it is also disclosure to enable the Receivers to discharge their function of identifying and preserving the assets of the Respondents.

- [39] In EAD's SKA it is also argued that the manner in which disclosure has been given by the Respondents under paragraphs 16 and 17 of the Order gives rise to significant concern.
- [40] Reference was made to the fact that the Respondents initial disclosure letter of 19th January 2026 made no mention of a VP Bank account held by WMS in the BVI, an account containing approximately US\$4 Million in cash. That this omission was corrected only by a subsequent letter dated 22nd January 2026, received a mere two hours before the Receivers' First Report was filed and circulated.
- [41] Counsel also refers to the proposed use of frozen funds held in WMS' VP Bank account as being equally troubling. Mr. Toros, it was pointed out, has notified the Applicant that all four respondents intend to utilize these funds to meet legal fees and expenses, including costs in the US proceedings against the Applicant, as well as fees for UK and BVI Counsel. Mr. Forte comments that it is unclear why WMS should be expected to fund the legal costs of PVI in circumstances where Mr. Toros maintains in his evidence that he has had no beneficial interest in, nor any directorship of, PVI since March 2024. If that assertion is correct, there is no apparent basis upon which WMS' frozen assets should be deployed for PVI's benefit. This was put to Mr. Toros' advisors and the explanation that came back by way of letter dated 10th February 2026 is described as extraordinary. The submission is that it seems Mr. Toros wishes to fund PVI legal expenses because he asserts it was wrongly joined. It is argued that this is even more of an exercise revealing Mr. Toros' true connection to PVI than it is in legal charity.
- [42] Counsel also submitted that the Receivers' First Report reveals significant inconsistencies in the corporate records of the BVI Companies, and between those records and Mr. Toros' own asset disclosure.

[43] On the question of fortification, reference was made to the English cases of **Energy Venture Partners Ltd v Malabu Oli and Gas Ltd**³ and **PJSC National Bank Trust and anor v Mints and others**.⁴

[44] Mr. Forte states that these cases were cited with approval in the BVI case of **Von Der Heydt Invest SA v Multibank FX International Corporation**.⁵ **Von Der Heydt** sets out a 3-stage test as follows:

- (1) There must be a good arguable case that there is a real risk that losses will be suffered as a result of the relevant order.
- (2) The loss must have been caused by the relevant order.
- (3) There must be an intelligent estimate of the losses.

[45] Counsel invites the Court to find that the Respondents have failed to adduce evidence sufficient to satisfy the three-stage test set out in **Von der Heydt** and that indeed, the Respondents have not properly engaged with that test at all.

Discussion And Analysis

A variation of the disclosure obligations in paragraphs 19 to 24 of the Order to reflect the “*standard order*” which the Applicant represented it was seeking and that, save as so varied, the disclosure obligations in paragraphs 19 to 24 be stayed pending *inter partes* determination.

[46] I do not wish to go into great detail on some of the points raised on the Variation Application, since a full Discharge Application is still to come. However, in my judgment the Applicant is correct that at the Ex Parte Hearing, the Court did accept that freezing order relief was insufficient protection, in the circumstances, and that it was appropriate to appoint receivers.

³ [2015] 1 WLR 2309.

⁴ [2021] EWHC 1089.

⁵ BVIHCMAP 2022/0008.

[47] Now that I have had an opportunity to consider the Cayman authority of **Luckin Coffee**, I accept Mr. Forte's submission that the facts there are readily distinguishable from the facts in this case, both because of the degree of disclosure already provided in that case, as well as the fact that, there, the Court was concerned with disclosure to enable a claimant to police a freezing order, and not as in this case, with disclosure to enable the Receivers to discharge their function of identifying and preserving the assets of the Respondents.

[48] In my view the Respondents suggestion of a holding of the ring standard disclosure orders regarding freezing orders is not sufficient protection for the Applicant. However, it is quite clear now that the orders sought were too wide, Indeed, the suggestions proffered in Conyers' letter dated 3rd February 2026 offering to vary paragraph 19 of the Ex Parte Order, in the manner and to read as set out below, should be adopted until the hearing of the Discharge and the Continuation Applications:

- (1) *"The BVI Companies' duty to disclose documents and/or information pursuant to paragraph 19 of the Order is limited to documents and/or information in the possession, custody or control of the relevant BVI Company."*
- (2) Paragraph 19 (c) be varied so that it reads *"Statutory books and records..... (whether in physical or electronic format) within their custody or control"* and
- (3) Paragraph 19(e) be varied to read *"Any assets, property, effects, securities,... of the BVI Companies exceeding US\$10,000 in value."*

A stay of the Receivers' powers under Schedule C to disclose information and documents obtained to the Applicant, pursuant to the Ex Parte Order, pending the determination of the Respondents' prospective application to discharge or further vary the Ex Parte Order.

[51]. Again, as the Discharge Application is yet to come, and given that I have indicated that at the *ex parte* stage I was satisfied that it was appropriate to appoint the Joint Receivers, I am of the view that the variation suggested in Conyers letter dated 6th

February 2026, should remain in place until the Discharge/Continuation Application Hearings, i.e. that any disclosure of information or documentation to the Applicant should be on 5 days' notice to the Respondents, and that if the Respondents object to such disclosure, the Receivers may seek directions from the Court.

Issues (3) and (4) as to the Cross-Undertaking in Damages

- [52]. Again, these issues may be revisited in greater detail at the hearing of the Discharge/Continuation Applications. However, at this stage I do agree that the ledgers put forward to show WMS is a trading company and as to it generating considerable annual revenues is weak. I accept Mr. Forte's submission that the Respondents have not, at this stage, gone anywhere near satisfying the three stages in **Von der Heyt**. In particular, as to risk of loss, it is asserted that WMS would ordinarily "*expect to generate average annual revenues in the range of approximately US\$7 million to US \$10 million.*" I accept Mr. Forte's submission that the Receivers' Reports record that, according to WMS' 2023 Annual Financial Return, WMS made a net profit of US\$44,000.00. At this stage, the Receivers' Reports constitute the only reliable independent evidence of WMS' financial position presently before the Court, and this does bear no resemblance to the revenue figures advanced by the Respondents.
- [53]. I am therefore not minded to order fortification of the cross-undertaking as to damages at this stage.
- [54]. Further to previous orders made herein, I order that the time for the Respondents' compliance with paragraph 19 is extended until 25th March 2026.
- [55]. I ask Counsel to prepare and file an Order in accordance with my Rulings. The question of costs is reserved to the hearing of the Discharge/Continuation Applications.

[56]. I thank Counsel for their assistance in this complex and intricate matter.

Ingrid Mangatal
High Court Judge (Ag.)

BY THE COURT

Deputy Registrar