

Til de efterstillede kreditorer mv. i
Selskabet af 1. september 2008 A/S under konkurs –
CVR nr. 50020010 (tidligere Roskilde Bank A/S)

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*To the subordinated creditors etc. of
Selskabet af 1. september 2008 A/S in bankruptcy –
CVR No. 50020010 (formerly Roskilde Bank A/S)*

Our ref. 039560-0002 JHO/JGE

28 April 2011

Cirkulæreskrivelse nr. 12 / Circular Letter No. 12

SKS 21-354/2009 – Selskabet af 1. september 2008 A/S under konkurs – CVR nr. 50020010 (tidligere Roskilde Bank A/S), Algade 14, 4000 Roskilde

Ved cirkulæreskrivelse nr. 11 er der indkaldt til skiftesamling i Retten i Roskilde, Skifteretten, Helligkorsvej 3, stuen, 4000 Roskilde, mandag den 2. maj 2011, kl. 14.45.

Dagsordenens punkt 3 omfatter følgende:

3. Evt. stillingtagen til henvendelse fra (ny) Roskilde Bank A/S, CVR nr. 31633052 om endelig afklaring vedrørende "earn-out modellen" i henhold til overdragelsesaftale af august 2008 vedrørende den daværende samlede bankvirksomhed, hvorved bemærkes, at ny bank anmoder konkursboet om at bekræfte, at man er enig i, at der ikke kan gøres yderligere krav gældende i henhold til denne betingede reguleringsklausul

Jeg har nu fra Finansiell Stabilitet A/S – der er 100% moderselskab til (ny) Roskilde Bank A/S – modtaget vedlagte redegørelser:

- Brev af 27. april 2011 fra Finansiell Stabilitet til Kurator i konkursboet efter Roskilde Bank med tilhørende bilag A
- Notat vedrørende gennemgang af købesumsregulering mellem konkursboet efter Roskilde Bank og Finansiell Stabilitet A/S udarbejdet af KPMG, dateret 26. april 2011

Af dette fremgår, at der ikke er nogen realistisk udsigt til, at købesumsreguleringsklausulen på noget tidspunkt kan udløse en regulering af købesummen til fordel for (gammel) Roskilde Bank A/S, nu Selskabet af 1. september 2008 A/S under konkurs, CVR nr. 50020010.

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**File no. SKS 21-354/2009 - Selskabet af 1. september 2008 A/S in bankruptcy –
CVR No. 50020010 (formerly Roskilde Bank A/S), Algade 14, DK-4000 Roskilde**

By way of Circular Letter No. 11, a creditors' meeting was announced to be held in the offices of the Court of Roskilde, Bankruptcy Division, Helligkorsvej 3, ground floor, DK-4000 Roskilde, Monday, 2 May 2011 at 02:45 pm.

Item 3 on the agenda comprises the following:

3. Assessment and position (if any) with respect to approach received from (the new) Roskilde Bank A/S, CVR no. 31633052 regarding a final clarification of the "earn-out-model" provided for in the transfer agreement dated August 2008 regarding the overall banking activities existing at the time; the new bank has requested that the bankrupt estate confirms and agrees that no further claims can be raised under the said conditional adjustment clause.

Moreover, I have received the enclosed documents from Finansiell Stabilitet A/S, the sole parent company of (the new) Roskilde Bank A/S:

- Letter of 27 April 2011 from Finansiell Stabilitet addressed to the trustee of the bankrupt estate of Roskilde Bank, including Appendix A.
- Memo following review of purchase price adjustment clause between the bankrupt estate of Roskilde Bank and Finansiell Stabilitet A/S prepared by KPMG, dated 26 April 2011.

It appears from the above documents that there are no realistic prospects of the purchase price adjustment clause giving rise, at any point in time, to an actual adjustment of the purchase price to the benefit of (the old) Roskilde Bank A/S, now Selskabet af 1. september 2008 A/S in bankruptcy, CVR no. 50020010.

Med venlig hilsen / *Yours sincerely*

Jørgen Holst

Kræver ingen underskrift / *No signature required*

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