

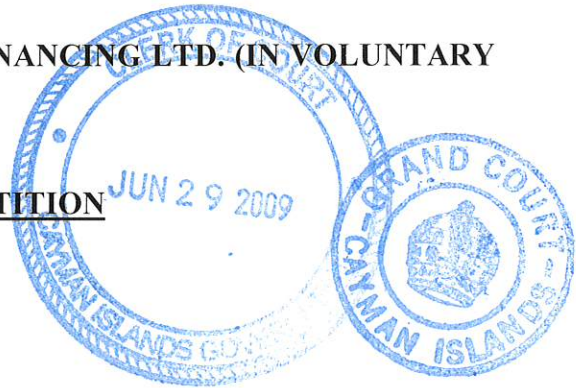
**IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION**

CAUSE NO.: 0307 OF 2009

IN THE MATTER OF THE COMPANIES LAW

**AND IN THE MATTER OF MEZZANINE FINANCING LTD. (IN VOLUNTARY
LIQUIDATION)**

WINDING-UP PETITION



TO THE GRAND COURT

The humble petition of Geoffrey Varga and Nicolas Matthews of Kinetic Partners (Cayman) Limited, The Harbour Centre, 42 North Church Street, P.O. Box 10387, Grand Cayman, Cayman Islands, KY1-1004, as Joint Voluntary Liquidators (the "JVLs") of Mezzanine Fund Financing Ltd. (the "Fund") shows that:

1. The purpose of this Petition is to seek an order that the voluntary liquidation of the Fund continue under the supervision of the Court pursuant to subsection 124(1) of the Companies (Amendment) Law 2007 (the "Law") and CWR O.15, r. 1(1).
2. The Fund was incorporated on 20 April 2007, its registration number is CF-186071 and its registered office is c/o Kinetic Partners (Cayman) Limited, The Harbour Centre, 42 North Church Street, P.O. Box 10387, Grand Cayman KY1-1004, Cayman Islands.
3. The Fund's authorized share capital is the aggregate of US\$ 150,000 consisting of 50,000 Voting Shares of US\$ 1.00 and 100,000,000 Non-Voting Participating Shares of US\$ 0.001.


4. The Fund is a CIMA registered open ended fund. Its stated objective was to achieve medium to long-term capital appreciation with no or little correlation to the overall capital markets through the investment in and/or exposure to a wide variety of securities including debt that is senior, mezzanine, or subordinate.
5. The asset classes in which the Fund was to invest included manufactured housing, business loans, franchise loans, home equity loans, aircraft loans and leases, and Collateralized Debt Obligations (“CDOs”) backed by these and other assets.
6. The JVLs were appointed by resolution of the sole voting shareholder of the Fund on 27 May 2009 on the basis that the Fund faced serious liquidity issues and that to further the objectives of the Fund appeared commercially impractical.
7. The sole director of the Fund (both now and at the time it was placed in voluntary liquidation) is Katrin M. Seuss. She is unable to provide a declaration of solvency pursuant to subsection 124(2) of the Law.
8. The JVLs are qualified insolvency practitioners and consent to being appointed as official liquidators.

Your Petitioners therefore humbly pray that:-

- (1) The liquidation of the Fund be continued subject to Court supervision pursuant to Section 124(1) of the Law.
- (2) Geoffrey Varga and Nicolas Matthews of Kinetic Partners (Cayman) Limited, The Harbour Centre, 42 North Church Street, P.O. Box 10387, Grand Cayman, Cayman Islands, KY1-1004 be appointed as joint official liquidators of the Fund.
- (3) The JVLs costs be paid out of the assets of the Fund in priority to all other claims.

And your Petitioner will ever pray etc.

Dated this 26th day of June 2009


Conyers Dill & Pearman
Attorneys-at-Law for the Petitioner herein

TO: The Clerk of the Grand Court

AND TO: Mezzanine Fund Financing Ltd.

NOTE: This petition is not intended to be served on any party.

ENDORSEMENT

This Petition having been presented to the Court on the ___ day of June 2009, will be considered in writing pursuant to CWR O.15, r. 1(1).