

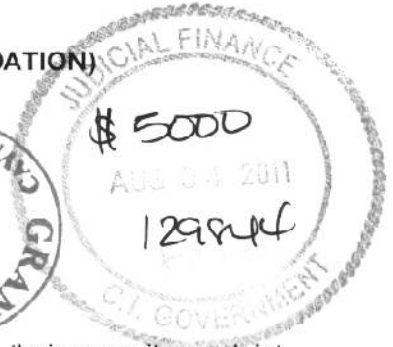
IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

0140
CAUSE NO. FSD OF 2011

IN THE MATTER OF THE COMPANIES LAW (2010 REVISION)
AND IN THE MATTER OF TERMINUS 1 LIMITED (IN VOLUNTARY LIQUIDATION)



PETITION



THE HUMBLE PETITION of Mr. Simon Whicker and Mr. Kris Beighton in their capacity as Joint Voluntary Liquidators of Terminus 1 Limited (in Voluntary Liquidation) (the "Company") c/o KPMG, 2nd Floor, Century Yard, Cricket Square, Grand Cayman, Cayman Islands, show that:

Incorporation and Articles

1. The Company (registration number 176258) was incorporated on 25 October 2006 as an exempted company, with limited liability pursuant to the Laws of the Cayman Islands.
2. Pursuant to the Company's Amended and Restated Memorandum of Association dated 12 May 2011, the objects for which the Company was established are unrestricted.
3. At all times prior to 1 August 2011, the registered office of the Company was situated at Walkers Corporate Services Limited, Walker House, 87 Mary Street, George Town, Grand Cayman, KY1-9005, Cayman Islands. The registered office of the Company is now situated at KPMG, 2nd Floor, Century Yard, Cricket Square, Grand Cayman, Cayman Islands.
4. The share capital of the Company is US \$1.00 divided into 1 share of a nominal or par value of US \$1.00 and £180,000,000 divided in 18,000,000 ordinary shares of a nominal or par value of £0.01 each.

Commencement of voluntary winding-up

5. On 1 August 2011, Ink Acquisitions Limited:

5.1.1. was the sole registered holder of the Company's voting share;

- 5.1.2. resolved by written resolution that the Company be wound up voluntarily; and
 - 5.1.3. resolved by written resolution that Simon Whicker and Kris Beighton of KPMG in the Cayman Islands be appointed as joint voluntary liquidators of the Company ("Joint Voluntary Liquidators").
6. Pursuant to Article 74 of the Company's Articles of Association, a written resolution signed by all shareholders for the time being entitled to receive notice of, attend and vote at general meetings of the Company shall be valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.
7. In the premises:
 - 7.1.1. the Company duly resolved by special resolution that it be wound up voluntarily pursuant to section 116(c) of the Companies Law (2010 Revision) (as amended) ("the Law"); and
 - 7.1.2. the voluntary winding-up of the Company is deemed to have commenced on 1 August 2011 pursuant to section 117(1) of the Law.

The Company's Directors

8. On 1 August 2011 the Company's directors were Catherine Hearn, Peter Palframan, Timothy Weller, Barry Hibbert, Iain Burnett and Peter Johnson.

Statutory Demand

9. On 21 July 2011, a statutory demand was served on the Company, at its UK head office address, under the rules of the English Insolvency Act 1986. The statutory demand has not been served in accordance with the provisions of the Companies Law (2010 Revision) or the Companies Winding Up Rules (2008) (as amended).

The Winding Up of the Company

10. Each of the Petitioners are qualified insolvency practitioners and meet the requirements set forth in the Law and the *Insolvency Practitioners' Regulations 2008*.
11. By a written resolution, the Company's directors have resolved that they are not in a position to provide a declaration of solvency as contemplated by sections 123 and 124 of the Law;

accordingly, no Declaration of Solvency has been signed by any of the Directors of the Company.

12. The Petitioners consent to being appointed as the Joint Official Liquidators of the Company.
13. Pursuant to Order 15, Rule 2(4), of the *Companies Winding Up Rules 2008 (as amended)* this Petition is presented within 35 days of the date upon which liquidation is deemed to have commenced.
14. The Petitioners believe that it is appropriate in all the circumstances set out above that the liquidation of the Company should continue under the supervision of the Court.


THE PETITIONERS THEREFORE HUMBLY PRAY AS FOLLOWS:

- (1) Pursuant to s.124 of the *Companies Law (2010 Revision)* an Order that the liquidation continue under the supervision of this Honourable Court.
- (2) An Order that the Petitioners be appointed as Joint Official Liquidators of the Company.
- (3) That the Petitioners are not required to give security for their appointment.
- (4) That in addition to all their other powers, the Petitioners have all the powers set out in Part 1 of the Third Schedule of the *Companies Law (2010 Revision)*, which are exercisable without further sanction of this Court.
- (5) That the Petitioners be entitled to remuneration for their services by reference to time properly given by them and their staff in attending to matters arising in the winding up and that the hourly rates and the amount of such remuneration determined in accordance with the *Companies Law (2010 Revision)*, the *Companies Winding Up Rules 2008 (as amended)* and the *Insolvency Practitioners' Regulations 2008*.
- (6) That the Petitioners do report to this Court within six months of the hearing of this Petition or such other period as the Court may think fit, and thereafter at such intervals as the Petitioners do think fit or as the Court shall direct.
- (7) That the costs of presenting this Petition shall be paid out of the assets of the Company as an expense of the Liquidation.

(8) Such further or alternative Orders and/or directions as this Honourable Court may think fit.

AND your Petitioners will ever pray etc.

Dated 4 August 2011



Ogier
Attorneys for the Petitioners

NOTE: It is not intended to serve this Petition on any party.

ENDORSEMENT

This Petition having been presented to the Court on August 2011 will be heard at the law Courts,
George Town, on 2011, at am, or as soon thereafter as the
Petition can be heard