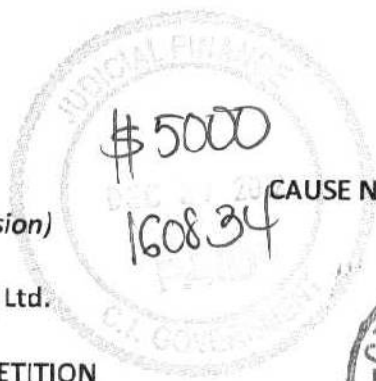


IN THE GRAND COURT OF THE CAYMAN ISLANDS  
FINANCIAL SERVICES DIVISION

IN THE MATTER OF the *Companies Law (2012 Revision)*

AND IN THE MATTER OF *Sea Breeze (7 Mile Beach) Ltd.*

WINDING UP PETITION



0174

CAUSE NO: OF 2012



To the Grand Court

The humble petition of Mr. Steven M. Brettell of 5700 Mission Drive Mission Hills KS 66208 United States of America ("the Petitioner") shows that:-

- 1) Sea Breeze (7 Mile Beach) Ltd. ("the Company") is a Cayman Islands Exempted Company:
  - a) The Company was incorporated on 21 September 2006;
  - b) The Company's registration number is MC137471;
  - c) The Company has three directors, all based in the United States of America:
    - i) Steven M. Brettell – Managing Director;
    - ii) Richard Baier; and
    - iii) Daniel Carr.
  - d) The Company's shareholders are Steven M. Brettell (50%), Richard Baier (25%) and Daniel Carr (25%); and
  - e) The Company's registered office is Maples Corporate Services Limited, PO Box 309, Uglund House, Grand Cayman, KYI-1104, Cayman Islands.
- 2) The Company's sole asset is its interest in a condominium development locally known as Sea Breeze, located at 2187 West Bay Road, Grand Cayman, Cayman Islands.
- 3) The Company does business solely in the Cayman Islands.
- 4) Two of the Company's Directors have called a Board Meeting which is scheduled to take place on 27 December 2012 at 10 30 am Cayman time. The Board is considering whether to enter into a settlement agreement which absolves two of the shareholders and directors, namely, Messrs Baier and Carr, of their responsibilities to the Company's lender, HCB Real Holdings LLC. Messrs Baier and Carr, in breach of their fiduciary duties to the Company, are attempting to use their positions on the Board to force the Company to enter into



arrangements which benefit only themselves to the detriment of the Company and the Petitioner.

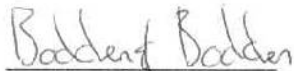
- 5) Christopher Dorrien Johnson and Russell Homer, both qualified insolvency practitioners with Chris Johnson Associates Ltd., have agreed to act as official liquidators.

Your Petitioner therefore humbly prays that:-

- (1) The Company be wound up in accordance with the Companies Law.
- (2) Christopher Dorrien Johnson and Russell Homer of Chris Johnson Associates Ltd. PO Box 2499, 80 Elizabethan Square, George Town, Grand Cayman, Cayman Islands KY1-1104 be appointed as official liquidators of the Company.
- (3) The Court grant an order appointing Christopher Dorrien Johnson and Russell Homer as provisional liquidators.
- (4) The Court grant directions pursuant to a summons for directions to consider the matters set out at O. 3, r. 11 of the Companies Winding Up Rules, as amended.
- (5) The Petitioner be entitled to his costs of this Petition.

AND your Petitioner will ever pray etc.

Dated the 27<sup>th</sup> day of December 2012.



**Bodden & Bodden**

Counsel for the Petitioner

**NOTE:** This petition is intended to be served on the Company and Richard Baier, 318 South Shore Drive, Greenwood, MO 64034, United States of America and Daniel Carr, 1932 High Drive, Liberty, MO 64068 United States of America.

**This Petition** was presented by Bodden & Bodden whose address for service is 81 West Church Street, P.O. Box 742, Grand Cayman, KY1-1303 Cayman Islands, attorneys for the Petitioner.