

IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

CAUSE NO: FSD

0176
OF 2012

IN THE MATTER OF THE COMPANIES LAW (2012 REVISION)

AND IN THE MATTER OF AGRI.CAPITAL

\$5000



WINDING UP PETITION

161057

To: The Grand Court of the Cayman Islands

THE HUMBLE PETITION of:

HUGENROTH BETEILIGUNGS GMBH (the "Petitioner") of Vosshaar 9, 48291 Telgte, Germany shows that:-



1. AGRI.CAPITAL (hereinafter referred to as the "Company") is an Exempted Company, incorporated on 29 August 2005, under the laws of the Cayman Islands with registration number 154063.
2. The registered office of the Company is situated at Walkers Corporate Services Limited, Walker House, 87 Mary Street, George Town, Grand Cayman, KY1 9001, Cayman Islands.
3. The Petitioner is a limited company incorporated under the laws of Germany with its registered office at Vosshaar 9, 48291 Telgte, Germany.
4. On 24 April 2012 the Petitioner commenced proceedings in the Financial Services Division of the Grand Court of the Cayman Islands under cause number FSD 69 of 2012, for recovery of the sum of €1,071,428.75 being the consideration due for the purchase by the Company of the Petitioner's shareholding in the Company. On 2 August 2012 the Petitioner's claim was compromised by a consent order ("Tomlin Order") which was sealed by this Court on 3 August 2012. The Tomlin Order provided for the Company to pay to the Petitioner the sum of €1,071,428.75 by no later than 15 October 2012. The Company failed to comply with its obligations under the Tomlin Order and, following further negotiations, a revised order ("Amended Tomlin Order") was agreed between the parties and sealed by this Court on 30 October 2012. The Amended Tomlin Order provided for the payment by the Company to the Petitioner of the sum of €1,191,428.75 by no later than 1 December 2012.
5. As at the date of this Petition, the Company has failed to pay the amount due to the Petitioner under the Amended Tomlin Order and remains indebted to the Petitioner in the sum of €1,191,428.75 (the "Debt").
6. The Petitioner served a statutory demand on Walkers Corporate Services Limited, the registered office of the Company, by personal service on 3 December 2012. Despite the demand, the Company has not paid any of the above-mentioned monies.

The Company's inability to pay its debts

7. The Debt remains unpaid to date. The Petitioner does not hold security over any shares or assets of the Company in respect of the Debt.
8. In light of the failure of the Company to comply with the Petitioner's demands for payment outlined above, the Company is unable to pay its debts as they fall due pursuant to s 92 (d) of the Companies Law (2010 Revision).

Conclusion


9. In the circumstances it is just and equitable that the Company should be wound up.
10. The Petitioner seeks the appointment of Ian Stokoe and David Walker, both of PwC Corporate Finance and Recovery (Cayman) Limited to act as joint official liquidators of the Company (the "**Joint Official Liquidator**"). Ian Stokoe and David Walker have each confirmed their consent to act as Joint Official Liquidators of the Company.

YOUR PETITIONER THEREFORE HUMBLY PRAYS THAT:-

- (1) The Company be wound up in accordance with the Companies Law (2010 Revision);
- (2) Ian Stokoe and David Walker both of PwC Corporate Finance and Recovery (Cayman) Limited be appointed as joint official liquidators of the Company (the "Joint Official Liquidators");
- (3) The Joint Official Liquidators shall not be required to give security for their appointment;
- (4) The costs of and incidental to this Petition be paid forthwith from the assets of the Company on an indemnity basis; and
- (5) Such further or other relief be granted as the Court deems appropriate.

AND your Petitioner will ever pray etc.

DATED the 31st day of December 2012.



Higgs & Johnson
Attorneys-at-Law for the Petitioner

NOTE: This petition is intended to be served on agri.capital, whose address for service is c/o Walkers Corporate Services Limited, Walker House, 87 Mary Street, George Town, Grand Cayman, KY1 9001, Cayman Islands.

This petition was presented by Higgs & Johnson, Attorneys-at-Law for the Petitioner, whose address for service is 5th Floor, Anderson Square Building, Shedden Road, George Town, Grand Cayman, Cayman Islands.

NOTICE OF HEARING

TAKE NOTICE THAT the hearing of this petition will take place at the Law Courts,
George Town, Grand Cayman on _____ 2013 at _____.

Any correspondence or communication with the Court relating to the hearing of this
Petition should be addressed to the Registrar of the Financial Services Division of the
Grand Court at P.O. Box 495, Grand Cayman, KY1-1106, telephone: 345-949-4296.