

IN THE GRAND COURT OF THE CAYMAN ISLANDS

FINANCIAL SERVICES DIVISION

CAUSE NO. FSD ⁰¹⁴⁸

OF 2014 (ATJ)

IN THE MATTER OF SECTION 94 OF THE COMPANIES LAW

AND IN THE MATTER OF WOODS FURNITURE & DESIGN LTD



WINDING UP PETITION

\$5000.00
DEC 22 2014
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TO THE GRAND COURT OF THE CAYMAN ISLANDS

The Humble Petition of Catherine A. Wood, Charles K. Wood, Jerry W. Wood, Phillip P. Wood, Mary J. Wood, Peter G. Wood of P.O. Box 10485 APO, Grand Cayman, KY1-1005, Cayman Islands, shareholders of Woods Furniture & Design Ltd to Wind Up Woods Furniture & Design Ltd, the Registered Office of which is situated at Corporate Services Ltd, 4th Floor Genesis Bld., 13 Genesis Close, P.O. Box 1371, Grand Cayman, KY1-1108 (The Petitioners) shows that:

1. Woods Furniture & Design Ltd Company number 0/0170 (the Company) was incorporated on the 3rd October 1980 as a local Company under the Laws of the Cayman Islands.
2. The Registered office of the Company is situated at Corporate Services, 4th floor, Genesis Bld., 13 Genesis Close, P.O. Box 1371, Grand Cayman, KY1-1108, Cayman Islands.
3. The share capital of the Company is CI\$ 160,000:00 divided into 160,000:00 shares with a nominal par value of CI\$ 1:00 each.
4. The principal object for which the Company was established was to, manufacture, buy, import, sell and otherwise dispose of furniture, office, home and store fixtures and appliances, mats, rugs, carpets and machinery, devices, partitions,

improvements, and any and all kinds of, the same, and to sell, import, export, and manufacture, any and all goods or materials used therein or any of them; to deal in rattans and all product thereof.

5. The directors of the Company appearing on the register of directors are Brenda A. Wood, Robert Wood and James Richard Wood.
6. In total one hundred (100) shares in the Company have been issued and allotted. The members of the Company and the numbers of shares issued to each member, are as in the table set out below:

Catherine A. Wood P.O. Box 10485 APO Grand Cayman	Businesswoman/ Caymanian	6 October 1980	6	4	73-76
Charles K. Wood P.O. Box 10485 APO Grand Cayman	Businessman/ Caymanian	6 October 1980	7	4	77-80
James R. Wood P.O. Box 10485 APO Grand Cayman	Businessman/ Caymanian	6 October 1980	8	4	81-84
Jerry W. Wood P.O. Box 10485 APO Grand Cayman	Businessman/ Caymanian	6 October 1980	9	4	85-88
Phillip P. Wood P.O. Box 10485 APO Grand Cayman	Businessman/ Caymanian	6 October 1980	10	4	89-92
Mary J. Wood P.O. Box 10485 APO Grand Cayman	Businesswoman/ Caymanian	6 October 1980	11	4	93-96
Peter G. Wood P.O. Box 10485 APO Grand Cayman	Businessman/ Caymanian	6 October 1980	12	4	97-100
James R. Wood P.O. Box 10485 APO Grand Cayman	Businessman/ Caymanian	4 December 1980	13	6	67-72
Robert Wood P.O. Box 10485 APO Grand Cayman	Businessman/ Caymanian	4 December 1980	14	30	37-66
Brenda A. Wood P.O. Box 10485 APO Grand Cayman	Businesswoman/ Caymanian	6 October 1980	4	36	1-36

7. The Company is insolvent. The Company has ceased trading and has not carried on business for a period of more than one year before the presentation of the Petition. On 29 June 2013 the Company ceased trading.
8. The Winding-up of the Company is sought on the basis that the Company has ceased trading and has not carried on business for a period of more than one year before the presentation of the Petition and it is just and equitable to Wind Up the Company's affairs.
9. Further or in the alternative that the Petitioners have suffered oppression at the hands of the other members or in the alternative that the Petitioners being the minority members of the Company have completely lost confidence and trust in the majority members of the Company such that it is just and equitable that the Company be Wind Up.

Background of Oppression and of Trust and Confidence by the Petitioners

10. On or about 29 July 1998 the Petitioner Jerry Wood and Petitioner Phillip Wood on 29 December 1997 were appointed Directors together with Brenda Wood. There were minor internal problems in the Company as is with many family Companies. On or about 1996, the Petitioners began to notice and to suspect that the Company's internal problems were being caused by the mis-management of Robert Wood who was employed by the Company as President/ Manager. At that time Robert Wood and Brenda Wood were the only two Directors of the Company.
11. Robert Wood had the Responsibility of the day to day management of the Company. On or about 1996, Brenda Wood, the Secretary called a meeting of the shareholders of the Company to discuss Robert Wood's management of the Company. At that meeting it was resolved that Jerry Wood and Phillip Wood would be added as Directors of the Company and that Robert Wood would be relieved of his management responsibilities of the Company for a period of three months.
12. The Petitioners Jerry Wood and Phillip Wood on taking up their positions as Directors discovered that Robert Wood, who as President/Manager was paid a basic wage of some two thousand Cayman Islands dollars (CI\$ 2,000:00) per

month but in addition to his salary, was using the Company's funds for his personal use. He would charge personal items to the Company and he would write and use the Company's checks to pay for them. Additionally, the Company's business and professional staff and the Company's customers refused to continue to work with and to do business with Robert Wood because of his abusive behavior.

13. Further, the Company's bankers Scotia Bank at George Town, Grand Cayman, communicated to the Company that they did not wish to continue to facilitate the Company with its banking services if Robert Wood remained the Company's President/ Manager. As a result thereof, Robert Wood left the Company permanently. Petitioner Jerry Wood and Petitioner Phillip Wood urged and begged Robert Wood to seek psychological help.
14. After Robert Wood left the Company the Directors of the Company decided that there would be a restructuring of the Company. And attempts were made to do so.
15. The Company continued to carry on business without Robert Wood. Phillip Wood became Managing Director. Under Phillip Wood's management the Company's business increased including the size of the Company's show room and scope of business. The Company's building capacity increased from 5 000 square feet to 30 000 square feet. During this period of time, Brenda Wood was given the sum of nine thousand Cayman Islands dollars (CI\$9,000:00) monthly. However, Brenda Wood was also taking out in addition to the CI\$ 9,000:00, other sums of money from the Company. The signatures on the Company's Bank account then were Phillip Wood, Brenda Wood and Jerry Wood. The Petitioners meanwhile have not received any dividends from the Company from the date of its incorporation.
16. Notwithstanding, that the Company was financially viable there were constant friction between the minority shareholders and the majority shareholders which led to the lack of good decisions being made. A majority shareholder Brenda Wood was under the influence and control of Robert Wood whose interest was not for the Company to prosper and do business. On the top of all those internal problems, Robert Wood opened up a business, Robert Wood Interiors Ltd., competitive with the Company business. Robert Wood's business is against the Company. He then told the Company's clients, and potential clients not to do

business with the Company. As a result of the accumulated effect of all those events, the Company started to lose business rapidly.

17. Then, the September 11, 2001 incident slowed down the Company business even more. This was due to the fact that the majority of the Company's business was generated by overseas investors along the Seven Mile Beach corridor and luxury homes and condominiums. Shortly after nine eleven (9/11) the Company's physical structure was completely demolished by hurricane Ivan in 2004.
18. The Company was able to rebuild its physical structures. However, the Company's business did not really recover sufficiently to make it viable. The economic crisis began to bite in 2007, when the economy in the United States of America slowed down. That crisis continued to cripple the Company. The Company took the decision to suspend its furniture business and tried a rental space business by leasing its physical plant instead of making outward sale of the buildings. However, it advertised its building's for sale. That decision was contemplated to cover the Company's outstanding debts and for any remaining resources be shared among the shareholders as per their share holdings.
19. On or about Wednesday, the 19th day of February 2014, the Petitioner Jerry Wood received a communication dated 10 January 2014 informing that there was an effective change in the Directorship of the Company as of the 10th January 2014. Phillip Wood and Jerry Wood were presumed to be voted out of their offices as Directors of the Company and a new Board of the Company was presumed to be appointed. They were, Robert Wood, James Richard Wood, along with Brenda Wood who was already a Director. Phillip Wood, the Managing Director of the Company was surprise at that communication as no notice of a shareholders meeting was received by neither Phillip Wood nor Jerry Wood. Shortly, after receiving that communication (the Communication) Jerry Wood and Phillip Wood went to the Company's premises where they discovered that new looks were installed on the Company's buildings. The minority shareholders were not informed of this new development. However, the Petitioners Jerry Wood and Phillip Wood have been reliably informed and do verily believe that the sole decision to re-appoint Robert Wood to the Board of Directors and to appoint James Richard Wood as a Director is intended to allow Robert Wood to move his competitive business, Robert Wood Interiors Ltd., into the Company's premises against the interest of the Company. Further, the minority shareholders have had

no communication with and or from the Directors since their appointments and since the communication dated 12 February 2014.

20. The Company has ceased to carry on its business for more than a whole year before the presentation of the Petition. The Company ceased carrying on business on 29 June 2013.

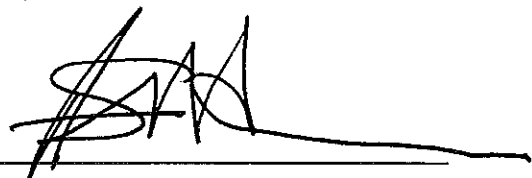
21. In the premises it is just and equitable that the Company should be wound up.

The Petitioners Therefore Humbly Pray That:

- 1) The Company be wound up in accordance with the Companies Law (2013 Revision);
- 2) That Mr. Russell Smith of BDO CRI (Cayman) Ltd be appointed as Official Liquidator of the Company;
- 3) That the Official Liquidator shall not be required to give security for his appointment;
- 4) The Official Liquidator shall be authorized to exercise any of the powers conferred on him by the Court pursuant to Section 110(2) and parts 1 and 2 of Third Schedule of the Company Law without the further sanction or intervention of the Court;
- 5) The Official Liquidator be authorized to carry out any act or exercise any power considered by him to be necessary or desirable in connection with the Liquidation of the Company and the Winding up of its affairs and to prevent the dissipation of the Company's assets;
- 6) No Suit action or other proceeding shall be proceeded with or commenced against the Company except with the leave of the Court and subject to such terms as the Court may impose;
- 7) No disposition of the Company's property by or with the authority of the Official Liquidator in carrying out his duties and functions and exercise of his powers under this Order shall be voided by Virtue of Section 99 of the Company's law;

- 8) The Official Liquidator do file with the Clerk of the Court a report in writing detailing the present position and progress made to date with the winding up of the Company with the realization of the assets thereof and to any other matters connected to the winding up of the Company as the Court direct;
- 9) The Official Liquidator be at liberty to appoint Counsel, Attorney, and or any other professional advisors, as he may consider necessary to advise and assist him in the performance of his duties and on such terms he think fit and to remunerate them out the assets of the Company;
- 10) The Official Liquidator be remunerated out of the assets of the Company;
- 11) The Official Liquidator be at liberty to apply generally;
- 12) The Cost of the Petition and the Petitioners be paid out of the assets of the Company;
- 13) The Official Liquidator shall cause a copy of this Petition to be delivered to the Registrar of Companies;
- 14) Such further or other relief as the Court deem proper.

Dated this 25th day of November 2014



A. Steve McField & Associates
Attorneys at law for the Petitioners

Note: This Petition is intended to be served on the Company

THIS Petition was FILED by A. STEVE MCFIELD & ASSOCIATES of P.O. Box 680 GT, Grand Cayman, KY1-1107, Cayman Islands, Suite D2, Cayman Business Park, 10 Huldah Avenue, Attorneys-at-Law, whose address for service is that of his said Attorney-at-Law.

NOTICE OF HEARING

TAKE NOTICE THAT the hearing of this Petition will take place at the Law Courts,
George Town, Grand Cayman on at 10:00Am.

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