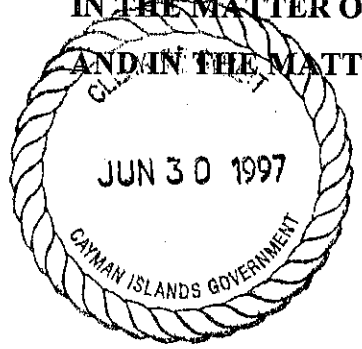


Fees Paid: \$ 100 -  
Receipt No. 806742  
Date 30.6.97

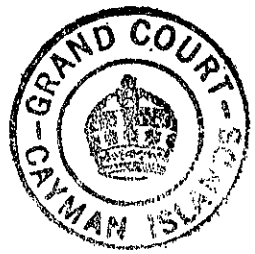
IN THE GRAND COURT OF THE CAYMAN ISLANDS

CAUSE NO. 501 OF 1997

IN THE MATTER OF BEACH HARBOUR COMPANY  
AND IN THE MATTER OF THE COMPANIES LAW (1995 REVISION)



EX PARTE NOTICE OF MOTION



TAKE NOTICE that the Court at the Law Courts, George Town, Grand Cayman, will be moved on *30<sup>th</sup> June* at *2:30pm* or so soon thereafter as counsel can be heard, by counsel on behalf of the Applicant, Heather Hall Friel, for an Order pursuant to section 45 of the Companies Law (1995 Revision)

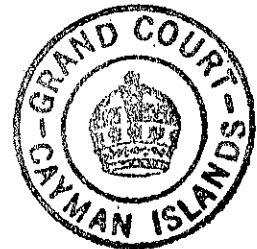
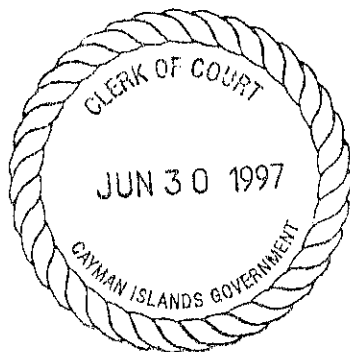
1. that the Register of Members of the above-named Company may be rectified by striking out the name of John P. Hall II as the holder of the 1,800 shares of the said Company, and by inserting in lieu thereof the name of the Applicant as the holder of 1 of the shares of the said Company and the name of John P. Hall II as the holder of 1,799 of the shares of the said Company;
2. that K Corporate Services Ltd, the registered agents of the said Company, may be authorised to effect the necessary alterations in the said Register for carrying the Order into effect;
3. that notice of such rectification may be ordered to be given to the Registrar of Companies;  
or
4. that such other order may be made in the premises as to the Court shall seem fit.

DATED this 30<sup>th</sup> day of June 1997

*Ritch & Conolly*  
RITCH & CONOLLY

TO: The Clerk of the Court

Time estimate: 15 minutes.



This Notice of Motion was issued by Messrs. Ritch & Conolly, Attorneys-at-Law for the Plaintiff herein, whose address for service is that of his said Attorneys-at-Law, P.O. Box 1994, 3rd Floor, Royal Bank Building, George Town, Grand Cayman, B.W.I.

**BEACH HARBOUR COMPANY**

**TRANSFER OF SHARES**

I, John P Hall II, for good and valuable consideration received by me from Heather Hall Friel do hereby transfer to Heather Hall Friel the 1 share numbered 1800 standing in my name in the register of Beach Harbour Company to hold unto Heather Hall Friel, her executors and assigns, subject to the several conditions on which I held the same at the time of the execution hereof.

And I, John P Hall II, do hereby consent that my name remain on the register of Beach Harbour Company until such time as Beach Harbour Company may enter the name of Heather Hall Friel thereon

And I, Heather Hall Friel, do hereby agree to take the said share subject to the same conditions aforesaid.

As witness our hands

Signed by John P. Hall II on the 27th day of June 1997  
in the presence of

Michael Agnew  
Witness

J P Hall II  
Transferor

Signed by Heather Hall Friel on the 27th day of June 1997  
in the presence of

Gerald King  
Witness

Heather Hall Friel  
Transferee

J.P. Walton  
Applicant  
1st Affidavit  
1 Exhibit  
Sworn: 30.6.97

**IN THE GRAND COURT OF THE CAYMAN ISLANDS**

**CAUSE NO. 50) OF 1997**


**IN THE MATTER OF BEACH HARBOUR COMPANY  
AND IN THE MATTER OF THE COMPANIES LAW (1995 REVISION)**

---

**EXHIBIT**

---

This is the exhibit marked "JPW-2" referred to in the Affidavit of Jeremy Paul Walton sworn in this action this 30th day of June 1997.

  
\_\_\_\_\_  
[DEPUTY] CLERK OF COURT