

IN THE GRAND COURT OF THE CAYMAN ISLANDS

CAUSE NO. 795 OF 1997

IN THE MATTER OF A DEED OF SETTLEMENT DATED 16TH JANUARY 1979 AND MADE BETWEEN DAVID GRAHAM BIRD AND THE BANK OF NOVA SCOTIA TRUST COMPANY (CAYMAN) LIMITED AS AMENDED BY A DEED OF AMENDMENT DATED 24TH SEPTEMBER 1984 AND MADE BETWEEN JOHN P. HALL AND SHERRILL KREADY HALL

AND IN THE MATTER OF BEACH HARBOUR COMPANY AND OF SOUND HARBOUR LIMITED

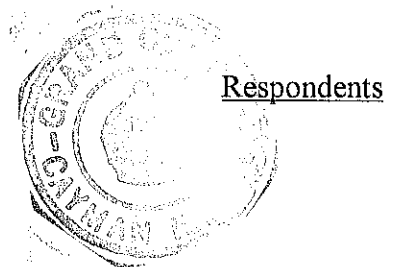
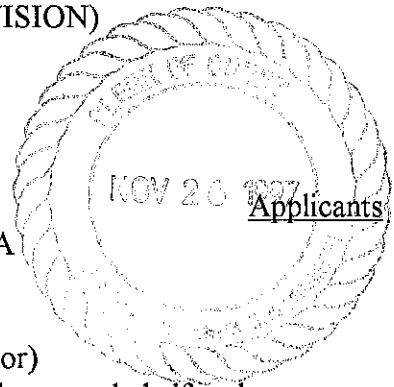
AND IN THE MATTER OF THE COMPANIES LAW (1995 REVISION)

BETWEEN:

- (1) JOHN P. HALL II
- (2) HEATHER HALL FRIEL

AND:

- (1) MELISA HALL-AQUITANIA
- (2) KIMBERLY LAINE HALL
- (3) KRISTOPHER JOHN HALL
- (4) TOREN JOHN HALL (A minor)
- (5) KYRIE HALL (A minor, on her own behalf and on behalf of all minor and remoter beneficiaries of the Settlement known as the Hall Children C.I. Trust)
- (6) JOHN PHILLIP HALL
- (7) BARBARA BRADLEY



ORIGINATING SUMMONS

TO (1) Melisa Hall-Aquitania of 1209 Charter Oak Parkway, St. Louis, MO 63146, U.S.A., and (2) Kimberly Laine Hall of 7355 Eden Brook Drive, Columbia, MD 21046, U.S.A., and (3) Kristopher John Hall of 2424 Bibury Lane, Apt 303, Baltimore, MD 21244, U.S.A., and (4) Toren John Hall of P.O. Box 390, New Kingstown, PA 17072, U.S.A., and (5) Kyrie Hall of P.O. Box 390, New Kingstown, PA 17072, U.S.A., who all claim to be beneficially interested under the trusts of the Settlement dated 16th January 1979 and made between David Graham Bird and the Bank of Nova Scotia Trust Company (Cayman) Limited as amended by a Deed of Amendment dated 24th September 1984 and made between John Phillip Hall and Sherill Keady Hall (hereinafter "the Trust")

AND TO (6) John Phillip Hall of 4930 Janelle Drive, Harrisburg, Pa. 17112, U.S.A., Protector of the Trust

AND TO (7) Barbara Bradley of 4930 Janelle Drive, Harrisburg, Pa. 17112, U.S.A., who claims to be the trustee of the Trust

LET THE RESPONDENTS, within 21 days after service of this Summons upon them, counting the day of service, return the accompanying Acknowledgment of Service to the Courts Office, P.O. Box 495, George Town, Grand Cayman.

BY this Summons, which is issued on the application of the Applicants, John P. Hall II, of 11 Diaz Court, Franklin Park, NJ 08823, U.S.A., and Heather Hall Friel of 12 Highland Road, Westport, CT 06880, U.S.A., the co-trustees of the Settlement known as the Hall Children C.I. Trust ("the Trust"), the Applicants seek determination of the following questions and the following relief, namely:

1. That the Fifth Respondent or some other person may be appointed to represent all minor and unborn persons who might have a beneficial interest or who might hereafter become beneficially interested under the trusts of the Trust.

Issue of Trusteeship

2. Whether on a true construction of the Trust and in the events which have happened, the First Applicant is currently a trustee of the Trust.
3. If the First Applicant is a trustee of the Trust, whether on a true construction of the Trust and in the events which have happened, the Second Applicant is currently a co-trustee of the Trust.
4. If the First Applicant is not a trustee of the Trust, whether on a true construction of the Trust and in the events which have happened, the Seventh Respondent is currently a trustee of the Trust.
5. If the Seventh Respondent is not a trustee of the Trust, such directions as may be necessary for the appointment of a trustee of the Trust in accordance with the Trust and in the events which have happened.
6. An order that the Sixth Respondent do furnish proper particulars and accounts of his management of the business of the assets of the Trust and of his actions relating to the Trust in his capacity as Protector of the Trust.

Status of Beach Harbour Company

7. A declaration that, on a true construction of the Trust and in the events which have happened, the shares in the capital of Beach Harbour Company now standing in the name of the Applicants are held upon the trusts of the Trust.

8. A declaration that, in the events which have happened, the Applicants and the Third Respondent have been validly appointed as directors of Beach Harbour Company.
9. A declaration that, in the events which have happened, the Sixth Respondent has been validly removed as a director of Beach Harbour Company.

Status of Sound Harbour Limited

10. A declaration that, on a true construction of the Trust and in the events which have happened, the shares in the capital of Sound Harbour Limited now standing in the name of Beach Harbour Company and the First Applicant are held by Beach Harbour Company and the First Applicant upon the trusts of the Trust.
11. A declaration that, in the events which have happened, the Applicants and Third Respondent have been validly appointed as directors of Sound Harbour Limited.
12. A declaration that, in the events which have happened, the Sixth and Seventh Respondents have been validly removed as directors of Sound Harbour Limited.
13. An order that henceforth the proceeds of sale of properties registered in the name of Sound Harbour Limited be paid into a bank account in the name of "Hall Children C.T. Trust", alternatively into a bank account in the name of Beach Harbour Company, alternatively into Court, or otherwise to the satisfaction of the Court that such proceeds will be in a position to be applied to the benefit of the beneficiaries of the Trust.

Distribution of Funds

14. Directions as to the proper basis for distribution of both capital and income from the Trust funds in accordance with the spirit and intendment of clause 5(c) of the Deed of Amendment.
15. A declaration that the Applicants are, alternatively the First Applicant is, entitled to advance up to 50% of the presumptive or vested share or interest of each beneficiary in the Trust funds under section 30 of the Trusts Law.
16. Alternatively, an order that the Applicants, alternatively the First Applicant, be at liberty to exercise the power of appointment conferred by the Trust by appointing that the entirety of the Trust assets be henceforth held upon the trusts declared in a Deed of Appointment, to be drafted and executed under the direction of the Court.
17. Alternatively, that the Court by order approve on behalf of the Fourth and Fifth Respondents an arrangement varying the Trust in the terms of a Deed of Variation, to be drafted and executed under the direction of the Court.

18. An order that the Applicants, alternatively the First Applicant, be at liberty in any event to advance US\$20,000 forthwith to each of the Applicants and the First to Third Respondents, alternatively to each beneficiary, out of the Trust funds.

Costs

19. An order that the Applicants be indemnified against any costs of these proceedings and of all other steps taken on their behalf by Messrs. Ritch & Conolly for the protection and preservation of the assets of the Trust.

20. An order that all legal fees incurred by the Applicants as trustees of the Trust be paid out of the account at CIBC Bank & Trust Company (Cayman) Limited in the name of Sound Harbour Limited.

21. Such further or other relief as to the Court may seem just.

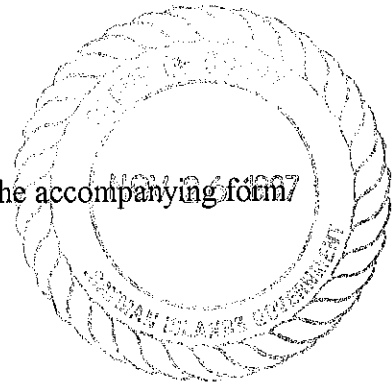
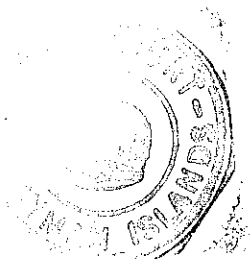
DATED this 26th day of November 1997

Ritch & Conolly
RITCH & CONOLLY

Note: This Summons may not be served later than 6 calendar months beginning with that date unless renewed by order of the Court.

IMPORTANT

Directions for Acknowledgment of Service are given with the accompanying form



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