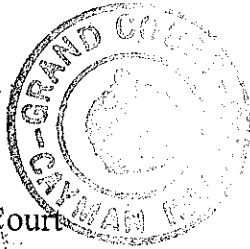


IN THE GRAND COURT OF THE CAYMAN ISLANDS

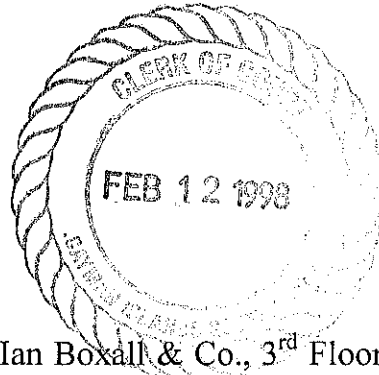
CAUSE No. 130 of 1998

IN THE MATTER OF SECTION 93 OF THE COMPANIES LAW (1995 REVISION)

AND IN THE MATTER OF GROWTH PLANNING LIMITED



PETITION



To the Grand Court

The petition of Willard I. Zucker whose address is c/o Ian Boxall & Co., 3rd Floor CIBC Financial Centre, P.O. Box 1234 GT, Grand Cayman, Cayman Islands, shows that:-

1. Growth Planning Limited (hereinafter called 'the company') is an active ordinary resident company incorporated under the law of the Cayman Islands.
2. The registered address of the company is Corporate Centre, PO Box 31450 SMB, Grand Cayman, Cayman Islands.
3. The company is indebted to the Petitioner in the sum of US\$217,867.91, being as to US\$200,000.00 the amount of a final judgment obtained by the Petitioner against the company in the Grand Court on 12th December 1997, and as to US\$15,629.58 being interest due thereon to 22nd December 1997, and as to US\$595.24, being the costs of obtaining the said judgment, as to US\$1,613.09 being the issue and *ad valorem* fees paid by the Petitioning Creditor upon issuing the proceedings in which the said judgment was obtained, the brief reference to the record whereof is Grand Court Cause No. 651 of 1997. The consideration for the judgment was money loaned to the company and principal not repaid and interest thereon due from the company to the Petitioning Creditor.
4. On 22nd December 1997 the Petitioner served on the company by posting it to the company's registered address a demand under the hand of the Petitioner requiring the company to pay the said sum, which demand was in the prescribed form.

5. Over 3 weeks have now elapsed since the Petitioner served the said demand, but the company has neglected to pay or satisfy the said sum or any part thereof or to make any offer to the Petitioner to secure or compound the same save for a written promise to pay the total sum of US\$223,080.79 on or before 11th February 1998, such promise was not honoured.

6. The company is insolvent or is unable to pay its debts.

7. In the circumstances, it is just and equitable that the company should be wound up.

The Petitioner therefore prays that Growth Planning Limited be wound up under the provisions of The Companies Law (1995 Revision).

Dated this 12th day of February 1998.

Ian Boxall & Co.
IAN BOXALL & CO.
Attorneys at Law for the Petitioner

NOTE: It is intended to serve this Petition on Growth Planning Limited, PO Box 31450 SMB, Grand Cayman, Cayman Islands and its Attorneys, Hunter & Hunter, P.O. Box 190 George Town, Grand Cayman, Cayman Islands.

INDORSEMENT

This Petition having been presented to the Court on the 12th day of February 1998 will be heard at The Law Courts, George Town, Grand Cayman on:

Date: 16 MARCH 1998

Time: 10 o'clock

This Petition was presented by Messrs. Ian Boxall & Co., Attorneys at Law for the Petitioner, whose address for service is that of its said Attorneys, namely CIBC Financial Centre, PO Box 1234, George Town, Grand Cayman, Cayman Islands.