

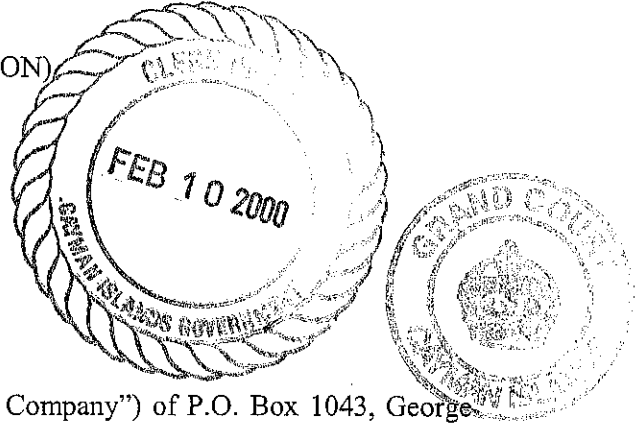
IN THE GRAND COURT OF THE CAYMAN ISLANDS

CAUSE NO. 65 OF 2000

In the matter of: SANTA MARIA FINANCIAL LTD.

And in the matter of: THE COMPANIES LAW (1998 REVISION)

PETITION



TO: The Grand Court

THE HUMBLE PETITION of Santa Maria Financial Ltd. ("the Company") of P.O. Box 1043, George Town, Grand Cayman shows that:-

1. The object of this Petition is to seek confirmation by the Court pursuant to Section 15(1) of the Companies Law (1998 Revision) ("the Law") of the reduction of the capital of the Company referred to in paragraph 8 below.
2. The Company was formed on 23rd March 1988 and registered on 24th March 1988 under the name I.I.I.-Industrial Investment Incorporated under the Companies Law (Revised) ("the Law") as a company limited by shares and changed its name to Santa Maria Financial Ltd. on 12th December 1989.
3. The registered office of the Company is situated at the offices of Caledonian Bank & Trust Limited, Caledonian House, Dr. Roy's Drive, P.O. Box 1043 GT, George Town, Grand Cayman.
4. The objects for which the Company was established were unrestricted and the Company has full power and authority to carry out any object not prohibited by any law as provided by Section 7(4) of the Law.
5. The capital of the company on incorporation was US\$100,000 divided into 100,000 shares of a nominal or par value of US\$1.00 each. By a written resolution of the sole shareholder passed on 8th June 1994 the share capital of the Company was increased to US\$2,500,000 divided into 2,500,000 shares of a nominal par value of US\$1.00 each by the issue of an additional 2,400,000 new shares. By a further written resolution of the sole shareholder passed on 1st July 1996 the authorised share capital of the Company was increased to US\$25,000,000 divided into 25,000,000 shares of a nominal or par value of US\$1.00 each by the issue of 22,500,000 new shares of US\$1.00 each.
6. There has been no change in the authorised share capital of the Company since the date of the said written resolution of 1st July 1996. The amount of the issued paid-up share capital at the date hereof is US\$25,000,000. There is no issued share capital that is not fully paid-up.

7. Article 29 of the Articles of Association of the Company provides as follows:-

“The Company may by special resolution reduce its share capital and any capital redemption reserve in any manner authorised by the Law.”

8. Article 53 of the Articles of Association of the Company provides as follows:-

“A resolution in writing signed by all the members for the time-being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.”

9. By a written resolution of the sole shareholder of the Company dated 27th December 1999 it was resolved that:

“1. Subject to the approval of the Court in accordance with the provisions of the Companies Law (1998 Revision) and pursuant to the terms of the Articles of Association of the Company, the share capital of the Company be and hereby is reduced by paying to the holder of the shares of the Company the nominal or par value of 20,000,000 shares and thereafter cancelling 20,000,000 shares thereby extinguishing any previous liability in respect thereof, but without reducing the authorised share capital of the Company.

2. The Board of Directors of the Company be, and each of them hereby is, authorised for and in the name of the Company to take all such actions, to make all such payments and to execute and deliver any and all such instruments and documents as may be necessary, or, in the opinion of the Directors acting, desirable or proper, to carry into effect the intent of the foregoing resolution.

3. That the said resolutions, having been considered in principle by the sole shareholder on 13th December 1999, should be adopted with effect from that date.”

10. The proposed reduction of capital does not involve an alteration or variation to the rights attached to any class of shares.

11. The company wishes to reduce its share capital in order to return capital which is surplus to its operating requirements to the sole shareholder.

12. The form of minute proposed to be registered is as follows:-

“By virtue of a reduction in capital sanctioned by special resolution of the sole shareholder of Santa Maria Financial Ltd. (“the Company”) dated the 27th December 1999 and by an Order of the Grand Court dated the _____ day of _____, 2000 a reduction of the share capital of the Company was effected the capital of the Company was reduced by paying to the holder of the shares of the Company the nominal or par value of 20,000,000 of the shares of the company thereby extinguishing any previous liability in respect thereof, but without reducing the authorised share capital of the Company. At the date of registration of this minute, the authorised capital of the Company is US\$25,000,000 divided into shares of a nominal or par value of US\$1.00 each. Only 5,000,000 shares have been issued.”

YOUR PETITIONER therefore humbly prays that:-

- 1) The reduction of share capital described in paragraph 9 of this Petition may be confirmed in the minutes set forth in paragraph 11 of this Petition may be approved by the Court.
- 2) To this end all enquiries and directions necessary and proper may be made and given.
- 3) Or that such other order may be made in the premises as the Court shall think fit.

AND YOUR PETITIONER will ever pray etc.

DATED the 9th day of February 2000.
FILED the day of February 2000.

Walkers

WALKERS

NOTE: It is not intended to serve this Petition on any person.

THIS PETITION was presented by Walkers, Attorneys-at-Law for the Petitioner herein, whose address for service is that of its said Attorneys-at-Law, Walker House, P.O. Box 265, George Town, Grand Cayman, Cayman Islands.