

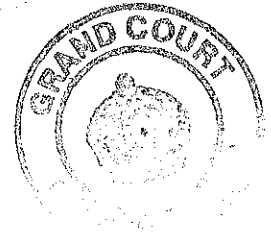
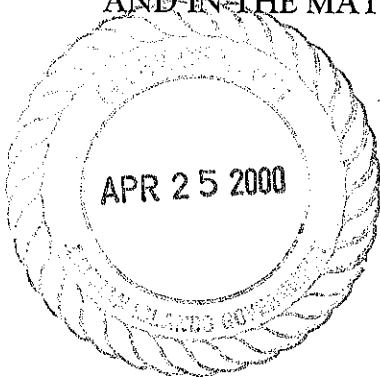
IN THE GRAND COURT OF THE CAYMAN ISLANDS

CAUSE NO: 311 OF 2000

IN THE MATTER OF THE COMPANIES MANAGEMENT LAW 1999

AND IN THE MATTER OF AN APPLICATION BY THE GOVERNOR IN COUNCIL'S

AND IN THE MATTER OF ZEPHYR INTERNATIONAL LIMITED



EX PARTE ORIGINATING SUMMONS

LET ALL PARTIES attend before the Judge in Chambers at the Law Courts, George Town, Grand Cayman on the 25th day of April 2000 at 9:30 a.m. o'clock in the fore/afternoon on the hearing of an application by the Governor in Council's Controller pursuant to section 16 of the Companies Management Law 1999 for the following orders:

1. That G. James Cleaver, Chartered Accountant of Ernst & Young ("the Controller"), appointed to assume control over the affairs of Zephyr International Limited ("the Company") pursuant to a directive from the Governor in Council dated 19 day of April 2000 shall have all the powers of a person appointed as a receiver or manager of a business appointed under Section 18 of the Bankruptcy Law (revised) to be exercised as necessary without further sanction of this Court including but not limited to:
 - (a) The power to take possession of all property real and personal, and all books, papers, and documents of the Company, and to exercise such of the powers conferred by this Order as may be necessary for the purpose of acquiring and retaining possession thereof and for the purpose of protecting the rights of the Company's creditors.
 - (b) The power to discover and recover all debts due to the Company including the taking of any legal or other quasi judicial action as may be necessary whether in the Cayman Islands or elsewhere.

- (c) The power to examine and verify the books, papers and vouchers relating to the Company's affairs.
- (d) The power to sell the real and personal property, effects and choses in action of the Company by public auction or private contract, with power to transfer the whole thereof to any person or company or to sell the same in parcels insofar as the exercise of this power shall be necessary to preserve or protect the value of the Company's assets or business.
- (e) The power to carry on the business of the Company, so far as may be necessary for the assumption of control of the affairs of the company and/or as shall be necessary to preserve or protect the value of Company's assets or business.
- (f) The power to bring or defend any action, suit, prosecution or other legal or quasi-judicial proceedings whether civil or criminal in the name and on behalf of the Company whether within the Cayman Islands or elsewhere.
- (g) The power to prove, rank, claim and draw a dividend in respect of any debt due to the Company.
- (h) The power to refer any dispute to arbitration, compromise all debts, claims and liabilities, whether present or future, certain or contingent, liquidated or unliquidated, subsisting or supposed to subsist between the Company and any person who may have incurred any liability to the Company, upon the receipt of such sums payable at such times and generally upon such terms as may be agreed upon.
- (i) The power to make such compromise or other arrangement as may be thought expedient with creditors of the Company or persons claiming to be creditors of the Company, in respect of any debts against the Company.
- (j) The power to make such compromise or other arrangement as may be thought expedient with respect to any claim arising out of or incidental to the property of the Company, made or capable of being made by any person.
- (k) The power to draw, accept, make and endorse any bill of exchange or promissory note in the name and on behalf of the Company, and from time to time to raise upon the security of the assets of the Company any requisite sum or sums of money; and the drawing, accepting, making or endorsing of every such bill of exchange or promissory note as aforesaid on behalf of the Company shall have the same effect with respect to the liability of such company as if such bill or note had been drawn, accepted, made or endorsed by or on behalf of such company in the course of the carrying on of the business thereof save insofar as the exercise of this power shall be necessary

for the control of the affairs of the Company in order to protect and preserve the assets and/or the business of the Company.

- (l) The power to do and execute all such things as may be necessary for the conduct and control of the affairs and the business of the Company including but not limited to the power to revoke on behalf of the Company any subsisting Power of Attorney or other deed or instrument.
 - (m) The power to execute on behalf of the Company any Power of Attorney or other deed or instrument that may, in the opinion of the Controller, be necessary for the conduct of any of the affairs or business of the Company or for the exercise of any of the powers set out in this Order and to take any and all necessary steps to register or howsoever effect or have recognised the Power of Attorney whether in the Cayman Islands or elsewhere.
 - (n) The power to enter into discussions and negotiations with any person in Cayman or elsewhere as necessary to arrive, if possible, at a prompt and orderly resolution of the Company's affairs.
 - (o) That the Controller may, at any time, apply to the Court for directions concerning the above powers or with regard to any matters arising out of the management or conduct of the affairs of the Company.
2. That the Controller may, without further sanction of this Court, appoint attorneys at law, counsel and professional advisors whether in the Cayman Islands or elsewhere to assist him in the performance of his duties and to appoint any agent or other entity to engage in any business on behalf of the Company which he is unable to do himself or which can more conveniently be done by an agent whether in the Cayman Islands or elsewhere at such rate of remuneration as the Controller shall deem appropriate.
3. That no security be required from the Controller.
4. That the Controller and his staff be remunerated at the expense of the company at the following hourly rates:
- | | | |
|-------|--------------------------|------------|
| (i) | Controller/Partner | US\$400.00 |
| (ii) | Senior Manager | US\$312.00 |
| (iii) | Manager | US\$280.00 |
| (iv) | Senior Accountant | US\$144.00 |
| (v) | Administrative Assistant | US\$ 92.00 |

And that any such fees and expenses to be paid out of the company's asset be approved by the Court prior to any payment thereof.

7. Such further and/or other relief as this Honourable Court deems appropriate.
8. Liberty to apply.
9. That the costs of this application be costs in the Controllership.

Dated this 25th day of April 2000

Hunter & Hunter

Time estimate: The estimated length of the hearing of this Summons is 30 minutes.