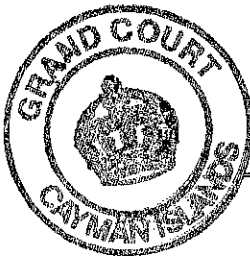


IN THE GRAND COURT OF THE CAYMAN ISLANDS

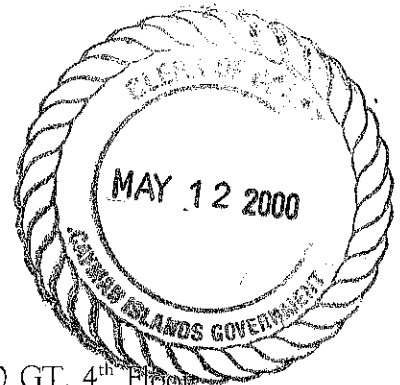
CAUSE NO: <sup>386</sup> OF 2000

In the matter of: THE COMPANIES LAW (2000 REVISION)

And in the matter of: THE WHISPER GROUP



PETITION



TO THE GRAND COURT OF THE CAYMAN ISLANDS

The Humble Petition of Mr J. Cleaver of Ernst & Young, P. O. Box 510 GT, 4<sup>th</sup> Floor, One Capital Place, George Town, Grand Cayman and Mr Phillip Stenger of 4141 Embassy Drive SE, Grand Rapids, MI 49546, USA

1. The Petitioners were appointed Joint Liquidators of The Whisper Group (hereinafter referred to as "the Company") by a written resolution of the sole shareholder of the company made on 11 May 2000.
2. The Petitioners are desirous in the existing circumstances that the liquidation of the Company continue as a compulsory winding up by the Court pursuant to Section 94 of the Companies Law (1998 Revision) ("the Law").

YOUR PETITIONERS THEREFORE HUMBLY PRAY as follows:

1. That the Whisper Group be wound-up in accordance with the provision of The Companies Law (1998 Revision).
2. That Phillip S. Stenger of 4141 Embassy S.E., Grand Rapids, Michigan, 49546 and G. James Cleaver of Ernst & Young PO Box 510GT, 4<sup>th</sup> Floor, One Capital Place, George Town, Grand Cayman be appointed Joint Official Liquidators of the Company in place of Christopher Johnson and Nicholas Freeland.

3. That the Joint Official Liquidators or either of them be at liberty to exercise any of the powers contained within Section 109 of the Companies Law (1998 Revision) without the further sanction of this Honourable Court, save that the power to remove documents from the jurisdiction is only to be exercised jointly.
4. That the Joint Official Liquidators do file with the Clerk of the Court a report in writing of the position of and the progress made with the winding up of the Company and with the realisation of the assets thereof and as to any other matters connected to the winding up of the Company, every six calendar months or as the Court may from time to time direct.
5. That the Joint Official Liquidators be at liberty to employ attorneys, counsel and professional advisors whether in the Cayman Islands or elsewhere as they may consider necessary to advise and assist them in performance of their duties and on such terms as they may think fit.
6. That the fees and expenses of any such attorneys, counsel and professional advisors employed by the Joint Official Liquidators to be paid out of the Company's assets be approved by the Court prior to any payment thereof.
7. That the Joint Official Liquidator James Cleaver and his staff be remunerated at the expense of the Company at the following hourly rates:

	US\$
(i) Partner	400.00
(ii) Senior Manager	312.00
(iii) Manager	280.00
(iv) Senior Accountant	144.00
(v) Administrative Assistant	92.00

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

9. The Joint Official Liquidator Phillip Stenger and his staff be remunerated at the expense of the company at the following hourly rates:

	US\$
(i) Senior Counsel	250.00
(ii) Phillip Stenger	175.00
(iii) Partner	140.00
(iv) Attorney	110.00
(v) Law School graduate	85.00
(vi) Paralegal	60.00
(vii) Legal assistant	40.00

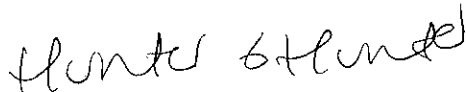
and that any such fees and expenses to be paid out of the Company's assets be approved by the Court prior to any payment thereof.

10. That the joint official liquidators publish a notice of this order in *the Cayman Gazette*.
11. That this Court dispense with the advertising of this Petition.
12. That the costs of the Petitioners and of the Petition be paid out of the assets of the Company.
13. Such further and/or other relief as the Honourable Court deems appropriate.

**AND YOUR PETITIONERS** will every pray etc.

DATED this 12<sup>th</sup> day of May 2000

NOTE: This petition is intended to be served on the Company and the Registrar of Companies.



Hunter & Hunter  
Attorneys for the Petitioners

### Notice of Hearing

This Petition having been presented to the Court to the 12<sup>th</sup> day of May 2000 will be heard at the Court House, George Town, Grand Cayman on the 16<sup>th</sup> day of May 2000 at 10:00 o'clock in the fore/afternoon or as soon thereafter as the Petition can be heard.

THIS PETITION is filed by Hunter & Hunter, Attorneys-at-Law for the Petitioners, whose address for service is that of its said Attorneys-at-Law, 75 Fort Street, P.O. Box 190GT, Grand Cayman