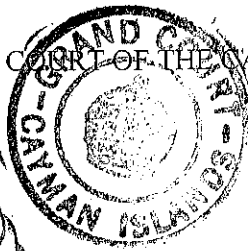


IN THE GRAND COURT OF THE CAYMAN ISLANDS

CAUSE NO. ⁶⁵³ OF 2000



IN THE MATTER OF OIL & GAS COLOMBIA, INC.

-and-

IN THE MATTER OF TRITON COLOMBIA INC.

-and-

IN THE MATTER of Section 86 of the COMPANIES LAW (2000 REVISION)

PETITION

TO: HER MAJESTY'S GRAND COURT OF THE CAYMAN ISLANDS

The Humble Petition of Oil & Gas Colombia Inc. showeth as follows:-

1. The object of this Petition is to seek the sanction of the Court for a Scheme of Arrangement under Section 86 of the Companies Law (2000 Revision) ("the Scheme") between (inter alia) the above-named Oil & Gas Colombia, Inc. ("the Company") and the holder of 1,000 Ordinary Shares of \$0.01 each, a print whereof is annexed to this Petition by way of Schedule.
2. The Company was registered by way of continuation on 26th June, 2000 under the Companies Law as an exempted Company limited by shares.
3. The registered office of the Company is situate at Caledonian Bank & Trust Limited, Caledonian House, P.O. Box 1043, George Town, Grand Cayman.
4. The objects for which the Company was established are unrestricted.
5. The authorised share capital of the Company US\$50,000 divided into 50,000 Shares of US\$0.01 each.

6. Of the 50,000 Shares of US\$0.01 each in the present capital of the Company 1,000 have been issued and are fully paid up and the remaining 49,000 are unissued.
7. The purpose of the Scheme is the merger of the Company and Triton Colombia, Inc. with Triton Colombia, Inc. being the surviving entity. So far as it concerns the Company, the principal features of the Scheme are as follows:
 - (a) The transfer of all of the property, undertaking, liabilities and obligations of the Company to Triton Colombia, Inc.;
 - (b) The issue by Triton Colombia, Inc. to the holders of the Company's Ordinary Shares of one-hundredth of a Share of \$1.00 each in Triton Colombia, Inc. for every Share of US\$0.01 in the Company.
8. By an Order made by this Honourable Court in the above matters on 9th August, 2000 it was ordered that the Company should convene separate meetings of the holder of its Ordinary Shares for the purpose of considering and if thought fit approving (with or without modification) the Scheme, and the Court appointed Greg Dunlevy or, failing him, James C. Musselman, to act as Chairman of the said meetings and directed the said Chairman to report the results thereof to the Court.
9. On 10th August, 2000 a separate Meeting of the holder of the Ordinary Shares was held at 6688 North Central Expressway, Dallas, Texas and the said Greg Dunlevy took the Chair at each such Meeting.
10. The number of holders of Ordinary Shares present and voting in person or by proxy at the said Meetings are set out in the first column of the Table set out below. The Resolution submitted at each Meeting was that the Scheme should be approved without modification or with the amendments shown in the print of the Scheme scheduled hereto and in each case it was so approved accordingly. The votes given by such holders for and against the Resolution that the Scheme should be so approved were as stated in the second and third column of the said Table.

TABLE

Meeting	Present and Voting			VOTED FOR THE RESOLUTION		VOTED AGAINST THE RESOLUTION		% in Favour
	How present	No.	Shares or votes represented	No.	Shares or votes represented	No.	Shares or votes represented	
The holder of 1,000 shares of \$0.01 each in the Company	PROXY	1	All	1	All			100%

Your Petitioner therefore humbly prays as follows:

1. That the Scheme may be sanctioned by the Court so as to be binding on the Company and the holder of its Ordinary Shares.

2. That the Court make such Orders pursuant to Section 87 of the Law as it deems appropriate to facilitate the amalgamation of the Company with Triton Colombia, Inc. including, more specifically:
 - (a) The transfer to Triton Colombia, Inc. of the whole of the undertaking and of the property and liabilities of the Company;

 - (b) The Dissolution, without winding up, of the Company;

 - (c) Such incidental, consequential and supplemental matters as are necessary to secure that the amalgamation is fully and effectively carried out.

AND your Petitioner will ever pray, etc.

DATED this day of August , 2000.

Walkers

Walkers
Attorneys-at-Law for the Petitioner

INDORSEMENT

This petition, having been presented to the Grand Court of the Cayman Islands on the _____ day of _____, 2000 will be heard at the Grand Court of the Cayman Islands on:

DATE: 5 OCTOBER 2000

TIME: 10 AM

(or as soon thereafter as the petition can be heard).

This Petition is filed by Walkers, Attorneys-at-Law, P.O. Box 265, Walker House, George Town, Grand Cayman Attorneys-at-Law for the Petitioner herein whose address for service is that of its said Attorneys-at-Law.