

IN THE GRAND COURT OF THE CAYMAN ISLANDS

CAUSE NO: 13 OF 2000

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

And in the matter of: TRICORP LTD.



PETITION



TO THE GRAND COURT OF THE CAYMAN ISLANDS

The Humble Petition of Tricorp Ltd. ("The Company") of P.O. box 1350 GT., Fort Street, George Town, Grand Cayman ("The First Petitioner") and Premiere Holdings Ltd. (In Liquidation) of P.O. Box 1350 GT, George Town, Grand Cayman ("The Second Petitioner") shows that:

1. The company was incorporated under the Companies Law (2000 Revision).
2. The Company was placed into voluntary liquidation on 20 December, 2000 by unanimous written resolution of the sole shareholder of the Company and that Mr. J. Cleaver of Ernst & Young, P.O. Box 510 GT, 4th Floor, One Capital Place, George Town, Grand Cayman and Mr. Phillip Stenger of 4141 Embassy Drive SE, Grand Rapids, MI, 49546, U.S.A. were appointed Joint Liquidators.

3. The registered office of the Company has been changed to the offices of Huntlaw Corporate Services Ltd., P.O. Box 1350 GT, Fort Street, George Town, Grand Cayman.
4. The Company played a key role in the ponzi scheme fraud known as Cash 4 Titles. Dean Pearson was the beneficial owner of the Company and he was a major marketer of the scheme. He was subsequently named as a defendant in the Securities and Exchange Commission complaint filed on 14 October 1999. Dean Pearson was also the beneficial owner of the Second Petitioner, which was one of the 7 major pooling companies involved in the scheme. The Company received funds in excess of US\$500,000 from the Second Petitioner and OPL Ltd., which is also beneficially owned by Dean Pearson. The Company's main business was in facilitating a fraud. Now that the fraudulent scheme has been uncovered, the substratum of its business has fallen away.
5. In the circumstances it is desirous that the liquidation of the Company continue as a compulsory winding up by the Courts pursuant to Section 150 and 155 of the Companies Law (2000 Revision) ("the Law").

YOUR PETITIONERS THEREFORE HUMBLY PRAY as follows:

1. That the liquidation of the Company be continued as a compulsory winding up by this Honourable Court.
2. That the Joint Liquidators or either of them be at liberty to exercise any powers contained within Section 109 of the Law without any further sanction of this Honourable Court, save that the power to remove documents from the jurisdiction is only to be exercised jointly.
3. That the Joint 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.

4. That the Joint 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.
5. 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.
6. That the Joint Liquidator James Cleaver and his staff be remunerated at the expense of the Company at the following provisionally approved 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.

8. The Joint Liquidator Phillip Stenger and his staff be remunerated at the expense of the company at the following provisionally approved 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.

9. That the costs of the Petitioners and of the Petition be paid out of the assets of the Company.
10. Such further and/or other relief as the Honourable Court deems appropriate.

Hunter & Hunter
Hunter & Hunter
Attorneys for the Petitioners

Notice of Hearing

This Petition having been presented to the Court on the day of 2001 will be heard at the Court House, George Town, Grand Cayman on the 9 day of MAR 2001 at 10 o'clock in the forenoon 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