

IN THE GRAND COURT OF THE CAYMAN ISLANDS

CAUSE NO. 388 2002

In the matter of THE COMPANIES LAW (2001 SECOND REVISION)

And in the matter of Tribank International (Cayman) Limited

PETITION



To: The Grand Court

The Petition of TRIBANK INTERNATIONAL (CAYMAN) LIMITED shows that:

1. Tribank International (Cayman) Limited (hereinafter called the "Company") was incorporated under the Companies Law.
2. The registered office of the Company is at P.O. Box 707, 1446 West Bay Road, Grand Cayman, Cayman Islands, B.W.I.
3. The grounds upon which the Company by a resolution of its Directors seeks to petition for the winding up of the Company are that:
 - i. The Company had carried on business in the Cayman Islands as a bank and is the holder of a category B banking licence.
 - ii. Following the amendment to Section 6 (6) of the Banks & Trust Companies Law (2001 Revision), requiring class B banks (by 9 months from 26th April 2001 i.e. by 25th April 2002), to establish a physical presence in the Cayman Islands and employ staff in this jurisdiction, the Company took the decision that it would not take that step and would, in fact, cease to continue banking business. The intention was that the Company's banking license would be surrendered by the end of this year.

- iii. From the beginning of 2002, the Company ceased to accept deposits from customers.
- iv. The last audited accounts for the Company were for the financial year ended 31st December 2000. Following a dispute with KPMG over fees, no subsequent audit has been carried out for the financial year ended 31st December 2001. In addition, due to the winding down of the business of the Company, it has not been possible to retain a replacement audit firm and the Company is therefore in breach of Section 10 of the Banks & Trust Companies Law.
- v. With the forbearance of the Cayman Islands Monetary Authority (“CIMA”), the Company has been endeavouring to reach an agreement with a shareholder, NBK Bank (“NBK”). NBK is a Peruvian bank that has been the subject of intervention by the Peruvian Central Bank. NBK and the Company are mutual creditors and debtors with the net liability being due to the Company, assuming that the respective and relevant assets and liabilities of each party are set off against each other. Technically, the Company has security over sufficient assets of NBK to ensure that the net liability is paid and the Company had hoped that such a position could be agreed with NBK. Unfortunately this has not been possible. NBK has not indicated a formal position in relation to the steps taken by the Company to set-off those respective assets and liabilities and there is also a concern over how realisable some of the Company’s security may be. This, in turn, raises a concern about the solvency of the Company.
- vi. On 16th May 2002 the Cayman Islands Monetary Authority wrote to the Company indicating that it intended to seek the appointment of a controller over the Company. However, following discussions with CIMA and the decision of the Company to seek to place itself into voluntary winding up, CIMA wrote a further letter dated 17th May 2002 agreeing to defer taking that step.
- vii. CIMA reviewed its position and on 22nd May 2002 made a formal request to the Governor in Council to appoint a controller over the Company. The appointment will be considered by the Executive Council (ExCo) on Tuesday 4th June 2002.

viii. After discussions with the proposed controller, G. James Cleaver of E & Y Restructuring, Ltd. and his colleagues, H. Jonathan Kahlberg and Richard I. Thomas, it became clear that if a controller was appointed, he would recommend to CIMA that a petition be presented for the winding up of the Company. The view of the board of directors of the Company is that if winding up is inevitable, there is little point in delaying that step and hence this petition which has now been issued by the Company.

ix. In order to satisfy the immediate concerns of CIMA and in the event that there is a potential risk that the Company may be insolvent, the Company also seeks an order from this Court appointing G. James Cleaver and H. Jonathan Kahlberg as provisional liquidators, pending the hearing of the winding up petition. Their appointment is of particular importance as the Company has ongoing obligations to repay depositors and the repayment of such sums amounts to a dissipation of the Company's assets, which is an issue of concern to the directors of the Company.

4. In the circumstances it is just and equitable that the Company should be wound up.

THE PETITIONER THEREFORE PRAYS THAT:

- (1) The Company may be wound up by the Court under the provisions of the Companies Law (2001 Second Revision).
- (2) G. James Cleaver and H. Jonathan Kahlberg, of E & Y Restructuring, Ltd., P.O. Box 1102 GT, 4th Floor, Bermuda House, British American Centre, Dr Roy's Drive, George Town, Grand Cayman, be appointed Joint Official Liquidators of the Company with power to act jointly and severally (the "Official Liquidators").
- (3) The Official Liquidators shall not be required to give security for their appointment.
- (4) The Official Liquidators shall have power:

- (a) to bring or defend any action, suit, prosecution or other legal proceedings, whether criminal or civil, by way of court process or arbitration, in the name and on behalf of the Company.
- (b) to take possession of, collect and get in all property or assets (of whatever nature) to which the Company is or appears to be entitled;
- (c) to do all things as may be necessary or expedient for the protection of the Company's assets;
- (d) to do all things (including the carrying on of the business of the Company) so as may be necessary or expedient for the beneficial realisation of the property or assets of the Company (including power to borrow money);
- (e) to appoint attorneys, solicitors and other professional qualified persons both in the Cayman Islands and elsewhere to assist them in the performance of their duties;
- (f) to appoint agents both in the Cayman Islands and elsewhere to do any business which they are unable to do themselves or which can more conveniently be done by an agent and power to employ and dismiss officers and employees of the Company;
- (g) to make any power which is necessary or incidental to the performance of their duties;
- (h) to open and maintain bank accounts in the name of the Company or themselves anywhere in the world as may be necessary for the better performance of their duties;

- (i) to exercise and execute all the powers set out in Section 109 of the Companies Law (2001 Second Revision) without sanction or intervention of the Court and unprejudiced by the generality hereof;
- (j) to compromise all calls and liabilities to calls, debts and liabilities capable of resulting in debts, and all claims whether present or future, certain or contingent, ascertained or sounding only in damages, subsisting or supposed to subsist between the Company and any contributory or alleged contributory or alleged contributory or other debtor or person apprehending liability to the Company, upon receipt of such sums payable at such times and generally on such terms as may be agreed upon, with power to take securities for the discharge of such debts or liabilities and to give complete discharges in respect of all or such calls debts, or liabilities; and
- (k) to do and execute all such other things as may be necessary for winding-up the affairs of the Company and distributing its assets;

and for the avoidance of doubt the powers bestowed on the Official Liquidators may be exercised by them within and outside the Cayman Islands.

- (5) The Official Liquidators be at liberty to apply for further directions relating to the winding-up of the affairs of the Company and the distribution of its assets.
- (6) The reasonable costs of the Petitioner of and incidental to the Petition be paid forthwith from the assets of the Company to be taxed if not agreed.
- (7) The Official Liquidators be at liberty to and do pay themselves, their agents, employees, attorneys, solicitors and whomsoever else they may employ or instruct, remuneration and costs in priority to all other debts of the Company pursuant to section 123 of the Companies Law (2001 Second Revision), and:

- (i) the remuneration of the Official Liquidators and their staff instructed in connection with the performance of their duties be fixed and approved at the following discounted hourly rates, subject to variation from time to time, as agreed with the Company's directors:

	Normal Rate	Discounted Rate
Chairman/Managing Director	US\$450.00/Hour	US\$405.00/Hour
Director	US\$385.00/Hour	US\$346.50/Hour
Assistant Director	US\$330.00/Hour	US\$297.00/Hour
Senior Executive	US\$280.00/Hour	US\$252.00/Hour
Executive	US\$185.00/Hour	US\$166.50/Hour
Staff Accountant	US\$125.00/Hour	US\$112.50/Hour
Support Staff	US\$95.00/Hour	US\$85.50/Hour

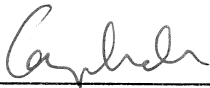
- (i) the Provisional Liquidators be authorised to pay out of the assets of the company any invoices rendered in respect of their fees and disbursements as and when these invoices become payable provided that this Honourable Court's approval of the payment of the fees and expenses will be required on a quarterly basis and, in the event that any such invoice or part of an invoice is not ratified by the Court, the Provisional Liquidators will refund the full amount relating to that invoice or part of an invoice within 7 days of the Court's determination;
- (ii) the remuneration of any other agents, employed or instructed by or on behalf of the Official Liquidators in connection with the performance of their duties be fixed and approved at the rate or rates in the country in which such person is ordinarily employed or engaged in practice;
- (iii) the Official Liquidators be at liberty to pay their agents, employees, attorneys, solicitors and whomsoever else they employ or instruct either weekly or monthly or at such other intervals as they consider appropriate;

(iv) the Official Liquidators be at liberty to meet all disbursements reasonably incurred in connection with the performance of their duties;

and for the avoidance of doubt all payments made pursuant to paragraphs 7(i)-(iv) above shall be made as and when they fall due out of the assets of the Company and shall be expenses in the Liquidation.

(8) Such other orders and directions may be made as the Court thinks fit.

DATED this 31st day of May, 2002.



CAMPBELLS
Attorneys-at-Law for the Petitioner

Note: It is not intended to serve this Petition on any other party

INDORSEMENT

Notice of Hearing

This Petition having been presented to the Court on
Law Courts, George Town, Grand Cayman on
or as soon thereafter as the Petition can be heard.

will be heard at the
at a.m./p.m.

This Petition is filed by Campbells, Attorneys-at-Law for the Petitioners, whose address for service is that of its Attorneys-at-Law, Fourth Floor, Scotiabank Building, P.O. Box 884, George Town, Grand Cayman, Cayman Islands B.W.I. (Ref: AJW)