

IN THE GRAND COURT OF THE CAYMAN ISLANDS

CAUSE NO: 381 OF 2002

In the matter of: THE COMPANIES LAW (2002 REVISION)

And in the matter of: SUN HOLDINGS LIMITED



PETITION

TO THE GRAND COURT OF THE CAYMAN ISLANDS

The Humble Petition of Kathy Zahn, of 1005 Southland, Park Drive, Shreveport, Louisiana 71118-3218, USA, shows that:

1. SUN HOLDINGS LIMITED ("the Company") is a company incorporated under the Companies Law (Revised).
2. Its registered office is situated at c/o Everest Management Ltd. PO Box 31078 SMB, 3rd Floor, Buckingham Square, West Bay Road, Grand Cayman. The Company is indebted to the Petitioner in the sum of US\$60,000.00 in respect of a payment made to the Company by the Petitioner on or about 1st October 1999 repayable on demand for the purposes of investment in the Cash 4 Titles scheme, which has not been repaid despite demand.
3. On 10th May 2002 the Petitioner served on the Company a letter of demand in accordance with Section 95 (a) of the Companies Law, requiring the Company pay to the Petitioner the sum referred to in paragraph 2 hereof.
4. Over three weeks have now elapsed since the Petitioner served the said demand, but the Company has neglected to pay or satisfy the said sum or any part thereof or to make any offer to the Petitioner to secure or compound the same.
5. The Company is insolvent and unable to pay its debts. In the circumstances it is just and equitable that the Company should be wound up.

YOUR PETITIONER THEREFORE HUMBL Y PRAYS as follows:

1. That SUN HOLDINGS LIMITED be wound up by the Court in accordance with the provisions of the Companies Law (2002 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, 4th Floor, One Capital Place, George Town, Grand Cayman be appointed Joint Official Liquidators of the Company.
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 (2002 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 twelve 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 the performance of their duties and on such terms as they may think fit.
6. 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 | 450.00 |
| (ii) | Director | 385.00 |

| | | |
|-------|-------------------------------------|--------|
| (iii) | Assistant Director (Senior Manager) | 330.00 |
| (iv) | Senior Executive (Manager) | 280.00 |
| (v) | Executive (Senior Accountant) | 185.00 |
| (vi) | Administrative Assistant | 95.00 |

7. 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 | 220.00 to 280.00 |
| (ii) | Partner | 200.00 |
| (iii) | Senior Principal | 200.00 |
| (iv) | Attorney | 145.00 |
| (v) | Law School graduate | 100.00 |
| (vi) | Paralegal | 75.00 |
| (vii) | Legal assistant | 55.00 |

8. That the Joint Official Liquidators be authorised to pay out of the assets of the Company, invoices rendered in the liquidation by the Joint Official Liquidators or their attorneys, counsel and professional advisors as and when these invoices become payable; provided that this Honourable Court's approval of the fees and expenses will be required on a bi-annual basis, and in the event that any such invoice or part of an invoice is not ratified by the Court, the Joint Official Liquidators will refund the full amount relating to that invoice or part thereof within 7 days of the Courts determination.

9. That the costs of the Petitioner 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.

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

Hunter + Hunter
Hunter & Hunter
Attorneys for the Petitioner

Notice of Hearing

This Petition having been presented to the Court on the day of 2002 will be heard at the Court House, George Town, Grand Cayman on the 27 day of Sept 2002, at 10 in the forenoon/afternoon, or as soon thereafter as the Petition can be heard.

THIS PETITION is filed by Hunter & Hunter, Attorneys-at-Law for the Petitioner, whose address for service is that of its said Attorneys-at-Law, 75 Fort Street, P.O. Box 190GT, Grand Cayman (Ref JT/08184.001).