

IN THE GRAND COURT OF THE CAYMAN ISLANDS

CAUSE NO. 825 OF 2002

IN THE MATTER OF SATURN INC.

AND

IN THE MATTER OF THE COMPANIES LAW (2002 REVISION)

PETITION



To the Grand Court of the Cayman Islands.

The Humble Petition of Saturn Inc. showeth as follows:

1. Your Petitioner, Saturn Inc., the above-named company (the "Company") was incorporated on 28 April, 1993 under the Companies Law as an exempted company limited by shares under the name Saturn Inc.
2. The registered office of the Company is situate at the offices of Campbell Corporate Services Limited, 4th Floor, Scotiabank Building, P.O. Box 268, George Town, Grand Cayman, Cayman Islands.
3. The objects for which the Company was formed are unrestricted and are without limitation, including the carrying on of the business of an investment company, as more particularly set forth in the Memorandum of Association of the Company.
4. At formation, the original capital of the Company was US\$100,000.00 divided into 100,000 shares of a nominal or par value of US\$1.00 each. By resolution passed at an extraordinary general meeting of the Company on 4 August 1994, the authorized share capital of the Company was increased to US\$50,000,000.00 by creating an additional 49,900,000 shares of US\$1.00 each.
5. Since its incorporation, the Company has conducted its business as an investment company.
6. Of the 50,000,000 shares that comprise the authorized capital, 39,937,800 shares have been issued and are paid up to the extent of US\$0.50 per share (the "Partly Paid Shares"). A further 100,000 shares have been issued and are fully paid up,

having been issued for cash at par (the "Fully Paid Shares"). The remainder of the shares are unissued.

7. As a result of the sale of one of Company's investments in 2002, the Company has in excess of US\$20,000,000.00 in cash. The Company has determined that there is no attractive investment project for further investment, and that the sum of approximately US\$19,668,522 proposed to be repaid to the shareholders is, as share capital, in excess of the wants of the Company and can, in the opinion of the directors, be better employed for the benefit of the Company by its repayment to shareholders. Accordingly, by special resolutions of the Company duly passed in accordance with section 14 of the Companies Law (2002 Revision) at an extraordinary general meeting thereof held on 1 November 2002 it was resolved:

1. THAT the capital of the Company which is currently US\$50,000,000.00 divided into 50,000,000 shares of US\$1.00, of which 39,937,800 shares have been issued and are paid up to the extent of US\$0.50 per share (the "Partly Paid Shares"); 100,000 shares have been issued and are fully paid up at US\$1.00 per share (the "Fully Paid Shares"); and the remainder of the shares are unissued, be reduced to US\$500,000.00 divided into 50,000,000 shares of US\$0.01, each credited as fully paid up, by:

- (a) extinguishing the uncalled liability on each of the Partly Paid Shares to the extent of US\$0.50 per share;
- (b) repaying to the holders of the Partly Paid Shares capital paid up on such shares to the extent of US\$0.49 per share;
- (c) repaying to the holders of the Fully Paid Shares capital paid up on such shares to the extent of US\$0.99 per share; and
- (d) reducing the nominal amount of each of the shares (issued and unissued) to US\$0.01 per share.

2. THAT, forthwith upon the reduction of the Company's capital specified in the resolution above taking effect, clause 6 of the Company's Memorandum of Association be altered to read as follows:

"The share capital of the Company is US\$500,000.00 divided into 50,000,000 shares of a nominal or par value of US\$0.01 each with power for the Company insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies Law (Revised) and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare

every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained.

8. The form of minute proposed to be registered is as follows:

The capital of Saturn Inc. was by virtue of a special resolution of the said company and with the sanction of an order of the Grand Court of the Cayman Islands dated *[insert date]* 2002 reduced from US\$50,000,000.00 divided into 50,000,000 shares of US\$1.00 each to US\$500,000.00 divided into 50,000,000 shares of US\$0.01 each. At the date of registration of this minute and such order (and prior to such registration), 39,937,800 of the said shares have been issued and are paid up to the extent of US\$0.50 per share, 100,000 of the said shares have been issued and are fully paid up and the remainder of the said shares are unissued.


The capital of the Company is accordingly, on the registration of this minute and such order, US\$500,000.00 divided into 50,000,000 shares of US\$0.01 each, of which 40,037,800 shares have been issued and are fully paid up and the remainder are unissued.

9. Your Petitioner, the Company, therefore humbly prays as follows:
- (1) that the reduction of the Company's capital proposed to be effected by the resolutions set forth in paragraph 7 of this Petition may be confirmed and that the minute set forth in paragraph 8 of this Petition may be approved by the Court;
 - (2) that, to this end, all necessary inquiries and directions may be made and given;
 - (3) that such other order may be made in the premises as to the Court shall seem just.

AND your Petitioner will ever pray, etc.

NOTE: It is not intended to serve this Petition on any person.

Dated this 6th day of November 2002



 Campbells
 Attorneys-at-Law for the Petitioner
 herein