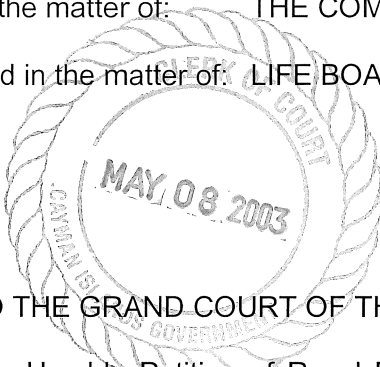


IN THE GRAND COURT OF THE CAYMAN ISLANDS

308
CAUSE NO: OF 2003

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

And in the matter of: LIFE BOATS INVESTMENTS LIMITED



PETITION



TO THE GRAND COURT OF THE CAYMAN ISLANDS

The Humble Petition of Royal Bank of Canada of PO Box 245GT, Grand Cayman, Cayman Islands, BWI ("the Petitioner") shows that:

1. Life Boats Investments Limited ("the Company") is a Company incorporated under the Companies Law (Revised). Its registered office is situated at c/o Royal Bank of Canada Trust Company (Cayman) Limited, PO Box 1586GT, 24 Shedden Road, George Town, Grand Cayman, Cayman Islands, BWI. (It is understood that the Board of Directors of the Company resolved on 9 April 2003 to change the registered office to SH Corporate Services Limited, Harbour Centre, PO Box 61GT, Grand Cayman, Cayman Islands, BWI. This change has not been recorded with the Registrar of Companies).
2. The Company is indebted to the Petitioner in the sum of US\$606,757.28 in respect of amounts due from the Company to the Petitioner under a loan agreement dated 22 July 1998 by and between the Company and the Petitioner ("the Loan").
3. The original amount advanced under the Loan was the sum of US\$986,000. The Loan was made on the following terms:
 - (a) It is repayable in full at the end of the five year term;
 - (b) Repayments are to be made by way of US\$40,000 quarterly payments. (The Loan was amortised over a 10 year period for the purposes of the repayment amounts although it remained repayable after the five year term.);
 - (c) It is in any event repayable on demand;
 - (d) Interest accrues at United States Prime plus 1.5%.

4. The purpose of the Loan was to enable the Company to purchase property in the Bahamas. No mortgage or other form of security was taken over the property.
5. On 27 March 2003, by letter from Walkers, repayment of sums due under the Loan was demanded from the Company within 7 days. No response was made to that demand.
6. On 4 April 2003, the Petitioner served on the Company a Statutory Demand in accordance with Section 95(A) of the Companies Law (2002 Revision) requiring the Company to pay to the Petitioner the sum referred to in paragraph 3 hereof.
7. Over three weeks have now elapsed since the Petitioner served the said Demand, but the Company has neglected to pay such sum, or to secure or compound the same to the satisfaction of the Petitioner.
8. The Company is accordingly unable to pay its debts and is insolvent. In the circumstances it is just and equitable that the Company should be wound up.

YOUR PETITIONER THEREFORE HUMBLY PRAYS as follows:

1. That Life Boats Investments Limited be wound up by the Court in accordance with the provisions of the Companies Law (2002 Revision).
2. That Don W Ebanks and Gordon Iain MacRae of Ernst & Young, PO Box 510 GT, 4th Floor, One Capital Place, George Town, Grand Cayman, Cayman Islands, BWI be appointed Official Liquidators of Company.
3. That the Official Liquidators be at liberty to exercise any of the powers contained in Section 109 of the Companies Law (2002 Revision) without further sanction or intervention of this Honourable Court.
4. That the Official Liquidators do file with the Clerk of the Court a report in writing of the position 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.
5. That the 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 fees and expenses of any such attorneys, counsel and professional advisors employed by the Official Liquidators be paid out of the Company's assets in priority to all other debts of the Company pursuant to Section 123 of the Companies Law (2002 Revision).
7. That the Official Liquidators and their staff be remunerated at the expense of the Company at their usual customary rates as may be approved by this Honourable Court from time to time.
8. That the Official Liquidators be authorised to pay out of the assets of the Company, invoices rendered in the liquidation by the Official Liquidators or their attorney, counsel and professional advisors as and when these invoices become payable; provided that this Honourable Court approve that the fees and expenses.
9. That the costs of the Petitioner and the Petition be paid out of the assets of the Company.
10. Such further and or other relief such as this Honourable Court deems appropriate.

AND your Petitioner will ever pray etc.

DATED the 7th day of May, 2003.



WALKERS

Attorneys-at-Law for the Petitioner

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

NOTICE OF HEARING

This Petition having been presented to the Court on the 7th day of May 2003 will be heard at the Court House, George Town, Grand Cayman on the ~~7th~~ ^{6th} day of ~~May~~ ^{June} 2003 in the ~~forenoon/afternoon~~ ^{10.00 a.m.}, or as soon thereafter as the Petition can be heard.

This Petition is presented by Walkers, Attorneys-at-Law, Walker House, Mary Street, P.O. Box 265 GT, George Town, Grand Cayman, for the Petitioner whose address for service is care of its said Attorneys-at-Law.