

IN THE GRAND COURT OF THE CAYMAN ISLANDS

828  
CAUSE NO OF 2003

IN THE MATTER OF COMPANIES LAW (2003 REVISION)

AND IN THE MATTER OF FOOD HOLDINGS LIMITED



To: the Grand Court of the Cayman Islands

The Humble Petition of: Monumental Life Insurance Company, c/o Aegon USA Investment Management Inc of 433 Edgewood Road NE, Cedar Rapids, IA 52499, New York Life Insurance and Annuity Corporation, c/o New York Life Investment Management LLC of 51 Madison Avenue, New York, New York 10010 and Principal Life Insurance Company of 711 High Street, Des Moines, Iowa 50392-0001 ("the Petitioners") shows that :-

1. Food Holdings Limited is an exempted limited liability company organised and incorporated under the Companies Law of the Cayman Islands (hereinafter called "the Company").
2. The registered office of the Company is at Maples Finance Limited, PO Box 1093 GT, Queensgate House, 113 South Church Street, George Town, Grand Cayman, Cayman Islands.
3. The nominal capital of the Company and the principal objects for which the Company was incorporated are unknown to the Petitioners.
4. The Company is indebted to the Petitioners in the principal sum of at least US\$48,000,000 and all accrued and unpaid interest thereon pursuant to a Note Purchase Agreement dated 17 December 1999 ("the NPA"). The Notes issued by the Company pursuant to the NPA were due for repayment on 17 December 2003. The Company has failed to repay the sums due.
5. The Company is insolvent and unable to pay its debts.
6. In the circumstances, it is just and equitable that the Company should be wound up.

ε Petitioner therefore prays as follows:

- (1) That Food Holdings Limited be wound up by the Court under the provisions of the Companies Law (2003 Revision);
- (2) That such other Order may be made as the Court thinks fit.

AND your Petitioners will ever pray etc.

Dated the 24 day of December 2003

*Walkers*

**WALKERS**

Attorneys-at-Law for the Petitioners

**NOTE:** This petition is intended to be served on the Company

#### INDORSEMENT

This Petition, having been presented to the Grand Court of the Cayman Islands on the      day of December 2003 will be heard at the Grand Court of the Cayman Islands on:

Date:

Time:

(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 Petitioners whose address for service is care of their said Attorneys-at-Law.