

IN THE GRAND COURT OF THE CAYMAN ISLANDS

CAUSE NO ⁸²⁷ OF 2003



IN THE MATTER OF COMPANIES LAW (2003 REVISION)

AND IN THE MATTER OF DAIRY HOLDINGS LIMITED

To: the Grand Court of the Cayman Islands



The Humble Petition of: Transamerica Occidental Life Insurance Company and Transamerica Life Insurance Company, both c/o Aegon USA Investment Management Inc of 433 Edgewood Road NE, Cedar Rapids, IA 52499, Jefferson-Pilot Life Insurance Company, PO Box 21008, Greensboro, NC 27420 ("the Petitioners") shows that :-

1. Dairy 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\$50,000,000 and all accrued and unpaid interest thereon pursuant to a Note Purchase Agreement dated 22 June 2001 ("the NPA"). The Notes issued by the Company pursuant to the NPA were due for repayment on 22 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.

The Petitioners therefore pray as follows:

- (1) That Dairy 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.