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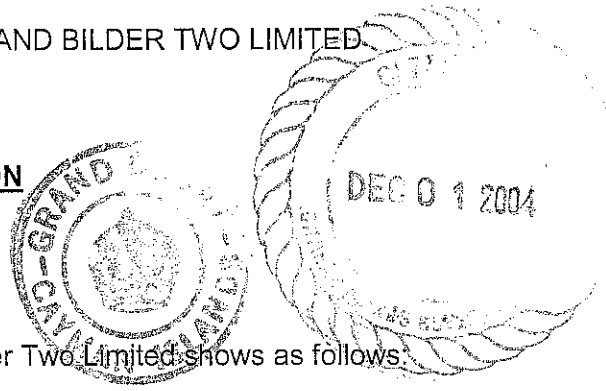
CAUSE NO: 472 OF 2004

IN THE GRAND COURT OF THE CAYMAN ISLANDS

IN THE MATTER OF THE COMPANIES LAW (2004 REVISION)

AND IN THE MATTER OF BILDER ONE LIMITED AND BILDER TWO LIMITED

PETITION



TO THE GRAND COURT

The humble petition of Bilder One Limited and Bilder Two Limited shows as follows:

1. The object of this Petition is to seek the sanction of the Court for a Scheme of Arrangement ("the Scheme") pursuant to Sections 86 and 87 of the Companies Law (2003 Revision) ("the Companies Law") between the above named Bilder One Limited and Bilder Two Limited on the one hand ("the Companies") and the Companies' sole shareholder, Shepton-Consultadoria e Serviçios Lda ("the Shareholder") on the other hand. A draft copy of the Scheme is annexed to this Petition by way of a schedule. Save where otherwise defined, capitalised terms in this Petition shall have the same meaning as in the Scheme.
2. Bilder One Limited and Bilder Two Limited were each incorporated in the Cayman Islands on 1 July 1982 as exempted limited companies limited by shares under the Companies Law.
3. The registered office of the Companies is at Maples and Calder, P.O. Box 309 Grand Cayman, Cayman Islands.
4. The nominal capital of both the Companies is US\$960,000 divided into 960,000 shares of a nominal or par value of US\$1.00 each.
5. The proposed Scheme has, inter alia, the following features:
 - (a) The Shareholder will forfeit its shareholdings in the Companies in return for an amalgamation under Section 87 of the Companies Law (2004 Revision) of the assets, liabilities, undertaking and property of the Companies with the

Shareholder, including but not limited to the shareholdings held by the Companies in TRM Holdings Corp and Blackgold Reality Management Inc.

(b) The Companies shall be dissolved without winding up upon completion of the Scheme.

6. The Scheme is subject to the approval of the Shareholder pursuant to Section 86 of the Companies Law.

YOUR PETITIONER THEREFORE HUMBLY PRAYS as follows:

1. That the Scheme set out in the schedule hereto be sanctioned by the Court so as to be binding on the Companies and the Shareholder.
2. Such other orders as may be made in the premise that this Honourable Court deems under fit.

DATED the 26th day of November, 2004.

Walkers

WALKERS
Attorneys-at-Law for the Petitioner

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

ENDORSEMENT

This Petition, having been presented to the Grand Court of the Cayman Islands on the _____ day of _____ 2004, will be heard at the Grand Court of the Cayman Islands on:

DATE *7th January 2005*
TIME *10.00 a.m.*

(or as soon hereafter as the Petition can be heard)