

IN THE GRAND COURT OF THE CAYMAN ISLANDS

CAUSE NO. [133] OF 2005

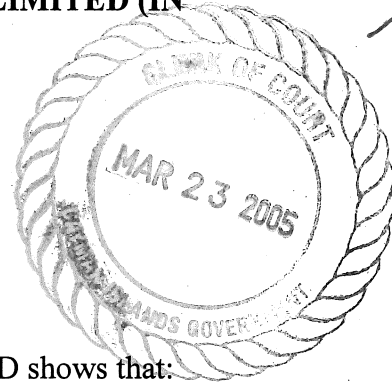
In the matter of SECTION 150, THE COMPANIES LAW (2004 REVISION)
And in the matter of OFFICENET INTERNATIONAL LIMITED (IN
VOLUNTARY LIQUIDATION)

PETITION

To: The Grand Court

The Petition of OFFICENET INTERNATIONAL LIMITED shows that:

1. OFFICENET INTERNATIONAL LIMITED (hereinafter referred to as “the Company”) was incorporated as an exempt company no. 104009 on 12th September 2000 under the Companies Law.
2. The registered office of the Company is at Ugland House, P.O. Box 309, George Town, Grand Cayman, Cayman Islands, B.W.I.
3. On 26th November 2004, an extraordinary general meeting of the Company was held (“the EGM”). At the EGM, it was resolved, that inter alia, the Company should enter into an agreement with Staples, Inc., to sell various assets to Staples, Inc. (“the Stock Purchase Agreement”).
4. Pursuant to Article 7 (b) (iii) of the Company’s Article of Association as adopted by special resolution dated 14th December 2000 (“the Articles of Association”), the sale of such assets pursuant to the proposed Stock Purchase Agreement would constitute an event giving rise to the liquidation of the Company for the purposes of Article 7 (b) of the Articles of Association. Therefore, at the EGM, approval was also given pursuant to Section 132 (a) of the Companies Law (2004



Revision) for the winding up of the Company upon the completion of the Stock Purchase Agreement. At the EGM, it was resolved to appoint Mr Ian A. N. Wight and Mr Stuart K. Sybersma as joint liquidators of the Company upon completion of the Stock Purchase Agreement.

5. On 30th November 2004 the Stock Purchase Agreement was signed and completed.
6. Accordingly, pursuant to Article 7 (b) (iii) of the Articles of Association, the sale of such assets pursuant to the Stock Purchase Agreement constituted an event giving rise to the liquidation of the Company for the purposes of Article 7 (b) of the Articles of Association.
7. On 30th November 2004, Mr Ian A. N. Wight and Mr Stuart K. Sybersma of Deloitte, Citrus Grove Building, P.O. Box 1787, George Town, Grand Cayman were appointed the joint liquidators of the Company (“the Liquidators”).
8. An order is sought pursuant to Section 150 of the Companies Law (2004 Revision), directing that the voluntary winding up of the Company commenced as aforesaid should continue subject to the supervision of the Court on the following grounds:
 - i. There is a warehouse located in Buenos Aires, Argentina of significant value which the Liquidators will have to deal with. It is therefore necessary to have the appointment confirmed by the Grand Court so that the Liquidators’ authority is accepted in Argentina.
 - ii. Pursuant to the Stock Purchase Agreement, the purchaser has retained the sum of US\$5,000,000 for the purposes of securing certain indemnities given by the Company to the purchasers. Such monies are required to be retained in part until 1st April 2008.

- iii. Court supervision in Cayman will assist the Liquidators to complete the winding up of the non-operating subsidiary of the Company, Trevallies NV and its subsidiaries
- iv. The Liquidators have received written communications from certain shareholders of the Company alleging that the resolution of the Company passed at the EGM, approving the Stock Purchase Agreement was invalid in that it was passed in breach of a shareholders' agreement dated 14th December 2000 ("the Stockholders' Agreement") and in contravention of the Articles of Association.
- v. It has been further contended by such shareholders that the appointment of the Liquidators is invalid.

THE PETITIONER THEREFORE PRAYS THAT:

- (1) the Court direct that the liquidation of Officenet International Limited continue subject to the supervision of the Court.
- (2) The Liquidators shall have power:
 - (a) to bring or defend any action, suit, prosecution or other legal proceedings, whether criminal or civil, by way of court process or arbitration, in the name and on behalf of the Company.
 - (b) to take possession of, collect and get in all property or assets (of whatever nature) to which the Company is or appears to be entitled;
 - (c) to do all things as may be necessary or expedient for the protection of the Company's assets;

- (d) to do all things (including the carrying on of the business of the Company) so as may be necessary or expedient for the beneficial realisation of the property or assets of the Company (including power to borrow money);
- (e) to appoint attorneys, solicitors and other professional qualified persons both in the Cayman Islands and elsewhere to assist them in the performance of their duties;
- (f) to appoint agents both in the Cayman Islands and elsewhere to do any business which they are unable to do themselves or which can more conveniently be done by an agent and power to employ and dismiss officers and employees of the Company;
- (g) to make any power which is necessary or incidental to the performance of their duties;
- (h) to open and maintain bank accounts in the name of the Company or themselves anywhere in the world as may be necessary for the better performance of his duties;
- (i) to exercise and execute all the powers set out in Section 109 of the Companies Law (2004 Revision) without sanction or intervention of the court and unprejudiced by the generality hereof;
- (j) to compromise all calls and liabilities to calls, debts and liabilities capable of resulting in debts, and all claims whether present or future, certain or contingent, ascertained or sounding only in damages, subsisting or supposed to subsist between the Company and any contributory or alleged contributory or alleged contributory or other debtor or person apprehending liability to the Company, upon receipt of such sums payable

at such times and generally on such terms as may be agreed upon, with power to take securities for the discharge of such debts or liabilities and to give complete discharges in respect of all or such calls debts, or liabilities; and

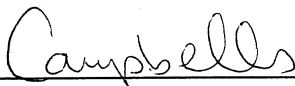
- (k) to do and execute all such other things as may be necessary for winding-up the affairs of the Company and distributing its assets;

and for the avoidance of doubt the powers bestowed on the Liquidators may be exercised by them within and outside the Cayman Islands.

- (3) The Liquidators be at liberty to apply for further directions relating to the winding-up of the affairs of the Company and the distribution of its assets.
- (4) The reasonable costs of and incidental to this Petition be paid forthwith from the assets of the Company.
- (5) The Liquidators shall be entitled to receive remuneration for their services by reference to the time properly given by them and their staff in attending to matters arising in the winding-up and the hourly rates and the amount of remuneration shall be determined in accordance with Insolvency Rule 4.148A.
- (6) This Order shall not prevent the Company in general meeting or the creditors from agreeing that the Liquidators' remuneration be fixed as a percentage of the value of the assets which are realised or distributed.
- (7) The remuneration of any other agents, employed or instructed by or on behalf of the Liquidators in connection with the performance of their duties be fixed and approved at the rate or rates in the country in which such person is ordinarily employed or engaged in practice.

- (8) The Liquidators be at liberty to pay themselves, their agents, employees, attorneys, solicitors and whomsoever else they employ or instruct either weekly or monthly or at such other intervals as they consider appropriate.
- (9) The Liquidators be at liberty to meet all disbursements reasonably incurred in connection with the performance of their duties.
- (10) For the avoidance of doubt all payments made pursuant to paragraphs 7 - 11 above shall be made as and when they fall due out of the assets of the Company and shall be expenses in the Liquidation.
- (11) Such other orders and directions may be made as the Courts thinks fit.

DATED this 23rd day of March, 2005.



CAMPBELLS

Note: It is intended to serve this Petition on Officenet International Limited (In Voluntary Liquidation) at its registered office.

INDORSEMENT

This Petition having been presented to the Court on
heard at the Law Courts, George Town, Grand Cayman on 20th May 2005 will be
at 10:00 a.m./p.m. or as soon thereafter as the Petition can be heard.

This Petition is filed by Campbells, Attorneys-at-Law for the Petitioners, whose address for service is that of its Attorneys-at-Law, Fourth Floor, Scotiabank Building, P.O. Box 884, George Town, Grand Cayman, Cayman Islands B.W.I. (Ref: AJW/lh/11959)