

IN THE GRAND COURT OF THE CAYMAN ISLANDS

332 ✓  
CAUSE NO: OF 2005

IN THE MATTER OF THE COMPANIES LAW (2004 REVISION)

AND IN THE MATTER OF ORIENT NETWORKS HOLDINGS LIMITED



**PETITION**



TO THE GRAND COURT OF THE CAYMAN ISLANDS

The Humble Petition of (1) Cairnwood Group LLC of 24 Woodstock Road, Suite 200, Roswell, Georgia, 30075, U.S.A ("the First Petitioner") (2) Cairnwood Global Technology Fund Limited of Walkers S.P.V., PO Box 908GT, Walker House, Mary Street, George Town, Grand Cayman, Cayman Islands ("the Second Petitioner") and (3) Kirk P. Pendleton of Suite 1405, 1800 Byberry Road, Huntingdon Valley, PA 19006, USA ("the Third Petitioner") (together "the Petitioners") shows that:

1. Orient Networks Holdings Limited ("the Company") is an exempted limited liability company organised and incorporated under the Companies Law (2004 Revision) of the Cayman Islands ("the Law").
2. The registered office of the Company is situated at Walkers S.P.V., PO Box 908GT, Walker House, Mary Street, George Town, Grand Cayman, Cayman Islands.
3. The share capital of the Company is US\$5,000,000 divided into 250,000,000 ordinary shares with a nominal or par value of US\$0.01 each; of which 7,200,001 shares have been issued, and 125,000,000 "A" Preferred Shares of a nominal or par value of US\$0.01 each, of which 8,559,007 have been issued; and 125,000,000 "B" Preferred Shares of a nominal or par value of US\$0.01 each, of which 16,527,090 have been issued.
4. The objects for which the Company was established are unrestricted.
5. Pursuant to a Note issued by the Company to the First Petitioner and dated 19 April 2004 ("Note 1"), the First Petitioner has advanced to the Company the sum of

US\$2,000,000, upon which interest has accrued, in accordance with the terms of Note 1. Note 1 became due and payable, in accordance with its terms, on 31 December 2004, at which date the total sum payable under Note 1 to the First Petitioner was US\$2,000,000, excluding interest. Interest continues to accrue upon this sum.

6. In addition, the First Petitioner has advanced to the Company the further sum of US\$920,000. Together with the sum due and payable under Note 1, the total sum due and payable by the Company to the First Petitioner is US\$2,920,000 plus interest ("the First Petitioner's Debt").
7. The First Petitioner has made application to the Company for payment of the First Petitioner's Debt, but the Company has failed and neglected to pay or satisfy the same or any part thereof.
8. By way of a series of advances made by the Second Petitioner to the Company on various dates, the Second Petitioner has advanced to the Company the total sum of US\$450,000 plus interest upon which interest has accrued ("the Second Petitioner's Debt"). These advances are repayable on demand.
9. The Second Petitioner has made application to the Company for payment of the Second Petitioner's Debt, but the Company has failed and neglected to pay or satisfy the same or any part thereof.
10. Pursuant to a series of Notes issued by the Company to the Third Petitioner and dated 28 May, 14 June, 21 July and 27 July 2004, respectively ("Notes 2 to 5"), the Third Petitioner has advanced to the Company the total sum of US\$1,150,000, upon which interest has accrued, in accordance with the terms of these notes. Notes 2 to 5 became due and payable, in accordance with their terms, on 31 December 2004, at which date the total sum payable to the Third Petitioner was US\$1,150,000 excluding interest. In addition, the Third Petitioner has advanced to the Company the further sum of US\$350,000, such sum being repayable on demand. Interest also continues to accrue upon this sum. Accordingly, the Company owes the Third Petitioner the sum of US\$1,500,000 plus interest ("the Third Petitioner's Debt").

11. The Third Petitioner has made application to the Company for payment of the Third Petitioner's Debt, but the Company has failed and neglected to pay or satisfy the same or any part thereof.
12. Accordingly, the Company is insolvent and is unable to pay its debts as they fall due.
13. In the circumstances, it is just and equitable that the Company be wound up.

YOUR PETITIONERS THEREFORE HUMBLY PRAY THAT:

- (1) The Company be wound up by the Court under the provisions of the Companies Law (2004 Revision).
- (2) Such other Order may be made as the Court thinks fit.

AND your Petitioners will ever pray etc.

DATED the 26<sup>th</sup> day of July 2005



**WALKERS**

Attorneys-at-Law for the Petitioners

**NOTE:** This Petition is intended to be served the Company

#### **INDORSEMENT**

This Petition having been presented to the Court on 26 July 2005 will be heard at the Grand Court of the Cayman Islands on:

Date: 26<sup>th</sup> August 2005

Time: 10.30 am

(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.