

IN THE GRAND COURT OF THE CAYMAN ISLANDS

CAUSE NO ³³⁹ OF 2005

IN THE MATTER OF COMPANIES LAW (2004 REVISION)

AND IN THE MATTER OF HERMITAGE RESOURCES LIMITED

To: the Grand Court of the Cayman Islands

The Humble Petition of: Nobleton Partners Limited of PO Box 556, Main Street, Charleston, Nevis, West Indies ("the Petitioner") shows that:-



1. Hermitage Resources 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 Corporate Filing Services Limited, PO Box 613GT, Fourth Floor, Harbour Centre, North 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 Petitioner.
4. The Company is indebted to the Petitioner in the principal sum of at least US\$16,800,000 and all accrued and unpaid interest thereon pursuant to a contract dated 20 October 2000 entered into between the Company and Joint Stock Company CNPC – Aktobelmunaigas ("CNPC"), a corporation incorporated under the laws of the Russian Federation, for the supply of crude oil by CNPC to the Company, the benefit of which was assigned to the Petitioner by way of a Deed of Assignment made between CNPC and the Petitioner and dated 18 March 2005.
5. The Petitioner has made application to the Company for payment of its debt, but the Company has failed and neglected to pay or satisfy the same or any part thereof.
6. The Company is insolvent and unable to pay its debts.
7. In the circumstances, it is just and equitable that the Company should be wound up.

The Petitioner therefore prays as follows:

- (1) That Heritage Resources Limited be wound up by the Court under the provisions of the Companies Law (2004 Revision);
- (2) That such other Order may be made as the Court thinks fit.

AND your Petitioner will ever pray etc.

Dated the 27th day of July 2005


WALKERS
Attorneys-at-Law for the Petitioner

NOTE: It is intended to serve this Petition on Heritage Resources Limited

INDORSEMENT

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

Date: 19th August 2005

Time: 10.00 a.m

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