

THE GRAND COURT OF THE CAYMAN ISLANDS

CAUSE NO: 0502 OF 2007

BETWEEN:

FELMAN FINANCE S.A.

AND:

NORTH CONSTRUCTION HOLDINGS LIMITED

PLAINTIFF

DEFENDANT

WRIT OF SUMMONS

TO:

THIS WRIT OF SUMMONS has been issued against you by the above-named Plaintiff in respect of the claim set out on the next page.

Within 14 days after the service of this writ on you, counting the day of service, you must either satisfy the claim or return to the Court Office, P.O. Box 496G, George Town, Grand Cayman, the accompanying Acknowledgement of Service stating therein whether you intend to contest these proceedings.

If you fail to satisfy the claim or to return the Acknowledgement within the time stated, or if you return the Acknowledgement without stating therein an intention to contest the proceedings, the Plaintiff may proceed with the action and judgment may be entered against you forthwith without further notice.

Issued this 23rd day of October 2007.

NOTE – This Writ may not be served later than 4 calendar months (or, if leave is required to effect service out of the jurisdiction, 6 months) beginning with the date of issue unless renewed by order of the Court.

IMPORTANT

Directions for Acknowledgement of Service are given with the accompanying form

GENERAL INDORSEMENT

The Plaintiff is a shareholder in a Panamanian company, International Construction Investments Inc. ("ICI Panama"). The Plaintiff signed a shareholders agreement with other shareholders of ICI Panama: Arrowhead Inc., Romina Finance S.A., Tremblay Investments Limited and Unikar S.A on 21 May 2001 ("the ICI Shareholders' Agreement").

In breach of the Plaintiff's right of first refusal contained in Clause 6.3 of the ICI Shareholders' Agreement, Arrowhead Inc., Romina Finance S.A. and Tremblay Investments Limited transferred their shares in ICI Panama to, inter alia, the Defendant. The transfer to the Defendant was made in circumstances in which it could reasonably be inferred that the Defendant had knowledge of the Plaintiff's rights of first refusal.

Felman has commenced proceedings in England in the High Court of Justice against Arrowhead, Romina, Tremblay, Unikar and NCHL seeking (i) an order that Unikar and NCHL offer to transfer the shares in ICI Panama which they have received from Arrowhead, Romina and Tremblay to the Plaintiff on the same terms as would have been offered to the Plaintiff if it had been given a right of first refusal in respect of those shares in accordance with Clause 6.3 of the ICI Shareholders' Agreement; (ii) alternatively, an order that the shares in ICI Panama be re-transferred by Unikar and NCHL to Arrowhead, Romina and Tremblay and offered for sale to the Plaintiff on the same terms and conditions as they were sold to Unikar and NCHL; (iii) damages against Arrowhead, Romina and Tremblay for breach of Clause 6.3 of the ICI Shareholders' Agreement; (iv) damages against Unikar and NCHL for inducing breach of Clause 6.3 of the ICI Shareholder's Agreement; (v) orders against Arrowhead, Romina, Tremblay and Unikar relating to the further breaches of the ICI Shareholders' Agreement.

AND THE PLAINTIFF CLAIMS;

1. An Order that NCHL offer to transfer the shares in ICI Panama which it has received from Arrowhead, Romina and Tremblay to the Plaintiff, on the same terms as would have been offered to the Plaintiff if it had been given a right of first refusal in respect of those shares in accordance with Clause 6.3 of the ICI Shareholders' Agreement;

2. Alternatively, an Order that the shares in ICI Panama be re-transferred by NCHL to Arrowhead, Romina and Tremblay and offered for sale to the Plaintiff on the same terms and conditions as they were sold to NCHL.

Walkers

WALKERS
Attorneys at Law for the Plaintiff

THIS WRIT was issued by Walkers, Attorneys at Law, Walker House, 87 Mary Street, George Town, Grand Cayman KY1-9001, for the Plaintiff whose address for service is care of said Attorneys at Law.

IN THE GRAND COURT OF THE CAYMAN ISLANDS

CAUSE NO: OF 2007

BETWEEN: FELMAN FINANCE S.A. PLAINTIFF
AND: NORTH CONSTRUCTION HOLDINGS LIMITED DEFENDANT

**ACKNOWLEDGEMENT OF SERVICE
OF WRIT OF SUMMONS**

If you intend to instruct an Attorney to act for you, give him this form **IMMEDIATELY**.

Important. Read the accompanying Delay may result in judgment being entered directions and notes for guidance carefully against a Defendant whereby he may have to before completing this form. If any information pay the costs of applying to set it aside. required is omitted or given wrongly, THIS FORM MAY HAVE TO BE RETURNED.

1. State the full name of the Defendant by whom or on whose behalf the service of the Writ is being acknowledged.

2. State whether the Defendant intends to contest the proceedings (*tick appropriate box*)

yes

no

3. If the claim against the Defendant is for a debt or liquidated demand, AND he does not intend to contest the proceedings, state if the Defendant intends to apply for a stay of execution against any judgment entered by the Plaintiff (*tick box*)

yes

no

Service of the Writ is acknowledged accordingly

(Signed) _____

[Attorney] for

[Defendant in person]

Address for service:

Please complete overleaf

Notes on address for Service

Attorney: where the Defendant is represented by an attorney, state the attorney's place of business in the Cayman Islands. A Defendant may not act by a foreign attorney.

Defendant in person: where the Defendant is acting in person, he must give his post office box number and the physical address of his residence or, if he does not reside in the Cayman Islands, he must give an address in Grand Cayman where communications for him should be sent. In the case of a limited company, "residence" means its registered or principal office.

Indorsement by plaintiff's Attorney (or by plaintiff if suing in person) of his name, address and reference, if any, in the box below.

Walkers
Attorneys at Law
Walker House
87 Mary Street
George Town
Grand Cayman KY1-9001

Ref: DMM/LDF/W1655-70292

Indorsement by defendant's Attorney (or by defendant if suing in person) of his name, address and reference, if any, in the box below.

[Empty box for defendant's attorney indorsement]

**DIRECTIONS FOR ACKNOWLEDGMENT OF SERVICE OF
WRIT OF SUMMONS**

1. The accompanying form of *Acknowledgment of Service* should be completed by an Attorney acting on behalf of the Defendant or by the Defendant if acting in person.

After completion it must be delivered or sent by post to the Courts Office, PO Box 495GT, George Town, Grand Cayman.

2. A Defendant who states in his *Acknowledgment of Service* that he intends to contest the proceedings *must also serve a defence* on the Attorney for the Plaintiff (or on the Plaintiff if acting in person).

If a *Statement of Claim* is indorsed on the Writ (i.e. the words "Statement of Claim" appear on the top of page 2), the Defence must be served within 14 days after the time for acknowledging service of the Writ, unless in the meantime a summons for judgment is served on the Defendant.

If the *Statement of Claim* is not indorsed on the Writ, the Defence need not be served until 14 days after a *Statement of Claim* has been served on the Defendant.

If the Defendant fails to serve his defence within the appropriate time, the Plaintiff may enter judgment against him without further notice.

3. A *Stay of Execution* against the Defendant's goods may be applied for where the Defendant is unable to pay the money for which any judgment is entered. If a Defendant to an action for a debt or liquidated demand (i.e. a fixed sum) who does not intend to contest the proceedings states, in answer to Question 3 in the *Acknowledgment of Service*, that he intends to apply for a stay, execution will be stayed for 14 days after his *Acknowledgment*, but he must, within that time, *issue a Summons* for a stay of execution, supported by an affidavit of his means. The affidavit should state any offer which the Defendant desires to make for payment of the money by instalments or otherwise.

See over for notes for guidance

Please complete overleaf

Notes for Guidance

1. Each Defendant (if there are more than one) is required to complete an Acknowledgment of Service and return it to the Court's office.
2. For the purpose of calculating the period of 14 days for acknowledging service, a writ served on the Defendant personally is treated as having been served on the day it was delivered to him.
3. Where the Defendant is sued in a name different from his own, the form must be completed by him with the addition in paragraph 1 of the words "sued as (*the name stated on the Writ of Summons*)".
4. Where the Defendant is a FIRM and an attorney is not instructed, the form must be completed by a PARTNER by name, with the addition in paragraph 1 of the description "Partner in the firm of (.....)" after his name.
5. Where the Defendant is sued as an individual TRADING IN A NAME OTHER THAN HIS OWN, the form must be completed by him with the addition in paragraph 1 of the description "trading as (.....)" after his name.
6. Where the Defendant is a LIMITED COMPANY the form must be completed by an Attorney or by someone authorised to act on behalf of the Company, but the Company can take no further step in the proceedings without an Attorney acting on its behalf.
7. Where the Defendant is a MINOR or a MENTAL PATIENT, the form must be completed by an Attorney acting for a guardian *ad litem*.
8. A Defendant acting in person may obtain help in completing the form at the Court's office.