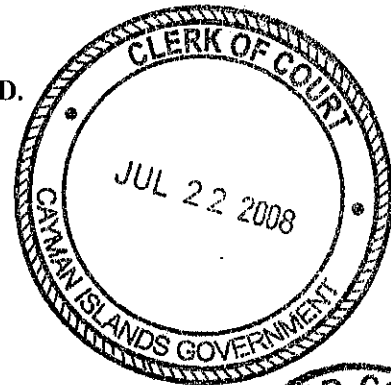


IN THE GRAND COURT OF THE CAYMAN ISLANDS

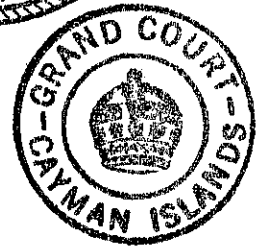
G0345
CAUSE NO: OF 2008

IN THE MATTER OF THE COMPANIES LAW (2007 REVISION)

AND IN THE MATTER OF HURLEY'S (GRAND HARBOUR) LTD.



PETITION



TO: THE GRAND COURT

THE HUMBLE PETITION of Watt International Inc. ("the Petitioner"), an Ontario corporation of 300 Bayview Avenue, Toronto, Ontario, Canada, carrying on business as a design, concept and marketing consultant, shows that:-

1. Hurley's (Grand Harbour) Ltd. ("the Company") is a Cayman Islands company incorporated under Registration Number 80789 on 1 April 1998 under the Companies Law as a resident company, having its registered office at Stuart's Corporate Services Ltd, P.O. Box 2510, 4th Floor, Cayman Financial Building, 36A Dr Roy's Drive, George Town, Grand Cayman KY1-1104.
2. The Company carries on business and holds itself out as carrying on business jointly with other related or associated companies, including Hurley's Supermarket Ltd. under the business styles; "Hurley's", "Hurley's Group" and "The Hurley's Group of Companies", (hereinafter collectively referred to as "Hurley's"). The Company with other member companies of the Hurley's group, own and operate *inter alia* a supermarket business known as "Hurley's" located at Grand Harbour, Grand Cayman.
3. Under a written contract dated 26 April 2005, Hurley's, by its agent OBM International Limited, contracted with the Petitioner for the provision of branding and design services in relation to Hurley's supermarket business at Grand Harbour, at Walkers Road and East End, Grand Cayman for a contract price of US\$543,500.00 together with disbursements billed at 10% of the fees, travel expenses as incurred and coordination billed at hourly rates.
4. The Petitioner duly provided Hurley's with branding and design services under the terms of the contract as requested and directed variously by OBM International Limited and Hurley's. Certain aspects or phases of the contract works were omitted at the request of Hurley's and additional or extra works were included and billed based on fees and hourly rates approved by Hurley's.
5. The Petitioner duly invoiced variously OBM International and Hurley's for the works performed under the contract. Hurley's made no complaint with the services provided by the Petitioner and at all material times expressed satisfaction with the Petitioner's services. The Petitioner's initial invoices were paid variously by cheques drawn by Hurley's Supermarket Ltd., by "Hurley's Market Place Grand Harbour" and by wire from OBM International Limited.

6. Hurley's failed to remit payment for the Petitioner's later invoices raised during 2006 and early 2007, with the result that net of the deposit received under the contract and after adjustment for a double payment, there remained outstanding and owing by Hurley's to the Petitioner an amount of US\$84,755.11 as at 12 February 2007, being the date of the last invoice raised by the Petitioner.
7. By a letter dated 15 March 2007 on the letterhead of "Hurley's", addressed to the Petitioner, Randy Merren as "Director" of Hurley's expressly acknowledged (a) the debt of US\$84,755.11 owing to the Petitioner by Hurley's, (b) that Hurley's did not have the necessary funds to pay this outstanding account, and (c) that Hurley's hoped to obtain bank financing within the next 120 days.
8. In reliance on the representation in the correspondence of 15 March 2007 the Petitioner forebore from taking immediate enforcement proceedings against the Company or members of the Hurley's group in anticipation that Hurley's would make payment as represented.
9. Despite repeated requests by the Petitioner and promises of payment by Hurley's, neither the Company, nor Hurley's or any member of the Hurley's group of companies made any further payment to the Petitioner in respect of the outstanding account.
10. By written statutory demand dated 23 April 2008 and served on the Company at its registered office on 24 April 2008 pursuant to s.95(a) of the Companies Law (2007 Revision), the Petitioner demanded payment of the sum of US\$84,755.11 by the Company within three weeks of the date of service, failing which the Petitioner indicated it would apply to the Grand Court to wind up the Company.
11. The Company neglected to pay the sum of US\$84,755.11, or to secure or compound for same to the satisfaction of the Petitioner in accordance with the provisions of s.95(a) of the Companies Law (2007 Revision) within the statutory three week period for doing so.
12. The Company carrying on business as Hurley's and as a member of Hurley's group is jointly and severally liable with the other members of Hurley's group for the debt incurred with the Petitioner in the name of Hurley's.
13. The Company has by the Hurley's letter of 15 March 2007 and in discussions by Hurley's with representatives of the Petitioner, admitted liability for the amount of the debt and that it is unable to pay the said debt and further, having failed to comply with the statutory demand served under s.95(a) of the Companies Law (2007 Revision) is deemed unable to pay its debts for the purposes of sections 94(c) and 95 of the Companies Law (2007 Revision).
14. The Company is presently indebted to the Petitioner in the sum of US\$84,755.11.
15. The Company is insolvent and unable to pay its debts within the meaning of s.94(c) of the Companies Law (2007 Revision) and it is otherwise just and equitable this it be wound up in accordance with s.94(d) of the Companies Law (2007 Revision).
16. In the circumstances it is just and equitable that the Company should be wound up.

YOUR PETITIONER therefore humbly prays that:-

1. Hurley's (Grand Harbour) Ltd. be wound up by the Court under the provisions of Part V of the Companies Law (2007 Revision)
2. Peter D. Anderson, chartered accountant, of Rawlinson & Hunter, accountants, One Capital Place, Grand Cayman, or such other fit and proper person as the Court deems appropriate be appointed official liquidator of the Company, upon hearing the submissions of counsel for the Petitioner.
3. It be awarded its costs of this Petition and of any interim applications payable as an expense of the Liquidation out of the assets of the Company.
4. Such further and other order be made as this Honourable Court thinks fit.

AND YOUR PETITIONER will ever pray etc.

DATED this 22nd day of July 2008

Harneys Gill

Harneys Gill, Attorneys-at-Law
Genesis Building, 13 Genesis Close
P.O. Box 945, Grand Cayman, KY1-1102.

Attorneys for the Petitioner, Watt International Inc.

NOTE: This petition is intended to be served on the Company.

ENDORSEMENT

This Petition, having been presented to the Grand Court of the Cayman Islands on the *22nd* day of July 2008, will be heard at the Grand Court of the Cayman Islands on:

DATE: *19 September 2008*

TIME: *10:00 am*

(or as soon thereafter as the Petition can be heard).

THIS PETITION is filed by Harneys Gill, Attorneys-at-Law, attorneys for the Petitioner, Watt International Inc. whose address for service is 4th Floor, Genesis Building, 13 Genesis Close
P.O. Box 945, Grand Cayman, Cayman Islands KY1-1102