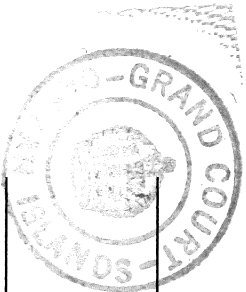


IN THE GRAND COURT OF THE CAYMAN ISLANDS

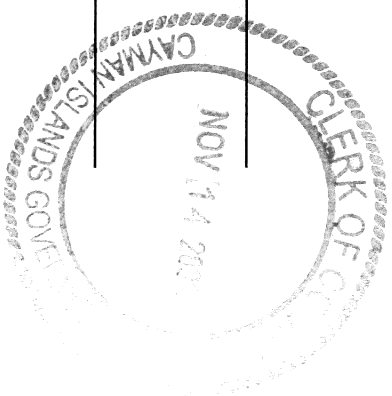
CAUSE NO: 531 OF 2008

IN THE MATTER OF SECTION 14 TO SECTION 16 OF THE COMPANIES LAW (2007 REVISION)

AND IN THE MATTER OF MILLMERRAN HOLDINGS I LIMITED



PETITION



TO: The Grand Court of the Cayman Islands

THE PETITION of Millmerran Holdings I Limited (the "Company") of PO Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands, shows that:

- 1 The object of this Petition is to seek an Order of the Court pursuant to section 14 to 16 of the Companies Law (2007 Revision) (the "Companies Law") confirming a reduction of the share capital of the Company.
- 2 On 5 February 2002 the Company was incorporated and registered under the Companies Law as an exempted company limited by guarantee with a share capital.
- 3 The registered office of the Company is situated at PO Box 309GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands.
- 4 The objects for which the Company was established are unrestricted and more generally to carry out the other objects more particularly set forth in the Company's Memorandum of Association. Its principal activity has been to act as an investment-holding company, and specifically in relation to the acquisition and holding of at least 90% of the issued share

capital of Millmerran Investment Company I Pte Ltd (a company incorporated in Labuan, Malaysia).

5 Shortly after its incorporation the Company commenced business as a holding company and has continued to carry on business since that time.

6 The Company is limited by guarantee. Clause 6 of the Company's Memorandum of Association provides:

"Each Guaranteeing Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up during the time he is a Member, or within one year afterwards, for payments of the debts and liabilities of the Company contracted before the time he ceases to be a Member, and the costs, charges and expenses of the winding up of the Company, and for the adjustments of the rights of the contributors amongst themselves, such amount as may be required not exceeding the sum of US\$100.00 in addition to the amount (if any) unpaid on any shares held by the Member."

Article 44(a) of the Company's Articles of Associations provides that a Guaranteeing Member is any member admitted to the Company who executes the undertaking set out in the above mentioned Clause 6 of the Memorandum of Association.

7 On incorporation of the Company on 5 February 2002, EIF Millmerran LLC ("EIFM") became the sole Guaranteeing Member of the Company. EIFM remains the sole Guaranteeing Member.

8 The Company also has a share capital. Upon incorporation the authorized share capital of the Company comprised US\$50,000 divided into one subscriber share of a nominal value of US\$0.10 ("Subscriber Share"), 199,999 ordinary shares of a nominal value of US\$0.10 each ("Ordinary Shares") and 300,000 Z class shares of a nominal or par value of US\$0.10 each.

9 On incorporation, the Company issued one Subscriber Share to EIFM of US\$0.10, which share is fully paid up.

10 On 21 February 2002 the Company issued ten Ordinary Shares of US\$0.10 each to EIFM, all of which are fully paid up.

11 As at the date of the Petition, the one Subscriber Share and ten Ordinary Shares remain in issue and are held by EIFM.

12 Article 48 of the Company's Articles of Association provides inter alia as follows:

"Subject to the provisions of the Statute and the provisions of these Articles as regards the matters to be dealt with by Ordinary Resolution the Company may by Special Resolution(d) reduce its share capital and any capital redemption reserve fund."

13 Article 19 of the Company's Articles of Association provides:

"If at any time the share capital of the Company is divided into different classes of Shares, the rights attached to any class (unless otherwise provided to the contrary by these Articles or the terms of issue of the Shares of that class) may, whether or not the Company is being wound-up, be varied with the consent in writing of the holders of three-quarters of the issued Shares of that class, or with the sanction of a Special resolution passed at a general meeting of the holders of the Shares of that class."

14 Article 62 of the Company's Articles of Association provides:

"A resolution (including a Special Resolution) in writing (in one or more counterparts) signed by all Members for the time being entitled to receive notice of an to attend and vote at general meetings (or, being corporations, signed by their duly authorised representatives) shall be as valid and effective as if the resolution had been passed at a general meeting of the Company duly convened and held:"

15 On 12 November 2008, EIFM as sole shareholder of the Company, duly resolved by way of written special resolution pursuant to Article 19 and Article 62:

"THAT pursuant to Article 48(d) of the Articles of Association and conditional upon the confirmation by the Grand Court of the Cayman Islands and with effect from the date upon which this resolution takes effect pursuant to the Companies Law (2007 Revision) of the Cayman Islands (the "**Effective Date**):

(a) The issued and paid-up share capital of the Company be reduced from one Subscriber Share, of a nominal or par value of US\$0.10, and ten Ordinary

Shares, each of a nominal or par value of US\$0.10, to nil (the "**Capital Reduction**").

(b) *The credit arising from the Capital Reduction be applied to the Capital Redemption Reserve Fund.*

(c) *The directors of the Company be and are hereby authorised generally to do all things appropriate to effect and implement any of the foregoing.*"

16 The credit of US\$1.10 arising from the Capital Reduction will be used to create a Capital Redemption Reserve Fund and thereby will be available to be applied to the business of the Company.

17 The proposed capital reduction does not involve:

17.1 the diminution of any liability in respect of unpaid capital; or

17.2 the payment to any shareholder of any paid-up capital;

18 The form of the Minute proposed to be registered is as follows:

The issued share capital of Millmerran Holdings I Limited, a company limited by guarantee with a share capital, was, by virtue of a written resolution of the sole shareholder of the Company and confirmed by an Order of the Grand Court dated [J, reduced from US\$1.10 divided into one subscriber share with a nominal value of US\$0.10 and ten Ordinary Shares each with a nominal value of US\$0.10 to nil. At the date of the registration of this Minute, no shares are in issue and the Company is limited by guarantee of its members.

AND YOUR PETITIONER HUMBL Y PRAYS AS FOLLOWS:

1 That the capital reduction of the Company proposed to be effected by the Special Resolution set forth in paragraph 125 of this Petition be confirmed and the above-mentioned Minute may be approved by this Honourable Court.

2 That to this end all necessary inquiries and directions may be made and given.

3 Alternatively, such other order may be made as this Honourable Court shall think fit.

Dated the 14th day of November 2008

Maples and Calder

MAPLES and CALDER

NOTE:

It is not intended to serve this Petition on anyone.

ENDORSEMENT

This Petition having been presented to the Grand Court of the Cayman Islands on the 14th day of November 2008 will be heard at the Grand Court of the Cayman Islands on the 21st day of November 2008 at o'clock or as soon thereafter as the Petition can be heard.

Issued by Maples and Calder, attorneys for the Petitioner, whose address for service is PO Box 309GT, Uglund House, South Church Street, George Town, Grand Cayman, Cayman Islands. (Ref: CJM/CDM/280543/15493413).