

Applicant
H J Kahlberg
First

December 2002



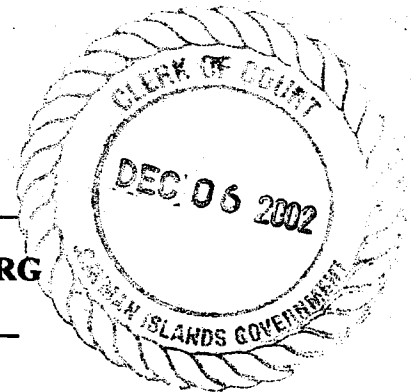
IN THE GRAND COURT OF THE CAYMAN ISLANDS

CAUSE NO. 756 OF 2002

In the matter of the Companies Law (2002 Revision)

And in the matter of Velox Real Estate (the "Company")

AFFIDAVIT OF H JONATHAN KAHLBERG



I **H. JONATHAN KAHLBERG**, Chartered Accountant and Director of Forensic Services at E & Y Restructuring Limited of 4th Floor Bermuda House, British American Centre, Dr. Roy's Drive; George Town, Grand Cayman, MAKE OATH and say as follows:

1. I am one of the Joint Official Liquidators appointed over Trade and Commerce Bank, the petitioning creditor (the "Bank"). I am authorised to make this affidavit by Mr Cleaver, my Joint Official Liquidator and, save where otherwise stated, the matters to which I depose are true to the best of my knowledge and belief.
2. There is now produced and shown to me marked "HJK 1" a copy of the winding up petition dated 16th October 2002 issued against the Company and I verify that

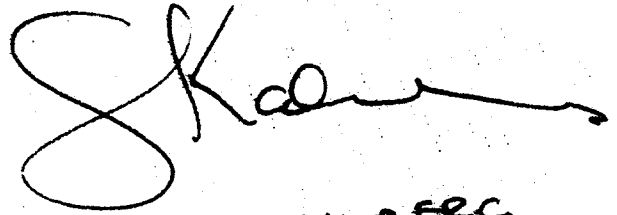
to the best of my knowledge and belief, its contents are correct and respectfully
request that a winding up order be made against the Company in those terms.

Sworn this 3rd day of December 2002)

At George Town, Grand)
Cayman, Cayman Islands)

Before me)

Okansen)
Notary Public)



H. J. KAHLBERG

IN THE GRAND COURT OF THE CAYMAN ISLANDS

CAUSE NO. 756 OF 2002

In the matter of the Companies Law (2001 Second Revision)

And in the matter of Trade & Commerce Bank (the "Company")

EXHIBIT "HJK 1"

**This is the exhibit marked "HJK 1" referred to in the affidavit of H J Kahlberg
sworn on this 3rd day of December 2002**

Before me



Notary Public

IN THE GRAND COURT OF THE CAYMAN ISLANDS

CAUSE NO. 756 2002

In the matter of THE COMPANIES LAW (2002 REVISION)

And in the matter of Velox Real Estate Ltd

PETITION

To: The Grand Court



The Petition of Trade & Commerce Bank

1. Velox Real Estate Ltd (hereinafter called the "Company") was incorporated under the Companies Law.
2. The address of the Company is at P.O. Box 390, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands, B.W.I.
3. The grounds upon which the Petitioner seeks to petition for the winding up of the Company are that a statutory demand dated 30th August was served on the Company at its registered office claiming the sum of US\$ 2,101,413.82 being monies due and payment by the Company to the Petitioner. No payment has been received from the Company.
4. In the circumstances the Company is insolvent and it is just and equitable that the Company should be wound up.

THE PETITIONER THEREFORE PRAYS THAT:

- (1) The Company may be wound up by the Court under the provisions of the Companies Law (2002 Revision).

- (2) G. James Cleaver and H. Jonathan Kahlberg, of E & Y Restructuring, Ltd., P.O. Box 1102 GT, 4th Floor, Bermuda House, British American Centre, Dr Roy's Drive, George Town, Grand Cayman, be appointed Joint Official Liquidators of the Company with power to act jointly and severally (the "Official Liquidators").
- (3) The Official Liquidators shall not be required to give security for their appointment.
- (4) The Official Liquidators shall have power:
 - (a) to bring or defend any action, suit, prosecution or other legal proceedings, whether criminal or civil, by way of court process or arbitration, in the name and on behalf of the Company.
 - (b) to take possession of, collect and get in all property or assets (of whatever nature) to which the Company is or appears to be entitled;
 - (c) to do all things as may be necessary or expedient for the protection of the Company's assets;
 - (d) to do all things (including the carrying on of the business of the Company) so as may be necessary or expedient for the beneficial realisation of the property or assets of the Company (including power to borrow money);
 - (e) to appoint attorneys, solicitors and other professional qualified persons both in the Cayman Islands and elsewhere to assist them in the performance of their duties;
 - (f) to appoint agents both in the Cayman Islands and elsewhere to do any business which they are unable to do themselves or which can more conveniently be done

by an agent and power to employ and dismiss officers and employees of the Company;

- (g) to make any power which is necessary or incidental to the performance of their duties;
- (h) to open and maintain bank accounts in the name of the Company or themselves anywhere in the world as may be necessary for the better performance of their duties;
- (i) to exercise and execute all the powers set out in Section 109 of the Companies Law (2002 Revision) without sanction or intervention of the Court and unprejudiced by the generality hereof;
- (j) to compromise all calls and liabilities to calls, debts and liabilities capable of resulting in debts, and all claims whether present or future, certain or contingent, ascertained or sounding only in damages, subsisting or supposed to subsist between the Company and any contributory or alleged contributory or alleged contributory or other debtor or person apprehending liability to the Company, upon receipt of such sums payable at such times and generally on such terms as may be agreed upon, with power to take securities for the discharge of such debts or liabilities and to give complete discharges in respect of all or such calls debts, or liabilities; and
- (k) to do and execute all such other things as may be necessary for winding-up the affairs of the Company and distributing its assets;

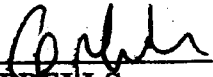
and for the avoidance of doubt the powers bestowed on the Official Liquidators may be exercised by them within and outside the Cayman Islands.

- (5) The Official Liquidators be at liberty to apply for further directions relating to the winding-up of the affairs of the Company and the distribution of its assets.
- (6) The reasonable costs of the Petitioner of and incidental to the Petition be paid forthwith from the assets of the Company to be taxed if not agreed.
- (7) The Official Liquidators be at liberty to and do pay themselves, their agents, employees, attorneys, solicitors and whomsoever else they may employ or instruct, remuneration and costs in priority to all other debts of the Company pursuant to section 123 of the Companies Law (2002 Revision), and:
 - (i) the remuneration of the Official Liquidators and their staff instructed in connection with the performance of their duties be paid at such reasonable rates as may be approved by this Honourable Court from time to time;
 - (ii) the remuneration of any other agents, employed or instructed by or on behalf of the Official Liquidators in connection with the performance of their duties be fixed and approved at the rate or rates in the country in which such person is ordinarily employed or engaged in practice;
 - (iii) the Official Liquidators be at liberty to pay their agents, employees, attorneys, solicitors and whomsoever else they employ or instruct either weekly or monthly or at such other intervals as they consider appropriate;
 - (iv) the Official Liquidators be at liberty to meet all disbursements reasonably incurred in connection with the performance of their duties;

and for the avoidance of doubt all payments made pursuant to paragraphs 7(i)-(iv) above shall be made as and when they fall due out of the assets of the Company and shall be expenses in the Liquidation.

(10) Such other orders and directions may be made as the Court thinks fit.

DATED this 16th day of October, 2002.



CAMPBELLS
Attorneys-at-Law for the Petitioner

Note: It intended to serve this Petition on Velox Capital Markets Inc

INDORSEMENT

Notice of Hearing

This Petition having been presented to the Court on
Law Courts, George Town, Grand Cayman on
or as soon thereafter as the Petition can be heard.

will be heard at the
at a.m./p.m.

This Petition is filed by Campbells, Attorneys-at-Law for the Petitioner, whose address for service is that of its Attorneys-at-Law, Fourth Floor, Scotiabank Building, P.O. Box 384, George Town, Grand Cayman, Cayman Islands B.W.I. (Ref: AJW)