

**ΠΡΟΣ: ΤΟ ΔΙΟΙΚΗΤΙΚΟ ΣΥΜΒΟΥΛΙΟ
ΤΟΥ ΧΡΗΜΑΤΙΣΤΗΡΙΟΥ ΑΞΙΩΝ ΑΘΗΝΩΝ**

**ΚΟΙΝ: ΔΙΟΙΚΗΤΙΚΟ ΣΥΜΒΟΥΛΙΟ
ΤΗΣ ΕΜΠΟΡΙΚΗΣ ΤΡΑΠΕΖΑΣ ΤΗΣ ΕΛΛΑΔΟΣ ΑΕ**

Αθήνα, 24 Αυγούστου 1998

Αγαπητοί Κύριοι,

**ΘΕΜΑ: ΥΠΟΒΟΛΗ ΠΡΟΤΑΣΗΣ ΑΓΟΡΑΣ ΠΑΚΕΤΟΥ ΜΕΤΟΧΩΝ ΤΗΣ ΙΟΝΙΚΗΣ ΚΑΙ
ΛΑΙΚΗΣ ΤΡΑΠΕΖΑΣ ΤΗΣ ΕΛΛΑΔΟΣ ΑΕ**

Αναφορικά με το ως άνω θέμα, ο υπογεγραμμένος JAN MORTON HEGER, δικηγόρος, κάτοικος ΗΠΑ, 515 Alta Vista, Laguna Beach CA 91715 και P.O. Box 4815, Irvine CA 92616-4815, κάτοχος του υπ'αριθμόν 036565124 διαβατηρίου ΗΠΑ, ITF Marvelous Investments Limited, με την παρούσα ΔΗΛΩΝΩ ΑΝΕΚΚΛΗΤΩΣ ΚΑΙ ΑΝΕΥ ΟΡΩΝ ΟΤΙ προσφέρω το τίμημα ποσού δολλαρίων ΗΠΑ Ενός Δισσεκατομμυρίου Εκατόν Είκοσι Πέντε Εκατομμυρίων (USD 1.125.000.000) για την αγορά δεκατεσσάρων εκατομμυρίων διακοσίων ογδόντα μιας χιλιάδων εξακοσίων εξήντα (14.281.660) κοινών ονομαστικών μετοχών της Ιονικής και Λαϊκής Τράπεζας της Ελλάδος ΑΕ που αντιπροσωπεύουν το 51% του καταβεβλημένου μετοχικού της κεφαλαίου από την Εμπορική Τράπεζα της Ελλάδος ΑΕ, το οποίο δεσμεύομαι να καταβάλω εξ ολοκλήρου σε μετρητά κατά την ημερομηνία συντέλεσης της μεταβίβασης, σύμφωνα με τις ρυθμίσεις και τους όρους που περιλαμβάνονται στην από 19-2-1998 απόφαση του Διοικητικού Συμβουλίου του Χρηματιστηρίου Αξιών Αθηνών, όπως τροποποιήθηκε με τις από 19-3-1998 και 29-6-1998 αποφάσεις του Διοικητικού Συμβουλίου του Χρηματιστηρίου Αξιών Αθηνών (ΦΕΚ 241/Β/13-3-98, ΦΕΚ 291/Β/24-3-98 ΚΑΙ ΦΕΚ 695/Β/8-7-98 αντίστοιχα) καθώς και την Πρόσκληση της Εμπορικής Τράπεζας της Ελλάδος ΑΕ, νομίμως δημοσιευθείσης στις 14-7-1998.

Περαιτέρω ΔΗΛΩΝΩ ΑΝΕΠΙΦΥΛΑΚΤΑ ΟΤΙ αποδέχομαι όλες τις ρυθμίσεις και τους όρους των ως άνω αποφάσεων του Διοικητικού Συμβουλίου του Χρηματιστηρίου Αξιών Αθηνών καθώς και της Πρόσκλησης της Εμπορικής Τράπεζας της Ελλάδος ΑΕ και ότι από την ημερομηνία δημοσίευσης της Πρόσκλησης μέχρι σήμερα δεν έχω αγοράσει προσωπικά εγώ ή οποιοδήποτε μέλος της οικογένειάς μου καμία μετοχή της Ιονικής και Λαϊκής Τράπεζας της Ελλάδος ΑΕ.

Προς υποστήριξη της παρούσας προσφοράς μου, σας υποβάλω συνημμένα τα ακόλουθα έγγραφα:

1. Αντίγραφο Εγγυητικής Επιστολής υπ' αριθμόν 94-001-L-50 με ημερομηνία 11 Μαρτίου 1998 της Τράπεζας Bangko Sentral ng Pilipinas, ποσού δολλαρίων ΗΠΑ εκατό εκατομμυρίων (USD \$100.000.000)
2. Αντίγραφο Εγγυητικής Επιστολής υπ' αριθμόν PNBHO/07031998/MRB010 με ημερομηνία 3 Ιουλίου 1998 της Τράπεζας Philippine National Bank, ποσού δολλαρίων ΗΠΑ εκατόν πενήντα εκατομμυρίων (USD \$ 150.000.000)
3. Αντίγραφο Επιστολής Επιβεβαίωσης (Confirmation) με ημερομηνία 24 Αυγούστου 1998 της Τράπεζας Bank of South Pacific Islands Limited, ότι διαθέτω τα μέσα καταβολής της αξίας των μετοχών.

.....

Marvelous Investments Limited

The First Day of October, 1998

The Honorable, William Jefferson Clinton
President of the United States of America
The White House / West Wing Executive Offices
Washington, DC, USA 20500.0000
Telecopier : USA 202 456 1907

The Honorable, Albert Gore, Jr.
Vice President of the United States of America
The White House / Executive Offices
Washington, DC, USA 20501.0000
Telecopier : USA 202 456 2461

The Honourable, Erskine B Bowles
Chief of Staff
Office of the President
The White House / West Wing Executive Offices
Washington, DC, USA
Telecopier : USA 202 456 1907

In re : Our Corporate Purchase of the Ionian and Poplar Bank, S.A.; Athens, Greece
Authorized and Funded Bid Tender Offer of USDollars 1,125,000,000.00

Dear Gentlepersons:

As the Clinton / Gore Administration is very much aware, Marvelous Investments Limited, is the high and successful Bidder for the majority shares outstanding, under the present ownership of the Greece Government through their Privatization Programme, using The Commercial Bank of Greece.

In this regard, the following Corporate personnel has received the confirmation to meet with the United States Embassy, with your Mr Felt, the Economic Attache for Monday, October 5, 1998 at 3:30pm.

I personally would appreciate your Administration's support and assistance in our financial endeavors to purchase The Ionian and Poplar Bank, S. A. per our favourable Tender Bid Offer. As your good offices is very much aware our corporate funds are of good, clean, clear, freely-transferable and non-criminal origin, as attested to by The U.S. Department of the Treasury, et al.

USA REGISTERED OFFICES :
869 TURNPIKE STREET
NORTH ANDOVER, MASS, USA 01845
SATCOMFON : 715 552 3506

.....

CANADA EXECUTIVE OFFICES :
4000 STEELES AVE, W #221
WOODBIDGE, ONT. L4L 4V9
SATCOMFAX : 715 552 3511

LEE

October 1, 1998
Page 2

Additionally, our Senior Management Groupe would like the opportunity to openly discuss sensitive and diplomatic information with United States Ambassador Burns on a "Need to Know Basis", at this previously scheduled meeting in Athens.

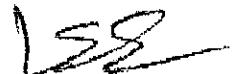
Mr Jan Morton Heger, Esquire
Corporate Secretary and Directeur
Marvelous Investments Limited
515 Alta Vista Way
Laguna Beach, California, U.S.A. 92651.0000
Contact Telefon : United Kingdom 44 171 402 4288, Suite No. 316

Alexander Lykourazos
Attorney at Law
Lykourazos Law Offices
19 Dimokritou Street
10673 Athens, Greece
Contact Telefon : Greece 309 533 3323

Miltiades E Goudamanis
8, Kleomenous Street
Kolonaki, Square
10675 Athens, Greece
Contact Telefon : Greece 309 422 8251

At your earliest convenience, please request U.S. Ambassador Burns to meet with this International Delegation to update your Clinton/ Gore Administration, as to our legal purchase and authorized transfer of stock equity of The Ionian and Poplar Bank, S. A., of Athens, Greece - as represented by the Office of the President of Greece in their Privatization Programme.

As to their State of Wisconsin Criminal activities, both Legal Counsels will update the Ambassador, as to the State's admission to the High Court that Ambassador Leo E Wanta, Diplomatic Passport No. 04362, has not resided in the Sovereign State of Wisconsin, a legal State of this Federal Nation, since June 30, 1988, and holds International Diplomatic Immunity with Somali and North Borneo; and " Foreign Guest Status" within the United States of America - as a rule of law. One needs to legally understand the lack of jurisdictional subject matter, when an International Diplomat in the record is lawlessly kidnapped from the Canton of Vaud, Switzerland to pay an illegal tax assessment for USDollars 14, 129.00 for a third time, when this falsely written state claim was previously paid by two different Foreign Corporations twice, once by Singapore in May, 1992 and Austria in June, 1992 - as a Nuisance Tax Assessment and State Extortion of an American Citizen and NON - RESIDENT of the Sovereign State of Wisconsin, U.S.A.



October 1, 1998
Page 3

The U. S. Vice Presidential Candidate, Governor Tommy Thompson by virtue of his alleged lawless conduct in this unconstitutional seizure of person and offshore corporate assets in excess of USDollars Four Hundred Thirty Two Billion (US\$432,000,000,000.00) and Two Thousand Metric Tonnes (2000MT) in 12.5kgs Gold Bars; legally obtained from the Central Bank of the former U.S.S.R., with the assistance of the United States Government (USG) and The People's Republic of China (PRC), during 1990 / 1991 to effectuate the " DE - STABILIZATION of the Soviet Union (U.S.S.R.) " [Ref: Thieves World by Claire Sterling, Simon and Schuster, 1994] and [INSIGHT Magazine], is a growing International Scandal, soon to be released by a major News Media groupe and with FULL USG DOCUMENTATION with INSLAW, Inc. PROMIS software utilization, Microfiche, CPA files and IRS supporting documentation, inter alia.

THANK YOU for your kind assistance and co-operation in this sensitive situation.

Warmest Personal Regards,

MARVELOUS INVESTMENTS LIMITED

By: 

Ambassador Leo E Wanta, Diplomatic Passport No. 04362
Chairman and Chief Executive Officer / Directeur

LEW : rr

Security Code : STILLPOINT / S-31-IANO

Marvelous Investments Limited

The Twenty Fourth Day of September, 1998

The Honorable, William Jefferson Clinton
 President of the United States of America
 The White House / West Wing Executive Offices
 Washington, DC, USA 20500.0000
 Telecopier : USA 202 456 1907

The Honorable, Albert Gore, Jr.
 Vice President of the United States of America
 The White House / Executive Offices
 Washington, DC, USA 20501.0000
 Telecopier : USA 202 456 2461

In re : Our Corporate Purchase of the Ionian and Poplar Bank, S.A.; Athens, Greece
 Authorized and Funded Bid Tender Offer of USDollars 1,125,000,000.00

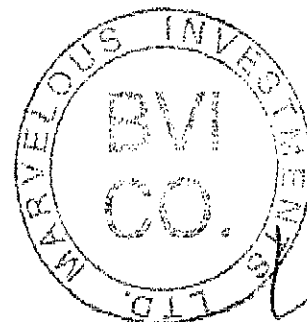
Dear Gentilepersons:

As the Clinton / Gore Administration is very much aware, Marvelous Investments Limited, is the high and successful Bidder for the majority shares outstanding, under the present ownership of the Greece Government through their Privatization Programme, using The Commercial Bank of Greece.

In this regard, the following personnel needs to meet with United States Ambassador Burns this coming Saturday and / or Sunday in Athens, to update his US Government Ambassadorial Offices of our financial roles and anticipated responsibilities within the International Banking Community and within The Greece Nation.

Mr Jan Morton Heger, Esquire
 Corporate Secretary and Directeur
 Marvelous Investments Limited
 515 Alta Vista Way
 Laguna Beach, California, U.S.A. 92651.0000

Alexander Lykourazos
 Attorney at Law
 Lykourazos Law Offices
 19 Dimokritou Street
 10673 Athens, Greece



USA REGISTERED OFFICES :
 SATCOM/FON : 715 552 3506

CANADA EXECUTIVE OFFICES :
 SATCOM/FAX : 715 552 3511

September 24, 1998
Page 2

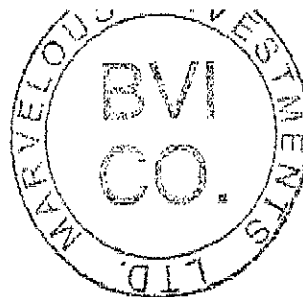
Miltiades E Goudamanis
8, Kleomenous Street
Kolonaki, Square
10675 Athens, Greece

At your earliest convenience, Please alert U.S. Ambassador Burns to meet with this International Delegation to update your Clinton / Gore Administration, as to our legal purchase and authorized transfer of stock equity of Ionian and Poplar Bank, S. A., of Athens, Greece - as represented by the Office of the President of Greece in their Privatization Programme.

~~Marvelous Investments Limited~~
Marvelous Investments Limited

By: Ambassador Leo E. Wanta

Ambassador Leo E Wanta, Diplomatic Passport No. 04362
Chairman and Chief Executive Officer



LEW : f/SA32NV

Security Code : STILLPOINT / S-31-IANO

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BANK OF SOUTH PACIFIC ISLANDS LIMITED

Monday, August 24, 1998

ATT: Commercial Bank of Greece S.A.
CC: Athens Stock Exchange, Board of Directors

We hereby unconditionally and irrevocably confirm that, Mr Jan Morton Heger, Attorney at Law, resident of the United States of America at 515 Alta Vista, Laguna Beach CA 92715 and PO Box 4815, Irvine CA 92616-4815, holder of a United States of America passport number 036565124, is acting as Trust Attorney for and on behalf of Marvelous Investments Limited, a finance and investment institution with address at PO Box 146, Road Town, Tortola, British Virgin Islands.

We confirm financial capability to pay the total amount, estimated at approx. US\$1.2Billion for fourteen million, two hundred and eighty one thousand, six hundred and sixty registered shares (14,281,660) of Ionian and Popular Bank of Greece S.A. as clearly stated in the private confidential offer/transaction.

Please extend to Mr Jan Morton Heger all of the courtesy as if our bank was present in Greece.

[Handwritten signature]

[Handwritten signature]

HRM Prince Hadji Mohammed Al-Abagor V
Baginda Rajah of North Borneo
Chairman of the Board and CEO
Bank of South Pacific Islands Limited



Terry A. Lee
Director of the Board
Bank of South Pacific Islands Limited

304 University Avenue, Ayala Alabang, Muntinlupa City,
Philippines Telephone : (63) - 2 - 8426359
Fax : (63) 2 - 8094776

Register Office :
Funa Road, Suite No. 1
Fakafanua Centre
Nukunonoa Tonga



KINGDOM OF TONGA

(THE COMPANIES ACT)

(Section 12.14)

CERTIFICATE OF INCORPORATION

I hereby certify that

BANK OF SOUTH PACIFIC ISLANDS LIMITED

whose registered office is situated at 304 UNIVERSITY AVENUE, AYALA ALABANG, MUNTINLUPA CITY, PHILIPPINES ALSO AT
TONGA in this day INCORPORATED as a PRIVATE COMPANY VUNA ROAD, SUITE #1 FAKARANDA CENTER, NUKUALOFA,

under the Companies Act (Kap 27) as amended from time to time and that the LIABILITY of the members is LIMITED.

(Given under my hand this

FIFTEENTH

day of

OCTOBER

One Thousand Nine Hundred and Ninety SEVEN

[Signature]
REGISTRAR OF COMPANIES
TONGA
RECEIVED AT TONGA

COMPANY INCORPORATION No 472

HEAD OFFICE:
PNB Financial Center
Roxas Blvd., Metro Manila
Philippines

CABLE ADDRESS
'PHILNABANK'
P.O. BOX 410

Philippine National Bank

OFFICIAL DEPOSITORY OF THE REPUBLIC OF THE PHILIPPINES

Bank of South Pacific Islands Limited
304 University Avenue
Ayala Alabang, Muntinlupa City
Philippines

Attn: HRH Prince Hadji Mohd Al-Asagof Van Bldk
Chairman and CEO

LETTER OF CERTIFICATION AND ACKNOWLEDGEMENT OF ASSIGNMENT: PNB BANK GUARANTEE N: PNBHO/07031998/MRB010, US\$150,000,000

As requested please find enclosed the following signature of COLETO C. CLAVERO, Assistant Vice President and VICENTE B. BADONG, Assistant Manager, duly authorized signatories of the Philippine National Bank and authorized signatories of the PNB Bank Guarantee N: PNBHO/07031998/MRB010 for US\$150,000,000.

This will ensure the authenticity of the signatures of Mr. Clavero and Mr. Badong by this notarization as PNB bank officers. Furthermore, this confirms acknowledgement of the assignment of the above referenced Bank Guarantee from MRB Business Corporation, represented by its Chairman and Chief Executive Officer, Mr Jose Antonio M. Baltazar directly, as per the instructions of the Bank of South Pacific Islands Limited to Marvelous Investments Limited as the beneficiary and lawful holder of the PNB Bank Guarantee N: PNBHO/07031998/MRB010 for US\$150,000,000.

We also hereby confirm transfer of original hard-copy of the PNB Bank Guarantee N: PNBHO/07031998/MRB010 for US\$150,000,000 through the Bank of South Pacific Islands Limited in favor of Marvelous Investments Limited via the following:

- Bank of America, 345 Montgomery Street San Francisco, CA 94104, United States of America. For Account: Law Offices of J. Morton Heger, Attorney Client Trust A/C, IFO Marvelous Investments Limited, Account Number: 16647-00461.

Specimen Signature and Authentication


COLETO C. CLAVERO
Assistant Vice President

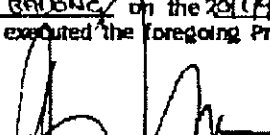

VICENTE B. BADONG
Assistant Manager

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)
, M.M.) S.S.

BEFORE ME, a Notary Public for and in the ASINHAS, METRO MANILA, Philippines personally came and appeared : 0233942 / MR CLAVERO - 3/2/98 with Passport No: RC:0344116 known to MR BADONG, on the 20/1/98 (expires), and known to me and to me known to be the same person who executed the foregoing Private Contract and acknowledged to me that the same is their free and voluntary act and deed.

Doc No. 363
Page No. 60
Book No. 78
Series of 1998


CITY ATTORNEY & PUBLIC
NOTARY PUBLIC
UNTIL DEC. 31, 1998
1-2-98
CALAPAN, ILO

HEAD OFFICE:
PNB Financial Center
Roxas Blvd., Metro Manila
Philippines

CABLE ADDRESS
"PHILNABANK"
P.O. BOX 410

Philippine National Bank
OFFICIAL DEPOSITORY OF THE REPUBLIC OF THE PHILIPPINES

BANK GUARANTEE
No. PNBHO/07031998/MRB010

CURRENCY : UNITED STATES OF AMERICA DOLLARS
AMOUNT : US\$150,000,000.00 (US DOLLARS ONE HUNDRED FIFTY MILLION)
ISSUED AT : PNB HEAD OFFICE, MANILA, PHILIPPINES
ISSUE DATE : 03 JULY 1998
MATURITY DATE : 03 JULY 1999

FOR VALUE RECEIVED AND BEING SECURITIES HELD BY THIS BANK ON BEHALF OF MRB BUSINESS CORPORATION, REPRESENTED BY ITS CHAIRMAN AND CHIEF EXECUTIVE OFFICER, MR. JOSE ANTONIO M. BALTAZAR, WE THE UNDERSIGNED, PHILIPPINE NATIONAL BANK, HEAD OFFICE, PNB FINANCIAL CENTER, ROXAS BOULEVARD, METRO MANILA, PHILIPPINES, HEREBY ISSUE OUR IRREVOCABLE, UNCONDITIONAL, TRANSFERABLE, DIVISIBLE AND WITHOUT PROTEST, DELAY OR FURTHER NOTIFICATION, PROMISE TO PAY AGAINST THIS BANK GUARANTEE ON DUE DATE TO THE ORDER OF MR. JOSE ANTONIO M. BALTAZAR, THE BEARER OR HOLDER OR LEGAL ASSIGNEE THEREOF.

AT MATURITY AND UPON PRESENTATION AND SURRENDER OF THIS BANK GUARANTEE AT THE OFFICE OF PHILIPPINE NATIONAL BANK, HEAD OFFICE, PNB FINANCIAL CENTER, ROXAS BOULEVARD, METRO MANILA, PHILIPPINES, PAYMENT IN THE SUM US\$150,000,000.00 (US DOLLARS ONE HUNDRED FIFTY MILLION) IN THE LAWFUL CURRENCY OF THE UNITED STATES OF AMERICA SHALL BE MADE WITHOUT SET-OFF AND CLEAR OF ANY DEDUCTIONS OR CHARGES, FEES OR DEDUCTION OR WITHHOLDINGS OF ANY NATURE NOW OR HEREAFTER IMPOSED OR LEVIED, COLLECTED, WITHHELD OR ASSESSED BY THE GOVERNMENT OF THE REPUBLIC OF THE PHILIPPINES, OR ANY POLITICAL SUB-DIVISION OR AUTHORITY THERE OR THEREIN.

THIS GUARANTEE IS SUBJECT TO THE UNIFORM CUSTOMS AND PRACTICE FOR DOCUMENTARY SECURITIES (1993 REVISION) INTERNATIONAL CHAMBER OF COMMERCE, PUBLICATION NUMBER ICC 500.

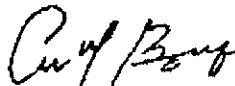
THIS GUARANTEE SHALL BE GOVERNED BY AND SHALL BE CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE REPUBLIC OF THE PHILIPPINES.

FOR AND ON BEHALF OF,

PHILIPPINE NATIONAL BANK
HEAD OFFICE, PNB FINANCIAL CENTER
ROXAS BOULEVARD, METRO MANILA, PHILIPPINES



COLETO C. CLAVERO
ASSISTANT VICE PRESIDENT



VICENTE B. BADONG
ASSISTANT MANAGER

(632) 526-3389 (Direct Line)
(632) 891-6040 Loc. 5242 (Trunk Line)
(632) 526-3360 (Facsimile)

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TO : BANK OF AMERICA
345 MONTGOMERY STREET
SAN FRANCISCO, CA 94104
UNITED STATES OF AMERICA

BANK OFFICER : MR. RICK MEGOS

TEST : 314758 IEN 342363517

FOR : LAW OFFICES OF J. MORTON HEBER
ATTORNEY CLIENT TRUST A/C
IFC MARVELOUS INVESTMENTS LIMITED

ACCOUNT : 16647-00461

WE, PHILIPPINE NATIONAL BANK, HEREBY CERTIFY, VERIFY AND AUTHENTICATE THAT BANK GUARANTEE NO. PNBH0/07031579/MR0010 IN THE AMOUNT OF UNITED STATES OF AMERICA DOLLARS ONE HUNDRED FIFTY MILLION (US\$150,000,000) IS OUR ISSUE.

FURTHER, WE CONFIRM ACKNOWLEDGMENT OF ASSIGNMENT OF THE ABOVE LAWFUL BANK GUARANTEE FROM MRB BURESS CORPORATION, REPRESENTED BY ITS CHAIRMAN AND CHIEF EXECUTIVE OFFICER, MR. JOSE ANTONIO M. BALTAZAR, DIRECTLY AND AS PER THE INSTRUCTIONS OF THE BANK OF SOUTH PACIFIC ISLANDS LIMITED, TO MARVELOUS INVESTMENT LIMITED AS THE NOW BENEFICIARY AND LAWFUL HOLDER OF THE BANK GUARANTEE HADCOF AND ACKNOWLEDGE ASSIGNMENT TO THE ACCOUNT OF BANK OF AMERICA, 345 MONTGOMERY STREET, SAN FRANCISCO CA 94104, UNITED STATES OF AMERICA, FOR ACCOUNT; LAW OFFICES OF J. MORTON HEBER, ATTORNEY CLIENT TRUST A/C, IFC MARVELOUS INVESTMENTS LIMITED, ACCOUNT NUMBER 16647-00461.

FOR PHILIPPINE NATIONAL BANK
COLETO C. CLAVERO
ASSISTANT VICE PRESIDENT

VICENTE B. BAGONG
ASSISTANT MANAGER

*** NO RECONFIRMATION REQUIRED ***

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CALL CLEARED

| COMMUNICATION DEPARTMENT | |
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TO : BANK OF AMERICA
345 MONTGOMERY STREET
SAN FRANCISCO, CA. 94104
UNITED STATES OF AMERICA

BANK OFFICER : MR. RICK MEBORA

TEST : 314758 ISN 342563517

FOR : LAW OFFICES OF J. MORTON HEBER
ATTORNEY-CLIENT TRUST A/C
IFO MARVELOUS INVESTMENTS LIMITED

ACCOUNT : 16647-00461

WE, PHILIPPINE NATIONAL BANK, HEREBY CERTIFY, VERIFY AND AUTHENTICATE THAT BANK GUARANTEE NO. PNBHC/07031972/MRB010 IN THE AMOUNT OF UNITED STATES OF AMERICA DOLLARS ONE HUNDRED FIFTY MILLION (US\$150,000,000) IS OUR ISSUE.

FURTHER, WE CONFIRM ACKNOWLEDGEMENT OF ASSIGNMENT OF THE ABOVE LAWFUL BANK GUARANTEE FROM MRS BUSINESS CORPORATION, REPRESENTED BY ITS CHAIRMAN AND CHIEF EXECUTIVE OFFICER, MR. JOSE ANTONIO M. BALTAZAR; DIRECTLY AND AS PER THE INSTRUCTIONS OF THE BANK OF SOUTH PACIFIC ISLANDS LIMITED, TO MARVELOUS INVESTMENT LIMITED AS THE NOW BENEFICIARY AND LAWFUL HOLDER OF THE BANK GUARANTEE HARDCOP AND ACKNOWLEDGE ASSIGNMENT FOR THE ACCOUNT OF BANK OF AMERICA, 345 MONTGOMERY STREET, SAN FRANCISCO CA. 94104, UNITED STATES OF AMERICA, FOR ACCOUNT: LAW OFFICES OF J. MORTON HEBER, ATTORNEY-CLIENT TRUST A/C, IFO MARVELOUS INVESTMENTS LIMITED, ACCOUNT NUMBER 16647-00461.

FOR PHILIPPINE NATIONAL BANK

COLETO C. CLAVERO
ASSISTANT VICE PRESIDENT

VICENTE B. BADONG
ASSISTANT MANAGER

+++ NO RECONFIRMATION REQUIRED+++

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CALL CLEARED

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| OFFICER <i>[Signature]</i> | VERIFIED BY: <i>[Signature]</i> |
| WIRED | CONTROL # |
| 16/07/98 | 314758 |

AUG-25-98 06:04A

P.01

Law Offices of
Jan Morton Heger
Attorneys and Counselors at Law

Phone (949) 497-8825
Fax: (949) 497-8826

25 August 1998

Mr. Lakovos Vahaviolos
Director
Bank Of Greece
Banking Supervision Department

Dear Sir,

In response to your Fax: correspondence of 25 August, we submit the following:

1. Audited financial statements on MIL will be prepared and submitted upon acceptance of MIL tender Bid. MIL is protected under United States Federal Law H.R. 3723.
2. Investment portfolios and international Financiers with Global Humanitarian Projects and Programs.
3. A. Chairmen, President and CEO, Director
Ambassador Leo E. Wanta
B. Executive Vice President and Director
Giovanni Ferro
C. Legal Counsel and Director
Jan Morton Heger ESQ.
4. Exact origin of the US Dollars funds will be good, clean, clear, freely transferable and non-criminal origin from MIL International Financial Bank Debentures, US Treasury Notes and Bonds, Forex opportunities and Investment Trade Programs, via credit-worthy Bank/Institutions.
5. A. Ambassador Leo Emil Wanta, Diplomatic
Passport No. 04362 to Principality of Monaco, and the State of the Vatican City (Holy See)
B. A MIL senior management offer and contract will be submitted to present, Ionian Bank Senior Bank Management. Please note NO Management changes anticipated by MIL Corporation.
C. Ambassador Wanta will become a Permanent Resident of Greece, upon transfer and title of said Bank Shares;
6. Outline Business Plan for Ionian and Poplar Bank, SA will be submitted upon CPA Audit Review and Subsequent evaluation.

Leo

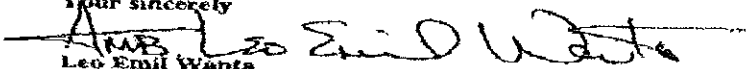
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- government rebate of Olympic profitability.
- E. Currency Forex stability and Gold Bullion Depository to protect Ionian Bank growth and stability.
 - F. Support Greek Government authorized spending programs and assist public sector employees, as well as private sector employment.
 - G. Assist in any and all Greek Foreign Debt situation, to enhance Domestic Stability.
 - H. Enhance Greek Tourist Industry
 - I. Assist Greek Shipping with Low Interest Loans and Financial support capabilities.
 - J. Assist the Petroleum Industry to promote Price Stability and competitive costs and delivery capacity to ensure Domestic Stability.
 - K. Development of Light Industries with Competitive Loan Packages to stimulate investment to promote domestic and international stability.
 - L. Assist and promote Greek Defense and Internal Security programs and foreign affairs by Government initiation only.
 - M. 1. Currency protection
2. Investment in Humanitarian and Infrastructure projects
3. Development of Trade
 - N. To provide financial facilities for new Greek Projects that meet the investment criteria established by the Greek Government.

Priority for Domestic Investment will be given to Health, Education, Housing, Water and Food Production and Trade Development projects. Generally, all project will require Greek Government Endorsement.

Your sincerely


Leo Emil Wanta
Ambassador

25 Aug 1998

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