Marvelous Investments Limited

Corporate Offices: Post Office Box 146 Road Town Tortola British Virgin Islands

Canadian Operations: 4000 Steeles Ave., West - Suite 221 Woodbridge, Ontario, Canada IAL 4V9 Telefon: 905 851 9400 Telefax: 905 851 5108

23 AUGUST 1995

STRICTLY CONFIDENTIAL and SENSITIVE

TELECOPIER: 31 20 673 1387

MERRILL LYNCH N.V.
WORLD TRADE CENTRE
STRAWINSKYLAAN 841
1077 XX AMSTERDAM, HOLLAND

ATTENTION: MR FLORIAN H VAN LAAR - BBA FINANCIAL CONSULTANT



IN RE - SECURITY CODE : JMJ/HUMINT/SA233MS - U. S. TREASURY

DEAR MR VAN LAAR:

PLEASE FIND ENCLOSED BANQUE INSTRUCTIONS ISSUED DIRECTLY TO CREDIT SUISSE, PARADEPLATZ 8, 8070 ZURICH, SWITZERLAND FROM THE SHINWA BANK, LTD. PRESIDENT/PRINCIPAL TORU TSUJITA, 10-12, SHIMANOSE-CHO, SASEBO CITY, NAGASASAKI PREFECTURE, 857, JAPAN - RELATIVE TO CERTAIN SHINWA BANK / MINTUS, INC. CUSTODIAL/SAFEKEEPING ACCOUNTS UNDER JOINT VENTURE DEVELOPEMENT CONTRACT IN CO-OPERATION WITH MINTUS, INC. OF TOKYO, JAPAN, FLORIDA AND LOUISIANA - REPRESENTING THE SHINWA BANK, LTD. OF JAPAN AND MARVELOUS INVESTMENTS LIMITED.

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HAVING SAID THAT, I HAVE DIRECTED CORPORATE LEGAL COUNSEL SANDRO SORDI, ESQ. TO COMMUNICATE WITH YOUR GOOD OFFICES IN PERSON AND TO UPDATE YOU COMPLETELY ON THIS CANADIAN/BVI/JAPAN JOINT VENTURE OF PRIVATE PLACEMENT FUNDING OF GOOD, CLEAN, CLEAR, FREELY-TRANSFERABLE AND NON-CRIMINAL ORIGIN USDOLLARS AND JAPANESE YEN.

THE SHINWA BANK PRESIDENT TSUJITA HAS DULY APPOINTED AND AUTHORIZED MINTUS, INC. AS REPRESENTED BY MRS CAROLYN A MINTUS - PRINCIPAL HAS THEIR LEGALLY APPOINTED ATTORNEY-IN-FACT, WITH FULL BANQUE AND CORPORATE AUTHORITY TO TRANSACT THESE CORPORATE JOINT VENTURES FORTHWITH PER JOINT VENTURE CONTRACT, DULY EXECUTED AND FILED 15 AUGUST 1995 UNDER ADDENDUM: NEW JAPAN.

PLEASE ACCEPT ALL INWARD REMITTANCES FROM SAID SHINWA BANK / MINTUS CUSTODIAL/SAFEKEEPING ACCOUNTS WITHIN CREDIT SUISSE BANQUE - ZURICH AND/OR INTERALLIANZ BANQUE - ZURICH.

IN THE EVENT, THAT CREDIT SUISSE BANQUE DOES NOT FOLLOW, NOR EXPEDITE PRESIDENT TSUJITA BANK TRANSFER INSTRUCTIONS TO DELIVER/REMIT ALL CUSTODIAL/SAFEKEEPING RECEIPTS PRIOR TO AUGUST 23, 1995 - 5:00 PM ZURICH TIME ZONE - PLEASE FEEL FREE TO EXPEDITE WITHIN YOUR BANKING AUTHORITY, INTER ALIA.

UNDER REF ACCOUNT 123 - 10851 - "MINUTUS INC" IS MIS-SPELLED, AS THE JOINT VENTURE CONTRACT IS BETWEEN MINTUS, INC. / CAROLYN A MINTUS AND MARVELOUS INVESTMENTS LIMITED.

I AM ALSO TAKING THIS OPPORTUNITY TO ENCLOSE THE LIMITED POWER of ATTORNEY ISSUED TO MR SANDRO SORDI, ESQ. TO DESCRIBE THE CURRENT NEW JAPAN DEVELOPEMENT PROGRAMMES, INTER ALIA.

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THANK YOU FOR YOUR CONTINUING ASSISTANCE AND CO-OPERATION IN THIS PARTICULAR FINANCIAL TRANSACTION.

SINCERELY YOURS.

MARVELOUS INVESTMENTS LIMITED

BY:

LEO E WANTA, EXECUTIVE CHAIRMAN / DIRECTEUR

ENCLOSURES: 4 PAGES

LEW:osi

CC/ NSA ANTHONY LAKE / SANDI BERGER
TREASURY SECY. R REUBEN RUBIN
COMMERCE SECY. R BROWN
AMBASSADOR WALTER MONDALE - TOKYO
AMBASSADOR VERNON WALTERS - WSHDC
PRIME MINISTER MORIHIRO HOSOKAWA - TOKYO
VICE PRESIDENT AL GORE, WSHDC.OPS / SA32NV-OSI
THE SHINWA BANK, LTD. - PRESIDENT TORU TSUJITA
MINTUS, INC., PRINCIPAL - MRS CAROLYN A MINTUS
VICE PRESIDENT GIOVANNI FERRO - TORONTO
BARRISTER and SOLICITOR ANTHONY MANIACI
ATTORNEY SANDRO SORDI - ZURICH

ASIAN-EUROPA DEVELOPMENT PTE LTD

MORTH AMERICAN OPERATIONS:

6105 PATTON WAY BUENA PARK, CA., USA 90620.0000 Telefon: 714.522.1349 Telefax: 714.670.7826

21 AUGUST 1995

FLASH / TOP PRIORITY

HIS EXCELLENCY, MORIHIRO HOSOKAWA OFFICE OF THE PRIME MINISTER TOKYO, JAPAN VIA TELEFAX: 202.265.9484

THE HONOURABLE, WALTER MONDALE AMBASSADOR OF THE UNITED STATES TOKYO, JAPAN VIA TELEFAX: 813 350 51862

IN THE MATTER OF: JAPAN/USA PENDING FINANCIAL TRANSACTIONS

SECURITY CODE - JMJ/HUMINT/SA233MS - U. S. TREASURY

PLEASED BE ADVISED THAT THE FOLLOWING USA PERSONNEL WILL ARRIVE TOKYO; WEDNESDAY, 22 AUGUST 1995 VIA ZURICH IN ORDER TO FINALIZE PREVIOUSLY NEGOTIATED JAPAN/USG FINANCIAL CUSTODIAL/SAFEKEEPING ACCOUNT TRANSACTIONS.

MRS CAROLYN A MINTUS MINTUS, INC.

SS

SANDRO SORDI, ESQ. CORPORATE LEGAL COUNSEL

PLEASE ASSURE THEIR PERSONAL SECURITY TO FINALIZE SUBJECT FUNDING REQUIREMENTS.

THANK YOU FOR YOUR CONTINUING ASSISTANCE IN OUR MUTUAL ENDEAVORS.

RESPECTFULLY YOURS,

ASIAN-EUROPA DEVELOPMENT PTE LTD

REPUBLIC OF SINGAPURA

BY:

LEE WANTA - EXECUTIVE CHAIRMAN

DISTRIBUTION: AMBASSADOR VERNON WALTERS

NSA – ANTHONY LAKE

ISA – COL J KING [EOB 345]

AMBASSADOR DONALD GREGG, SEOUL

Ameritrust Corporation Ine 4000 Steeles Avenue, West - Suite 221 Woodbridge, Ontario, Canada L4L 4V9

Telefon: 905 851 3400

Telefax: 905 851 5108

Mintus, Inc. Manior Furukawa, Room 105 19 Ichigaya Funagawara-Machi Shinjuku-Ku, Tokyo, Japan 162

Thru: Mr David David, London.ops

Special Attention: Mrs Carolyn A Mintus

IRREVOCABLE LETTER of INTENT/AGREEMENT

Subject: Japanese Yen/USDollar Currency Exchange Programme

We, AmeriTrust Corporation Inc., on behalf of our valued client, MiApollo Investments Limited, hereby confirm with full legal and corporate responsibility and authority and under penalty of perjury that we are ready, willing and able to exchange your Inward Remittance of good, clean, clear, freely-transferable and non-criminal origin Japanese Yen for our good, clean, clear, freely-transferable and non-criminal origin United States Dollars under the following terms and conditions:

Currency

: Japanese Yen Inward Remittance against USDollar payment

Amount

: USDollars One Hundred Billion or until either Currency is exhausted

Initial Tranche

: US\$10,000,000.00 or more, if agreeable

Subsequent Tranches

: US\$100,000,000.00 or more, as agreed upon for acceleration : JYEN 106% in exchange for USD 100%, four days per week

Exchange Incentive Exchange Rate

: Netherlands Interbank Rate, day of exchange preferred

Yaliditu

: Immediate

Banking coordinates

: Immediate upon mutual acceptance of this document, via Addendum

By acceptance and signatorie below, each party attests under penalty of perjury and any/all international Laws as applicable, that he/she is the authorized party with full Corporate responsibility and direction respectively to endorse and execute said document.

For and on behalf of USDollar Provider	For and on behalf of Japanese Yen Provider:
MiApollo Investments Limited	*
By: Ameri Truet Corporation Inc. Parastee	By:
Leo E Wants, Exercise Dated: June 29 1995 EAL	Dated:
" USA "	