



New Republic/USA Financial Group, GES.m.b.H
Kartnerstrabe 28/15 Telefon: 513.4235
A - 1010 Wien, Austria-Europe

MIAPOLLO INVESTMENTS LIMITED

Corporate Headquarters:
Dina House/Ruttonjee Centre
11 Duddell Street, Suite 1201
Central, Hong Kong

Telefon: (416) 243 0087

Telefax: (416) 243 5176

Canadian Operations:
1885 Wilson Avenue
Suite 202
North York, Ontario
Canada M9M 1A2

23 April 1993, Canadian Operations



MORGAN STANLEY ASIA LTD.
ATTN: MR GEORGE E CHALMERS
THREE EXCHANGE SQUARE
CENTRAL, HONG KONG

SUBJECT: NORTHERN CHICAGO BANK - CHICAGO

REFERENCE:- USDollars 2,616,672.34
EUROCLEAR REMITTANCE - 930420005595
FED IMAD W0 2677
BY ORDER - OUTS.... MASTER TRUST WIRE
VALUE DATE - 21 APRIL 1993

DEAR MR CHALMERS:

CONTACTED NORTHERN CHICAGO BANK / LaSalle / INTL DEPT


MIAPOLLO INVESTMENTS LIMITED IS THE APPARENT "THIRD PARTY."

THEY WILL RESEND THE BANK MESSAGE MORGAN STANLEY - NEW YORK OFFICE. THE REMITTER WAS "THE TRUST GROUP" - YOU MAY RECALL WE WORKED WITH THEIR GROUP ON THE FINANCIAL INSTRUMENTS WITH U S TREASURY, U S STATE DEPT, ETC. FOT THE BRAZILIAN GOVERNMENT, AMONG OTHERS PREVIOUSLY SENT TO YOUR GOOD OFFICES.

THANK YOU FOR YOUR KIND ATTENTION TO THIS URGENT MATTER.

SINCERELY YOURS,
MIAPOLLO INVESTMENTS LIMITED

by:


H. E. Ambassador Leo F. Wanta

GEO. Chalmers

10¹⁸
23 April 93

Ca: \$2,616,672.³⁴

North Chicago Bank
(Chicago)

Fees
\$250.00

By order: / Ours

Mazen Trust Wine

Rem

93042000 5595

FED IMAD W02677

A/c No

(At. Euro clear)

Value Date 21 April 93

MORGAN STANLEY

31ST FLOOR
THREE EXCHANGE SQUARE
HONG KONG

Date: May 21, 1992
To: Mr. Leo Wanta
Fax: 65-3394977
From: George Chalmers
Fax: 852-845-1012
Tel: 852-848-5616
Re: Instruction For Cash Transfer (Peseta)

New Otani Hotel
Suite 1146
Fx 81352. - 5319

Please find below instruction for cash transfer of peseta. Please notify us your agent bank and value date prior to any transfer so we may inform our New York office of receipt and insure instructions are clear.

INSTRUCTION FOR CASH TRANSFER (PESETA)

Please transfer to:
Banco de Santander, Madrid
A/C Morgan Stanley and Co., New York
A/C 810697
For Sub. A/C 16-00883-1-1888
For Sub. A/C Mr. Leo Wanta

Best Regards,



HANMI SECURITIES, INC.

3600 Wilshire Blvd, Suite 2000
Los Angeles, CA 90010

TEL: (213) 389-2727
FAX: (213) 389-2772

May 4, 1993

Mr. George Chalmers
Security Pacific Asian Bank Ltd.
Central, Hong Kong
A/C Morgan Stanley and Company
A/C 631-6102670-01 IFO 016-00935-1
Miapollo Investments Limited
FFC 45-20812-1-1888 / Leo Wanta

RE: Agricultural Bank of China Stand By Letters of Credit issued April 1, 1993 (SLC #2149, face value \$50 million dollars U.S.) (SLC #3149, face value \$100 million dollars U.S.) & (SLC #3150, face value 100 million dollars U.S.). Copies attached and incorporated by reference.

Dear Mr. Chalmers:

We, Hanmi Securities Inc., on behalf of our client Miapollo Productions Ltd., hereby confirm that we hold the above referenced original instruments in our possession. And on behalf of our client's irrevocable and conditional instructions, we commit to deliver these instruments to the above referenced coordinates by bonded courier upon receipt and validation of your tested conditional swift wire in the amount of \$211,875,000.00 by no later than 5:00pm PST May 5th, 1993. The sole condition of this swift wire shall be the delivery of the original issued and properly transferred instruments to the bonded couriers for delivery to your bank or other depository designated in your swift wire of funds to the below bank coordinates:

SWIFT ADDRESS: TCBK US 44
ABA #111001150
TEXAS COMMERCE BANK-DALLAS
P.O. BOX 660197
DALLAS, TEXAS 75266-0917
SOUTHWEST SECURITIES, INC.
A/C #08805076955
FOR FURTHER CREDIT TO: MIAPOLLO PRODUCTION LTD., Inc. Acct#53604845
ATTENTION: KAY

This commitment to deliver the above referenced instruments is issued with full responsibility and shall automatically expire if the conditions outlined above are not adhered to. You may call me at your convenience to validate the authenticity of this commitment at (213) 389-2727

Very truly yours,

Keith Kim
Vice President

FAXIMILE TRANSMISSION

Please call us if the message you received is incomplete: (852) 848-5462

To: Brian Attn: _____
 Fax #: 61.74 490874 Date: 4/27/93
 From: Cemp Cost Center: _____

Total page/s transmitted including this page: _____

MESSAGES

Enclosed letter for your information.
 It may not be that relevant, but
 further puts accountability at this
 level _____

Best,
 J. _____

CONFIDENTIAL
COPY

REGARDS
 Brian



ANDAR MAAN INVESTMENT Co., LTD.
บริษัท แอมอินเวสเมนต์ จำกัด

To: Mr. Brian Hawker

April 27, 1993

Dear Mr. Hawker,

In conjunction with the consultations I have had with my financial advisor at Morgan Stanley, I am prepared to issue a conditional swift credit to the account of the seller regarding the first transaction of Japanese Yen - U.S. Dollars, in the amount of USD 10 million.

It is my understanding that all subsequent transactions will be inward remittances to Morgan Stanley's Yen account in Tokyo on my behalf. I am confident that through Morgan Stanley, this business, namely the yen-dollar conversion, will go smoothly and professionally.

This has been my experience in dealing with this Firm and George Chalmers for over 10 years.

Sincerely,

Auraumpai Sanidvongs
Aura-Umpai Sanidvongs

0103

Room number

MORGAN STANLEY

FIRST FLOOR
THREE EXCHANGE SQUARE
HONG KONG

FAX TRANSMISSION

TO JIMMY BYRCZYK
DT: APRIL 5, 1993

DEAR JIMMY,

THIS IS TO CONFIRM THAT ON THE INITIAL TRANCHE OF YEN 114 MILLION (APPROX USD 10 MILLION) WE WILL IMMEDIATELY TRANSFER ONE HALF OF OUR VALUED CLIENT AURA-UMPAI IN THE DOLLAR EQUIVALENT FOR CREDIT TO THE FOLLOWING ACCOUNT AS YOUR INSTRUCTION:

BANK OF AMERICA
NEWPORT BEACH, CALIFORNIA 92658-2010

ACCOUNT PARTY: PETROZA INC.
ACCOUNT NO: 10209-01570
ABA NO. 122000661
REF. NO: AURA-UMPAI

→ who assigned client of 10 us? it's a G type

PLEASE MAKE SURE THAT THE BANK REMITTING THE YEN SENDS ME AN ADVICE IN ORDER TO EXPEDITE THE CONFIRMATION AND TURNAROUND TIME FOR REMITTING THE USD.

SUBSEQUENT TO THE CONCLUSION OF THIS FIRST TRANSACTION WE WILL PUT TOGETHER A TRANCHE SCHEDULE THAT WE MUTUALLY AGREE TO. WE LOOK FORWARD TO CONCLUDING THIS FIRST TRANSACTION PRIOR TO THE 3RD HOLIDAYS.

SINCERELY

GEORGE E. CHALMERS

852

8485200

APR 26 '93 10:57 MORGAN STANLEY ASIA HK 4

MORGAN STANLEY ASIA LTD.

31/F, Three Exchange Square, Hong Kong.

Telephone: (852) 848-5200 Fax: (852) 845-1012

FAXIMILE TRANSMISSION

Please call us if the message you received is incomplete: (852) 848-5462

To: John Harker Attn: _____
 Fax #: 01-74-490874 Date: 4/26/93
 From: _____ Cost Center: _____

Total page/s transmitted including this page: 10

MESSAGES

Encloses representation and information.
 We stand ready to go forward in the
 manner we discussed. There are no double
 standards in this business. Our client
 needs normal banking protection in the first
 "key" transaction. Good luck - let me know.

Best,


MORGAN STANLEY

**31ST FLOOR
THREE EXCHANGE SQUARE
HONG KONG**

TO: BRIAN HAWKER
FX: 61-74-490874
FM: GEORGE CHALMERS
DT: APRIL 26, 1993

RE: AURA-UMPAI SANIDVONGS

DEAR BRIAN;

FURTHER TO OUR DISCUSSIONS, I AM VERY CONFIDENT TO MAKE A REPRESENTATION ON BEHALF OF MORGAN STANLEY ASIA LTD., THAT WE ARE, AND WILL CONTINUE TO BE IN POSITION TO SUPPORT OUR CLIENTS YEN-USD EXCHANGE TRANSACTIONS. AS ONE OF THE WORLD'S LEADING INVESTMENT BANKS AND MARKET MAKERS IN FOREIGN EXCHANGE WE ARE IN POSITION TO HANDLE SUBSTANTIAL AMOUNTS WITHOUT DISTURBING THE MARKETS. AS YOU CAN SEE FROM THE ENCLOSED, OUR CLIENTS ARE THE WORLD'S CENTRAL BANKS AND MULTINATIONAL ORGANIZATIONS.

IN ADDITION, I AM PERSONALLY GOING TO SEE THROUGH EACH TRANSACTION AND TAKE RESPONSIBILITY FOR THEIR EXECUTION ON BEHALF OF OUR CLIENT IN A PROFESSIONAL WAY. THE FINANCIAL STRENGTH OF MORGAN STANLEY SHOULD EXTEND A GREAT DEGREE OF COMFORT TO THE BUSINESS.

IN ORDER TO THRIVE IN TODAY'S MARKET, A COMPANY MUST MAINTAIN THE CONFIDENCE OF ITS CLIENTS AND COUNTERPARTIES. THE COMBINANTION OF STRONG EARNINGS, CAPITAL STRENGTH, AND A DIVERSIFIED BUSINESS PORTFOLIO HAS ALLOWED MORGAN STANLEY TO SECURE THE STRONGEST RATINGS IN THE GLOBAL SECURITIES INDUSTRY. WE REMAIN COMMITTED TO MAINTAINING THE UNQUESTIONED FINANCIAL STRENGTH OF THE FIRM.

ON BEHALF OF THE FIRM AND THE CLIENT WE ARE READY TO GO FORWARD WITH THIS BUSINESS.

SINCERELY,



GEORGE CHALMERS

MAY 13 '93 12:21 MORGAN STANLEY ASIA HK 4

MORGAN STANLEY ASIA LTD.

31/F, Three Exchange Square, Hong Kong.

Telephone: (852) 848-5200 Fax: (852) 845-1012

**CONFIDENTIAL
COPY**

FAXIMILE TRANSMISSION

Please call us if the message you received is incomplete: (852) 848-5462

To: Brian Hawker Attn: _____

Fax #: 61-74-490-874 Date: 4/30/93

From: B.C. Cost Center: _____

Total page/s transmitted including this page: 2

MESSAGES

Check my thoughts on procedure of "swift" going forward. Let's discuss.

Regards

Murray 5/3/93 - Brian - Nice meeting to you -
 The enclosed just sets out, what could work -
 of course we would consider alternatives that make
 sense, from a business point of view -

FAXID

APR 23 '93 15:15 MORGAN STANLEY ASIA HK 3

P.2/5

**CONFIDENTIAL
COPY**

TO: BRIAN HAWKER
FX: 61-74-490874
FM: GEORGE CHALMERS
FX: 852-813-7577
DT: APRIL 23, 1993

DEAR BRIAN,

ENCLOSED IS THE REVISED CONTRACT SIGNED BY THE CLIENT. MINOR CHANGES HAVE BEEN MADE AND ARE INITIALED. MOST IMPORTANT IS THE BANKING INFORMATION AT THIS END OF THE TRANSACTION WHICH YOU NOW HAVE..

REMAINING IS THE PROCEDURES WHICH I THINK WE HAVE COME TO TERMS WITH, BUT I WILL NEED THE CONDITIONAL SWIFT DETAILS, SO THE CLIENT CAN BEGIN TO GET THAT ORGANIZED. I THINK THERE WILL BE NO PROBLEM. I WOULD HOPE TO TARGET EARLY NEXT WEEK FOR THIS TO HAPPEN. SEND BY FAX THOSE DETAILS. WILL TALK TO YOU TONIGHT MY TIME.

AT SOME POINT I WOULD LIKE YOU TO ARRANGE FOR ME TO SPEAK WITH MICHAEL ZAZA AT PETROZA MAINLY AS A COURTESY CALL, SINCE EXPERIENCE TO DATE HAS BEEN ALL BEEN THROUGH INTERMEDIARIES (BRIAN HAWKER THE EXCEPTION). THANKS.

BEST REGARDS,



IRREVOCABLE CORPORATE SELL/PURCHASE CONTRACT 1993

TO: PETROZA INCORPORATED

TRANSACTION SECURITY CODE : MGN/PTZ ,93 4 22 /EX::YN

US DOLLAR PROVIDER'S CODE :N/A.....

J/YEN PROVIDER'S CODE :N/A.....

WE, THE CLIENT : AURA -UNPAI SANIDVONGS

REPRESENTED BY

MR GEORGE CHALMERS

~~ASIA, LTD. A.S.~~

OF MORGAN STANLEY, ASIA, LTD. A.S., KNOWN AS UNITED STATES DOLLAR PROVIDER, HEREBY CONFIRM WITH FULL RESPONSIBILITY THAT WE ARE READY, WILLING AND ABLE TO EXCHANGE GOOD, CLEAN, CLEARED UNITED STATES DOLLARS AGAINST GOOD, CLEAN, CLEARED JAPANESE YEN (IN FIRST INSTANCE) IN ACCORDANCE WITH THE FOLLOWING TERMS AND CONDITIONS:

QUANTITY: MUTUALLY AGREED UPON UP TO FIVE HUNDRED BILLION (\$500,000,000,000) JAPANESE YEN WITH NEGOTABLE ROLLOVERS AND EXTENSIONS.

EXCHANGE: 100% U.S. DOLLAR PAR VALUE AGAINST 100% JAPANESE YEN

BONUS: JAPANESE YEN PROVIDER PROVIDES BONUS FULL (3.75%) INCENTIVE THREE POINT SEVEN FIVE PERCENT OF EACH AND EVERY TRANCH TO THE UNITED STATES. DOLLAR PROVIDER.
** 250% - 250% TO AGENTS H/KONG*

EXCHANGE RATE: OFFICIAL INTERBANK RATE AT EACH , IMMEDIATE CONFIRMATION OF, ON VALUE DATE

TRANCHES AND FREQUENCY OF DELIVERY:

ACCORDING TO TRANCHE SCHEDULE EQUIVALENT IN JAPANESE YEN PER TELEGRAFIC TRANSFER, (J/YEN IN THE FIRST INSTANCE,) UP TO (4) TIMES PER WEEK WITH NEGOTABLE ROLLOVERS AND EXTENSIONS.

SELLER'S INITIAL..... (PAGE 1 OF 4) BUYER'S INITIAL... A.S.

TRANSACTION SECURITY CODE : MGN/PTZ, 93.4 22 /EX:1YN....
 U.S DOLLAR PROVIDERS CODE :N/A.....
 A.S. J/YEN PROVIDER'S CODE :N/A.....

WE, **PETROZA INCORPORATED** THE J/YEN PROVIDER
 ARE IN POSSESSION OF THE CONTRACT PURCHASE ORDER WITH THE ABOVE
 CODE AND CONFIRM WITH FULL CORPORATE RESPONSIBILITY THAT WE ARE
 READY WILLING AND ABLE TO FULFILL THE SIGNED TRANCHE SCHEDULE WITH
 THE FOLLOWING TIME DETAILS UPON THE CONDITIONS BEING COMPLIED WITH
 UNDER TERMS OF REFERENCE * (PROCEDURES ,SPECIAL PROCEDURES)* IN
 RELATION TO THE FIRST TRANCHE ONLY (10 MILLION UNITED STATES \$\$\$\$)
 ALL FUTURE TRANCHING AS PER OUR INTERNAL AGREEMENT, MGN/PTZ.

WEEK	MONTH	DATE	AMOUNT IN USD EQUIVALENT J-YEN
1ST WEEK	APRIL10M 1ST/TR.
			..2.5.....
		
			..2.5.....
2ND WEEK	TO BE ADVISED	BILLION J/YEN.
			BILLION J/YEN.
			BILLION J/YEN.
			BILLION J/YEN.
3RD WEEK	TO BE ADVISED	BILLION J/YEN.
			BILLION J/YEN.
			BILLION J/YEN.
			BILLION J/YEN.

ON 2ND WEEK AND THEREAFTER, SIZE OF TRANCHES, BY TELEGRAFIC
 TRANSFER, WILL BE AGREED TO BETWEEN U.S.D.PROVIDER AND J-YEN
 PROVIDER, UP TO A TOTAL AMOUNT OF FIVE HUNDRED BILLION
 (\$,500,000,000,000.00) JAPANESE YEN

NOTES:

1. THE ABOVE TRANCHING SCHEDULE IS SUBJECT TO CONFIRMATION TWO DAYS BEFORE, THE AVAILABILITY OF THE U.S. DOLLAR FUNDS BY THE U.S. DOLLAR PROVIDER AND THE J-YEN SUPPLIER.
2. THE ABOVE DATES, 4 DAYS/WEEK TRANCHING IS SUBJECT TO NATIONAL BANKING HOLIDAYS IN REVELANT COUNTRIES.
3. THE ANTICIPATED COMPLETION OF THE ABOVE TRANCHING SCHEDULE AND POSSIBLE ROLLOVERS MUST BE IN NOT LESS THAN (9) NINE BANKING WEEKS, EXCLUDING NATIONAL AND BANKING HOLIDAYS.

TRANSACTION CODE : MGN/PTZ , 93 4 22 / EX: JYEN
 U.S. DOLLAR PROVIDER'S CODE :N/A.....
 J/YEN PROVIDER'S CODE :N/A.....

- 4. ROLLOVERS FOR ADDITIONAL QUANTITIES OF JAPANESE YEN, IN EXCHANGE FOR U.S. DOLLARS, COULD COMMENCE AT THE END OF THIS TRANSACTION, SUBJECT TO APPROVAL BY THE JAPANESE YEN SUPPLIER.
- 5. PART OF THIS SELL/PURCHASE AGREEMENT IS THE IRREVOCABLE TRANCHE SCHEDULE OF OUR BANK FOR NO LONGER THAN (.....T/B/A.....) WEEKS REPEATING ROLLOVERS AND EXTENSIONS, SUBJECT TO AGREEMENT BETWEEN J-YEN SELLER AND U.S. DOLLAR BUYER.

CONFIRMED AND SIGNED BY:

J-YEN PROVIDER (..... DATE) / WITNESS (..... DATE)

CORPORATE SEAL

TO BE COMPLETED

NAME OF BANK J-YEN :
 ADDRESS OF BANK :
 TELEPHONE NUMBER : (FAX)
 SWIFT CODE :
 ACCOUNT NUMBER :
 ACCOUNT HOLDER :
 BANK OFFICER :

SELLER'S INITIAL (PAGE 3 OF 4) BUYER'S INITIAL *A.S.*

TRANSACTION CODE : MGN /PTZ ,93 4 22 /EX::YN
 U.S DOLLAR PROVIDER'S CODE :N/A.....
 J/YEN PROVIDER'S CODE :N/A.....

CONFIRMED AND SIGNED BY:

Aurampai Owen (23-4-93) DATE *[Signature]* (23-4-93) DATE
 U.S. DOLLAR PROVIDER WITNESS

CORPORATE SEAL

STANDARD CHARTERED BANK, TOKYO

NAME OF BANK U.S.D
 ADDRESS OF BANK MAIN OFFICE
 TELEPHONE NUMBER *c/o MSHK* 852-848-5616 (FAX) 852-813-7577
 SWIFT CODE SCBL JP JT
 ACCOUNT NUMBER 207332110
 ACCOUNT HOLDER MORGAN STANLEY ASIA LTD H.K
 BANK OFFICER ATTN. GEORGE CHALHEAS *[Signature]*

BONUS BANK CO-ORDINATES (3.75% FIDUCIARY ACCOUNT (IF APPLICABLE)

BANK NAME STANDARD CHARTERED BANK
 BANK ADDRESS 81 PEKING ROAD, Kowloon H.K.
 TELEPHONE NUMBER 852-739-0777 (FAX) 852-311-3506
 SWIFT CODE SCBL US 33
 ACCOUNT NUMBER 413-2-063777-6
 ACCOUNT HOLDER AURAMPAI OWEN
 BANK OFFICER MAY CHAN

MORGAN STANLEY ASIA LTD.
31/F, Three Exchange Square, Hong Kong.
Telephone: (852) 848-5200 Fax: (852) 845-1012

COPY

FAXIMILE TRANSMISSION

Please call us if the message you received is incomplete: (852) 848-5462

To: Brian Hawker Attn: _____
Fax #: 01.74490874 Date: _____
From: C. Chabres Cost Center: _____
Total page/s transmitted including this page: 1

MESSAGES

Brian —

Need to know what we are doing and I need to
speak to the principals to confirm what
procedures and agree —

(Back to you)
LHF

My chart has gone back to Montreal and
awaits outcome. The time factor drafting
from one week to the next doesn't help
"credibility" on your side. Please advise soonest
with specifics —

George

GEORGE CHALMERS
852 812 7633 #/H

IRREVOCABLE PAY ORDER AGREEMENT

DATE : MAY 11 ,1993
BUYER'S CODE : JC- 1 /702 / MZ / RNO * JV *
SELLER'S CODE :
CONTROL CODE : AMT.YEN /93 .05 .11/ 50B USD / MASTER NO.
COMMODITY : JAPANESE YEN
QUANTITY : 50 BILLION USD WITH ROLLS AND EXTENSIONS

DISBURSING BANK : BANK OF AMERICA
ADDRESS : NEWPORT CENTRE PO.BOX 2010 NEWPORT BEACH CA
ABA NUMBER : 122000661
SWIFT CODE # : BOFA US 65
ACCOUNT NUMBER : 10209-01570
ACCOUNT NAME : AMERITRUST CORPORATION

COMMISSION : PAYABLE IN U.S. DOLLARS EQUIVALENT TO * FOUR POINT FIVE (4.50%) PERCENT * U.S.D. GROSS INCENTIVE (BONUS) PER EVERY TRANCHE OF THE ABOVE REFERENCED TRANSACTION, PAYABLE TO THE NOMINEE NAMED HEREIN BELOW WITHOUT PROTEST OR DELAY, WITHOUT DEDUCTIONS AND FREE OF TAXES.

NOMINEE : PETROZA INCORPORATED # DISBURSING ACCOUNT #
BANK : BANK OF AMERICA (MAIN)
ADDRESS : RENO NEVADA
BANK OFFICER : MRS RUTH HAASE
TELEPHONE : (702) 688-8600 Petroza Co.
ACCOUNT NAME : MICHAEL ZAZA Reno, Nevada 89502, Michael Zaza
ACCOUNT NUMBER : (32323-1928)
ABA NUMBER : (1224007248)

THE UNDERSIGNED HEREBY GUARANTEE(S) WITH FULL RESPONSIBILITY AND AUTHORITY, THAT UPON RECEIPT OF THE BONUS OF EACH AND EVERY TRANCHE OF THE ABOVE REFERENCED TRANSACTION, PAYMENT WILL BE MADE TO THE NOMINEE NAMED HEREIN.

THIS BANK PAY ORDER AGREEMENT IS VALID UPON COMMENCEMENT OF THE TRANSACTION HEREIN STATED AND SHALL REMAIN ENFORCEABLE FOR THE FULL TERM OF THIS TRANSACTION AND SHALL APPLY TO ANY AND ALL RENEWALS, EXTENSIONS, ROLLOVERS, ADDITIONS BETWEEN THE BUYER AND SELLER, THEIR SHAREHOLDERS AND/OR ASSIGNEES PERTAINING TO OR RELATING TO THE PRESENT TRANSACTION.

THIS B.P.O.A. IS UNCONDITIONAL, TRANSFERRABLE, ASSIGNABLE AND DIVISIBLE. DURING THE TERM OF THIS B.P.O.A., THE SELLERS CODE, BUYERS CODE, TRANSACTION CODE, AND ANY IDENTIFICATION CODE, BANKS, FIDUCIARY OR TRUSTS, SHALL ALWAYS REMAIN THE SAME AND SHALL BE CHANGED ONLY WITH THE CONSENT OF ALL PARTICIPANTS INCLUDING THE BENEFICIARY NAMED HEREIN.

ALL PARTIES AGREE HEREBY AND GUARANTEE NOT TO CIRCUMVENT ANY OF THE PARTIES TO THIS TRANSACTION, FOR A PERIOD OF 5(FIVE) YEARS FROM THE DATE OF EXECUTION OF THIS DOCUMENT.

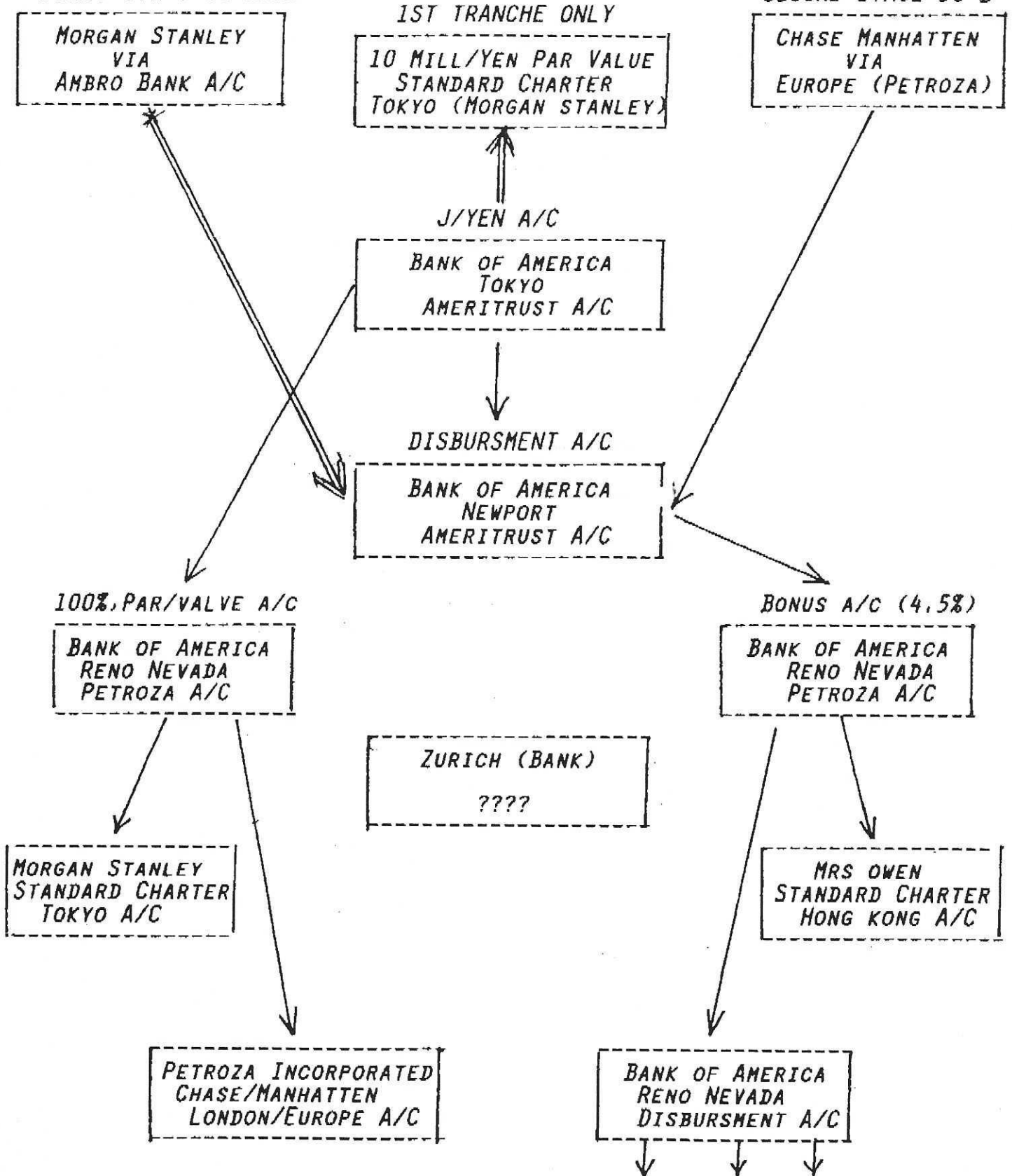
AUTHORIZED SIGNATORY:.....

FOR AND ON BEHALF AMERITRUST CORPORATION INC. DATE

***** BANK MOVEMENT DIAGRAM *****
(DRAFT COPY)

* FIRST STAGE 10 MILL

* SECOND STAGE 50 B



PS. IT IS IMPORTANT TO NOTE ,EACH BANK PLAYS A DIFFERENT ROLE IN THIS TRANSACTION,THIS DISPELS FEAR OF BANKS BEING ABLE TO ASCERTAIN SCOURSE.

C U R R E N C Y E X C H A N G E

AGREEMENT

CONTROL CODE : AMT.YEN/93.05.11/50B USD/MASTER NO.-L H FINANCE GROUP-
US DOLLAR PROVIDER'S CODE : PTZ 1 / 702 / MZ / RNO */JV/*

*** AGREEMENT TO EXCHANGE CURRENCY ***

Between

PETROZA INCORPORATED

2295 S VIRGINIA STREET ,14..

RENO NEVADA 89502

UNITED STATES OF AMERICA

Hereinafter referred to as. PETROZA INC or as "US DOLLAR PROVIDER"

and

AMERITRUST INCORPORATION INC .

A.V MOSQUINES ,SWITZERLAND .

REPRESENTED BY : L.H.FINANCE
ATTENTION, : Mrs L Fine / Trust Co-Ordinator

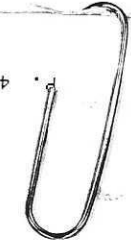
Hereinafter referred to as AMERITRUST: or as "CURRENCY PROVIDER"
and/or its' assigns and designees.

THIS AGREEMENT ENTERED INTO ON THE 11TH DAY OF MAY 1993 WHEN ACCEPTED IN THE MANNER INDICATED HEREIN SHALL BE EVIDENCE OF THE CONTRACT BETWEEN CURRENCY PROVIDER/JYEN AND US DOLLAR PROVIDER / USD UNDER WHICH TERM THE CURRENCY PROVIDER AGREES TO EXCHANGE JAPANESE YEN UPON THE FOLLOWING TERMS AND CONDITIONS:

WHEREAS, THE CURRENCY PROVIDER WARRANTS WITH FULL CORPORATE RESPONSIBILITY THAT SUCH FIRM HAS ACCESS TO AND HAS MADE THE NECESSARY ARRANGEMENTS TO DEAL IN THE BUSINESS CONTEMPLATED BELOW AND IS IN A POSITION TO EXCHANGE GOOD, CLEAN AND CLEARED FREELY-TRANSFERABLE AND LEGITIMATELY DOCUMENTED JAPANESE YEN/JYEN AGAINST US DOLLARS BY LEDGER CREDIT TRANSFER AS APPEARS BELOW ON A 100 FOR 100 PAR BASIS.

WHEREAS, THE US DOLLAR PROVIDER WARRANTS WITH FULL CORPORATE RESPONSIBILITY THAT SUCH FIRM HAS ACCESS TO AND HAS THE NECESSARY ARRANGEMENTS TO DEAL IN THE BUSINESS CONTEMPLATED BELOW AND IS IN A POSITION TO EXCHANGE GOOD, CLEAN AND CLEARED FREELY- TRANSFERABLE, LEGITIMATELY OBTAINED US DOLLARS BY LEDGER CREDIT TRANSFER AS APPEARS BELOW ON A 100 FOR 100 PAR BASIS.

USD PROVIDER'S INITIAL.  YEN PROVIDER'S INITIAL



90:5 5661.21.9

RECEIVED FROM 852 818 5287

bind either of us but without prejudice to any claims, rights or actions which either of us may have against the other of us as a consequence of any act, matter or thing done or omitted during the term of the Memorandum.

DETAILS OF THE CLOSING ACCOUNT

The following banking co-ordinates are to be used for the closing account in the Bank and should be written in the exact form are hereinafter presented:

CREDIT SUISSE BANK
RUE DU LION-D'OR 4
CH-1002 LAUSANNE, SWITZERLAND
TELEX NO. : 450 850
BANK OFFICER : MR. MARCEL GODEL
ACCOUNT NAME : FGI FIDUCIARE-CONSEIL
IFO
AMERITRUST CORPORATION, INC.
REF: MASTERCODE NUMBER : WL/GWF/COLL/001
ACCOUNT NUMBER : USD 176 705-52-780.

For and on behalf of
AmeriTrust Corporation, Inc,
by its duly authorised Trustee,
LORRAYNE FINE:

Agreed to for and on behalf
of Wildfell Limited by its
Executive Chairman & Legal
Counsel, GORDON WILLIAM
FISHER, on this 17th day of
May, 1993:

992 18:34

FROM FGI FIDUCIAIRE CONSEIL

TO RFL MARTA

P.01



FGI FIDUCIAIRE-CONSEIL

CABINET FERRUS - GUIRAUD

AV. MOUSQUINES 47

CH-1005 LAUSANNE

Tel. 021 28 39 80

FAX 021 28 07 73

Coordonnées bancaires :

CREDIT SUISSE
Rue du Lion-d'Or 4
CH-1002 LAUSANNE

N° compte : 350 376 79 71-700
Officier bancaire : Marcel GOD-1
Tél. : (021) 340 31 11
Fax : (021) 340 31 99
Telex : 450 850