

Marvelous Investments Limited

A Commonwealth of Massachusetts Corporation

869 Turnpike Street
North Andover, Ma, USA 01845
Telecopier : 715 552 3511

STRICTLY CONFIDENTIAL

February 04, 1999

Bank Crozier Limited
Attn : Mr Peter Johansson

Tfax : 473.444.0409

Transaction Code : SA32NV/SA233MS/S-31-IANO.990114.EUROPA

Dear Mr Johansson:

NationsBank of Gainesville, Florida will be the Facilitating Bank on behalf of the Charles Business Service / Heritage Mortgage and Investment Co., Inc. Private Transaction.

The original Bank Crozier Limited Conditional Message of 14/01/99 in favour of the South Trust Bank, Huntsville, Alabama, USA as authorized by your good offices; has been fully accepted within the NationsBank Legal Department and they will arrange the necessary bank invoice with CUSIP/Registration numbers for the Fifth and/or the Eighth day of February 1999, in favour of Marvelous Investments Limited, Account number : 7 7 7 3 7 0.

1. The USDollar Exit Bank will be :-

Wachovia Bank
ABA routing number : 0 5 3 1 0 0 4 9 4
Account number : 8 7 3 3 0 4 2 8 3 8

For further Credit to :

Account name : Space Coast Trade & Development, Inc.

Account number : 4 5 4 0 1 8 6 6 1 8

SWIFT Code : WACH US 3W

DTC Number : 0 7 1 9
EuroClear : 9 1 7 8 7

 Page 1 of 2

Invoice Value : Ninety-eight (98%) percent of Face Value

MIL Accounting will be issuing a Corporate Invoice under Transaction Code : LW/1216/SA directly to their Corporate Counsel, with CUSIP/Registration Numbers upon our receipt of detailed information on the NationsBank certified bank invoice to us, and copied to your Executive Offices - for USDollar payment directly to: -

Hamilton Bank N. A. [or your alternative banking facility]
3750 NW 87 th Street
Miami, Florida, USA 33178.0000

ABA Number : 0 6 6 0 1 1 4 4 4

SWIFT Code : H B N A U S 3 M

ACCOUNT NAME : BANK CROZIER LIMITED

ACCOUNT NUMBER : 0 4 0 0 9 2 9 1 9

FFC Marvelous Investments Limited, Account Number : 7 7 7 3 7 0

Attention : Messrs. Peter Johansson and/or Olaf Hogstrom

Thank you for your kind attention and patience to facilitate this Private Transaction.

Very truly yours,

For and on behalf of Marvelous Investments Limited

By:


Lee E Wanta, President and Chief Executive Officer

cc: Ms Heidi Uelezen
Tfax: 44 171 493 6208 UK

LEW: fi/sa32nv.wien.ops

end

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February 02, 1999

Bank Crozier Limited
Attn: Mr Peter Johansson
Tfax : 473.444.0409

Transaction Code : SA32NV/SA233MS/S-31-IANO.990114.EUROPA

1. South Trust Bank will not be participating in this Private Transaction due to MTN amount.
2. NationsBank of Gainesville, Florida will be the Facilitating Bank for Charles Business Service / Heritage Mortgage and Investment Co., Inc.

They expect the promised Bank Letter to be authorized by the NationsBank Legal Groupe to be released late tonight – or – immediately in the morning of 03 Feb 1999.

3. The USDollar Exit Bank will be :-

Wachovia Bank
ABA routing number : 0 5 3 1 0 0 4 9 4
Account number : 8 7 3 3 0 4 2 8 3 8

For further Credit to :

Account name : Space Coast Trade & Development, Inc.

Account number : 4 5 4 0 1 8 6 6 1 8

SWIFT Code : WACH US 3W

DTC Number : 0 7 1 9

EuroClear : 9 1 7 8 7

Invoice Value : Ninety-eight (98%) percent of Face Value

Bank Crozier Limited – Page 2 of 2

MIL Accounting will be issuing a Corporate Invoice under Transaction Code : LW/1216/SA directly to their Corporate Counsel, with CUSIP/Registration Numbers upon our receipt of detailed information on the NationsBank certified bank invoice to us, and copied to your Executive Offices - for USDollar payment directly to: -

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ABA Number : 0 6 6 0 1 1 4 4 4

SWIFT Code : H B N A U S 3 M

ACCOUNT NAME : BANK CROZIER LIMITED

ACCOUNT NUMBER : 0 4 0 0 9 2 9 1 9

FFC Marvelous Investments Limited, Account Number : 7 7 7 3 7 0

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For and on behalf of Marvelous Investments Limited

By: 

Lee E Wanta, President and Chief Executive Officer

cc : Ms Heidi Uelezen
Tfax : 44 171 493 6208 UK

LEW : rr/sa233sms.wien.ops

end

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A Commonwealth of Massachusetts Corporation

869 Turnpike Street
North Andover, Ma, USA 01845
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STRICTLY CONFIDENTIAL

BANK CROZIER LIMITED
MR PETER JOHANSSON, MANAGING DIRECTOR
TELECOPIER : USA 44.1.27. 360.3044

GRENADA - 473.444.0409

DEAR GENTLEPERSONS :

AGAINST THE CORPORATE ACCOUNT BALANCE OF MARVELOUS INVESTMENTS LIMITED IN THE AGGREGATE AMOUNT OF USDollars 500,000,000.00; PLEASE ISSUE OUR BANK CROZIER LIMITED / HAMILTON BANK, USA TELEFAX MESSAGE TO COMMENCE THIS CONTRACTED FINANCIAL MTNote/USDollar TRANSACTION, ON A BANK TO BANK BASIS.

QUOTE

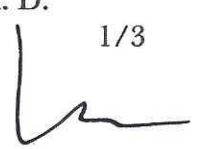
CONDITIONAL TELEFAX MESSAGE / PROOF OF FUNDS

TO : SOUTH TRUST BANK
4800 WHITSBURG, SUITE No. 43
HUNTSVILLE, ALABAMA, USA
TFAX : USA 256 551 5107

ORDER OF : CHARLES BUSINESS SERVICE / HERITAGE
MORTGAGE AND INVESTMENT CO., INC.
BANK OFFICER - RON ANDERSON, V. P. -
BRANCH MANAGER
ACCOUNT NUMBER - 60-780-329
TELEX NUMBER -
S.W.I.F.T. CODE -
A. B. A. NUMBER - 062 000 080

FROM : BANK CROZIER LIMITED / THRU HAMILTON BANK
OF FLORIDA, U.S.A.
GRAND ANSE, P. O. BOX No. 1005
ST GEORGE'S, GRENADA, WEST INDIES
BANK OFFICERS - PETER JOHANSSON, M. D.
TELEX NUMBER - 3403 BKCROZIER GA

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BY THE ORDER OF : MARVELOUS INVESTMENTS LIMITED
ACCOUNT NUMBER - 7 7 7 3 7 0
TRANSACTION CODE : SA32NV/SA233MS/S-31-IANO.990114.EUROPA
BUYER'S CODE : OPUS DEI / MTN 990114.ST JUDE
SECURITY CODE : ST JUDE - JMJ / GREAT JUBILEE 2000 / QVP

WE, BANK CROZIER LIMITED, THRU HAMILTON BANK OF FLORIDA, U.S.A., WITH FULL BANK RESPONSIBILITY ON BEHALF OF OUR VALUED CLIENT MARVELOUS INVESTMENTS LIMITED, HEREBY CONFIRM THAT THE ABOVE-MENTIONED ACCOUNT HAS IN EXCESS ONE HUNDRED MILLION UNITED STATES DOLLARS (US\$100,000,000.00) FOR THE IMMEDIATE PURCHASE OF THE BANK INSTRUMENTS HEREIN DESCRIBED UPON BANK VERIFICATION AND REGISTRATION WITH CUSIP NUMBERS CORRESPONDING WITH THE ISSUED CALLABLE CUSTODIAL SAFEKEEPING RECEIPTS WITH PHYSICAL DELIVERY TO BE MADE WITHIN FIVE (5) INTERNATIONAL BANKING DAYS.

PLEASE DO NOT LIST/SHOW THE BANK CERTIFIED INVOICE COST ON DTC / EUROCLEAR SCREEN.

WE HEREBY CONFIRM THAT THE FUNDS ARE GOOD, CLEAN AND CLEARED FUNDS OF NON-CRIMINAL ORIGIN AND ARE FROM A LEGAL SOURCE.

THIS IRREVOCABLE BANK MESSAGE IS A BINDING FULLY PERFORMED DUE BILL AND IS IMMEDIATELY CALLABLE ON FOR CASH PAYMENT BY FEDWIRE AGAINST THE BANK CERTIFIED INVOICE FOR THE PURCHASE AND DELIVERY OF THE BANK INSTRUMENTS SPECIFIED BELOW:

INSTRUMENTS : MEDIUM TERM SENIOR UNSUBORDINATED BANK DEBENTURE BONDS WITH INTERNATIONAL CHAMBER OF COMMERCE, ICC FORMAT 322, (W144C EXCLUSIONS) AND SUBJECT TO UNIFORM CUSTOMS AND PRACTICE FOR DOCUMENTARY CREDITS WITH S & P RATING OR BETTER

CURRENCY : UNITED STATES DOLLARS

TERM : TEN (10) YEARS AND ONE (1) DAY

INTEREST RATE : SEVEN POINT FIVE (7.5%) PERCENT, FIXED SIMPLE INTEREST, PAYABLE ANNUALLY IN ARREARS

AGE : NEW ISSUE / SLIGHTLY SEASONED (ICC400/500/600)

BANK MENU : TOP TWENTY-FIVE (25) WESTERN EUROPEAN BANKS ONLY

DENOMINATIONS : US\$ 10 MIO, US\$25 MIO, US\$50 MIO, US\$100 MIO

INVOICE PRICE : EIGHTY EIGHT (88%) PERCENT OF FACE VALUE, OR BETTER

BENEFICIARY : MARVELOUS INVESTMENTS LIMITED

MODE : COLLATERAL SWAP FOR USDollars



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INCLUDING THE RECEIPT OF A BANK CERTIFIED INVOICE, AS FOLLOWS:-

BANK CERTIFIED INVOICE TO BE INCLUDED, TEXT OF THE INSTRUMENTS, CUSIP / REGISTRATION NUMBERS, SAFEKEEPING RECEIPT NUMBERS, ISSUING BANKS, ISSUE AND MATURITY DATES, PAYMENT INSTRUCTIONS, SCREEN ACCESS AND RELEASE CODES AND ALL INFORMATION NECESSARY TO AUTHENTICATE AND VALIDATE THE BANK INSTRUMENTS ISSUED IN FAVOR OF MARVELOUS INVESTMENTS LIMITED.

THIS CONDITIONAL, IRREVOCABLE, AND CALLABLE BANK MESSAGE IS VALID FOR THREE (3) BANKING DAYS FROM 19th DAY OF JANUARY, 1999 AND UNTIL THE 21st DAY OF JANUARY, 1999; 17:00 HOURS, CENTRAL EUROPEAN TIME.

THIS IS AN OPERATIVE BANK INSTRUMENT AND IS SUBJECT TO THE UNIFORM COMMERCIAL CODE AS IT RELATES TO BANK CREDIT INSTRUMENTS.

BANK OFFICER
NAME AND TITLE

BANK OFFICER
NAME AND TITLE

ENDQUOTE

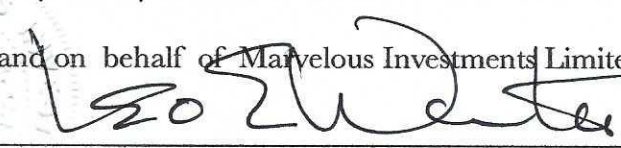
PLEASE TAKE SPECIAL NOTE :

WHEREAS, The President of the United States of America, having signed H. R. 3723 on October 11, 1996, has protected this transaction by allowing Corporations the right to declare their Contracts, Clients, Internal Procedures and Information, and the transactions they engage in as a Corporate or Trade Secret fully protected under the Economic and Industrial Espionage Laws of the United States of America and the International Economic Community.

INASMUCH, the names, identities, bank coordinates and other identifying information of persons or entities that are party to this transaction, contained herein, or learned hereafter, shall be a Corporate Trade Secret that shall not be disseminated other than as provided for herein, or as allowed under applicable law. Any unauthorized Disclosure of this Private Transaction, parties to, or other material fact of, shall subject the violator (s) to Criminal Prosecution.

Thank you for your kind assistance in these financial development and sensitive matters.

For and on behalf of Marvelous Investments Limited (USA)

By: 

Leo E Wanta, Chairman and Chief Executive Officer

15 JAN 99
.....
Date

LEW : 418-wien.ops

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ATTN : MR THOMAS PAUL RAMSAY
SUITE No. 32
TFAX : 44.191.236.8091

TEST COPY ONLY

Dear Gentlepersons:

UPON RECEIPT OF USDOLLAR CREDIT OF USDollars 500,000,000.00,
PLEASE ISSUE OUR PRIVATE BANKING INSTRUCTIONS TO HANDLE THIS
PRELIMINARY STANDBY LETTER OF CREDIT (SLC) PRIVATE FINANCIAL
TRANSACTION.

QUOTE

CONDITIONAL SWIFT MT 100 FIELD 199

TO :

BANK OFFICER :

ACCOUNT NUMBER :
S.W.I.F.T. CODE :
TELEX NUMBER :

FROM : BEARS STEARNS SECURITIES OR
EQUIVALENT BANK ARRANGEMENT

TELEFON:
TELEFAX:

BANK OFFICER :

SWIFT CODE :

BY THE ORDER OF : MARVELOUS INVESTMENTS LIMITED

ACCOUNT NUMBER :

MASTER CODE : FF/SLC 990127.MIL / 1 / 0
CONTRACT No. : FF/SLC 990127.MIL / 0001
USD TRANSACTION CODE :
USD SECURITY CODE :
SLC TRANSACTION CODE : OPUS DEI / SLC 990127.0001
SLC SECURITY CODE : ST JUDE-JMJ / GRAND JUBILEE 2000

WE,.....BEARS STEARNS SECURITIES OR EQUIVALENT.....,
HEREBY PRESENT OUR IRREVOCABLE, ASSIGNABLE, TRANSFERABLE AND
CALLABLE CASH BACKED CONDITIONAL S.W.I.F.T. WIRE TRANSFER IN
YOUR FAVOR FOR THE ACCOUNT OF ,
AND IN THE AMOUNT OF US\$ 500,000,000.00 (UNITED STATES DOLLARS
FIVE HUNDRED MILLION) FOR THE PURCHASE OF THE BANK INSTRUMENTS
HEREIN DESCRIBED BY VERIFICATION AND REGISTRATION CUSIP NUMBERS
CORRESPONDING WITH THE ISSUED CALLABLE CUSTODIAL SAFEKEEPING
RECEIPTS WITH PHYSICAL DELIVERY TO BE MADE THEREAFTER, WITHIN
FIVE (5) INTERNATIONAL BANKING DAYS.

WE HEREBY CONFIRM THAT THE FUNDS ARE GOOD, CLEAN AND CLEARED
FUNDS OF NON-CRIMINAL ORIGIN AND ARE FROM A LEGAL SOURCE.

THIS IRREVOCABLE CONDITIONAL S.W.I.F.T. IS A BINDING FULLY
PERFORMED DUE BILL AND IS IMMEDIATELY CALLABLE ON FOR CASH
PAYMENT AGAINST THE BANK CERTIFIED INVOICE FOR THE PURCHASE AND
DELIVERY OF THE BANK INSTRUMENTS SPECIFIED BELOW:

INSTRUMENTS: STANDBY LETTER OF CREDIT (SLC), ICC FORMAT 3034
(W144C EXCLUSIONS) AND SUBJECT TO UNIFORM
CUSTOMS AND PRACTICES FOR DOCUMENTARY CREDITS
WITH S & P / MOODY RATING OF "AA" OR BETTER

CURRENCY : UNITED STATES DOLLARS (US\$)

TERM : ONE (1) YEAR AND ONE (1) DAY

INTEREST : ZERO (0%) PERCENT

AGE : CURRENT ISSUE / FRESH CUT

MENU : TOP TWENTY-FIVE (25) WESTERN EUROPEAN BANKS,
WITH NORMAL EXCLUSIONS

INVOICE PRICE : FIFTY ONE (51%) PERCENT OF FACE VALUE OR BETTER

CONTRACT AMOUNT: FIVE HUNDRED BILLION USDOLLARS (US\$500B), WITH
EXTENSIONS

BENEFICIARY : MARVELOUS INVESTMENTS LIMTED

INITIAL TRANCHE: USDOLLARS FIVE HUNDRED MILLION, AND AFTER CUSIP
/ REGISTRATION NUMBERS, BANK VERIFICATION AND
AUTHENTICATION UNDER BANK CERTIFIED INVOICE ON
DTC AND/OR EUROCLEAR

MODE OF PAYMENT: CASH BACKED SWIFT WIRE / FEDWIRE TRANSFER

ADD'L TRANCHES : AS MUTUALLY AGREED UPON BETWEEN BANKS

THIS CONDITIONAL, IRREVOCABLE, DIVISIBLE, ASSIGNABLE,
TRANSFERABLE AND CALLABLE S.W.I.F.T. WIRE TRANSFER IS VALID FOR
FOUR (4) BANKING DAYS FROM _____ DAY OF JANUARY, 1999 AND
UNTIL THE _____ DAY OF FEBRUARY, 1999; 17:00 HOURS, CENTRAL
EUROPEAN TIME.

THIS IS AN OPERATIVE BANK INSTRUMENT AND IS SUBJECT TO THE
UNIFORM COMMERCIAL CODE AS IT RELATES TO BANK CREDIT
INSTRUMENTS.

BANK OFFICER
NAME :
TITLE :

BANK OFFICER
NAME :
TITLE :

ENDQUOTE

PLEASE TAKE SPECIAL NOTE :

WHEREAS, The President of the United States of America, having signed H. R. 3723 on October 11, 1996, has protected this transaction by allowing Corporations the right to declare their Contracts, Clients, Internal Procedures and Information, and the transactions they engage in as a Corporate or Trade Secret fully protected under the Economic and Industrial Espionage Laws of the United States of America and the International Economic Community.

INASMUCH, the names, identities, bank coordinates and other identifying information of persons or entities that are party to this transaction, contained herein, or learned hereafter, shall be a Corporate Trade Secret that shall not be disseminated other than as provided for herein, or as allowed under applicable law. Any unauthorized Disclosure of this Private Transaction, parties to, or other material fact of, shall subject the violator (s) to Criminal Prosecution.

Thank you for your kind assistance in these financial development and sensitive matters.

For and on behalf of MARVELOUS INVESTMENTS LIMITED

By: _____
Account Signature Date