

PROTOKOL OF INTENT

Dear Mrs Fadeeva!

In response to our meeting this date this letter is to verify our intentions to establish two (2) banks on the Sakhalin island. The first bank will be ("UPI/JVC bank") a joint venture company ("JVC") and in general it will be to provide general banking services for other joint venture companies such as hotels, restaurants, the airport etc. The second bank will be owned by the UNITED PERSONS INCORPORATED, a corporation registered under the laws of the State of Georgia of the United States of America and also registered in the USSR. The second bank will be named SAKHALIN INTERNATIONAL BANK ("SIB") and, in general, it will serve the banking needs of these companies who may conduct business on the territory of the (FEZ) and the RSFSR.

Therefore, SIB will require permission to conduct both transactions in both hard currency and roubles.

In our meeting this date the Central bank and UPI have agreed to the following:

1. UPI will file the appropriate applications with the General Office of the State Bank RSFSR of Sakhalin island ("the Central Bank") to open the two (2) banks described above.

2. The Central bank will grant permission to open the banks provided that the applications meet the requirements of the Central Bank.

3. The UPI/JVC Bank have Authorised Funds (Capital) of 5,000,000 roubles. It is understood that the part of the autho-

rised funds will be provided in hard currency .The exact amount will be determined at a later date.

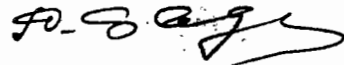
4.The SIB will have Authorised Funds (Capital) of 5,000,000 roubles and will be provided in hard currency.

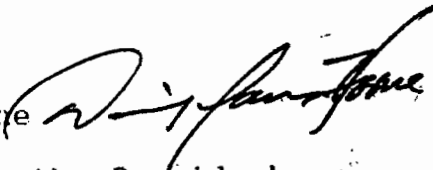
5.The entire Authorized Funds for the UPI/JVC Bank and the SIB must be provided within one (1) year from the respective banks opening.The initial opening amount of authorised funds will be determined at a later date.

6.Both the UPI/JVC Bank and the SIB must comply with the current and future:

- 1.laws of the SEZ Sakhalin and
2. regulations of the Central Bank.

The undersigned,duly authorised representatives of the Central Bank Central Office of the State Bank of the RSFSR of Sakhalin Island and United Persons Incorporated have agreed to the intentions outlined above and will use all available resorces to the realisation of the goals.

Raisa I. Fadeeva 
Director Central Office
of the State Bank RSFSR
of Sakhalin Island

David J.Horne 
Assistant to the President
United Persons Incorporated