



**MINISTRY OF MINERALS AND ENERGY RESOURCES  
REPUBLIC OF SOUTH AFRICA  
P.B. X59, PRETORIA 0001**

Our Ref: MEMR/PVD/SA-3377/06

Date: 12TH OCTOBER 2006

THE DIRECTOR,  
PAYMENT VERIFICATION DEPARTMENT  
MINISTRY OF FINANCE, HEADQUARTER, PRETORIA 0001

DEAR SIR,

**RE: OUTSTANDING PAYMENT OF US\$12,800,000.00 VIDE CONTRACT NUMBER:  
MNR/DME/0765/SA-99 TO : JIM DIMONI CONSTRUCTION PTY LTD.**

THIS IS TO INFORM YOU THAT WE ARE IN RECEIPT OF AN APPLICATION OF CLAIM FROM THE ABOVE MENTIONED COMPANY IN RESPECT OF THEIR OVERDUE CONTRACT BALANCE PAYMENT. BE INFORMED THAT ALL NECESSARY INSPECTION ON THE CONTRACT SITE HAS BEEN SUCESSFULLY CARRIED OUT ACCORDING TO THE CONTRACT COMPLETION VALUE ACT, THEREFORE YOU ARE ADVISED TO ISSUE AN APPROVAL FOR THE SAME.

FIND BELOW THE BENEFICIARY'S DETAILS:

<b><u>COMPANY'S NAME:</u></b>	JIM DIMONI CONSTRUCTION PTY LTD.
<b><u>BANK:</u></b>	FIRST NEW YORK BANK
<b><u>ADDRESS:</u></b>	WALL STREET, NEW YORK 10286 10286 - U.S.A.
<b><u>ROUTING NO:</u></b>	N/A
<b><u>A/C NO:</u></b>	037-015-6641
<b><u>BENEFICIARY:</u></b>	JIM . E. DIMONI
<b><u>PURPOSE OF PAYMENT:</u></b>	SUPPLY AND COMMISSION 250,000 MONAX TURBINE MINING EQUIPMENT FOR NATURAL RESOURCES AND COMPUTER OPTIMIZATION IN CAPE TOWN.
<b><u>CONTRACT AMOUNT:</u></b>	US\$12,800,000.00 (TWELVE MILLION EIGHT HUNDRED THOUSAND U.S. DOLLARS ONLY)

**APPROVED**  
By: .....  
Date: 12-10-2006

BE FURTHER ADVISED THAT THIS PAYMENT IS LONG OVERDUE AND WE WILL APPRECIATE YOUR PROMPT RESPONSE.

YOURS FAITHFULLY

MRS. THANDO SIPPONDA  
OFFICE OF THE DIRECTOR  
CONTRACT AWARD AND VERIFICATION DEPT.

**DISPATCHED**

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**M&M**

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DIRECT TELNO.: 27 73 188 0290  
DIRECT FAX NO.: 27 11 507 6192

Date: 13th October 2006

Attention: Mr. Jim E Dimoni,

**STRICTLY CONFIDENTIAL**

As previously ascertained, I am highly elated to inform you that we have so far made tremendous success in this our mutually beneficial project as the much awaited approval for transfer is obtained (Trustee of the original contractor) arrived with the complete documents (this afternoon (see attached document for your perusal.) We have equally gone ahead to secure an exchange control approval order number (0129/2001-600) in your favour to the tune of the contract sum of US\$12,800,000.00 through the influence of our contact man within the finance ministry. The Exchange Control Division of the Ministry of Finance has gone ahead to intimate the South African Reserve Bank through the Contract Review and payment Committee about your exchange control approval number (see attached copy for your perusal) in your favour. Be rest assured that we are doing all these to ensure a hitch free transaction and ensure no scandal emanates from both end.

With this development, you are now assumed by the Reserve Bank of South Africa paying agency (Contract Review and payment Committee) to be the rightful and sole beneficiary of the US\$21,000,000.00 and we have been reliably informed by our contact man that the Contract Review and payment Committee, a body set up by the new government to ensure prompt payment of contractual entitlements will get in touch with you through fax or phone to intimate you of the transfer procedures any moment from now after completion of their cross examination of our payment application file. Be notified also that as the sole beneficiary of the US\$12,800,000.00 all correspondences/communication regarding this transaction will henceforth be channelled to you by the body concerned (Contract Review and payment Committee).

So, do not hesitate my good friend to notify me immediately on receipt of any correspondence in connection with this transfer from the Contract Review and payment Committee as our advice will be most valuable. Presently, there is no reason you should inform your bankers about this in coming funds as this might jeopardise this transaction as we have resolved that we will take the next available flight to meet with you with all original contract documents to present to your bankers. Also, we have made adequate provisions through our high profile contacts to ensure that the Reserve Bank of South Africa issues directives to make the payment through their corresponding bank in Europe or America into your account to forestall unnecessary questions from your end. Be informed that we are doing all these in your interest and ours to have a smooth transfer.

We are about finalizing our travelling arrangement as we are very eager to meet with you and equally be informed that from the look of things we have resolved that one of my colleagues and I alone will be coming over with the original papers to New Jersey as we have very limited funds for our tickets and basic travelling allowance- BTA) at our disposal right now after the payment of the charges/gratifications accruing to the Transfer of Rights and Privileges in your favour to the Ministry of Justice.

It would be pertinent you call me ASAP for further deliberations on this latest development.

Warmest Regards.

Engr. Paul Zebedy.

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# CONTRACT REVIEW AND PAYMENT COMMITTEE

DEPARTMENT OF FINANCE.  
37 CHURCH STREET, PRETORIA 0002, SOUTH AFRICA

TEL: +27- 734 677003  
FAX: +27- 866 108465

Date: 2006 - 10-20

To: JIM DIMONI CONSTRUCTION PTY LTD.

Attention: Mr. Jim E. Dimoni

Dear Sir,

**RE: PAYMENT ON CONTRACT NO: MNR/DME/0765/SA99.**

Subsequent to your approval notice on the above subject matter, the Contract Review and Payment Committee has received the filled Verification/Payment Release Form from you indicating payment option 'B' for the release of your contractual sum of US\$ 12,800,000.00 (Twelve Million Eight Hundred Thousand United States Dollars through any of our European offshore payment centre.

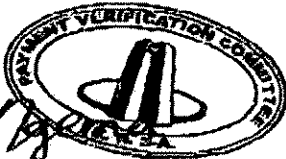
You are therefore, advised to state the exact date you will be available in any of the center's for the signing ceremony to be scheduled along side with other offshore payment exercise scheduled for November which is apparently the last quarterly fiscal payment for the year.

**IMPORTANT: STATE THE EXACT DATE OF YOUR ARRIVAL IN ANY OF OUR OFFSHORE PAYMENT CENTERS IN EUROPE FOR AN OFFICIAL APPOINTMENT.**

Congratulations!

We anticipate your prompt response for immediate remittance of your funds.

Yours Sincerely,



Mr. Khaya Ngema.  
Foreign Operations Dept.  
Contract Review and Payment Committee

CC: *International Remittance Department  
South African Reserve Bank  
Department of Mineral and Energy Resources*

# DEPARTMENT OF FINANCE

EXCHANGE CONTROL APPROVAL ORDER  
EXCHANGE CONTROL DIVISION

P. M. B. No.: X59 PRETORIA S.A.

Ref: DME/PVD/ 9753/99

Telegram: RSAMINFIN

Date: 11- 10 - 2006



THE CHAIRMAN,  
CONTRACT REVIEW AND PAYMENT COMMITTEE  
GUATENG - PRETORIA.

Dear Sir,

**EXCHANGE CONTROL APPROVAL ORDER FOR CONTRACT NO.: MNR/DME/0765/SA-99 FOR SUPPLY AND COMMISSION 250.000 MONAX TURBINE MINING EQUIPMENT FOR NATURAL RESOURCES AND COMPUTER OPTIMISATION IN CAPE TOWN, SOUTH AFRICA.**

With the certified Application of the Subsequent Power of attorney bequeathing her Rights and Privileges for Exchange Control Approval Order from the Ministry of Mineral and Energy Resources (MMER) dated 20th March, 2006 in respect of payment due on Contract No.: MNR/DME/0765/SA-99.

We hereby approve the sum of US\$12,800,000.00 ( Twelve Million, Eight Hundred Thousand U.S. Dollars) only being Payment in favour of **Bank Account Details: First New York Account No: 037-015 6641 Beneficiary: Jim .E. Dimoni**

The Reserve Bank of South Africa through the Contract Review and Payment Committee is hereby mandated accordingly to transmit immediately into the beneficiary account as stated above after normal bureaucratic procedures.

Please refer to our Forex Approval Cir. No.: "0129/2001-600." in your payment order.

Yours faithfully,

OFFICE OF THE DIRECTOR - GENERAL  
MINISTRY OF FINANCE  
WUSE-DISTRICT PRETORIA  
Mr. *Radebe*  
for: Ministry of Finance



CC: Director, Foreign Payment Office, Ministry of Minerals and Energy Resources  
Director, International Remittance Department, Reserve Bank of South Africa.

MNR/DME/0765/SA-99

# DEPARTMENT OF FINANCE

EXCHANGE CONTROL APPROVAL ORDER  
EXCHANGE CONTROL DIVISION

P. M. B. No.: X52, PRETORIA, S.A.

Telegram: RSAMINFIN

Ref: DME/PVD/ 9753/99

Date: 11-10-2006



THE CHAIRMAN,  
CONTRACT REVIEW AND PAYMENT COMMITTEE  
GUATENG - PRETORIA.

Dear Sir,

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FOR SUPPLY AND COMMISSION 250.000 MONAX TURBINE MINING EQUIPMENT FOR  
NATURAL RESOURCES AND COMPUTER OPTIMISATION IN CAPE TOWN, SOUTH  
AFRICA.**

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Yours faithfully,

OFFICE OF THE DIRECTOR - GENERAL  
MINISTRY OF FINANCE  
WUSE-DISTRICT PRETORIA  
Mr. Radebe  
for: Ministry of Finance



CC: Director, Foreign Payment Office, Ministry of Minerals and Energy Resources  
Director, International Remittance Department, Reserve Bank of South Africa.

MNR/DME/0765/SA-99

*From the Desk of:*

**Engr. Paul Zebedy** BSc (DNISA) MSc MNIM, Ph.D MCIA  
PROJECT MANAGEMENT

**MEMO**

DIRECT TELNO.: 27 73 188 0290  
DIRECT FAX NO.: 27 11 507 6192

Date: 13th October 2006

Attention: Mr. Jim E Dimoni,

**STRICTLY CONFIDENTIAL**

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So, do not hesitate my good friend to notify me immediately on receipt of any correspondence in connection with this transfer from the Contract Review and payment Committee as our advice will be most valuable. Presently, there is no reason you should inform your bankers about this in coming funds as this might jeopardise this transaction as we have resolved that we will take the next available flight to meet with you with all original contract documents to present to your bankers. Also, we have made adequate provisions through our high profile contacts to ensure that the Reserve Bank of South Africa issues directives to make the payment through their corresponding bank in Europe or America into your account to forestall unnecessary questions from your end. Be informed that we are doing all these in your interest and ours to have a smooth transfer.

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It would be pertinent you call me ASAP for further deliberations on this latest development.

Warmest Regards,

**Engr. Paul Zebedy.**



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**MEMO**

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DIRECT TELNO.: 27 73 188 0290  
DIRECT FAX NO.: 27 11 507 6192

Date: 6th October, 2006

Attention: Jim E Dimoni

Sequel to our last correspondent, I am sending across to you the Sworn Affidavit of Change of Ownership made by the Trustee of the Original Contractor and a copy of your company's registration with the Ministry of Mineral and Energy Resources. Attach herewith are the mentioned documents.

We have already filed in an official application to the Department of Finance which is the body responsible for final approval of this funds. Hopefully, the approval will be granted to your company within next week as promised by our contact personnel working with the Finance Department. As you can see, we are making great progress and we urge you to constantly reach me to avoid communication lapses.

Note: We have already backdated the company's registration to suit the dates of contract award and to avoid any unnecessary questions from the authorities concern. That is why we have to cover for the income taxation for the past years. You really have to dedicate your time to make sure that we conclude this project in due time.

We are required to keep all these document absolutely confidential to avoid an interference from any party that could have a negative effect on this project.

Call me as soon as you receive this message for further clarification.

Best Regards,

**Engr. Paul Zebedy.**

Note: Below are the necessary areas we are hoping to invest our funds. We will appreciate if you could give us an idea or a feasibility study on the below mentioned areas.

1. Real Estate Investment
2. Food Production
3. Agricultural Equipment





**MINISTRY OF MINERALS AND ENERGY RESOURCES  
REPUBLIC OF SOUTH AFRICA  
P. B. X59, PRETORIA 0001**

Our Ref: MEMR/PVD/SA-3327/06

Date: 12TH OCTOBER 2006

THE DIRECTOR,  
PAYMENT VERIFICATION DEPARTMENT  
MINISTRY OF FINANCE, HEADQUARTER, PRETORIA 0001.

DEAR SIR,

**RE: OUTSTANDING PAYMENT OF US\$12,800,000.00 VIDE CONTRACT NUMBER:  
MNR/DME/0765/SA-99 TO: JIM DIMONI CONSTRUCTION PTY LTD.**

THIS IS TO INFORM YOU THAT WE ARE IN RECEIPT OF AN APPLICATION OF CLAIM FROM THE ABOVE MENTIONED COMPANY IN RESPECT OF THEIR OVERDUE CONTRACT BALANCE PAYMENT. BE INFORMED THAT ALL NECESSARY INSPECTION ON THE CONTRACT SITE HAS BEEN SUCCESSFULLY CARRIED OUT ACCORDING TO THE CONTRACT COMPLETION VALUE ACT, THEREFORE YOU ARE ADVISED TO ISSUE AN APPROVAL FOR THE SAME.

FIND BELOW THE BENEFICIARY'S DETAILS:

<b><u>COMPANY'S NAME:</u></b>	JIM DIMONI CONSTRUCTION PTY LTD.
<b><u>BANK:</u></b>	FIRST NEW YORK BANK
<b><u>ADDRESS:</u></b>	WALL STREET, NEW YORK 10288 10286 - U.S.A.
<b><u>ROUTING NO:</u></b>	N/A
<b><u>A/C NO:</u></b>	037-015-6641
<b><u>BENEFICIARY:</u></b>	JIM . E. DIMONI
<b><u>PURPOSE OF PAYMENT:</u></b>	SUPPLY AND COMMISSION 250,000 MONAX TURBINE MINING EQUIPMENT FOR NATURAL RESOURCES AND COMPUTER OPTIMIZATION IN CAPE TOWN.
<b><u>CONTRACT AMOUNT:</u></b>	US\$12,800,000.00 (TWELVE MILLION EIGHT HUNDRED THOUSAND U.S. DOLLARS ONLY)

**APPROVED**  
By: .....  
Date: 12-10-2006

BE FURTHER ADVISED THAT THIS PAYMENT IS LONG OVERDUE AND WE WILL APPRECIATE YOUR PROMPT RESPONSE

YOURS FAITHFULLY

MRS. THANDO SIPHOSI  
OFFICE OF THE DIRECTOR  
CONTRACT AWARD AND VERIFICATION DEPT.

**DESPATCHED**



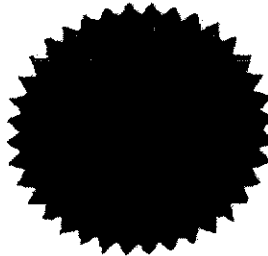
**DEPARTMENT OF JUSTICE**  
**GAUTENG JUDICIAL DIVISION**  
HOLDEN AT PRETORIA

**SWORN AFFIDAVIT**

I, Engr. Chrs Cosa (Civil Engineer) Male, South African citizen of full age and capacity. A registered member of the South African Institute of Civil Engineers with office at 218 Madiba Drive, Sandton Johannesburg - South Africa do hereby swear an Affidavit of transfer of rights and privileges vide contract No.: MNR/DME/0765/SA99.

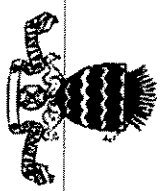
1. That my professional service was obtained/retained by the President, Goldilocks Ltd. , in the year 1999 as a principal trustee to oversee the completion of her contract with the Ministry of Mineral and Natural Resources.
2. That the said contract amounting USS12,800,000.00 with Contract #: MNR/DME/0765/SA99 sited at Cape Town Liquidified Gas Plant has been completed and commissioned by the new Administration Under President Thabo Mbeki since August, 2001.
3. That the mobilisation fee of USS82,000,000.00 has been paid into the account of Goldilocks Ltd., remaining outstanding balance of USS12,800,000.00.
4. That I have the authority and consent of the said Chief Executive Officer, Goldilocks Ltd depose to the facts mentioned herein to legally apply for transfer her rights and privileges to necessitate approval of the the attached Indemnity application conditions as applicable for the obtainance of the Sworn Affidavit in conjunction with the Contractual Rights and Privileges ( Transfer Act Section 13 Article 7: 13) laws of South Africa, 1995.
5. That by completion and accreditation of this sworn affidavit of transfer of rights and privileges pursuant thereto I have completed the application required by the law viz foreign exchange act of 1995 law of Republic of South Africa.
6. That this affidavit is for official and record purposes.
7. That whereto I depose to this affidavit sworn before the Commissioner of Oath conscientiously believing the contents to be true and correct to the best of my knowledge and in accordance with the Oaths act.

SWORN to at the Gauteng High Court Registry:

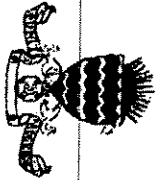


  
Deponent

Pretoria this...4th...day of...October...2006



MINISTRY OF MINERAL & ENERGY RESOURCES  
 REPUBLIC OF SOUTH AFRICA  
 RBO NO: MAMR/EPDM/S02



**CERTIFICATE OF REGISTRATION  
 SUPPLIES & GENERAL CONTRACTS**

This is to Certify That

**JIM DIMONI CONSTRUCTION PTY LTD.**

**331 RIVONIA ROAD, SANDTON - JOHANNESBURG SOUTH AFRICA.**

have/has been registered in the Ministry of Mineral and Energy Resources (MNR) as an (Indigenous/Foreign) Contractor's Register  
 at **PRETORIA** In Category.....<sup>"A"</sup>  
 exceeding **100,000,000.00** United States Dollars \$ (.....) For Supplies & General Contracts not  
 the prescribed fee of R/\$ (**US\$42,300.00**.....) has been paid

ISSUED THIS **17TH** day of **AUGUST** 19 **98**

\* Delete where not applicable.

MIN OF MINERAL AND ENERGY RESOURCES  
 SIGN *[Signature]*  
 M.E. Pretorius  
 Director General

FROM :

PHONE NO. :

RC: 32540



CORPORATE AFFAIRS COMMISSION  
REPUBLIC OF SOUTH AFRICA

## Certificate of Incorporation

I hereby Certify That:

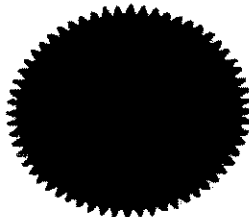
JIM DIMONI CONSTRUCTION PTY LTD.

Is this day Incorporated under the COMPANIES AND ALLIED MATTERS  
DECREE OF 1990 and that the Company is Limited.

Given under my hand at Pretoria this ..... **4<sup>TH</sup>** ..... day of  
**AUGUST** ..... Nineteen, Ninety Eight

Fees and Deed Stamps ..... **R675 . 00** .....

Stamp Duty on Capital ..... **R2 , 400 . 00** .....



**ROLAND G. BAILEY**  
Registrar General

# CONTRACT REVIEW AND PAYMENT COMMITTEE

DEPARTMENT OF FINANCE.  
57 CHURCH STREET, PRETORIA 0002, SOUTH AFRICA

TEL: +27-73-467-7003

FAX:+27-86-610-8465

## VERIFICATION / RECONFIRMATION PAYMENT RELEASE FORM

*( This Form should be filled by Beneficiary's handwriting. Please print )*

1. NAME OF BENEFICIARY: .....
2. ADDRESS: .....
3. PHONE CONTACT: TEL NOS: ..... FAX NOS: .....
4. NAME OF BANK: .....
5. ADDRESS: .....
6. PHONE NO: ..... (b)FAX NO:..... (c) TELEX NO:.....
7. ACCOUNT NO: .....
8. SWIFT CODE: .....
9. VALUE OF PAYMENT: .....
10. PURPOSE OF PAYMENT: .....
11. CONTRACT NO: .....
12. MINISTRY/DEPARTMENT: .....
13. SIGNATURE OF BENEFICIARY: .....
- (b) NAME IN FULL .....
14. DO YOU PROPOSE TO SIGN BY A CRPC-ACCREDITED ATTORNEY ? .....
15. IF THE ANSWER TO ABOVE QUESTION IS "NO" PLEASE INDICATE BOLDLY, THEN AFFIX A DATE WHEN YOU ARE COMING FOR THE PROPOSED SIGNING CEREMONY WITH A 3(THREE) WORKING DAYS ADVANCE NOTICE: ( ..... DAY OF .....2005)

### FOR OFFICIAL USE ONLY

- |  |                 |
|--|-----------------|
| A. CHECKED AND PASSED FOR PAYMENT: ..... |                 |
| CHECKING OFFICER: .....                  | STATION: .....  |
| DATE: .....                              | TIME: .....     |
| B. FINANCIAL AUTHORITY: .....            |                 |
| TOTAL SUM APPROVE: .....                 |                 |
| AUTHORISING SIGNATURE OF OFFICER: .....  |                 |
| DATE APPROVED: .....                     | FULL NAME ..... |
| STATUS: .....                            |                 |

RC: 32540



CORPORATE AFFAIRS COMMISSION  
REPUBLIC OF SOUTH AFRICA

Station Pretoria H/O

Date 5-10-2006

Head: PRETORIA SUB HEAD

Received from: ENGR CHRIS CASAR

the sum of R 8,400. (EIGHT THOUSAND, FOUR HUNDREDS  
RMB)

Being Payment for CERTIFICATE OF INCORPORATION

Made of Payment CASH  
\* If over a signature, joint-payers must be inserted in both of Receipt

R 8,400.00

Signature of Clerk of Payor

Signature of Receiver of Payment



MINISTRY OF MINERAL & ENERGY RESOURCES  
 REPUBLIC OF SOUTH AFRICA  
 REG. NO.: MINER/EDMS/02



CERTIFICATE OF REGISTRATION

MISCELLANEOUS RECEIPT

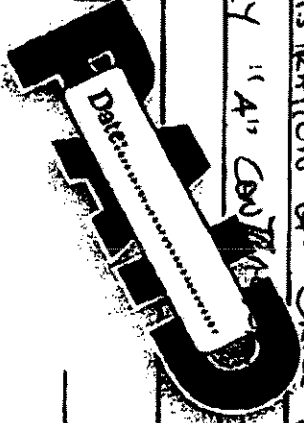
Received from: ENQA CHRIS COSA

the sum of FOURTY TWO THOUSAND THREE HUNDRED  
UNITED STATES DOLLARS ONLY

Purpose of Payment: REGISTRATION OF CLOSE COMPANY

CATEGORY "A" COMPANY

~~R~~ 112,300.00



[Signature]  
 Cashier's Signature