

February 6, 2002

Walter Webb
709 Westwood Drive
Lebanon, TN 37087

Dear Walter:

As per your request I am writing this letter to keep you up to date with respect to my efforts on behalf of The Tilley Foundation, I guess the best method is to simply list the contacts I am working with and describe their activities.

First, my close personal friend Paul Gaiser from Brazil:

As you know Paul interrupted his own business negotiations with Petrobras, the Brazilian oil company, to come to Tennessee from Rio just to meet Carl and see the demonstration. Paul did this for me with only a couple of days notice which, I think speaks to the strength of the bond between us.

As you are aware Paul understood the potential involved and, while my earliest conversation discussed the rights to the technology for South America, he is currently dedicating almost 100% of his time to the effort to help effect a total technology sale to a consortium of high level factions down there in the amount of 5 Billion USD.

I suspect I have been a bit of a pest lately as I have been calling you with almost daily updates, as I receive them from Paul via eMail (if you want to keep me off your phone...get a computer Walter !!)

When I took Paul to the airport in Nashville on January 26th he informed me as to how he would make a step-by-step approach to gain the confidence necessary to get the appropriate people back to Tennessee to both confirm the validity of the technology and to begin the business relationship.

To date Paul has met with and received the support from one of his friends that is in control of the majority of the cable business in all of South America as well as more than 70% of all the television stations and a number of newspapers.

The next step was to meet with parties at the Nation's primary technical University, Paul and I refer to it as Brazil's MIT. This step, while admittedly meeting with some level of skepticism, went well and they are "willing to be convinced".

The next step was a meeting with the Military factions, again Paul reports an Excellent outcome.

FROM : ADVANCED MAINTENANCE TECH.

PHONE NO. : 2097967550

Feb. 07 2002 10:58AM P3

As I have mentioned, last Saturday Paul initiated a conference call between me, the former President of the National Technical University...one Professor Armando de Oliverio and himself. We were to have been joined by a Military representative but he was unable to connect that day. We spoke for about an hour but were cut short by some communication difficulties caused by a major storm down there.

On Monday Paul advised that he had spoken with another close friend that heads the largest investment bank in Brazil. In essence, it appears the result of that meeting was the statement to Paul that "if the Professor is convinced it will be done."

(As a side note here Paul also told me he has known all of these people for some 15 years and he wanted me to feel comfortable that they are all fair and honorable, for reasons I can go into sometime I totally trust Paul.)

Yesterday he informed me he had met with one of Brazil's leading scientists who, while admitting skepticism, is also willing to consider this with an open mind.

Both Paul and I have been quite clear that they can not afford to dismiss this out of hand....

At this point it is my expectation that the final meeting to determine when they would visit as well as who would come is to take place shortly. Paul is, as I said before, making this his priority and he is confident such a visit will take place quite soon. I expect I'll have additional communication from him tomorrow.

Walter, I know I told you this on the phone...but it bears repeating...Paul tells me he is "very excited", for him that's a MAJOR statement.

Next, while not as advanced as the activity Paul is generating in Brazil, my Canadian friend (Bob Molleur) has had several meetings with his friends at Bombardier. His level of entry is the founding Family. I showed Bob the tape when I got back on January 28th, but did not give him a copy to take to Montreal. We are trying to establish a time when all the decision makers can meet with both Bob and I, the result of which we hope to be a trip down on one of their corporate Lear's.

As I've mentioned, a contact of mine in Houston got me on a conference call with one Jerry Patterson, a former Texas legislator. Jerry indicated that he has extremely close ties with Ross Perot and Ed Bass. At the moment Jerry is running for the position of Land Commissioner for the State of Texas. As a consequence he told me that, while he'd be glad to set me up with both the Perot and Bass people he couldn't really do anything for about six weeks. If necessary I'll activate that line of contacts.

While the communication has been suffering due to the travel schedule of my primary

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Contact, as you know I have been speaking with a group of Canadian / European Investors as regards the right to the technology for Africa. These people were to Already visited Tennessee, but my main contact has not yet arrived from Amsterdam. At this point I do not have a specific schedule, I will continue to work on this party.

One group I've not mentioned before, for no particular reason, is the investment "arm" of AIG Insurance. My level of access is quite high, my partner's (in a business here in Stowe) Father In Law is the Son of one of AIG's founders. Buck (the F-I-L) ran the operations in Japan until he retired back in 1993. He still sits on the board and, as I know it, holds more than a billion dollars worth of AIG stock.

I've also been asked to present the technology to Sen. John Kerry by one of his closest friends...but have not done so for the obvious reasons. I have also been asked to present it to the Premier of Canada, I'm investigating that at the moment.

That about wraps up my BIG contact work, although there are others I can activate. On a smaller scale I have several people in the wings that would be interested in an equity sale-IPO situation in the event it should "swing" that way. These people are capable in the 5 million to 30 million range.

Walter, I trust this will give you an idea what I (and Paul) are up to. I will keep you informed as the situation develops. Rest assured that every effort is being made by both Paul and myself to expedite a conclusion.

If I can answer any questions please don't hesitate to call.

Sincerely,


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