PATTON BOGGS LLP
ATTORNEYS AT LAW

2550 M Street, NW
Washington, DC 20037-1350
202-457-6000

Facsimile 202-457-6315
www.pattonboggs.com

EXHIBIT A

June 5, 2000

Philip S. Kaplan
202-457-5209
pkaplan@pattonboggs.com

The Honorable
Ronaldo Zamora
Executive Secretary
Malacanang Palace
Manila, Philippines

CRM/ISS
REGISTRATION UNIT
2000 JUL 13 PM 4:10

Re: Engagement Letter

Dear Secretary Zamora:

We are pleased that the Government of the Republic of the Philippines has retained Patton Boggs, LLP to assist it in contacting major private U.S. business and financial institutions for the purpose of facilitating their investments in the Philippines. I will coordinate this project working with other partners, associates and legal assistants, as appropriate, under my supervision. We will work closely with the Department of Trade and Industry and other pertinent Philippine officials.

This agreement is effective from July 1, 2000 and extends for one year. Monthly compensation to Patton Boggs, L.L.P. will be $32,083.33 (including all professional fees, project related expenses and administrative costs, with each monthly payment due on the first calendar day of that respective month. These sums will be remitted by electronic bank wire to the favor of Patton Boggs, LLP's bank, Riggs Bank, NA, 800 17th Street N.W., Washington, D.C. 20074-0114, ABA # 054 000 030, Account Number 17218620.

If these terms and conditions are acceptable, I would appreciate your acknowledging acceptance of them by signing this letter. If you have any questions about these terms or would like to discuss them further, please call me as soon as possible.

Doc. 433841

We look forward to continue working with the Philippine government to achieve your investment objectives.

Kind regards.

Sincerely,

Philip S. Kaplan
for PATTON BOGGS, L.L.P.

AGREED TO AND ACCEPTED:

Ronaldo Zamora
Executive Secretary
for the GOVERNMENT OF THE REPUBLIC OF THE PHILIPPINES

Doc. 433841

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EXHIBIT B

June 5, 2000

Philip S. Kaplan
202-457-5209
pkaplan@pattonboggs.com

The Honorable
Ronaldo Zamora
Executive Secretary
Malacanang Palace
Manila, Philippines

Re: Engagement Letter

Dear Secretary Zamora:

We are pleased that the Government of the Republic of the Philippines has retained Patton Boggs, LLP to assist it in connection with U.S. - Philippines relations. I will coordinate this project working with other partners, associates and legal assistants, as appropriate, under my supervision. We will work closely with the Department of Foreign Affairs and other pertinent Philippine officials.

This agreement is effective from July 1, 2000 and extends for one year. Monthly compensation to Patton Boggs, L.L.P. will be $32,083.33 (including all professional fees, project related expenses and administrative costs, with each monthly payment due on the first calendar day of that respective month. These sums will be remitted by electronic bank wire to the favor of Patton Boggs, LLP's bank, Riggs Bank, NA, 800 17th Street N.W., Washington, D.C. 20074-0114, ABA # 054 000 030, Account Number 17218620.

If these terms and conditions are acceptable, I would appreciate your acknowledging acceptance of them by signing this letter. If you have any questions about these terms or would like to discuss them further, please call me as soon as possible.

Doc. 433836

We look forward to continue working with the Philippine government to achieve your objectives in U.S.-RP relations.

Kind regards.

Sincerely,

Philip S. Kaplan
for PATTON BOGGS, L.L.P.

AGREED TO AND ACCEPTED:

Ronaldo Zamora
Executive Secretary
for the GOVERNMENT OF THE REPUBLIC OF THE PHILIPPINES

Doc. 433836