CONVENIO

Agreement passed in the Municipal Delegation office between the "Foreign Community, A.C.", represented for this purpose by Mr. Michael Mathers who will be called below "The Foreigners" and by Mr. Alfredo Nuño Morando and Mr. Julián de Los Santos Contreras, delegate and alternate of the indigenous community of San Juan Tecomatlán, who will be referred to as the "Indigenous Community", in the presence of teacher Valentin Contreras Cervantes, municipal delegate of San Juan Tecomatlán who agree to the following:

CLAUSES:

First

The Foreign Community A.C. promises that at the time of writing and signing of the regularization documents of the land acquired by Mrs. Sabrina Razo Camarena in favor of each of the foreigners (there) will come into effect the following points:

1) 10% over the initial buy-sale contract to exclude communal lots (to be) done with the land-owner (Sabrina).

2) Participate in 50% of the cost to refurbish a premise to serve as a meeting place and offices for the indigenous community.

3) Cooperate in the material betterment of the indigenous community, analyzing beforehand the existing needs in coordination with the indigenous authorities. For example: fixing up streets, plazas, parks, schools, etc.

4) Will respect the servitude of the water canals coming from the "La Tinaja" dam and not build on an area of four meters on each side of the main canals.

5) Assist and support economically the indigenous community in the areas of education and social assistance, giving help according to needs as determined in meetings held with the indigenous authorities.

Second

The indigenous community in turn agrees to respect and consider all and each one of the members of the Foreigners Community as neighbors with right to voice opinions and to take into account their decisions so that there will exist good relations and social harmony between parties.

San Juan Tecomatlán, Jalisco, the 7th of January 1999.