

**MEMORANDUM OF UNDERSTANDING  
BETWEEN THE  
INTERNATIONAL CONTRACTORS ASSOCIATION OF KOREA  
AND THE  
FAMCO OF SAUDI ARABIA**

Subject : Housing Project in Cairo

This memorandum is prepared to confirm understanding in principal based on discussion held in Seoul, Korea by and between International Contractors Association of Korea(ICAK) and FAMCO of Saudi Arabia(FAMCO).

Whereas, ICAK wishes to promote turnkey overseas construction projects for its member contractors.

Whereas, FAMCO is a development organization and desirer of establishing relationship with Korean contractors seeking participation in the housing project in Egypt identified by FAMCO.

For this purpose, both parties agree to undertake the project jointly as follows ;

1. Project :

A real estate development of fully integrated new community consisted of approximately 10,000 housing units as a model city in Middle East as project objectives.

2. Location :

In the vicinity of Cairo, Egypt designated by the Housing Authority.

3. Due Diligence :

A feasibility study will be made jointly on economic viability during the due diligence period of 90 days.

FAMCO agrees to provide ICAK information on the project, and ICAK agrees to conduct a feasibility study together with FAMCO upon reviewing and evaluation of such information.

The feasibility study shall include but not limited to ; market study, cost estimation, infrastructure availability and financing in order to determine the basic viability of the project.

Respective party will be responsible for its own cost and expense without obligating each other.

4. Formal agreement :


If the result of the feasibility study is positive, ICAK and FAMCO will enter a joint venture agreement.

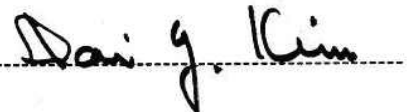
FAMCO shall be primarily responsible for obtaining the land at the most favorable price and terms and condition from Egyptian Government Authority, marketing, coordination with local authority, administration of the development entity and arranging mortgage financing for the home buyers.

ICAK shall be primarily responsible for organizing a consortium of Korean contractors who are capable of undertaking the project as a contractor (technically and financially) and in carrying out the construction of the project.

5. Mutual cooperation : This MOU is private and confidential. Therefore until appropriate time all information is to be kept as a trade secrete.

Both parties agree that all of the above terms and conditions are reflected correctly and executing its signature below signifies true intent and purpose.

FAMCO  
By its   
Date Feb 22. 1997

ICAK  
By its   
Date 22 Feb '97