

MTC TRADING CO., INC.

ROOM NO.801, 8TH FLOOR,
DOMEITSUSHIN NO.3 BLDG.,
6-18, EDOBORI 3-CHOME,
NISHI-KU, OSAKA,
550 JAPAN

MAILING ADDRESS

CENTRAL P.O. BOX 1480, OSAKA,
530-91 JAPAN

FAX : OSAKA (06) 448-3130
PHONE : OSAKA (06) 448-0019

"MTC" SAFES GIVE YOU THE PERFECT SECURITY.
Have succeeded in the most rigorous Japanese Industrial
Standard (JIS) one/two hour heat endurance test, drop
test and reheating test under the fire resistant
inspection regulation of JIS-S-1037

HOME & OFFICE SAFES
CARD LOCK SAFES
ELECTRONIC SAFES
FLOOR SAFES, MINI SAFES
FLOPPY and DATA SAFES
FIRE-RESISTANT FILING CABINETS

AGENCY AGREEMENT

THIS AGREEMENT IS MADE ON MARCH 21, 1997 BY AND BETWEEN MTC TRADING CO., INC.,
ROOM NO. 801, 8TH FLOOR, DOMEITSUSHIN NO. 3 BLDG., 6-18 EDOBORI 3-CHOME,
NISHI-KU, OSAKA, JAPAN, HEREINAFTER REFERED TO PRINCIPAL AND TAKEMURA COFRES LTDA.,
RUA CUNHA GAGO, 62 PINHEIROS SÃO PAULO SP CEP 05421-000, BRAZIL, HEREINAFTER
REFERED TO AGENT.


IN ACCORDANCE WITH THE FOLLOWING TERMS AND CONDITIONS, PRINCIPAL AGREES TO GRANT
AGENT THE EXCLUSIVE SALES RIGHT FOR THE SPECIFIED COMMODITY TO BE SOLD AND
DISTRIBUTED IN THE TERRITORY STATED HEREIN:

- 1) COMMODITY: "MTC" BRAND SAFES
- 2) TERRITORY: WHOLE BRAZIL, WHOLE PARAGUAY and WHOLE URUGUAY
- 3) PAYMENT : BY IRREVOCABLE AND CONFIRMED L/C AT SIGHT
- 4) ARBITRATION: ANY DISPUTE OF DISAGREEMENT ARISING IN CONNECTION WITH THE
INTERPRETATION OF THIS AGREEMENT OR THE PERFORMANCE OR
NON-PERFORMANCE THEREOF, SHALL BE SETTLED BETWEEN AGENT AND
PRINCIPAL WITH MUTUAL COOPERATION IN GOOD FAITH.
ALL CLAIMS WHICH CAN NOT BE AMICABLY SETTLED BETWEEN PRINCIPAL
AND AGENT SHALL BE SUBMITTED TO ARBITRATION IN OSAKA, JAPAN.
IN ACCORDANCE WITH THE RULES OF THE JAPAN COMMERCIAL ARBITRATION
ASSOCIATION. THE AWARD SHALL BE FINAL BINDING ON BOTH PARTIES.

MARCH 21, 1997

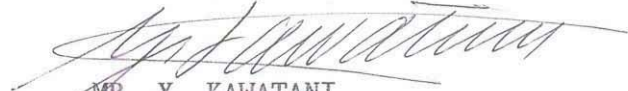
AGENT

TAKEMURA COFRES LTDA.


MR. KAZUO TAKEMURA
PRESIDENT

PRINCIPAL

MTC TRADING CO., INC.


MR. Y. KAWATANI
DIRECTOR



We are doing "safe" business.

Member of The Osaka Chamber of Commerce & Industry (Registered No. 01-77172)