



D

BAY STATE TRUST

IRREVOCABLE PAY ORDER for

ARCORE INTERNATIONAL FUNDING, L.L.C.

DATE : April 28, 1997
 REFERENCE CODE : 5096-ABK/BST 1683
 REFERENCE CERTIFICATE : Mitsubishi Certificate of Commercial
 Obligation; Certificate No. 47029
 AGREED FEES : \$ 20,000,000 USD
 TOTAL FEES PAYABLE : The AGREED FEES will be paid when
 the Transaction is consummated.

| <u>BENEFICIARY</u> | <u>AMOUNT</u> |
|---|---------------|
| Arcore International Funding, L.L.C. | \$ 20,000,000 |
| PAY COORDINATES for : Arcore International Funding, L.L.C. | |

BANK NAME :
 ADDRESS :

BANK OFFICER :
 BANK TELEPHONE NO. :
 BANK FACSIMILE NO. :
 ROUTING CODE NUMBER :
 ACCOUNT HOLDER :
 ACCOUNT NUMBER :
 BENEFICIARY : Arcore International
 Funding, L.L.C.

TOTAL FEES \$ 20,000,000

THIS PAY ORDER CAN NOT BE DISCOUNTED NOR HYPOTHECATED.

PAYMASTER: *[Signature]* APRIL 28, 1997
 I. M. Perry, Trustee DATE
 BAY STATE TRUST

HEAD OFFICE
 AUSTRASSE 27 9490 VADUZ LIECHTENSTEIN

REPRESENTATIVE OFFICE
 4101 N. OCEAN BLVD SUITE 1806 BOCA RATON, FL 33431 TEL: (1) 561-352-0101 FAX: (1) 561-447-7101

EXHIBIT NOTE

This is the annexure marked "D" referred to in the within affidavit of
 HARMON LYNN WILFRED and sworn at Christchurch this 24th day of
 February 2006 before me:

0273

[Signature]
 A Solicitor of the High Court of New Zealand
 (Solicitor to sign in part on Exhibit)

Christina Jane Glubb
 Solicitor
 Christchurch