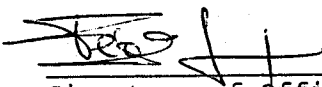


Conflict of Interest Policy

Any director, officer, or key employee who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction, which might reasonably be construed to be adverse to the corporation's interest.

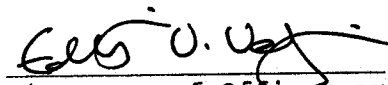
The body to which such disclosure is made shall thereupon determine, by a vote of seventy-five percent (75%) of the votes entitled to vote, whether the disclosure shows that a conflict of interest exists or can be reasonably construed to exist. If a conflict is deemed to exist, such person shall not vote on, nor use his personal influence on, nor participate (other than to present factual information or to respond to questions) in, the discussions or deliberations with respect to such contract or transactions. Such person may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation, and whether a quorum was present.

In addition, We agree that the majority of our Board of Directors will be non-salaried and will not be related to salaried personnel or to parties providing services. Salaried individuals cannot vote on their own compensation and all compensation decisions will be made by a majority vote of the other board members. Any salaries or other forms of compensation paid or provided to our organization's officers, directors, trustees, or employees will not exceed a value which is reasonable and commensurate with their qualifications, duties, and working hours, and such compensation will be comparable to that ordinarily paid or provided to individuals in similar positions.

  
\_\_\_\_\_  
Signature of Officer or  
Person Holding Power of  
Attorney

SANDOR VEGH, PRESIDENT  
\_\_\_\_\_  
Type or Print Name and Title

11/30/03  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature of Officer or  
Person Holding Power of  
Attorney

EDIT V. VELENYI, V-PRES.  
\_\_\_\_\_  
Type or Print Name and Title

11/30/03  
\_\_\_\_\_  
Date