

Wye Oak Technology



Exhibit 4.1

WYE OAK TECHNOLOGY
117 LAKEN STREET
MONONGAHELA, PA 15063
TELEPHONE: 724-258-8670
EMAIL: dstoffel@wyeoaktech.com
(Local Office – Baghdad, Iraq –
07901320080)

June 25, 2004

Iraqi Ministry of Defense
Baghdad, Iraq, APO AE 09316
ATTN: Minister Hazim al-Shalan

RE: Iraqi Military Equipment Recovery Project

Dear Minister al-Shalan:

Pursuant to your request, Wye Oak Technology Corporation (“Wye Oak”) is pleased to present you with this offer for Wye Oak to assess your discarded and/or damaged military equipment to identify military salvageable equipment and scrap, account and inventory, value and identify purchasers for such military equipment and scrap, to maximize and to assist you in carrying out the Iraqi Military Equipment Recovery Project. In such role, Wye Oak would act as the exclusive broker for such transactions for the Iraq’s Ministry of Defense for a minimum of ten percent commission on each such transaction. This effort and arrangement will be conducted in a structured, organized, and professional manner. Please review attachment A hereto for a more specific operating framework structure and flow chart with respect to such operating framework structure.

As evidenced in attachment B hereto, Wye Oak has recently worked with the current Ministry of Defense, understands the goals of the Iraqi Military Equipment Recovery Project, and has first hand knowledge of your discarded and damaged military equipment. Wye Oak has facilitated the purchase and acquisition of all types of military equipment for approximately twenty (20) years. In short, Wye Oak would enable you to realize the most value, highest price, most timely, and best use for the Ministry of Defense because Wye Oak 1) knows the Iraqi culture, has a good working relationship with several Iraqi Ministries, and has successfully worked with the people of Iraq in the reconstruction of Iraq; 2) has inspected and briefly assessed the Iraqi discarded or damaged military equipment at several military facilities while helping in the reconstruction effort of Iraq; 3) has a large depth of experience in acquisitions and procurements of this nature and the necessary networks and contacts with respect to all aspects thereto, including, but not limited to, value assessment and refurbishing assessment; 4) possesses all required international arms and weapons licenses and certifications; and 5) has already formulated a prospective purchaser list from the equipment and scrap we have inspected.

We have identified one or more potential purchasers for many of the Iraqi discarded or damaged military that we have reviewed. Please find attachment B hereto which contains some of the Iraqi discarded or damaged military equipment that we have identified such purchasers. The material in attachment B includes armored personnel carriers, heavy armor/tanks, missiles, missile radar equipment, ballistic missiles, rocket launchers, artillery, artillery scrap, small arms and small arms scrap.



We look forward to working with you on the Iraqi Military Equipment Recovery Project and we are confident that you will choose us as your exclusive broker in this matter.

Upon your acceptance and approval of this relationship, we will immediately provide you, for your review, with an appropriate broker service agreement to memorialize your acceptance and approval.

As I am sure you are aware, procurements and acquisitions of this type are typically not publicized and ordinarily highly confidential. Although we have vast amounts of experience and have facilitated many such transactions, we are not free to specifically include these in this offer; however, I would be pleased to meet with you at your convenience to general discuss.

Currently, there is a demand in the global market for military equipment and military scrap and reflected prices thereto, which from our estimations, based on our brief inspection of a portion of such equipment and military scrap, could in excess of approximately one billion US dollars at today's current market. As noted above, we have identified potential purchasers for many of these items; however, time is of the essences with respect to taking advantage of the global market's current demand.

Sincerely,



Dave G. Stoffel
President

Exhibit 4.2





TIMOTHY F. MURPHY
MEMBER OF CONGRESS

722

EIGHTEENTH DISTRICT
PENNSYLVANIA

400 CANNON BUILDING
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EMAIL: MURPHY@MAIL.HOUSE.GOV
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Exhibit 5

Found on Computer



[LEADERHEAD]

July 4, 2004

Lieutenant General David J. Petraeus
Commanding General
Office of Security Transition
APO AE 09316
Baghdad, Iraq

Dear General Petraeus:

As you may be aware, the Iraqi Ministry of Defense is in the beginning phases of initiating the Iraqi Military Equipment Recovery Project (the "IMERP"). For obvious security reasons, it is necessary to expedite the IMERP as much as possible.

To this end, the Iraqi Ministry of Defense needs to gain access to the military equipment dumps/depositories of Taji military base so that we may inspect and assess such equipment for possible reconditioning as soon as possible. We seek your permission for such visit and inspection and would require transportation from you, from the Presidential Palace to Taji military base for [Dr. Bruska] and [Mashal] from the Iraqi Ministry of Defense and Mr. Dale Stoffel, military equipment consultant and contactor to the Iraqi Ministry of Defense.

In our effort to provide the Iraqi police force with effective and capable equipment, the IMERP's assessment of military equipment scrap is critical and time sensitive. We have scheduled such inspection and visit by July 8, 2004 or, if this conflicts with your schedule, such other date that is at your earliest convenience.

Thank you in advance for your help in this matter. Please provide us with confirmation of the date you are available.

Sincerely,

Minister Hazim al-Shalan

Exhibit 6 Found on Computer

[LEADERHEAD]



August 4, 2004

Dale C. Stoffel, President
Wye Oak Technology, Inc.
117 Laken Street
Monongahela, PA 15063
(Local Office – Baghdad, Iraq – 07901320080)

Dear Mr. Stoffel:

Wye Oak Technology, Inc. ("Wye Oak") is commissioned as the sole and exclusive agent for the recovery and sales of all Iraqi Ministry of Defense material described as scrap military equipment in the territory of Iraq. Related thereto, Wye Oak is also commissioned to inventory, assess and recover any such equipment it determines as recoverable for the use or sale on behalf of the Iraqi Ministry of Defense. Wye Oak is free to pursue any outside assistance it deems necessary, domestic or foreign, in Wye Oak's efforts with respect to such commission.

This program will be administered with the assistance and cooperation of the United States Military and all coalition partners as maybe required by law, statute or as described in the Exclusive Brokerage Service Agreement by and between Wye Oak Technologies, Inc. and the Iraqi Ministry of Defense dated on or about August 4, 2004.

Doctor Bruska Noori Shaways, secretary general of defense of the Iraqi Ministry of Defense, is the designated Iraqi Ministry of Defense Program Director, having full signatory authority on all matters with respect to the aforementioned contract and commission.

This letter has been executed in both English and Arabic and both versions may be equally relied upon.

Sincerely,

Minister Hazim Qutran al-Khuzai al-Shalan