

PHOENIX INTERNATIONAL

**GOVERNMENT
EXHIBIT**

66
05 Cr. 59 (DC) (ID)

April 6, 1993

Theodore C. Sorensen, Esq.
Paul, Weiss, Rifkind, Wharton & Garrison
1285 Avenue of the Americas
New York, New York 10019-6064

Dear Mr. Sorensen:

Phoenix International, an American-based and American-owned corporation, believes it would be able to proceed successfully with a number of potential business deals in or with Iraq and its neighbors if Iraq could be induced to comply with the terms of those United Nations resolutions imposing sanctions on that country, commencing by Iraq complying with the terms of SCR 706 -- which in addition would serve humanitarian objectives in which I strongly believe. This would permit Iraq under certain conditions to sell a specified amount of oil, with all proceeds from that sale to be utilized for certain U.N. costs, Gulf War compensation and, primarily, food and medicine for the Iraqi people.

Having informally explored the position of both the U.N. and the Government of Iraq and finding that a meeting of the minds on compliance with SCR 706 is possible, we are, on our own initiative and with our own funds, retaining you and your law firm to draft a "Plan of Compliance" that we hope could be accepted by both sides. For your services, we are paying you an agreed upon sum (plus disbursements), such non-refundable fee to be paid upon your delivery to me of your draft Plan without regard to its ultimate acceptance or rejection by either side.

Please understand that we do not speak for, and cannot be certain of the acceptance of this Plan by, either side; but the commercial stakes are sufficiently important to us to seek out your legal experience in the preparation of such a Plan. We realize that you are not favorably inclined toward the Government of Iraq, and we will not ask you, in the course of this assignment, to engage in any lobbying, "door opening," attempts to influence U.S. officials or public activities of any kind.

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This Letter Agreement and all activities and conversations hereunder shall remain confidential. We believe that your experience in international matters, and the research resources of your law firm, will enable you to interpret, analyze and clarify with precision the essential components of a broadly acceptable Plan of Compliance; and we are pleased to be working with you.

Sincerely,

Phoenix International

By *Samir Vincent*
Samir A. Vincent, President