

4. In accordance with the Asset Management Agreement (as defined in the Motion) and subject to approval by the Bankruptcy Court, Source will consult with, and advise the Debtors with respect to (i) developing a program for the sale of the Obsolete Inventory (as defined in the Asset Management Agreement); and (ii) assisting the Debtor in implementing the program.

5. As more fully set forth Section 1(d) of the Asset Management Agreement, Source will receive the certain fees for services provided in the disposition of the Obsolete Inventory.

6. Source has extensive experience in the disposition of such inventory.


BERNARD ROHDE, VP & CFO

Sworn to before me

On July 17, 2003.


Notary Public
in and for the State of Texas

My Commission Expires 8/6/05

