

Monday, May 13,1996

To: Ole Larsen,EVP & Div.Mgr. SBC
Masahiko Miyakoda,SVP & Div. Mgr. SBC
Thomas Okamura VP & LABLO Mgr. SBC

From: Warren H. Brazas,VP & BDO SBC (former)

Subject: Reinstatement to previous position.

It would be deeply appreciated if I could be reinstated to my previous position as Vice President & Business Development Officer. It would also be deeply appreciated if this could be done with my current salary and benefits and without a break in service to Sumitomo Bank of California. If possible and you concur,perhaps this could be charged as unpaid leave, etc. Although I have been paid for my existing vacation days,I have not cashed the check and would prefer to have the days instead of the money.

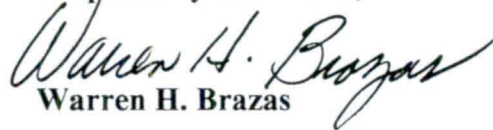
My leaving Sumitomo Bank of California was based upon the offer made to me by one of my customers. The CEO of Dolphin Industries felt that I would be a much needed addition to his management team as his Chief Financial Officer. He made this offer to me over a period of several months. I accepted this offer only after Mr.Harold Lee passed away. I was very upset by Harold's passing since I knew him well for eight years at Wells Fargo Bank. My intention was to grow the company and continue to be a staunch Sumitomo Bank customer. Unfortunately, after conducting my audit of the company's financial records it was discovered that there was a major discrepancy in the income of the subcontractors and Dolphin Industries Inc. I immediately launched an inquiry into the practices of hiring and paying the subcontractors. This caused an immediate resignation of four key employees who also took company records with them. All of this was occurring without the knowledge of the CEO who is an extremely honest person. I then called an executive meeting on Saturday, May 11,1996 and had the staff attorney,controller,CEO and myself present. I pointed out the discrepancies which I discovered and gave solutions to prevent these from happening in the future. I also implemented immediate cost cutting measures which would enable the company to:

- (1) Meet payroll obligations
- (2) Meet IRS & State Tax obligations
- (3) Continue to repay Sumitomo Bank its monthly loan repayment.

One of the cost cutting measures was to eliminate myself so that the bank would be repaid with the \$8,000.00 per month which would have been my salary. I did not put myself on the payroll and have not received any compensation from the company. My primary concern was that our Bank was repaid.

I wish to be reinstated to Sumitomo Bank of California because I want to continue making successful contributions to the bank's business development efforts. My treatment at SBC has always been excellent and I like the people who work for SBC. Again your concurrence with this request will be deeply appreciated.

Respectfully Submitted,


Warren H. Brazas