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IN WITNESS WHEREOF, this Memorandum of Lease has been duly executed by the parties hereto as of the day and year first above written.

LANDLORD:

MT. VERNON CHARTER CORPORATION

By Jan L. Mua_ President

CORPORATE SEAL

ATTEST:

Amos Eday

Signed and sealed in our presence:

James Daniel Mango

TENANT:

GRACE NATURAL RESOURCES CORP.

By Mleam While Vice-President

CORPORATE SEAL

ATTEST:

Assistant Secretary

Signed and sealed in our presence:

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