



U.S. Small Business Administration
The Los Angeles District Office
330 No. Brand Blvd., Suite 1200
Glendale, CA. 91203-2308

June 23, 2004

Walter Thomas, Owner
Walter Thomas & Associates
2008 Canal Avenue
Long Beach, CA. 90810

Dear Mr. Thomas:

Welcome to the Mentor Protégé Agreement Program. I am please to advise you that your mentor protégé agreement has been approved by the U.S. Small Business Administration as of June 15, 2004.

We accept the mentor protégé agreement for **Walter Thomas & Associates** (the Protégé), and **Thomas Land Clearing Company** (the Mentor). Your firms apparently meet the requirement of the regulations and the purpose of the Mentor Protégé cited at 13 C.F.R. 124.520. The purpose is to enhance the development of the protégé and encourage approved mentors to provide various forms of assistance to eligible 8(a) participants to ensure contracting opportunity experience and overall financial viability. The assistance may include technical, administrative, managerial, marketing, and enhance capabilities in subcontracting and performance with prime contractors (Federal Government) in the form of "Joint Venture Agreements". Your signatures on the mentor protégé agreement certifies your willingness to provide the appropriate assistance and adhere to the provision set forth in the agreement and SBA's regulatory guidelines cited above.

Your firm is now eligible to begin your relationship as a mentor protégé participant. The SBA will review the mentor-protégé relationship annually to determine whether to approve its continuation for another year. The SBA must approve all changes to the mentor protégé agreement in advance. If the mentor/protégé team decides to terminate the agreement you must follow the regulations and notify the other party and the SBA within thirty (30) calendar days in writing.

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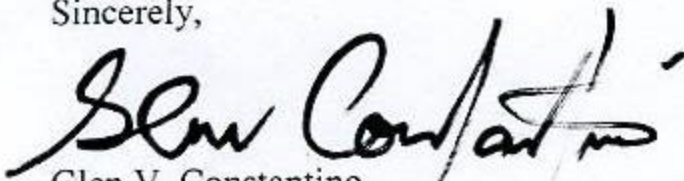
Mentor Protégé Agreement
Walter Thomas & Associates

Mr. Parker, annually you are required to submit a Mentor Protégé Agreement re-certification letter to SBA for evaluation. This is due when you submit your "8(a) Annual Update Information". As a reminder, your firm was approved on May 5, 2003 as an 8(a) Participant. We will send you're firm an 8(a) annual update package for completion near your anniversary date each year. Complete the information and provide all required data. Please include your "Mentor Protégé Agreement Re-Certification Letter" requesting and extension of the agreement for another year, and provide a brief evaluation of the mentor protégé relationship and benefits to date.

The Mentor Protégé Agreement will continue provided that your firm remains in compliance with continuing program eligibility requirements cited at 13 C.F.R. 124.520, and annually re-certifies to SBA that it remains in compliance with the agreement. Due to your recent certification, the first annual evaluation will be conducted within one (1) year. It will be due to SBA within thirty (30) calendar days of your 8(a) Program Participation Certification anniversary date next year (May 5, 2005).

We thank you for your participation in the Mentor Protégé Agreement Program, and wish both of you much success in this alliance. If further assistance is required, please contact Ms. Catherine Clark, Contract Specialist at (818) 552-3311 or fax (818) 552-3221.

Sincerely,

A handwritten signature in black ink, appearing to read "Glen Constantino". The signature is fluid and cursive, with a long horizontal stroke at the end.

Glen V. Constantino
Assistant District Director
8(a) Business Development