

AGREEMENT

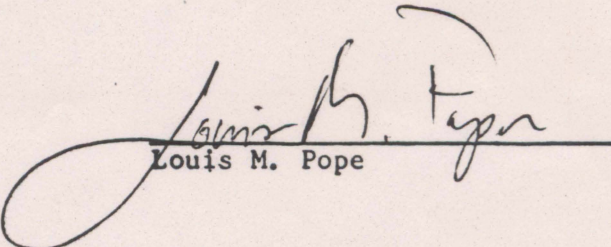
THIS AGREEMENT made this 23rd day of September, 1975, by and between H. Tracy Hall and Louis M. Pope, referred hereinafter as "Hall and "Pope".

WHEREAS Hall is willing to grant title to such stock in consideration of TEN THOUSAND dollars (\$10,000).

NOW, THEREFORE, the parties agree as follows:

1. That Hall will give title to 200 shares of DION Company stock on the agreement date.
2. That in consideration of such agreement Pope will pay to Hall in cash the sum of TEN THOUSAND dollars (\$10,000) on the agreement date.

DATED AT Provo, Utah the day and year first above written.


Louis M. Pope

H. Tracy Hall
H. Tracy Hall

State of Utah
County of Utah

On the 23rd of September, 1975, personally
appeared before me a Notary Public in and for the State of Utah, Louis
M. Pope and H. Tracy Hall, the signers of the above instrument, who did
duly acknowledge to me that they executed the same.

Colore Southwest
Notary Public residing at Provo, Utah

11/4/76
My Commission expires

APPENDIX TO
HTH and LMP
Agreement

Megadiamond Shares Outstanding	177,400
DION Co. Shares Outstanding	5,975
DION's Percent Ownership in DBT	$\frac{59,750}{177,400} = 33.68\%$

HT Hall Possesses 20,100 Shares of Megadiamond Co.

HT Hall Possesses 2,010 Shares of DION Which Equates

To $\frac{20,100}{177,400} = 11.3\%$ Ownership in DBT

} before this sale

LMP values $1/177,400$ of DBT at \$5.00. He, therefore, offers to pay HTH \$10,000 for $2,000/177,400$ of DBT by purchasing 200 shares of DION Company.