



MEMORANDUM OF AGREEMENT

This Memorandum of Agreement is entered into this 1st day of September, 2006 at Quezon City, Philippines by and between:

AmbiEnergy Enterprises, Inc. (AmbiEnt), a company existing under the laws of the Republic of the Philippines, with postal address at Unit 103, Delsa Mansion, 44 Scout Borromeo St. cor Scout Torillo St., Quezon City, Metro Manila, Philippines, herein represented in this act by its President, **Mr. Francis M. Buencamino**, duly authorized, hereafter referred to as the **DISTRIBUTOR**;

-and-

Autozone, a company existing under the laws of the Republic of the Philippines, with postal address at 2256 Chino Roces Avenue, Makati City, Metro Manila, Philippines, herein represented in this act by its General Manager, **Mr. Dennis Oliva**, duly authorized, hereafter referred to as the **DEALER**;

Premises:

WHEREAS, the DISTRIBUTOR is engaged in the business of importing, distributing, installing and servicing alternative fuel conversions kits, specifically LPG and CNG kits for gasoline motor vehicles (hereafter referred to as "LPG kits" or "CNG kits");

WHEREAS, the DISTRIBUTOR is the exclusive importer and distributor of LPG and CNG kits (hereafter referred to as "*TARTARINI KIT*"), all associated accessories and other equipment manufactured by *Tartarini Auto S.p.A.*, (hereafter referred to as "*MANUFACTURER*") for the whole of the Republic of the Philippines;

WHEREAS, the DISTRIBUTOR proposes to go into the business of LPG kit conversions of gasoline motor vehicles (hereafter referred to as "conversions") in cooperation with the DEALER within the Philippines, hereafter referred to as "Territory";

WHEREAS, the DISTRIBUTOR is currently engaged in exclusivity contract with other dealers, specifically in Cebu until November 2006, and in Cagayan de Oro until January 2007 and can thus only honor this contract for each of these locations after the termination dates of the aforementioned existing contracts;


WHEREAS, the DEALER has expressed interest to be a dealer and certified installer and service provider of *TARTARINI KITS* for The Territory;

WHEREAS, the DEALER already owns equipment and facilities that can provide the necessary tools and equipment to carry out warehousing, installation, and servicing of LPG conversion kits for gasoline motor vehicles;

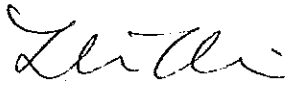


- 12.3.4 In the event that the DISTRIBUTOR ceases to become the exclusive distributor of the MANUFACTURER for the Philippines, for whatever reason.
- 12.4 In the event of termination of the contract, the either party is obliged to return all the advertising and publicity material, price list, and in general all illustrative material in its possession that have been provided by the other party
- 12.5 The contract will be terminated immediately if the DEALER does not purchase the complete conversion kit (front and rear components) including the tank and multivalves from the DISTRIBUTOR.
- 13. Any exception or amendment to this contract must be agreed in writing by both parties.
- 14. For any disputes relating to this contract, both parties submit themselves to the jurisdiction of the courts of Quezon City, Philippines.


IN WITNESS WHEREOF, the parties have caused these presents to be executed on the date and at the place first above-written.




Mr. Kuki Buencamino
President
Ambienergy Enterprises, Inc.
Distributor



Mr. Dennis Oliva
General Manager
Autozone
Dealer



Jere Myles Fregil



Willy Q. Tee Ten