



Independent
Advisor Services Agreement

This Services Agreement is made and entered into between Integrated Process Systems (IPS Ltd.) and Patrick O'Shea (an individual) whose current permanent address is 10509 La Costa Drive Austin, Texas USA 78747.

DESCRIPTION OF SERVICES

Advisor will provide services as requested by IPS. Such services may include but not necessarily be limited to those services as previously discussed with Mr. HS Chang but generally within the scope of business development activity and other growth areas as defined from time to time by IPS.

COMPENSATION

IPS shall compensate advisor for the services to be provided in the form of a monthly retainer in the sum of \$5000.00. In addition there to, IPS shall reimburse Advisor authorized and approved expenses incurred in the promotion and development of IPS business. Bonus/ Commissions can be agreed upon as profitable business develops.

CONTRACTUAL RELATIONSHIP

Advisor agrees that he is and shall be an independent contractor and is not entitled, shall not receive, and hereby waives, any claim to benefits, which would be provided to a full time, regular employee of IPS.

TERM

The term of this agreement shall be for one (1) year with a renewal option for single years following. Either party may terminate this Agreement with ninety (90) days written notice before the end of contract for any cause whatsoever. During the term of this Agreement, Advisor shall make at least one (1) trip per year to the Company's headquarters in Korea for the purpose of reviewing, discussing, and planning IPS business development activity in the US and perhaps elsewhere. The effective beginning date of this Agreement is December 01, 2003.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the date and year written above.

Integrated Process Systems (IPS Ltd)

By H.S. Chang

Title

Date 2003. 12. 01

Patrick O'Shea

Date 12. 1. 2003