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June 30, 2000

By Fax

Mr. Michael Verne
Premerger Notification Office
Room 303
6th and Pennsylvania Avenue, N.W.
Washington, D.C., 20580

Re: Transaction Number

Dear Mike:

We write to confirm the discussions that we had earlier today regarding [redacted] not having to file another Premerger Notification and Report Form in connection with the transaction described below should it close prior to September 3, 2000.

As we discussed, [redacted] filed a Premerger Notification and Report Form on August 4, 1999 in connection with its proposed acquisition of [redacted] [redacted]. Early termination was granted on September 3, 1999.

Pursuant to the Agreement and Plan of Merger, [redacted] Acquisition LLC, an entity "controlled" by [redacted] Acquisition"), through its wholly owned subsidiary, [redacted] LLC ("Merger Sub"), was to acquire [redacted] pursuant to a merger of [redacted] with and into Merger Sub. In Item 2(a) of the Premerger Notification and Report Form, [redacted] disclosed that due to certain regulatory licensing issues, [redacted] acquisition (and as a result, Merger Sub and the Agreement and Plan of Merger), may be transferred to [redacted] who in turn, through Merger Sub, would acquire [redacted].

In fact, the foregoing did occur, and [redacted] acquired [redacted]. That acquisition was not reportable because [redacted] did not meet the so-called \$10 million size-of-person test. In connection with the acquisition of [redacted] M [redacted] was granted an option to acquire [redacted] acquisition (and therefore [redacted] now Merger Sub) from Mr. [redacted].

[redacted] now believes that in the very near future, it will be exercising its option to acquire [redacted] acquisition from Mr. [redacted]. During our telephone call earlier today, you advised

[REDACTED]
[REDACTED]
Mr. Michael Verne
June 30, 2000
Page 2

me that the acquisition by [REDACTED] acquisition would not be subject to the reporting requirements of the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, if [REDACTED] completed the acquisition prior to September 3, 2000 since [REDACTED] previously filed a Premerger Notification and Report Form in connection with its proposed acquisition of [REDACTED]

We hope that this letter accurately reflects our understanding. Should you have any questions or comments regarding this transaction or if this letter does not accurately reflect our discussions, please contact us. As always, we thank you for your prompt assistance.

Sincerely,
[REDACTED]
[REDACTED]
[REDACTED]

AGREE - NO ADDITIONAL FILING IS REQUIRED.

B. Michael [REDACTED]
7/3/00

[REDACTED]