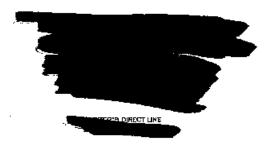
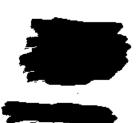
71(0)(10)





June 9, 2000

VIA FACSIMILE

Michael Verne

Premerger Notification Office

7th & Pennsylvania Ave., N.W. Washington, D.C. 20580

Dear Mike:

I am writing to confirm my understanding of telephone conversations we had yesterday and the day before yesterday concerning the potential reportability under the Hart-Scott-Rodino Antitrust Improvements Act ("HSR Act") of a proposed transaction discussed below.

STEP 1 (FORMATION OF NEWCO): Several investors ("Investors") will form a new corporation ("Newco"). One investor ("Parent") will acquire in excess of 50% of the 10,000 shares of

review is the enting. At the structure which have all the one understanding that Depart will have a supplied but taken and the one understanding that Depart will have a

of the parties test or the size of the transaction test is not met.

STEP 2 (MERGER AND RECAPITALIZATION): It is intended that Newco will be merged with and into a corporation ("Target"). Target currently is and will be at the point immediately prior to the merger ultimately controlled by another corporation ("Seller") which holds 100% of the 10,000 shares of

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Each of the 10,000 shares of voting securities of Newco will be converted on a share for share basis

N) 5 million

Immediately after the merger occurs, Parent will hold in excess of 50% of the voting securities of

The Market Notate Agreement and assessment

Please let me know as soon as possible if you disagree with any of the conclusions discussed above,

Very truly yours,

AGREET UNDER EXEMPT UNDER 1x(c)(10)

Nonvoting stock of Newco also will be converted on a share for share basis into nonvoting stock of Target.

securities of ranges, which will constitute in aggregate seas man 3% of the vicing securities of range past merger. I assume may the exercise of these options and the reinvestment of proceeds by certain Option Hulders does not impact the HSR analysis.

² While we did not discuss this issue, my assumption is that even if the voting securities being issued to Seller were valued at in excess of \$1.5 million the "acquisition" of these securities still would not be reportable. An additional fact that I did not mention to you is that immediately before the merger, several option holders ("Option Holders") in Target will exercise their options into