

803.7

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 1, 2000.

"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].

[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

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me that the acquisition by [redacted] acquisition would not be subject to the reporting

We hope that this letter accurately reflects our understanding. Should you have

Sincerely,

AGREE - NO ADDITIONAL FILING IS REQUIRED.

B. Michael [redacted]
7/3/00