

Luther Fredrick Carter
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April 9, 1999

notice and will continue to perform your duties as President while a new President is hired and transition occurs.

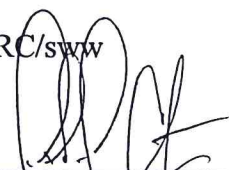
If this letter accurately reflects the terms we have discussed, please indicate your acceptance by signing below.

With kind regards,

Very truly yours,


James R. Coupie

JRC/sww



Luther Fredrick Carter