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PLEASE REPLY TO BOULDER OFFICE

September 15, 1998

Via Facsimile and U.S. Mail
(303) 444-8511

Peter Henthorn
2146 Linden Drive
Boulder, Colorado 80304

Dear Peter:

The language I was referring to is as follows:

The laws of the State of Colorado shall govern this contract and any interpretations or constructions thereof. Further, the place of performance and transaction of business shall be deemed to be in the County of Boulder, State of Colorado, and in the event of litigation, the exclusive venue and place of jurisdiction shall be the State of Colorado, and more specifically, Boulder County, Colorado.

If I can be of further assistance, please don't hesitate to call.

Very truly yours,



William R. Gray

WRG/fr