

July 22, 1997

[address]

Dear Mr. Underwood:

Thank you for taking the time to meet with Irene Marr and me last week. We very much enjoyed speaking with you and we now have a first-hand appreciation of why you were so successful in your work.

We have discussed at great length your comments and observations, particularly those related to Win Scott. Because we believe that it is important that the historical record be as clear as possible on this issue, we would like to make arrangements with you to take your deposition, under oath, regarding a few of the items we discussed -- particularly your meeting with Mr. Scott, your notes regarding that meeting, and a few other items about which you have first-hand knowledge. Once again, we would like to make arrangements that will be as convenient for you as possible. Accordingly, I would suggest that we meet once again at the Sheraton near your home. We would make arrangements to have a conference room at the hotel and to have a court reporter present. I estimate that it would take only about one hour. All of the persons whose depositions we have taken are entitled to bring counsel with them, although none thus far has chosen to do so. We will provide you with the opportunity to review the transcript for correctness and a copy of the corrected transcript will be provided to you.

Irene will be calling you shortly to see what day would be best for you or whether there is any other place that would be more convenient. I look forward to seeing you again soon.

Sincerely yours,

T. Jeremy Gunn
General Counsel

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