



LLR EQUITY PARTNERS, L.P.

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May 18, 2004

Mr. Sheldon Pekin
Institutional Agents and Consultants, LLC
311 South Wacker Drive, Ste. 4990
Chicago, IL 60606

Dear Sheldon:

This letter confirms and updates our agreement of November 21, 2003 (the "Agreement") and the agreement modification of April 15, 2004. We understand that any fees due under the Agreement will be paid to Sheldon Pekin, as an individual, and not to Institutional Agents and Consultants, LLC ("IAC").

The parties agree to keep the arrangements set forth herein confidential except to the extent of disclosures that may be required to enable a party to comply with law or securities regulation.

If the foregoing is consistent with your understanding, please counter-sign this letter agreement in the place below, and return it to the undersigned.

Very truly yours,

Mitchell L. Hollin

Agreed to and accepted this

___ day of May, 2004

Institutional Agents and Consultants, LLC

By: _____

Title: _____

Agreed to and accepted this

___ day of May, 2004

Sheldon Pekin, as an individual

By: _____