



ATTORNEY GENERAL OF TEXAS
GREG ABBOTT

December 28, 2004

OFC Capital
c/o General Counsel
576 Colonial Park Drive, Suite 200
Roswell, Georgia 30075

Dear OFC Capital:

The Texas Attorney General has learned that your company is demanding payments from Texas small business consumers on agreements purchased from NorVergence, the New Jersey company now in Chapter 7 bankruptcy in New Jersey. We have reason to believe that these agreements are based on fraud and should be voided.

Please respond promptly to the attached Civil Investigative Demand. In the meantime, we request that you immediately cease all efforts to collect on agreements purchased from NorVergence until such time as there is a determination as to whether they are enforceable.

Continuing to attempt collection efforts on agreements secured by fraud could subject your company to substantial penalties under Texas law.

Should you require further information, please contact Assistant Attorney General John Owens in our Houston office (713)223-5886 Ext. 107 or Leela Fireside in our Austin office (512) 475-4233.

Sincerely,

Paul Carmona
Division Chief
Consumer Protection and Public Health Division