

FRIEDMAN & UHLEMEYER, INC.

REGISTERED INVESTMENT ADVISER

BAYARD H. FRIEDMAN
WILLIAM M. UHLEMEYER, CFA
ANN R. QUINN

March 4, 1998

Mr. Ralph Carr
P. O. Box 1215
Santa Fe, New Mexico 87504

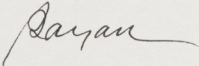
Dear Ralph:

Pursuant to today's telephone conversation, I enclose herewith the original and two copies of an amended letter agreement to be signed by one of the Gentlings.

Please have this agreement signed, as indicated, retaining a copy for the Gentling's file and sending one executed copy to me.

Many thanks for your help.

Sincerely,



Bayard H. Friedman

BHF/mb

Enclosures