

HAROLD S. KAHN, CPA
c/o SECKENDORF STEIN & HASSON, CPAs
3000 MARCUS AVENUE
LAKE SUCCESS, NY 11042

*Transfer
Double Please
799 Park Ave
Ally L/B
Chase*

January 2, 1999

* Dr. John Siebert
799 Park Avenue
New York, NY 10021

In re: Loans due Benjamin Ossman

Dear Sir:

As Mr. Benjamin's accountant, this is to confirm that on January 1, 1999 Mr. Benjamin Ossman transferred and assigned all his interest in loans he made to you to his corporation, Bayberry Capital Group, Inc. (ID# 65-0267129) located at c/o Ben Ossman, 7777 Glades Road, Suite 315A, Boca Raton, FL 33434.

Accordingly, commencing immediately, all interest and principal payments, as you and Mr. Ossman have agreed upon, shall be made payable to and sent to Bayberry Capital Group, Inc. and no further forms 1099 Interest should be filed showing interest payments as made to Benjamin Ossman after the year 1998. As Bayberry is a corporation, I am sure your accountant will conclude that no form 1099 need be issued to that corporation.

Please show this letter to your accountant (and possibly your bookkeeping staff, if you so desire) so that the above can be implemented starting on January 1, 1999.

I am in Florida now and was at Mr. Ossman's office on Thursday when he spoke to you by phone informing you orally of the above. As I did not bring any office stationery with me, please excuse this makeshift letterhead. I will be back in my new York office in two weeks, and can then be reached at 516-488-8400, if you or your accountant wish to contact me.

Wishing you a healthy and prosperous New Year,

Sincerely,

Harold S. Kahn
Harold S. Kahn, CPA

cc: Ben Ossman
Les Adler

*Dinares
Mestey*

*Les Adler
305-665-5303
7217*