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Appraisal Subcommittee

Federal Financial Institutions Examination Council

January 29, 2002

General Counsel
divine Inc.
1301 North Elston Avenue
Chicago, IL 60622

Dear Sir or Madam:

The purpose of this letter is to provide written notification of the Appraisal Subcommittee's ("ASC") intention to terminate its contract with divine Professional Services ("divine, Inc.") on March 31, 2002. Please refer to ASC Order for Supplies and Services #2002-05, Managed Applications Services Agreement, signed by me on July 18, 2001, and Statement of Work – Standard Managed Applications Services, signed by me on July 18, 2001. Copies are attached for your convenience.

In pertinent part, the ASC has contracted with divine, Inc. (and its predecessors under various names) to provide two services to the ASC: hosting the ASC Web site; and providing application support for applications running on the ASC Web site. On January 17, 2002, divine, Inc. representatives Mary Mancuso and Robert Cosenza, by telephone conference call, notified us that divine, Inc. was consolidating certain Herndon, Virginia-based Web hosting facilities with its St. Louis facilities. As part of that consolidation, divine, Inc. no longer would provide application support for the ASC Web site.

The ASC is a small government agency with limited technology resources. We need Web hosting services and application support services to be provided by a single vendor. As divine, Inc. no longer will provide both services, we are terminating our contract. We desire to continue working with Robert Cosenza, Client Services, during the transition period. Mr. Cosenza has been most helpful during the past week. We will keep Mr. Cosenza apprised of our progress in bringing the ASC Web server in-house, and look forward to his continuing cooperation.

Thank you for your attention to this matter.

Sincerely,

Ben Henson
Executive Director

cc: James Crumbacher, Esq.
Robert Cosenza, Client Services