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Appraisal Subcommittee

Federal Financial Institutions Examination Council

May 8, 2003

James L. Crumbacher, Counsel
divine Managed Services
4225 Naperville Road
Lisle, IL 60532

Dear Mr. Crumbacher:

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.") effective May 31, 2003. 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 were provided previously.

If you have any questions regarding this termination, please refer to our previous correspondence dated January 29, 2002, and March 18, 2002.

Thank you for your attention to this matter. If you have further questions, please contact Marc L. Weinberg, the ASC's General Counsel, at 202.872.7520.

Sincerely,

Ben Henson
Executive Director

cc: Robert Cosenza, Client Services