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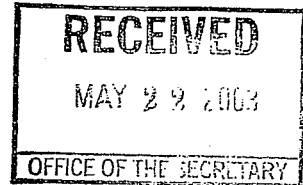
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May 22, 2003

CONFIDENTIAL TREATMENT REQUESTED*Via Facsimile (202-942-9651) and U.S. Mail*

Jonathan Katz, Secretary
Securities and Exchange Commission
450 Fifth Street, N.W. (6-9)
Washington, D.C. 20549

Re: *Notice of Representation Pursuant to Rule 8(b), 17 C.F.R. 200.735-8(b)*

Dear Mr. Katz:

This statement is filed in compliance with the Commission's notice of representation requirement.

I was formerly Chief of the Office of Mergers and Acquisitions in the Division of Corporation Finance and resigned effective March 14, 2003, to accept employment with the law firm of Alston & Bird LLP. This is to advise you that I have been retained to represent the Independent Committee of the Board of Directors of (b)(4) in connection with a hostile tender offer for the company and a consent solicitation by (b)(4)

The staff contact at the Commission is (b)(6) in the Division of Corporation Finance. In the course of my representation of the Independent Committee of the Board of Directors of (b)(4) it is contemplated that I will appear before, or communicate with, the Commission or the staff of various offices of the Commission by telephone, correspondence or otherwise.

While an employee of the Commission, to the best of my recollection, I did not have official responsibility for, nor did I participate personally or substantially in, any matters relating to or in connection with (b)(4)

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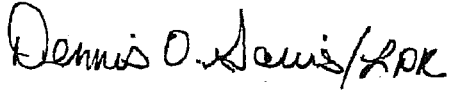
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Since my participation in this matter may continue for an indefinite period involving more than one communication with, or appearance before, the Commission or its staff; this statement is intended to cover all my appearances and communications that relate directly to the Independent Committee of the Board of Directors of (b)(4)

(b)(4)

(b)(4)

Sincerely,



Dennis O. Garris

DOG:ldr