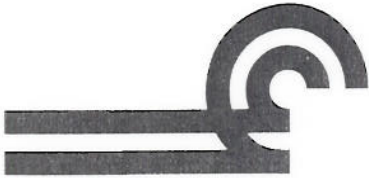


CONRAIL®



July 29, 1999

Mr. Joseph P. McGillian, President  
Commercial Utility Consultants  
1556 McDaniel Drive  
West Chester, Pa. 19380

Dear Joe:

All good things have to come to an end, said someone a long time ago, and so it has been with Conrail. On June 1st, 1999 the CSX and Norfolk Southern railroads assumed the operation and total control of Conrail. Since then, both railroads have had their startup problems, which have kept them focused on ensuring that their customers' expectations are met. They're not out of the woods yet, but at least the light at the end of the tunnel doesn't appear to be...another train.

With Conrail's demise, so too must go the working relationship between our two firms. It was refreshing to have worked so closely and effectively with CUC such that Conrail was able to realize a cost savings of over \$1,400,000 in the brief 2-3 years that the contracted service was in place. We were especially fortunate to have Mr. Zack Lilienfeld to lead support to several of our major cost-saving projects, i.e., Pennsylvania Deregulation Pilot and Phase 1, State Tax Exemption Audits/Petitions and Bill Error Identification/Corrections to name but a few.

Thanks to you and your staff's efforts on Conrail's behalf, we saved significant sums and we learned a great deal. This was a true Win-Win effort. We could not have done it without CUC expertise and diligence.

Best wishes for an outstandingly profitable future,

Sincerely,

Phillip M. Connaught  
Manager - Utilities