

NRD 12.23.99

TR



101237193

To the Honorable Commissioner of Patents and Trademarks:

copy thereof.

1. Name of conveying party(ies):

RECEIVED

1999 DEC 23 PM 12: 28  
OPR/FINANCE

PNV.net, Inc.

PNV Inc.  
11711 NW 39th Street  
Coral Springs, Florida 33065

receiving party(ies):

- Individual
- General Partnership
- Corporation-State Delaware
- Other

- Individual(s) citizenship \_\_\_\_\_
- Association \_\_\_\_\_
- General Partnership \_\_\_\_\_
- Limited Partnership \_\_\_\_\_
- Corporation-State Delaware
- Other \_\_\_\_\_

Additional name(s) of conveying party(ies) attached?  Yes  No

3. Nature of conveyance:

- Assignment  Merger
- Security Agreement  Change of Name
- Other \_\_\_\_\_

If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from Assignment)

Execution Date: November 3, 1999

Additional name(s) & address(es) attached?  Yes  No

4. Application number(s) or registration number(s)

A. Trademark Application No(s):

75/464,718; 75/679,722; 75/679,723; 75/592,444; 75/344,569; 75/344,568;  
75/699,567; 75/701,072; 75/701,071; 75/699,525; 75/699,569; 75/699,568;  
75/701,073; 75/344,566; 75/344,567; 75/806,298; 75/806,296; 75/806,292;  
75/806,278; 75/806,276; 75/806,275

B. Trademark Registration No(s):

1,948,428; 2,240,772

Additional numbers attached?  Yes  No

5. Name and address of party to whom correspondence concerning document should be mailed:

A. Jose Cortina, Esq.  
Kilpatrick Stockton LLP  
3737 Glenwood Avenue, Suite 400  
Raleigh, North Carolina 27612

6. Total number of applications and registrations involved: 23

7. Total fee (37 CFR 3.41) \$ 590.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: 16-1435

DO NOT USE THIS SPACE

9. Statement and signature.

*To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document*

A. Jose Cortina  
Name of Person Signing

*A. Jose Cortina*  
Signature

December 21, 1999  
Date

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02 FC:482

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590.00 OP

Total number of pages comprising cover sheet: 1

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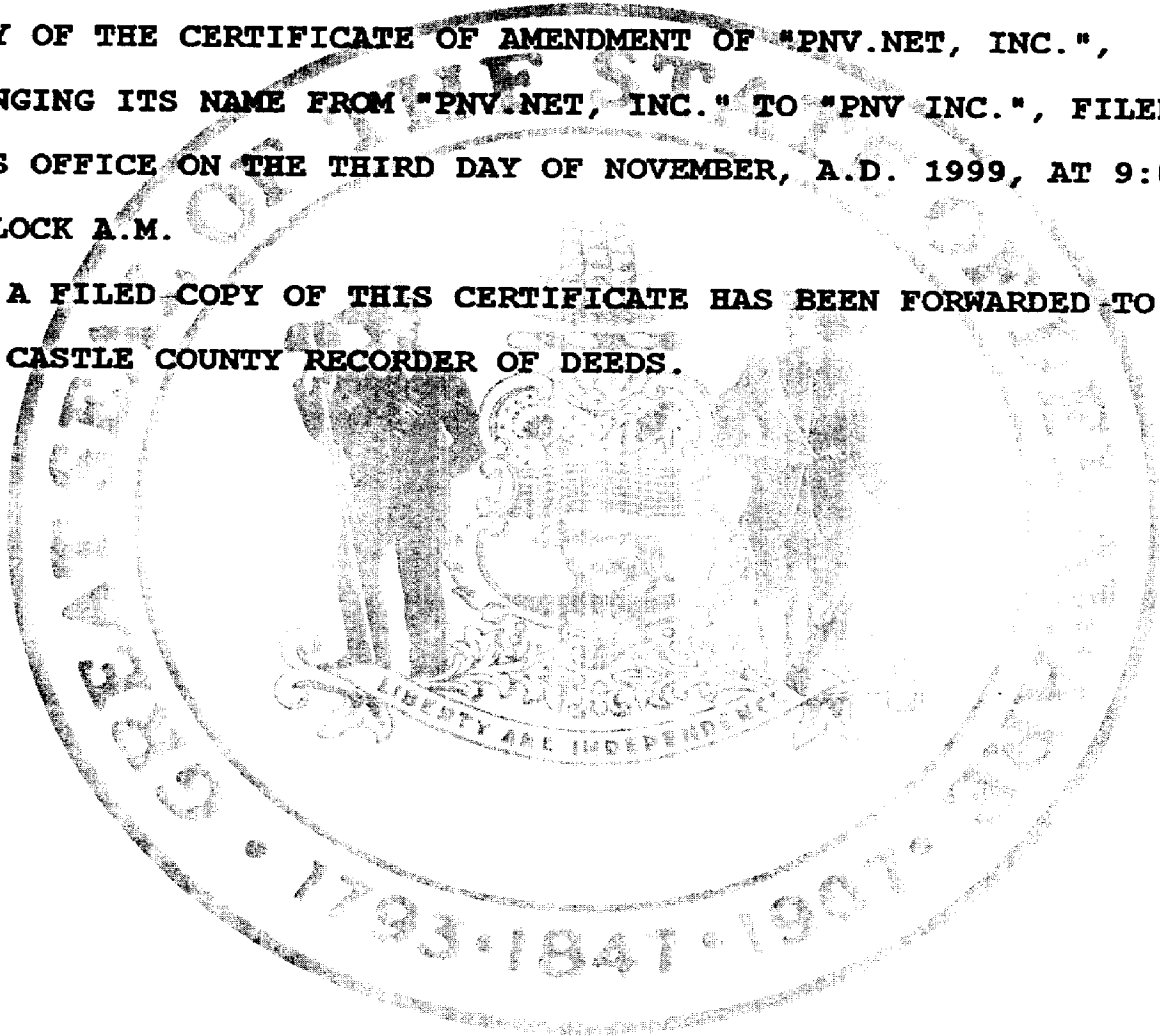
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Box Assignments  
Washington, D.C. 20231

Public burden reporting for this sample cover sheet is estimated to average about 30 minutes per document to be recorded, including time for reviewing the document and gathering the data needed, and completing and reviewing the sample cover sheet. Send comments regarding this burden estimate to the U.S. Patent and Trademark Office, Office of Information Systems, PK2-1000C, Washington, D.C. 20231, and to the Office of Management and Budget, Paperwork Reduction Project (0651-0011), Washington, D.C. 20503.

State of Delaware  
Office of the Secretary of State PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "PNV.NET, INC.", CHANGING ITS NAME FROM "PNV.NET, INC." TO "PNV INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF NOVEMBER, A.D. 1999, AT 9:04 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



*Edward J. Freel*

Edward J. Freel, Secretary of State

2543635 8100

991467152

AUTHENTICATION: 0061885

DATE: 11-03-99

TRADEMARK

REEL: 002005 FRAME: 0590

101099

**CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION  
OF  
PNV.NET, INC.**

It is hereby certified that:

1. The name of the corporation (the "Corporation") is PNV.net, Inc.
  
2. The Certificate of Incorporation of the Corporation is hereby amended by striking out Article FIRST thereof and by substituting in lieu of said Article the following new Article FIRST:

"The name of the corporation is PNV Inc."

3. The amendment of the Certificate of Incorporation herein certified has been duly adopted and written consent has been given in accordance with the provisions of Sections 228 and 242 of the General Corporation Law of the State of Delaware.

Signed on November 3., 1999.

PNV.NET, INC.

By: \_\_\_\_\_

Robert P. May, President  
*QED*

RALLIB01:528444.01

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:04 AM 11/03/1999  
991467152 - 2543635

TRADEMARK  
REEL: 002005 FRAME: 0591

121699

PNV INC.

**SECRETARY'S CERTIFICATE**

The undersigned, Anthony W. Allen, Secretary of PNV Inc., a Delaware Corporation (the "Corporation"), hereby certifies as follows:

(1) Attached hereto as Exhibit A is a true, correct and complete copy of resolutions regarding the change of the name of the Corporation to PNV Inc., which resolutions were duly and lawfully adopted by the Board of Directors of the Corporation at a meeting held October 25, 1999, and such resolutions are in full force and effect as of the date hereof and have not been amended or rescinded.

IN WITNESS WHEREOF, I have hereunto set my signature as of the 16th day of December, 1999.

  
\_\_\_\_\_  
Anthony W. Allen, Secretary

**EXHIBIT A**

**RESOLUTIONS OF THE BOARD OF DIRECTORS  
OF  
PNV.NET, INC.**

**CERTIFICATE OF AMENDMENT**

WHEREAS, the Board of Directors deems it to be in the best interest of the Corporation to amend the Certificate of Incorporation of the Corporation to change the name of the Corporation.

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that the Board of Directors hereby recommends to the stockholders of the Corporation that the Certificate of Incorporation of the Corporation be amended by deleting Article FIRST in its entirety and substituting the following new Article FIRST in lieu thereof:

"The name of the corporation is PNV Inc."

RESOLVED, that this proposed Amendment to the Certificate of Incorporation (the "Certificate of Amendment") be submitted to the vote of the stockholders of the Corporation by written consent; and further

RESOLVED, that, upon approval of the proposed Certificate of Amendment by the stockholders, the officers of the Corporation be, and hereby are, authorized and directed to execute, deliver and file with the Delaware Secretary of State the Certificate of Amendment in such form as, upon advice of counsel, the officers executing the Certificate of Amendment shall approve, their approval to be conclusively evidenced by such execution and delivery; and further

RESOLVED, that, upon approval of the proposed Certificate of Amendment by the stockholders, the officers of the Corporation be, and hereby are, authorized and directed to execute and deliver on behalf of the Corporation such other documents, certificates, instruments and agreements, and to take such actions as they deem necessary or appropriate in connection with the proposed Certificate of Amendment; and further

RESOLVED, that any actions of the officers of the Corporation taken prior to the date hereof, which would be authorized by the foregoing resolutions if taken after the date hereof, be and hereby are, ratified, adopted and approved as of the date such actions were taken.

**WRITTEN CONSENT OF THE STOCKHOLDERS  
OF  
PNV.NET, INC.**

The undersigned, being all of the Stockholders of PNV.net, Inc., a Delaware corporation (the "Corporation"), do hereby adopt the following resolutions by signing their written consent hereto, which action by written consent is taken in lieu of holding a special meeting of the Stockholders of the Corporation:

**CERTIFICATE OF AMENDMENT**

WHEREAS, the Board of Directors has recommended and submitted for stockholder approval a proposed amendment to the Certificate of Incorporation of the Corporation to change the name of the Corporation (the "Certificate of Amendment").

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that the Certificate of Incorporation of the Corporation be, and hereby is, amended by deleting Article FIRST in its entirety and substituting the following new Article FIRST in lieu thereof:

"The name of the corporation is PNV Inc."

RESOLVED, that the officers of the Corporation be, and hereby are, authorized and directed to execute, deliver and file with the Delaware Secretary of State the Certificate of Amendment in substantially the form attached hereto as Exhibit A, with such changes as, upon advice of counsel, the officers executing the Certificate of Amendment shall approve, their approval to be conclusively evidenced by such execution and delivery; and further

RESOLVED, that the officers of the Corporation be, and hereby are, authorized and directed to execute and deliver on behalf of the Corporation such other documents, certificates, instruments and agreements, and to take such actions as they deem necessary or appropriate in connection with the proposed Certificate of Amendment; and further

RESOLVED, that any actions of the officers or Directors of the Corporation taken prior to the date hereof, which would be authorized by the foregoing resolutions if taken after the date hereof, be and hereby are, ratified, adopted and approved as of the date such actions were taken

**AMENDMENT TO SERIES A PREFERRED STOCK  
CERTIFICATE OF DESIGNATIONS**

WHEREAS, a Certificate of Designations (the "Series A Certificate of Designations") relating to the Series A Preferred Stock of the Corporation (the "Series A Stock") was filed with

the Delaware Secretary of State on October 30, 1995 and was amended on November 12, 1996 on August 22, 1997 and on September 15, 1999; and

WHEREAS, the holders of the Series A Stock, the holders of the Series B 7% Cumulative Convertible Preferred Stock (the "Series B Stock"), the holders of the Series C 7% Cumulative Convertible Preferred Stock (the "Series C Stock") and the holders of the Series D 7% Cumulative Convertible Preferred Stock (the "Series D Stock") deem it to be in the best interests of the Corporation to amend the definition of a "Qualifying Offering" in the Series A Certificate of Designations as provided in the Certificate of Amendment to the Series A Certificate of Designations, substantially in the form attached hereto as Exhibit B (the "Series A Certificate Amendment").

NOW, THEREFORE, it is hereby:

RESOLVED, that the holders of the Series A Stock, the holders of the Series B Stock, the holders of the Series C Stock and the holders of the Series D Stock hereby authorize and approve the Series A Certificate Amendment and the amendments contained therein; and further

RESOLVED, that the officers of the Corporation be, and hereby are, authorized and directed to execute, deliver, file and record the Series A Certificate Amendment, with such changes therein as, upon advise of counsel, such officers may deem necessary and appropriate; and further

RESOLVED, that the officers of the Corporation be, and hereby are, authorized and directed to execute and deliver on behalf of the Corporation such other documents, certificates, instruments and agreements, and to take such actions as they deem necessary or appropriate in connection with the foregoing resolutions; and further

RESOLVED, that any actions of the officers or Directors of the Corporation taken prior to the date of this consent, which would be authorized by the foregoing resolutions if taken after the date hereof, be, and hereby are, ratified, adopted and approved as of the date such actions were taken.

**AMENDMENT TO  
SERIES B 7% CUMULATIVE CONVERTIBLE PREFERRED STOCK  
CERTIFICATE OF DESIGNATIONS**

WHEREAS, a Certificate of Designations, Preferences and Rights (the "Series B Certificate of Designations") of the Series B Stock of the Corporation was filed with the Delaware Secretary of State on November 12, 1996 and was amended on August 22, 1997 and on September 15, 1999; and

WHEREAS, the holders of the Series A Stock, the holders of the Series B Stock, the holders of the Series C Stock and the holders of the Series D Stock deem it to be in the best interests of the Corporation to amend the definition of a "Qualifying Offering" in the Series B

Certificate of Designations as provided in the amendment to the Series B Certificate of Designations, substantially in the form attached hereto as Exhibit C (the "Series B Certificate Amendment").

NOW, THEREFORE, it is hereby:

RESOLVED, that the holders of the Series A Stock, the holders of the Series B Stock, the holders of the Series C Stock and the holders of the Series D Stock hereby authorize and approve the Series B Certificate Amendment and the amendments contained therein; and further

RESOLVED, that the officers of the Corporation be, and hereby are, authorized and directed to execute, deliver, file and record the Series B Certificate Amendment, with such changes therein as, upon advise of counsel, such officers may deem necessary and appropriate; and further

RESOLVED, that the officers of the Corporation be, and hereby are, authorized and directed to execute and deliver on behalf of the Corporation such other documents, certificates, instruments and agreements, and to take such actions as they deem necessary or appropriate in connection with the foregoing resolutions; and further

RESOLVED, that any actions of the officers or Directors of the Corporation taken prior to the date of this consent, which would be authorized by the foregoing resolutions if taken after the date hereof, be, and hereby are, ratified, adopted and approved as of the date such actions were taken.

**AMENDMENT TO  
SERIES C 7% CUMULATIVE CONVERTIBLE PREFERRED STOCK  
CERTIFICATE OF DESIGNATIONS**

WHEREAS, a Certificate of Designations, Preferences and Rights (the "Series C Certificate of Designations") of the Series C Stock was filed with the Delaware Secretary of State on August 22, 1997 and on September 15, 1999; and

WHEREAS, the holders of the Series A Stock, the holders of the Series B Stock, the holders of the Series C Stock and the holders of the Series D Stock deem it to be in the best interests of the Corporation to amend the definition of a "Qualifying Offering" in the Series C Certificate of Designations and to amend the Series C Certificate of Designations to delete, until March 31, 2000, the adjustment to the conversion rate of the Series C Stock in the event of a public offering of the Corporation's Common Stock at a price equal to or greater than \$13.00 per share as provided in the amendment to the Series C Certificate of Designations, substantially in the form attached hereto as Exhibit D (the "Series C Certificate Amendment"); and

NOW, THEREFORE, it is hereby:



RESOLVED, that the holders of the Series A Stock, the holders of the Series B Stock, the holders of the Series C Stock and the holders of the Series D Stock hereby authorize and approve the Series C Certificate Amendment and the amendments contained therein; and further

RESOLVED, that the officers of the Corporation be, and hereby are, authorized and directed to execute, deliver, file and record the Series C Certificate Amendment, with such changes therein as, upon advise of counsel, such officers may deem necessary and appropriate; and further

RESOLVED, that the officers of the Corporation be, and hereby are, authorized and directed to execute and deliver on behalf of the Corporation such other documents, certificates, instruments and agreements, and to take such actions as they deem necessary or appropriate in connection with the foregoing resolutions; and further

RESOLVED, that any actions of the officers or Directors of the Corporation taken prior to the date of this consent, which would be authorized by the foregoing resolutions if taken after the date hereof, be, and hereby are, ratified, adopted and approved as of the date such actions were taken.

**AMENDMENT TO  
SERIES D 7% CUMULATIVE CONVERTIBLE PREFERRED STOCK  
CERTIFICATE OF DESIGNATIONS**

WHEREAS, a Certificate of Designations, Preferences and Rights (the "Series D Certificate of Designations") of the Series D Stock of the Corporation was filed with the Delaware Secretary of State on September 15, 1999; and

WHEREAS, the holders of the Series A Stock, the holders of the Series B Stock, the holders of the Series C Stock and the holders of the Series D Stock deem it to be in the best interests of the Corporation to amend the definition of a "Qualifying Offering" in the Series D Certificate of Designations and to increase the number of shares of the Corporation's Common Stock that the Corporation may issue pursuant to a public offering from 3,500,000 to 3,750,000 shares as provided in the amendment to the Series D Certificate of Designations, substantially in the form attached hereto as Exhibit E (the "Series D Certificate Amendment"); and

NOW, THEREFORE, it is hereby:

RESOLVED, that the holders of the Series A Stock, the holders of the Series B Stock, the holders of the Series C Stock and the holders of the Series D Stock hereby authorize and approve the Series D Certificate Amendment and the amendments contained therein; and further

RESOLVED, that the officers of the Corporation be, and hereby are, authorized and directed to execute, deliver, file and record the Series D Certificate Amendment, with such changes therein as, upon advise of counsel, such officers may deem necessary and appropriate; and further

RESOLVED, that the officers of the Corporation be, and hereby are, authorized and directed to execute and deliver on behalf of the Corporation such other documents, certificates, instruments and agreements, and to take such actions as they deem necessary or appropriate in connection with the foregoing resolutions; and further

RESOLVED, that any actions of the officers or Directors of the Corporation taken prior to the date of this consent, which would be authorized by the foregoing resolutions if taken after the date hereof, be, and hereby are, ratified, adopted and approved as of the date such actions were taken.

## WAIVERS

WHEREAS, the Securities Restriction Agreement, dated as of November 13, 1996, as amended (the "Securities Restriction Agreement") confers certain rights of co-sale to the holders of the Series A, Series B, Series C and Series D Preferred Stock prior to a "Qualifying Offering"; and

WHEREAS, the Amended and Restated Securityholders' Agreement and Exchange Agreement, dated as of November 13, 1996, as amended (the "Securityholders' Agreement") confers certain rights of first refusal to certain holders of the Corporation's Common Stock and to the holders of the Series A, Series B, Series C and Series D Preferred Stock on sales of the Corporation's capital stock other than pursuant to a "Series B Qualifying Offering," a "Series C Qualifying Offering," and a "Series D Qualifying Offering"; and

WHEREAS, in connection with a proposed initial public offering of the Corporation's Common Stock (the "Initial Public Offering"), the Board of Directors has determined that it is in the best interest of the Corporation to obtain from certain holders of the Corporation's Common Stock and the holders of the Series A, Series B, Series C and Series D Preferred Stock certain waivers relating to the definition of a "Qualifying Offering" pursuant to the Securities Restriction Agreement and the definitions of a "Series B Qualifying Offering," a "Series C Qualifying Offering," and a "Series D Qualifying Offering" pursuant to the Securityholders' Agreement.

NOW, THEREFORE, it is hereby:

RESOLVED, that, notwithstanding any term or condition to the contrary under the Securities Restriction Agreement, until March 31, 2000, the Initial Public Offering will for all purposes related to the Securities Restriction Agreement constitute a "Series B Qualifying Offering," a "Series C Qualifying Offering," and a "Series D Qualifying Offering"; and further

RESOLVED, that, notwithstanding any term or condition to the contrary under the Securityholders' Agreement, until March 31, 2000, the Initial Public Offering will for all purposes related to the Securityholders' Agreement constitute a "Qualifying Offering."

## AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

WHEREAS, the Board of Directors has recommended and submitted for stockholder approval a proposed amendment and restatement to the Certificate of Incorporation of the Corporation (the "Amended and Restated Certificate"), subject to (i) the conversion of the Series B Stock, the Series C Stock, and the Series D Stock in connection with an initial public offering of the Corporation's Common Stock; and (ii) the redemption of the Series A Stock in connection with an initial public offering of the Corporation's Common Stock (collectively referred to herein as the "Conditions").

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that, upon the occurrence of the Conditions, the Certificate of Incorporation of the Corporation be, and hereby is, amended and restated in the form attached hereto as Exhibit E; and further

RESOLVED, that, upon the occurrence of the Conditions, the officers of the Corporation be, and hereby are, authorized and directed to execute, deliver and file with the Delaware Secretary of State the Amended and Restated Certificate, with such changes as, upon advice of counsel, the officers executing the Amended and Restated Certificate shall approve, their approval to be conclusively evidenced by such execution and delivery; and further

RESOLVED, that, upon the occurrence of the Conditions, the officers of the Corporation be, and hereby are, authorized and directed to execute and deliver on behalf of the Corporation such other documents, certificates, instruments and agreements, and to take such actions as they deem necessary or appropriate in connection with the proposed Amended and Restated Certificate; and further

RESOLVED, that any actions of the officers or Directors of the Corporation taken prior to the date hereof, which would be authorized by the foregoing resolutions if taken after the date hereof, be and hereby are, ratified, adopted and approved as of the date such actions were taken.

## AMENDED AND RESTATED BYLAWS

WHEREAS, the Board of Directors has recommended and submitted for stockholder approval a proposed amendment and restatement to the Bylaws of the Corporation, subject to the occurrence of the Conditions (the "Restated Bylaws").

NOW, THEREFORE, IT IS HEREBY:

RESOLVED, that, upon the occurrence of the Conditions, the Bylaws of the Corporation be, and hereby are, amended and restated in the form attached hereto as Exhibit G; and further

RESOLVED, that, upon the occurrence of the Conditions, the officers of the Corporation be, and hereby are, authorized and directed to execute and deliver the Restated Bylaws, with such changes as, upon advice of counsel, the officers executing the Restated Bylaws shall approve, their approval to be conclusively evidenced by such execution and delivery; and further

RESOLVED, that, upon the occurrence of the Conditions, the officers of the Corporation be, and hereby are, authorized and directed to execute and deliver on behalf of the Corporation such other documents, certificates, instruments and agreements, and to take such actions as they deem necessary or appropriate in connection with the proposed Restated Bylaws; and further

RESOLVED, that any actions of the officers or Directors of the Corporation taken prior to the date hereof, which would be authorized by the foregoing resolutions if taken after the date hereof, be and hereby are, ratified, adopted and approved as of the date such actions were taken.

(The remainder of this page is intentionally left blank.)

**SIGNATURE PAGE TO STOCKHOLDERS CONSENT**

These actions and resolutions are effective as of the \_\_\_\_ day of October, 1999.

PARK 'N VIEW GENERAL PARTNER, INC.

By: \_\_\_\_\_

Ian Williams, President

\_\_\_\_\_  
Ian Williams

\_\_\_\_\_  
Sam Hashman

\_\_\_\_\_  
Mark L. Wodlinger

\_\_\_\_\_  
Marilyn Wodlinger

BEATRICE M. WODLINGER TRUST

By: \_\_\_\_\_

Joe B. Cox, Trustee

NELGO INVESTMENTS

By: \_\_\_\_\_

Daniel K. O'Connell, General Partner

MPN PARTNERS, LTD.

By: \_\_\_\_\_

Monte Nathanson

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\_\_\_\_\_  
Ian Williams



\_\_\_\_\_  
Sam Hashman

\_\_\_\_\_  
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\_\_\_\_\_  
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By: \_\_\_\_\_  
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MPN PARTNERS, LTD.

By: \_\_\_\_\_  
Monte Nathanson

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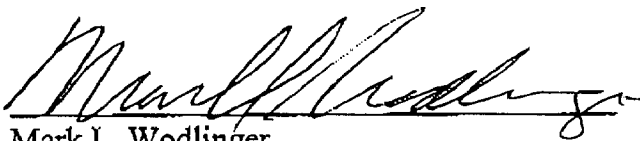
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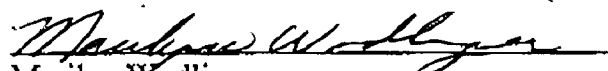
PARK 'N VIEW GENERAL PARTNER, INC.

By: \_\_\_\_\_  
Ian Williams, President

\_\_\_\_\_  
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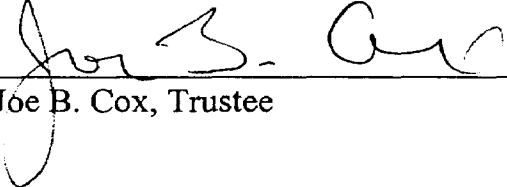
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By: \_\_\_\_\_  
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MPN PARTNERS, LTD.

By: \_\_\_\_\_  
Monte Nathanson



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By: \_\_\_\_\_  
Ian Williams, President

\_\_\_\_\_  
Ian Williams

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\_\_\_\_\_  
Marilyn Wodlinger

BEATRICE M. WODLINGER TRUST

By: \_\_\_\_\_  
Joe B. Cox, Trustee

NELGO INVESTMENTS

By: Daniel K. O'Connell  
Daniel K. O'Connell, General Partner

MPN PARTNERS, LTD.

By: \_\_\_\_\_  
Monte Nathanson

**SIGNATURE PAGE TO STOCKHOLDERS CONSENT**

These actions and resolutions are effective as of the 31 day of October, 1999.

PARK 'N VIEW GENERAL PARTNER, INC.

By: \_\_\_\_\_  
Ian Williams, President

\_\_\_\_\_  
Ian Williams

\_\_\_\_\_  
Sam Hashman

\_\_\_\_\_  
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\_\_\_\_\_  
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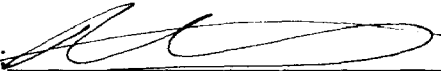
By:  \_\_\_\_\_  
Monte Nathanson

**SIGNATURE PAGE TO STOCKHOLDERS CONSENT**

APA EXCELSIOR IV, L.P.


By: APA EXCELSIOR IV PARTNERS, L.P.  
(Its General Partner)

By: PATRICOF & CO. MANAGERS,  
INC. (Its General Partner)

By:   
Name: ROBERT Chelitz  
Title: G.P.


COUTTS & CO. (CAYMAN) LTD., CUSTODIAN  
FOR APA EXCELSIOR IV/OFFSHORE, L.P.

By: PATRICOF & CO. VENTURES, INC.  
INVESTMENT ADVISOR

By:   
Name: Robert Chelitz  
Title: G.P.

THE P/A FUND, L.P.

By: APA PENNSYLVANIA PARTNERS, L.P.  
(Its General Partner)

By:   
Name: Robert Chelitz  
Title: G.P.

---

Michael Willner

**SIGNATURE PAGE TO STOCKHOLDERS CONSENT**

APA EXCELSIOR IV, L.P.

By: APA EXCELSIOR IV PARTNERS, L.P.  
(Its General Partner)

By: PATRICOF & CO. MANAGERS,  
INC. (Its General Partner)

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

COUTTS & CO. (CAYMAN) LTD., CUSTODIAN  
FOR APA EXCELSIOR IV/OFFSHORE, L.P.


By: PATRICOF & CO. VENTURES, INC.  
INVESTMENT ADVISOR

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

THE P/A FUND, L.P.

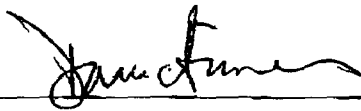
By: APA PENNSYLVANIA PARTNERS, L.P.  
(Its General Partner)

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

  
\_\_\_\_\_  
Michael Willner

**SIGNATURE PAGE TO STOCKHOLDERS CONSENT**

STATE TREASURER OF THE STATE OF MICHIGAN, CUSTODIAN OF THE MICHIGAN PUBLIC SCHOOL EMPLOYEES' RETIREMENT SYSTEM, STATE EMPLOYEES' RETIREMENT SYSTEM, MICHIGAN STATE POLICE RETIREMENT SYSTEM AND MICHIGAN JUDGES RETIREMENT SYSTEM

By:   
Name: \_\_\_\_\_  
Title: David C. Turner, Administrator  
Alternative Investments Division

BENEFIT CAPITAL MANAGEMENT CORPORATION, AS INVESTMENT MANAGER FOR THE PRUDENTIAL INSURANCE CO. OF AMERICA SEPARATE ACCOUNT NO. VCA-GA-5298

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

CREDIT SUISSE (GUERNSEY) LTD. AS TRUSTEE OF DYNAMIC GROWTH FUND II

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

CSK VENTURE CAPITAL CO., LTD., AS INVESTMENT MANAGER FOR CSK-1(A) INVESTMENT FUND

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

CSK VENTURE CAPITAL CO., LTD., AS INVESTMENT MANAGER FOR CSK-1(B) INVESTMENT FUND

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**SIGNATURE PAGE TO STOCKHOLDERS CONSENT**

STATE TREASURER OF THE STATE OF MICHIGAN, CUSTODIAN OF THE MICHIGAN PUBLIC SCHOOL EMPLOYEES' RETIREMENT SYSTEM, STATE EMPLOYEES' RETIREMENT SYSTEM, MICHIGAN STATE POLICE RETIREMENT SYSTEM AND MICHIGAN JUDGES RETIREMENT SYSTEM

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

BENEFIT CAPITAL MANAGEMENT CORPORATION, AS INVESTMENT MANAGER FOR THE PRUDENTIAL INSURANCE CO. OF AMERICA SEPARATE ACCOUNT NO. VCA-GA-5298

By: Sue DeCarlo  
Name: Sue DeCarlo  
Title: SR VP + CFO Benefit Capital

CREDIT SUISSE (GUERNSEY) LTD. AS TRUSTEE OF DYNAMIC GROWTH FUND II

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

CSK VENTURE CAPITAL CO., LTD., AS INVESTMENT MANAGER FOR CSK-1(A) INVESTMENT FUND

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

CSK VENTURE CAPITAL CO., LTD., AS INVESTMENT MANAGER FOR CSK-1(B) INVESTMENT FUND

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**SIGNATURE PAGE TO STOCKHOLDERS CONSENT**

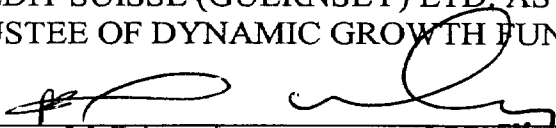
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By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

BENEFIT CAPITAL MANAGEMENT CORPORATION, AS INVESTMENT MANAGER FOR THE PRUDENTIAL INSURANCE CO. OF AMERICA SEPARATE ACCOUNT NO. VCA-GA-5298

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

CREDIT SUISSE (GUERNSEY) LTD. AS TRUSTEE OF DYNAMIC GROWTH FUND II

By:   
Name: MICHAEL J. WOSLEY  
Title: ASST. V.P.

CSK VENTURE CAPITAL CO., LTD., AS INVESTMENT MANAGER FOR CSK-1(A) INVESTMENT FUND

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

CSK VENTURE CAPITAL CO., LTD., AS INVESTMENT MANAGER FOR CSK-1(B) INVESTMENT FUND

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

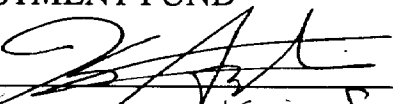
BENEFIT CAPITAL MANAGEMENT CORPORATION, AS INVESTMENT MANAGER FOR THE PRUDENTIAL INSURANCE CO. OF AMERICA SEPARATE ACCOUNT NO. VCA-GA-5298

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

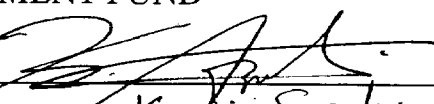
CREDIT SUISSE (GUERNSEY) LTD. AS TRUSTEE OF DYNAMIC GROWTH FUND II

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

CSK VENTURE CAPITAL CO., LTD., AS INVESTMENT MANAGER FOR CSK-1(A) INVESTMENT FUND

By:   
Name: Kenji Suzuki  
Title: Director

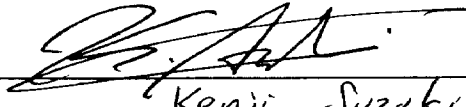
CSK VENTURE CAPITAL CO., LTD., AS INVESTMENT MANAGER FOR CSK-1(B) INVESTMENT FUND

By:   
Name: Kenji Suzuki  
Title: Director



**SIGNATURE PAGE TO STOCKHOLDERS CONSENT**

CSK VENTURE CAPITAL CO., LTD., AS  
INVESTMENT MANAGER FOR CSK-2  
INVESTMENT FUND

By:   
Name: Kenji Suzuki  
Title: Director

THE HILLMAN COMPANY

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

VENHILL LIMITED PARTNERSHIP

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

JULIET CHALLENGER, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

HENRY L. HILLMAN, ELSIE HILLIARD  
HILLMAN AND C. G. GREFENSTETTE,  
TRUSTEES OF THE HENRY L. HILLMAN  
TRUST U/A DATED 11/18/85

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**SIGNATURE PAGE TO STOCKHOLDERS CONSENT**

CSK VENTURE CAPITAL CO., LTD., AS  
INVESTMENT MANAGER FOR CSK-2  
INVESTMENT FUND

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

THE HILLMAN COMPANY

By: *Lawrence M. Wagner*

Name: Lawrence M. Wagner

Title: President

VENHILL LIMITED PARTNERSHIP

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

JULIET CHALLENGER, INC.

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

HENRY L. HILLMAN, ELSIE HILLIARD  
HILLMAN AND C. G. GREFENSTETTE,  
TRUSTEES OF THE HENRY L. HILLMAN  
TRUST U/A DATED 11/18/85

By: \_\_\_\_\_

Name: C. G. Grefenstette

Title: Trustee

**SIGNATURE PAGE TO STOCKHOLDERS CONSENT**

CSK VENTURE CAPITAL CO., LTD., AS  
INVESTMENT MANAGER FOR CSK-2  
INVESTMENT FUND

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

THE HILLMAN COMPANY

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

VENHILL LIMITED PARTNERSHIP

By: Howard B. Hillman  
Name: \_\_\_\_\_  
Title: General Partner

JULIET CHALLENGER, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

HENRY L. HILLMAN, ELSIE HILLIARD  
HILLMAN AND C. G. GREFENSTETTE,  
TRUSTEES OF THE HENRY L. HILLMAN  
TRUST U/A DATED 11/18/85

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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CSK VENTURE CAPITAL CO., LTD., AS  
INVESTMENT MANAGER FOR CSK-2  
INVESTMENT FUND

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

THE HILLMAN COMPANY

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

VENHILL LIMITED PARTNERSHIP

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

JULIET CHALLENGER, INC.

By: Andrew H. McQuarrie  
Name: Andrew H. McQuarrie  
Title: Vice President

HENRY L. HILLMAN, ELSIE HILLIARD  
HILLMAN AND C. G. GREFENSTETTE,  
TRUSTEES OF THE HENRY L. HILLMAN  
TRUST U/A DATED 11/18/85

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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CSK VENTURE CAPITAL CO., LTD., AS  
INVESTMENT MANAGER FOR CSK-2  
INVESTMENT FUND

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

THE HILLMAN COMPANY

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

VENHILL LIMITED PARTNERSHIP

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

JULIET CHALLENGER, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

HENRY L. HILLMAN, ELSIE HILLIARD  
HILLMAN AND C. G. GREFENSTETTE,  
TRUSTEES OF THE HENRY L. HILLMAN  
TRUST U/A DATED 11/18/85

By: C. G. Grefenstette  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

C.G. GREFENSTETTE AND THOMAS G.  
BIGLEY, TRUSTEES U/A/T DATED 8/28/68  
FOR JULIET LEA HILLMAN

By: C. G. Grefenstette  
Name: T. G. Bigley  
Title: \_\_\_\_\_

C.G. GREFENSTETTE AND THOMAS G.  
BIGLEY, TRUSTEES U/A/T DATED 8/28/68  
FOR AUDREY HILLIARD HILLMAN

By: C. G. Grefenstette  
Name: T. G. Bigley  
Title: \_\_\_\_\_

C.G. GREFENSTETTE AND THOMAS G.  
BIGLEY, TRUSTEES U/A/T DATED 8/28/68  
FOR HENRY LEA HILLMAN, JR.

By: C. G. Grefenstette  
Name: T. G. Bigley  
Title: \_\_\_\_\_

C.G. GREFENSTETTE AND THOMAS G.  
BIGLEY, TRUSTEES U/A/T DATED 8/28/68  
FOR WILLIAM TALBOTT HILLMAN

By: C. G. Grefenstette  
Name: T. G. Bigley  
Title: \_\_\_\_\_

WINFIELD CAPITAL CORP.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

SIGNATURE PAGE TO STOCKHOLDERS CONSENT

C.G. GREFENSTETTE AND THOMAS G.  
BIGLEY, TRUSTEES U/A/T DATED 8/28/68  
FOR JULIET LEA HILLMAN

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

C.G. GREFENSTETTE AND THOMAS G.  
BIGLEY, TRUSTEES U/A/T DATED 8/28/68  
FOR AUDREY HILLIARD HILLMAN

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

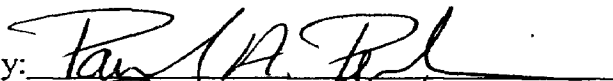
C.G. GREFENSTETTE AND THOMAS G.  
BIGLEY, TRUSTEES U/A/T DATED 8/28/68  
FOR HENRY LEA HILLMAN, JR.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

C.G. GREFENSTETTE AND THOMAS G.  
BIGLEY, TRUSTEES U/A/T DATED 8/28/68  
FOR WILLIAM TALBOTT HILLMAN

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

WINFIELD CAPITAL CORP.

By:   
Name: Paul A. Terlin  
Title: Chief Executive Officer

**SIGNATURE PAGE TO STOCKHOLDERS CONSENT**

ABS EMPLOYEES' VENTURE FUND LIMITED  
PARTNERSHIP

By: *[Signature]*  
Name: Margaret Mary V. Preston  
Title: VP of Alex. Brown Investments Inc.  
GP of the Partnership

\_\_\_\_\_  
Franklin Antonio

ARUNDEL HOLDINGS, LLC

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
E. Reid Curley

GALEN COLE FAMILY FOUNDATION

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
Michael J. DelCollo and Louise DelCollo JT WROS

\_\_\_\_\_  
Gail G. Dougherty

\_\_\_\_\_  
Michael K. Farr

\_\_\_\_\_  
Kelly E. Green



PNV.NET

SIGNATURE PAGE TO STOCKHOLDERS CONSENT DATED 10/26/99

ABS EMPLOYEES' VENTURE FUND LIMITED PARTNERSHIP

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

 10/29/99  
\_\_\_\_\_  
Franklin Antonio

ARUNDEL HOLDINGS, LLC

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

\_\_\_\_\_  
E. Reid Curley

GALEN COLE FAMILY FOUNDATION

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

\_\_\_\_\_  
Michael J. DelCollo and Louise DelCollo JT WROS

\_\_\_\_\_  
Gail G. Dougherty

\_\_\_\_\_  
Michael K. Farr

\_\_\_\_\_  
Kelly E. Green

**SIGNATURE PAGE TO STOCKHOLDERS CONSENT**

**ABS EMPLOYEES' VENTURE FUND LIMITED PARTNERSHIP**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
Franklin Antonio

**ARUNDEL HOLDINGS, LLC**

By: Frieda K. Hallock  
Name: Frieda K. Hallock  
Title: VP

\_\_\_\_\_  
E. Reid Curley

**GALEN COLE FAMILY FOUNDATION**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
Michael J. DelCollo and Louise DelCollo JT WROS

\_\_\_\_\_  
Gail G. Dougherty

\_\_\_\_\_  
Michael K. Farr

\_\_\_\_\_  
Kelly E. Green

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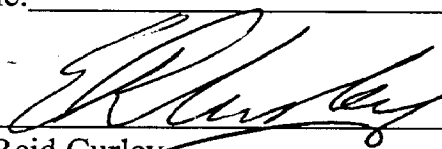
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PARTNERSHIP**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
Franklin Antonio

**ARUNDEL HOLDINGS, LLC**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

  
\_\_\_\_\_  
E. Reid Curley

**GALEN COLE FAMILY FOUNDATION**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
Michael J. DelCollo and Louise DelCollo JT WROS

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Michael K. Farr

\_\_\_\_\_  
Kelly E. Green

**SIGNATURE PAGE TO STOCKHOLDERS CONSENT**

**ABS EMPLOYEES' VENTURE FUND LIMITED PARTNERSHIP**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
Franklin Antonio

**ARUNDEL HOLDINGS, LLC**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
E. Reid Curley

**GALEN COLE FAMILY FOUNDATION**

By: Garret E Cole  
Name: Garret E Cole  
Title: Treasurer

\_\_\_\_\_  
Michael J. DelCollo and Louise DelCollo JT WROS

\_\_\_\_\_  
Gail G. Dougherty

\_\_\_\_\_  
Michael K. Farr

\_\_\_\_\_  
Kelly E. Green

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**ABS EMPLOYEES' VENTURE FUND LIMITED PARTNERSHIP**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
Franklin Antonio

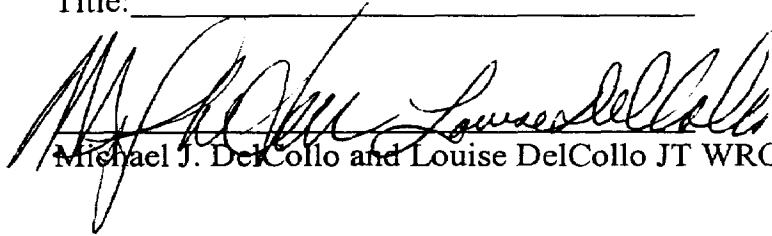
**ARUNDEL HOLDINGS, LLC**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
E. Reid Curley

**GALEN COLE FAMILY FOUNDATION**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

  
Michael J. DelCollo and Louise DelCollo JT WROS

\_\_\_\_\_  
Gail G. Dougherty

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Michael K. Farr

\_\_\_\_\_  
Kelly E. Green

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**ABS EMPLOYEES' VENTURE FUND LIMITED  
PARTNERSHIP**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
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\_\_\_\_\_  
Franklin Antonio

**ARUNDEL HOLDINGS, LLC**

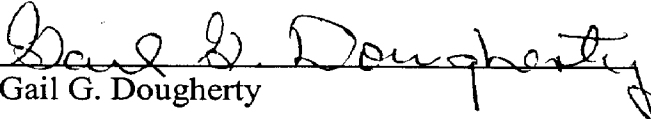
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
E. Reid Curley

**GALEN COLE FAMILY FOUNDATION**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
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\_\_\_\_\_  
Michael J. DelCollo and Louise DelCollo JT WROS

  
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Michael K. Farr

\_\_\_\_\_  
Kelly E. Green

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**ABS EMPLOYEES' VENTURE FUND LIMITED  
PARTNERSHIP**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
Franklin Antonio

**ARUNDEL HOLDINGS, LLC**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
E. Reid Curley

**GALEN COLE FAMILY FOUNDATION**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
Michael J. DelCollo and Louise DelCollo JT WROS

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Gail G. Dougherty

  
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Michael K. Farr

\_\_\_\_\_  
Kelly E. Green

**SIGNATURE PAGE TO STOCKHOLDERS CONSENT**

**ABS EMPLOYEES' VENTURE FUND LIMITED PARTNERSHIP**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
Franklin Antonio

**ARUNDEL HOLDINGS, LLC**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
E. Reid Curley


**GALEN COLE FAMILY FOUNDATION**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
Michael J. DelCollo and Louise DelCollo JT WROS

\_\_\_\_\_  
Gail G. Dougherty


\_\_\_\_\_  
Michael K. Farr

  
\_\_\_\_\_  
Kelly E. Green



**SIGNATURE PAGE TO STOCKHOLDERS CONSENT**

RICHARD HEFTEL AS TRUSTEE OF THE  
RICHARD HEFTEL LIVING TRUST DATED  
01/09/96

By:   
Richard Heftel, Trustee

\_\_\_\_\_  
Leon Kaplan and Mary Buckley Kaplan JT WROS

\_\_\_\_\_  
Robert Klein and/or Myriam Gluck,  
as Tenants-by-Entirety

\_\_\_\_\_  
Gerald Korman & Wendy S. Korman,  
as Tenants-by-Entirety

\_\_\_\_\_  
James C. McMillan

\_\_\_\_\_  
Alan Meltzer

SPIEGEL ENTERPRISES

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

TAMPSCO PARTNERSHIP XII

By: \_\_\_\_\_

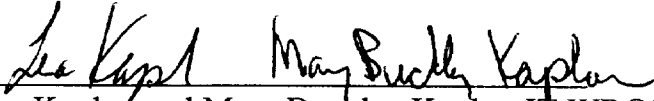
Name: \_\_\_\_\_

Title: \_\_\_\_\_

**SIGNATURE PAGE TO STOCKHOLDERS CONSENT**

RICHARD HEFTEL AS TRUSTEE OF THE  
RICHARD HEFTEL LIVING TRUST DATED  
01/09/96

By: \_\_\_\_\_  
Richard Heftel, Trustee

  
\_\_\_\_\_  
Leon Kaplan and Mary Buckley Kaplan JT WROS

\_\_\_\_\_  
Robert Klein and/or Myriam Gluck,  
as Tenants-by-Entirety

\_\_\_\_\_  
Gerald Korman & Wendy S. Korman,  
as Tenants-by-Entirety

\_\_\_\_\_  
James C. McMillan

\_\_\_\_\_  
Alan Meltzer

SPIEGEL ENTERPRISES

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

TAMPSCO PARTNERSHIP XII

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**SIGNATURE PAGE TO STOCKHOLDERS CONSENT**

RICHARD HEFTEL AS TRUSTEE OF THE  
RICHARD HEFTEL LIVING TRUST DATED  
01/09/96

By: \_\_\_\_\_  
Richard Heftel, Trustee

\_\_\_\_\_  
Leon Kaplan and Mary Buckley Kaplan JT WROS

*Robert Klein*  
*Myriam Gluck*

\_\_\_\_\_  
Robert Klein and/or Myriam Gluck,  
as Tenants-by-Entirety

\_\_\_\_\_  
Gerald Korman & Wendy S. Korman,  
as Tenants-by-Entirety

\_\_\_\_\_  
James C. McMillan

\_\_\_\_\_  
Alan Meltzer

SPIEGEL ENTERPRISES

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

TAMPSCO PARTNERSHIP XII

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

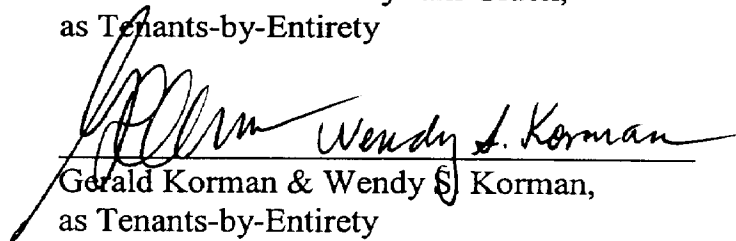
**SIGNATURE PAGE TO STOCKHOLDERS CONSENT**

RICHARD HEFTEL AS TRUSTEE OF THE  
RICHARD HEFTEL LIVING TRUST DATED  
01/09/96

By: \_\_\_\_\_  
Richard Heftel, Trustee

\_\_\_\_\_  
Leon Kaplan and Mary Buckley Kaplan JT WROS

\_\_\_\_\_  
Robert Klein and/or Myriam Gluck,  
as Tenants-by-Entirety

  
\_\_\_\_\_  
Gerald Korman & Wendy S. Korman,  
as Tenants-by-Entirety

\_\_\_\_\_  
James C. McMillan

\_\_\_\_\_  
Alan Meltzer

**SPIEGEL ENTERPRISES**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**TAMPSCO PARTNERSHIP XII**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**SIGNATURE PAGE TO STOCKHOLDERS CONSENT**

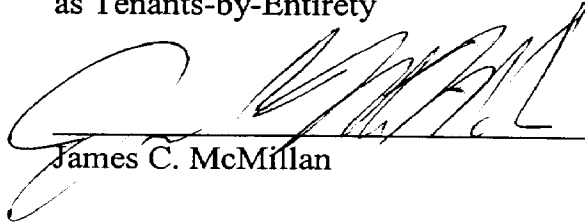
RICHARD HEFTEL AS TRUSTEE OF THE  
RICHARD HEFTEL LIVING TRUST DATED  
01/09/96

By: \_\_\_\_\_  
Richard Heftel, Trustee

\_\_\_\_\_  
Leon Kaplan and Mary Buckley Kaplan JT WROS

\_\_\_\_\_  
Robert Klein and/or Myriam Gluck,  
as Tenants-by-Entirety

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\_\_\_\_\_  
James C. McMillan

\_\_\_\_\_  
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By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**TAMPSCO PARTNERSHIP XII**

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Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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James C. McMillan

\_\_\_\_\_  
Alan Meltzer

**SPIEGEL ENTERPRISES**

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Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**TAMPSCO PARTNERSHIP XII**

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Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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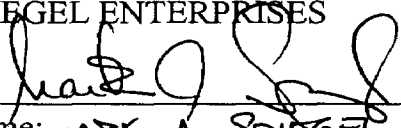
\_\_\_\_\_  
Robert Klein and/or Myriam Gluck,  
as Tenants-by-Entirety

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Gerald Korman & Wendy S. Korman,  
as Tenants-by-Entirety

\_\_\_\_\_  
James C. McMillan

\_\_\_\_\_  
Alan Meltzer

**SPIEGEL ENTERPRISES**

By:   
Name: MARK A. SPIEGEL  
Title: GENERAL PARTNER

**TAMPSCO PARTNERSHIP XII**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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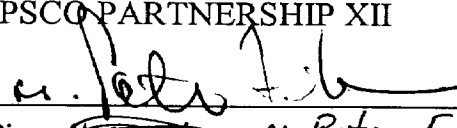
\_\_\_\_\_  
James C. McMillan

\_\_\_\_\_  
Alan Meltzer

SPIEGEL ENTERPRISES

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_


TAMPSCO PARTNERSHIP XII

By:   
Name: ~~\_\_\_\_\_~~ M. Peter Fischer  
Title: Managing Partner,  
TampSCO Partnership II, Managing  
Partner of TampSCO Partnership XII



**SIGNATURE PAGE TO STOCKHOLDERS CONSENT**

FOUNDATION PARTNERS FUND, G.P.

By:   
Name: M. Peter Fischer  
Title: President, Deer Creek Foundation,  
General Partner

TENNYSON PRIVATE PLACEMENT  
OPPORTUNITY FUND, LLC

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
J. Allen Dougherty TTEE UTD 12/22/97  
FBO Peter Wetherill I

TRI VENTURES

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
Peter Carlisi IV

\_\_\_\_\_  
Barry A. Spath

\_\_\_\_\_  
Robert May

HOWARD FISCHER ASSOCIATES  
INTERNATIONAL, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**SIGNATURE PAGE TO STOCKHOLDERS CONSENT**

FOUNDATION PARTNERS FUND, G.P.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

TENNYSON PRIVATE PLACEMENT  
OPPORTUNITY FUND, LLC

By: Alfred M. Walpert  
Name: ALFRED M. WALPERT  
Title: MANAGING MEMBER

\_\_\_\_\_  
J. Allen Dougherty TTEE UTD 12/22/97  
FBO Peter Wetherill I

TRI VENTURES

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

\_\_\_\_\_  
Peter Carlisi IV

\_\_\_\_\_  
Barry A. Spath

\_\_\_\_\_  
Robert May

HOWARD FISCHER ASSOCIATES  
INTERNATIONAL, INC.

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Name: \_\_\_\_\_  
Title: \_\_\_\_\_


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J. Allen Dougherty TTEE UTD 12/22/97  
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TENNYSON PRIVATE PLACEMENT  
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Title: \_\_\_\_\_

\_\_\_\_\_  
J. Allen Dougherty TTEE UTD 12/22/97  
FBO Peter Wetherill I

TRI VENTURES

By: \_\_\_\_\_  
Name: James A. Lustig  
Title: Partner

\_\_\_\_\_  
Peter Carlisi IV

\_\_\_\_\_  
Barry A. Spath

\_\_\_\_\_  
Robert May

HOWARD FISCHER ASSOCIATES  
INTERNATIONAL, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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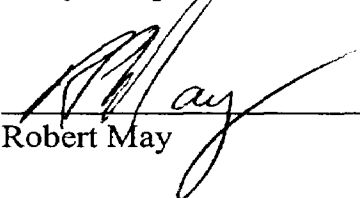
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J. Allen Dougherty TTEE UTD 12/22/97  
FBO Peter Wetherill I

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Title: \_\_\_\_\_

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Peter Carlisi IV

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Robert May

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\_\_\_\_\_  
J. Allen Dougherty TTEE UTD 12/22/97  
FBO Peter Wetherill I

TRI VENTURES

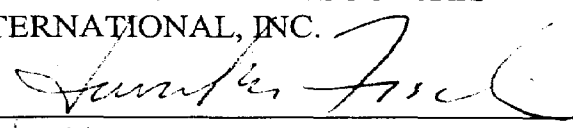
By: \_\_\_\_\_  
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Title: \_\_\_\_\_

\_\_\_\_\_  
Peter Carlisi IV

\_\_\_\_\_  
Barry A. Spath

\_\_\_\_\_  
Robert May

HOWARD FISCHER ASSOCIATES  
INTERNATIONAL, INC.

By:   
Name: HOWARD M. FISCHER  
Title: PRESIDENT

# FAX COVER SHEET

TO: JIM O'CONNELL  
FAX NO.: 919.420.1800  
FROM: PNV STOCKHOLDER  
DATE: OCTOBER 27, 1999  
RE: STOCKHOLDER CONSENT

---

Attached is my signature page to the Stockholder Consent. The original will follow in the federal express envelope you provided.

*I understand that my enclosed signature is  
subject to a side agreement making it clear  
that all amendments are waived only through  
March 31, 2000.*

*Thanks*

*Jay M. Green*

**SIGNATURE PAGE TO STOCKHOLDERS CONSENT**

ABRY BROADCAST PARTNERS III, L.P.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

HALPERN DENNY FUND II, L.P.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

CUMMINS ENGINE COMPANY, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

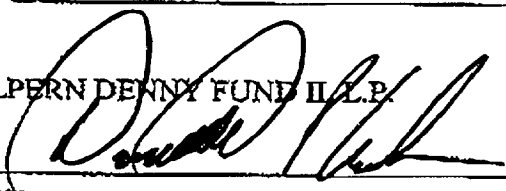


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ABRY BROADCAST PARTNERS III, L.P.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

HALPERN DENNY FUND II L.P.

By:  \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

CUMMINS ENGINE COMPANY, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

BURSON-MARSTELLER

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

RALL1801 527854.1