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July 11, 2000

[certified mail, return receipt requested]

Top Hat Plan Exemption
Pension and Welfare Benefits Administration
Room N-5644
U.S. Department of Labor
200 Constitution Avenue N.W.
Washington, D.C. 20210

**MILLENNIA VISION CORPORATION EXECUTIVE CHANGE OF CONTROL
PROGRAM**

Dear Sir or Madam:

Pursuant to the provisions of Department of Labor Regulations Section 2520.104-23, you are hereby notified that Millennia Vision Corporation, EIN: 77- 0395049, maintains the following plan primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees:

NAME OF PLAN: MILLENNIA VISION CORPORATION EXECUTIVE CHANGE OF
CONTROL PROGRAM

NUMBER OF PARTICIPANTS IN THE PLAN: 6

Pursuant to Section 104(a)(1) of the Employee Retirement Income Security Act (ERISA), a copy of any plan documents will be provided to you upon request.

TOP HAT PLAN EXEMPTION NOTICE

MILLENNIA VISION CORPORATION EXECUTIVE CHANGE OF CONTROL PROGRAM

1. The name and address of the Employer are:

Millennia Vision Corporation
255 Shoreline Drive
Suite 250
Redwood City, CA 94065
2. Employer Identification Number: 77-0395049
3. The Employer maintains the MILLENNIA VISION CORPORATION EXECUTIVE CHANGE OF CONTROL PROGRAM primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees.
4. The number of such plans maintained by the Employer is: 1
5. The number of employees in each such plan is: 6
6. The Employer will provide plan documents to the Secretary of Labor upon request as required by Section 104(a)(1) of ERISA.

Return to the return address

CERTIFIED

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MAIL

Handwritten signature or initials



Wilson Sonsini Goodrich & Rosati
PROFESSIONAL CORPORATION
650 Page Mill Road
Palo Alto, CA 94304-1050

TO:

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