

February 21, 2001

Dr. George H. Heilmeier  
Bell Communications Research  
Morris Corporate Center (MCC)  
445 South Street  
Morristown, New Jersey 07960-6438

Dear George:

In accordance with the terms of the letter between you and TRW Inc., dated September 18, 1997 (the "Initial Agreement"), a copy of which is attached as Exhibit A hereto, this letter confirms our mutual agreement to renew the Initial Agreement for a period of twelve months (as renewed, the "Agreement"). The Agreement will become effective on January 1, 2001 and will terminate on December 31, 2001. The terms and conditions of the Agreement shall otherwise remain as set forth in the Initial Agreement.

If you agree, please sign two copies of this letter, return one copy to me and keep the other copy for your records.

Sincerely,

/s/ David M. Cote

David M. Cote

ACCEPTED:

/s/ George H. Heilmeier  
Dr. George H. Heilmeier

Date: February 21, 2001