

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLORADO**

In re ALERT INCOME PARTNERS)
SECURITIES LITIGATION)
_____)
Master Docket No. 92-Z-9150
MDL-915 (ALL ACTIONS)

NOTICE OF PENDENCY AND PROPOSED SETTLEMENT
OF CLASS ACTIONS AGAINST LARRY H. WELCH AND
THE WELCH FAMILY TRUST AND SETTLEMENT HEARING;
AND NOTICE OF PENDENCY OF CLASS ACTION AGAINST
NON-SETTLING DEFENDANT GLEN BARNARD

TO: I. ALL PERSONS WHO DIRECTLY OR INDIRECTLY PURCHASED SECURITIES (WHETHER SHARES OR LIMITED PARTNERSHIP UNITS) OF ANY OF THE FOLLOWING ENTITIES DURING THE PERIOD FROM JUNE 10, 1988 THROUGH AND INCLUDING JANUARY 17, 1992 (THE "CLASS PERIOD"):

- (a) ALERT INCOME PARTNERS III, LTD. ("AIP III");
- (b) ALERT INCOME PARTNERS IV, LTD. ("AIP IV");
- (c) ALERT INCOME PARTNERS V, LTD. ("AIP V"); AND
- (d) ALERT HOLDINGS, INC. ("AHI").

II. ALL PERSONS WHO DURING THE CLASS PERIOD PURCHASED SECURITIES (WHETHER SHARES, LIMITED PARTNERSHIP INTERESTS, OR OTHER INTERESTS) OF ANY ENTITIES WHICH WERE ESTABLISHED OR USED FOR THE PURPOSE OF HOLDING INTERESTS IN AIP III, AIP IV, AIP V, OR AHI SECURITIES.

PLEASE READ THIS NOTICE CAREFULLY AND IN ITS ENTIRETY. YOUR RIGHTS WILL BE AFFECTED BY LEGAL PROCEEDINGS IN THESE CONSOLIDATED CLASS ACTIONS.

THIS NOTICE IS TO INFORM YOU OF (i) THE SUPPLEMENTAL CERTIFICATION OF PLAINTIFFS' CLAIMS AGAINST DEFENDANTS LARRY H. WELCH AND THE WELCH FAMILY TRUST ("THE WELCH PARTIES") AS A CLASS ACTION PURSUANT TO RULE 23(b)(1) OF THE FEDERAL RULES OF CIVIL PROCEDURE; (ii) THE PROPOSED SETTLEMENT OF THE CLASS CLAIMS ASSERTED IN THE ABOVE-ENTITLED ACTIONS AGAINST THE WELCH PARTIES AS MORE FULLY DESCRIBED BELOW; (iii) A HEARING TO BE HELD ON DECEMBER 1, 1995 AT 2:30 P.M. IN COURTROOM C-502 OF THE UNITED STATES COURTHOUSE, 1929 STOUT STREET, DENVER, COLORADO 80294, TO DETERMINE WHETHER THE PROPOSED SETTLEMENT OF PLAINTIFFS' CLAIMS AGAINST THE WELCH PARTIES IS FAIR, REASONABLE, AND ADEQUATE AND SHOULD BE APPROVED BY THE COURT AND WHETHER A LIMITED FUND EXISTS WITH RESPECT TO THE WELCH PARTIES FOR PURPOSES OF CLASS CERTIFICATION; (iv) THE CERTIFICATION OF PLAINTIFFS' CLAIMS AGAINST DEFENDANT GLEN BARNARD PURSUANT TO RULE 23(b)(3) OF THE FEDERAL RULES OF CIVIL PROCEDURE; AND (v) YOUR RIGHTS, IF YOU ARE A MEMBER OF THE CLASS.

BROKERAGE FIRMS, BANKS, INSTITUTIONS AND OTHER ENTITIES WHO PURCHASED OR ACQUIRED SECURITIES OF ANY OF THE ENTITIES IDENTIFIED ABOVE DURING THE CLASS PERIOD AS THE NOMINEE FOR A BENEFICIAL OWNER ARE REQUESTED TO TRANSMIT COPIES OF THIS CLASS NOTICE AND THE PROOF OF CLAIM FORM TO THE BENEFICIAL OWNER OF SUCH SECURITIES OR, ALTERNATIVELY, TO SEND THE NAME AND ADDRESS OF SUCH BENEFICIAL OWNER, IN WRITING, TO IN RE ALERT SECURITIES LITIGATION, P.O. BOX 780, DENVER, CO 80201-0780.

DESCRIPTION OF THE LITIGATION

Beginning in or about November 1991, a number of actions were filed in various United States District Courts by various named plaintiffs who were investors in Alert Income Partners III, Ltd. ("AIP III"), Alert Income Partners IV, Ltd. ("AIP IV"), Alert Income Partners V, Ltd. ("AIP V") (collectively the "Alert Partnerships"), and/or Alert Holdings, Inc. ("AHI") against various Defendants alleging individual and class action claims relating to their purchases of securities of the Alert Partnerships and/or AHI.

Pursuant to orders of the Judicial Panel on Multidistrict Litigation, all these actions and various related individual claims that had been filed were eventually directed to proceed in a coordinated or consolidated manner in the United States District Court for the District of Colorado ("District Court"), where they are now pending before the Honorable Zita L. Weinshienk as In re Alert Income Partners Securities Litigation, MDL-915. On August 11, 1992, certain of the Plaintiffs in the coordinated actions filed a Consolidated Amended and Supplemental Class Action Complaint. Amended complaints, including the Second Consolidated Amended and Supplemental Class Action Complaint were filed thereafter. These actions are collectively described as the "Alert Litigation" in this Notice.

Plaintiffs asserted various claims under the federal securities laws, the Racketeer Influenced and Corrupt Organizations Act ("RICO"), and the common law. Among other things, Plaintiffs alleged that the offering materials for Alert Partnerships and AHI securities were materially false and misleading in various respects, including failure to disclose existing and potential cash flow problems, lack of an adequate basis for the "significant assumptions" which underlay the financial forecasts and projections contained in those offering materials, operational and management problems being experienced at Alert, and difficulties resulting from Alert's acquisition of large operating companies.

Except for the claims asserted against Glen W. Barnard ("Barnard"), the former President of AHI, Larry H. Welch, the former Chairman of the Board of Directors of AHI, and the Welch Family Trust, a related trust, Plaintiffs previously settled all their claims against all the other defendants named in this action for consideration with a total estimated value of \$62,000,000 in or about June, 1993. Since the time of that earlier partial settlement, Plaintiffs have continued to vigorously litigate this action against the Welch Parties and Barnard.

THE DECISION TO SETTLE WITH THE WELCH PARTIES AND THE BENEFITS OF SETTLEMENT

The Welch Parties have denied and continue to deny all of the claims and contentions asserted by the Plaintiffs. The Welch Parties deny all charges of wrongdoing or liability against them arising out of any of the conduct, statements, acts or omissions alleged in the Alert Litigation and there has been no finding of any wrongful conduct. Had the settlement described in this Notice not been reached, the Welch Parties indicated that they would have vigorously resisted the Plaintiffs' claims and contentions and would have continued to assert various defenses.

Counsel for the Plaintiffs in the Alert Litigation include law firms with extensive and particular expertise and experience in the prosecution of securities class actions and complex civil litigation. Counsel for the Plaintiffs have made a thorough investigation into the facts and circumstances relevant to the allegations in the Alert Litigation. In connection with that investigation, Plaintiffs' counsel have conducted extensive discovery. Based on their extensive factual and legal investigation of the claims and defenses in the Alert Litigation and their familiarity with other similar actions, Plaintiffs' counsel have concluded that the proposed settlement of the Alert Litigation is fair, reasonable and adequate and in the best interests of the Class. The agreement embodied in the Stipulation of Settlement and described in this Notice was reached after lengthy, arduous, and intense arm's-length settlement negotiations between counsel for Plaintiffs and the Welch Parties.

In evaluating the settlement described herein, Plaintiffs' counsel have also considered the expense and length of time necessary to prosecute the Alert Litigation against the Welch Parties through trial and appeals. Plaintiffs' counsel also have taken into account the uncertain outcome and the risk of any litigation, especially in complex actions such as here, as well as the difficulties and delay inherent in litigation. Plaintiffs' counsel also have considered the uncertainty of Plaintiffs collecting a judgment, if one were obtained, from the Welch Parties and representations by the Welch Parties in regard to the current financial condition of the Welch Parties. In this regard, Plaintiffs' counsel also recognized that the assets of the Welch Parties would be increasingly depleted by the money spent in defending against Plaintiffs' claims and that the terms of the Settlement would virtually exhaust the Welch Parties' available funds.

Counsel for Plaintiffs believe that the settlement of the class claims as described in this Notice is fair, reasonable and adequate, and confers benefits to the Class and avoids the substantial additional cost, uncertainty and delay that would result if the class claims were to continue to be prosecuted against the Welch Parties through trial and appeals.

By Order dated October 12, 1995, the District Court has preliminarily determined, subject to confirmation at the hearing described below, that the settlement of the Alert Litigation and the Class claims against the Welch Parties on the terms and conditions set forth in the Stipulation of Settlement and described in this Notice is fair, reasonable, and adequate.

THE CLASS

By Order dated March 16, 1994, the District Court has determined that the Actions shall proceed as a class action pursuant to Rule 23(b)(3) of the Federal Rules of Civil Procedure against the Welch Parties and Barnard. The class (the "Class") consists of all persons who, directly or indirectly, purchased limited partnership interests in AIP III, AIP IV, and/or AIP V during the period from June 10, 1988 through and including January 17, 1992 (the "Class Period"), and/or who, directly or indirectly, purchased equity securities of AHI during the Class Period. The reference in the Class definition to persons who purchased Alert Partnership or AHI securities "indirectly" includes persons who, during the Class Period, acquired interests in persons or entities (including, but not limited to, Alert Equities, L.P., AHI Partners and Paseo Management, Ltd.) which were established or used for the purpose of holding interests in the Alert Partnerships or any AHI securities. The Class definition is also intended to include persons who, during the Class Period, exchanged interests in any Alert Entity for securities in any of the Alert Partnerships or AHI, or who obtained AHI securities by virtue of a merger or combination involving one or more predecessor or affiliated companies.

The March 16, 1994 Order of the District Court also established the following Subclasses:

- (a) All persons who, directly or indirectly, purchased limited partnership interests in AIP III during the Class Period;
- (b) All persons who, directly or indirectly, purchased limited partnership interests in AIP IV during the Class Period;
- (c) All persons who, directly or indirectly, purchased limited partnership interests in AIP V during the Class Period; and
- (d) All persons who, directly or indirectly, purchased equity securities of AHI during the Class Period.

Excluded from the Class and Subclasses are each and every Defendant, members of the immediate family of each of the individual Defendants, the Heinz Family Interests, the past and present officers, directors, general partners, principals, and employees of the defendant corporations or partnerships, partners and shareholders in any Defendant, the Alert Entities and their component parts and any of their past and present officers, general partners, directors, or employees, any entity in which any of the foregoing has a controlling interest, and the legal representatives, heirs, successors and assigns of any excluded Persons.

On October 12, 1995, the District Court supplemented its March 16, 1994 Order for purposes of the settlement with the Welch Parties to certify the claims against the Welch Parties as a class action pursuant to Rule 23(b)(1) of the Federal Rules of Civil Procedure. The pending claims against Barnard shall continue to proceed as a class action pursuant to Rule 23(b)(3) of the Federal Rules of Civil Procedure in accordance with the District Court's March 16, 1994 Order.

SUMMARY OF THE TERMS OF THE PROPOSED SETTLEMENT WITH THE WELCH PARTIES

An agreement has been reached to settle in full all the claims asserted on behalf of the Class in the Alert Litigation against the Welch Parties. That settlement agreement is embodied in the Stipulation and Agreement of Settlement, dated as of October 5, 1995, which has been entered into by counsel for the Plaintiffs and the Welch Parties and which is on file with the District Court. The following description of the terms of the proposed settlement is only a summary. Reference should be made to the full text of the Stipulation of Settlement on file with the District Court for a full statement of its provisions.

The Settlement Consideration

In full settlement of the Class Members' claims against the Welch Parties, those defendants will pay \$400,000.00 in cash. The Welch Parties have agreed to the entry of a confession of judgment for \$1,000,000.00 in the event that they fail to make the settlement payment. In connection with the proposed settlement, the Welch Parties have made certain representations as to their net worth, sales of Alert securities and lack of transfer of assets. The settlement is conditioned upon the truth of such representations and the Welch Parties have agreed that in certain circumstances if those representations are determined to be materially inaccurate that the Class will be entitled to collect liquidated damages of \$2,000,000.00 from the Welch Parties.

The Allocation And Distribution Of The Net Settlement Consideration

If the proposed settlement is approved, members of the Class, or their legal representatives, including, without limitation, administrators, executors, heirs, successors and assigns, who now file valid Proofs of Claim, or who have previously filed a valid Proof of Claim in connection with the earlier partial settlement of the Alert Litigation ("Authorized Claimants") will be eligible to receive distributions from the Net Settlement Consideration. In addition to paying Authorized Claimants, the Net Settlement Consideration may also be used, in part, depending upon a determination of the Court, to pay Class members and others who have asserted unpaid entitlements relating to the earlier partial settlement of the Alert Litigation and to claims arising to funds which the Welch Parties solicited pursuant to Alert Recovery Plan, Ltd. ("ARP").

The Final Judgment

Upon approval by the District Court of the proposed settlement as provided for in the Stipulation of Settlement and as described in this Notice, a final judgment (the "Final Judgment") will be entered, among other things:

- (a) Approving the settlement with the Welch Parties, determining the settlement to be fair, reasonable, and adequate, and directing the consummation of the settlement according to the terms and provisions of the Stipulation of Settlement;
- (b) Determining that the notice given to the Class Members to this Settlement provided fair and reasonable notice to the Class Members concerning the proposed settlement and their right to appear and be heard respecting this Settlement and the fairness thereof;
- (c) Dismissing the Actions brought by Plaintiffs and the Class as against the Welch Parties with prejudice; and
- (d) Providing for the release of claims as set forth below.

Release Of Claims

Plaintiffs' And Class Members' Release Of The Welch Parties. The Stipulation of Settlement provides that from and after the Effective Date, Plaintiffs, individually, and each and every Class Member completely, voluntarily, knowingly, unconditionally and forever releases, remises, acquits and discharges the Welch Parties, and their respective heirs, executors and administrators, successors, assigns and their attorneys, for its and their benefit, from every and all asserted separate, joint, individual, or other claims, proofs of claim, actions, rights, causes of action, demands, liabilities, losses and damages of every kind and nature, anticipated or unanticipated, direct or indirect, fixed or contingent, under federal, state or common law, or any other law or regulation, or at equity, that have been asserted in the Alert Litigation, or in any other court, or could have been asserted arising out of or occurring as a result of or in connection with or related to any acts or omissions by the Welch Parties and their attorneys relating to any Alert Entity during the Class Period.

The Welch Parties' Release Of Plaintiffs And Class Counsel. The Stipulation of Settlement provides that from and after the Effective Date, the Welch Parties individually, completely, voluntarily, knowingly, unconditionally and forever release, remise, acquit and discharge every and all asserted or potential, separate, joint, or other claims, actions, rights, causes of action, demands, liabilities, losses and damages of every kind and nature, anticipated or unanticipated, direct or indirect, fixed or contingent, known or unknown, under federal, state or common law, or any other law or regulation, or at equity, against Plaintiffs' Counsel and the Plaintiffs or any of them and their respective heirs, executors, administrators, successors and assigns for, based upon or by reason of the institution,

prosecution, assertion or resolution of the Alert Litigation or the Settled Claims, except that nothing herein releases any claim arising out of a violation of this Stipulation.

Termination Of The Settlement

If the District Court does not approve the settlement, or if the settlement is otherwise terminated in accordance with the provisions of the Stipulation of Settlement, then the rights and duties of the parties to the settlement as to the Alert Litigation will revert to their respective status as of the date and time immediately prior to the execution of the Stipulation of Settlement.

COURT HEARING ON THE PROPOSED SETTLEMENT AND YOUR RIGHTS WITH RESPECT TO THE SETTLEMENT WITH THE WELCH PARTIES

Any member of the Class may, but need not, enter an appearance in the Alert Litigation through counsel of his, her or its choice. Any member of the Class who does enter an appearance may be responsible for his, her or its own attorneys' fees, costs and expenses. Any member of the Class who does not enter an appearance through counsel in the Alert Litigation will be represented by Plaintiffs' counsel.

Pursuant to an Order of the District Court of October 2, 1995, a hearing (the "Hearing") will be held on December 1, 1995, at 2:30 p.m. (or at any such adjourned time or times as the District Court may without further notice direct) in Courtroom C-502 of the United States Courthouse, 1929 Stout Street, Denver, Colorado 80294, to consider, among other things, whether (i) the settlement of the Class Members' claims pursuant to the terms and conditions set forth in the Stipulation of Settlement and summarized in this Notice should be approved as fair, reasonable and adequate to the members of the Class; and (ii) the Final Judgment approving the Stipulation of Settlement and dismissing the Class Members' claims with prejudice as against the Settling Defendants should be entered by the District Court.

At the Hearing, the District Court will also hear separately the application of Plaintiffs' counsel for an award of attorneys' fees and reimbursement of expenses, and determine and enter an Order regarding whether and in what amount attorneys' fees and reimbursement of expenses should be awarded to Plaintiffs' counsel.

The Hearing may be postponed, adjourned or rescheduled by order of the District Court without further notice to the members of the Class.

If you are a member of the Class, you are entitled to object, if you so desire, to the proposed settlement and/or to the application of Plaintiffs' counsel for an award of attorneys' fees and reimbursement of expenses (the "Fee and Expense Application"). Objections by members of the Class to the settlement or to the Fee and Expense Application will be heard separately at the same Hearing and any papers submitted in support of said objections will be received and considered by the District Court at the Hearing. However, no person shall be heard unless he, she or it gives written notice of his, her or its intention to appear and object (which shall set forth briefly each objection and the basis therefor) and files such notice on or before November 18, 1995 with the Clerk of the District Court, United States Courthouse, 1929 Stout Street, Denver, Colorado 80294, and mails by first class mail, postage prepaid, or otherwise actually delivers by means of hand delivery, a copy of such written notice together with copies of any papers in support of his, her or its position on or before November 18, 1995 to each of the following attorneys:

Lead Counsel For The Plaintiffs:

David J. Bershad, Esq.
Milberg Weiss Bershad Hynes & Lerach
One Pennsylvania Plaza
New York, New York 10119-0165

Counsel For The Welch Parties:

Arthur H. Bosworth II, Esq.
Arthur Bosworth & Associates, P.C.
1775 Sherman Street, Suite 2500
Denver, Colorado 80203-4313

All written notices of objection must clearly identify any and all witnesses, documents, and other evidence of any kind that are to be presented at the Hearing in connection with such objections and must also set forth the substance of any testimony to be given by such witnesses.

Such objections and papers should expressly refer to In re Alert Income Partners Securities Litigation, Master Docket No. 92-Z-9150, MDL-915, and must show proof of service on each of the counsel listed in the preceding paragraph.

Any member of the Class who does not make his, her or its objection or opposition to the matters set forth herein in the manner provided in this Notice shall be deemed to have waived all objections and opposition to any and all matters to be considered at the Hearing and any and all subsequent hearings on these matters.

CLASS MEMBERS MAY NOT EXCLUDE THEMSELVES FROM THE SETTLEMENT WITH THE WELCH PARTIES

By Order dated October 12, 1995, the District Court supplemented its March 16, 1994 Order to provide that for purposes of the Settlement, Plaintiffs' claims against the Welch Parties are certified as a class action pursuant to Rule 23(b)(1) of the Federal Rules of Civil Procedure. The Court found that a limited fund exists as to the Welch Parties and ordered that for purposes of settlement certification was proper pursuant to Rule 23(b)(1) of the Federal Rules of Civil Procedure because the prosecution of separate actions against the Welch Parties would (1) create a risk of adjudications with respect to individual members of the Class, which would as a practical matter be dispositive of the interests of other members not parties to the adjudications, or (2) substantially impair or impede their ability to protect their interests. Thus, members of the Class do not have the right to exclude themselves or opt-out of the Class with respect to the Class' claims against the Welch Parties.

ELECTION BY CLASS MEMBERS WITH RESPECT TO CLASS CERTIFIED AGAINST GLEN BARNARD

With respect to the continuing litigation against Barnard, any putative member of the Class may exclude himself, herself or itself from the Class certified against defendant Glen Barnard only by mailing a written request for exclusion addressed to In re Alert Securities Litigation, P.O. Box 780, Denver, CO 80210-0780, and postmarked on or before November 18, 1995. The written request for exclusion must set forth your name, address, social security or taxpayer identification number, the company in which you invested (i.e., one or more of the Alert Partnerships, AHI, or another company which was established or used to hold interests in an Alert Partnership or AHI), the amount (i.e., number of shares or units) that you purchased during the Class Period, the total purchase price (including commissions and charges), the date of each purchase, an identification of the seller or broker, the amount of each such company's securities that you sold during the Class Period, the gross sales price (before paying commissions and charges), the date of each sale, and the amount of each Alert Entity's securities (if any) that you held on and after January 17, 1992.

Each request for exclusion must be signed by or on behalf of the person or entity so requesting the exclusion and must include all of the foregoing information in order to be valid. If the request for exclusion does not contain all of the foregoing information, it may not be valid. If you purchased securities of two or more Alert Entities during the Class Period and you wish to exclude yourself from the Class, you must exclude yourself as to all of the Alert Partnership or AHI securities you purchased. You may not exclude yourself from the Class for purposes of one Alert security but not another. Persons who submit exclusion requests will not be entitled to share in any recovery which the Class may obtain from Barnard. Nor will they be bound by any Judgment obtained or rendered with respect to any claims Plaintiffs assert in this action against Barnard.

The following provisions apply to situations where Class members purchased Alert Partnerships or AHI securities indirectly by purchasing interests in other companies which were established or used for the purpose of holding Alert Partnerships or AHI securities. All such indirect owners shall be entitled to exercise their right to exclude themselves from the Class. In the event that an entity through which they acquired their indirect interest files an exclusion request, that request shall not be effective to exclude those Class members unless the exclusion request is accompanied by satisfactory proof that all those putative Class members expressly authorized that entity to file an exclusion request applicable to them.

If you have commenced an individual action against Barnard and desire to continue that action, you must exclude yourself from the Class in the manner described in the preceding paragraph. If you do not act to exclude yourself from the Class (i.e., you do nothing), you will be bound by the result of Plaintiffs' prosecution of this action against Barnard.

If you are considering excluding yourself from the Class for the purpose of commencing an individual action against Barnard, you should be aware that the federal securities law claims of persons who purchased Alert securities during the early portion of the Class Period might be time-barred under the applicable statutes of limitation.

APPLICATION FOR ATTORNEYS' FEES AND EXPENSES

In an application separate from the application for approval of the settlement with the Welch Parties, Plaintiffs' counsel will apply to the United States District Court for an award of attorneys' fees for services rendered by them in connection with the prosecution and settlement of the Class Members' claims. Counsel will request an attorneys' fee in an amount not to exceed 30% of the Settlement Consideration. In addition, counsel will seek an award for reimbursement of expenses in the approximate amount not to exceed \$175,000.00 to be paid solely from the Settlement Consideration. The attorneys' fees, expenses and costs awarded by the District Court to Plaintiffs' counsel will earn interest at the same rate as interest is earned on the Cash Settlement Fund from the date of award to the date received by counsel, unless otherwise provided by the District Court.

PROOFS OF CLAIM

IF YOU HAVE ALREADY FILED A VALID PROOF OF CLAIM IN CONNECTION WITH THE PREVIOUS PARTIAL SETTLEMENT OF THIS ACTION YOU DO NOT HAVE TO SUBMIT A NEW PROOF OF CLAIM FORM.

Any member of the Class who has not previously submitted a valid Proof of Claim form or received a Proof of Claim form or desires additional copies thereof may obtain copies by writing to In re Alert Securities Litigation, at the following address:

In re Alert Securities Litigation
P.O. Box 780
Denver, CO 80201-0780

NOTICE TO ANY COMPANY OR ENTITY WHICH WAS ESTABLISHED OR USED FOR THE PURPOSE OF HOLDING SECURITIES OF ANY OF THE ALERT PARTNERSHIPS OR AHI, AND TO BANKS, BROKERS AND OTHER NOMINEES

Companies or other persons or entities which were established or used for the purpose of holding securities of the Alert Partnerships or AHI, and banks, brokerage firms, institutions and other persons who are nominees for persons who are members of the Class, are requested within ten days of receipt of this Notice to send the names and addresses of (i) all persons who purchased Alert Partnerships or AHI securities indirectly through purchasing interests in such companies, persons or entities, or (ii) all persons who are the beneficial owners for whom such nominees purchased, in writing, to In re Alert Securities Litigation, P.O. Box 780, Denver, CO 80201-0780. Alternatively, such companies, persons, entities, and nominees are requested to forward a copy of this Notice to each such indirect or beneficial owner and send written confirmation that the Notice has been so forwarded to In re Alert Securities Litigation at the foregoing address. Any such company, person, entity, or nominee may obtain, without charge, additional postage prepaid copies of this Notice for forwarding to indirect or beneficial owners by writing to In re Alert Securities Litigation, P.O. Box 780, Denver, CO 80201-0780. Plaintiffs' counsel will cause you to be reimbursed for your reasonable expenses incurred either in mailing copies of this Notice directly or in identifying beneficial owners.

EXAMINATION OF PAPERS AND INQUIRIES

For a more detailed statement of the matters referred to in this Notice, reference is made to the Second Consolidated Amended Class Action Complaint, Stipulation of Settlement, and to other papers filed in the Alert Litigation in the United States District Court for the District of Colorado, 1929 Stout Street, Denver, Colorado 80294, during regular business hours of each business day.

INQUIRIES SHOULD NOT BE DIRECTED TO THE DISTRICT COURT.

Instead, write to:

In re Alert Securities Litigation
P.O. Box 780
Denver, CO 80201-0780

Dated: October 12, 1995.

BY ORDER OF THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF COLORADO

Clerk of the Court
United States District Court
for the District of Colorado