



December 12, 2001

MEMORANDUM REGARDING VOTING AGREEMENT

To Whom It May Concern:

Please be advised that the Principals of FSH Working Group, LLC, namely Perry Hamilton, Robert B. Scherer, Patrick L. Vaden, and John W. Tagge, who are the owners and holders of all issued and outstanding Class B Common Shares of FeeSimpleHosting, Inc., have entered into a Voting Agreement among themselves in a form authorized and approved by the laws of the State of Delaware.

In general terms the agreement provides that the voting rights of Class B Common shares will remain with those holders who are living and not disabled. It prevents any voluntarily transfer of Class B common shares or any interest in them either outright or as security for debt.

The agreement is written so as to constitute a Voting Agreement within the meaning of Section 2.18(c) of the Delaware General Corporation Law as amended. The Company is intended to be a third party beneficiary of the Agreement and will be entitled to enforce it in its own name.

The certificates for the Class B common shares are inscribed to indicate that they are restricted and are held subject to the terms of the Agreement.

Perry Hamilton

President