

Metalmark Subadvisor, LLC
1177 Avenue of the Americas
New York, NY 10036

Telephone 212 823 1900
Facsimile 212 823 1901



December 17, 2008

Dear Jim:

You, Direct Response Corporation, Plymouth Rock and the MSCP Funds hereby agree to amend Section 3.5 and extend the term of 3.7 of the Amended and Restated Shareholders Agreement dated as of February 27, 2004 (the "2004 Shareholders Agreement").

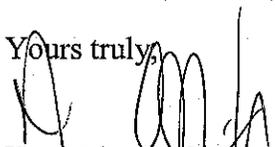
We all agree that section 3.5 of the 2004 Shareholders Agreement is hereby amended and restated in its entirety as follows:

"3.5. Until (and only until) January 31, 2009 or the earlier termination of the Agreement in accordance with the Stock Purchase Agreement dated as of August 29, 2008 among the shareholders hereto and Trinity Universal Insurance Company, each shareholder agrees that it will vote its shares or execute written consents, as the case may be, and take all other necessary actions to ensure that the members and composition of the Board as of the date of execution of this letter will remain unchanged."

The rights of the parties pursuant to Section 3.7 of the 2004 Shareholders Agreement ("Actions Requiring Consent of a Specified Director") will continue unchanged until (and only until) January 31, 2009 or the earlier termination of the Agreement in accordance with the Stock Purchase Agreement dated as of August 29, 2008 among the shareholders hereto and Trinity Universal Insurance Company.

If you concur with the above and wish to proceed on this basis, your signature, the Company's and Plymouth Rock's below will render this agreement binding on the signatories to the 2004 Shareholders' Agreement.

Yours truly,


Howard I. Hoffman



Accepted and Agreed:

MORGAN STANLEY CAPITAL PARTNERS III, L.P.
MSCP 111 892 INVESTORS, L.P., and
MORGAN STANLEY CAPITAL INVESTORS, L.P

BY MSCP III, LLC,
as General Partner for each of the above Funds

By: Morgan Stanley Capital Partners III, Inc.,
as General Partner

By: Metalmark Subadvisor LLC

By: 
Name: Howard I. Hoffen
Title: Managing Director
1177 Avenue of the Americas
New York, NY 10036
Telecopier No. 212-823-1911

DR INVESTORS, L.P. and DR INVESTORS II, L.P.

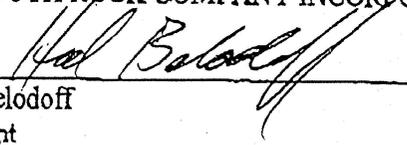
By: Morgan Stanley Capital Partners III, Inc.
as General Partner

By: Metalmark Subadvisor LLC

By: 
Name: Howard I. Hoffen
Title: Managing Director
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New York, NY 10036
Telecopier No. 212-823-1911



THE PLYMOUTH ROCK COMPANY INCORPORATED

By: 
Name: Hal Belodoff
Title: President
695 Atlantic Avenue
Boston, MA 02111
Telecopier No. 617-526-7969

DIRECT RESPONSE CORPORATION

By: 
Name: Mory Katz
Title: CEO
500 South Broad Street
Meriden, CT 06450
Telecopier No. 203-634-7318


James M. Stone