

MEMORANDUM

To: All Option Members, Member Organizations and ROTs

From: Listings/Market Watch

Date: January 8, 2007

Subject: Essex Corporation (KEYW/PUE) Pending Merger With Northrop Grumman Corporation (NOC)

On Wednesday, January 10, 2007, the shareholders of Essex Corporation (KEYW) will vote to approve the proposed merger with Northrop Grumman Corporation (NOC). Pursuant to the merger terms each KEYW share will be converted into the right to receive \$24.00 cash. **The merger will become effective on a date to be announced.**

***The foregoing is an unofficial summary of the terms of the Merger, prepared by the PHLX for the convenience of its members. PHLX accepts no responsibility for the accuracy or completeness of the summary. Members should refer to the proxy statement for the authoritative description of the merger terms and conditions.*

Pursuant to Options Clearing Corporation (OCC) By-Laws, all outstanding PUE options will be adjusted as follows:

EFFECTIVE DATE: Option changes are expected to become effective on a date to be announced
NEW DELIVERABLE: \$2,400.00 cash per contract (\$24.00 x 100)

Existing open interest in all PUE options will remain until options are either exercised or expire. Since they are American style options, they are exercisable at the option of the holder.

Questions regarding this release may be directed to the Listings/Market Watch at 1-800-THE-PHLX, choice #2, or (215) 496-5380.