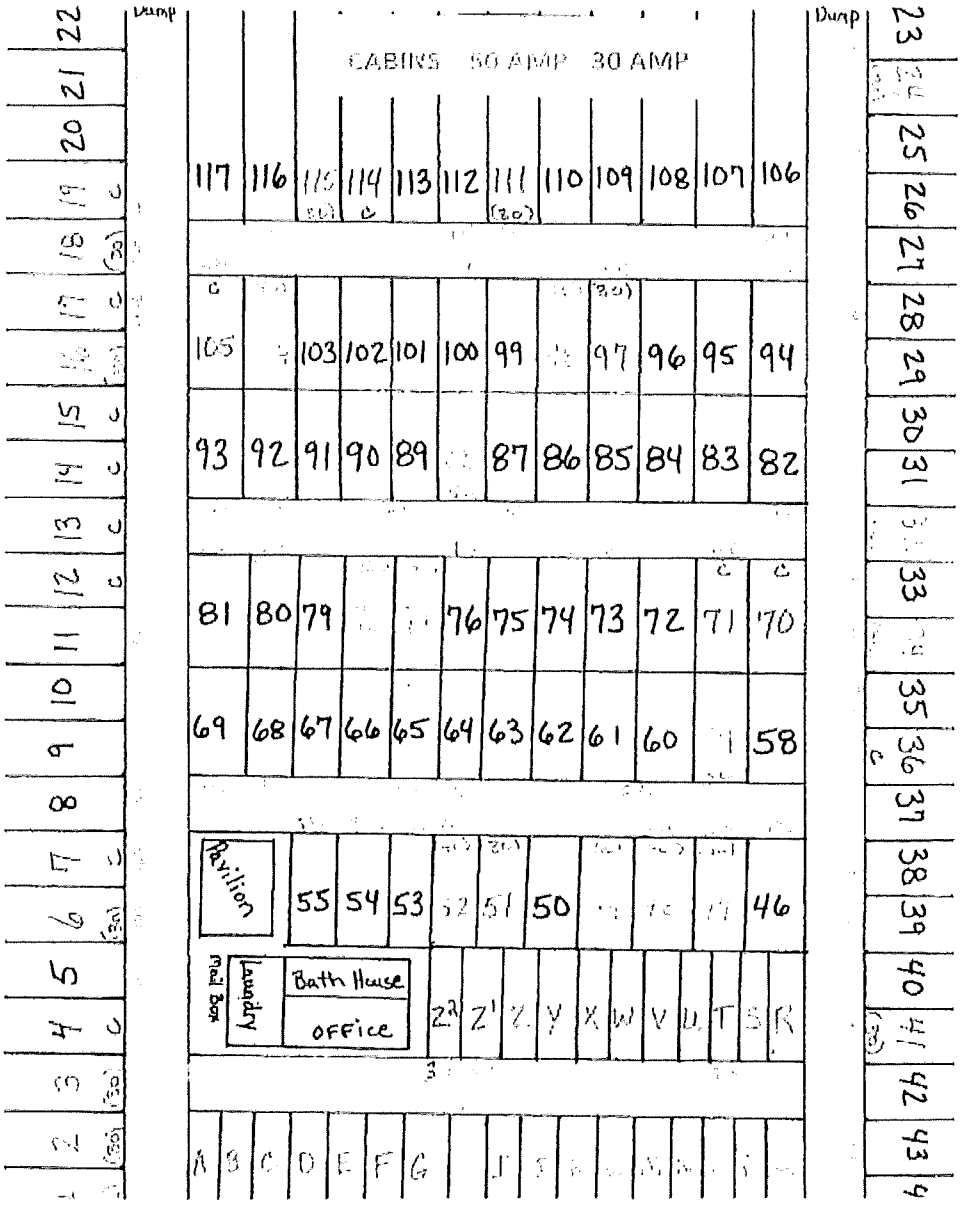Engagement Letter Exhibit (cont'd)