

Termination of the attorney/client relationship; withdrawal from representation. Either of us may terminate the attorney/client relationship at will for any reason. Notice of termination must be in writing. In general, we will not terminate the attorney/client relationship except if representing you becomes unreasonably difficult because of your behavior, however we do reserve the right to terminate the relationship at any time. You agree to our withdrawal as your counsel of record twenty (20) days after we mail you notice. Your approval of this letter constitutes any approval required by the Rules of Civil Procedure, the Rules of Professional Conduct or other applicable rules. Immediately upon receipt of my notice of withdrawal, you must immediately make a good faith effort and take all steps necessary to obtain a new lawyer.

Document provision; record retention; work product. Throughout our work in this matter we will provide you with copies of all substantive documents if you so request, and at the conclusion of this matter we will return to you all original intrinsically valuable documents. A copy of your file will be retained for six years after the conclusion of this matter, at which time it will be destroyed without further notice to you. The work product of attorneys and staff, including notes and research, remains the property of the firm and will not be included in any produced file. Documents prepared by the firm remain firm property and may be used in any manner so long as all identifying information is removed.

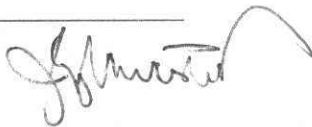

Once again, we appreciate you giving us the opportunity to be your lawyers.

Sincerely,

Matthew McQueen

Christopher L. Graeser

Please sign below indicating your approval of these terms and return a copy to us:

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