



RETAINER AGREEMENT

Thank you for contacting us. This confirms your retention of WeissLaw LLP, and that you have authorized WeissLaw LLP to act as your counsel in the above referenced matter, which can include the filing of a complaint against the Company, making a demand for inspection of books and records pursuant to 8 Del. C. §220, or affiliating with and retaining additional counsel.

We are prosecuting this matter on a contingent basis, meaning you are not responsible for the payment of legal fees or litigation expenses to WeissLaw or any affiliated firm, and you will never be asked for payment of any legal fees or contribution towards litigation expenses in connection with this matter. Legal fees and the reimbursement of litigation expenses will be paid by Defendants or related entities if there is a successful outcome (i.e. judgment or out-of-court settlement with defendants), and then only if a court approves a request for such fees and expenses or the defendants agree to pay our fees and expenses in a private resolution. Under applicable rules, we are permitted to, and will, advance and be responsible for all costs and other litigation expenses necessary to effectively prosecute this matter. We will endeavor to keep these out-of-pocket costs and expenses to a minimum. If we associate with other counsel to work with us a division of the fees will be made, but the total fees sought from the court or awarded will not increase solely by reason of the provision for the division of fees.

If the court does not permit the case to proceed or events transpire that make success highly unlikely, we will discuss with you whether the case will continue, and if so, on what basis. In addition, if in our opinion this action should be resolved with the Company agreeing to make corrective disclosures, we may negotiate a dismissal, release of your individual claims and agree to a mootness fee with the Company.

If you have any questions, please do not hesitate to contact us; we look forward to working with you and for you!

Best regards,

Richard A. Acocelli

READ, APPROVED, AND ACCEPTED BY:

--

• **Contact**

jr@weisslaw.co
212.682.3025
weisslaw.co

• **New York**

1500 Broadway, 16th Fl
New York, NY 10036
(212) 682-3025

• **California**

9100 Wilshire Blvd. #725 E
Beverly Hills, CA 90210
(310) 208-2800

• **Georgia**

476 Hardendorf Ave, NE
Atlanta, GA 30307
(404) 692-7910

