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|  | <p>The Livingston Group, LLC 499 S. Capitol Street, SW Suite 600 Washington, DC 20003 (202) 289-9881 www.livingstongroupdc.com</p> |
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August 20, 2018

His Excellency Fareed Yasseen
Ambassador of Iraq to the United States
Embassy of the Republic of Iraq
3421 Massachusetts Avenue, NW
Washington, DC 20007

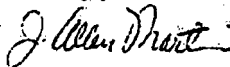
Dear Ambassador Yasseen:

Pursuant to recent discussions, this letter will confirm that the working agreement dated December 1, 2017 will be amended as follows:

- The term of this agreement is hereby extended to June 30, 2019.
- Effective September 1, 2018, the retainer fee will increase to \$530,000, for the ten (10) month period from September 1, 2018 to June 30, 2019.
- TLG shall submit invoices for retainer fees according to the following payment schedule:
Installment 1, payable upon signature of this extension, for September 1 to 30, 2018: \$80,000;
Installment 2, payable by October 1, 2018, for the period of October 1 to December 31, 2018: \$150,000;
Installment 3, payable by January 1, 2019, for the period of January 1, to June 30, 2019: \$300,000.
- Either party, at its sole discretion, may terminate this agreement upon thirty (30) days written notice to the other party. In case of such termination, TLG will reimburse the balance of prepaid retainer fees on a pro-rated basis.
- All other terms and conditions of the existing agreement will remain in effect.

If these above terms meet with your approval, we ask that you please sign below in the space indicated and return a copy for our files. We thank you for the opportunity to continue our work with you and we appreciate your trust in us.

Sincerely yours,



J. Allen Martin
Managing Partner

AGREED AND ACCEPTED:



His Excellency Fareed Yasseen
Ambassador of Iraq to the United States
Embassy of the Republic of Iraq