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SHEEKS & RAWLINS	1875
RAWLINS & CRITCHLOW	1891
RAWLINS, THURMAN, WEDGEWOOD & HURD	1897
RAWLINS, RAY & RAWLINS	1907
INGEBRETSEN, RAY & RAWLINS	1929
INGEBRETSEN, RAY, RAWLINS & CHRISTENSEN	1941
INGEBRETSEN, RAY, RAWLINS & JONES	1948
RAY, RAWLINS, JONES & HENDERSON	1949

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Mr. and Mrs. Tracy Hall, Snr.
1711 North Lambert Lane
Provo, Utah 84601

RE: Former Megadiamond Shareholders v. Smith
International, Inc.

Dear Mr. and Mrs. Hall:

Per our conversation this afternoon, enclosed for
your review and signature are the Retainer and Consent Agreements
in the above-referenced case.

If you have any questions or concerns regarding
the content of these documents, please do not hesitate to
call. Thank you for your time and participation.

Very truly yours,

JONES, WALDO, HOLBROOK & McDONOUGH

Jeffrey N. Walker

JNW:mcj

Enclosure