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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

June 19, 1989

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IN REPLY REFER TO:

Salt Lake City

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