

Letter of Engagement

By signing and returning to the undersigned a certification in the form prescribed, you agree to retain Schoengold & Sporn, P.C. to represent you -- on a contingent fee basis -- in connection with the securities class action lawsuit at issue. You will not be personally responsible for any time or expenses incurred by us in connection therewith. Instead, we will handle this matter on a contingency fee basis. This means that we will not be paid unless and until there is a successful outcome in the case. At that point, we will apply to the court for payment of our fees, which in no event shall exceed 33 1/3 percent of the recovery. We will also seek reimbursement for our out-of-pocket expenses incurred in prosecuting the case. Upon approval by the court, these amounts will be deducted from the recovery before distribution to the class.

Upon our retention, we will pursue the litigation on your behalf and on behalf of the putative class. You understand, however, that under the Private Securities Litigation Reform Act of 1995, within 60 days after the first notice of pendency of a class action lawsuit is published, any member of the class may move to be appointed Lead Plaintiff. The Lead Plaintiff (who is designated by the court) and its court-approved chosen counsel are entitled to litigate the case on behalf of the class. Obviously, if Schoengold & Sporn is not designated by the court as Lead Counsel, we will not be able to primarily litigate the class action further. However, we will undertake to keep you advised of major developments in the case as and when they occur. As and when a class is certified by the court, if you fit the description of the class, you will become a member thereof, and any recovery obtained will enure to your benefit if and when you file a proper proof of claim.