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March 1, 2015

PRIVILEGED AND CONFIDENTIAL

The Honorable Bayan Sami Abdul Rahman
Mr. Karwan Zebari
The Kurdistan Regional Government
1532 16th Street, NW
Washington, DC 20036

Re: *Engagement Agreement*

Dear Representative Bayan Sami Abdul Rahman and Mr. Zebari :

Thank you for choosing Dentons US LLP to represent you in the matter described below.

Our Client. The purpose of this Engagement Letter, as well as the associated Terms of Business, is to set forth the Engagement Agreement by which Dentons US LLP will represent The Kurdistan Regional Government on legal and policy matters in the U.S.

Scope of Representation. We have agreed to provide legal services in connection with assisting the Kurdistan Regional Government in strengthening its alliance with the United States, tracking and monitoring legislation in Congress, advocating before the US Government, advising on US policy and providing legal advice and representation on a broad range of matters.

Terms of Business. Attached is a copy of our Terms.

Our Team and Charges. Although I will be principally responsible for this engagement, it is anticipated that other lawyers and professionals will be involved. Our fees will be based on the time devoted to the representation, and the billing rates charged by each timekeeper. Our representation of you also will involve costs, which are reviewed in the Terms.

Retainer. You have agreed to pay us \$20,000 USD per month. We will send a bill on a monthly basis for these fees.

Please indicate your agreement to the Letter and Terms by executing a copy of this Letter in the space provided below and returning it. A facsimile or scanned copy delivered via email are as acceptable as an original. We appreciate prompt receipt of an executed copy, but will commence work based on the understandings contained in this letter prior to our receipt of your signature. Of course, please contact me if you have any questions about anything in this Letter or the Terms, or with respect to any aspect of our representation of you.

DENTONS

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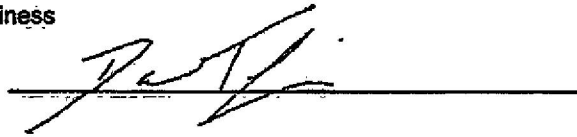
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Again, we are very pleased to have this opportunity to be of service and to work with you.

Sincerely,
Dentons US LLP

David Tafuri
Partner

Enclosure: Terms of Business



Agreement and Acceptance

The undersigned hereby acknowledges and agrees that he or she has reviewed and understands the terms and conditions of this Letter and the Terms. The undersigned further agrees and accepts these provisions, including, but not limited to, all disclosures regarding conflicts of interest, and hereby waives any conflict or potential conflict of interest as set forth therein.