

Best and Final Offer  
August 28, 2008

**LETTER OF UNDERSTANDING XX**

**SUBJECT: FIRST VOTE RATIFICATION BONUS**

For employees covered by this Agreement on September 3, 2008 and on (a) the active payroll (including employees on an leave of absence for not longer than ninety (90) days) or (b) authorized military leave of absence pursuant to Section 6.6(b), the Company agrees to pay a bonus of \$2500, less applicable withholding, if this Agreement is ratified on the first vote and on or before September 3, 2008. The bonus will be paid within sixty (60) days of ratification of the Agreement.

Dated: September 4, 2008