

ENGAGEMENT LETTER

2023-08-06

Vanguard Logistics Solutions Inc.
Attn: General Counsel

Re: Engagement for Mergers and Acquisitions ? Sell Side

Dear Client:

We are pleased to confirm our engagement by Vanguard Logistics Solutions Inc. ("Client") to represent you in connection with Mergers and Acquisitions ? Sell Side (the "Matter").

SCOPE OF ENGAGEMENT

Our representation is limited to the Matter described above. Any expansion of scope requires a written amendment to this letter.

BILLING RATES

Our current standard rates for attorneys who will work on this matter are:

Partner: \$1,000 per hour

Associate: \$375 per hour

Paralegal: \$187 per hour

These rates are subject to annual adjustment. We will provide 30 days' written notice of any rate increase.

RETAINER: Upon execution, Client shall pay a retainer of \$75,000, which shall be held in our client trust account and applied against fees earned.

BILLING PRACTICES

We bill in one-tenth of an hour increments. Invoices are issued monthly and are due within 30 days. Unpaid balances accrue interest at 1.5% per month.

TERMINATION

Either party may terminate this engagement at any time by written notice. Upon termination, Client shall pay all fees and expenses incurred through the date of termination.

CONFIDENTIALITY

We will maintain the confidentiality of all information you provide to us in accordance with the applicable rules of professional conduct.

If the foregoing correctly sets forth our understanding, please sign below.

Sincerely,

Sullivan & Cromwell LLP

By: _____

Partner

ACCEPTED AND AGREED:
Vanguard Logistics Solutions Inc.

By: _____

Date: 2023-08-06