

Exhibit 181



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February 5, 2003

Jack Evans
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Mr. Russell C. Lindner
The Forge Company
1050 Thomas Jefferson Street, N.W.
#100
Washington, DC 20007

Re: Engagement of Patton Boggs LLP

Dear Rusty:

Thank you for retaining Patton Boggs LLP to represent The Forge Company in connection with certain legal matters. We look forward to working with you on this engagement. Our fee will be structured as a flat retainer of [REDACTED] per month plus normal and customary reimbursable expenses. In the event you pursue a particular opportunity we identify, you will retain us to represent you in it pursuant to a separate mutually agreeable budget.

To ensure that The Forge Company and we have a common understanding of the terms of our representation and to comply with the rules of professional conduct for the jurisdictions in which we practice, I have enclosed a statement describing the standard terms of engagement for legal services to be provided by Patton Boggs LLP. The terms of engagement cover such matters as our procedure for handling potential conflicts of interest, fees, costs and expenses, billing arrangements and terms of payment. Please review the document carefully to ensure that it comports with your understanding. This letter supplements and modifies the enclosed terms of engagement.

I will be primarily responsible for the work done on behalf of The Forge Company and will supervise the lawyers and other professionals who may work on this project. I anticipate that associates, staff attorneys, legal assistants, specialists and/or in-house consultants will assist in the matter.

As explained more fully in the terms of engagement, we will determine our legal fees based on our standard hourly billing rates in effect when the work is performed and the number of hours worked by each attorney. Our hourly billing rates for most of our partners range from [REDACTED] to [REDACTED]; and the hourly rates for most of our associates range from [REDACTED]. Our legal assistants generally have hourly billing rates ranging from [REDACTED]. The billing rates of certain lawyers with special expertise or extensive experience may be outside these ranges. My time is



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billed at [REDACTED] per hour. If you would like to know the hourly billing rates of other billers most likely to work on a particular project, please call me. Generally, we adjust our billing rates for partners in January and those of our associates in October. In addition to our fees for legal services, we also charge separately for certain costs and expenses as described in the enclosed statement.

If these terms and conditions, including those set forth in the terms of engagement, meet with your approval, I would appreciate your acknowledging acceptance of both documents by signing and returning the enclosed copy of this letter. If you have any questions about these terms or would like to discuss them, please call me as soon as possible so as not to impede our commencing work on your behalf.

These terms and conditions will apply to any future work we undertake for you unless we send you a new letter reflecting different terms and conditions.

We look forward to working with The Forge Company to achieve a successful result.

Very truly yours,

Jack Evans
for PATTON BOGGS LLP

AGREED TO AND ACCEPTED:

By: _____
Its Authorized Officer

Enclosure