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February 10, 2016

David H. Harper  
Chair, Special Committee of the Board of Regents  
Baylor University  
1311 S 5th Street  
Waco, TX 76706

Re: Engagement

Dear David:

I am writing to clarify the terms of our engagement as reflected in our October 5, 2015, engagement letter, signed and agreed upon by Pepper Hamilton LLP ("Pepper") and Baylor University, to conduct an independent and external review of Baylor University's institutional responses to Title IX and related compliance issues through the lens of specific cases.

Specifically, Pepper has been engaged by a special committee of the Board of Regents, which we understand is acting on behalf of Baylor University, to provide legal advice and guidance to the University in connection with the independent and external review identified above and other matters related to the institutional response to ongoing matters under Title IX, the Jeanne Clery Act, as amended by the Violence Against Women Reauthorization Act of 2013, and related authority. It is the shared understanding of Baylor University and Pepper that all material prepared and communications made by Baylor University, Pepper, and their representatives in the course of the review are in anticipation of litigation and are privileged work product. It is the shared understanding of Baylor University and Pepper that the confidential communications between and among their representatives in the course of the

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Detroit	Berwyn	Harrisburg	Orange County	Princeton	Silicon Valley	Wilmington

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review are for the purposes of furthering the rendition of professional legal services to Baylor University and are protected by the lawyer-client privilege.

All other terms of the October 5, 2015 engagement letter remain the same. I ask that you confirm Baylor University's agreement with the terms of retention set forth in this letter by counter-signing this letter as provided below and returning the signed letter to me. The terms of this letter will apply from the date we first began work on your behalf.

Sincerely yours,



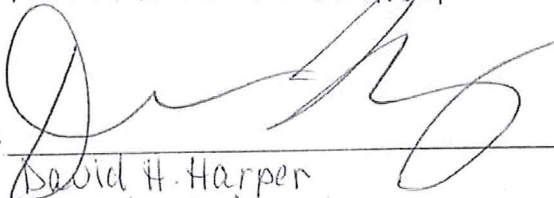
Gina Maisto Smith

The undersigned acknowledges and agrees to the terms of representation by Pepper Hamilton LLP as set forth in this letter and the accompanying Additional Terms of Engagement.

BAYLOR UNIVERSITY

Dated: February 11, 2016

By: Christopher W. Holmes  
Christopher W. Holmes  
Associate General Counsel

By:   
David H. Harper  
Board of Regents  
Chair, Special Committee