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February 3, 2012

**Engagement Letter for Formation of a Business Entity**

I am pleased that you have selected me to represent you. This letter will outline the basis upon which we agree I will provide legal representation to you to in forming a multi-owner limited liability company (LLC) for the flat fee as detailed below. I represent only the person or entity who has engaged me; I do not represent any of the other persons of a group seeking to form an entity, nor do I represent the entity, as it does not yet exist.

This Agreement is performable in Houston, Harris County, TX. All monies owed hereunder are to be paid at my office in Houston, Harris County, TX. Jurisdiction and venue of any dispute arising hereunder are also performable in Houston, Harris County, TX; provided, however, **you and I agree that any fee dispute will be handled through and will be finally resolved by decision of the Houston Bar Association Fee Dispute Committee.**

Please sign and date in the space provided below and fax or email the signed Agreement so that I may begin working on your behalf. I must receive the total charge (i) by credit card payment or (ii) by check, before I commence work. I appreciate your trust in me and look forward to working with you. If you have any questions concerning my fees or this legal matter, please call me at (713) 223-8585. Please keep a copy of this letter for your files. I look forward to a successful relationship.

A. The following legal services are **INCLUDED** in our flat fee arrangement with regard to formation of the company:

Telephone, online or an office meeting, not to exceed 15 minutes, always included;  
email to you the appropriate Questionnaire for your full completion

Prepare, execute and file the certificate of formation and the form for obtaining the Federal Tax ID Number; Prepare the company agreement and the consent to action. Email you all of these. 850

TOTAL LEGAL SERVICES FEE \$850.00

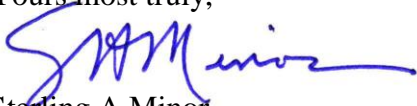
Secretary of State FILING FEE (Includes Expedited Service) \$350.00

**TOTAL CHARGE \$1200.00**

B. The following legal services are specifically **EXCLUDED** from the flat fee arrangement with regard to formation of the company:

- Meetings or documents not described above, through the stage of having a fully created company;
- Attending a post-formation organizational meeting;
- Serving as registered agent;
- Obtaining a Minute Book;
- Maintaining an organization minutes or consents book;
- Capitalizing the entity by certificating ownership interests or conducting similar activity;
- Preparing contracts or agreements between the company and its principals or among the professional company principals, such as employment contracts, buy/sell agreements; deferred compensation agreements; pension or profit-sharing plans; or assignments or transfers of interest;
- Representation in day-to-day legal matters;
- Obtaining business or other requisite licenses or permits;
- Providing legal advice or assistance in complying with federal, state or local laws or regulations;
- Preparing promissory notes; or
- Any other legal service not specifically included as part of the flat fee arrangement.

If you desire for me to perform any of the above excluded legal services, or to serve as the entity's outside general counsel, then I and the company after it is formed will need to enter into an engagement agreement which sets forth the requested work and the agreed fee. Normally, my fees are based upon an hourly rate, which is \$330.00 per hour in 2012; but discussion of other fee arrangements is welcome.

Yours most truly, \_\_\_\_\_  
  
Sterling A Minor

**SIGNED AND ACCEPTED** this \_\_\_\_\_ day of February 2012.

\_\_\_\_\_  
Client