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April 15, 2011

Mr. Erwin Williams
c/o Sherwood Montessori School
746 Moss Avenue
Chico, CA 95926

**Re: Sherwood Montessori School
Engagement Letter and Fee Arrangement**

Dear Mr. Williams:

Pursuant to our discussions and with your Board's approval, I will provide legal advice and guidance to, and will represent, the Sherwood Montessori School as requested, directed and/or authorized.

I want to thank you and the Board for selecting my law firm to represent your school.

My fees for legal services are \$125/hour, plus any out-of-pocket expenses that may be incurred. My office will bill you approximately monthly depending upon the amount of work that was done during that period of time, if any.

There are two originals of this letter. Assuming this meets with the Board's approval, please sign and send one of the originals back to me.

I look forward to working with you, the Board and your school.

Very truly yours,

Gregory P. Einhorn

I have read this letter and consent to it.

Erwin Williams, for the Sherwood
Montessori School