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**Fee Schedule
New Virginia Stock Corporation
2012**

The following schedule sets forth a Standard Fee for the incorporation and organization of a new Virginia stock corporation.

The Standard Fee (which includes legal fees and costs) is intended to reflect the overall value of the services rendered, as well as the anticipated time and effort involved.

Once the Corporation has been incorporated and organized, and for your consideration, I also have provided information about a package of ongoing services I offer when serving as retained Legal Counsel to the Corporation (**Section IV, below**).

**I.
Services Covered by Standard Fee**

A. Initial consultation, to include review of client's business and financial information and purpose of Corporation, as well as discussion and recommendation of proper business structure and operating advantages thereto.

B. Additional consultation about operation of the Corporation, including initial capitalization; shareholder interests, ownership configuration; management responsibilities; banking resolutions; other state registration and local license requirements; and corporate formation and organization documents.

C. Preparation of the following corporate documents: Articles of Incorporation; Form 2848, Power of Attorney; Form SS-4, Application for Employer Identification Number; Form 2553, Application for S Election (if applicable or by Corporation's Accountant); Subscriptions for Stock; Organizational Meeting Consent of Directors and Shareholders; Bylaws; Shareholder Agreement (multiple shareholders, only); Assignments (as applicable); Certificates of Assumed Name (as applicable).

D. Delivery of executed original corporate documents, sequentially organized, in personalized Minute Book for the Corporation.

The Standard Fee includes the cost of the initial consultation. If, however, the client declines the engagement, there is a charge of \$250 for the consultation payable at that time.

Expenses incurred for filing and recording fees, messenger service, express mail, and similar charges are included as costs in the Standard Fee. Travel within the Greater Richmond area, long distance telephone calls, and photocopying are provided without charge.

II.
Standard Fee for Formation and Organization
of
New Virginia Stock Corporation

Legal Fees

One Shareholder	\$ 750
Two Shareholders (Related Parties)	\$ 950
Two Shareholders	\$1,250
Each Additional Shareholder, Add	\$ 500

Costs

Filing Fee: State Corporation Commission	\$ 75
Materials, Minute Books, Mailings	\$ 100
Certificate of Assumed Name	\$ 25

III.
Payment; Timing

If you decide to engage my legal services to incorporate and organize your new stock corporation, I request full payment of the Standard Fee be remitted at the first meeting.

The Standard Fee is earned and non-refundable when the Articles of Incorporation are filed with the SCC and a working draft of the Corporation's organization documents is presented to you.

Within five to seven business days of our first meeting, a working draft of the Corporation's organization documents will be prepared and made available to you for your review and comment; the draft documents will be

sent to you by email, fax, or mail, whichever is most convenient for you; and a telephone conference will be scheduled shortly thereafter to discuss any comments you may have about the draft documents.

I ask that you plan to schedule a second meeting within two weeks of our first meeting, so that you may execute the Corporation's documents, or I can arrange separate electronic transmittal and return of the signature pages for execution if more convenient for you.

Except in unusual circumstances discussed and approved beforehand, all representations starting new stock corporations are expected to be completed within two to four weeks of our first meeting. Once the draft organizational documents are delivered to you, and if more than thirty (30) days pass without their completion and signature because of additional time requested by the client, then additional legal fees may be charged in an amount determined by me, or the representation may be terminated without completing or signing the documents and with all fees deemed earned and paid and not refundable.

Please bring your calendar with you to our first meeting so that we may schedule the subsequent meetings and conferences at that time.

I look forward to the opportunity to assist you with this important representation

IV. Legal Counsel for the Corporation

For your consideration, I also offer the Corporation a package of three ongoing legal services, denominated my Quarterly Retainer Agreement, when serving as retained Legal Counsel: Registered Agent, an Annual Meeting, and Unlimited Conversations.

1. **Registered Agent.** As Registered Agent for the Corporation, I will act as "gatekeeper" for any process or official notices that are served on the Corporation and advise you of action required.

On a yearly basis, I also will receive the Corporation's Annual Report and Annual Assessment from the State Corporation Commission and forward them to you (with appropriate filing instructions), along with annual Director and Shareholder meeting minutes I'll prepare for retention in the Corporation's Minute Book.

I also will continue to follow up with you if the SCC contacts me about any missing or delinquent filings or payments – all to ensure that the Corporation remains in current compliance with its filing and payment requirements under Virginia law.

2. Annual Meeting. I would like to meet with you as the Corporation's Owner and CEO, at your office or at mine, once annually, so that we can together review any legal or business issues affecting the Corporation.

I will contact you to schedule a mutually convenient time, and I ask that you please plan to schedule at least an hour for the meeting. I also will prepare an agenda of current discussion items that we can address on behalf of the Corporation, including specific concerns and issues that you may have at that time.

3. Unlimited Conversations. Call or email me any time. You may have a question about the Corporation, or want to discuss a business proposal brought to the Corporation, or just brainstorm a new business idea for the Corporation – if so, I want you to contact me right away.

There's **no charge** for us talking, whether by phone or email – and I'd like to hear from you more often, rather than less.

There's an advantage to both of us by offering this service: you can talk with me anytime about the Corporation and have the confidence that your lawyer is ready to answer your questions, without separate charge; and that allows me to stay closer in touch with the Corporation's current operations so that I can be of greater service to you and the Corporation.

The value of unlimited conversations is that you'll be better informed about a particular matter affecting the Corporation because we discussed it first – and, based on experience, it's likely that many of the matters we talk about would be resolved by our conversations, without the need for further legal work.

Note: If legal work other than conversations is needed or requested (such as reviewing or preparing documents, handling a matter or a negotiation, delivering some other legal service, etc.), (i) I would advise you of same, (ii) there would be additional fees for those legal services rendered, (iii) I would quote a fee for such services, for your approval, before undertaking them. Similarly, if a legal service is needed or requested that I cannot provide because outside my practice expertise, then I'll advise you of

same and assist in securing other counsel for the Corporation for that purpose.

The Cost. The annual legal fee I charge for the package of three services under our Quarterly Retainer Agreement is \$1,000 payable in \$250 increments four times a year.

I'll send the Corporation an invoice on March 1, June 1, September 1, and December 1, each year, and, because I bill in arrears for the current and two preceding months, I'll request you remit payment by March 10, June 10, September 10, and December 10, respectively.

I also will maintain the annual cost at the \$1,000 level for all of the 2012 year.

Is There an Alternative to the Quarterly Retainer Agreement?

Yes, if you decide you do not desire the Quarterly Retainer Agreement, you can select the Annual Retainer Agreement – under it, I offer Registered Agent services, only [See Section IV, Paragraph 1., above]; the annual legal fee for the Annual Retainer Agreement is \$400, which is billed in arrears and paid in two (2) installments each year, with \$200 billed January 1st and payment requested by January 10th, and with \$200 billed July 1st and payment requested by July 10th.

Note: Under the Annual Retainer Agreement, all other legal services requested by the Corporation, including for conversations, would be billed separately and in addition to the annual legal fee charged for the Annual Retainer Agreement.

If you decide you do not want the Quarterly Retainer Agreement and if you do not want the Annual Retainer Agreement, then you can make that determination, following which, if I am serving as Registered Agent, I would resign as Registered Agent for the Corporation – you would need to appoint another person to serve in that capacity and that person could be you as a Director of the Corporation or another lawyer.

How To Sign Up. Within 30 days of the Corporation's incorporation, I'll send you a letter asking you to let me know if you'd like the aforesaid package of ongoing services [the Quarterly Retainer Agreement or the Annual Retainer Agreement] delivered to the Corporation, by initialing a copy of the letter and returning it to me in a stamped self addressed envelope I'll provide for your mailing convenience.

Please know that I very much look forward to the opportunity to handle this important representation for you and the Corporation. With continuing best regards, I remain

Very truly yours,

J. Steven Erie

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