



RINEY & MAYFIELD LLP
ATTORNEYS AND COUNSELORS
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December 15, 2010

PERSONAL AND CONFIDENTIAL

Mr. David Foote
Superintendent
Dalhart Independent School District
701 E. 10th Street
Dalhart, Texas 79022-3807

Re: Dalhart Independent School District vs. Texas Association of Public
Schools

Dear Mr. Foote:

This is to confirm that you have retained Riney & Mayfield LLP to represent Dalhart Independent School District in connection with the above-described matter subject to the conditions set forth below. We understand the terms of our agreement to be as follows:

I shall act as lead counsel for Riney & Mayfield and shall be the responsible attorney for the firm. This means I will bear overall responsibility for the conduct of this matter and for billing of our work. From time to time, however, I may be assisted by other attorneys in the firm, including partners or associates and paralegals, when it is apparent that such assistance is not only appropriate in this matter, but will also result in lower costs.

My hourly rate at the present time is \$185 per hour. Fee rates for attorneys in our firm will range from \$235 downward to \$185. The work of paralegals is currently at the rate of \$100 per hour. Posted professional rates are subject to annual adjustment. There will be no billing for routine services of secretaries, word processors and other support staff. In addition to the hourly fees of professionals and paralegals, we will bill for out-

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of-pocket expenses incurred, such as special postage or expedited delivery fees, photocopies, travel expenses, any governmental or court fees incurred and staff overtime expenses directly attributable to your representation.

Billing of fees and expenses incurred will be on a billing period of thirty days. Payment of bills will be due within ten days after the first day of the month following the date of the fee statement.

We also wish to advise you that our firm aspires to honor "The Texas Lawyers Creed" (copy enclosed). The Texas Disciplinary Rules of Professional Conduct are our formal rules of ethics. The Creed, while more aspirational and voluntary, provides additional guidance for attorneys' conduct of day-to-day affairs between lawyers and their clients, between opposing lawyers, and between lawyers and courts. We provide you with this brochure primarily so you may note some of the provisions which describe our relationships and conduct with other lawyers and the courts. Under the philosophy set forth in the Creed, you may expect us to occasionally enter into agreements with opposing counsel where, to do so, will not affect the legitimate objectives of your case.

We shall utilize the address you have given us to send copies of correspondence, pleadings, and other appropriate written material to you in connection with this representation. If there is any other address you would have us use, or if you need copies of materials to go to any other parties, please let us know.

I would appreciate it if you would send us the name and e-mail address of the person in your accounting department to whom bills should be sent. If any questions arise regarding billing, you may contact our bookkeeper, Jean Norrell at jnorrell@rineymayfield.com.

We also wish to inform you of our document retention policy. At the conclusion of the lawsuit, all files will be transferred to secure offsite storage. The files will be destroyed five years after we conclude our handling of the file.

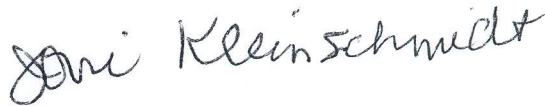
We appreciate your confidence in us, and we appreciate the opportunity to work with you on this matter. Please let us know at any time if you have any questions, recommendations, or suggestions.

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If this letter accurately reflects our arrangement, please sign the original and return it to us at the above address. The copy is provided for your files.

Sincerely,

RINEY & MAYFIELD LLP



Joni P. Kleinschmidt

JPK/gf
Enclosure

AGREED:

David Foote, Superintendent