

August 25, 2010

Peter K. Fagen  
Managing Partner  
Fagen Friedman & Fulfroost, LLP  
6300 Wilshire Boulevard, Suite 1700  
Los Angeles, CA 90048

Dear Mr. Fagen:

This letter confirms your engagement as outside counsel for the Mt. Diablo Unified School District ("District"). The terms and conditions of this engagement shall supersede all previous agreements between your firm and the District. Enclosed please find a copy of the District's Legal Service Agreement and Case Management and Billing Standards which form the engagement agreement. Please confirm your firm's acceptance by signing and returning the District's Legal Service Agreement. Two originals are enclosed for your convenience. Please sign one of the originals and return to me in the self-addressed, stamped envelope and keep one original for your records.

The scope of this engagement is to provide representation for the District from July 1, 2010 through June 30, 2011. The scope of representation may be adjusted or modified by the Office of the General Counsel as necessary during the course of this engagement. You have confirmed that no conflict of interest appears in your or your firm's representation of the District in this matter. Of course, as specified in the legal service agreement, if a conflict arises contact this office immediately.

You have agreed to be the primary attorney for this matter. This confirms that the hourly billing rates for attorneys shall be \$240.00 for senior partners, \$215.00 for partners, \$185.00 for associates and \$150.00 for non-attorney professional services. This new hourly rate is effective August 1, 2010 and upon receipt of the District's Legal Service Agreement

We look forward to continue working with you. Please do not hesitate to call me at (925) 682-8000, extension 4001 if you have any questions.

Sincerely,

Gregory J. Rolan  
General Counsel

Enclosures