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January 14, 2005

Honorable Collin County Commissioners
210 South McDonald Street, 6th Floor
McKinney, TX 75069

RECEIVED
COLLIN COUNTY
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LETTER OF ENGAGEMENT FOR LEGAL SERVICES

Dear Honorable Collin County Commissioners:

Please let this serve as a LETTER OF ENGAGEMENT FOR LEGAL SERVICES to be provided by myself and our Firm to Collin County, Texas, its employees, and elected officials.

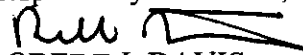
Collin County, at its sole discretion, will retain me and our Firm on a case-by-case basis to provide legal services as requested by the County.

While I anticipate that I will be the attorney responsible for providing the legal services, depending on the nature and complexity of the case, there may be work performed by another partner, an associate, or a paralegal employed by the Firm. The fees for legal services will be billed on an hourly basis at the following rates: (1) Robert J. Davis or other partner \$150 per hour; (2) associate attorney \$125 per hour; and (3) paralegal \$55 per hour. These rates will not change until there is a written amendment to this LETTER OF ENGAGEMENT FOR LEGAL SERVICES approved by both the County and myself.

In addition to the hourly fees, the County will be billed for reasonable and necessary expenses incurred by our Firm in connection with the legal services provided to the County. These expenses may include court costs, filing fees, deposition costs, computer research and information retrieval, special postage, delivery, photocopy and long distance telephone charges. If there are special expenses which may be incurred in a particular case, such as retention of an expert witness, such expenses will be discussed and agreed upon before they are incurred. Our Firm bills all fees and expenses on a monthly basis and payment for such billing statements is due in the time period allowed for payment by governmental entities. The County will be provided with a detailed bill for each case describing the date of the work performed, the nature of the work performed, the hourly rate for the attorney performing such work, the amount of time spent on each task performed, and the total amount for the legal fees and expenses incurred during that billing period. Of course, any questions about the billing will be gladly discussed and any clarifications or modifications can be made.

I truly appreciate the opportunity to continue to represent Collin County as I have done for nearly ten years. I look forward to a long and mutually rewarding relationship. If the foregoing meets your approval, please acknowledge this agreement by passing an appropriate Commissioner's Court Order.

Respectfully submitted,


ROBERT J. DAVIS