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February 28, 1985

Gerald B. Alt
Seyburn, Smith, Bess,
Howard, Kohn and Harnisch
3000 Town Center
Suite 2050
Southfield, MI 48075-1397

Re: DALNET Project

Dear Mr. Alt:

This letter is to confirm my understanding as to our recent telephone conversation concerning the estimated cost of your preparing the following DALNET project documents: Articles of Incorporation; By-laws; Member or Subscription Agreement, between DALNET and its prospective members; Application for §501(c)(3) status; and a host agreement as between DALNET and Wayne State University. As to the host agreement, you would be looking for cooperation from this office. Further, I understand you to be amenable to assisting in formulating and/or reviewing contractual arrangements with the vendor that is supplying the hardware and software.

You estimated the charges for your services to be up to \$5,000. That estimate assumes that, given the number of interested parties, there is likely to be a fair amount of input and communication involved. The estimate does not assume your devoting a significant amount of time to contractual dealings with the vendor.

I understand that you would need a \$1,000 retainer and that your practice is to bill for services on a monthly basis.

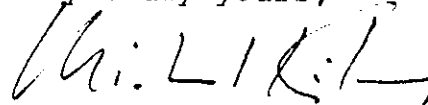
Kindly inform me at your earliest convenience as to any gaps or misapprehensions in my understanding. We hope to secure the

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necessary commitments from other prospective DALNET members without unnecessary delay.

Thank you for your thoughtful consideration in these regards.

Very truly yours,



Michael J. Kiley
Assistant General Counsel

cc: Peter Spyers-Duran
Louise Bugg
Pat Eames

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