

OUTSIDE GENERAL COUNSEL PROGRAM OF BRUNELLE & HADJIKOW, P.C.

Many small and mid-size organizations lack the resources to employ inside General Counsel, or their inside counsel may need occasional help with unusual issues, ranging from small technical questions to unexpected emergencies. Our Outside General Counsel service avoids the uncertainty and delay of locating outside counsel on an emergency basis, and enables an organization to communicate on matters small and large with someone who is already familiar with the organization's business, history, concerns and personnel. This is the purpose of the Outside General Counsel service.

The service enables a firm to obtain prompt, well-informed answers to its regulatory questions, or to have us draft a complex document, review an agreement, communicate with regulators or respond to regulators' questions. We can also represent the firm at meetings, depositions, hearings, appeals and other adversarial proceedings, whether in court, in arbitration or before regulatory and self-regulatory organizations such as the SEC and FINRA. Finally, we will keep the client organization informed about legal and regulatory developments important to the organization business and legal concerns.

All of our services will be provided pursuant to written letters of engagement after a comprehensive review for potential conflicts of interest. These agreements will specify the nature and scope of the services to be rendered. They will also specify the hourly rate for the services to be provided, or when possible, the estimated total cost of an assigned project. Our monthly invoices will describe each service provided, the name of the attorney or paralegal who performed it, the time expended and the basis and amount of each charge. They will also state the nature and amount of any disbursements.

To help stabilize the client organization's cash flows, and to render its expenses more predictable and controllable, we will arrange for payments in equal monthly installments.

As *Outside* General Counsel, Brunelle & Hadjikow, P.C. will be an "independent contractor" of the client organization, and we will not serve as officers, directors or employees of the client organization. Our firm may advise the client organization about the legal and regulatory aspects of its business decisions, but we will not make those decisions as principals or agents of the organization.

If you have any questions about the operation or cost of this service, please call George Brunelle or Anna Hadjikow directly at (212) 809-9100, e-mail us at main@brunellelaw.com, or visit us at The Equitable Building, 120 Broadway, Suite 1010, New York, NY 10271-1097.