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October 24, 2014

Thomas C. Perry
Counsel to the Governor
Office of the Governor
P.O. Box 83720
Boise, Idaho 83720

Re: *Latta v. Otter* – Rehearing Petition

Dear Mr. Perry:

Thank you again for the opportunity to assist in representing Governor Otter in his defense of Idaho's marriage laws. This letter will memorialize our agreement of October 17 to the following compensation for an important piece of legal work arising out of the Ninth Circuit's decision of October 7: namely, the petition for rehearing en banc. My firm will provide that service at a flat rate of \$10,000.00. We recognize, of course, that there may be additional work related to this case but not directly related to the preparation of that petition. Such work and compensation for such work will be discussed at the time that work arises.

Again, my firm and I are honored to work with you and the Governor on this important case. Please contact me if you have any questions.

Sincerely,

/s/ Gene Schaerr
Gene Schaerr