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October 7, 2014

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

Re: *Latta v. Otter* – Stay Applications in Ninth Circuit & Supreme Court

Dear Mr. Perry:

Thank you for the opportunity to assist in representing Governor Otter in his defense of Idaho's marriage laws. It's an honor to be part of the Governor's legal team.

This letter will memorialize our agreement to the following compensation for two important, specific pieces of legal work arising out of the Ninth Circuit's decision of October 7: (a) the Governor's motion for a stay addressed to the Ninth Circuit; and (b) the Governor's application for a stay addressed to Justice Kennedy. My firm will provide those services 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 completion of these two briefs. 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