



RECEIVERSHIP QUALIFICATIONS & PROPOSAL

www.UnitedAMS.com

November 28, 2011

INTRODUCTION:

United AMS and Dotan Y. Melech, who currently act as court appointed Receivers in the state of Nevada and are members of the California Receivers Forum, strive to provide value-added services in receivership and asset management by constantly pursuing more effective and efficient solutions. In order to attain this goal, the company utilizes its vast experience in residential, multi-unit, commercial, and industrial markets, which allows us to tailor services and strategies to fit specific asset's needs.

As part of his practice, Dotan Y. Melech has been selected by the United States Department of Justice to be a Trustee for bankruptcy proceedings in Las Vegas, Nevada. Mr. Melech's Receivership experience, professionalism and trust have allowed him to be appointed in this key role in the Bankruptcy Process. As a Trustee of the U.S. Bankruptcy Court, Mr. Melech has the responsibility to oversee and manage bankruptcy estates on behalf of the bankruptcy court.

Dotan Y. Melech has more than 20 years experience in senior management, in the military, and in the fields of real estate, manufacturing, construction and finance. Throughout his career, Melech has been involved in major projects nationally and internationally. Melech's achievements and experience in both public and private sectors offers a uniquely diversified approach.

Melech holds a B.S. in Civil Engineering from UNLV and an MBA from the University of Pittsburgh (PITT).

United AMS' affiliated companies, whose expertise and experience add another dimension to United AMS' capable professionals, have over 100 years of experience in the real estate, construction, development, and management fields, and currently manage over 1,000,000 square feet of retail, office, and industrial space, and over 3,000 units of SFR, daily and weekly stay, tax credit and multi-family units.

EXPERIENCE:

Positive results and accomplishments in receiverships have provided United AMS with valuable experience and unmatched results. United AMS has provided receivership services for the nation's largest financial institutions, Bank of America, Citi Bank and US Bank, Farmers & Merchant Bank, and has been able, through referrals, to cultivate working relationships with other small to mid-size banks.

In conjunction with its affiliated companies, United AMS has then been able to assist asset holders with not only preserving properties, but also assisting in the disposition of assets in conjunction with brokerage firms, as well as, having been able to provide continued services after cessation of receiverships in the form of asset management services.

United AMS' receivership services reach above and beyond conventional receivers in that our extensive experience and knowledge of the market provide a range of services that are not easily found and combined within competing receivers.

Some of the areas we believe United AMS and Dotan Y. Melech have excelled in and continue to provide superb services in are:

- Professional, yet personal service;
- Timely and scheduled reports;
- Detailed and usable information in the form of professional monthly reports, complete with full, CPA reviewed, financials and accounting;
- Creation and implementation of working, usable budgets;
- Ability and know how to handle severely deteriorated assets;
- Ability to provide valid recommendations;
- Facilitating, in conjunction with brokerage firms, the acquisition and disposition process;
- Providing turnaround strategies, plans and schedules;
- Operating in the most efficient and productive manner, and in the best interest of the Receivership Estate.

United AMS has successfully performed receiverships for troubled properties and does not shy away from assets in difficult areas or that have experienced a severe lack of management and/or deterioration, in fact, we know that with our experience, our team of professionals will be able to protect, preserve, secure and stabilize these types of assets for our clients.

SELECTED PROJECTS:

Receiverships:

Sherwood St./Apartments
Bank of America

Details: This was a highly distressed property with high vacancy and county citations, which United AMS was able to stabilize by working in conjunction with the county and local agencies to safely vacate the remaining units and secure the buildings. This property is located in a high crime area and with United AMS' efforts, vandalism and crime were minimized and virtually extinguished on this property. The asset was secured by United AMS and was handled by their affiliated property management company after the receivership ended until the property was sold with United AMS' assistance.

Van Patten St./Apartments
Bank of America

Details: This was a highly distressed property with high vacancy, which United AMS was able to stabilize by working with tenants to safely relocate them and then secure the buildings. This property is also located in a high crime area and with United AMS' efforts vandalism and crime were minimized and virtually extinguished on this property. The asset was secured by United AMS and was handled by their affiliated property management company after the receivership ended until the property was sold with United AMS' assistance.

Casa Salvatore Apartments
Bank of America

Details: This property had a high tenancy, yet was not operating in the black at take-over. United AMS was able to preserve the asset by working with tenants and rehabilitating units. United AMS implemented a move-in plan and has been able to rent out additional units. This property is located in a medium-high risk crime area and security was an issue in the past with tenants and walk-ons on the property. With its affiliates, United AMS was able to offer an on-site office manager and regular security to provide better living conditions for the tenants. Additionally, United AMS had staff that was able to keep the property in a working and habitable condition. This property has been foreclosed on and returned to the possession of the bank. United AMS was released as Receiver and their affiliated property management company operated the property until it was sold in March 2010.

1165 Blankenship/Murray Apartments
Bank of America

Details: This property is a 33 unit complex and was in poor condition when the Receiver was appointed. Upon further inspection, the Receiver recommended that due to the health and safety hazards the property may present, it would be more cost effective at this time that the property is closed. The Receiver moved all tenants off property and closed the property, after which the property was boarded, fenced, and is now monitored by security. The Receivership ended on 7.29.10 and the Receiver was kept on as Asset Manager.

2605 Sherwood/Apartments
Bank of America

Details: This property is a 15 unit, gated apartment complex, which had only 2 tenants at the time of appointment of the Receiver in June 2010 and no onsite management. The property was kept in good condition and the tenants remained with the property. The Receiver provided security for the property and no security or vandalism issues arose during Receivership. The Receivership ended on 8.30.10 and the Receiver was kept on as Asset Manager. The asset was operated by United AMS and was sold in December 2010 with United AMS' assistance.

E. Bonanza/Bonanza Apartments
Bank of America

Details: This property has 35 units and is was 57% occupied at time of appointment of the Receiver. The property was in good/clean condition when the Receiver took over and there was onsite property management in place. The Receiver continued to work on the property in conjunction with the property management company and onsite manager and was able to fill a few vacant units during Receivership. The asset was operated by United AMS and was handled by their affiliated property management company until the property was sold with United AMS' assistance on 12.27.10.

2800 N. Kim/Thunderbird Apartments
Citi Bank

Details: This is a 100-unit townhome community that is currently 60% occupied. The property was in a neglected condition when the Receiver was appointed and upon immediate inspection it was discovered that wind had cause damage to several roofs in the community; the Receiver immediately filed a claim with the insurance to address the issue and the roofs have been repaired. Security was absent and crime is an issue on the

property; security surveillance has been put in place, which has increased the safety of tenants. The bank took ownership of the property in early January 2011 and the Receiver has been kept in place while negotiating the possibility of staying on as the Asset Manager for the property.

Campaige Place
Citi Bank

Details: This property has 319 low-income units and the building is operating at a mid to high occupancy rate and a very high turnover rate; it is located in the heart of Downtown Las Vegas. Dotan Y. Melech was appointed the Receiver in February 2010 and handled the operation, maintenance, security, collections, deposits, and preparation and reporting of its accounting. The property is a tax credit property and the Receiver has operated the property in such a way that the 2010 Housing audit was passed in May 2010. The property has been stabilized and kept in good condition. In June 2010 the property went back to the bank and Dotan Y. Melech was released as Receiver. However, United AMS, LLC was then contracted to continue on as Asset Manager of the property by the bank (see Asset Management).

1901 S. Jones
Bank of America

Details: This is an approximately 14,300 square foot stand-alone, commercial/office building with common areas that is currently occupied solely by one tenant. The building was determined by the Receiver to be in good condition. The Receiver was successful in negotiating a lease with the tenant, who still occupies the entire building. The Receiver was kept on as Asset Manager after the property was foreclosed on 1.14.11.

4357 W. Sunset
Ever Bank

Details: This is a 14,000 square foot light, industrial building with one tenant, who operates as a custom cabinet shop. The property appears to be in good condition. The Receiver attempted to negotiate a new lease with the tenant, however, the tenant moved out of the property leaving it vacant. The Receivership ended in November 2010 and the Receiver was contracted to continue managing the asset as Asset Manager.

1535, 1541, 1545 Pama Ln.
Bank of America

Details: This is a commercial property that is made up of 4 buildings, which are enclosed in a light-industrial complex by a block-wall and secured with an entrance gate. The property has two underground vehicle areas for loading or docking. One of the 4 buildings, 1525 Pama Ln. is not part of the Receivership, but the other 3 buildings are. Only one of the buildings is currently occupied. The Receivership ended on 5.2.11 when the property went back to the bank at auction.

8540 & 8560 S. Eastern
Monterra Professional Plaza
Bank of America

Details: This is a commercial property that is made up of 2 buildings, which are occupied by 13 tenants between both buildings. The property is in good repair and the Receiver anticipates being able to retain current tenants. The Receiver is currently in the process of contacting all tenants and is reviewing all existing leases. The Receivership ended when the property was bought by a 3rd party buyer at auction on 5.3.11.

6627 & 6631 La Jolla Blvd. &
1280 W. Main St., CA
Bank of America

Details: The La Jolla Blvd. property is a multi-family unit complex in Lajolla, CA. This property is in need of attention due to some deferred maintenance, which includes, but is not limited to electrical and exterior issues. The W. Main property located in El Cajon, CA and is also a multi-family complex which appears to be in good condition and includes an onsite laundry facility and pool. The Receiver is in the process of conducting an in depth inspection to determine further conditions of both properties. Shortly after appointment, the borrower satisfied all debt, interest and fees and the Receivership ended.

9145 S. Las Vegas Blvd.
Bank of America

Details: The property is a flexible stay, multi-unit property with 396 units. Currently operating at 51% occupancy rate. The Receiver has assessed the property to be in good repair and working condition and is currently operating the property. The Receivership ended on 5.4.11 when the property went back to the bank at auction.

4777 Cameron St.
Bank of America

Details: The property is a flexible stay, multi-unit property with 96 units. Currently operating at 60% occupancy rate. The Receiver assessed the property to be in good repair and working condition and operated it until it was sold to a third party at auction on 5.11.11.

521 N. 14th St.
Bank of America

Details: The property is a 10 building, 45 unit, apartment complex. The Receiver has assessed the property and has noted that the condition does require some immediate repairs. The property is currently 37% occupied. An onsite manager has been appointed and there is a demand for rent ready product in the area. A full property inspection has been performed and all needed repairs will be addressed in order of importance.

6753 W. Charleston
US Bank

Details: The property is an 11 building office park that is in good condition. The property's landscaping was neglected and has already been addressed. Currently the property is at approximately 55% occupancy. The Receiver is securing the property and has assigned a broker to begin leasing efforts.

29 N. 28th St.
Bank of America

Details: The property is a 30 building, 240 unit, apartment complex. The property is currently 40% occupied and there is a demand for rent ready product on the property. Security appears to be needed on the property and the Receiver has assigned security detail to the property. An onsite manager has been assigned and all maintenance and tenant issues are being noted and addressed. The property is currently in good condition.

98 S. Martin Luther King Blvd.
Farmers & Merchants

Details: The property is a 13 building, 220 unit, apartment building complex to which the Receiver was appointed on 7.5.11. The property is older and at appointment of the Receiver, appeared to be in fair condition. A site inspection was performed and all immediate issues are being addressed. The Receiver has assigned security and a full-time, onsite manager to the property.

2855 N. Walnut
Farmers & Merchants Bank

Details: The property is a 17 building, 264 unit, apartment building complex to which the Receiver was appointed on 7.8.11. The property appeared to be in fair condition when the Receiver took over operations on 7.11.11. A site inspection was performed and all immediate needs are being recorded and addressed. The Receiver assigned security and a full-time, onsite manager to the property.

Costa Casa Property Management
Private

Details: This Receivership entails 17 privately owned residences that are located in Nevada and California. A property management company has been put in place to accommodate tenants and the Receiver is in the process of assessing the properties.

9179 W. Flamingo
Bank of America

Details: This Receivership is a single-story office condominium building of approximately 2,700 square feet. The property has one tenant who is currently still operating in the building. No deferred maintenance issues have been discovered and the Receiver is performing regular site visits to ensure that the building is kept in good working order.

70 N. Julius Ln.
Bank of America

Details: This Receivership is a single-story warehouse building of approximately 14,600 square feet. The property is vacant and appears that it was vacated some time ago. No deferred maintenance issues have been discovered and the Receiver is performing regular site visits to ensure that the building is kept secured and in good working order.

Asset Management Services Projects:

Campaige Place
Citi Bank

Details: This property has 319 low-income units and the building is operating at a mid to high occupancy rate and a very high turnover rate; it is located in the heart of Downtown Las Vegas. The property continues to be in good repair and is operating with minimal problems. After operating this property under Receivership for several months, the property went

back to the bank in June 2010 and Dotan Y. Melech was released as Receiver. United AMS, LLC was then contracted to act in the capacity of Asset Manager on July 19, 2010 and is currently operating the property.

611 S. 6th Street
Bank of America

Details: This two-story professional office complex is a stand-alone site in the downtown area. Surrounded by 'old' Vegas and included in the Downtown Revitalization Project, the area is very well maintained by the City of Las Vegas. The building constructed in 2007 has been well maintained. Exterior paint, landscaping, and asphalt are in excellent condition. The covered parking structure beneath the building's second floor contains 18 spaces total, all public parking at the front entrance are metered by the City. The property was sold in June 2010; the property had 4 tenants at the time of sale.

2425 W. Horizon Ridge
Bank of America

Details: The subject property is located within an 18-building professional office complex. This complex also known as Horizon Ridge Commons is conveniently located between Eastern Ave. and Green Valley Parkway. The one-story multi-tenant office building is situated on .45 acres. The 4,488 square foot building was vacant but complete with tenant improvements for an office user and a spa operator. The building is in excellent condition and is move-in ready with minor repairs. The asphalt, landscaping, and exterior paint are also in excellent condition. The property sold in early January 2011.

2515 S. Bruce Street
Bank of America

Details: The .57-acre site consists of a coin operated car wash structure that includes 8 wash stalls and 8 vacuum stalls. The vacuum units currently installed in the property have a somewhat new appearance. The structure built in 1991 will need repair to the cap flashing at the roofline for water damage prevention and paint overall; the asphalt looked well maintained. The property is located approximately 80' from the corner of E. Sahara Avenue and Bruce Street. Due to its size and location visibility from the main traffic corridor is severely impacted. The area surrounding the property consists of a vacant new car dealership, offices, apartments, and a used car dealership adjacent to the site. The property was not in operation and United AMS maintained the property and provided the bank the information needed in order to make appropriate decisions regarding possibly operating the property. The property sold in September 2010.

2920 Green Valley Parkway
Bank of America

Details: The subject property is known as Building 5 within a 9-building professional office complex known as the Sunset Ridge Professional Plaza. The complex is located on the corner of Green Valley Pkwy and Ramrod Ave. The two-story multi-tenant office building situated on 1.45 acres of the 8.0-acre site contains a first floor and second floor entry. The 27,584 gross square foot building is currently vacant. Approximately 35% of the second floor contained a tenant improvement build out at about 25% completion. The building's exterior paint was in good condition, however the asphalt and striping were in need of minor repair. The site contained 24 covered, 4 handicap, and 21 standard parking spaces. The property had 11 tenants and United AMS and affiliates provided the asset management needed to maintain the property and tenants. The property sold in October 2010.

5836 S. Pecos
Bank of America

Details: The subject site is a 0.6-acre parcel within the Parc Place Professional Complex. The 10-building development situated on approximately six acres is located on Pecos Road between Russell Road and Patrick Lane. The occupied building had 4 tenants with approximately 60% vacancy. Interior maintenance of the building was in good condition. The exterior paint and landscaping was also in good condition, however, the asphalt and striping were in need of repair throughout the complex. The previous executive suite concept afforded a 10-suite build out with a receptionist desk at the entry. The property was sold in August 2010.

5854 S. Pecos
Bank of America

Details: The subject site is a .59-acre parcel, 8,035 sq.ft. one-story, within the Parc Place Professional Complex. The 10-building development situated on approximately six acres is located on Pecos Road between Russell Road and Patrick Lane. The one-story multi-tenant office building currently houses four tenants with an approximate 25% vacancy. The building originally constructed in 2004 has been well maintained both inside and out. All break room and bathroom facilities appear to be common area; the majority of the suites are accessed through a common area hallway and two larger suites are accessed through entrances located at the rear of the building. Though the asphalt throughout the center is in very poor condition, the immediate asphalt within the parcel, landscaping,

and exterior paint were all in excellent condition. The property was sold in August 2010.

5858 S. Pecos
Bank of America

Details: This site is also a .59-acre parcel, 8,035 sq.ft. one-story, located adjacent to 5854 S. Pecos Rd. within the complex. The one-story multi tenant office building is approximately 75% vacant. The majority of the building was not accessible however the building's maintenance throughout seems to be in good condition. The property was sold in August 2010.

Centennial Hills
6100 N. Durango
Lehman

Details: This property was a large vacant office park with 14 buildings. United AMS was contracted to ascertain the condition of the property and to secure the buildings and property. All broken glass openings were boarded, approximately 100 windows and the property was fenced off to protect the property from vandalism. United AMS worked closely with Las Vegas city officials for meeting any and all code requirements. The property remained vacant, yet secured. United AMS was only contracted to secure the property and no long-term services were contracted.

2605 Sherwood/Apartments
Bank of America

Details: This property is a 15 unit, gated apartment complex, which currently has only 2 tenants; there is no onsite management. After serving as Receiver, Dotan Y. Melech/United AMS, LLC was appointed Asset Manager. As Asset Manager, United AMS assisted in the sale of the property in December 2010.

1165 Blankenship/Murray Apartments
Bank of America

Details: This property is a 33 unit complex and was in poor condition when the Receiver was appointed. Upon further inspection, the Receiver recommended that due to the health and safety hazards the property may present, it would be more cost effective at this time that the property is closed. The Receiver moved all tenants off property and closed the property, after which the property was boarded, fenced, and is now monitored by security. The Receivership ended on 7.29.10 and the

Receiver was kept on as Asset Manager until the property was sold on 2.22.11.

4357 W. Sunset
Ever Bank

Details: This is a 14,000 square foot light, industrial building with one tenant, who operates as a custom cabinet shop. The property appears to be in good condition. The Receiver attempted to negotiate a new lease with the tenant, however, the tenant moved out of the property leaving it vacant. The Receivership ended in November 2010 and the Receiver was contracted to continue managing the asset as Asset Manager. The building is vacant and the Asset Manager continues to provide security and site inspections to keep the asset in good condition.

2800 N. Kim/Thunderbird Apartments
Citi Bank

Details: This is a 100-unit townhome community that was 60% occupied during Receivership. The property was in a neglected condition when the Receiver was appointed and upon immediate inspection it was discovered that wind had caused damage to several roofs in the community; the Receiver immediately filed a claim with the insurance to address the issue and the roofs have been repaired. Security was absent and crime was an issue on the property; security surveillance was put in place immediately at onset of Receivership, which did increase the safety of tenants and property drastically. The bank took ownership of the property in early January 2011 and the Receiver was kept in place as Asset Manager until 2.3.11.

1901 S. Jones
Bank of America

Details: This is an approximately 14,300 square foot stand-alone, commercial/office building with common areas that is currently occupied solely by one tenant.

2759 Sunridge Heights
Bank of America

Details: This is an approximately 6,900 square foot stand-alone, commercial/office building in a 6-building commercial center with common area. The building is currently vacant, but the Asset Manager found that the building is in good repair and condition.

2749 Sunridge Heights
Bank of America

Details: This is an approximately 4874 square foot stand-alone, commercial/office building in a 6-building commercial center with common area. The building was occupied when the Receiver was appointed; however, the tenant was in the process of moving out and the building is currently vacant. The Asset Manager found that the building is in good repair and condition.

9145 S. Las Vegas Blvd.
Bank of America

Details: The property is a flexible stay, multi-unit property with 396 units that was operated by United AMS under Receivership until it went back to the bank at auction on 5.4.11. The property is in good working condition and the Receiver has continued to maintain the property and make needed repairs. The Receiver continues to operate the property and it is anticipated that United AMS will continue as Asset Manager.

953 E. Sahara Ave.
Las Vegas, NV

Details: The property is a retail business space that is divided into two suites that are occupied by two separate businesses. The property appeared to be in good working condition upon takeover; site visits to see the inside of the suites will be scheduled.

Property Assessment Services:

In addition to receivership and property management services, United AMS and affiliates are available for and have provided services in property assessment. The following properties were visited and initial property reports were provided for the bank in order to make educated assessments about the properties pre-foreclosure.

1165 Blankenship/Apartments
Bank of America

2605 Sherwood
Bank of America

2619 Sherwood
Bank of America

114 E. Bonanza
Bank of America

2929 Cedar Ave.
Bank of America

1720 Bonanza
Bank of America

8400 W. Charleston Blvd.
Bank of America

3125 N. Pecos
Sterling Bank/Bank of America

5001 El Parque
Bank of America

2816 N. Kim
Citi Bank

211 N. 8th Place
Citi Bank

4357 W. Sunset
Ever Bank

4244 & 4260 Las Vegas Blvd N.
Bank of America

4228 Las Vegas Blvd. N.
Bank of America

1535, 1541, 1545 Pama Ln.
Bank of America

8540 & 8560 S. Eastern
Bank of America

6627 & 6631 Lajolla Blvd., CA
Bank of America

1280 W. Main Street, CA
Bank of America

9145 S. Las Vegas Blvd.
Bank of America

4777 Cameron St.
Bank of America

ASSET PROTECTION:

- As Receiver we will take possession of the assets, marshal, hold and maintain the assets, preserving them from loss, material injury, destruction, and substantial waste;
- We will inspect all funds, other assets, books and records relating to the property;
- Complete a personal site inspection and provide an analysis as to the present condition of the existing property. This report may also provide a general summary of what repairs may be required and provide recommendations as to what is necessary to stabilize and improve the property's performance.
- Request, collect, and deposit in a dedicated Receiver's account all proceeds, revenue, or income derived from the property;
- Carry or facilitate for the plaintiff, sufficient insurance coverage, as required to maintain and preserve the asset;
- Define the level of security required to properly protect the property, and negotiate as needed to provide the appropriate level of security;
- If requested, solicit and receive offers on the property from prospective buyers, and the assets thereof, per Court approved procedure; seek and utilize outside brokerage services from internationally recognized brokerage firms, pre-approved by the Plaintiff and the Court, in order to assist facilitating the above-mentioned procedures.

MONTHLY RECEIVER REPORTS:

United AMS has created and implemented a professional, yet useful receivership report template that is presented in a monthly bound report and in electronic form on United AMS' website. United AMS has taken the time to research the lien holders' needs in order to formulate a reporting platform that would not only be easily understood, but that would be useful in decision making in regards to the estate; resulting in a system that has assisted the asset holders in having access to information that would in the long-run, not only preserve, but improve their assets.

Our monthly reports include, but are not limited to the following:

- Summary of financial activities and profit and loss statement;
- General Ledger report;
- Account Reconciliation report;
- Cash Flow report;
- Rent/Revenue collection report;
- Delinquency reports;
- A monthly budget reflecting actual and budgeted income and expenses;
- Security Information and recommendations;
- Recommendations (efficiency/turnaround);
- Applications/leases/work orders/notices/service agreements;
- Correspondence with lenders, utilities, vendors, government/state/city agencies, and asset holders;
- Applicable legal correspondence;
- Written Receiver summary & daily reports of property activities;
- Accounting – Cash Basis.

United AMS' goal as a Receiver is to provide to the Court, and all parties, with valid and transparent information.

FEE SCHEDULE:

- One time non-refundable retainer may apply.
- Hourly rates of \$275 for Receiver and \$150 for an associate.
- Please see the attached payment policy for United AMS.

Reimbursement of Expenses:

- Insurance
- Permit fees
- Reasonable out of pocket expenses

Third Party Expenses as needed and approved by client (at market rates):

- Attorney

- Engineering
- CPA
- Brokers
- Property Manager
- Appraisers
- Subcontractors
- Suppliers

TYPES OF RECEIVERSHIPS:

Dotan Y. Melech and United AMS' services are available for a variety of receiverships including the following:

Rents & Profits:

- Multi-family
- Single Family
- Daily & Weekly Stay
- Hotel/Motels
- Retail centers
- Office
- Industrial

Equity:

- Business
- Partnership
- Tax/Credit Compliance
- Disputes

References are available upon request

UNITED AMS, LLC
Asset Management Services

Policies Relating to Professional Fees and Services

This statement of Policies Relating to Professional Fees and Services ("Policies") describes how United AMS, LLC bills for services rendered and expenses incurred in connection with client projects.

In order to help us determine the value of services that we render on behalf of our clients, our staff maintains written records of the actual time they spend working for each client in 1/4-hour increments. Billed time includes all time spent on the project and encompasses, but is not limited to, activities such as conferences, telephone calls, discovery of data, drafting of reports and other documents, financial and other analysis, correspondence, negotiations, research, and travel time. Those rendering services are assigned an hourly rate based upon the type of work that they perform and their level of experience and skill. We periodically review our rates and make adjustments as necessary. Although our hourly rates are the most common component of our fees, they are not the only factor that we take into account in determining the value of our services. For example, consideration will be given to the type of services that we have been asked to perform, any special level of skill or expertise required, the size and scope of the matter, any special time constraints imposed, expedited matters, and the results of our efforts.

In addition to our fees for services, our clients are responsible for all out-of-pocket costs that we incur on their behalf. For example, charges for expenses associated with travel, long-distance telephone calls, computerized research services, courier services, fax and other forms of communication, copy services, permit fees, and any other out-of-pocket expenses will be billed to the client. While we may sometimes advance our funds to cover out-of-pocket expenses incurred on behalf of a client, we reserve the right to pass any such expenses on to our clients for payment directly to the person who provided the services. We will make every effort to include the out-of-pocket disbursements that we make on our clients' behalf in their next monthly statement. However, some disbursements, such as telephone charges, are not immediately available to us and, as a result, may not appear on a statement until sometime after the charges were actually incurred.

Our statements for services rendered and costs incurred are sent to our clients on a monthly basis unless other arrangements have been made. All statements are due and payable upon receipt. Any statements not paid in full within fifteen (15) days of the statement date will be assessed a late charge on the unpaid balance at the rate of one and one-half percent (1-1/2%) per month; late charges are due on the first day of each subsequent fifteen-day period. Whether or not the client calls with an inquiry, any dispute as to the accuracy or validity of any billed charges, or requests for adjustment of any costs, expenses, or fees for services billed to the client, must be made in writing to United AMS within fifteen (15) days of the date of the statement containing that cost,

expense, or fee for services. If the client does not do so within fifteen (15) days of a billing statement, the statement will be conclusively presumed to be correct. In other words, if the client does not contact us in writing within fifteen (15) days of a billing statement, the client will have irrevocably agreed that the statement is accurate and correct. We reserve the right to withdraw from representation in the matter if timely payment is not received. The client will pay any fees and costs that are incurred by us to collect fees, costs, or expenses from the client, including reasonable attorney's fees.

United AMS requires a non-refundable consulting fee before commencing work. Additionally, we require a client to pay on a monthly basis for time expended by us on the client's project and costs incurred on the client's behalf. The upfront, non-refundable consulting fee is not a retainer and will not be held by United AMS as payment on the final invoice or any other charges incurred.

We are sometimes asked to estimate the service fees and other costs that will be incurred in connection with a particular matter. While we are happy to do that when possible, but it should be understood that any such estimate necessarily incorporates a number of assumptions. There are almost always uncertainties involved in the handling of any project; accordingly, no such estimate is to be interpreted as a guarantee or maximum unless expressly so stated. The actual fees and costs may be more or less than any estimate, and the client will be charged on the basis described above without regard to that estimate. The fees and costs incurred in connection with our services for a client are not contingent upon the successful completion of any project.

We will retain possession of the client's file and all information therein until full payment of all costs, expenses, and fees for services, subject to turnover or destruction of the file as set forth below. After payment of all sums due and upon the client's request, we will deliver the client's file (other than our personal notes and work product that we elect to retain) to the client, along with any of the client funds or property in our possession. If we are not instructed otherwise, the client's file will be kept in our office for a limited time after completion of the project and then sent to off-site storage, where it will be held for a period not to exceed seven years. Files are destroyed seven years after the closure of the project file without any further notice.

The client may discharge us at any time and United AMS may withdraw their services at any time at our discretion. In either such circumstance, 30-days written notice shall be given by the party wishing to withdraw and work will conclude 30-days after written notice is received. If the client shall desire to retain other services, United AMS will be paid in full for all services performed on the project(s).

Nothing in our statements to the client will be construed as a promise or guarantee about the outcome of the client's project. We make no such promises or guarantees. Our comments about the outcome of the client's project, if any, are expressions of opinion only. It is impossible to predict how long a project will take, how much it will cost, or what the resulting outcome may be. Similarly, we do not make any guarantees to the client about the expense of the client's project.

We encourage our clients to contact United AMS if they have questions about our billing policies or procedures.