



## Flat Rate General Counsel Services

The attorneys of the law firm of Securities Compliance Group, Ltd offer outsourced general counsel services to issuers consisting of up to thirty hours per month of all-inclusive legal consulting services at the following quarterly, flat rates:

	<b>NASDAQ</b>	<b>OTCQX</b>	<b>OTCQB</b>	<b>OTCPink</b>	<b>Sm Grey Market</b>	<b>OTHER</b>
Monthly Fee	\$4,000/00	\$3,000/00	\$2,500/00	\$1,500/00	\$1,000/00	\$1,000/00

At the client's election, our firm will accept up to 25% of the quarterly flat fee in shares of the client's common stock in lieu of cash. Engagement fees are payable monthly and made pursuant to a written agreement with our firm. Our flat rate general counsel services include, among other matters:

### Corporate

- Corporate secretary services including drafting of minutes, resolution and other Board documents.
- Association and bylaws, operating agreements and partnership agreements, annual, special and general meetings.
- Drafting and proxy statements and annual shareholder meeting preparation/management.

### Securities

- SEC annual, quarterly and 8-K reporting, as well as OTC Markets information requirements.
- Ownership filings on forms 3, 4 and 5 including form 13D, as well as Rule 144 matters and
- Drafting of registrations on forms S-3, S-4 and S-8 as well as Rule 3(a)(10) exemption.

### M&A/Transaction Support

- Negotiate, review and draft contract, licensing, and asset purchase/sale agreements.
- Negotiate, review and draft business acquisition and reorganization documents, including reverse mergers.
- Acquisition, merger and transaction due diligence.

### Capital Markets Advisory/Financing

- Negotiate, review and draft financing documents including PIPE, private equity and bank investments.
- Negotiate, review and draft securities purchase agreements and promissory notes/debentures.
- Draft private placement memorandums, subscription agreements and debt documents.

### Secured Transactions/Real Interests

- Purchaser/Seller representation in commercial, bulk residential and natural resource transactions.
- Development, perfection and transfer of mortgages, UCC, mineral rights and oil/gas leases.
- Complex bankruptcy, foreclosure and repossession advisory and representation.

### Litigation

- Litigation risk assessment and complaint response and defense mediation.
- Pre-litigation correspondence and early litigation pleading preparation/representation.
- Officer/director liability and regulatory agency advisory and representation.

### Intellectual Property/franchise

- Preparation and filing of copyright, trademark and franchise formation documents.
- Negotiate, review and draft intellectual property licenses and franchise sale documents.
- Negotiate, review and draft service, product development and distribution agreements.

### Taxation/Debt Abatement

- Preparation of IRS and State income, withholding and sales/excise tax returns.
- Drafting and negotiation of IRS and State tax resolution/settlement agreements.
- Negotiation and debt re-negotiation/settlement with vendors, investors and other obligees.

## Per Diem Services:

The attorneys of the law firm of Securities Compliance Group, Ltd also provide reasonable, flat rate per diem transactional engagements for the following filings:

DTCC Application . . . . .	\$5,000/00
15c211 Preparation & filing . . . . .	\$7,500/00
Form S-1 Registration . . . . .	10,000/00
IPO (S-1, 15c211, DTCC) . . . . .	\$25,000/00

Our firm will accept up to 33% of the per diem flat fee in shares of the client's common stock in lieu of cash. Engagement fees are payable with a 50% down payment upon engagement and the remainder upon completion of the transaction.