



**TO:** C PORT Solutions  
**FROM:** John Yates and David Calhoun  
**RE:** Legal Review & Assessment Project (LRAP)  
**DATE:** June 30, 2010

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We are pleased that you are considering MMM as a law firm to work with you. We would be honored to provide our value-added legal services to your company.

This memo relates to our Legal Review & Assessment Project (LRAP). The LRAP is provided by us to selective prospective clients of the firm. This service will allow us to familiarize our firm with your corporate structure at no charge to you, and will result in us providing you with a list of items that you may want to consider addressing. The LRAP involves the following:

1. Review Corporate Documents – We’ve attached a list of corporate documents to be delivered to us for our review. Most of these are documents should be located in your corporate minute book or related records.
2. Action Item List – Based on our review of these corporate documents, we will provide you with an Action Item List (AIL) of matters that you may want to address as you consider a future financing or liquidity event. If we are engaged by your Company, we will schedule a follow up meeting to review these action items, discuss priorities, and establish a timetable and budget for performing the respective projects.
3. Future Considerations – We may also include in the AIL several matters for you to consider as you grow the business. This may include “best practices” for the Company in connection with corporate governance, recordkeeping and organization of your legal documents. In addition, we may include information relating to the following:
  - Prospective candidates for your Board of Directors
  - Prospective management candidates
  - Possible strategic partners
  - Prospective investors
4. Follow Up Meeting – If we are engaged by the Company, we will schedule a meeting with you to review the AIL (sample attached). A proposed agenda for this meeting is:
  - A. Review of the Action Item List
  - B. Discussion of priorities for performing legal projects
  - C. Review of timetable and budget for legal projects
  - D. Review of MMM value-added services
  - E. Review of legal transition to MMM

We look forward to working with you in completing our Legal Review Project and being a part of your team.

### Requested Documents

To begin the Legal Review Project, please provide us with copies of the following documents:

1. Articles or Certificate of Incorporation (or Operating Agreement if an LLC)
2. Bylaws
3. Minutes from meetings of your Board of Directors (or Board of Managers)
4. Minutes from meetings of your Stockholders (or Members)
5. Closing binder or placement memorandum for your last round of financing (if any)
6. Patent, copyright and trademark filings, applications and registrations
7. List of stockholders, optionholders, and other securities owners
8. Standard licensing and distribution agreements
9. Standard service, support and installation/implementation agreements
10. Standard employment agreement or restrictive covenants agreement
11. Stock Option Plan and form of Stock Option Agreement

Please provide us with copies (not originals) of these documents.



**SAMPLE**

**Action Item List**

**C PORT SOLUTIONS**  
**CLIENT NUMBER: [       ]**  
**JUNE 30, 2010**

<i>Action Item</i>	<i>Responsible Party</i>	<i>Status</i>
1. Consider amending Articles of Incorporation to increase authorized shares to permit expansion of reserved shares and option plan	ABC/MMM	
2. Consider amending bylaws to clarify roles of corporate officers and scope of authority	ABC/MMM	
3. Prepare minutes for past meetings of the Board that were conducted but not recorded in formal minutes	MMM	
4. Obtain copy of business license and trade name registrations	MMM	
5. Consider adopting a stock option plan; review process for obtaining Board and stockholder approval for same	MMM	
6. Prepare stock ledger reflecting stock issuances and verify securities law compliance	MMM	

<b>C PORT SOLUTIONS</b>		<b>MMM</b>	
Lee Hicks	LH		
		John Yates	JCY
		David Calhoun	DMC

Atlanta  
404.233.7000

1600 Atlanta Financial Center  
3343 Peachtree Road, N.E.  
Atlanta, Georgia 30326-1044  
Fax: 404.365.9532

With offices in

Washington, D.C.  
Charlotte, North Carolina