

**Knox McLaughlin Gornall & Sennett, P.C.**

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Mark G. Claypool

mclaypool@kmgslaw.com

April 11, 2020

Via Electronic Mail Only

Warren County School District
c/o Christopher M. Byham, Esq.
Stapleford & Byham, LLC
600 Market St.
Warren, PA 16365

RE: Fee Engagement

Dear Atty. Byham:

This letter is to confirm our understanding that we have been engaged to serve as your counsel for bankruptcy matters including Bluestem Brands, Inc.

I will have the primary responsibility for this representation. However, where I consider it to be appropriate, I will engage the services of other attorneys and paralegals within the firm.

At the present time, my standard hourly rate is \$340 per hour. However, for this matter only, I have agreed to reduce my hourly rate to \$275 per hour. The hourly rates of other attorneys who may work on your matter vary from \$235 per hour to \$350 per hour. Paralegals are billed at an hourly rate of \$75 per hour. In addition, you shall be responsible for all out-of-pocket expenses incurred by us in the undertaking of this matter except for travel costs. Any of the above-mentioned rates are subject to periodic increases. We are not requesting a retainer at this time.

Every effort will be made to expedite your legal matters promptly and efficiently according to the highest legal and ethical standards. We will keep you as fully informed as possible of all the time we devote to your matters.

Unless you advise us otherwise, we may communicate confidential information, including attached documents, to you via email. You should understand that email, by its nature, is not secure. Network administrators and internet service providers are able to view the contents of your emails.

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While this letter may be somewhat formal, we believe that it is in the best interest of all parties concerned that billing matters be clarified at the outset. If you have any questions regarding the fee arrangement, please contact me as soon as possible. If you or your client do not have any questions, please sign both enclosed copies of this letter signed and return one of the original letters to me for my files. You should retain the other original copy for your files. We appreciate the opportunity to work with you.

Very truly yours,

KNOX McLAUGHLIN GORNALL &
SENNETT, P.C.

By: _____
Mark G. Claypool

ACKNOWLEDGEMENT:
WARREN COUNTY SCHOOL DISTRICT

BY: _____

DATE: _____

TITLE: _____

MGC/cdh
Enclosure
2157679.v1

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PRIVACY POLICY

Lawyers, as providers of certain personal services, are now arguably required by the Gramm-Leach-Bliley Act to inform their clients of their policies regarding privacy of client information. Our law firm understands your concerns as a client for privacy and the need to ensure the privacy of all your information. Your privacy is important to us and maintaining your trust and confidence is a high priority. Lawyers have been and continue to be bound by professional standards of confidentiality that are even more stringent than those required by such Act. Therefore, we have always protected your right to privacy. The purpose of this notice is to explain our Privacy Policy with regard to personal information about you that we obtain and how we keep that information secure.

NONPUBLIC PERSONAL INFORMATION WE COLLECT

We collect nonpublic personal information about you that is provided to us by you or obtained by us with your authorization or consent.

WE DO NOT DISCLOSE ANY PERSONAL INFORMATION ABOUT OUR CLIENTS OR FORMER CLIENTS TO ANYONE, EXCEPT AS PERMITTED BY LAW AND ANY APPLICABLE STATE ETHICS RULES.

We do not disclose any nonpublic personal information about current or former clients obtained in the course of representation of those clients, except as expressly or impliedly authorized by those clients to enable us to effectuate the purpose of our representation or as required or permitted by law or applicable provisions of codes of professional responsibility or ethical rules governing our conduct as lawyers.

CONFIDENTIALITY AND SECURITY

We retain records relating to professional services that we provide so that we are better able to assist you with your professional needs and to comply with professional guidelines or requirements of law. In order to guard your nonpublic personal information, we maintain physical, electronic, and procedural safeguards that comply with our professional standards.