

# KRCL/MEMA RETAINER AGREEMENT

What Is In It For You?!



Joseph M. Coleman  
John J. Kane  
March 17, 2016



**KANE, RUSSELL, COLEMAN & LOGAN**

A PROFESSIONAL CORPORATION

ATTORNEYS AND COUNSELORS

3700 THANKSGIVING TOWER  
1601 ELM STREET  
DALLAS, TEXAS 75201-7700

(214) 770-0000  
FAX (214) 770-0000

KENNETH M. COLEMAN

DIRECT DIAL NUMBER  
(214) 770-0000

March 14, 1995

VIA FACSIMILE

Daniel Griffin  
MEMA Financial Services Group, Inc.,  
P.O. Box 3966  
Research Triangle Park,  
North Carolina 27709-3966

Dear Dan:

This letter will serve as a proposal pursuant to which Kane, Russell, Coleman & Logan, P.C. (the "Firm") desires to be considered to serve as general counsel for MEMA Financial Services Group, Inc. ("MEMA"). As a preliminary matter, let me express the entire Firm's excitement with the potential opportunity to expand our relationship with MEMA and its members.

I. Services to be Provided Pursuant to Retainer

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# HOW THE RETAINER AGREEMENT WORKS

CALL US!



EMAIL US!



# HOW IT WORKS – KRCL WILL:



Answer Questions



Develop Strategy



Discuss Preventative  
Actions



Help Find Counsel or Other  
Solutions

# TYPES OF SERVICES OUTSIDE THE SCOPE OF RETAINER AGREEMENT



Letter to 3rd Party



Enter appearance in lawsuit or other legal proceeding



Engage Adversary



Matters that we can't control, our expenditures of time and responsibility

# RECENT EXAMPLES

- Impact of US Bankruptcy upon customer's operations in Mexico
- Metropolitan Automotive Warehouse
- General question about an Employment Agreement
- Investigation related to Bulk Transfer or “Going Dark” situations



# RECENT EXAMPLES

- Reclamation Information
- General Discussion about Preferential Transfer Matters
- Information about bankruptcy filings throughout the country
- Serving on creditors' committee



# RECENT EXAMPLES

- Section 503(b)(9) claims
- Filing proof of claims
- Options to filing a collection action
- How to structure payouts





# RECENT EXAMPLES

- Purchase Money Security Interests
- Pre-bankruptcy planning, including minimizing preferences
- Critical Vendor claims in bankruptcy
- Questions about credit applications



# RECENT EXAMPLES

- Retaining counsel in Mexico and Canada
- Questions about deductions, rejected goods and credits
- Issues about change overs and their impact upon claims in bankruptcy
- Questions about setoff both in and outside of bankruptcy



# RECENT EXAMPLES

- Investigating certain bankruptcy filings
- Follow-up questions from MEMA presentations
- UCC-1 financing statement searches
- Information about UCC Foreclosure Sales



# RECENT EXAMPLES

- Bulk Transfer investigation
- Battle of Forms, including form of invoice and purchase order
- Questions about Fraudulent Conveyances
- Questions about Successor Liability



# RECENT EXAMPLES

- Information regarding the difference between Chapter 7 and Chapter 11 and similar bankruptcy matters
- General creditor rights questions
- Questions about Guaranty Agreements
- How to structure, secure and enforce payout arrangements



# RECENT EXAMPLES

- Random drug testing questions
- Assignments for the Benefit of Creditors and the differences with bankruptcy
- Sarbanes Oxley questions
- Letters of Credit



# RECENT EXAMPLES

- Data base investigations
- Presentations at a MEMA member's place of business (not entirely on the MEMA retainer)
- Speak with in-house counsel about creditor rights issues
- Ordinary Course and New Value Defenses to Preferences



# RECENT EXAMPLES

- Issues about buying group
- Credit Insurance questions
- Impact of Pensions in bankruptcies
- Article 2 of the UCC regarding sales and adequate assurance of performance
- Environmental Issues
- Filing UCC-1 financing statements





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# REMEMBER: THIS IS HOW THE RETAINER AGREEMENT WORKS

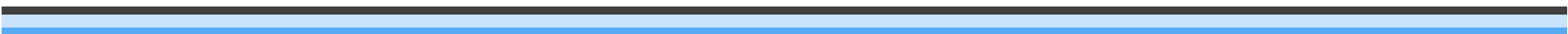
CALL US!



EMAIL US!



KRCL has been there for MEMA Members  
for the last 20 years!



Daniel Griffin  
March 14, 1995  
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Dan, on behalf of the entire firm, I want to express my genuine excitement with regard to the potential opportunity to serve as general counsel for an organization such as the Motor & Equipment Manufacturers Association. I find the Firm's size, sophistication, responsiveness and eagerness to develop long-term relationships with quality clients such as MEMA will result in a mutually beneficial relationship.

Should you have any questions or comments concerning any matter set forth in this letter, please do not hesitate to contact me.

Sincerely,

**KANE, RUSSELL, COLEMAN & LOGAN, P.C.**

By:

  
\_\_\_\_\_  
Joseph M. Coleman

JMC:cd

cc: The Directors

(MEMA/England/Griffin.313)

# THANK YOU!!

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Joseph M. Coleman  
John J. Kane  
March 17, 2016

