



LAW CLERK

Business, Corporate &
Real Estate **PROJECTS**

DRAFT LLC INTEREST REDEMPTION AGREEMENT

FLAT FEE
\$500

PROJECT DESCRIPTION

I need help drafting a redemption agreement of a membership interest in a limited liability company.

PROJECT DETAILS

I have already started the redemption agreement using a model agreement and have selected provisions to keep and provisions to delete from the model. I need someone with a careful eye to finalize the agreement. Specifically, I need you to make appropriate revisions based on a term sheet showing the parties and consideration. I also need you to draft and include (as an exhibit) a simple promissory note. The agreement is currently 75% drafted. Where you lack information to finalize the agreement, I need you to provide a list of questions that I would ask the parties. These issues are identified in footnotes to the model agreement.

COMMENTS



EXCEEDED EXPECTATIONS

I enjoyed working with Jennifer. She met the tight deadlines that I requested. She exceeded my expectations with her attention to detail and problem-solving ability.

REVIEW OF BUSINESS LOAN DOCUMENTS

FLAT FEE
\$900

PROJECT DESCRIPTION

Review commercial loan documents for a restaurant business and provide detailed comments and feedback on the documents.

PROJECT DETAILS

The client is a restaurant business. It is obtaining a business loan from a local bank. The bank's counsel has provided drafts of all of the documents. I need an attorney that has strong experience evaluating loan documents to perform a first review of all of these loan documents and provide me with margin comments and proposed changes to the language, which I can then further review and forward to the client (and which will inform my negotiations thereafter with bank's counsel). Only applicants with a background in reviewing or drafting commercial loan documents, please. My rough estimate is that it will require 7-10 hours. The documents include (1) loan and security agreement (20 pages), (2) promissory note (22 pages), (3) assignment of lease and rents (5 pages), (4) environmental indemnification agr (4 pages), (5) indemnity deed of trust (IDOT) (22 pages), (6) three guaranty agreements (20 pages each), and (7) two UCC financing statements, and a few other documents.

COMMENTS



EXCEEDED EXPECTATIONS

Matthew did excellent work in a timely manner. I am very happy with the work product.

STOCK INCENTIVE PLAN REVISIONS

FLAT FEE
\$3,000

PROJECT DESCRIPTION

I have a stock incentive agreement that I like that was prepared for another company. I need someone skilled at drafting such agreements to revise it to make it applicable to the subject company.

PROJECT DETAILS

I would estimate this to be a 15-20 hour project. After review of the form agreement and discussion of the subject company's information, if that estimate is not in the ballpark, we can discuss a modified price for this project before work commences.

COMMENTS



EXCEEDED EXPECTATIONS

Jenny is very knowledgeable and wonderful to work with! I will absolutely work with her again!

INDEPENDENT CONTRACTOR AGREEMENT

FLAT FEE
\$450

PROJECT DESCRIPTION

I need an independent contractor sales representative agreement prepared using inputs from a client.

PROJECT DETAILS

I estimate 2 hours of time to complete the project. I have a sample to be used as a starting point, and would like the sample adapted to fit the client's business points.

COMMENTS



EXCEEDED EXPECTATIONS

Thorough and timely work on contract revisions.

DEMAND LETTER FOR RETURN OF FUNDS

FLAT FEE \$300 PROJECT DESCRIPTION

This project consists of two memos:

The first is an internal memo informing the staff that our company has been acquired and we are winding up our company.

The second memo is to inform our existing and past customers of our acquisition and that all of our existing commitments will be honored; however, we will no longer be accepting any further proposals, job requests, contracts, nor be involved in any future RFP process.

These documents need to be template/generic forms due to the fact that they will be distributed to specific internal departments/employees and numerous outside vendors.

PROJECT DETAILS

The project, consisting of (2) memos, in my estimation should be completed within 6 work hours.

The 1st memo:

This memo is an internal document that needs to inform all employees that our company has been acquired, will be winding up and all departments are expected to conclude their responsibilities concerning this liquidation according to their respective checklist for a dissolution process. Please inform the employees that all opportunities will be made available by the new owners and that every employee will be retained at their same salary if they choose.

2nd Memo:

This memo, as important as the first, will need to be more formal as we are informing our existing and former clients of the change in ownership. The new owner is acquiring our book of business as an asset so we want to massage this news as best as possible to eliminate any inherent uneasiness that our customers may feel during this transition. The staff and executive committee will remain in place and we expect a seamless turnover. We are committed to completing all outstanding projects/contracts/obligations for our customers and expect the company be as successful as we have been in the past.

COMMENTS



EXCEEDED EXPECTATIONS

Ben began, continued and finished as a true professional concerning my project with Lawclerk. This was my first collaboration with the company and I will use their services in the future after Ben's extraordinary performance. Ben and I worked through the first drafts of the project and he listened and constructed the changes necessary following our dialogue. Ben accepted my assignment and tackled it with both grace and veracity. This combination of characteristics is invaluable.

Ben is an true asset for Lawclerk and it's pool of freelance attorneys and legal professionals. Ben should be swept up by any customer of Lawclerk immediately. I suspect that Ben will continue to be a hot property for Lawclerk and rest assured, in my twenty+ years of practice, you will not find a finer and more professional partner on a project.

Great job Ben.

RUSH: ANSWER SOME QUESTIONS ABOUT AN LLC OPERATING AGREEMENT

FLAT FEE \$350 PROJECT DESCRIPTION

I have an operating agreement from a client who wants to make sure they are adequately protected. I've been so busy that I've been putting it off and now it's due ASAP. So it's a rush job that I need today or tomorrow morning.

PROJECT DETAILS

The agreement itself is very long, but the relevant sections I have questions about are called out in the prompt I have for you. I have 5 main questions that I'd like you to review the relevant sections on and answer. Most are about membership transfer and dilution provisions. Sorry for the rush job! If you're available for the work today, that would be amazing.

COMMENTS



EXCEEDED EXPECTATIONS

Matthew provided detailed answers and solutions to the project - beyond my expectations. The work was completed quickly and with high quality. I would highly recommend Matthew and will definitely work with him again!

LLC OPERATING AGREEMENT MULTIPLE MEMBERSHIP CLASSES

FLAT FEE PROJECT DESCRIPTION

\$400

I need a Texas LLC Operating Agreement with two classes of membership and buy-sell provisions. Both classes must have equal participation in the management of the company. Both classes must have an economic interest in the company -- but one class should have a far superior economic position.

PROJECT DETAILS

Suggested length of 20-30 pages (equivalent to ProDoc or other industry-standard forms). Both membership classes can participate equally in the governance of the company, and because of special rules relevant to the industry of this particular company, it is important that both members have an economic interest in the company -- but the goal is to make sure that one membership class retains as much economic interest as possible. Simply put, I need to make the second membership class as irrelevant (economically) as possible while protecting the clients against the charge that one member did not truly have an economic interest in the company.

COMMENTS



EXCEEDED EXPECTATIONS

Better than I ever imagined. This was my first Lawclerk experience, and I was blown away. Greg's work was superb, and he completed it quickly. His communication with me was perfect. I needed an LLC operating agreement with multiple membership classes and some very unique provisions necessitated by Texas' peculiar health care laws. Greg was able to understand what I was trying to accomplish almost immediately and even offered some tips on my overall legal strategy and other documents that would help accomplish my goals. I recommend Greg without hesitation!

PURCHASE AND SALE AGREEMENT AND RELATE TRANSFER DOCUMENTS

FLAT FEE PROJECT DESCRIPTION

\$5,000

I need a purchase and sale agreement, as well as all related transfer documents, which should be exhibits to the purchase and sale agreement for the sale of: (i) an e-commerce retailer's assets (accounts receivable, inventory, customer list, equipment, IP, and related assets) to a newly formed OpCp; and (ii) certain litigation claims to a newly formed LitCo. The transfer will be free and clear of all liens, claims, and encumbrances pursuant to Section 363 of the bankruptcy code. I can provide the language for the transfer free and clear of all liens, claims, an encumbrances under the bankruptcy code.

PROJECT DETAILS

This is a somewhat complicated transaction and requires someone experienced with drafting agreements for the purchase and sale of operating businesses. The purchase price is \$4.95M.

COMMENTS



EXCEEDED EXPECTATIONS

Joseph provided an excellent purchase and sale agreement for a complicated transaction and was a pleasure to work with.

CONTRACT REVIEW + TERMINATION NOTICE

FLAT FEE PROJECT DESCRIPTION

\$750

Review of Distribution Agreement and Misc. Related Documents to Determine Termination Path & Answer Misc. Questions; Draft Simple Notice of Termination

PROJECT DETAILS

Client has entered into a mobile tools franchise agreement and wants out of the agreement immediately. Although they've made a substantial investment already, they're still in a "test-drive" period that allows them to terminate the agreement (per the client's understanding - need to confirm in the agreement itself). Need to determine if the 45-day termination notice applies in the test-drive period. They believe they have "for cause" reasons to terminate the agreement. Need to determine how any non-compete clauses impact them and what they can do to mitigate any backlash if they enter into an agreement with a competitor. Need to draft a termination notice that complies with the agreement.

The Distributor Agreement is really long (32 pages + exhibits), but I don't think most of it will be applicable. I'll also attach the Franchise Disclosure Document, which is 400+ pages in case you need to refer to any of it, but I'm not asking you to review it unless we determine it is necessary and then we can adjust the scope.

COMMENTS



EXCEEDED EXPECTATIONS

Kim was very thorough and communicative. She was able to expertly work through a complex agreement and provide thoughtful, practical feedback that was easy to turn around to the client.

QUIET TITLE AND DAMAGES COMPLAINT

FLAT FEE PROJECT DESCRIPTION

\$3,000

I desire an answer to a partition action on a single family home that will include a cross-complaint. The thrust of this project is the cross-complaint.

PROJECT DETAILS

Using pleading and practice forms or similar, I seek an excellently drafted answer and cross-complaint. Facts can be somewhat assumed from a letter I have and some emails from me. I will edit the facts and add them to complete causes of action that need inserted facts whenever possible. The case is straightforward and subject to proof. It will be verified prior to filing.

COMMENTS



EXCEEDED EXPECTATIONS

Lynne was fantastic. This was not an easy project. My expectations were modest. What I obtained from Lynne was a thoughtful, thorough colleague who clearly has pride in her work. Two thumbs up!

NDA AND NON-CIRCUMVENTION AGREEMENT FOR EMPLOYEES

FLAT FEE PROJECT DESCRIPTION

\$540

I need a confidentiality, non-disclosure, non-circumvention agreement for new and existing employees to sign. I would like it to be a form such that it can be used repeatedly and is not overly complex or full of legalese.

The jurisdiction will be Nevada and the employee must consent to personal jurisdiction in Nevada in the event of a breach/litigation.

PROJECT DETAILS

I do not expect this to be a complicated project for someone with experience drafting similar agreements for employers.

COMMENTS



EXCEEDED EXPECTATIONS

Sam was very responsive, made requested revisions, and provided a great agreement.

DRAFT A LETTER OF INTENT FOR SALE OF A BUSINESS

FLAT FEE PROJECT DESCRIPTION

\$300

I am working with a client who is selling their business. They have an interested buyer and want to write a letter to that buyer outlining their terms and conditions for a potential sale. This is in the early phase of the negotiations.

PROJECT DETAILS

I will provide the bullet point list of items. You may have other concepts to include in a typical Letter of Intent correspondence. I'm thinking a 2-page letter with a number of paragraphs outlining the elements to be involved with the final purchase and sale agreement.

COMMENTS



EXCEEDED EXPECTATIONS

Gurjit went above and beyond and wrote an excellent document for me. Thorough and professionally written.

DATA BROKER AGREEMENT

FLAT FEE PROJECT DESCRIPTION

\$750

The agreement would set up the broker to sell the data belonging to seller to third parties. The agreement would be subject to Washington law. It would contain warranties that the seller has the necessary rights for the broker to sell the data. The data is personal data so the agreement should include a warranty that the data is gathered from individuals not in the EU or otherwise subject to the GDPR (or otherwise insulate the broker and the ultimate buyers from liability related to the GDPR). The agreement would also include "schedules" such that the broker can sell the data multiple times and certain details about the sale (e.g. which data is sold, the price, the brokerage fee, etc) can be changed with each sale. Finally, please research a simple indemnity such that the seller agrees to indemnify the broker in the event of a breach of the warranties of the agreement.

PROJECT DETAILS

I expect that a Lawclerk would spend ~2 hours researching the appropriate clauses and agreements and ~2 hours drafting.

COMMENTS



EXCEEDED EXPECTATIONS

I had Irene complete an agreement for me. I needed research done and to have the agreement drafted. She did a great job on both counts. I would hire her again and I recommend her strongly to others.

SOFTWARE SUBSCRIPTION AGREEMENT AND ORDER FORM

FLAT FEE PROJECT DESCRIPTION

\$750

1. Draft a software license/subscription agreement with a separate order form. This document will be formatted for in-person sales (not online T&C), and will include user support/maintenance.
2. Suggest any other relevant documentation, such as website T&C (this will become a separate follow-up project).

PROJECT DETAILS

I have provided correspondence between the client and the firm; however, more questions may need to be addressed/clarified. I am providing templates from Lexis, although I am open to other formats, and have not reviewed the templates for relevance or completeness.

COMMENTS



EXCEEDED EXPECTATIONS

Kelly's work was exactly what I needed, and she was so helpful with revisions as well.

OWNER BUYOUT--AGREEMENT REVIEW

FLAT FEE PROJECT DESCRIPTION

\$575

I need someone to review and make suggestions/revisions on language for an owner buyout "exit agreement." The parties are in the final stages of developing a term sheet. Corporate counsel is demanding a quick turnaround.

PROJECT DETAILS

This is an acrimonious buyout. My client is the owner of a 60-year-old family business, and is being pushed out by two new business partners who have been with the company for less than a year. I am concerned that the partners may try to (1) manufacture a default or (2) strip the company of assets, or (3) fail to pay. I would like this agreement to be as iron-clad as humanly possible. Because the other side may not agree to personal guaranties by the remaining principals, I'm looking for creative solutions to ensure payment.

COMMENTS



EXCEEDED EXPECTATIONS

Timely, responsive, and smart. Eric was gracious with the "hurry up and wait" that comes with a contentious negotiation, and then turned around on a dime to get the review done when urgent time constraints demanded.

ASSEMBLE AND REVIEW HOA CC&R AMENDMENTS AND REVIEW AND EDIT BYLAW REVISIONS

FLAT FEE PROJECT DESCRIPTION

\$1,300

Compile multiple CC&R documents for an HOA into one; make some changes to the HOA Bylaws.

PROJECT DETAILS

The majority of this project is complete. I need assistance wrapping it up. Please note the deadline is important. I estimate 4 hours to complete. If it looks like more, please let me know.

CC&R: Create a "Red Line" final single document from original, supplement, two amendments already adopted, and a third amendment we have been working on for voting. We only have a PDF of the original; Word copies of the others.

Bylaws: Make some final changes regarding enforcement and penalties. Then compile a final "Red Line" version for voting.

COMMENTS



EXCEEDED EXPECTATIONS

I am very happy with the job that Lillian did. She was great at communicating, she was timely, and her work product was excellent. I would definitely love to hire her again.

RESEARCH WYOMING BUSINESS & SECRETARY OF STATE ANNUAL FILING ISSUES FOR COMPANY ADMINISTRATIVELY DISSOLVED BY SECRETARY

FLAT FEE
\$300

PROJECT DESCRIPTION

Research and draft simple memo (an outline is fine). What issues, liabilities, risks, fines, or penalties are on the old company, the newly created company, or on the owners of said companies for forming a new company instead of reopening the former company with the SOS? Research Wyoming Secretary of State statutes and Wyoming Corporation statutes. Also research Wyoming case law. There may not be much case law or any in Wyoming on point so also search Delaware as Wyoming tends to follow Delaware on many corporate law issues.

PROJECT DETAILS

Client formed a corporation in Wyoming (WY) and filed articles of organization with the Secretary of State (SOS). SOS requires annual reports to be filed along with a filing fee (which is effectively a hidden tax based on assets owned by the company in WY). Client never filed annual reports or paid fees so SOS administratively dissolved company. Client then created a new company (same name) with SOS rather than pay thousands in penalties to SOS to reopen the former company. Client is worried about fines/penalties from SOS and legal ramifications for just starting a new company using the old name.

COMMENTS



EXCEEDED EXPECTATIONS

Chris did a great job for me. His research and memo exceeded my expectations and he was willing to discuss questions with me over the phone so I made sure to understand the issues for my client.

DRAFT PETITION TO QUIET TITLE

FLAT FEE
\$300

PROJECT DESCRIPTION

I need a Petition to Quiet Title and/or for Declaratory Relief drafted involving a real estate title that is clouded in the state of Georgia.

While the title is clouded, our client has had written evidence of title since 2006 and, thus, I believe our argument will be that he has had color of title for over 7 years and is conferred good title by prescription to the property under the theory of adverse possession. See OCGA 44-5-164.

Within reason, I would also expect you to do your own independent research to make sure we are headed in the right direction with this pleading and we welcome any suggested additional actions necessary to achieve our desired goal.

PROJECT DETAILS

I will provide you with the following (1) a timeline with relevant documents pertaining to the real estate title; (2) at least one form for such a petition in word format; and (3) relevant case law.

I will also be available by telephone to discuss at any time. I think at least one initial phone conversation will be beneficial to us both.

This project should take 4-5 hours to have this issue researched and a pleading that is substantially ready to file.

COMMENTS



EXCEEDED EXPECTATIONS

Jordan did an excellent job. She was very thorough, responsive and punctual. I hope I get the chance to work with her again.

MECHANIC'S LIEN - LETTER AND NOTICE

FLAT FEE PROJECT DESCRIPTION

\$75

I need a demand letter drafted as if it were going directly to the client. I also need a draft of the related notice to be attached to the demand letter.

PROJECT DETAILS

This is a drafting project related directly to the research and memorandum you previously prepared.

COMMENTS



EXCEEDED EXPECTATIONS

I truly enjoy working with Ian. He's reliable and provides great quality work!

BUSINESS DOCUMENT CREATION - UPDATE

FLAT FEE PROJECT DESCRIPTION

\$2,000

Draft a suite of template form agreements for use by solo and small law firms. Ideal candidate will have experience drafting contracts that are succinct and employ plain English.

PROJECT DETAILS

I would like to create a suite of high-quality, plain English agreements (with optional clauses) commonly used by solo and small law firms. The suite of documents would include: (1) agreement for independent contractor that could be used for freelance attorneys, virtual assistants or paralegals; (2) privacy terms and conditions for law firm websites that comply with GDPR and California law (here, you would review and potentially revise existing terms; (3) an operating agreement for a law firm LLC; (4) agreement for local counsel or pro hac vice services; (5) of counsel agreement (have a form, needs revision); (6) agreement for case referrals and payment of referral fees and (7) lawyer retainer agreement with various clause options (I will give you the content and you will put it into contractual language). You are free to work off of your existing forms or templates.

COMMENTS



EXCEEDED EXPECTATIONS

Kimberly is an exceptional attorney. She drafted a bunch of contracts for me and took the initiative to check research issue that I hadn't thought of.

DRAFT LOAN FORGIVENESS LETTER - REAL ESTATE

FLAT FEE PROJECT DESCRIPTION

\$120

I need a loan forgiveness letter prepared to release a loan contingent on certain agreements prepared.

PROJECT DETAILS

Clerk should have experience reviewing and understanding mortgage notes and have prepared promissory note loan forgiveness agreements previously.

I approximate this task to take less than 0.5 hours in review of material, and approx. 1.5 hours for drafting.

COMMENTS



EXCEEDED EXPECTATIONS

Paul was a pleasure to work with and very prompt on our short deadline.

RESEARCH & OPINION LETTER NON-COMPETE IN SOUTH CAROLINA

FLAT FEE
\$300

PROJECT DESCRIPTION

Client signed a non-compete when he sold his hotel three years ago. The agreement is for five years but he is currently trying to buy another hotel and would like to know how applicable or enforceable the agreement still is.

PROJECT DETAILS

Had a hotel that he sold in 2016. In the sale documents, on the closing date, he was told that he was under a non-compete for 5 years. This was not part of the original agreement, but client says he signed to include the provision under some duress because he had a contingent contract on another project and needed the instant one to close. Client now wants to buy another property, and originally asked permission from the buyer on original deal to terminate the non-compete; that party attempted to force him to re-purchase the property, and would not drop the non-compete. An LLC has been formed with spouse as sole member, and spouse applied for a franchise. Spouse was listed on the subject non-compete, but never signed.

COMMENTS



EXCEEDED EXPECTATIONS

This is the second time that I've utilized Kevin's assistance and his research and analytical approaches have been straightforward and exceedingly helpful.

BOARD RATIFICATION CONVERTIBLE NOTE

FLAT FEE
\$80

PROJECT DESCRIPTION

Board ratification of a Convertible Note Purchase Agreement and 7 convertible notes issued thereunder. Also provide relevant approvals for Blue Sky filings and federal Form D filings.

PROJECT DETAILS

This is a pretty standard document. I don't think it will take more than 30 minutes to 1 hour.

COMMENTS



EXCEEDED EXPECTATIONS

Patti was very quick and responsive. She finished the project before its due date and quickly turned one change I had for her. I will definitely use her again.

CHRONIC CARE MANAGEMENT LEGAL OPINION

FLAT FEE
\$350

PROJECT DESCRIPTION

Completion of Legal Opinion and bullet points for client call.

PROJECT DETAILS

Hi Colleen, I am attaching the email responses and will be talking to them on Monday. We need to suggest changes in the payment structure. Please advise on the talking points for my Monday conference.

COMMENTS



EXCEEDED EXPECTATIONS

Colleen is an asset to any team. She goes above and beyond what is expected to get the job done.

ALTA SURVEY REVIEW

FLAT FEE
\$400

PROJECT DESCRIPTION

I'd like you to review an ALTA survey prepared for property that the client is purchasing that will also be encumbered by a deed of trust in favor of a lender.

PROJECT DETAILS

Review and provide comments to an ALTA Survey, ensure that all lender's survey requirements are met, and advise of any issues that appear on the Survey.

COMMENTS



EXCEEDED EXPECTATIONS

I had asked for a review of an ALTA survey that covered multiple parcels of land and was based on three separate title commitments. His review was very detailed and his comments were understandable and in a form that was easy to communicate to the surveyor.

STAFF HANDBOOK

FLAT FEE
\$630

PROJECT DESCRIPTION

Contracted by a bar that wants to become an exotic dance club.

PROJECT DETAILS

Staff handbook and other agreements.

COMMENTS



EXCEEDED EXPECTATIONS

Quick delivery of a complex employee/contractor handbook!

SIMPLIFIED SHARE SUBSCRIPTION AGREEMENT

FLAT FEE
\$100

PROJECT DESCRIPTION

I need a Share Subscription Agreement to be no more than 1 page (small font and narrow margins are encouraged).

PROJECT DETAILS

The client needs this agreement to use as a template for potential investors into the corporation. It must use very simple language that can be read without the need for an attorney and is not intimidating to potential investors. The agreement will require:

- the first payment upon signing (amount can be left blank)
- future payments made in tranches
- confidentiality provision
- non-compete provision
- clause where if the investor backs out of the investment for any reason before closing, all monies paid to the company are forfeited.

COMMENTS



EXCEEDED EXPECTATIONS

John takes instructions very well and produces great work. I totally recommend his work and will be hiring him again.

INDEPENDENT CONTRACTOR AGREEMENTS

FLAT FEE
\$200

PROJECT DESCRIPTION

I need a general independent contractor agreement for seasonal workers.

PROJECT DETAILS

Crafted for project-based temporary workers.

COMMENTS



EXCEEDED EXPECTATIONS

He was willing to work on a Sunday to get things done! Wow!

DISCOVERY REQUESTS

FLAT FEE
\$500

PROJECT DESCRIPTION

I need detailed discovery requests, including Non-Uniform Interrogatories, Requests for Production, and Requests for Admission to address the claims at issue in a real estate and fraud case.

PROJECT DETAILS

The project will require review of the 32-page Complaint to determine areas to be examined in the discovery requests, though the requests should also include standard areas of inquiry in a civil real estate dispute.

COMMENTS



EXCEEDED EXPECTATIONS

Julie provided exactly what was requested and her work demonstrated excellent analytical and writing ability.

RESEARCH RE OWNER LIABILITY FOR UNPAID PROPERTY TAXES

FLAT FEE
\$300

PROJECT DESCRIPTION

I need a short memo that answers the following question: In Nevada, can the members of an LLC be personally liable for unpaid property taxes owed to the county by the LLC? (For instance, owners of LLCs are personally liable for unpaid payroll taxes and sales and use taxes in Nevada. Is this also true for property taxes owned by the LLC?)

PROJECT DETAILS

I just want the answer in a short paragraph or two that also includes the statute or cases that provide the answer.

COMMENTS



EXCEEDED EXPECTATIONS

Andy provided a well-drafted memo on a short timeline over a holiday. I recommend Andy.

MOTIONS TO SET ASIDE FRAUDULENT FORECLOSURES

FLAT FEE PROJECT DESCRIPTION

\$1,500

I need the drafting of two motions to set aside two fraudulent foreclosures in the Atlanta area.

PROJECT DETAILS

Background documents and memorandum to be provided. Only drafting of the motions is needed.

COMMENTS



EXCEEDED EXPECTATIONS

Superb drafting job.

DEMAND LETTER - NUISANCE CASE

FLAT FEE PROJECT DESCRIPTION

\$350

We need a demand letter to a neighbor whose 4 dogs' incessant barking over past 3 years has caused our client severe disruption and distress.

PROJECT DETAILS

We will need the demand to lay out law in support of the private right of action for nuisance and damages also.

COMMENTS



EXCEEDED EXPECTATIONS

Phillip delivered ahead of schedule and went above and beyond to share his analysis. Look forward to working with him again.

PROPERTY SETTLEMENT TERMS

FLAT FEE PROJECT DESCRIPTION

\$200

I need language to insert into a divorce Judgment regarding division of real estate with a secured equity loan against one property for the equalization payment owed by one party to the other.

PROJECT DETAILS

This case is a contentious divorce. I represent Wife. The parties have substantial real estate holdings. My client is keeping all of the real estate except one property (strip mall), which is going to the Husband. This results in my client being owed about \$2 million. My client has serious concerns about securing her equalization payment. The strip mall loan is currently in default. Husband and his attorney are pressing my client to sign off immediately so he can proceed with a refi on his own. I can only advise my client to sign off on the strip mall if we are dividing all of the real estate and her equalization payment is secured by the strip mall. We have an oral agreement for the values of all the properties except the strip mall. We are ironing that out right now with our commercial appraiser. It's worth about \$7.5 million. About \$3.5 is owed. I'm clear that I can't protect anything from bankruptcy. What I want to do is award the properties to each party as agreed, state the amount of equity of each, set the equalization payment, and secure the payment tightly with the strip mall. There must be orders for the timing of signing off and how that will work. I want the court to retain jurisdiction over payment/enforcement of the equalization and that this equalization is not all inclusive. We still have businesses and other assets to value. I need an interest rate and all of that language about commencement and frequency of payments.

COMMENTS



EXCEEDED EXPECTATIONS

I just can't say enough good things. Within minutes of posting the job, Mike responded in the most reassuring way. He then immediately began to work on the project and took the time to explain things in detail so I was clear about everything. The project was completed promptly without a hitch. Thanks so much!!

EXHIBITS/SCHEDULES TO ASSET PURCHASE AGREEMENT

FLAT FEE PROJECT DESCRIPTION

\$325

I need exhibits and schedules prepared for an Asset Purchase Agreement and the references in the Agreement itself to be filled in to line up with the Exhibit letters (e.g. Exhibit A) and the Schedules lined up with the numbers (e.g., Schedule 1).

I'm using this as my first project to try out the platform and find skilled corporate attorneys. If you typically do larger projects, please apply so we can meet through this project.

PROJECT DETAILS

Most exhibits and schedules need only titles and an introductory line for information the parties will fill in (e.g., employee list, financials). The exhibits/schedules that I do need you to draft are:

1. Company resolutions approving the sale for each of seller and buyer.
2. Certificate of the principal of seller that reps and warranties are accurate, etc.
3. Bill of sale form for equipment.
4. Calculation terms for part of the purchase price based on details I provide.

COMMENTS



EXCEEDED EXPECTATIONS

Paul was thorough, timely and took a sound and organized approach to my project.

OPERATING AGREEMENT

FLAT FEE PROJECT DESCRIPTION

\$300

I need an operating agreement for a new restaurant. A previous partner quit prior to opening. 3 partners, one pair is married.

PROJECT DETAILS

In accordance with applicable state and federal law. All 3 Members, 40%, 40% and 20% (with husband).
Unanimous decision for closing. Majority decision w/o explanation.
May add additional members under a unanimous decision.
Review every 6 months.
Mediation of issues when in deadlock.
Profit based on ratio: 40/40/20.
Member distribution based on 3 months.
Transfer of rights, w/ member voting.
Death of member, doesn't dissolve. Keep going with earnings in case of voluntary events.
Interest to children, economic and not management.
Spouses to have management of business. Oldest daughter of RT.

COMMENTS



EXCEEDED EXPECTATIONS

Knowledgeable and time-efficient.
A pleasure to work with!

RESEARCH RE: COMPANY POLICIES

FLAT FEE
\$100

PROJECT DESCRIPTION

Quick look at etsy policies to see if there is recourse for my client and also if etsy is right on intellectual property.

PROJECT DETAILS

I will send the emails the client has received along with my notes from the meeting.

COMMENTS



EXCEEDED EXPECTATIONS

Glad to have Tim on my team! Thanks for your hard work.

CORPORATE LAW MEMORANDUM

FLAT FEE
\$100

PROJECT DESCRIPTION

Please draft a memorandum after reviewing corporate bylaws and provide any legal research/case law/statutes pertaining to the questions posed.

PROJECT DETAILS

Questions are basic questions relating to corporate structure, rights of shareholders, rights of board members, and transfer of shares.

COMMENTS



EXCEEDED EXPECTATIONS

Jeff was quick and responsive. I was honest in my assessment of the initial draft not being what we expected and within a very quick turnaround, Jeff was able to resolve the issue and provide a follow-up draft that was satisfactory. I would recommend Jeff based on his professionalism, responsiveness, and legal acumen.

NOTICE TO TENANT- TERMINATING LEASE AND OPTION

FLAT FEE
\$500

PROJECT DESCRIPTION

Client bought an apartment complex with 10 units. All of the units are rented by one tenant. New landlord wants to give notice to tenant that the lease expires on a set date.

PROJECT DETAILS

There are 10 leases with the tenant for all 10 units. There was a subsequent addendum to each of the leases giving the tenant an Option to Extend the Lease Term for an additional two years. The Option to Extend is a one page addendum, but there was no consideration, there is no date on the Option, there is no reference to the lease to which the addendum applies. The new landlord wants to invalidate the Option and terminate the leases.

COMMENTS



EXCEEDED EXPECTATIONS

Ryan completed the project very quickly and was very thorough. I appreciated the updates and frequent communication.

INJUNCTION TO PREVENT A FORECLOSURE RESEARCH

FLAT FEE
\$1,112

PROJECT DESCRIPTION

Follow up research regarding injunction issue re preventing deed of trust holder from proceeding with foreclosure.

PROJECT DETAILS

Good morning, Fabio. By the proverbial "skin of my teeth", the judge issued the Temporary Restraining Order stopping the foreclosure sale set for this morning. A preliminary injunction has been set.

The judge honed in on what is clearly the most important issue. Namely, the loan by X was given to Y prior to the time that Y and X entered into the 1031 exchange transaction.

The clear problem is that the attorney for X is arguing that his client should be able to foreclose because the loan was given in good faith to Y prior to the time of the 1031 exchange transaction. The judge likes this argument.

COMMENTS



EXCEEDED EXPECTATIONS

Fabio's work continues to be excellent!

PROPERTY TRANSFER

FLAT FEE
\$225

PROJECT DESCRIPTION

I need the appropriate document for filing to transfer ownership of real property that was left/willed to individual A, who now wants to transfer to individuals B, C, and D.

PROJECT DETAILS

See above.

COMMENTS



EXCEEDED EXPECTATIONS

Jessica asked the appropriate questions and delivered exactly what I needed, within the time that I needed it.

AUTHORIZING RESOLUTIONS

FLAT FEE
\$250

PROJECT DESCRIPTION

I need authorizing resolutions for a client in connection with a pending transaction.

PROJECT DETAILS

Resolutions to cover the following:

1. client's entry into a letter agreement granting client an option to purchase the equity of a target business and entry into subsequent amendments to the agreement
2. authorizing the managers of the client to negotiate the terms of the acquisition with the seller
3. authorizing managers of client to seek financing for transaction in the form of equity and/or debt per a term sheet that has been prepared
4. client's negotiation and entry into consulting agreements with due diligence consultants regarding the acquisition transaction
5. client's placing an executed bill of sale and assumption agreement into escrow

I will post the term sheet, letter agreement and amendments, and bill of sale. I need to have authorizing resolutions drafted covering the above points.

COMMENTS



EXCEEDED EXPECTATIONS

Drafted fairly involved entity resolutions on a timely basis; good work product.

NV JUDICIAL FORECLOSURE DOCUMENTATION

FLAT FEE
\$750

PROJECT DESCRIPTION

Client used a simple form and did a very bad job of documenting the sale of a property to purchaser. The purchaser paid \$50,000 down and the intent was that a deed of trust would be created, but it never was. The title company transferred actual title into the name of the purchaser and after a couple of years, payments stop coming. Someone has driven by the property and we believe it is still in reasonably good shape, but we need to do something to get the property back.

PROJECT DETAILS

The purchaser is not responding to the attempts to contact him. The public records show there are liens against the property for unpaid utilities.

COMMENTS



EXCEEDED EXPECTATIONS

Mark is a pleasure to work with. He is extremely competent and professional. It would be a privilege to work with him again.

LOI REVISION

FLAT FEE
\$200

PROJECT DESCRIPTION

Review and revise LOI.

PROJECT DETAILS

Commercial lease.

COMMENTS



EXCEEDED EXPECTATIONS

Just an overall brilliant business/residential lawyer. I will return.

AGREEMENT FOR PURCHASE OF BUSINESS ASSETS

FLAT FEE
\$500

PROJECT DESCRIPTION

I need an agreement between two businesses to buy certain business assets.

PROJECT DETAILS

I anticipate this is a 2-4 hour project depending on your level of expertise.

COMMENTS



EXCEEDED EXPECTATIONS

Wow, Monica really went above and beyond in preparing this agreement. She considered issues in the agreement I had not even thought of. She was meticulous and very detailed with her revisions after I requested edits. I will definitely hire her again. Very impressed.

A&R COI FOR STARTUP COMPANY

FLAT FEE
\$500

PROJECT DESCRIPTION

Draft an Amended and Restated Certificate of Incorporation for a Delaware corporation that will be acquired shortly.

PROJECT DETAILS

The A&R COI should contemplate:

1. Two new preferred classes are created -- Series A-1 and Series A-2.
2. Each class of preferred will have a liquidation preference that will also act as a liquidation cap. After their preference is done, they are not entitled to any additional sale proceeds.
3. The liquidation preference will be subject to reduction for closing transaction costs (up to \$100,000) shared on a pro-rata, fully diluted basis.
4. If no sale event has been consummated within 1 year after the adoption of the A&R COI, then the preferred stockholders will have the option to convert back to common stock on a one-for-one basis (subject to customary adjustments).
5. No anti-dilution.
6. No protective provisions.
7. All capital stock vote as one class on all matters the stockholders are entitled to vote on.

COMMENTS



EXCEEDED EXPECTATIONS

Clara knew her stuff and submitted a very near final draft 1 day before the due date. This allowed me to fine tune my comments, which she turned within a matter of minutes. She did a great job!

TRUST DEED VALIDATION/CANCELLATION RESEARCH

FLAT FEE
\$750

PROJECT DESCRIPTION

Research project detailing the Utah statute of limitations for selling collateral subject to a trust deed.

PROJECT DETAILS

Looking for a memo supporting the cancellation of a trust deed (mortgage) when the underlying obligation to pay was discharged in bankruptcy in 2011. What elements will be required to overcome a motion to dismiss and to survive summary judgment if the client litigates the cancellation/invalidation of the trust deed? Potential strategies to overcome the recent negative trial court history will need to be evaluated and proposed. Specific case details available on hiring.

Anticipating 5-7 hours of research and writing.

COMMENTS



EXCEEDED EXPECTATIONS

It was great to work with Thomas. Our case had to shore up against a recent dismissal on similar facts in the same state trial court. Thomas' research uncovered an entire line of cases the judge missed in issuing the ruling. He was willing to go above and beyond in helping to clarify additional questions raised by the research. Highly recommended. Thanks and kudos!

DRAFT STOCK SWAP AGREEMENT

FLAT FEE
\$160

PROJECT DESCRIPTION

I need a draft for a stock swap agreement for a corporate shareholder between two California corporations.

PROJECT DETAILS

Lawclerk must be familiar with drafting corporate security agreement transactions and the incidental documents and corporate formalities. This is a multi-facet transaction and the selected Lawclerk may be asked to provide and draft the incidental documents in the next pending project.

COMMENTS



EXCEEDED EXPECTATIONS

Jeff was great to work with.

SETTLEMENT AGREEMENT/LOAN PAYMENT TERMS

FLAT FEE PROJECT DESCRIPTION

\$120

I have a client who had a tenant who has broken an office lease. He and the tenant agreed to termination terms in order to prevent the client from having to go through the eviction process. I need a document that outlines the terms of their agreement and includes a provision stating that if the document is not executed by the tenant by a particular date, then the client may enforce all legal rights and tenant will be responsible for all associated costs. This is a long-time client. In the creation of the lease, I represented him as an agent (once he found out I have a real estate license, he asked me to help him).

PROJECT DETAILS

I don't have a form for this, so feel free to start from your own form. If you have any questions, please pose them to me prior to submitting the draft document.

COMMENTS



EXCEEDED EXPECTATIONS

Ian did a great job on this project! He turned this around very quickly and it was of high quality.

DOT RESEARCH

FLAT FEE PROJECT DESCRIPTION

\$3,700

1. Brief and synthesize all decisions (published and unpublished) from all jurisdictions discussing Nevada Revised Statutes §106.240. Discuss the nature of the statute (one of limitation or repose).
2. Identify, analogize, and compare any similar statutes in all 49 states; identify and list key decisions regarding such statutes.

PROJECT DETAILS

This is the first two parts of a five part, plus sub parts, assignment. I have estimated the time to conclude the first two parts at about 25-30 hours. The initial draft of the analysis for the first question above (numbered 1) is due Monday at 2:00 p.m.

COMMENTS



EXCEEDED EXPECTATIONS

Nariessa prepared an excellent research memo on several complex issues. I am very pleased with her work.

IDAHO TRIPLE NET COMMERCIAL LEASE

FLAT FEE PROJECT DESCRIPTION

\$750

I need a NNN lease for a commercial property with a single tenant that has on the property a few interconnected structures. Tenant to pay everything and be responsible for all - a true triple net lease. It is to be governed by Idaho law.

PROJECT DETAILS

Provide a well drafted and organized lease document that provides for single rent payment to landlord and all other responsibilities on tenant. The person drafting should have experience drafting commercial leases and familiarity with any particular Idaho lease requirements and pertinent provisions that should be included.

COMMENTS



EXCEEDED EXPECTATIONS

Amy was responsive and very knowledgeable and made my job in delivering the agreement to the client much easier!

REAL ESTATE BROKERAGE OWNERSHIP

FLAT FEE \$250 PROJECT DESCRIPTION

I need a short memorandum that answers two questions:

1. Under Arizona law, can a real estate brokerage firm that earns commissions from the listing, advertising, and/or representation of real estate buyers/sellers (i.e., brokerage services) be owned by an individual who is not licensed in Arizona as a real estate broker or real estate licensee?
2. Under Arizona law, must a brokerage firm that earns commissions from the listing, advertising, and/or representation of real estate buyers/sellers (i.e., brokerage services) be owned at least in part by someone who is licensed?

PROJECT DETAILS

I expect that the research memorandum will not need to be more than one page in length. I suspect that the Arizona Department of Real Estate (ADRE) might be a useful resource to call and ask these questions. Any answers provided by the ADRE should be verified by independent research. The Arizona administrative code (Real Estate) may have the answers. You can access the administrative code through the Arizona Secretary of State website. http://apps.azsos.gov/public_services/Title_04/4-28.pdf.

COMMENTS



EXCEEDED EXPECTATIONS

Rachel understood the assignment well and presented an organized and thoughtful research memorandum.

POST LLC FORMATION LETTER - MN

FLAT FEE \$100 PROJECT DESCRIPTION

I need a template letter to send to clients following the formation of a new Minnesota LLC.

PROJECT DETAILS

I'd like to congratulate them on their new business, and then provide some of the basic reminders, such as making sure agreements are in the name of the entity (and using accurate signature blocks), keeping funds separate, annual renewals in MN, contacting us if they do business in another state, etc., with a few additional reminders in brackets for multi-member LLCs. The reminders would be one-sentence bullet points.

COMMENTS



EXCEEDED EXPECTATIONS

Rinky was very thorough in covering the issues.

DENIAL OF CLAIM LETTER

FLAT FEE \$150 PROJECT DESCRIPTION

Letter to client's customer who is demanding money promised by an employee.

PROJECT DETAILS

Our client is a mortgage broker. One of our client's loan officers promised a customer \$4000 from the loan officer's commission after the real estate closing in violation of RESPA and without any knowledge or authority of the mortgage broker. In addition, it was clearly against the policies and procedures of the mortgage broker for any type of payment like this. The loan officer was fired for other reasons but now refuses to pay the customer the money. The customer is now claiming the mortgage broker owes the customer the money. Client asked us to draft a letter denying the customer's claims and refusing the claim.

COMMENTS



EXCEEDED EXPECTATIONS

Good job.