

April 1, 2015

Marc Erik Elias
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Robby Mook
120 W 45th St
New York, NY 10036

Re: Legal Representation

Dear Robby:

Thank you for selecting the firm to serve as General Counsel for HFACC, Inc., ("Hillary for America"). This includes legal counseling and representation of Hillary for America in connection to its legal affairs, including Federal Election Commission and other regulatory requirements and general organizational and compliance matters. Our firm will not represent another candidate for president in the 2016 election cycle.

This fee agreement includes representation of Hillary for America in connection with matters before the Federal Election Commission (including complaints) as well as state election matters and preparation for post-election recounts/contests. This agreement generally does not cover the representation of Hillary for America or its personnel in litigation, non-FEC investigatory matters (other than routine or state ones), or actual election recounts and contests. In all instances the firm will notify and coordinate with you in advance if it believes a matter is beyond the scope of this agreement.

We have agreed that Hillary for America will pay the firm the following amounts for the legal services described (disbursements will be billed separately): \$130,000 per month for April and May 2015, \$65,000 per month for June through December 2015; \$75,000 per month for January through November 2016; \$45,000 per month for December 2016 and January 2017. In addition, Hillary for America will pay the firm \$25,000 per month for up to six more months (February through July 2017) as needed for the wind down of the campaign. The amounts are inclusive of costs and disbursements associated with regular service (e.g., copying, messengering, mail, travel between New York and Washington, D.C., etc.) but not specialized disbursements such as the hiring of subcontractors and vendors and other law firms that may assist us in providing services to Hillary for America. The firm will bill you monthly with payment due upon 45 days of receipt of our statement.

Perkins Coie represents many other companies, individuals and government agencies ("clients"). During the time we are representing Hillary for America we may be asked to represent Hillary for America in transactions, litigation or other disputes adverse to other firm clients in matters wholly unrelated to our work for the other firm clients. Over time, we may also be asked to represent vendors or other parties that have contracts or agreements with the campaign but not with respect to their services or engagement with the campaign. Again, our representation would

Perkins Coie LLP

GOVERNMENT EXHIBIT

0301

21-CR-582 CRC

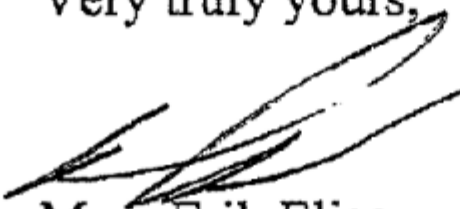
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be limited to wholly unrelated matters. We request your consent to allow Perkins Coie to undertake future representations of entities and individuals in matters wholly unrelated and not adverse to the interests of the campaign without the need to obtain any further or separate approval from Hillary for America. Any matters that in any way relate to the campaign or to the candidate will be raised to you and the candidate's representatives. Your signature below constitutes your consent to such representation(s).

This letter confirms the terms and conditions on which Perkins Coie LLP will provide legal services to Hillary for America. Unless otherwise agreed in writing, the terms of this letter will also apply to any additional matters that we undertake at the request of Hillary for America.

If this letter correctly sets forth our understanding, please sign and date a copy of this letter and promptly return it to me. If you have any questions about this letter or generally about our services or bills, please call me at any time. We look forward to working with Hillary for America and thank you for placing your confidence in Perkins Coie.

Very truly yours,

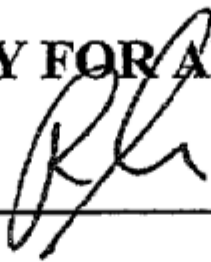


Marc Erik Elias

MEE

ACCEPTED AND AGREED:

HILLARY FOR AMERICA

By:  _____

Its: _____

Date: APR 6 2015