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November 8, 2007

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PRIVATE AND CONFIDENTIAL
ATTORNEY-CLIENT COMMUNICATION

Bobby Outten, Esq.
Sharp, Michael, Outten & Graham
P.O. Drawer 1027
Kitty Hawk, No. Carolina 27949

Re: Holland & Knight LLP Representation of Dare County in Defenders of Wildlife v. National Park Service – No. 207 CV 45 (E.D.N.C.) (and ORV use)

Dear Mr. Outten:

This letter confirms our representation of Dare County in connection with litigation regarding ORV use in the Cape Hatteras National Seashore (CHNS). We have agreed to represent the County as an intervenor in the case of Defenders of Wildlife v. National Park Service – No. 207 CV 45 (E.D.N.C.) (J. Boyle).

We will represent the County in all aspects of the litigation as lead counsel. We understand that the County has retained Mr. L. P. Hornthal of Riley, Ellis & Maland LLP as local counsel and that Mr. Hornthal will only assist Holland & Knight in the case and is not expected to take a substantive role in defending against the claims raised.

We understand the County has budgeted $100,000 for our services. As we discussed, litigation is unpredictable and we cannot say for certain that our fees and costs will be below that budget. We agree to monitor our fees and costs and do all we can to efficiently and effectively represent the County's interests. We also agree to advise the County as soon as we determine that our fees and costs are likely to exceed that figure so that the County can make timely budget decisions regarding this case. We also recognize that other ORV and sportfishing organizations such as the Outer Banks Preservation Association may also join as intervenors as in past litigation. While we will do all that we can to efficiently represent those organizations within the projected budget, that may not be possible, given that additional time is often necessary in representing multiple parties in complex litigation such as this case.

I will be lead counsel in this matter and am billed at $495/hour. I will be assisted, as necessary, by Rafe Petersen (rate of $415/hr.) and Lois Wye (rate of $395/hr.). We will invoice Dare County on a monthly basis beginning at present month's end.

Thank you, again, for retaining Holland & Knight LLP in this matter. Please have this letter of representation signed by the appropriate County official and faxed back to us. We look forward, and appreciate the opportunity, to work with you on this important case.

Sincerely yours,

HOLLAND & KNIGHT LLP

Lawrence R. Liebesman

Lawrence R. Liebesman

AGREED TO AND ACCEPTED BY:

_____

Warren Judge, Dare County Board of County Commissioners

_____

Date:

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