

The Riddell Group, LLC
GOVERNMENT PUBLIC RELATIONS

LEGISLATIVE RETAINER

This will confirm our understanding concerning this firm's representing AOL, Inc. before the New York State Legislature and Governmental Agencies upon acceptance of this retainer agreement by both parties from January 1, 2011 through December 31, 2011.

The fee for these services will be \$60,000.00 (sixty thousand dollars) payable in monthly installments, for the term of this contract. Expenses attributed directly to AOL, Inc., such as travel, will be billed as incurred. The services included within the scope of this retainer and other details are set forth on page two.

The New York State Lobbying Act requires that we (1) register with the Commission on Public Integrity prior to engaging in lobbying activity and (2) file regular financial reports.

To facilitate income tax filing, our federal identification number is 26-2237886

If the terms of this retainer are acceptable, please sign both copies, keep one for your files and return the other to our office for filing with the Commission on Public Integrity. This agreement may be terminated by either party upon thirty (30) days prior written notice.

ACCEPTED BY:

AOL, Inc.

BY: William D. Castusberry PRINT NAME: William D. Castusberry
TITLE: Vice President DATE: 12-13-2010

THE RIDDELL GROUP, LLC

BY: Glen T. Riddell DATE: 12-13-10



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GOVERNMENT PUBLIC RELATIONS

Legislative Retainer

AOL, Inc.

Services included within the scope of this retainer shall include:

- Review and analysis of all legislation introduced and referral of those bills of potential impact.
- Legislative advocacy encompassing presentation of your views to the Legislative and Executive branches.
- Preparation of affirmative legislation for introduction and of memoranda supporting or opposing legislation.
- Attendance at public hearings, committee meetings, and other related activity to ensure that legislators are aware of your views and informed of the impact of legislation.
- Preparation of regular reports advising of current status and analysis of future action on pending legislation.
- Discussion and recommendations regarding an affirmative legislative program.
- Coordination of your program with necessary administrative agencies.
- Conferences with representatives of AOL, Inc. as necessary.

Mandatory Client Filings:

- The New York State Lobbying Act requires clients to file two mandatory filings each year with the Commission on Public Integrity;
 - The Client Semi-Annual Report for the period of January to June, which is due on July 15th.
 - The Client Semi-Annual Report for the period of July to December which is due on January 15th.
- The Riddell Group will assist with these mandatory filings. The reports can be submitted as paper forms or you may register and file all reports on line.

NEW YORK

ALBANY

WASHINGTON

119 Washington Avenue, Albany, NY 12210 (518) 434-7400 phone (518) 434-0558 fax

