



VELA | WOOD

INVOICE

Invoice # 1039708

Date: 08/01/2024

Due On: 08/16/2024

138 Technologies Inc.

33024 - 138 Technologies Inc. (Matthew Mallett)**Services**

Date	Resource	Description	Rate	Time	Total
07/02/2024	Law Clerk	Coordinate charter filing and the signature collection of formation documents with Lexie Bauman; send update to Matthew Mallett of filing status and timeline; send RSPA to M. Mallett for review and request terms for the non-compete and non-solicitation sections.	\$195.00	0.75	\$146.25
07/02/2024	Alexis Bauman	Filing the Certificate of Incorporation from the Delaware Secretary of State; adding the filing fee to the client matter.	\$195.00	0.25	\$48.75
07/03/2024	Law Clerk	Review email from Matthew Mallett re: the non-compete provisions in the Restricted Stock Purchase Agreements; update both RSPA's to align with M. Mallett's comments.	\$195.00	0.50	\$97.50
07/05/2024	Alexis Bauman	Reviewing and finalizing the corporate governance documents; obtaining the EIN Letter; email to the client re DBA and registration confirmation.	\$195.00	1.00	\$195.00
07/05/2024	Alexis Bauman	Enrolling 138 Technologies Inc. in registered agent services with Legalinc Corporate Services in Delaware; email to the client re the same; saving correspondence to the client file.	\$195.00	0.25	\$0.00
07/09/2024	Law Clerk	Review comments from Matthew Mallett re: Safe offering; draft the Series I 2024 Safe	\$195.00	0.75	\$146.25

Agreement, Term Sheet, and authorizing Board Consent; send all drafts to Kevin Vela for review.					
07/11/2024	Kevin Vela	Review and revise Safe Term Sheet, authorizing consent and form of Post Money Cap Safe.	\$685.00	0.50	\$342.50
07/11/2024	Alexis Bauman	Sending the corporate governance documents for execution along with a follow up email; sending Safe offering Term Sheet and form to the client for review and requesting raise related information.	\$195.00	0.50	\$97.50
07/12/2024	Kevin Vela	Catch-up call w/Matt to discuss corporate governance docs and Safe round.	\$685.00	0.25	\$171.25
07/14/2024	Kevin Vela	Correspondence w/Matt re: Safe structure.	\$685.00	0.25	\$171.25
07/16/2024	Alexis Bauman	Reviewing client communications re Safe terms; conferring with Kevin Vela re the same; editing the Bylaws re typo; email to the client to confirm status of the same and foreign registrations.	\$195.00	0.25	\$48.75
07/18/2024	Alexis Bauman	Drafting the wire instructions; email to the client re the same and Safe Term Sheet.	\$195.00	0.25	\$48.75
07/19/2024	Alexis Bauman	Drafting DBA certificates for Delaware; searching compliance re the same; reviewing client communications re foreign qualifications; conferring with Kevin Vela re the same.	\$195.00	0.75	\$0.00
07/19/2024	Alexis Bauman	Editing and confirming wire instructions via phone with the client.	\$195.00	0.25	\$48.75
07/20/2024	Alexis Bauman	Editing executed paperwork re founder name correction.	\$195.00	0.25	\$0.00
07/20/2024	Alexis Bauman	Saving executed formation paperwork to the client file; drafting the cover letter and filing the 83(b) election for Matthew Mallett and Christopher Kuech with the Internal Revenue Service.	\$195.00	0.50	\$97.50
07/21/2024	Alexis Bauman	Drafting the Series I 2024 Safes to prepare for execution and signature tracker; investor communications; compiling corporate governance documents zip file; sending the	\$195.00	1.00	\$195.00

same to the client along with a follow up email.

07/22/2024	Mirthelid Hinojosa	Begin to review and retool the deal documents for execution; send the same out via DocuSign; update the signature tracker; send a follow-up email regarding the incoming DocuSign envelope.	\$195.00	1.50	\$292.50
07/23/2024	Mirthelid Hinojosa	Continue to review and retool the deal documents for execution; send the same out via DocuSign; update the signature tracker; send a follow-up email regarding the incoming DocuSign envelope.	\$195.00	3.00	\$585.00
07/24/2024	Mirthelid Hinojosa	Make final updates to review and retool the deal documents for execution; send the same out via DocuSign; update the signature tracker; send a follow-up email regarding the incoming DocuSign envelope.	\$195.00	0.75	\$146.25
07/25/2024	Mirthelid Hinojosa	Review correspondence with investors; make corrections to the safe investment envelope as requested; resend the DocuSign; send a follow-up email regarding the same.	\$195.00	0.25	\$48.75
07/29/2024	Mirthelid Hinojosa	Review pending DocuSign envelopes; follow up and resend the DocuSign links; review, compile the company signature, and archive the executed Safes to the client's file; update the Signature tracker of the same; update Alexis Bauman of the same; loop in Kevin Koskovich to prepare a Blue Sky Memo.	\$195.00	1.00	\$195.00
07/31/2024	Kevin Koskovich	Drafting Blue Sky Securities Exemption Memorandum for 2024 Series I Offering; reviewing and analyzing applicable federal and state-level securities registration exemptions for each Series I investors; reviewing and revising same.	\$445.00	1.25	\$556.25
Line Item Discount Subtotal			-\$243.75		
Services Subtotal			\$3,678.75		

Expenses

Date	Resource	Description	Quantity	Amount	Total
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07/02/2024	Alexis Bauman	Fee to file the Certificate of Incorporation with the Delaware Secretary of State.	1.00	\$227.00	\$227.00
07/05/2024	Alexis Bauman	Fee to enroll 138 Technologies Inc. in registered agent services with Legalinc Corporate Services in Delaware.	1.00	\$100.00	\$100.00
				Expenses Subtotal	\$327.00
				Subtotal	\$4,005.75
				Discount	15.0%
				Total	\$3,404.89
				Payment (08/02/2024)	-\$3,338.25
				Balance Owing	\$66.64

Open Invoices on Account

Current Invoice

Invoice Number	Due On	Amount Due	Payments Received	Balance Due
1039708	08/16/2024	\$3,404.89	\$3,338.25	\$66.64
			Outstanding Balance	\$66.64
			Total Amount Outstanding	\$66.64

Thank you for choosing Vela Wood
If you have any questions, please email billing@velawood.com

Remittance Advice

Checking Information:

Remit checks to: Vela Wood
5307 E. Mockingbird Ln., Ste. 800
Dallas, TX 75206

Wire/ACH Information:

Bank: Benchmark Bank | 5700 Legacy Dr., #10A | Plano, TX 75024

Routing #: 111902055

Name: Vela Wood P.C. Operating

Account #: 254155974

DALLAS
5307 E Mockingbird Ln
Suite 800
Dallas, TX 75206

AUSTIN
620 Congress Ave
Suite 320
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EL PASO
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SAN DIEGO
4445 Eastgate Mall
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San Diego, CA 92121