

**PRIVILEGED ATTORNEY-CLIENT COMMUNICATION**

**Confidentiality and Nondisclosure Related to Reapportionment**

Michael Best & Friedrich LLP ("MB&F") is currently engaged to represent the Wisconsin State Assembly, by its Speaker Jeff Fitzgerald ("Assembly") in connection with matters relating to the reapportionment of the Wisconsin Senate, Assembly and Congressional Districts arising out of the 2010 census (the "Representation"). In connection with the Representation we have instructed certain individuals, working at our direction, to meet with certain members of the Assembly for the purpose of discussing matters within the scope of the Representation. Such discussions shall be conducted for the sole purpose of assisting MB&F in rendering legal advice to the Assembly and, therefore, are subject to the attorney-client and attorney work product privileges. Consistent with those privileges, such discussions are and shall remain confidential.

This letter will confirm our understanding that such discussions are and shall remain confidential and that you agree not to disclose the fact and/or contents of such discussions or any draft documents within your possession related to the subject of the Representation with persons outside of the privilege. If you have any questions regarding the foregoing, please feel free to raise those questions with me. Otherwise, in order to confirm the foregoing understanding, please sign on the line indicated below.

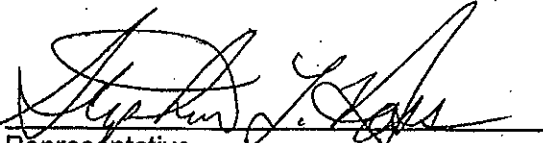
Sincerely,

**MICHAEL BEST & FRIEDRICH LLP**



Eric M. McLeod

**APPROVED AND AGREED UPON:**



Representative

Date: 26 April, 2011.