

SUBCONTRACT AGREEMENT

THIS Subcontract Agreement (hereafter referred to as the "Agreement"), effective this 8th day of December, 2009, entered into by and between EMR, Inc., a corporation organized and existing under the laws of the State of Washington, with offices located at 349 Margie Drive, Warner Robins, GA (hereinafter referred to as the "Company") and Ben Hill Roofing and Siding Co., Inc. a corporation organized and existing under the laws of the State of Georgia with offices located at 6811 W. Bankhead Hwy, Douglasville, GA 30134 (hereinafter referred to as the "Subcontractor").

WITNESS THAT

WHEREAS Company has on the 30th day of September, 2009 entered into a contract USACE, Savannah District ("Client") – Contract Number W912HN-09-C-0078 for Preventive Maintenance and Operations Management Support ("Client Contract") – supporting the Defense Distribution Center at Warner Robins, Georgia (DDWG) ("Owner") and,

WHEREAS the Company wishes to retain the Subcontractor to perform a certain portions of the contract work required by the Client Contract and,

WHEREAS, the Subcontractor is willing to undertake the performance of such work in accordance with the terms and conditions hereinafter set forth,

NOW THEREFORE the parties hereby agree as follows:

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liabilities, damages, penalties and interest, including attorney's fees and litigation expenses (collectively, "Liabilities") arising from, or related to, any exposure, release, or dispersal of Contaminants on or about a project site, except to the extent that such liabilities are caused by the acts, errors, or omissions of the Subcontractor during the performance of services.

ARTICLE 19 – SITE OPERATIONS

If the Company has or receives information regarding undisclosed or unknown surface or subsurface conditions and does not disclose it to Subcontractor, Company will defend, indemnify and hold harmless Subcontractor from and against Liabilities related to, or arising from, such undisclosed or unknown surface or subsurface conditions, except to the extent such Liabilities were caused solely by the Subcontractor.

Company and Subcontractor confirm reading this document in full and confirm that they understand the terms of this Agreement. Company and Subcontractor freely enter into this Agreement. The Agreement becomes effective on the latest date of execution indicated below.

COMPANY:
EMR, Inc.

SUBCONTRACTOR:

/S/ _____ /S/ _____

By: Lemuel L. Campbell

By:

Title: Warner Robins Division Manager

Title:

Date:

Date:

Appendices:

Appendix A: Prime Contract / Client Requirements and Terms

Judy Willig

From: Kevin Nesmith
Sent: Tuesday, December 29, 2009 8:06 AM
To: Judy Willig
Subject: FW: Work Orders for DDWG Roof Repairs
Attachments: Project 9114 Work Order 3722 Ben Hill.pdf; Project 9114 Work Order 3750 Ben Hill.pdf; Project 9114 Work Order 3751 Ben Hill.pdf; Project 9114 Work Order 3752 Ben Hill.pdf

From: Lemuel Campbell
Sent: Friday, December 18, 2009 12:39 PM
To: Patty Webb; rgray@bhroof.com
Cc: Kevin Nesmith
Subject: Work Orders for DDWG Roof Repairs

Patty,

Attached are the work orders for your signature. Please sign and return with signed contract, proof of insurance and W-9 form. I need these today. Thanks LC

Lemuel Campbell
Warner Robins Division Manager

349 Margie Drive
Warner Robins, GA 31088

(478) 953-8857 Office
(478) 953-1736 Fax
(478) 955-9980 Mobile

lcampbell@emr-inc.com
www.emr-inc.com



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Judy Willig

From: Lemuel Campbell
Sent: Monday, December 14, 2009 10:41 AM
To: Patty Webb
Cc: Kevin Nesmith, Judy Willig
Subject: RE: SubContract for Warner

Patty,
We are drafting the Work Orders this morning and would like for you to sign and return with the subcontract, W-9, and insurance.

Lemuel Campbell
Warner Robins Division Manager

349 Margie Drive
Warner Robins, GA 31088

(478) 953-8857 Office
(478) 953-1736 Fax
(478) 955-9980 Mobile

lcampbell@emr-inc.com
www.emr-inc.com



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Please consider the environment before printing this e-mail

From: Patty Webb [mailto:pwebb@bhroof.com]
Sent: Monday, December 14, 2009 10:41 AM
To: Lemuel Campbell
Subject: SubContract for Warner

LC,
Good morning. Just wanted to make sure that insurance certs and contract docs are all you need back. Need W-9 or any other docs? Got all insurance ordered this morning and should be able to send all soon.
Talk to you soon.

Patty Webb
Ben Hill Roofing and Siding Co., Inc.
6811 West Bankhead Highway
Douglasville, Georgia 30134
Ph: 678-741-2056
FX: 678-741-2043

Judy Willig

From: Lemuel Campbell
Sent: Friday, December 11, 2009 5:46 PM
To: Patty Webb
Cc: Judy Willig; Al Edwards; Kevin Nesmith
Subject: Master Subcontract Agreement
Attachments: Ben Hill contractors-request-to-subcontract-checklist.pdf; Statement of Work Roofing Maintenance & Repair Services.pdf; Subcontract No. W912HN-09-C-0078-007 Ben Hill Roofing.pdf

Patty,
I don't think you will be able to send back today. Please see the attached checklist and provide your insurance and subcontractor base rate sheet with the signed contract. Thank you and have a great weekend.

Lemuel Campbell
Warner Robins Division Manager
349 Margie Drive
Warner Robins, GA 31088

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(478) 953-1736 Fax
(478) 955-9980 Mobile

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-----Original Message-----

From: Patty Webb [mailto:pwebb@bhroof.com]
Sent: Wednesday, December 09, 2009 1:16 PM
To: Lemuel Campbell
Subject: Statement of Work-Warner Robins, GA

LC,

Our scanner is a dinosaur so please excuse that each page must be sent individually. On the Statement of Work- had 1 change on page 1 and 3 on page 2 all having to do with welding. We get fire permits for the torches or kettles but we shouldn't be welding anything and also checked with Roger on this and he agreed. Will send the contract pages in separate email.

Let me know what you think.

Patty Webb
Patty Webb
Ben Hill Roofing and Siding Co., Inc.
6811 W. Bankhead Hwy, Douglasville, GA 30134
Phone-(678) 741-2056 or Fax-(678) 741-2043