

EXHIBIT A

2005 04/19 11:58:45 713 522 7909 1/2
Apr 19 05 03:38p Keith LaMonda 713-522-7909 P. 1

ERWIN & JOHNSON LLP
ATTORNEYS AT LAW

111 CORPORATE DRIVE, SUITE 150
LADERA RANCH, CA 92694
TEL: 949.429.2460
FAX: 949.429.2461
WWW.ERWINJOHNSON.COM

WRITER'S EMAIL: cerwin@erwinjohnson.com
DIRECT DIAL: 949.429.2461 EXT. 303

April 14, 2005

C. Keith LaMonda
ABC Viatials, Inc.
12 Greenway Plaza, Suite 1123
Houston, Texas 77046

Re: Life Settlement Trust and Escrow Services

Dear Keith:

This letter will confirm that, upon all signatures, Erwin & Johnson LLP (E&J) has been engaged to provide the services outlined below, subject and limited to the terms of this letter. We appreciate your retention of our firm. Although you are retaining E&J and not any particular attorney, it is anticipated that services will be performed principally by Richard B. Johnson, Esq. and Christopher R. Erwin, Esq.

E&J is committed to providing efficient and responsive service to its clients in an atmosphere of mutual trust, confidentiality and candid communication. In that spirit, this letter sets forth our agreement with you regarding our engagement and the firm's billing practices.

E&J has been retained by you in connection with certain trusts and escrows that will be established in ABC Viatials' line of business. It is expressly understood that we are not retained to advise you in other matter, and any engagement by E&J in any other matter will only be in writing signed by both you and our firm.

We expect our fees to be competitive with other firms offering similar services. Based upon your estimate of three to seven closings per month, our flat service fee will be fifteen thousand dollars (\$15,000) per month. In addition, there will be an additional one-time startup fee of ten thousand dollars (\$10,000) to cover our due diligence and set-up expenses. Our monthly invoices will include itemized charges for expenses such as photocopying, facsimiles, parking, bank fees, mileage, postage, courier costs, and travel expenses.

In particular, our services will include:

1. Trustee Services
2. Escrow Services


2005 04/19 11:53:45
Apr 19 05 03:38p

713 522 7909
Keith LaMonda

713-522-7909

P. 2

C. Keith LaMonda
ABC Viaticals, Inc.
April 14, 2005
Page 2

 ERWIN & JOHNSON ^{LLP}
ATTORNEYS AT LAW

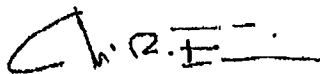
As we have discussed, it is very important to the success of our relationship that our mutual roles and responsibilities be outlined clearly and in detail in the trust and escrow agreements. This will avoid any unnecessary confusion and duplication of effort. Accordingly, we will make sure that the trust and escrow agreements are clear regarding our respective duties and responsibilities.

Please contact us immediately if there should be any questions or concerns of any kind about any of our billings. Open and candid communication about billings is critical, and you should not harbor any unexpressed concern. Often we can answer billing questions (and provide a more detailed description of time spent) from our notes, memories or other material if the question is promptly raised. Unless promptly contracted by you upon receipt of one of our billings, it will be understood that our billing is acceptable.

If you agree to the terms of this engagement letter, and if our billing policies and procedures are acceptable to you, please sign and date the enclosed copy of this letter and return it to the address above. We thank you for the opportunity to do business with you and look forward to a successful long-term relationship. If you have any questions, please contact us at your convenience.

Very truly yours,

ERWIN & JOHNSON ^{LLP}



Christopher R. Erwin, Esq.

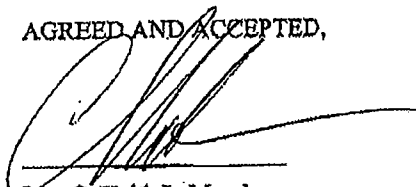
Very truly yours,

ERWIN & JOHNSON ^{LLP}



Richard B. Johnson, Esq.

AGREED AND ACCEPTED,



By: C. Keith LaMonda
ABC Viaticals, Inc.


Date