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RECEIVED

AUG 10 2011

FINANCE DEPARTMENT

TOWN OF APPLE VALLEY  
ATTN: LA VONDA PEARSON  
14955 DALE EVANS PARKWAY  
APPLE VALLEY, CA 92307-3061

August 8, 2011  
Invoice 658146  
JEB  
Page 1

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**INVOICE SUMMARY**

*For Professional Services Rendered Through July 31, 2011:*

Our Matter # 28314.0201A  
Re: APPLE VALLEY RANCHOS WATER COMPANY

|                                         |                     |
|-----------------------------------------|---------------------|
| Current Fees:                           | \$ 28,476.20        |
| Current Reimbursable Costs:             | 2,596.75            |
| Total Current Billings For This Matter: | <u>\$ 31,072.95</u> |



000199 65273  
1001-1020-8972-0402 31,072.95  
DD

Rate  
Mergel  
BRWC

**INVOICE IS DUE AND PAYABLE UPON RECEIPT**

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Re: APPLE VALLEY RANCHOS WATER COMPANY

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| <u>DATE</u> | <u>DESCRIPTION</u>                                                                                                                                                                                                                                                                        | <u>HOURS</u> |
|-------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|
| 07/01/11    | (RATE) REVIEW CORRESPONDENCE RE [REDACTED]; BEGIN<br>REVIEW OF [REDACTED]<br>ASSOCIATE: KELLY CWIERTNY                                                                                                                                                                                    | 3.40         |
| 07/01/11    | (MERGER) E-MAIL CORRESP AND T/CONFS W/ MR. SCHMIDT RE<br>[REDACTED]; E-MAIL CORRESP W/ MR. CRON AND MR.<br>ROBINSON RE SAME; FOLLOW-UP W/ ATTY DALLARDA AND ATTY<br>BROWN RE [REDACTED]<br>PARALEGAL: KRYSTEN STEELE                                                                      | 0.80         |
| 07/02/11    | (RATE) CONTINUE REVIEWING [REDACTED] CONTINUE<br>[REDACTED]; CORRESP W/ ATTYS<br>DALLARDA, BROWN, SCHILLER AND BRADSHAW RE [REDACTED];<br>(MERGER) REVIEW [REDACTED]<br>[REDACTED]; CORRESP TO ATTYS DALLARDA, BROWN,<br>SCHILLER AND BRADSHAW RE [REDACTED]<br>ASSOCIATE: KELLY CWIERTNY | 5.70         |
| 07/03/11    | (RATE) CONTINUE [REDACTED]<br>[REDACTED]; CONTINUE [REDACTED]<br>ASSOCIATE: KELLY CWIERTNY                                                                                                                                                                                                | 3.20         |
| 07/04/11    | (RATE) CONTINUE [REDACTED];<br>CONTINUE [REDACTED]; ([REDACTED]) CORRESP RE<br>[REDACTED]<br>ASSOCIATE: KELLY CWIERTNY                                                                                                                                                                    | 2.70         |
| 07/05/11    | ([REDACTED]) CORRESP RE [REDACTED]<br>ASSOCIATE: KELLY CWIERTNY                                                                                                                                                                                                                           | 0.50         |
| 07/05/11    | RESEARCH [REDACTED]<br>[REDACTED]; EMAIL ATTY SCHILLER RE SAME<br>ASSOCIATE: JESSICA L. HIRSCH                                                                                                                                                                                            | 0.70         |
| 07/05/11    | CONF W/ MS. WILLIAMS RE [REDACTED]<br>[REDACTED]; CONF W/ MR.<br>SCHIMDT RE [REDACTED]<br>PARTNER: PIERO C. DALLARDA                                                                                                                                                                      | 1.70         |
| 07/06/11    | EMAILS RE [REDACTED]<br>[REDACTED] FOLLOW-UP RE [REDACTED]<br>ASSOCIATE: CHARITY B. SCHILLER                                                                                                                                                                                              | 0.30         |
| 07/06/11    | [REDACTED] E-MAIL CORRESP W/ ATTY CWIERTNY RE<br>[REDACTED]; REVIEW [REDACTED] AND<br>PREPARE SUMMARY FOR SAME<br>PARALEGAL: KRYSTEN STEELE                                                                                                                                               | 0.80         |

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**Re: APPLE VALLEY RANCHOS WATER COMPANY**

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| <u>DATE</u> | <u>DESCRIPTION</u>                                                                                                                                                                                                                                                                                   | <u>HOURS</u> |
|-------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|
| 07/06/11    | (BLUE RIBBON WATER COMMITTEE) E-MAIL CORRESP W/ ATTY CWIERTNY RE [REDACTED]<br>[REDACTED]<br>PARALEGAL: KRYSTEN STEELE                                                                                                                                                                               | 0.40         |
| 07/06/11    | ( [REDACTED] ) DRAFT MEMO RE [REDACTED]<br>[REDACTED]; CORRESP W/ ATTYS DALLARDA, BROWN, SCHILLER AND HIRSCH RE SAME; (RATE) CORRESP W/ ATTY BONDONNO AND EBERSHOFF RE BRIEFING SCHEDULE<br>ASSOCIATE: KELLY CWIERTNY                                                                                | 4.70         |
| 07/06/11    | ( [REDACTED] ); DRAFT MEMO RE [REDACTED]<br>[REDACTED] REVIEW [REDACTED]<br>ASSOCIATE 2: BEVERLY BRADSHAW                                                                                                                                                                                            | 2.40         |
| 07/06/11    | REVIEW OF [REDACTED]<br>[REDACTED]<br>PARTNER: PIERO C. DALLARDA                                                                                                                                                                                                                                     | 0.80         |
| 07/07/11    | (MERGER) E-MAIL CORRESP T/CONF W/ MR. SCHMIDT RE [REDACTED]<br>[REDACTED] E-MAIL CORRESP AND T/CONF W/ TOWN MANAGER AND STAFF RE SAME<br>PARALEGAL: KRYSTEN STEELE                                                                                                                                   | 0.80         |
| 07/07/11    | REVIEW OF [REDACTED]<br>[REDACTED]<br>PARTNER: PIERO C. DALLARDA                                                                                                                                                                                                                                     | 0.60         |
| 07/08/11    | ( [REDACTED] ) E-MAIL CORRESP AND COORDINATION W/ ATTY CWIERTNY RE [REDACTED]<br>[REDACTED] T/CONF AND E-MAIL CORRESP W/ MR. SCHMIDT RE [REDACTED]<br>[REDACTED]; FOLLOW-UP W/ ATTYS BROWN AND DALLARDA RE SAME; EXAMINE [REDACTED] AND FOLLOW-UP W/ ATTY BROWN RE SAME<br>PARALEGAL: KRYSTEN STEELE | 1.60         |
| 07/08/11    | REVIEW [REDACTED]; CALENDAR DATES RE SAME;<br>PREPARE FAX [REDACTED]<br>CLERK: TAMMY L. VALVERDE                                                                                                                                                                                                     | 0.20         |
| 07/08/11    | ( [REDACTED] ) DRAFT [REDACTED]<br>CORRESP W/ ATTYS DALLARDA, BROWN, SCHILLER, HIRSCH AND BRADSHAW RE SAME<br>ASSOCIATE: KELLY CWIERTNY                                                                                                                                                              | 4.10         |

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| <u>DATE</u> | <u>DESCRIPTION</u>                                                                                                                                                                                                                                                                                                         | <u>HOURS</u> |
|-------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|
| 07/08/11    | CONTINUE REVIEW OF [REDACTED];<br>CONF W/ ATTY CWIERTNY RE SAME; CONF W/ MR. SCHMIDT RE<br>[REDACTED]<br>PARTNER: PIERO C. DALLARDA                                                                                                                                                                                        | 1.30         |
| 07/08/11    | REVIEW [REDACTED]; CORRESPOND<br>W/ ATTY BRADSHAW RE [REDACTED]<br>[REDACTED]<br>ASSOCIATE: JESSICA L. HIRSCH                                                                                                                                                                                                              | 0.70         |
| 07/10/11    | ( [REDACTED] ) CONTINUE DRAFTING [REDACTED]<br>[REDACTED]<br>ASSOCIATE: KELLY CWIERTNY                                                                                                                                                                                                                                     | 1.30         |
| 07/11/11    | ( [REDACTED] ) FINALIZE [REDACTED]<br>[REDACTED]; CORRESPONDENCE W/ ATTYS DALLARDA,<br>BROWN, SCHILLER AND HIRSCH RE SAME; CORRESPONDENCE W/ MS.<br>STEELE RE SAME; [REDACTED] REVIEW CORRESPONDENCE RE [REDACTED]<br>[REDACTED]; CORRESPONDENCE W/ ATTYS BROWN AND DALLARDA RE<br>[REDACTED]<br>ASSOCIATE: KELLY CWIERTNY | 4.10         |
| 07/11/11    | (MERGER) RECEIVE AND EXAMINE [REDACTED]<br>[REDACTED]; E-MAIL CORRESP AND T/CONF W/ MR. REED [REDACTED]<br>[REDACTED]; FOLLOW-UP W/ ATTY BROWN AND ATTY DALLARDA<br>RE [REDACTED]<br>PARALEGAL: KRYSTEN STEELE                                                                                                             | 2.20         |
| 07/11/11    | REVIEW [REDACTED]<br>[REDACTED]; COMPOSE AND SEND E-MAILS TO TOWN<br>MANAGER AND MR. CRON RE [REDACTED] PREPARE<br>FOR [REDACTED]<br>[REDACTED]<br>PARTNER: JOHN E. BROWN                                                                                                                                                  | 3.70         |
| 07/11/11    | REVIEW OF [REDACTED]<br>PARTNER: PIERO C. DALLARDA                                                                                                                                                                                                                                                                         | 0.70         |
| 07/11/11    | [REDACTED] CONTINUE DRAFTING [REDACTED]<br>[REDACTED]<br>ASSOCIATE 2: BEVERLY BRADSHAW                                                                                                                                                                                                                                     | 1.30         |
| 07/11/11    | CORRESPOND W/ ATTY CWIERTNY RE [REDACTED]<br>ASSOCIATE: JESSICA L. HIRSCH                                                                                                                                                                                                                                                  | 0.10         |

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| <u>DATE</u> | <u>DESCRIPTION</u>                                                                                                                                                                                              | <u>HOURS</u> |
|-------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|
| 07/12/11    | E-MAIL CORRESP W/ ATTY BROWN AND MR. SCHMIDT RE [REDACTED]<br>[REDACTED]; T/CONF W/ MR. SCHMIDT RE [REDACTED]<br>AND EXAMINE [REDACTED]; RESEARCH<br>AND REMIT SAME TO ATTY BROWN;<br>PARALEGAL: KRYSTEN STEELE | 1.90         |
| 07/12/11    | PREPARE FOR [REDACTED]<br>[REDACTED]; ATTEND CLOSED SESSION DISCUSSION RE [REDACTED]<br>PARTNER: JOHN E. BROWN                                                                                                  | 2.30         |
| 07/12/11    | ( [REDACTED] ); CONTINUE DRAFTING [REDACTED]<br>ASSOCIATE 2: BEVERLY BRADSHAW                                                                                                                                   | 2.30         |
| 07/12/11    | REVIEW OF [REDACTED]<br>PARTNER: PIERO C. DALLARDA                                                                                                                                                              | 0.80         |
| 07/12/11    | REVIEW [REDACTED]<br>ASSOCIATE: JESSICA L. HIRSCH                                                                                                                                                               | 1.60         |
| 07/13/11    | ( [REDACTED] ) CONTINUE [REDACTED]<br>[REDACTED]; BEGIN [REDACTED]<br>ASSOCIATE: KELLY CWIERTNY                                                                                                                 | 6.10         |
| 07/13/11    | [REDACTED] FINISH SUMMARY [REDACTED];<br>CORRESPONDENCE WITH ATTY CWIERTNY RE SAME<br>ASSOCIATE 2: BEVERLY BRADSHAW                                                                                             | 1.40         |
| 07/14/11    | CONTINUE WORKING WITH BARTLE WELLS [REDACTED]<br>[REDACTED]<br>PARTNER: JOHN E. BROWN                                                                                                                           | 0.90         |
| 07/14/11    | EMAIL FROM ATTY HIRSCH RE [REDACTED]<br>[REDACTED] SAME<br>CLERK: TAMMY L. VALVERDE                                                                                                                             | 0.20         |
| 07/14/11    | [REDACTED]; DRAFT [REDACTED]<br>[REDACTED] CONFER WITH ATTY BROWN RE SAME; CONFER WITH ATTY<br>DALLARDA RE SAME<br>ASSOCIATE 2: BEVERLY BRADSHAW                                                                | 1.30         |

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| <u>DATE</u> | <u>DESCRIPTION</u>                                                                                                                                                                                                                                                                                                                 | <u>HOURS</u> |
|-------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|
| 07/14/11    | CONFERENCE W/ ATTY BRADSHAW AND MR. SCHMIDT RE [REDACTED]<br>[REDACTED] REVIEW OF [REDACTED]<br>[REDACTED]<br>PARTNER: PIERO C. DALLARDA                                                                                                                                                                                           | 1.70         |
| 07/14/11    | DRAFT [REDACTED] DISTRIBUTE<br>TO TEAM<br>ASSOCIATE: JESSICA L. HIRSCH                                                                                                                                                                                                                                                             | 1.80         |
| 07/15/11    | ( [REDACTED] ) CONTINUE [REDACTED]<br>[REDACTED]; REVIEW [REDACTED]<br>[REDACTED] PREPARED BY ATTY HIRSCH;<br>CORRESPONDENCE W/ ATTY BRADSHAW RE [REDACTED]<br>[REDACTED]; CONTINUE DRAFTING [REDACTED]<br>[REDACTED]; (OTHER) REVIEW [REDACTED]<br>[REDACTED]; CORRESPONDENCE W/ MR. CRON RE<br>SAME<br>ASSOCIATE: KELLY CWIERTNY | 6.20         |
| 07/15/11    | E-MAIL CORRESP AND T/CONF W/ MR. SCHMIDT RE [REDACTED]<br>[REDACTED]; EXAMINE [REDACTED]<br>[REDACTED] AND FOLLOW-UP W/ ATTY DALLARDA AND ATTY BROWN RE<br>SAME<br>PARALEGAL: KRYSTEN STEELE                                                                                                                                       | 0.60         |
| 07/15/11    | REVISIONS TO [REDACTED]<br>[REDACTED]<br>PARTNER: PIERO C. DALLARDA                                                                                                                                                                                                                                                                | 0.30         |
| 07/15/11    | DRAFT [REDACTED]<br>[REDACTED]<br>ASSOCIATE 2: BEVERLY BRADSHAW                                                                                                                                                                                                                                                                    | 0.70         |
| 07/15/11    | CONFERENCE WITH ATTORNEY DALLARDA TO [REDACTED]<br>[REDACTED] DISCUSS [REDACTED]<br>[REDACTED]<br>PARTNER: JOHN E. BROWN                                                                                                                                                                                                           | 0.90         |
| 07/17/11    | DRAFT [REDACTED]<br>ASSOCIATE 2: BEVERLY BRADSHAW                                                                                                                                                                                                                                                                                  | 0.90         |
| 07/18/11    | [REDACTED] REVIEW [REDACTED];<br>CONTINUE DRAFTING [REDACTED];<br>CORRESPONDENCE TO ATTYS DALLARDA, BROWN & HIRSCH RE<br>SAME<br>ASSOCIATE: KELLY CWIERTNY                                                                                                                                                                         | 5.40         |

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| <u>DATE</u> | <u>DESCRIPTION</u>                                                                                                                                                                                                                         | <u>HOURS</u> |
|-------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|
| 07/18/11    | REVIEW AND REVISIONS TO [REDACTED]<br>PARTNER: PIERO C. DALLARDA                                                                                                                                                                           | 0.40         |
| 07/18/11    | REVISIONS TO [REDACTED]<br>[REDACTED]<br>ASSOCIATE 2: BEVERLY BRADSHAW                                                                                                                                                                     | 0.90         |
| 07/18/11    | REVIEW OF [REDACTED]<br>DRAFTED BY ATTY CWIERTNY<br>PARTNER: PIERO C. DALLARDA                                                                                                                                                             | 0.70         |
| 07/19/11    | FINAL REVIEW [REDACTED]<br>[REDACTED]<br>PARTNER: PIERO C. DALLARDA                                                                                                                                                                        | 0.40         |
| 07/20/11    | ( [REDACTED] ) CONTINUE DRAFTING AND EDITS TO [REDACTED]<br>[REDACTED] T/CONFS W/ ATTYS BROWN, DALLARDA<br>AND HIRSCH RE SAME<br>ASSOCIATE: KELLY CWIERTNY                                                                                 | 2.70         |
| 07/20/11    | ( [REDACTED] ) E-MAIL CORRESP W/ MR. SCHMIDT RE [REDACTED]<br>[REDACTED] FINALIZE [REDACTED]<br>[REDACTED] AND REMIT<br>SAME TO MS. PEARSON; E-MAIL CORRESP W/ MS. PEARSON AND ATTY<br>BRADSHAW RE SAME<br>PARALEGAL: KRYSTEN STEELE       | 0.70         |
| 07/22/11    | ( [REDACTED] ) FINALIZE [REDACTED]<br>[REDACTED] T/CONF W/ ATTY BROWN RE SAME; DRAFT [REDACTED]<br>[REDACTED]<br>ASSOCIATE: KELLY CWIERTNY                                                                                                 | 5.10         |
| 07/22/11    | REVIEW OF [REDACTED]<br>[REDACTED] CONF W/ RED SCHMIDT AT<br>BARTLE WELLS RE [REDACTED]<br>PARTNER: PIERO C. DALLARDA                                                                                                                      | 0.90         |
| 07/22/11    | REVIEW AND REVISE [REDACTED]<br>ASSOCIATE: JESSICA L. HIRSCH                                                                                                                                                                               | 2.60         |
| 07/25/11    | ( [REDACTED] ) REVIEW [REDACTED]<br>[REDACTED] PREPARED BY ATTY BRADSHAW;<br>[REDACTED] REVIEW [REDACTED]<br>[REDACTED] CORRESPONDENCE TO ATTYS BROWN, DALLARDA,<br>SCHILLER, BRADSHAW AND MS. STEELE RE SAME<br>ASSOCIATE: KELLY CWIERTNY | 5.20         |

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| <u>DATE</u> | <u>DESCRIPTION</u>                                                                                                                     | <u>HOURS</u> |
|-------------|----------------------------------------------------------------------------------------------------------------------------------------|--------------|
| 07/25/11    | CORRESPONDENCE WITH ATTY CWIERTNY AND PARALEGAL STEELE<br>RE [REDACTED]<br>ASSOCIATE 2: BEVERLY BRADSHAW                               | 0.40         |
| 07/26/11    | T/CONF W/ CHAIRMAN COLEMAN RE [REDACTED]<br>[REDACTED] REVIEW CORRESP RE SAME; EMAILS RE SAME<br>ASSOCIATE: CHARITY B. SCHILLER        | 0.50         |
| 07/26/11    | [REDACTED] EXAMINE [REDACTED]<br>[REDACTED] E-MAIL CORRESP W/ ATTY SCHILLER AND ATTY CWIERTNY<br>RE SAME;<br>PARALEGAL: KRYSTEN STEELE | 0.60         |
| 07/27/11    | [REDACTED] CORRESPONDENCE RE [REDACTED] WITH<br>ATTYS SCHILLE AND BRADSHAW AND MS. STEELE<br>ASSOCIATE: KELLY CWIERTNY                 | 1.00         |
| 07/27/11    | REVIEW OF [REDACTED]<br>[REDACTED]<br>PARTNER: PIERO C. DALLARDA                                                                       | 0.60         |
| 07/27/11    | [REDACTED]; CORRESPONDENCE RE [REDACTED]<br>ASSOCIATE 2: BEVERLY BRADSHAW                                                              | 0.20         |
| 07/28/11    | READ [REDACTED]<br>[REDACTED]; REVIEW CORRESP RE SAME; FOLLOW-UP RE [REDACTED]<br>[REDACTED]<br>ASSOCIATE: CHARITY B. SCHILLER         | 2.20         |

**Summary of Fees:**

| <u>Timekeeper</u>   | <u>Title</u> | <u>Hours</u> | <u>Rate/Hr</u> | <u>Amount</u> |
|---------------------|--------------|--------------|----------------|---------------|
| JOHN E. BROWN       | PARTNER      | 7.80         | 293.00         | 2,285.40      |
| PIERO C. DALLARDA   | PARTNER      | 10.90        | 293.00         | 3,193.70      |
| CHARITY B. SCHILLER | ASSOCIATE    | 3.00         | 257.00         | 771.00        |
| JESSICA L. HIRSCH   | ASSOCIATE    | 7.50         | 257.00         | 1,927.50      |
| KELLY CWIERTNY      | ASSOCIATE    | 61.40        | 257.00         | 15,779.80     |
| BEVERLY BRADSHAW    | ASSOCIATE 2  | 11.80        | 242.00         | 2,855.60      |
| TAMMY L. VALVERDE   | CLERK        | 0.40         | 154.00         | 61.60         |
| KRYSTEN STEELE      | PARALEGAL    | 10.40        | 154.00         | 1,601.60      |

Total Hours: 113.20

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San Diego  
(619) 525-1300  
Walnut Creek  
(925) 977-3300  
Washington DC  
(202) 785-0600

Our Matter # 28314.0201A  
Re: APPLE VALLEY RANCHOS WATER COMPANY

August 8, 2011  
Invoice 658146  
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|                                      |              |
|--------------------------------------|--------------|
| Total Fees for Professional Services | \$ 28,476.20 |
|--------------------------------------|--------------|

**Reimbursable Costs:**

**LOCAL TRAVEL**

|          |                                                                                                           |       |
|----------|-----------------------------------------------------------------------------------------------------------|-------|
| 04/23/11 | TRAVEL; APPLE VALLEY TO ATTEND BLUE RIBBON<br>COMMISSION MEETING RE: APPLE RANCHOS - KENDALL H.<br>MACVEY | 58.14 |
|          | SUBTOTAL:                                                                                                 | 58.14 |

**OTHER PROFESSIONAL**

|          |                                                                                    |          |
|----------|------------------------------------------------------------------------------------|----------|
| 06/21/11 | PROFESSIONAL SERVICES RENDERED THROUGH 05/27/11 -<br>BARTLE WELLS ASSOCIATES (PCD) | 2,100.00 |
|          | SUBTOTAL:                                                                          | 2,100.00 |

**OUTSIDE PRINTING**

|          |                                                                                    |        |
|----------|------------------------------------------------------------------------------------|--------|
| 06/30/11 | OUTSIDE PRINTING RE: A.11-01-001 - CALIFORNIA PUBLIC<br>UTILITIES COMMISSION (BAB) | 416.00 |
|          | SUBTOTAL:                                                                          | 416.00 |
| 07/31/11 | PRINT COST                                                                         | 22.61  |

|                          |             |
|--------------------------|-------------|
| Total Reimbursable Costs | \$ 2,596.75 |
|--------------------------|-------------|

|                                         |              |
|-----------------------------------------|--------------|
| Total Current Billings For This Matter: | \$ 31,072.95 |
|-----------------------------------------|--------------|

*Privileged and Confidential*