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ATTORNEYS AT LAW

3750 University Avenue, Suite 400, P.O. Box 1028, Riverside, CA 92502
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Tax ID # 95-2157337

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JAN 10 2012

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

November 30, 2011
Invoice 666419
JEB
Page 1

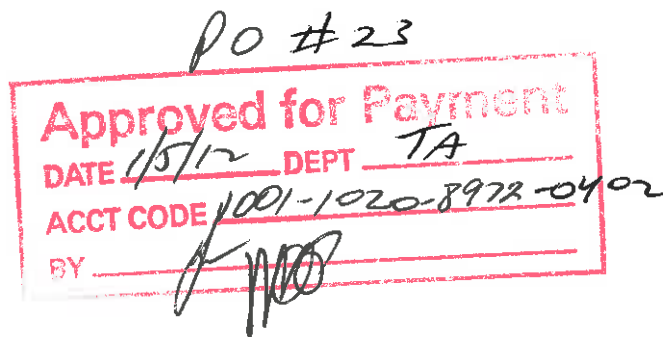
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INVOICE SUMMARY

For Professional Services Rendered Through November 30, 2011:

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

Current Fees:	\$	20,073.80
Current Reimbursable Costs:		55.44
Total Current Billings For This Matter:	\$	<u>20,129.24</u>



INVOICE IS DUE AND PAYABLE UPON RECEIPT

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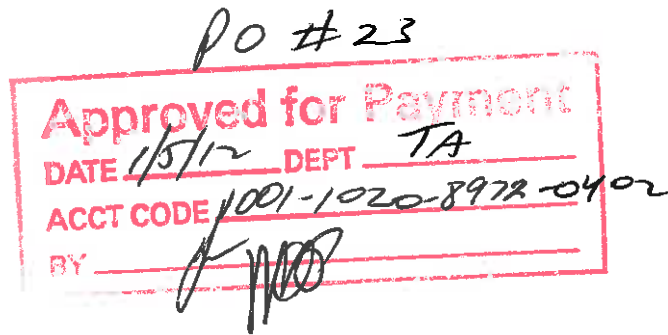
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Re: APPLE VALLEY RANCHOS WATER COMPANY

November 30, 2011
Invoice 666419
Page 2

<u>DATE</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
07/25/11	(██████████) E-MAIL CORRESP AND T/CONFS W/ ATTY CWIERTNY AND ATTY SCHILLER RE ██████████; PREPARE ██████████; FOLLOW-UP W/ ATTY BROWN RE SAME PARALEGAL: KRYSTEN STEELE	1.10
08/11/11	(BRWC) E-MAIL CORRESP W/ MS. PEARSON RE ██████████; EXAMINE ██████████ AND FOLLOW UP W/ ATTY SCHILLER RE SAME PARALEGAL: KRYSTEN STEELE	0.70
08/12/11	REVISE AND FINALIZE ██████████ AND REMIT SAME TO MS. THOMAS FOR ██████████ PARALEGAL: KRYSTEN STEELE	1.90
08/16/11	(██████████) E-MAIL CORRESP W/ MS. CEDERBERG OF THE MISSOULIAN RE MERGER AND FOLLOW-UP W/ ATTY BROWN RE SAME PARALEGAL: KRYSTEN STEELE	0.40
11/01/11	██████████; FURTHER REVIEW OF ██████████; RESEARCH RE SAME; EXTENSIVELY ██████████; DRAFT ██████████ ASSOCIATE: CHARITY B. SCHILLER	██████
11/01/11	(██████████) REVIEW ██████████; CORRESPONDENCE W/ ATTYS BROWN, DALLARDA AND SCHILLER RE SAME; REVIEW ██████████ ASSOCIATE: KELLY CWIERTNY	2.90
11/01/11	REVIEW OF ██████████ PARTNER: PIERO C. DALLARDA	0.40



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November 30, 2011
Invoice 666419
Page 3

<u>DATE</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
11/02/11	READ [REDACTED]; DRAFT CORRESP TO BLUE RIBBON CHAIRMAN COLEMAN RE [REDACTED]; EMAILS RE SAME; REVIEW [REDACTED]; [REDACTED]; EMAILS W/ ATTY CWIERTNY RE [REDACTED]; EXTENDED T/CONF W/ MR. COLEMAN RE [REDACTED]; [REDACTED]; T/CONF W/ TOWN COUNSEL BROWN RE [REDACTED]; DRAFT OUTLINE RE SAME ASSOCIATE: CHARITY B. SCHILLER	3.60
11/02/11	REVIEW [REDACTED] AND [REDACTED] ASSOCIATE: KELLY CWIERTNY	1.50
11/02/11	BEGIN PREPARATION OF [REDACTED]; [REDACTED]; FORWARD WORK PRODUCT ON TO TOWN MANAGER AND MR. CRON; BEGIN REVIEW AND REVISIONS TO [REDACTED] PARTNER: JOHN E. BROWN	2.20
11/02/11	REVIEW OF [REDACTED] PARTNER: PIERO C. DALLARDA	0.70
11/03/11	T/CONF W/ TOWN ATTY BROWN RE [REDACTED]; [REDACTED]; EMAILS RE SAME ASSOCIATE: CHARITY B. SCHILLER	1.30
11/03/11	BEGIN DRAFTING [REDACTED]; [REDACTED] ASSOCIATE: KELLY CWIERTNY	5.80
11/04/11	(MERGER) REVIEW [REDACTED]; REVIEW [REDACTED] CONTINUE DRAFTING [REDACTED]; [REDACTED]; CORRESPONDENCE W/ ATTYS BROWN, DALLARDA AND SCHILLER RE SAME ASSOCIATE: KELLY CWIERTNY	5.10
11/04/11	REVIEW [REDACTED] ASSOCIATE: CHARITY B. SCHILLER	0.50
11/07/11	REVIEW OF [REDACTED] REVIEW OF [REDACTED] PARTNER: PIERO C. DALLARDA	1.20



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

November 30, 2011
Invoice 666419
Page 4

<u>DATE</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
11/08/11	EMAILS RE [REDACTED] REVIEW CORRESP FROM MR. COLEMAN RE SAME; EMAILS W/ ATTY CWIERTNY RE [REDACTED] T/CONF W/ TOWN ATTY BROWN RE SAME; REVIEW [REDACTED] [REDACTED]; EMAILS W/ MR. COLEMAN RE SAME ASSOCIATE: CHARITY B. SCHILLER	1.50
11/08/11	CONF W/ ATTY BROWN RE [REDACTED] [REDACTED] PARTNER: PIERO C. DALLARDA	0.30
11/08/11	CONFERENCE WITH ATTORNEY DALLARDA [REDACTED], [REDACTED] PARTNER: JOHN E. BROWN	3.70
11/09/11	T/CONF W/ TOWN ATTY BROWN RE [REDACTED]; EMAILS RE SAME; FOLLOW-UP RE [REDACTED]; [REDACTED]; EMAILS RE [REDACTED]; T/CONF W/ ASSISTANT TOWN MANAGER CRON RE [REDACTED]; RESEARCH RE [REDACTED] [REDACTED] ASSOCIATE: CHARITY B. SCHILLER	1.80
11/09/11	RESEARCH [REDACTED] [REDACTED]; CORRESPONDENCE W/ ATTYS BROWN AND SCHILLER AND MS. STEELE RE SAME ASSOCIATE: KELLY CWIERTNY	2.50
11/09/11	T/CONF W/ ATTY SCHILLER RE [REDACTED] [REDACTED] ASSOCIATE: ALISHA WINTERSWYK	0.30
11/10/11	RESEARCH [REDACTED] [REDACTED]; DRAFT EMAIL MEMORANDUM TO ATTY SCHILLER RE SAME ASSOCIATE: ALISHA WINTERSWYK	2.20
11/11/11	REVIEW AND RESPOND EMAIL CORRESPONDENCE FROM ATTY SMITH RE [REDACTED]; REVIEW AND EVALUATE [REDACTED]; EXCHANGE EMAILS W/ ATTY SCHILLER RE SAME ASSOCIATE: ALISHA WINTERSWYK	0.60



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Re: APPLE VALLEY RANCHOS WATER COMPANY

November 30, 2011
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Page 5

<u>DATE</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
11/11/11	T/CONF W/ CHAIRMAN COLEMAN RE [REDACTED]; EMAILS RE SAME; EXTENDED T/CONF W/ MR. BARBIERI RE [REDACTED]; EMAILS RE [REDACTED]; FOLLOW-UP W/ ATTY CWIERTNY RE [REDACTED]; REVIEW RESEARCH RE [REDACTED] ASSOCIATE: CHARITY B. SCHILLER	1.60
11/15/11	T/CONFS W/ DR. BARBIERI RE [REDACTED]; EMAILS RE SAME; FOLLOW-UP W/ ATTY CWIERTNY RE [REDACTED] ASSOCIATE: CHARITY B. SCHILLER	0.70
11/16/11	REVIEW AND REVISE [REDACTED]; EMAILS RE [REDACTED]; FOLLOW-UP RE [REDACTED]; T/CONF W/ ATTY CWIERTNY RE SAME ASSOCIATE: CHARITY B. SCHILLER	2.50
11/16/11	REVIEW [REDACTED]; INCORPORATE [REDACTED]; CORRESPONDENCE W/ ATTYS BROWN, DALLARDA AND SCHILLER RE SAME ASSOCIATE: KELLY CWIERTNY	2.50
11/17/11	REVIEW [REDACTED] ASSOCIATE: KELLY CWIERTNY	0.70
11/17/11	T/CONF W/ MR. BARBIERI RE [REDACTED]; EMAILS W/ MR. BARBIERI RE SAME; T/CONF W/ TOWN ATTY BROWN RE SAME ASSOCIATE: CHARITY B. SCHILLER	0.70
11/17/11	REVIEW AND REVISIONS TO [REDACTED] PARTNER: PIERO C. DALLARDA	0.70
11/18/11	EDIT COMMENTS ON [REDACTED]; CORRESPONDENCE W/ ATTYS BROWN, DALLARDA AND SCHILLER RE SAME; PREPARE [REDACTED] ASSOCIATE: KELLY CWIERTNY	0.80
11/18/11	REVIEW [REDACTED]; FOLLOW-UP RE SAME; T/CONF W/ MR. BARBIERI RE [REDACTED] ASSOCIATE: CHARITY B. SCHILLER	0.40
11/18/11	REVIEW, REVISE AND FINALIZE FINAL CPUC FILING RE PARK WATER COMPANY APPLICATION PARTNER: JOHN E. BROWN	3.00

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Page 6

<u>DATE</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
11/18/11	REVIEW OF FINAL VERSION OF [REDACTED] PARTNER: PIERO C. DALLARDA	0.30
11/20/11	[REDACTED] FOR ATTY BROWN FOR [REDACTED] [REDACTED]; COORDINATE WITH MS. CABANG RE SAME ASSOCIATE: KELLY CWIERTNY	0.70
11/21/11	BRIEFLY [REDACTED]; EMAILS W/ TOWN COUNSEL BROWN RE SAME; EMAILS RE [REDACTED] [REDACTED] ASSOCIATE: CHARITY B. SCHILLER	0.70
11/21/11	PREPARE AND FINALIZE [REDACTED] [REDACTED] H [REDACTED]; REVIEW [REDACTED] D [REDACTED]; CORRESPONDENCE W/ ATTYS BROWN DALLARDA AND SCHILLER RE SAME ASSOCIATE: KELLY CWIERTNY	3.30
11/21/11	REVIEW OF [REDACTED] [REDACTED], [REDACTED] F [REDACTED] PARTNER: PIERO C. DALLARDA	0.40
11/21/11	REVIEW OF [REDACTED] [REDACTED] PARTNER: PIERO C. DALLARDA	0.30
11/22/11	([REDACTED] REVIEW [REDACTED] [REDACTED] CORRESPONDENCE W/ ATTYS BROWN, DALLARDA AND SCHILLER RE SAME ASSOCIATE: KELLY CWIERTNY	1.00
11/22/11	EMAILS W/ CHAIRMAN COLEMAN RE [REDACTED] FOLLOW-UP RE [REDACTED]; FOLLOW-UP RE [REDACTED] [REDACTED] ASSOCIATE: CHARITY B. SCHILLER	0.50
11/22/11	REVIEW [REDACTED]; COMPOSE AND SEND UPDATES TO TOWN MANAGER RE [REDACTED] [REDACTED] PARTNER: JOHN E. BROWN	3.70
11/22/11	REVIEW OF [REDACTED] [REDACTED] PARTNER: PIERO C. DALLARDA	0.20

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Page 7

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11/23/11	FOLLOW-UP RE [REDACTED] [REDACTED] EMAILS RE STATUS OF SAME; RESEARCH RE [REDACTED] [REDACTED] ASSOCIATE: CHARITY B. SCHILLER	0.60
11/28/11	READ [REDACTED]; EMAILS RE SAME; REVIEW [REDACTED] [REDACTED] ASSOCIATE: CHARITY B. SCHILLER	0.60
11/28/11	REVIEW OF [REDACTED] [REDACTED] PARTNER: PIERO C. DALLARDA	0.40
11/29/11	REVIEW [REDACTED]; FOLLOW UP RE [REDACTED]; INTRA O/CONF W/ TOWN ATTY BROWN RE [REDACTED]; EMAILS RE SAME; BEGIN RESEARCH RE [REDACTED] [REDACTED] ASSOCIATE: CHARITY B. SCHILLER	1.60
11/29/11	([REDACTED]) REVIEW [REDACTED]; [REDACTED]; CORRESPONDENCE W/ ATTYS BROWN, DALLARDA AND SCHILLER RE [REDACTED]; ASSOCIATE: KELLY CWIERTNY	1.40
11/30/11	RESEARCH RE [REDACTED]; EMAILS RE SAME ASSOCIATE: CHARITY B. SCHILLER	0.30
11/30/11	([REDACTED]) REVIEW [REDACTED] ASSOCIATE: KELLY CWIERTNY	1.00

Summary of Fees:

<u>Timekeeper</u>	<u>Title</u>	<u>Hours</u>	<u>Rate/Hr</u>	<u>Amount</u>
JOHN E. BROWN	PARTNER	12.60	293.00	3,691.80
PIERO C. DALLARDA	PARTNER	4.90	293.00	1,435.70
CHARITY B. SCHILLER	ASSOCIATE	23.40	257.00	6,013.80
KELLY CWIERTNY	ASSOCIATE	29.20	257.00	7,504.40
ALISHA WINTERSWYK	ASSOCIATE	3.10	257.00	796.70
KRYSTEN STEELE	PARALEGAL	4.10	154.00	631.40

Total Hours: 77.30

Total Fees for Professional Services \$ 20,073.80

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Page 8

Reimbursable Costs:

11/30/11	LEXIS ONLINE RESEARCH	50.00
11/30/11	PRINT COST	5.44
Total Reimbursable Costs		\$ 55.44
Total Current Billings For This Matter:		\$ 20,129.24