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MAY 10 2011

FINANCE DEPARTMENT

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

May 10, 2011
Invoice 652344
JEB
Page 1

INVOICE SUMMARY

For Professional Services Rendered Through April 30, 2011:

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

Current Fees:	\$ 78,138.00
Current Reimbursable Costs:	15,849.00
Total Current Billings For This Matter:	<u>\$ 93,987.00</u>

PO #2

Approved for Payment	
DATE <u>6/9/11</u>	DEPT <u>TA</u>
ACCT CODE <u>1001-1020-8972-0402</u>	
BY <u>[Signature]</u>	

Merge Rates
BRWC

Memor # 000199 Des # 65779
File # 1001-1020-8972-0402 Amt 93,987.00
GL Code 1001-1020-8972-0402 Amt 93,987.00
Account 1001-1020-8972-0402 Amt 93,987.00

INVOICE IS DUE AND PAYABLE UPON RECEIPT

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

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
02/01/11	(MERGER - CARLYLE GROUP) [REDACTED] [REDACTED]; FOLLOW-UP W/ ATTY BROWN AND REMIT FINDINGS TO MR. ROBINSON AND MR. CRON RE SAME PARALEGAL: KRYSTEN STEELE	0.40
02/14/11	(FEASIBILITY UPDATE - MERGER) E-MAIL CORRESP W/ ATTY BROWN RE [REDACTED]; [REDACTED] [REDACTED] AND FOLLOW-UP W/ ATTY BROWN RE SAME PARALEGAL: KRYSTEN STEELE	0.90
02/18/11	(FEASIBILITY UPDATE 2011 FOR MERGER/RATE CASES) RECEIVE AND [REDACTED] [REDACTED] E-MAIL CORRESP W/ ATTY BROWN AND MR. SCHMIDT RE SAME PARALEGAL: KRYSTEN STEELE	1.30
02/22/11	REVISE AND FINALIZE [REDACTED] [REDACTED]; DRAFT [REDACTED] [REDACTED] E-MAIL CORRESP W/ MR. SCHMIDT AND ATTY BROWN RE SAME PARALEGAL: KRYSTEN STEELE	2.70
02/23/11	(RATE INCREASE) E-MAIL CORRESP W/ ATTY BROWN AND MR. CRON RE [REDACTED] [REDACTED] PARALEGAL: KRYSTEN STEELE	0.60
02/23/11	(MERGER - FEASIBILITY UPDATE) E-MAIL CORRESP W/ ATTY BROWN AND MR. SCHMIDT RE [REDACTED] [REDACTED] PARALEGAL: KRYSTEN STEELE	0.30
04/01/11	FINALIZE REVIEW [REDACTED]; DRAFT [REDACTED] EMAIL CORRESPONDENCE TO ATTYS DALLARDA, BROWN, CWIERTNY AND SCHILLER RE SAME ASSOCIATE: ALISHA WINTERSWYK	1.60
04/01/11	(MERGER) CORRESPONDENCE W/ MS. SHEK RE [REDACTED] [REDACTED]; BEGIN DRAFTING [REDACTED] [REDACTED] T/CONF W/ MS. STEELE RE [REDACTED] CORRESPONDENCE W/ MR. SCHMIDT RE [REDACTED]; (RATE INCREASE) BEGIN REVIEW [REDACTED] ASSOCIATE: KELLY CWIERTNY	2.30

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04/01/11	(CARLYLE MERGER) E-MAIL CORRESP W/ MR. REED AND ATTY CWIERTNY RE [REDACTED] [REDACTED] PARALEGAL: KRYSTEN STEELE	0.50
04/01/11	MERGER PROCEEDING; REVIEW [REDACTED] COMMENTS TO SAME; [REDACTED] [REDACTED] PARTNER: PIERO C. DALLARDA	1.60
04/01/11	CONTINUE LEGAL REVIEW OF [REDACTED] [REDACTED] PARTNER: JOHN E. BROWN	1.30
04/04/11	REVIEW CORRESP RE [REDACTED] EMAILS RE SAME; FOLLOW-UP RE SAME; EXCHANGE EMAIL CORRESP W/ MR. SCHMIDT [REDACTED]; REVIEW AND REVISE [REDACTED] INTRA O/CONF W/ ATTY CWIERTNY RE SAME; T/CONF W/ ATTY BROWN RE [REDACTED] [REDACTED] ASSOCIATE: CHARITY B. SCHILLER	1.40
04/04/11	(MERGER) T/CONF W/ ATTY DALLARDA, WINTERSWYK, MATTES AND EBERSHOFF RE [REDACTED] [REDACTED]; DRAFT [REDACTED] CONTINUE RESEARCH [REDACTED] [REDACTED]; CONTINUE DRAFTING [REDACTED]; T/CONF W/ MS. STEELE RE [REDACTED]; (RATE INCREASE) CORRESPONDENCE W/ MR. SCHMIDT [REDACTED]; REVIEW [REDACTED] [REDACTED] ASSOCIATE: KELLY CWIERTNY	7.20
04/04/11	T/CONF W/ MR. HENDERSON AND MEMBER OF BLUE RIBBON WATER COMMITTEE RE [REDACTED]; COMPOSE AND SEND FOLLOW-UP E-MAILS TO MR. HENDERSON PARTNER: JOHN E. BROWN	1.30
04/04/11	REVIEW [REDACTED] T/CONF W/ ATTY CWIERTNY RE SAME; REVIEW EMAIL CORRESPONDENCE FROM ATTY DALLARDA RE SAME; T/CONF W/ ATTY DALLARDA, CWIERTNY, MATTIS AND EBERSHOFF RE SAME ASSOCIATE: ALISHA WINTERSWYK	1.10
04/04/11	(MERGER) BEGIN RESEARCH RE [REDACTED] [REDACTED]; CONFER WITH ATTY CWIERTNY RE SAME ASSOCIATE 2: BEVERLY BRADSHAW	1.10

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
04/04/11	MERGER; REVIEW OF [REDACTED] [REDACTED]; PREPARE FOR CONFERENCE CALL WITH [REDACTED] [REDACTED]; CONF W/ ATTYS MATTES (PARK WATER), EBERSHOFF (WESTERN-CARLYLE) AND ATTY CWIERTNY RE [REDACTED] CONF W/ ATTY CWIERTNY RE [REDACTED] [REDACTED]; REVIEW OF ISSUES RAISED BY MR. HENDERSON RE [REDACTED] [REDACTED] CONF W/ ATTY CWIERTNY RE [REDACTED] REVIEW OF [REDACTED] PARTNER: PIERO C. DALLARDA	2.60
04/05/11	REVIEW [REDACTED] [REDACTED]; COMPOSE AND SEND NUMEROUS E-MAILS TO TOWN MANAGER, MR. CRON AND OTHERS RE [REDACTED] REVIEW AND REPLY TO E-MAIL FROM KATHIE MARTIN RE [REDACTED] [REDACTED]; T/CONF W/ TOWN CLERK RE [REDACTED] [REDACTED]; REVIEW [REDACTED] FOR LEGAL SUFFICIENCY; REVIEW AND RESPOND TO E- MAIL FROM TOWN MANAGER RE [REDACTED] PARTNER: JOHN E. BROWN	2.00
04/05/11	(RATE INCREASE) CORRESPONDENCE W/ MR. SCHMIDT RE [REDACTED]; CORRESPONDENCE W/ AVR RE R [REDACTED] [REDACTED]; (MERGER) CONTINUE RESEARCH OF [REDACTED] AND CONTINUE DRAFTING [REDACTED] [REDACTED] CORRESPONDENCE W/ MS. STEELE RE SAME ASSOCIATE: KELLY CWIERTNY	6.40
04/05/11	MERGER; REVIEW OF [REDACTED] [REDACTED] REVIEW OF [REDACTED] [REDACTED]; REVIEW OF [REDACTED] [REDACTED]; REVISIONS TO ATTY CWIERTNY [REDACTED] [REDACTED]; REVIEW OF MR. JORDAN'S RESPONSE RE SAME PARTNER: PIERO C. DALLARDA	2.80

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
04/06/11	(MERGER) CONTINUE PREPARATION OF [REDACTED] [REDACTED] CONTINUE DRAFTING [REDACTED]; CONTINUE WORK ON [REDACTED]; INTRAOFFICE CONF W/ MS. STEELE RE [REDACTED]; (RATE INCREASE) CONTINUE EFFORTS [REDACTED]; REVIEW [REDACTED] ASSOCIATE: KELLY CWIERTNY	
04/06/11	REVIEW EMAIL FROM ATTY CWIERTNY RE [REDACTED] [REDACTED] ASSOCIATE: ALISHA WINTERSWYK	0.20
04/06/11	REVIEW CORRESP RE [REDACTED] [REDACTED]; EMAILS RE [REDACTED] W/ APPLE VALLEY RANCHOS; FOLLOW-UP RE SAME ASSOCIATE: CHARITY B. SCHILLER	0.80
04/06/11	REVIEW [REDACTED] COMPOSE AND SEND E-MAIL RE [REDACTED] PARTNER: JOHN E. BROWN	0.90
04/06/11	COMPOSE AND SEND E-MAIL TO VICTOR VALLEY DAILY PRESS RE [REDACTED]; CONTINUE WORK ON [REDACTED] PARTNER: JOHN E. BROWN	2.10
04/06/11	MERGER PROCEEDING; REVIEW AND REVISIONS TO [REDACTED] [REDACTED] PARTNER: PIERO C. DALLARDA	1.20
04/07/11	(MERGER - CARLYLE) ATTEND MEETING W/ MR. CRON AND CONSULTANTS RE [REDACTED]; EXAMINE DOCUMENTS RE SAME AND T/CONF W/ ATTY BROWN PARALEGAL: KRYSTEN STEELE	6.40
04/11/11	T/CONF W/ ATTY BROWN RE [REDACTED] [REDACTED]; REVIEW CORRESP RE [REDACTED] [REDACTED] REVIEW [REDACTED] AND CORRESP RE SAME; FOLLOW-UP W/ ATTY DALLARDA RE SAME ASSOCIATE: CHARITY B. SCHILLER	1.30
04/11/11	(MERGER); RESEARCH RE [REDACTED] [REDACTED] ASSOCIATE 2: BEVERLY BRADSHAW	1.70

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04/11/11	(RATE INCREASE) RESEARCH RE [REDACTED] [REDACTED] ASSOCIATE 2: BEVERLY BRADSHAW	2.60
04/11/11	RATES CASE; REVIEW OF [REDACTED]; REVIEW OF [REDACTED] PARTNER: PIERO C. DALLARDA	1.80
04/12/11	RESEARCH RE [REDACTED] [REDACTED]; FOLLOW-UP RE [REDACTED]; T/CONF W/ PARALEGAL STEELE RE [REDACTED]; EMAILS RE [REDACTED]; REVIEW CORRESP RE [REDACTED] ASSOCIATE: CHARITY B. SCHILLER	0.80
04/12/11	PREPARE FOR AND ATTENDING COUNCIL MEETING PARTNER: PIERO C. DALLARDA	7.30
04/12/11	REVIEW OF [REDACTED] [REDACTED] PARTNER: PIERO C. DALLARDA	0.50
04/13/11	INTRA O/CONF W/ ATTY CWIERTNY RE [REDACTED] [REDACTED]; T/CONFS W/ TOWN ATTY BROWN RE STATUS OF SAME; EMAILS RE SAME; FOLLOW-UP RE [REDACTED] [REDACTED]; EMAILS W/ TOWN MANAGER RE [REDACTED] [REDACTED] FURTHER RESEARCH AND FOLLOW-UP W/ TOWN ATTY BROWN RE SAME; REVIEW [REDACTED] [REDACTED] INTRA O/CONF W/ ATTY CWIERTNY RE [REDACTED] EMAILS RE SAME ASSOCIATE: CHARITY B. SCHILLER	4.80
04/13/11	(MERGER) CONTINUE PREPARATIONS FOR [REDACTED] [REDACTED] DRAFT [REDACTED] [REDACTED] COMPLETE [REDACTED]; T/CONF W/ MR. SCHMIDT RE [REDACTED]; (RATE INCREASE) CORRESPONDENCE W/ ATTYS DALLARDA, BROWN AND SCHILLER RE [REDACTED] [REDACTED] T/CONF W/ MR. SCHMIDT RE [REDACTED] ASSOCIATE: KELLY CWIERTNY	8.60

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04/13/11	REVIEW AND REVISIONS TO [REDACTED] [REDACTED]; CONF W/ MR. CRON RE [REDACTED] [REDACTED] [REDACTED] REVIEW [REDACTED] [REDACTED] CONFERENCE W/ ALJ WEATHERFORD RE [REDACTED] [REDACTED]; CONF W/ TOWN RE [REDACTED] PARTNER: PIERO C. DALLARDA	4.70
04/14/11	FOLLOW-UP W/ PARALEGAL STEELE RE [REDACTED] [REDACTED]; REVIEW MATERIALS [REDACTED] [REDACTED]; T/CONF W/ TOWN ATTY BROWN RE [REDACTED] EMAILS RE SAME; INTRA O/CONF W/ ATTY CWIERTNY [REDACTED] [REDACTED] EMAILS RE SAME; EMAILS RE [REDACTED] [REDACTED] ASSOCIATE: CHARITY B. SCHILLER	9.60
04/14/11	REVIEW EMAIL CORRESPONDENCE FROM ATTY CWIERTNY RE [REDACTED] [REDACTED] ASSOCIATE: ALISHA WINTERSWYK	0.30
04/14/11	TRAVEL TO TOWN OF APPLE VALLEY TO ATTEND FIRST MEETING OF THE BLUE RIBBON WATER COMMITTEE; CONFERENCE WITH [REDACTED] [REDACTED] PARTNER: JOHN E. BROWN	3.90
04/14/11	(BLUE RIBBON WATER COMMITTEE) RESEARCH AND EXAMINE [REDACTED] [REDACTED]; DRAFT AND FINALIZE [REDACTED] [REDACTED] E-MAIL CORRESP AND T/CONFS W/ MS. PEARSON IN PREPARATION FOR [REDACTED] PARALEGAL: KRYSTEN STEELE	5.90
04/14/11	CONTINUE FOLLOW-UP ON [REDACTED] [REDACTED] PARTNER: JOHN E. BROWN	3.10

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
04/14/11	(MERGER) CONTINUE PREPARATIONS FOR [REDACTED] ATTEND AND PRESENT [REDACTED]; (RATE INCREASE) CORRESPONDENCE W/ AVR RE PRODUCTION OF WORKPAPERS AND POTENTIAL MOTION TO COMPEL; CORRESPONDENCE W/ PARTIES RE [REDACTED] ASSOCIATE: KELLY CWIERTNY	13.00
04/14/11	REVIEW OF [REDACTED] SAME; REVIEW AND REVISIONS TO [REDACTED] PARTNER: PIERO C. DALLARDA	0.90
04/15/11	REVIEW EMAILS RE [REDACTED] PARTNER: GLEN W. PRICE	0.50
04/15/11	REVIEW [REDACTED] PARTNER: JOHN E. BROWN	0.20
04/15/11	EMAILS RE [REDACTED]; FOLLOW-UP RE SAME; REVIEW [REDACTED]; INTRA O/CONF W/ TOWN ATTY BROWN RE SAME; FOLLOW-UP AND EMAILS RE [REDACTED] ASSOCIATE: CHARITY B. SCHILLER	1.20
04/15/11	(MERGER); RESEARCH RE [REDACTED] ASSOCIATE 2: BEVERLY BRADSHAW	1.20
04/15/11	(RATE INCREASE) REVIEW AVR RESPONSE TO CONFIDENTIALITY OF WORKPAPERS; DRAFT MOTION TO COMPEL WORKPAPERS FROM AVR; (MERGER) CORRESPONDENCE W/ ATTYS MACVEY, DIVEN AND PRICE RE BRWC PRESENTATIONS; BEGIN DRAFTING SIGNAGE FOR PHC ASSOCIATE: KELLY CWIERTNY	6.90
04/15/11	CONF W/ ATTY SCHILLER RE [REDACTED] REVIEW OF MEMORANDA FROM ATTY JORDAN RE PRODUCTION OF WORKPAPERS; CONF W/ ATTY CWIERTNY RE [REDACTED] PARTNER: PIERO C. DALLARDA	1.30

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04/18/11	DRAFT [REDACTED]; T/CONF W/ ATTY SCHILLER RE SAME; [REDACTED] ASSOCIATE: ALISHA WINTERSWYK	1.80
04/18/11	T/CONF W/ ATTY WINTERSWYK RE [REDACTED]; T/CONF W/ TOWN ATTY BROWN RE SAME; FOLLOW-UP W/ PARALEGAL STEELE RE [REDACTED] ASSOCIATE: CHARITY B. SCHILLER	0.60
04/18/11	BEGIN REVIEW OF [REDACTED] PARTNER: PIERO C. DALLARDA	0.70
04/18/11	REVIEW [REDACTED] [REDACTED]; COMPOSE AND SEND E-MAIL INQUIRY TO [REDACTED]; COMPOSED AND SEND E-MAIL TO MR. ROBINSON RE [REDACTED]; COMPOSE AND SEND E-MAIL RE [REDACTED]; CONTINUE ASSISTING TOWN ON [REDACTED] PARTNER: JOHN E. BROWN	1.70
04/19/11	REVIEW CORRESP RE [REDACTED]; INTRA O/CONF W/ ATTY CWIERTNY RE SAME; T/CONF W/ ATTY WINTERSWYK RE [REDACTED] T/CONF W/ ATTY WINTERSWYK RE [REDACTED] ASSOCIATE: CHARITY B. SCHILLER	2.90
04/19/11	T/CONF W/ ATTYS SCHILLER AND CWIERTNY RE [REDACTED] ASSOCIATE: ALISHA WINTERSWYK	0.70
04/19/11	REVIEW AND REVISIONS TO [REDACTED] PARTNER: PIERO C. DALLARDA	1.90

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04/19/11	(MERGER) PREPARE [REDACTED]; COORDINATE [REDACTED]; [REDACTED]; CONTINUE PREPARE [REDACTED]; T/CONF W/ ATTYS SCHILLER AND WINTERSWYK RE [REDACTED] [REDACTED] ASSOCIATE: KELLY CWIERTNY	8.10
04/19/11	(BLUE RIBBON WATER COMMITTEE) E-MAIL CORRESP W/ MS. PEARSON AND ATTY CWIERTNY RE [REDACTED] [REDACTED] PARALEGAL: KRYSTEN STEELE	0.40
04/20/11	REVIEW AND REVISE [REDACTED] [REDACTED] PREPARE FOR AND ATTEND [REDACTED] [REDACTED]; EMAILS RE PREPARATION FOR SAME; INTRA O/CONF W/ PARALEGAL STEELE RE [REDACTED] BY MR. SCHMIDT; RESEARCH RE [REDACTED] [REDACTED] EMAILS W/ ATTY WINTERSWYK RE [REDACTED]; T/CONF W/ COMMITTEE MEMBER [REDACTED] T/CONF W/ CHAIRMAN COLEMAN RE SAME; REVIEW FINAL [REDACTED] [REDACTED] ASSOCIATE: CHARITY B. SCHILLER	
04/20/11	BEGIN RESEARCH RE [REDACTED] [REDACTED] ASSOCIATE: ALISHA WINTERSWYK	4.50
04/20/11	CONTINUE FOLLOW-UP AND PREPARATION FOR [REDACTED] [REDACTED]; REVIEW [REDACTED] [REDACTED] [REDACTED] REVIEW [REDACTED] COMPOSE AND EXCHANGE NUMEROUS E- MAILS WITH TOWN STAFF, TOWN ATTORNEYS AND OTHERS PARTNER: JOHN E. BROWN	2.10
04/20/11	MEETING W/ ATTYS MACVEY, DIVEN, PRICE AND CWIERTNY RE [REDACTED] FURTHER REVISIONS TO [REDACTED]; FINAL REVISIONS TO [REDACTED] [REDACTED] PARTNER: PIERO C. DALLARDA	1.30
04/20/11	(RATE INCREASE) FINALIZE [REDACTED] [REDACTED] CONTINUE DRAFTING [REDACTED] [REDACTED]; CORRESPONDENCE W/ MS. MARTIN RE [REDACTED] [REDACTED] ASSOCIATE: KELLY CWIERTNY	8.40

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
04/20/11	REVIEW MATERIALS FOR [REDACTED] [REDACTED] PREPARE [REDACTED] [REDACTED] DISCUSS W/ ATTY DALLARDA PARTNER: GLEN W. PRICE	5.30
04/20/11	(BLUE RIBBON WATER COMMITTEE) ATTEND MEETING IN PREPARATION [REDACTED] AND FOLLOW-UP W/ MS. PEARSON RE [REDACTED] T/CONF W/ MR. SCHMIDT [REDACTED] [REDACTED] RESEARCH AND EXAMINE [REDACTED] [REDACTED] PREPARE [REDACTED] PARALEGAL: KRYSTEN STEELE	4.60
04/20/11	INTRA O/CONFS RE [REDACTED] PARTNER: KENDALL H. MACVEY	1.40
04/20/11	T/CONF W/ ATTY SCHILLER [REDACTED] [REDACTED] PARTNER: WARREN B. DIVEN	1.00
04/21/11	FINALIZE DRAFTING [REDACTED] [REDACTED] DRAFT EMAIL CORRESPONDENCE TO ATTYS SCHILLER AND CWIERTNY RE SAME ASSOCIATE: ALISHA WINTERSWYK	0.90
04/21/11	REVIEW CORRESP FROM [REDACTED] [REDACTED] EMAILS RE [REDACTED] [REDACTED] FOLLOW-UP RE [REDACTED] ASSOCIATE: CHARITY B. SCHILLER	0.70
04/21/11	(RATE INCREASE) REVIEW CORRESPONDENCE RE [REDACTED] EMAIL ATTYS SCHILLER, DALLARDA AND BROWN RE SAME; (MERGER) REVIEW [REDACTED] ASSOCIATE: KELLY CWIERTNY	0.80
04/21/11	REVISE [REDACTED]; REVIEW EMAILS AND MATERIALS RE SAME PARTNER: GLEN W. PRICE	1.50

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
04/21/11	(BLUE RIBBON WATER COMMITTEE) PREPARE AND COMPLETE [REDACTED] E-MAIL CORRESP W/ MS. MARTIN REMITTING SAME PARALEGAL: KRYSTEN STEELE	1.60
04/21/11	REVIEW [REDACTED] PARTNER: KENDALL H. MACVEY	0.90
04/22/11	REVIEW CORRESP FROM ATTYS EBERSHOFF AND BONDONNO RE MEDIATION ISSUES; INTRA O/CONF W/ ATTY CWIERTNY RE [REDACTED] T/CONFS W/ TOWN ATTY BROWN RE [REDACTED] E-MAILS RE SAME; FINISH [REDACTED] ASSOCIATE: CHARITY B. SCHILLER	6.40
04/22/11	REVIEW [REDACTED] PARTNER: GLEN W. PRICE	1.00
04/22/11	(RATE INCREASE) REVIEW [REDACTED] [REDACTED]; INTER O/CONF W/ ATTYS SCHILLER AND BROWN AND MS. STEELE RE REVIEW [REDACTED] FINALIZE [REDACTED] ASSOCIATE: KELLY CWIERTNY	7.90
04/22/11	RESEARCH RE [REDACTED] ASSOCIATE: ALISHA WINTERSWYK	0.50
04/22/11	CONFERENCE CALL WITH ATTYS SCHILLER AND CWIERTNY RE [REDACTED]; EXCHANGE E-MAILS WITH ATTYS SCHILLER AND CWIERTNY [REDACTED] REVIEW [REDACTED] [REDACTED] COMPOSE AND SEND [REDACTED] TO TOWN MANAGER AND STAFF PARTNER: JOHN E. BROWN	2.40

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
04/22/11	(BLUE RIBBON WATER COMMITTEE) E-MAIL CORRESP W/ MS. PEARSON RE [REDACTED]; RECEIVE AND EXAMINE [REDACTED]; FOLLOW-UP W/ ATTY CWIERTNY RE SAME; T/CONF W/ MS. HEVLE RE [REDACTED] AND FOLLOW-UP W/ ATTY CWIERTNY RE SAME; CONFERENCE W/ MODERATORS [REDACTED] FOLLOW-UP W/ ATTY BROWN RE [REDACTED] PARALEGAL: KRYSTEN STEELE	2.80
04/22/11	REVIEW [REDACTED]; INTRA O/CONFS RE [REDACTED] PARTNER: KENDALL H. MACVEY	1.80
04/22/11	PREP [REDACTED] PARTNER: WARREN B. DIVEN	2.00
04/22/11	REVIEW OF [REDACTED]; INTEROFFICE CONF W/ ATTY SCHILLER [REDACTED]; REVIEW OF ATTY JORDAN (AVR) RESPONSE TO SECOND REQUEST FOR INFORMATION IN MERGER PROCEEDING PARTNER: PIERO C. DALLARDA	1.90
04/23/11	ATTEND BLUE RIBBON WATER COMMITTEE MEETING IN APPLE VALLEY AND MAKE PRESENTATION ON MERGER PARTNER: GLEN W. PRICE	5.00
04/23/11	ATTEND AND PRESENT BLUE RIBBON COMMISSION MEETING PARTNER: KENDALL H. MACVEY	4.80
04/23/11	TRAVEL TO AND ATTEND MEETING OF BLUE RIBBON WATER COMMITTEE ASSOCIATE 2: BEVERLY BRADSHAW	4.50
04/23/11	TRAVEL TO AND FROM TOWN HALL; PARTICIPATE IN BLUE RIBBON COMMITTEE MEETING MAKING PRESENTATION [REDACTED] PARTNER: WARREN B. DIVEN	7.00
04/25/11	(MERGER - CARLYLE) DRAFT [REDACTED] AND REMIT SAME TO ATTY BROWN PARALEGAL: KRYSTEN STEELE	1.10

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
04/25/11	RESEARCH AND FOLLOW-UP RE [REDACTED] [REDACTED]; T/CONF W/ TOWN ATTY BROWN RE SAME; EMAILS RE [REDACTED] INTRA O/CONF W/ PARALEGAL STEELE RE SAME; FOLLOW-UP RE [REDACTED]; EMAILS RE [REDACTED] [REDACTED] EMAILS RE [REDACTED] [REDACTED] T/CONF W/ CHAIRMAN COLEMAN RE [REDACTED] ASSOCIATE: CHARITY B. SCHILLER	4.10
04/25/11	(MERGER) REVIEW [REDACTED] [REDACTED] CORRESPONDENCE W/ ATTY SCHILLER AND MS. STEELE RE SAME ASSOCIATE: KELLY CWIERTNY	0.70
04/25/11	REVIEW [REDACTED] WITH ATTY SCHILLER; REVIEW [REDACTED] [REDACTED]; REVIEW E-MAIL FROM MR. KRIEGER RE [REDACTED] [REDACTED]; COMPOSE AND SEND E-MAIL TO MR. KRIEGER; DRAFT AND SEND [REDACTED] [REDACTED] PARTNER: JOHN E. BROWN	2.10
04/25/11	REVIEW AND RESPOND TO EMAIL CORRESPONDENCE FROM ATTY SCHILLER RE [REDACTED] ASSOCIATE: ALISHA WINTERSWYK	0.30
04/25/11	DISCUSS [REDACTED] W/ ATTYS SCHILLER, DALLARDA AND BROWN PARTNER: GLEN W. PRICE	0.50
04/25/11	DRAFT [REDACTED] [REDACTED] ASSOCIATE 2: BEVERLY BRADSHAW	2.60
04/26/11	PREPARE FOR [REDACTED] [REDACTED] T/CONF W/ ATTYS DALLARDA, SCHILLER AND CWIERTNY RE [REDACTED] [REDACTED] PARTNER: JOHN E. BROWN	1.80

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
04/26/11	(RATE INCREASE) T/CONF W/ ALJ WEATHERFORD AND PARTIES RE ADR PROCEDURE; [REDACTED] [REDACTED]; RESEARCH [REDACTED] [REDACTED] ASSOCIATE: KELLY CWIERTNY	8.10
04/26/11	REVIEW [REDACTED] [REDACTED] PREPARE FOR AND PARTICIPATE IN [REDACTED] T/CONF W/ MR. SCHMIDT RE [REDACTED] [REDACTED]; EMAILS RE SAME; [REDACTED] [REDACTED]; EMAILS RE SAME ASSOCIATE: CHARITY B. SCHILLER	4.30
04/26/11	REVIEW ADDITIONAL [REDACTED] [REDACTED] PARTNER: GLEN W. PRICE	1.50
04/26/11	T/CONF W/ ADMINISTRATIVE LAW JUDGE RE SETTLEMENT PROCESS ON RATE SETTING PROCEDURE; T/CONF W/ MR. SCHMIDT [REDACTED] [REDACTED] [REDACTED] PARTNER: PIERO C. DALLARDA	2.60
04/26/11	CONFER WITH ATTY CWIERTNY [REDACTED] [REDACTED] ASSOCIATE 2: BEVERLY BRADSHAW	0.90
04/27/11	REVIEW [REDACTED] [REDACTED] INTRA O/CONF W/ ATTY CWIERTNY RE [REDACTED] [REDACTED]; T/CONF W/ PARALEGAL STEEL RE [REDACTED] DRAFT [REDACTED] [REDACTED]; EMAILS RE SAME; T/CONF W/ COMMITTEE MEMBER BARBIERI RE [REDACTED] EMAILS RE SAME ASSOCIATE: CHARITY B. SCHILLER	3.20

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
04/27/11	(RATE INCREASE) CONTINUE DRAFTING [REDACTED] [REDACTED] CORRESPONDENCE W/ PARTIES RE CONTINUE DRAFTING [REDACTED] [REDACTED]; INTER O/CONF W/ ATTYS SCHILLER AND BROWN RE [REDACTED] ASSOCIATE: KELLY CWIERTNY	7.90
04/27/11	REVIEW OF [REDACTED] [REDACTED]; REVISIONS TO SAME; CONF W/ ATTY PRICE AND ATTY SCHILLER RE [REDACTED] [REDACTED] PARTNER: PIERO C. DALLARDA	0.60
04/27/11	TRAVEL TO SANTA BARBARA FOR [REDACTED] [REDACTED] [REDACTED] (NO CHARGE TO CLIENT) PARTNER: JOHN E. BROWN	2.80 NO CHARGE
04/28/11	REVIEW CORRESP FROM MR. JORDAN RE TIME EXTENSION; T/CONF W/ ATTY WINTERSWYK RE [REDACTED] [REDACTED]; T/CONF W/ MR. BARBIERI RE SAME; REVIEW ATTY [REDACTED] [REDACTED]; EMAILS RE SAME; REVIEW CORRESP FROM ATTY MATTES RE CONFIDENTIALITY ISSUES ASSOCIATE: CHARITY B. SCHILLER	2.20
04/28/11	RESEARCH [REDACTED] [REDACTED]; DRAFT EMAIL CORRESPONDENCE TO ATTY SCHILLER RE SAME; DRAFT [REDACTED] [REDACTED] T/CONF W/ ATTY SCHILLER RE SAME ASSOCIATE: ALISHA WINTERSWYK	1.40
04/28/11	(MERGER) REVIEW [REDACTED] [REDACTED] [REDACTED] REVIEW ASSOCIATE: KELLY CWIERTNY	1.70
04/28/11	REVIEW [REDACTED] [REDACTED] [REDACTED] PARTNER: PIERO C. DALLARDA	1.70

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<u>DATE</u>	<u>DESCRIPTION</u>	<u>HOURS</u>
04/28/11	PREPARATION FOR [REDACTED] [REDACTED] (NO CHARGE TO CLIENT) PARTNER: JOHN E. BROWN	8.00 NO CHARGE
04/29/11	MERGER PROCEEDING: REVIEW AND REVISIONS TO [REDACTED] [REDACTED]; REVIEW OF [REDACTED] PARTNER: PIERO C. DALLARDA	2.40
04/29/11	REVIEW [REDACTED] REVIEW [REDACTED] PARTNER: GLEN W. PRICE	2.40
04/29/11	(MERGER) INTEROFFICE CONFERENCE W/ ATTY SCHILLER RE [REDACTED]; T/CONF. W/ ATTY DALLARDA RE [REDACTED]; DRAFT AND SEND [REDACTED] CORRESPONDENCE W/ ATTY BRADSHAW RE [REDACTED] CONTINUE [REDACTED] ASSOCIATE: KELLY CWIERTNY	7.80
04/29/11	INTRA O/CONF W/ ATTY CWIERTNY RE [REDACTED] [REDACTED]; T/CONF W/ ATTY DALLARDA RE SAME; EMAILS RE SAME; FOLLOW-UP RE [REDACTED] [REDACTED] [REDACTED] EMAILS W/ MR. JORDAN RE PRESENTATION AT BLUE RIBBON WATER COMMITTEE MEETING ASSOCIATE: CHARITY B. SCHILLER	1.80
04/29/11	(MERGER) RESEARCH RE [REDACTED] [REDACTED] ASSOCIATE 2: BEVERLY BRADSHAW	2.90
04/29/11	PREPARATION FOR [REDACTED] [REDACTED] (NO CHARGE TO CLIENT) PARTNER: JOHN E. BROWN	8.00 NO CHARGE

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04/30/11	RESEARCH RE [REDACTED] [REDACTED]; FOLLOW-UP RE [REDACTED] ASSOCIATE: CHARITY B. SCHILLER	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	24.90	285.00	7,096.50
KENDALL H. MACVEY	PARTNER	8.90	285.00	2,536.50
PIERO C. DALLARDA	PARTNER	37.80	285.00	10,773.00
GLEN W. PRICE	PARTNER	17.70	285.00	5,044.50
WARREN B. DIVEN	PARTNER	10.00	285.00	2,850.00
CHARITY B. SCHILLER	ASSOCIATE	52.00	250.00	13,000.00
KELLY CWIERTNY	ASSOCIATE	99.90	250.00	24,975.00
ALISHA WINTERSWYK	ASSOCIATE	13.30	250.00	3,325.00
BEVERLY BRADSHAW	ASSOCIATE 2	17.50	235.00	4,112.50
KRYSTEN STEELE	PARALEGAL	29.50	150.00	4,425.00

Total Hours: 311.50

Total Fees for Professional Services \$ 78,138.00

Reimbursable Costs:

LOCAL TRAVEL

04/07/11	TRAVEL TO APPLE VALLEY TO [REDACTED] [REDACTED] - KRYSTEN STEELE	58.14
04/12/11	TRAVEL TO APPLE VALLEY TO ATTEND COUNCIL MEETING - PIERO C. DALLARDA	58.14
04/14/11	ROUNDTRIP TRAVEL TO APPLE VALLEY TO [REDACTED] [REDACTED] - KELLY CWIERTNY	56.10
04/23/11	MILEAGE/APPLE VALLEY - [REDACTED] [REDACTED] - GLEN W. PRICE	85.12
04/23/11	TRAVEL MILEAGE TO [REDACTED] [REDACTED] - CHARITY B. SCHILLER	58.14

SUBTOTAL: 315.64

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MEALS

04/14/11	TRAVEL [REDACTED] - KELLY CWIERTNY	19.66
	SUBTOTAL:	19.66

MISCELLANEOUS

03/16/11	DVD WATER IS OURS, DAMN IT; 1 WORLD COMMUNICATION - BANK OF AMERICA(JEB)	70.00
	SUBTOTAL:	70.00

OTHER PROFESSIONAL

03/18/11	SERVICES RENDERED 03/13-03/18/11 - JOSHUA PROPP (JEB)	500.00
04/01/11	PROFESSIONAL SERVICES RENDERED THROUGH 04/01/11 - [REDACTED] (JEB)	7,469.09
	SUBTOTAL:	7,969.09

OUTSIDE PRINTING

04/13/11	APPLE VALLEY LOGOS/LARGE FORMAT COLOR PRINTS/MOUNTED ON FOAM CORE - PIP PRINTING (CBS)	129.88
04/18/11	OUTSIDE PRINTING/LARGE FORMAT COLOR PRINTS, MOUNTED ON FOAM CORE - PIP PRINTING (CBS)	65.05
	SUBTOTAL:	194.93

SHIPPING

04/05/11	SHIPPING	21.83
	SUBTOTAL:	21.83

TRIAL TRANSCRIPTS

03/01/11	TRIAL TRANSCRIPTS - PUBLIC UTILITIES COMMISSION (KC)	132.00
	SUBTOTAL:	132.00

04/30/11	LEXIS ONLINE RESEARCH	155.00
04/30/11	PRINT COST	3,809.70
04/30/11	COLOR COPIES	3,161.15

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Total Reimbursable Costs	\$ 15,849.00
Total Current Billings For This Matter:	\$ 93,987.00