

Tax ID No. 94-1311126

Lawsikia J. Hodges Deputy General Counsel JEA 21 West Church Street (T-16) Jacksonville, FL 32202 October 15, 2019 Invoice No. 8297287 Client No. 047455 Matter No. 0000004 Stephen B. Amdur (212) 858-1000

For Professional Services Rendered and Disbursements Incurred through July 31, 2019				
Matter Name	Services	Disbursements	Balance Due	
Strategic Planning & Advice	\$ 729,953.05	\$ 20,567.57	\$ 750,520.62	
Total This Invoice:	\$ 729,953.05	\$ 20,567.57	\$ 750,520.62	

Current charges only. Time and disbursements not yet recorded will be included in future invoices.

# **Strategic Planning & Advice**

For Professional Services Rendered and Disbursements Incurred Through July 31, 2019

<u>Timekeeper</u>	<u>Date</u>	Service	<u>Hours</u>
S. B. Amdur	07/01/19	Coordination with team; strategic discussions.	7.80
N. Aminolsharei	07/01/19	Discussion Session with Pillsbury Internal team; meeting	2.00
		with all members of the team.	
D. S. Baxter	07/01/19	Conference call with J. Lutrin. S. Amdur, B. Wainwright, C.	1.00
		Schlaefer and others re structuring options.	
D. Bradley	07/01/19	Research; confer re: research.	4.60
N. E. Burke	07/01/19	Participate in discussion regarding tax issues; conference with J. Lutrin, B. Wainwright and D. Bradley regarding	2.50
D. I. III	07/01/10	outstanding tax issues; research regarding same.	1.60
P. J. Hunt	07/01/19	Confer with S. Amdur, T. Powers, J. Lutrin, B. Wainwright,	1.60
		C. Schlaefer and others re: tax issues; review J. Lutrin notes	
I I and also	07/01/10	and Treasury regulations to prepare for same.	0.50
J. Lutrin	07/01/19	Drafting documents; discussions regarding same.	8.50
E. M. Nye	07/01/19	Locate and retrieve documents filed in litigation between JEA and MEAG.	4.00
T. Powers	07/01/19	Call with working group; internal meeting; manage matters.	3.60
M. T. Reese	07/01/19	Attend to possible transaction; conferences regarding same.	1.75
R. B. Ross	07/01/19	; legal services rendered.	3.70
C. V. Schlaefer	07/01/19	Conference call regarding incentives and analysis regarding same.	2.00
C. Wainwright	07/01/19	Internal conference call to discuss issues; review authorities; discuss with C. Schlaefer, N. Burke, J. Lutrin and prepare summary; review proposal.	6.00
A. D. Weissman	07/01/19	Telephone call with S. Amdur and M. Reese, research, work with R. Ross,	3.60
S. B. Amdur	07/02/19	Calls with client and team.	3.20
D. Bradley	07/02/19	Research; confer re: research.	0.80
N. E. Burke	07/02/19	Participate in call with B. Wainwright, J. Lutrin and T.	1.25
11121201110	0,7.02.19	Powers.	1.20
P. J. Hunt	07/02/19	Review and comment on draft agreements; confer with J.	3.50
		Lutrin re: same and related tax issues.	
J. Lutrin	07/02/19	Drafting documents; discussions with S. Amdur, T. Powers	6.70
		and P. Hunt regarding same.	
T. Powers	07/02/19	Internal meeting; internal call and analysis regarding structure; review agreements;	2.20
M. T. Reese	07/02/19	Correspond with S. Amdur.	0.25
R. B. Ross	07/02/19	; legal services rendered.	7.40
M. B. Roth	07/02/19	Research for D. Bradley.	2.00
C. V. Schlaefer	07/02/19	Consider potential proposal.	0.50

<u>Timekeeper</u>	<u>Date</u>	Service	Hours
C. Wainwright	07/02/19	Continue review of proposal, OID regulations; discuss with J. Lutrin, N. Burke, T. Powers; continue review of authorities.	2.75
A. D. Weissman	07/02/19	Research, work with R. Ross.	4.20
S. B. Amdur	07/03/19	Calls with client and team; structuring matters.	3.50
R. S. Logan	07/03/19	Correspondence and discussions reperform preliminary research and inquiries regarding; additional correspondence and discussions; forward relevant information.	1.70
J. Lutrin	07/03/19	Call with T. Powers regarding open matters.	0.10
T. Powers	07/03/19	Call with Foley regarding matters; manage same; call with client.	1.10
M. T. Reese	07/03/19	Conference call with S. Amdur and others; correspondence regarding same.	1.00
R. B. Ross	07/03/19	; legal services rendered.	7.00
C. Wainwright	07/03/19	discuss facts and circumstances with R. Ross, A. Weissmann.	6.50
A. D. Weissman	07/03/19	Research, work with R. Ross.	6.40
S. B. Amdur	07/04/19	Coordination and calls with team; preparation for meetings; review of materials.	3.00
R. B. Ross	07/04/19	; legal services rendered.	1.20
A. D. Weissman	07/04/19	Research.	2.20
S. B. Amdur	07/05/19	Calls with team; logistical coordination.	3.10
N. Aminolsharei	07/05/19	Call with JPM and MS	0.40
J. Lutrin	07/05/19	Call with S. Amdur and T. Powers regarding open matters.	0.40
T. Powers	07/05/19	Internal call; call with financial advisors; manage ground rules; call with client regarding meetings.	1.80
M. T. Reese	07/05/19	Participate in conference call with S. Amdur and others.	1.25
R. B. Ross	07/05/19	Legal services rendered;	10.00
C. Wainwright	07/05/19		4.50
A. D. Weissman	07/05/19	Continued research.	3.40
S. B. Amdur	07/06/19	Calls with client and team; preparation for meeting.	1.20
S. B. Amdur	07/07/19	Calls with client and team; strategic discussions.	2.00
D. Bradley	07/07/19	Conduct research.	0.80
T. Powers	07/07/19	Manage letters and calls.	0.50
S. B. Amdur	07/08/19	Calls with team; strategic discussions.	5.10
D. Bradley	07/08/19	Research; confer re: research.	4.20
N. E. Burke	07/08/19	Conference with J. Lutrin and B. Wainwright regarding tax issues; research regarding same; participate in call with	3.50

Timekeeper	<u>Date</u>	<u>Service</u>	<u>Hours</u>
		client.	
H. L. Clemons	07/08/19	Telephone conference with J. Lutrin.	0.60
J. Lutrin	07/08/19	Drafting documents; discussions regarding same.	7.00
T. Powers	07/08/19	Call with advisors regarding matters; call with client	4.70
		regarding matters; review letters.	
R. B. Ross	07/08/19	Legal services rendered.	0.50
M. B. Roth	07/08/19	Research for D. Bradley.	1.00
C. Wainwright	07/08/19	Review authorities and legislative history; discuss with N. Burke;	3.25
		Burke,	
A. D. Weissman	07/08/19	Research, telephone call with R. Ross.	4.20
S. B. Amdur	07/09/19	Travel to Jacksonville; strategic discussions with team.	10.00
N. Aminolsharei	07/09/19	Travel time - NY to JAX	7.00
D. Bradley	07/09/19	Review and revise employee documents.	4.50
P. J. Hunt	07/09/19	Confer with J. Lutrin re: Code; review Treasury regulations	1.00
		in connection with same.	
J. Lutrin	07/09/19	Travel to meetings; drafting documents.	12.00
T. Powers	07/09/19	Review materials; work on matters.	2.40
C. Wainwright	07/09/19	Continue review of	1.00
A. D. Weissman	07/09/19	Continued work on	1.00
S. B. Amdur	07/10/19	Meetings with team; strategic discussions with team.	11.70
N. Aminolsharei	07/10/19	Meetings and breakout sessions.	9.00
D. Bradley	07/10/19	Review and revise employee documents.	1.30
J. Lutrin	07/10/19	Travel to and from meetings; attend meetings.	12.50
T. Powers	07/10/19	Correspondence regarding matters.	0.40
C. Wainwright	07/10/19	Reveiw ABA tax section comments.	1.00
A. D. Weissman	07/10/19	Analyze issues.	1.60
S. B. Amdur	07/11/19	Strategic discussions with client and team.	12.20
N. Aminolsharei	07/11/19	Travel time - JAX to NY.	10.00
N. Aminolsharei	07/11/19	Meetings with client.	6.50
D. Bradley	07/11/19	Review employee documents.	1.10
J. Lutrin	07/11/19	Travel to and from meetings; attend meetings.	14.20
A. D. Weissman	07/11/19	research.	4.00
S. B. Amdur	07/12/19	Meetings with team; review and revision of draft	15.80
		documentation; strategic calls with client and team; travel	
		from Jacksonville.	
D. Bradley	07/12/19	Review employee documents.	0.60
J. Lutrin	07/12/19	Travel to and from meetings; attend meetings.	13.00
A. D. Weissman	07/12/19	Continued work on .	7.50
S. B. Amdur	07/13/19	Calls with client and team; strategic discussions.	1.40
S. B. Amdur	07/14/19	Calls with client and team; strategic discussions.	0.50
A. D. Weissman	07/14/19	Further research.	4.00
S. B. Amdur	07/15/19	Calls with client and team; strategic matters.	4.30
N. Aminolsharei	07/15/19	Conference call and notes.	2.50

<u>Timekeeper</u>	<u>Date</u>	Service	Hours
N. Aminolsharei	07/15/19	FTP server; calls with external teams on access to FTP	0.70
D. Bradley	07/15/19	Review employee documents.	1.80
P. J. Hunt	07/15/19	Review and comment on revised documents prepared by J. Lutrin.	2.00
J. Lutrin	07/15/19	Drafting documentation; discussions with P. Hunt regarding same.	5.10
T. Powers	07/15/19	Work on matters; calls with client.	2.30
R. B. Ross	07/15/19	Legal services rendered.	3.90
A. D. Weissman	07/15/19	Research work with R. Ross.	4.50
S. B. Amdur	07/16/19	Calls with client and team; strategic discussions.	3.10
N. Aminolsharei	07/16/19	Review of resolutions and exhibits; provide comments to T.Powers.	2.40
D. Bradley	07/16/19	Review and revise employee documents.	0.40
P. J. Hunt	07/16/19	Further review and comment on revised documents prepared	2.50
		by J. Lutrin; research and meeting with J. Lutrin to discuss same.	
J. Lutrin	07/16/19	Drafting documents; discussions with P. Hunt regarding same.	6.50
T. Powers	07/16/19	Calls with client and financial advisors; follow up on matters.	2.40
R. B. Ross	07/16/19	Legal services rendered;	5.50
A. D. Weissman	07/16/19	Research, work with R. Ross.	4.20
S. B. Amdur	07/17/19	Strategic discussions with team; documentation matters.	3.90
S. L. Dyl	07/17/19	Legal services;	2.20
S. L. Fowler	07/17/19	Services rendered;	2.66
J. Lutrin	07/17/19	Call with Foley, JEA and OGC; preparation for same; review and mark-up of documents.	3.60
T. Powers	07/17/19	Call with client regarding matters; work on matters.	4.80
N. Prescott	07/17/19	Meet with R. Ross to discuss research project; begin work on project.	0.90
R. B. Ross	07/17/19	Legal services rendered.	2.50
A. D. Weissman	07/17/19	Research, work with R. Ross, meet with S. Dyl and S. Fowler.	6.50
S. B. Amdur	07/18/19	Calls with team; strategic matters.	4.70
D. Bradley	07/18/19	Revise employee documents.	2.00
S. L. Dyl	07/18/19	Legal services; research.	1.60
S. L. Fowler	07/18/19	Services rendered; review of documents.	5.30
J. Lutrin	07/18/19	Review and mark-up of documents.	0.90
T. Powers	07/18/19	Call with client and PSC; work on matters.	3.90
N. Prescott	07/18/19	Conduct research in advance of meeting with colleagues and discuss results with R. Ross.	2.80
R. B. Ross	07/18/19	Legal services rendered.	7.50
A. D. Weissman	07/18/19	Prepare for call, call, follow up research assignments for R. Ross.	5.20

<u>Timekeeper</u>	<u>Date</u>	Service	<u>Hours</u>
S. B. Amdur	07/19/19	Coordination and calls with client and team; strategic	2.50
		discussions and analysis.	
D. Bradley	07/19/19	Review employee documents.	1.30
S. L. Dyl	07/19/19	Legal services; research.	4.70
S. L. Fowler	07/19/19	Services rendered; research.	2.82
J. Lutrin	07/19/19	Review and mark-up of documents; discussions with D. Bradley regarding same.	1.10
T. Powers	07/19/19	Review and comment on matters; call regarding strategic matters; call with advisors.	1.40
M. T. Reese	07/19/19	Attend to correspondence.	0.25
R. B. Ross	07/19/19	Legal services rendered.	7.50
A. D. Weissman	07/19/19	Further research, telephone call with S. Amdur, work with R.	4.00
M M W-1-1-	07/10/10	Ross. Research.	2.50
M. M. Welsh S. B. Amdur	07/19/19 07/20/19		2.50 4.40
	07/20/19	Calls with client and team; strategic discussions.  Review prospectus; call with S. Amdur.	1.50
D. G. Keyko T. Powers	07/20/19	Work on matters.	4.50
R. B. Ross			
	07/20/19 07/21/19	Legal services rendered.	7.00 2.80
S. B. Amdur	07/21/19	Coordination and calls with client and team; documentation matters.	2.80
S. L. Dyl	07/21/19	Legal services.	2.50
D. G. Keyko	07/21/19	Send thoughts to S. Amdur and A.	0.60
	· · · · · · · · · · · · · · · · · · ·	Berman; discuss issues with A. Berman.	
T. Powers	07/21/19	Work on matters; calls regarding same.	2.30
R. B. Ross	07/21/19	Legal services rendered.	5.70
A. D. Weissman	07/21/19	Work with R. Ross, further research.	2.80
S. B. Amdur	07/22/19	Coordination and calls with client and team; documentation	12.70
C I D1	07/22/10	matters.	2.00
S. L. Dyl	07/22/19	Legal services	3.90
S. L. Fowler	07/22/19	Services rendered.	2.66
J. Lutrin	07/22/19	Calls with JEA.	0.50
T. Powers	07/22/19	Work on matters; calls regarding same.	9.80
R. B. Ross	07/22/19	Legal services rendered.	7.70
A. D. Weissman	07/22/19	Research and analysis, talking points.	11.50
S. B. Amdur	07/23/19	Coordination with team; documentation matters; board matters.	7.80
N. Aminolsharei	07/23/19	Review of revised ITN.	4.00
T. Powers	07/23/19	Work on matters; review Board meeting; review ITN; calls regarding same.	11.70
R. B. Ross	07/23/19	Legal services rendered.	5.20
A. D. Weissman	07/23/19	Further work on talking points.	2.50
S. B. Amdur	07/24/19	Calls with team; engagement matters.	2.30
N. Aminolsharei	07/24/19	Review of revised ITN; Provide comments to T.Powers;	7.60
1 1. I Milliotollarel	01147119	review of fevised 1114, 1 lovide comments to 1.1 owers,	7.00

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
S. L. Dyl	07/24/19	Legal services	1.70
T. Powers	07/24/19	Work on matters; review ITN.	5.50
R. B. Ross	07/24/19	Legal services rendered.	4.50
A. D. Weissman	07/24/19	Research .	3.00
S. B. Amdur	07/25/19	Calls with team; strategic discussions.	1.10
N. Aminolsharei	07/25/19	Review and draft due diligence request list	4.10
S. L. Dyl	07/25/19	Legal services	1.70
A. J. Lauria	07/25/19	Review covenant; discuss under same with J. Lutrin; review email to client regarding same.	0.70
J. Lutrin	07/25/19	Drafting guidance; discussions regarding same.	2.30
T. Powers	07/25/19	Work on matters; correspondence with parties; call with client regarding matters.	4.40
R. C. Rizzo	07/25/19	Consider and discuss with J. Lutrin contract requirements.	0.40
R. B. Ross	07/25/19	Legal services rendered.	4.50
A. D. Weissman	07/25/19	Research.	1.50
S. B. Amdur	07/26/19	Coordination and calls with team; strategic discussions.	2.60
N. Aminolsharei	07/26/19	Revise due diligence request list based on comments from T. Powers.	4.80
D. Bradley	07/26/19	Review employee documents.	0.30
P. J. Hunt	07/26/19	Research and confer with J. Lutrin re: tax impact of proposed pension legislation.	1.20
T. Powers	07/26/19	Daily call with client; manage matters; call with group.	2.90
A. D. Weissman	07/26/19	Discussion re	1.50
S. B. Amdur	07/27/19	Coordination and calls with client and team; review and comment on documentation.	1.10
J. Lutrin	07/27/19	Review of diligence request list; emails regarding same and pension tax question.	0.50
T. Powers	07/27/19	Work on matters.	1.20
S. B. Amdur	07/28/19	Coordination with team; strategic matters.	0.30
S. B. Amdur	07/29/19	Coordination and calls with client and team; strategic discussions.	2.50
N. Aminolsharei	07/29/19	Revise and consolidate due diligence request list.	3.50
N. Aminolsharei	07/29/19	Daily calls; Revise due diligence request further; ITN discussion call.	2.90
D. Bradley	07/29/19	Review agenda materials.	1.30
S. L. Dyl	07/29/19	Legal services	3.70
K. Kasny	07/29/19	Research.	1.00
J. Lutrin	07/29/19	Emails regarding July board meeting materials.	0.20
T. Powers	07/29/19	Call with client regarding matters; work on matters.	3.90
R. B. Ross	07/29/19	Legal services rendered.	4.00
A. D. Weissman	07/29/19	Research and analysis.	4.00
S. B. Amdur	07/30/19	Coordination with team; travel to Jacksonville; preparation for meetings; calls with team.	7.00
N. Aminolsharei	07/30/19	Additional revisions to due diligence request list.	1.30

<u>Timekeeper</u>	<u>Date</u>	Service	<u>Hours</u>
N. Aminolsharei	07/30/19	Review of updated and revised ITN; provide comments for incorporation.	6.80
N. Aminolsharei	07/30/19	Daily call	0.40
J. C. Byrne, II	07/30/19	Attention to matter.	1.00
A. F. Calcado	07/30/19	Review draft invitation to negotiate; circulate comments to T. Powers.	4.20
S. L. Dyl	07/30/19	Legal services	6.20
J. Lutrin	07/30/19	Review of ITN; call with L. Rhode regarding same; drafting rider to same.	1.10
T. Powers	07/30/19	Work on matters; calls regarding matters; travel to Jacksonville.	13.20
R. B. Ross	07/30/19	Legal services rendered.	4.00
A. D. Weissman	07/30/19	Research, work with R. Ross.	6.00
S. B. Amdur	07/31/19	Coordination and calls with team; review and comment on	16.00
		draft documentation; meetings with team; travel from Jacksonville.	
D. Bradley	07/31/19	Review agenda materials.	0.20
J. C. Byrne, II	07/31/19	Attention to matter.	6.80
S. L. Dyl	07/31/19	Legal services	2.10
J. Lutrin	07/31/19	Calls and emails with L. Rhode.	0.20
E. M. Nye	07/31/19	Search for agreements.	1.90
T. Powers	07/31/19	Meetings in Jacksonville; work on matters; call regarding matters. travel back to New York.	17.40
R. B. Ross	07/31/19	Legal services rendered.	7.00
T. M. Shukurlu	07/31/19	Review loan guarantees.	3.20
A. D. Weissman	07/31/19	, review docs, meetings with HK.	12.00

Total Hours:

**Total Fees:** 

815.59

\$ 729,953.05

## **Timekeeper Summary**

<u>Timekeeper</u>	<u>Hours</u>
S. B. Amdur	159.60
N. Aminolsharei	75.90
D. S. Baxter	1.00
D. Bradley	25.20
N. E. Burke	7.25
J. C. Byrne, II	7.80
A. F. Calcado	4.20
H. L. Clemons	0.60

#### **Disbursements Incurred**

<u>Date</u>	<u>Type</u>	<u>Description</u>	Amount
07/31/19	Computer Research	Summary	\$ 12,383.48
07/25/19	Document Processing	Summary	537.45
06/11/19	Reproductions	Summary	6.15
07/30/19	Taxi Service	Summary	521.36
06/11/19	Color Copy	06/2019 Document Printing Charges, Job # 17,	14.00
		T. Powers	
07/09/19	Color Copy	07/2019 Document Printing Charges, Job # 5,	150.00
		J. Lutrin	
07/19/19	Color Copy	07/2019 Document Printing Charges, Job # 10,	5.20
		T. Powers	
07/30/19	Color Copy	07/2019 Document Printing Charges, Job # 9,	897.60
		D. Bradley	
06/21/19	Travel and Local Transportation	VENDOR: Amdur, Stephen B. (E19620);	188.59
	-	INVOICE#: NY-398992; DATE: 8/9/2019	
		Travel expenses, S. Amdur, NYC/NYC,	

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	6/11/19	
07/01/19 Travel and Local Transportation	VENDOR: Lutrin, Jessica (E18572); INVOICE#: NY-399073; DATE: 8/12/2019	15.96
07/02/19 Travel and Local Transportation	Travel expenses, J. Lutrin, NY/NY, 7/1/19 VENDOR: Amdur, Stephen B. (E19620); INVOICE#: NY-396912; DATE: 7/18/2019	1,456.92
	Airfare and travel expenses, S. Amdur, NYC/Jacksonville, FL, 7/9/19	
07/05/19 Travel and Local Transportation	VENDOR: Aminolsharei, Narges (E60036); INVOICE#: NY-396516; DATE: 7/12/2019	460.60
	Airfare, N. Aminolsharei, Newark, NJ/Jacksonville, FL, 7/12/19	
07/08/19 Travel and Local Transportation	VENDOR: Lutrin, Jessica (E18572); INVOICE#: NY-397027; DATE: 7/19/2019 Airfare and travel expenses, J. Lutrin,	1,112.86
07/09/19 Travel and Local Transportation	NY/Jacksonville, FL, 7/9/19-7/12/19 VENDOR: Amdur, Stephen B. (E19620); INVOICE#: NY-396820; DATE: 7/16/2019	91.68
07/09/19 Travel and Local Transportation	Travel expenses, S. Amdur, NYC/NYC, 7/9/VENDOR: Aminolsharei, Narges (E60036); INVOICE#: NY-397200; DATE: 7/22/2019	575.01
	Travel expenses, N. Aminolsharei, NY/NYC 7/9/19-7/12/19	,
07/11/19 Travel and Local Transportation	VENDOR: Aminolsharei, Narges (E60036); INVOICE#: NY-398535; DATE: 8/8/2019 Airfare, N. Aminolsharei, Jacksonville,	215.00
07/24/19 Travel and Local Transportation	FL/NYC, 7/11/19 VENDOR: Aminolsharei, Narges (E60036); INVOICE#: NY-398540; DATE: 8/8/2019	
	Travel expenses, N. Aminolsharei, NYC/NY 7/24/19-7/31/19	С,
07/26/19 Travel and Local Transportation	VENDOR: Amdur, Stephen B. (E19620); INVOICE#: NY-398418; DATE: 7/31/2019	911.03
	Airfare and travel expenses, S. Amdur, MI/Jacksonville, FL, 7/30/19	
07/29/19 Travel and Local Transportation	VENDOR: Powers, Ted (E60142); INVOICE#: NY-398505; DATE: 8/5/2019 Airfare and travel expenses, T. Powers, NYC/Jacksonville, FL, 7/30/19	979.56
	Total Disbursements	\$ 20,567.57

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## **Disbursement Summary**

Type	<u>Amount</u>
Color Copying	1,066.80
Computer Research	12,383.48
Document Processing	537.45
Reproductions	6.15
Taxi Service	521.36
Travel and Local Transportation	6,052.33
Total:	\$ 20,567.57

**Total Due For Matter 0000004:** \$ 750,520.62



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Lawsikia J. Hodges Deputy General Counsel JEA 21 West Church Street (T-16) Jacksonville, FL 32202 October 15, 2019 Invoice No. 8297287 Client No. 047455 Matter No. 0000004 Stephen B. Amdur (212) 858-1000

### Remittance Advice

Enclose this Remittance Advice for Proper Credit

Matter Number	Services	Disbursements	Balance Due
0000004	\$ 729,953.05	\$ 20,567.57	\$ 750,520.62
Total This Invoice:	\$ 729,953.05	\$ 20,567.57	\$ 750,520.62

Payable in U.S. Dollars upon receipt.

#### Payment Options:

For **payment by mail**, remit to: Pillsbury Winthrop Shaw Pittman LLP, P.O. Box 30769, New York, NY 10087-0769

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