



Tax ID No. 94-1311126

Lynne Rhode
JEA
21 West Church Street (T-16)
Jacksonville, FL 32202

November 26, 2019
Invoice No. 8306003
Client No. 047455
Matter No. 0000005
Stephen B. Amdur
(212) 858-1000

For Professional Services Rendered and Disbursements Incurred through October 31, 2019

<u>Matter Name</u>	<u>Services</u>	<u>Disbursements</u>	<u>Balance Due</u>
Contract Review Matters	\$ 484,848.35	\$ 0.00	\$ 484,848.35
Total This Invoice:	\$ 484,848.35	\$ 0.00	\$ 484,848.35

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

Pillsbury Winthrop Shaw Pittman LLP
31 West 52nd Street - New York, NY - 10019
Due Upon Receipt
Remittance Address
P.O. Box 30769 . New York, NY 10087-0769

Contract Review Matters

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

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
H. McCartin	10/01/19	Research re matter; checklist updates; DD; email re matter; phone calls re matter.	5.13
T. N. O'Toole	10/01/19	Cataloging the terms of each document in the dataroom.	4.40
M. Pudig	10/01/19	Participate in calls with client and members of internal working group; review material contracts in dataroom.	3.79
T. N. O'Toole	10/02/19	Cataloging the terms of each document in the dataroom.	5.30
M. Pudig	10/02/19	Participate in calls with client and members of internal working group; review material contracts in dataroom.	5.47
S. P. Devaney	10/03/19	Review materials in the data room; summarize the key provisions.	4.10
T. N. O'Toole	10/03/19	Cataloging the terms of each document in the dataroom.	1.80
M. Pudig	10/03/19	Participate in calls with client and members of internal working group; review material contracts in dataroom.	5.48
N. Aminolsharei	10/04/19	Revise working group list and circulate; Call banks for required information.	0.30
S. P. Devaney	10/04/19	Review materials in the data room; summarize the key provisions.	2.20
T. N. O'Toole	10/04/19	Cataloging the terms of each document in the dataroom.	2.10
M. Pudig	10/04/19	Participate in calls with client and members of internal working group; review material contracts in dataroom.	4.44
J. E. Siekiersky	10/04/19	Work on matters.	0.40
M. Pudig	10/06/19	Review material contracts in dataroom.	2.38
S. P. Devaney	10/07/19	Review materials in the data room; summarize the key provisions.	4.10
A. C. Lima	10/07/19	Internal discussions re. precedents. Meetings with the client and others. Discussions re. bids and related matters. Review of process letter, charts, etc.	9.00
T. N. O'Toole	10/07/19	Cataloging the terms of each document in the dataroom.	6.20
M. Pudig	10/07/19	Participate in calls with client and members of internal working group; review material contracts in dataroom.	7.28
S. P. Devaney	10/08/19	Review materials in the data room; summarize the key provisions.	1.20
H. McCartin	10/08/19	Working on matter.	5.33
M. Pudig	10/08/19	Participate in calls with client and members of internal working group; review material contracts in dataroom.	1.86
J. E. Siekiersky	10/08/19	Work on matters.	2.00
A. N. Calhoun	10/09/19	Work on matter.	4.30
S. P. Devaney	10/09/19	Review materials in the data room; summarize key provisions.	3.20
M. Doster	10/09/19	Work on matter.	3.60
J. Glidden	10/09/19	Work on matter.	3.60

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
H. Heeter	10/09/19	Review and catalog employee diligence documents.	4.00
H. McCartin	10/09/19	Working on matter; calls with client and deal team.	10.41
J. E. Siekiersky	10/09/19	Work on matters.	2.00
A. N. Calhoun	10/10/19	Work on matter; diligence matters.	7.50
S. P. Devaney	10/10/19	Review materials in the data room; summarize the key provisions.	2.10
M. Doster	10/10/19	Work on matter; diligence matters.	7.70
J. Glidden	10/10/19	Work on matter; diligence matters.	8.20
H. Heeter	10/10/19	Review and catalog employee diligence documents.	9.20
H. McCartin	10/10/19	Work on matter; diligence matters.	7.09
J. E. Siekiersky	10/10/19	Work on matter; diligence matters.	2.00
N. Aminolsharei	10/11/19	Work on matter; diligence matters.	6.90
A. N. Calhoun	10/11/19	Work on matter; diligence matters.	7.30
S. P. Devaney	10/11/19	Review materials in the data room; summarize the key provisions.	5.90
M. Doster	10/11/19	Work on matter; diligence matters.	5.50
J. Glidden	10/11/19	Work on matter; diligence matters.	6.70
H. Heeter	10/11/19	Work on matter; diligence matters.	5.30
H. McCartin	10/11/19	Work on matter; diligence matters.	5.02
J. E. Siekiersky	10/11/19	Work on matters.	2.00
H. Heeter	10/12/19	Work on matter; diligence matters.	4.10
N. Aminolsharei	10/13/19	Work on matter; diligence matters.	4.70
J. Glidden	10/13/19	Work on matter; diligence matters.	2.80
A. N. Calhoun	10/14/19	Work on matter; diligence matters.	5.70
S. P. Devaney	10/14/19	Review materials in the data room; summarize the key provisions.	6.80
M. Doster	10/14/19	Work on matter; diligence matters.	7.50
J. Glidden	10/14/19	Work on matter; diligence matters.	10.20
H. Heeter	10/14/19	Work on matter.	10.50
H. McCartin	10/14/19	Work on matter; diligence matters.	7.49
J. E. Siekiersky	10/14/19	Work on matter; diligence matters.	1.20
A. N. Calhoun	10/15/19	Work on matter; diligence matters.	6.10
M. Doster	10/15/19	Work on matter; diligence matters.	7.50
J. Glidden	10/15/19	Work on matter; diligence matters.	11.70
H. Heeter	10/15/19	Work on matter; diligence matters.	11.60
H. McCartin	10/15/19	Work on matter; diligence matters.	5.05
M. Pudig	10/15/19	Participate in calls with client and members of internal working group; review material contracts in dataroom.	2.08
N. Aminolsharei	10/16/19	Calls; Work on matter; diligence matters.	3.30
A. N. Calhoun	10/16/19	Work on matter; diligence matters.	8.40
M. Doster	10/16/19	Work on matter; diligence matters.	9.40
J. Glidden	10/16/19	Work on matter; diligence matters.	8.70
H. Heeter	10/16/19	Work on matter; diligence matters.	12.10
H. McCartin	10/16/19	Work on matter; diligence matters.	6.30
M. Pudig	10/16/19	Participate in calls with client and members of internal working group; review material contracts in dataroom.	3.83

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
J. E. Siekiersky	10/16/19	Work on matter; diligence matters.	2.00
N. Aminolsharei	10/17/19	Call; Work on matter; Correspondence; Diligence	7.80
A. N. Calhoun	10/17/19	Work on matter; diligence matters.	4.90
M. Doster	10/17/19	Work on matter; diligence matters.	6.40
J. Glidden	10/17/19	Work on matter; diligence matters.	6.00
H. Heeter	10/17/19	Work on matter; diligence matters.	6.70
H. McCartin	10/17/19	Work on matter; diligence matters.	5.87
M. Pudig	10/17/19	Participate in calls with client and members of internal working group; review material contracts in dataroom.	3.30
J. E. Siekiersky	10/17/19	Work on matters; diligence matters.	1.00
M. Doster	10/18/19	Work on matter.	7.50
J. Glidden	10/18/19	Work on matters; diligence matters.	5.70
H. Heeter	10/18/19	Work on matters; diligence matters.	8.30
M. Pudig	10/18/19	Participate in calls with client and members of internal working group; review material contracts in dataroom.	4.58
J. E. Siekiersky	10/18/19	Work on matters; diligence matters.	1.00
H. Heeter	10/19/19	Work on matters; diligence matters.	3.80
H. Heeter	10/20/19	Work on matters; diligence matters.	3.80
M. Pudig	10/20/19	Review material contracts in dataroom.	2.59
N. Aminolsharei	10/21/19	Conduct diligence on material contracts.	4.20
M. Doster	10/21/19	Work on matter.	3.80
J. Glidden	10/21/19	Work on matters; diligence matters.	8.30
H. Heeter	10/21/19	Work on matters; diligence matters.	9.00
J. E. Siekiersky	10/21/19	Work on matters; diligence matters.	2.00
N. Aminolsharei	10/22/19	View meeting of the Board of Directors; review of the additional slides to CIP; Review of documents provided by McKinsey; incorporate comments from internal Pillsbury team and provide feedback to McKinsey and banks; call with Pillsbury antitrust expert regarding the documents in the phase I folder (time and order of release); internal Pillsbury update call; discuss with internal group and respond to follow-up diligence questions from contract attorneys.	4.90
J. Glidden	10/22/19	Work on matters; diligence matters.	3.00
H. Heeter	10/22/19	Work on matters; diligence matters.	3.90
H. McCartin	10/22/19	Working on matter; participate in calls with client and members of internal working group; due diligence	4.94
N. Aminolsharei	10/23/19	Calls (procurement and internal); Continue due diligence on material contracts provided in data room. Discuss with H. McCartin regarding indebtedness, indemnification, reverse breakup fees, and other items from precedent agreements per J. Murphy and V. Nunn request.	4.40
M. Doster	10/23/19	Work on matters; diligence matters.	1.70
J. Glidden	10/23/19	Work on matters; diligence matters.	6.00
H. Heeter	10/23/19	Work on matter.	1.10
H. McCartin	10/23/19	Working on matter; participate in calls with client and members of internal working group; due diligence	8.05

<u>Timekeeper</u>	<u>Date</u>	<u>Service</u>	<u>Hours</u>
J. E. Siekiersky	10/23/19	Work on matters.	2.00
H. Heeter	10/24/19	Review and catalog employee diligence documents.	9.20
H. Heeter	10/25/19	Review and catalog employee diligence documents.	4.10
N. Aminolsharei	10/28/19	Attend daily call; Conduct due diligence.	8.10
H. McCartin	10/28/19	Working on matter; participate in calls with client and members of internal working group; IPO/Coop work.	5.97
N. Aminolsharei	10/29/19	Attend JEA calls (daily call and Pillsbury internal update call); phone call with JPM regarding franchise agreement; review of the diligence checklist provided by H. McCartin	2.10
N. Aminolsharei	10/31/19	Attend daily call; Attend group call; Attend antitrust call with D. Navikas; Discuss next steps on the VDR with internal group.	2.90
Total Hours:			541.73
Total Fees:			\$ 484,848.35

Timekeeper Summary

<u>Timekeeper</u>	<u>Hours</u>
N. Aminolsharei	49.60
A. N. Calhoun	44.20
S. P. Devaney	29.60
M. Doster	60.60
J. Glidden	80.90
H. Heeter	106.70
A. C. Lima	9.00
H. McCartin	76.65
T. N. O'Toole	19.80
M. Pudig	47.08
J. E. Siekiersky	17.60
Total:	541.73

Total Due For Matter 0000005: \$ 484,848.35



Tax ID No. 94-1311126

Lynne Rhode
JEA
21 West Church Street (T-16)
Jacksonville, FL 32202

November 26, 2019
Invoice No. 8306003
Client No. 047455
Matter No. 0000005
Stephen B. Amdur
(212) 858-1000

Remittance Advice

Enclose this Remittance Advice for Proper Credit

<u>Matter Number</u>	<u>Services</u>	<u>Disbursements</u>	<u>Balance Due</u>
0000005	\$ 484,848.35	\$ 0.00	\$ 484,848.35
Total This Invoice:	\$ 484,848.35	\$ 0.00	\$ 484,848.35

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

For Electronic Payments including **Wire Transfer, ACH, and SWIFT Payments**, send to: JP Morgan Chase Bank NA, NY, NY; [REDACTED], for credit to Pillsbury Winthrop Shaw Pittman LLP, Account Number [REDACTED].

Please include our client, matter and invoice number for proper credit.

[Additional remittance information may also be forwarded to accountsreceivable@pillsburylaw.com]