

STATE OF NEW HAMPSHIRE
DEPARTMENT OF STATE

_____))
IN THE MATTER OF:))
Local Government Center, Inc., et al.) Case No: C2011000036
_____)

**BUREAU OF SECURITIES REGULATION'S
MOTION FOR APPROVAL OF FEES AND COSTS**

NOW COMES Petitioner, the New Hampshire Bureau of Securities Regulation (the “Bureau” or the “Petitioner”), through counsel Bernstein, Shur, Sawyer & Nelson, P.A., and submits this motion for approval of its fees and costs in the amount of \$571,398.86, fully aware of the Final Order’s preference for mediation, but concerned that the Hearing Officer may be divested of jurisdiction upon issuance of a ruling on requests for rehearing and a quick filing of a Notice of Appeal that would transfer jurisdiction to the New Hampshire Supreme Court. The Petitioner fully intends to comply with the Order’s requirements of negotiation and mediation, but wishes this motion to be filed in a timely fashion. In support thereof Petitioner states as follows:

1. By Final Order dated August 16, 2012, the Presiding Officer ruled in favor of the Bureau with respect to Counts 1 and 2 of the Petition (the “5-B Counts”), and ruled in favor of the Respondents with respect to Counts 3, 4, & 5 of the Petition (the “Securities Counts”).
2. Pursuant to the Final Order, the Respondents were found “jointly and severally liable for the costs of the investigation in this matter, and all related proceedings, including reasonable attorney fees, pursuant to RSA 5-B:4-a, V and are ordered to pay same.” Final Order at 80.
3. Counsel for the Bureau has submitted to counsel for the Respondents the attached

Certificate

I hereby certify that the foregoing contingent motion for reconsideration was provided to counsel of record on the service list electronically, this 14th day of September, 2012.

/s/ Andru H. Volinsky



603-623-8700 main
603-623-7775 facsimile
bernsteinshur.com

Jefferson Mill Building
670 North Commercial Street
Suite 108
PO Box 1120
Manchester, NH 03105-1120

Andru H. Volinsky
avolinsky@bernsteinshur.com

BERNSTEIN SHUR
COUNSELORS AT LAW

September 12, 2012

Brian Quirk,
Preti Flaherety
VIA PDF ONLY
bquirk@preti.com

Re: LGC

Dear Brian:

Enclosed for your consideration are three types of documents. The first is a table totaling our hard costs and fees for which we seek reimbursement. The total is just under \$575,000.00. Second, I have included the print outs of the Bernstein Shur fees. Note there are lines next to the billings that I removed because they were related to the Securities Counts. I removed over \$22,000 in these billings. Finally, there are print outs of the biographies of the Bernstein lawyers involved in the matter. Their names are referenced by initials in the billing statements and I placed a schedule of the initials on the front page. "MEM" refers to a paralegal, Mary Ellen McMahon.

Please let me know if you will agree that the proposed amount is reasonable and that you reserve your right to challenge all fees and costs, but that we may dispense with a line by line review. I may fine tune these numbers a bit, but they will not vary by much and I'll advise you promptly of any changes.

Thank you.

Very truly yours,

Andru H. Volinsky
Andru H. Volinsky
Encl.

VOUCHER #	VENDOR	INVOICE DATE	AMOUNT
944358	ADRIAN LAROCHELLE	9/8/2011	\$1,125.00
964287	ADRIAN LAROCHELLE	9/22/2011	\$2,250.00
993903	ADRIAN LAROCHELLE	10/6/2011	\$2,250.00
1005382	ADRIAN LAROCHELLE	10/20/2011	\$2,250.00
1019901	ADRIAN LAROCHELLE	11/3/2011	\$2,445.00
1026306	ADRIAN LAROCHELLE	11/18/2011	\$2,460.00
1037519	ADRIAN LAROCHELLE	12/1/2011	\$2,265.00
1058633	ADRIAN LAROCHELLE	12/15/2011	\$2,490.00
1058641	ADRIAN LAROCHELLE	12/30/2011	\$2,370.00
1083110	ADRIAN LAROCHELLE	1/12/2012	\$2,415.00
1112774	ADRIAN LAROCHELLE	2/9/2012	\$2,505.00
1112776	ADRIAN LAROCHELLE	1/26/2012	\$2,490.00
1127951	ADRIAN LAROCHELLE	2/23/2012	\$2,295.00
1142066	ADRIAN LAROCHELLE	3/8/2012	\$2,625.00
1160442	ADRIAN LAROCHELLE	3/22/2012	\$2,535.00
1112813	AMANDA GODLEWSKI	2/9/2012	\$2,100.00
1142068	AMANDA GODLEWSKI	3/1/2012	\$1,400.00
1160455	AMANDA GODLEWSKI	3/19/2012	\$1,400.00
1160456	AMANDA GODLEWSKI	4/2/2012	\$1,800.00
1194682	AMANDA GODLEWSKI	4/16/2012	\$1,800.00
1194692	AMANDA GODLEWSKI	4/27/2012	\$1,800.00
1213912	AMANDA GODLEWSKI	5/9/2012	\$1,800.00
1236435	AMANDA GODLEWSKI	5/29/2012	\$1,800.00
1236443	AMANDA GODLEWSKI	6/11/2012	\$1,800.00
1256246	AMANDA GODLEWSKI	6/27/2012	\$1,800.00
1269619	AMANDA GODLEWSKI	7/9/2012	\$1,800.00
1287439	AMANDA GODLEWSKI	7/16/2012	\$1,800.00
1310227	AMANDA GODLEWSKI	8/15/2012	\$1,800.00
1319152	AMANDA GODLEWSKI	8/29/2012	\$1,800.00
1250874	AVICORE REPORTING	4/23/2012	\$2,382.40
1089537	BERNSTEIN SHUR	12/13/2011	\$11,345.96
1119853	BERNSTEIN SHUR	1/19/2012	\$12,770.50
1160471	BERNSTEIN SHUR	2/28/2012	\$46,722.30
1185756	BERNSTEIN SHUR	3/26/2012	\$60,067.00
1194712	BERNSTEIN SHUR	4/19/2012	\$76,577.39
1238882	BERNSTEIN SHUR	5/16/2012	\$98,585.89
1288808	BERNSTEIN SHUR	6/25/2012	\$63,668.56
1312910	BERNSTEIN SHUR	7/19/2012	\$27,427.00
1020389	BRAGAN REPORTING SERVICES	10/31/2011	\$487.90
1089455	BRAGAN REPORTING SERVICES	1/6/2012	\$514.10
1089458	BRAGAN REPORTING SERVICES	12/2/2011	\$766.70
1119893	BRAGAN REPORTING SERVICES	2/13/2012	\$489.50
1289373	BRAGAN REPORTING SERVICES	4/11/2012	\$1,275.40
1289375	BRAGAN REPORTING SERVICES	2/8/2012	\$551.00
1213956	COMMUNITY MEDIA SERVICES GR	5/14/2012	\$3,450.00
938349	DONALD E MITCHELL ESQ	9/7/2011	\$5,189.81

\$ ~~24,770~~

\$ 24,700

See detailed
billings with reduction
of \$22,665.75
= \$374,548.85

\$ 4,084.60

\$ 3,450.00

Next page

955372	DONALD E MITCHELL ESQ	9/18/2011	\$5,250.80
985733	DONALD E MITCHELL ESQ	10/17/2011	\$5,125.40
993939	DONALD E MITCHELL ESQ	10/1/2011	\$5,125.40
1006235	DONALD E MITCHELL ESQ	10/30/2011	\$5,188.10
1026305	DONALD E MITCHELL ESQ	11/15/2011	\$5,125.40
1037511	DONALD E MITCHELL ESQ	11/30/2011	\$5,125.40
1058645	DONALD E MITCHELL ESQ	12/15/2011	\$5,231.00
1083097	DONALD E MITCHELL ESQ	1/17/2012	\$5,105.60
1083105	DONALD E MITCHELL ESQ	1/3/2012	\$5,125.40
1112781	DONALD E MITCHELL ESQ	1/31/2012	\$5,188.10
1119855	DONALD E MITCHELL ESQ	2/15/2012	\$5,203.50
1142067	DONALD E MITCHELL ESQ	3/15/2012	\$5,125.40
1160458	DONALD E MITCHELL ESQ	3/31/2012	\$5,125.40
1169774	DONALD E MITCHELL ESQ	2/29/2012	\$5,093.50
1185755	DONALD E MITCHELL ESQ	4/16/2012	\$5,125.40
1197177	DONALD E MITCHELL ESQ	5/1/2012	\$5,250.80
1236447	DONALD E MITCHELL ESQ	5/16/2012	\$5,815.10
1236450	DONALD E MITCHELL ESQ	5/31/2012	\$5,125.40
1256284	DONALD E MITCHELL ESQ	6/18/2012	\$5,188.10
1269621	DONALD E MITCHELL ESQ	7/3/2012	\$5,000.00
1319146	DONALD E MITCHELL ESQ	8/16/2012	\$5,125.40
1319149	DONALD E MITCHELL ESQ	8/24/2012	\$5,125.40
934452	KEVIN M BANNON CPA CFE	6/24/2011	\$3,000.00
1310250	KIMBERLY A SMITH CSR CRR RDR	5/29/2012	\$9,958.85
1256834	MIKE COUTU	6/22/2012	\$492.20
1185759	SEGAL	2/28/2012	\$6,830.60
1185760	SEGAL	3/28/2012	\$9,952.50
1307109	SEGAL	5/30/2012	\$6,531.83
1213940	THE COPY ROOM	4/25/2012	\$390.00
1213942	THE COPY ROOM	4/27/2012	\$5,849.22
1213945	THE COPY ROOM	7/27/2012	\$194.00

\$119,083.10

\$3,000
 \$9,958.85
 - Another \$5000 coming \$5492.20

\$23,314.93

\$6,433.22

\$628,834.61

Revised
 to reflect
 reductions
 for Bernstein Shup:

\$606,168.86
 - 34,770.00
 \$571,398.86

Bernstein Shur

Counselors at Law
I.D. #01-0378211

100 Middle Street
P.O. Box 9729
Portland, Maine 04104-5029
(207) 774-1200

State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

December 13, 2011 Invoice# 3380770

Matter Number: 045501-00001

RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

Fees for Professional Services 09/30/11 Through 11/30/11	\$11,108.50
Expenses 09/30/11 Through 11/30/11	\$237.46

Total This Invoice	\$11,345.96

Balance in Trust Account \$0.00

RWT - Roy Tilsley
AIV - Andy Volinsky
CGA - chris Astiv
JTS - Joel Shaw
SD - Scot Draeger
DAL - Dana Lukers
SRG - Steve Gerlach
MEM - Mary Ellen McMahon, paralegal
Please return the enclosed REMITTANCE COPY with your
payment to ensure proper credit to your account.
PJS - Patrick Sunkley

Remittance Copy

Bernstein Shur
Counselors at Law
I.D. #01-0378211

P.O. Box 9729
Portland, Maine 04104-5029
(207) 774-1200

State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

December 13, 2011 Invoice# 3380770

Matter Number: 045501-00001

RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

Total This Invoice

\$11,345.96

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Signature _____ Amount _____

REQUIRED PRIVACY ACT NOTICE

Bernstein Shur does not disclose any nonpublic information about our clients or former clients, except as permitted by law. We restrict access to nonpublic personal information about you to those who need to know that information in order to provide services to you. We maintain physical, electronic and procedural safeguards that comply with federal regulations to guard your nonpublic personal information.

Bernstein Shur

Counselors at Law
I.D. #01-0378211

100 Middle Street
P.O. Box 9729
Portland, Maine 04104-5029
(207) 774-1200

State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

December 13, 2011 Invoice# 3380770

Matter Number: 045501-00001

RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
09/30/11	RWT Local Gov Center Meeting in Concord with Atty. Wingate	2.00	540.00
10/03/11	RWT Bureau of Securities Regulation Research on Administrative Subpoena issue Email to clients	1.00	235.00
10/04/11	RWT Review Count IV Legal research Phone conference with clients	1.60	376.00
10/06/11	RWT Securities Bureau Review cases from Atty. Larochelle Email to clients	.50	117.50
10/10/11	RWT LGC Legal research Email to clients	1.00	235.00
10/11/11	RWT Review and respond to email from Atty. Wingate re conflict waivers	.60	141.00
10/14/11	RWT LGC Review emails from client Legal research Phone conference with Atty. Larochelle	.80	188.00
10/25/11	RWT LGC Review new pleadings Phone conference with Earle Wingate	.50	117.50

Bernstein Shur

State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

December 13, 2011 Invoice# 3380770
Matter Number: 045501-00001
RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
11/01/11	RWT Review file and pleadings Meeting with clients in Concord	3.00	705.00
11/02/11	RWT Review Motion to Bifurcate Draft email to Atty. Larochele	.80	188.00
11/03/11	RWT Review Hearings Officer's Order in this case Legal research on discovery issues Review and respond to emails from client	1.00	235.00
11/08/11	RWT Review recent decisions of hearings officer Phone conference with clients	1.30	305.50
11/08/11	RWT Review and respond to emails from Atty. Spill	.30	70.50
11/17/11	RWT Review file and current pleadings	.30	70.50
11/17/11	RWT Meeting with clients in Concord	2.30	540.50
11/18/11	JTS Email correspondence with Roy Tilsley and Scot Draeger; review petition and additional research regarding _____	.70	150.50
11/18/11	RWT Review Discovery Requests Email to client Prepare for hearing	1.00	235.00
11/20/11	RWT Review Memo of Law Prepare for hearing	1.50	352.50
11/21/11	RWT Meeting with Atty. Spill Attend hearing at LOB	6.60	1,551.00

Bernstein Shur

State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

December 13, 2011 Invoice# 3380770
Matter Number: 045501-00001
RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
11/23/11	DAM Review pleadings, file, research media coverage, familiarize with file	5.00	1,025.00
11/23/11	JTS Review Howey / Risk Capital materials.	.50	107.50
11/28/11	JTS Email correspondence with Roy Tilsley; review Staff petition.	.30	64.50
11/28/11	RWT Review recent emails Phone conference with Atty. Spill	.40	94.00
11/28/11	RWT Legal research re: individual liability and new enforcement law.	1.70	399.50
11/28/11	RWT Phone conference with client	.80	188.00
11/29/11	JTS Telephone conference with Roy Tilsley; review Staff petition.	.70	150.50
11/29/11	RWT Review Supplemental Memorandum Email to Eric Forcier	.80	188.00
11/29/11	RWT Conference call with clients	1.00	235.00
11/29/11	RWT Review cases from Atty. Forcier	.50	117.50
11/29/11	RWT Attend Meet and Confer in Concord	5.00	1,175.00

Bernstein Shur

State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

December 13, 2011 Invoice# 3380770
Matter Number: 045501-00001
RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
11/29/11	EMP Researching caselaw for cases where intent to invest and consume satisfies the Howey test such that an insurance product is an "investment contract" for registration purposes.	1.80	288.00
11/30/11	JTS Office conference with Scot Draeger; telephone conference with Roy Tilsely; research regarding Howey elements.	1.50	322.50
11/30/11	RWT Phone conference with Jeff Spill Conference with Attys. Shaw and Draeger Legal research	.70	164.50
11/30/11	RWT Legal research re expert witness file disclosure	1.00	235.00
TOTAL FEES			\$11,108.50
LEXIS/WESTLAW - PAID TO: WEST PAYMENT CENTER		237.46	
TOTAL EXPENSES			\$237.46
TOTAL FEES PLUS EXPENSES			\$11,345.96

Bernstein Shur
Counselors at Law
I.D. #01-0378211

100 Middle Street
P.O. Box 9729
Portland, Maine 04104-5029
(207) 774-1200

State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

January 19, 2012 Invoice# 3382840

Matter Number: 045501-00001

RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

Fees for Professional Services 12/01/11 Through 12/31/11	\$12,770.50

Total This Invoice	\$12,770.50
Previous Outstanding Balance	\$11,345.96

Total Amount Due This Matter	\$24,116.46
Balance in Trust Account	\$0.00

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payment to ensure proper credit to your account.

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Counselors at Law
I.D. #01-0378211

P.O. Box 9729
Portland, Maine 04104-5029
(207) 774-1200

State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

January 19, 2012 Invoice# 3382840
Matter Number: 045501-00001
RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

Total This Invoice \$12,770.50

A late charge of 1 1/2% per month may be imposed
for payment after 30 days.
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REQUIRED PRIVACY ACT NOTICE

Bernstein Shur does not disclose any nonpublic information about our clients or former clients, except as permitted by law. We restrict access to nonpublic personal information about you to those who need to know that information in order to provide services to you. We maintain physical, electronic and procedural safeguards that comply with federal regulations to guard your nonpublic personal information.

Bernstein Shur

Counselors at Law
I.D. #01-0378211

100 Middle Street
P.O. Box 9729
Portland, Maine 04104-5029
(207) 774-1200

State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

January 19, 2012 Invoice# 3382840
Matter Number: 045501-00001
RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
12/01/11	RWT Legal research on expert disclosure and work product issue	.70	164.50
12/01/11	RWT Phone conference with Jeff Spill Review discovery requests Draft email to Atty. Quirk	1.30	305.50
12/02/11	AHV Meet with Terry on Secretary of State's case	.30	105.00
12/02/11	EMP Researched case law on relationship between consumption and intent and its impact on howey test for Investment Contracts.	1.80	288.00
12/06/11	RWT Legal research Prepare for hearing	1.00	235.00
12/06/11	RWT Attend Hearing in Concord	5.00	1,175.00
12/07/11	JTS Telephone and email correspondence regarding research relating to investment contract issue.	.30	69.00
12/14/11	AHV Meet with Roy and Bill Gardner re LGC case	1.00	350.00
12/14/11	RWT Review file	1.00	235.00
12/14/11	RWT Review decision on on-site examination Review emails	.90	211.50
12/14/11	CGA Review of case background and next steps in preparation for dispositive motions.	.40	64.00

Bernstein Shur

State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

January 19, 2012 Invoice# 3382840
Matter Number: 045501-00001
RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al--Vendor # 153142

DATE	ATTY	Hours	Amount
12/15/11	CGA Review of Petition and analysis of claims and evidence needed.	1.40	224.00
12/16/11	RWT Meeting with clients at BSR	4.00	940.00
12/16/11	CGA Meeting at Bureau office re case strategy and documentary evidence in support of claims for dispositive motions.	3.50	560.00
12/16/11	CGA Review of pleadings.	1.30	208.00
12/18/11	CGA Review of August 2 Report.	.50	80.00
12/20/11	RWT Phone conference with Atty. Larochelle	.20	47.00
12/21/11	RWT Phone conference with clients	.30	70.50
12/22/11	AHV Speak with RWT re fees and strategies and conflicts claims and setting up meeting with B Gardner in SEC'Y OF STATE V> LGC	.30	105.00
12/22/11	RWT Phone conference with Jeff Spill	.20	47.00
12/22/11	CGA Review of Segal reports; preliminary outline of summary judgment motion.	1.60	256.00
12/23/11	RWT Review Motion for Reconsideration and Objection to Motion to Dismiss Draft emails to clients with comments Legal research	2.20	517.00
12/23/11	RWT Phone conferences with Atty. Spill	.30	70.50

Bernstein Shur

State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

January 19, 2012 Invoice# 3382840
Matter Number: 045501-00001
RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
12/26/11	RWT Review Objection filed by Atty. Ramsdell	.30	70.50
12/27/11	AHV Meet with B Gardner about joining case, overview of status	1.00	350.00
12/27/11	AHV Meet with C Aslin re claims pled, discovery mgt, legal issues concerning individuals	1.00	350.00
12/27/11	AHV Rev Bylaws, current web site, prior web site, other state's approaches, outline first meeting with staff at Bur	2.50	875.00
12/27/11	PJS Confer with attorney Volinsky; forward materials on  Risk Pool structure.	1.40	118.00
12/27/11	RWT Office conference with Bill Gardner	1.00	235.00
12/27/11	RWT Attend hearing in Concord	4.50	1,057.50
12/27/11	CGA Review of claims and documentation available to date.	1.50	240.00
12/28/11	AHV Rev background materials on case	2.50	875.00
12/28/11	AHV TF G Milner about intervention	.30	105.00
12/28/11	RWT Phone conference with Atty. Spill Conference with Atty. Volinsky	1.00	235.00

Bernstein Shur

State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

January 19, 2012 Invoice# 3382840
Matter Number: 045501-00001
RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
12/28/11	RWT Review correspondence to Atty. Quirk re Vaughn Index Phone conferences with Atty. Spill Legal research	1.30	305.50
12/28/11	RWT Review Motion for Clarification	.30	70.50
12/28/11	CGA Analysis of Vaughn index issue.	.30	48.00
12/29/11	AHV Speak with Roy about fees	.20	70.00
12/29/11	RWT Phone conferences with Jeff Spill and Bill Gardner	.30	70.50
12/30/11	AHV Finish review of Wingate report and related docs	1.40	490.00
12/30/11	AHV Meet with B Gardner, J Long, R Tilsley re my role vis-a-vis Long's	1.50	525.00
12/30/11	RWT Office conference with Bill Gardner and Joe Long	1.50	352.50
TOTAL FEES			\$12,770.50
TOTAL EXPENSES			\$0.00
TOTAL FEES PLUS EXPENSES			\$12,770.50

Bernstein Shur
Counselors at Law
I.D. #01-0378211

100 Middle Street
P.O. Box 9729
Portland, Maine 04104-5029
(207) 774-1200

State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

February 28, 2012 Invoice# 3385256

Matter Number: 045501-00001

RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

Fees for Professional Services 01/02/12 Through 01/31/12	\$46,668.30
Expenses 01/02/12 Through 01/31/12	\$54.00

Total This Invoice	\$46,722.30
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Previous Outstanding Balance	\$12,770.50

Total Amount Due This Matter	\$59,492.80
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Balance in Trust Account	\$0.00
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payment to ensure proper credit to your account.

Remittance Copy

Bernstein Shur
Counselors at Law
I.D. #01-0378211

P.O. Box 9729
Portland, Maine 04104-5029
(207) 774-1200

State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

February 28, 2012 Invoice# 3385256
Matter Number: 045501-00001
RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

Total This Invoice \$46,722.30

A late charge of 1 1/2% per month may be imposed
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P.O. Box 9729
Portland, Maine 04104-5029
(207) 774-1200

State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

February 28, 2012 Invoice# 3385256
Matter Number: 045501-00001
RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
01/02/12	RWT Document Review	1.00	235.00
01/03/12	AHV Meet with Bureau staff attys and accountant as group and then individually to assess case and understand strategy	6.80	2,380.00
01/03/12	AHV LT B Gardner re fees	.20	70.00
01/03/12	RWT Attend client meeting at BSR - Concord	5.50	1,292.50
01/04/12	AHV TT B Gardner, approved dismissal of individuals	.30	105.00
01/04/12	AHV Long call with Gary Lenehan re dismissal his clients	.40	140.00
01/04/12	AHV Strategy with Roy re approaching indivs for dismissal	.30	105.00
01/04/12	JTS Email correspondence regarding LGC matter.	.30	69.00
01/04/12	RWT Phone conference with Atty. Howard Review documents	.80	188.00
01/05/12	AHV Prep and meet with Kevin Bannion re financial issues	3.50	1,225.00
01/05/12	AHV Phone calls, emails, meeting with G Lenehan and J Rancourt re dismissal of their clients, draft motion	2.00	700.00

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DATE	ATTY	Hours	Amount
01/05/12	EES Meet with Atty Volinsky re various aspects of case including possible [redacted] practices and procedural strategy]	.50	142.50
01/05/12	JTS Review NHBSR petition; legal research and provide advice regarding [redacted] claim.	3.00	690.00
01/05/12	RWT Email to Atty. Howard Conference with Atty. Volinsky	.40	94.00
01/05/12	RWT Review discovery documents, board minutes, legislative testimony, etc. . .	1.70	399.50
01/05/12	RWT Email to Atty. Howard	.20	47.00
01/05/12	RWT Continue Document Review Review and respond to emails from Atty. Wingate Legal research	2.30	540.50
01/05/12	SED Mtg/calls with Mr. Shaw and Mr. Volinsky regarding [redacted] jurisdiction issues under Securities statute relative to "investment contract" definition.	.70	287.00
01/06/12	RWT Review file and documents Draft Motion for Voluntary Nonsuit Email to Bureau	1.00	235.00
01/07/12	CGA Review of BSR discovery documents.	.60	96.00

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Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
01/08/12	AHV Draft Mo Join Mo to Quash and forward to others for review	1.00	350.00
01/08/12	JTS Review motion and email correspondence regarding securities claim; draft email to Andy Volinsky regarding securities analysis.	1.70	391.00
01/09/12	AHV Rev answer, rev numerous emailed comments about Motion to Join. Revise motion to join	2.00	700.00
01/09/12	RWT Review Answer Review proposed Motion in Support Review Response to Motion for Clarification Email to Atty. Volinsky	1.50	352.50
01/09/12	SED Review of correspondence from Mr. Volinsky and Mr. Shaw; mtg with Mr. Shaw; conf call with Mr. Volinsky and Mr. Shaw to discuss elements of securities claim, subject matter jurisdiction issues, and case strategy.	.90	369.00
01/09/12	CGA Review of draft Motion to Join PFF's motion to quash.	.30	48.00
01/09/12	MEM Review Pacer for information on prior suits for Atty. Volinsky's review.	.30	45.90
01/10/12	AHV Work on background docs and try to understand real estate and corp form transistions, read answer and complaint with discussions with Roy. Rev new motion for subpoena to PFFNH	3.50	1,225.00

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 Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
01/10/12	JTS Email correspondence regarding securities claim.	.30	69.00
01/10/12	RWT Review file Conference with Atty. Volinsky Review Corporate filing records for LGC and Real Estate subsidiary	.50	117.50
01/10/12	CGA Analysis of LGC Answer; review of documents compiled by the Bureau.	2.20	352.00
01/10/12	MEM Research on properties owned by LGC and NHMA	.80	122.40
01/11/12	AHV Meet with BSR staff re ongoing issues (Eric and Adrian re muni budget, Sandy re settlement and muni, Jeff re experts and deps, Kevin briefly about examination)	4.50	1,575.00
01/11/12	CGA Research on selective prosecution; draft legal argument on selective prosecution claim; review of Andrew's answer.	4.90	784.00
01/12/12	AHV Meet with C Bertch re finding 1987 article, Meet with Pat Scully re municipal finance law, exchange emails re same.	2.00	700.00
01/12/12	AHV Rev and revise selective pros research and discuss with Chris Aslin	.50	175.00
01/12/12	AHV TF B Quirk, mostly about depositions	.50	175.00

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 Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
01/12/12	AHV Speak with Steve Gordon about Maura Carrol, advise others	.50	175.00
01/12/12	AHV Rev three orders issued this date	.40	140.00
01/12/12	RWT Review and respond to email from Atty. Volinsky	.20	47.00
01/12/12	CGA Further research on selective prosecution; review of recent LGC pleadings; priliminary outline of amended complaint; analysis of documents in support of claims.	3.50	560.00
01/13/12	AHV Speak with Scot and Joel re def of security	.40	140.00
01/13/12	AHV Speak with Jeff Spill re re-scheduling hearing	.20	70.00
01/13/12	AHV Rev Forcier materials re Mun. Budget Issue	.50	175.00
01/13/12	JTS Office conference with Andy Volinsky regarding securities matters.	.40	92.00
01/13/12	CGA Preliminary drafting of amended complaint.	2.10	336.00
01/14/12	CGA Review of LGC documents; revisions to outline of amended petition.	4.10	656.00
01/15/12	AHV Rev docs and work on draft of letter to Saturley re mun finance issue	2.50	875.00
01/15/12	CGA Drafting amended petition.	5.60	896.00

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DATE	ATTY	Hours	Amount
01/16/12	AHV TF/TT R [REDACTED] and draft email	.60	210.00
01/16/12	EES [charge to A. Volinsky Sec. State / Securities matter]	.50	142.50
	Call [REDACTED] former administrator of [REDACTED] office conf. A. Volinsky re [REDACTED] and LGC and breach of CBA as ULP		
01/17/12	AHV TT E B re expert advice on Mun Fin Law	.50	175.00
01/17/12	AHV Rev Segal Repts and Call to H Atkinson re meeting	1.50	525.00
01/17/12	AHV TF M Spolar	.30	105.00
01/17/12	AHV Rev and resp to emails about further discovery, research	.50	175.00
01/17/12	CGA Research on advice of counsel defense and waiver of attorney/client privilege.	1.60	256.00
01/17/12	MEM Travel to Concord tax office and obtain tax cards for LGC	1.00	153.00
01/18/12	AHV Meeting at BSR to update on Experts, deps, progress of case, plan for objections	3.50	1,225.00
01/18/12	RWT Client meeting at BSR	3.00	705.00
01/18/12	CGA Team strategy meeting at BSR.	2.40	384.00

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DATE	ATTY	Hours	Amount
01/19/12	AHV Speak with Roy about discovery orders	.50	175.00
01/19/12	AHV Long teleconf with expert, Mich Djokic	1.00	350.00
01/19/12	RWT Review Discovery Order in detail Conference with Atty. Volinsky	1.70	399.50
01/19/12	CGA Research for objection to Andrews motion to preclude expert testimony.	2.10	336.00
01/20/12	CGA Draft, edit, and file Obj. to Andrews' Mtn. to Preclude expert testimony.	2.20	352.00
01/22/12	CGA Revising and drafting amended petition.	4.80	768.00
01/23/12	AHV Meet with J Rancourt and her clients, memo re same	3.00	1,050.00
01/23/12	RWT Review documents which must be disclosed per discovery order	.50	117.50
01/23/12	RWT Phone conference with Tom Manson	.20	47.00
01/23/12	CGA Review of e-mail correspondence re case.	.10	16.00
01/24/12	AHV Meet with Kevin B re accounting issues	3.00	1,050.00
01/25/12	AHV Long update meeting with Staff at BSR re all issues	3.00	1,050.00
01/25/12	AHV CW S wingate and B Gardner re settlement framework (approved)	1.00	350.00

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DATE	ATTY	Hours	Amount
01/25/12	AHV Very long tf M Couto re surpluse and accounting of LGC and No. Hampton	1.10	385.00
01/25/12	RWT Meeting with clients at BSR	3.70	869.50
01/25/12	CGA Review of recent filings; staff meeting at BSR and travel to Concord.	2.70	432.00
01/26/12	AHV Travel to DC, read Reimer and Milliman docs	2.00	700.00
01/26/12	EES Telecon Mark Benson and discussion with Atty Volinsky re same	.50	142.50
01/26/12	RWT Review Motion filed by Atty. Ramsdell Draft email settlement proposal to Atty. Howard	.50	117.50
01/26/12	CGA Research on permissible investments for towns and cities under RSA 34 and 35.	2.90	464.00
01/27/12	AHV Prep for and meet with H Atkinson and D Rhodes (Segal) D.C.	8.00	2,800.00
01/27/12	CGA Call with Eric and Adrian re permissible municipal investments; Research on R.S.A. 21-I:30-b.	.70	112.00
01/28/12	AHV Draft Meeting Notes Actuaries, travel back from W, D.C. LR Mass Inter Local Insurance	3.00	1,050.00

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DATE	ATTY	Hours	Amount
01/28/12	CGA Analysis of iterations of LGC bylaws; PLT bylaws, NHMA bylaws, and HealthTrust bylaws; drafting amended Petition.	6.00	960.00
01/29/12	AHV Draft and Edit memos of law Sel Pros and Clarity for hearing	2.00	700.00
01/30/12	AHV Prep and attend hearing with associated informal sessions	3.50	1,225.00
01/30/12	AHV Debrief with BSR lawyres re discovery to be gathered and settlement discussions and update on actuaries	1.00	350.00
01/30/12	AHV Settlement conf with Steve Gordon and Ben Hillman	1.50	525.00
01/30/12	AHV Rev Sutton materials	.50	175.00
01/30/12	JTS Email correspondence with Roy Tilsley regarding expert disclosure; review petition.	1.00	230.00
01/30/12	RWT Attend hearing in Concord	4.50	1,057.50
01/30/12	CGA Edits to draft memo on LGC investments; call with Adrian re New England pools.	.90	144.00
01/31/12	AHV Travel and meet with M Couto and review his materials	6.20	2,170.00
01/31/12	AHV TT SMG, re-work settlement draft, email to counsel re settlement conf schedule	.40	140.00

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DATE	ATTY	Hours	Amount
01/31/12	JTS Email correspondence and review documents regarding expert disclosure.	.50	115.00
01/31/12	CGA Completion of rough draft amended petition.	4.40	704.00
01/31/12	MEM Review internet for information on potential expert, Coutu.	1.50	229.50

TOTAL FEES \$46,668.30

SHERIFF FEE - PAID TO: HILLSBOROUGH COUNTY 54.00
SHERIFF

TOTAL EXPENSES \$54.00

TOTAL FEES PLUS EXPENSES \$46,722.30

Bernstein Shur
Counselors at Law
I.D. #01-0378211

100 Middle Street
P.O. Box 9729
Portland, Maine 04104-5029
(207) 774-1200

State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

March 26, 2012	Invoice#	3387324		
Matter Number: 045501-00001				
RE: State of New Hampshire, Bureau of Securities Regulation v. Local Government Center, Inc., et al---Vendor # 153142				
Fees for Professional Services	02/01/12	Through	02/29/12	\$59,288.50
Expenses	02/01/12	Through	02/29/12	\$778.50
Total This Invoice				\$60,067.00
Previous Outstanding Balance				\$46,722.30
Total Amount Due This Matter				\$106,789.30
Balance in Trust Account				\$0.00

Please return the enclosed REMITTANCE COPY with your
payment to ensure proper credit to your account.

Remittance Copy

Bernstein Shur
Counselors at Law
I.D. #01-0378211

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Portland, Maine 04104-5029
(207) 774-1200

State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
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March 26, 2012 Invoice# 3387324

Matter Number: 045501-00001

RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

Total This Invoice

\$60,067.00

A late charge of 1 1/2% per month may be imposed
for payment after 30 days.

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REQUIRED PRIVACY ACT NOTICE

Bernstein Shur does not disclose any nonpublic information about our clients or former clients, except as permitted by law. We restrict access to nonpublic personal information about you to those who need to know that information in order to provide services to you. We maintain physical, electronic and procedural safeguards that comply with federal regulations to guard your nonpublic personal information.

Bernstein Shur
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RE: State of New Hampshire, Bureau of Securities Regulation v.
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DATE	ATTY	Hours	Amount
02/01/12	AHV TT M Smith re 5%	.40	140.00
02/01/12	AHV TT S Kuhn and D Rhodes at Segal re state system	.80	280.00
02/01/12	AHV Update Bill G on settlement, retention of M Couto (approved), access to witnesses and investigative ideas	1.00	350.00
02/01/12	AHV Rev docs re investments policies and financial statements	1.30	455.00
02/01/12	AHV Efforts to reach Mr. Benson and rev Sch Care Website	.30	105.00
02/01/12	RWT Conference with Adrian Larochelle and Eric Forcier in Concord	.50	117.50
02/01/12	RWT Work on amended complaint Legal research Conference with Atty. Aslin	2.10	493.50
02/01/12	CGA Analysis of other new england states' state employee self-insurance programs and required reserves; review of comments on draft amended petition.	2.10	336.00
02/02/12	JMP Consultation with Andy Volinsky re antitrust tying claim	.60	201.00

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DATE	ATTY	Hours	Amount
02/02/12	AHV Mtg at BSR: stock analysis, further discovery, Wingate discovery, logistics of settlement, final reps issue with KB, Update Couto, plan for mtg with VD expert	3.50	1,225.00
02/02/12	AHV Plan for a participate in long teleconf with B Saturley and C Aslin re atty-client waiver, MBA and settlement	1.60	560.00
02/02/12	JTS Review Petition and related materials; office conference with Roy Tilsley and Greg Fryer.	2.50	575.00
02/02/12	RWT Meeting with clients at BSR in Concord Meeting with Greg Fryer in Portland	7.50	1,762.50
02/02/12	CGA Conference call with AHV and Attorney Bill Saturley re advice of counsel waiver; municipal budget law application; and potential settlement discussions.	1.90	304.00
02/03/12	AHV Prep and attend meeting with Kevin B and M Couto	4.20	1,470.00
02/03/12	AHV Talk to CGA re new doc disclosure	.30	105.00
02/03/12	CGA Review and marking of priveleged documents for vaughn index and production.	5.20	832.00
02/03/12	CGA Analysis of Andrews Motion to Dismiss;	.60	96.00
02/03/12	MEM Review documents from clients for privilege notations.	3.20	489.60

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DATE	ATTY	Hours	Amount
02/04/12	AHV Work on redraft of complaint	3.00	1,050.00
02/04/12	AHV Speak with couto and rev his materials both consolidating and deconstructing the balance sheets	1.00	350.00
02/04/12	AHV Work on A/c issue rev pleadings, etc	1.50	525.00
02/04/12	CGA Review and additions to draft Vaughn index.	2.70	432.00
02/04/12	CGA Research and draft Objection to Andrews' motion to dismiss.	2.00	320.00
02/06/12	AHV Prep for hearing by researching and pulling exhibits for argument on A/C priv and reviewing (briefly) in camera production	2.00	700.00
02/06/12	AHV Arrive early to meet Saturley to discuss A/C "waiver" with Mitchell and then learn Saturley unilaterally changed plan	.50	175.00
02/06/12	AHV Attend formal hearing and informal follow-on conference with parties and Mitchell	3.00	1,050.00
02/06/12	AHV Debrief after hearings with BSR Staff attorneys	1.00	350.00
02/06/12	DAL T/conf. w/ A. Volinsky RE BSR v. LGC matter and need for participation at upcoming settlement conference.	.50	225.00

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DATE	ATTY	Hours	Amount
02/06/12	RWT Review revised complaint Prepare for and attend hearing at LOB Meeting with clients	5.50	1,292.50
02/06/12	CGA Preparation of documents for production and in camera review; preparation for hearing.	2.10	336.00
02/06/12	CGA LGC hearing in Concord.	2.50	400.00
02/06/12	CGA Attending Town of Sutton BOS meeting - LGC presentation; and travel to from Sutton.	3.00	480.00
02/07/12	AHV Draft retention letter for Couto	.30	105.00
02/07/12	AHV TF B Quirk re settlement conf	.40	140.00
02/07/12	AHV Draft and finalize Settlement Framework and email to other BSR lawyers	1.00	350.00
02/07/12	AHV Long conversation with Couto re issues in case (surplus, accounting, subsidies, Carroll and Andrews), settlement thoughts	2.00	700.00
02/07/12	AHV TT H Atkinson re his report	.30	105.00
02/07/12	AHV Rev and approve Obj Motion to Dismiss	.20	70.00
02/07/12	RWT Legal research Review additional documents for Greg Fryer Email to Greg Fryer	.50	117.50

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DATE	ATTY	Hours	Amount
02/07/12	RWT Phone conference with Greg Fryer Email to Atty. Volinsky re market rents Review email from Atty. Wingate Phone conference with Atty. Howard	.70	164.50
02/07/12	CGA Report on Sutton BOS meeting; calls with Eric and Adrian re same and investments analysis; revisions to draft obj. to Andrews motion to dismiss; revisions to draft amended petition.	1.90	304.00
02/08/12	AHV Mtg w/ M Bentley	2.00	700.00
02/08/12	AHV TF M Lapointe re School Care	.40	140.00
02/08/12	AHV TF B Gardner re negotiations and sources of info	.50	175.00
02/08/12	AHV Update Settlement framework, finalize, speak with M Couto about same, send to other side, tf B Quirk about settlement meeting	1.50	525.00
02/08/12	AHV Read Long Range Planning Minutes	1.00	350.00
02/08/12	DAL Review and revise settlement proposal drafted by A. Volinsky	.60	270.00
02/08/12	RWT Review Confidentiality Agreements	.30	70.50
02/08/12	RWT Phone conferences with Attys. Wingate and Spill	.30	70.50

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DATE	ATTY	Hours	Amount
02/08/12	CGA Revisions and further drafting of Amended Petition.	6.80	1,088.00
02/09/12	AHV Meet with K Bannon re his report and findings	3.00	1,050.00
02/09/12	AHV Rev emails and tf D Rhodes about payment for actuaries	.50	175.00
02/09/12	AHV Re-rev Segal and Milliman reports in prep for tcw with actuaries	.80	280.00
02/09/12	AHV TCW actuaries re their report	1.20	420.00
02/09/12	AHV TCW M Couto re prep for settlement conf	.70	245.00
02/09/12	RWT Conference call with Atty. Spill and Greg Fryer Legal research Revise Confidentiality Agreements Review auditors financial investment comparision.	3.00	705.00
02/09/12	RWT Phone conference with Eric Forcier Review proposal documents from LGC	.70	164.50
02/09/12	CGA Revisions to draft Amended Petition.	1.70	272.00
02/10/12	AHV Meet with D Lukens to prep for settlement conf	.60	210.00
02/10/12	AHV Finish rev of long range planning mins	.50	175.00

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DATE	ATTY	Hours	Amount
02/10/12	AHV Speak with RWT and rev emails re securities claim merits	.30	105.00
02/10/12	JTS Telephone conference with Greg Fryer and Joe Long; telephone conference with Greg Fryer; email correspondence with Roy Tilsley and Andy Volinsky.	2.20	506.00
02/10/12	RWT Phone conference with Jeff Spill, Eric Forcier, and Adrian Larochelle	.30	70.50
02/10/12	RWT Review Board Minutes and LGC pamphlet sent to towns Phone conferences with Atty. Forcier, Atty. Spill, and Sec. Gardner Email to Mark Howard	1.20	282.00
02/10/12	CGA E-mail correspondence with Ms. McMahon re Sutton-LGC communications.	.10	16.00
02/11/12	AHV Prep for Settlement Conf	3.00	1,050.00
02/11/12	RWT Review Board Minutes Legal research on securities issue	2.50	587.50
02/11/12	CGA Review and comment on draft amended petition; revisions to draft amended petition.	4.60	736.00
02/12/12	AHV Revise Chris Aslin's version of complaint	1.00	350.00
02/13/12	AHV Attend Neg. Session with all parties	6.00	2,100.00

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DATE	ATTY	Hours	Amount
02/13/12	AHV Long Call with M Ricker about Primex' participation in settlement	1.50	525.00
02/13/12	AHV Long call with Couto to re-cap meeting, get his thoughts on complaint and discuss expert report	1.50	525.00
02/13/12	DAL RT travel for and attend settlement conference w/BSR and LCG and their respective counsel; prep for meeting.	8.70	3,045.00
02/13/12	JTS Telephone and email correspondence regarding expert review; New Hampshire legislative history.	.70	161.00
02/13/12	RWT Phone conferences with Greg Fryer and Atty. Shaw Review complaint Phone conferences with Attys. Laroche and Forcier Review Board minutes and other discovery	2.50	587.50
02/13/12	RWT Phone conference with Atty. Spill	.20	47.00
02/13/12	RWT Review and revise complaint Review meeting minutes	1.00	235.00
02/13/12	CGA Further revisions to draft amended petition.	1.60	256.00
02/14/12	AHV Update with Couto	.20	70.00
02/14/12	AHV Finish re-write of Complaint	2.00	700.00

Bernstein Shur

State of New Hampshire, Bureau of Securities Regulation
 107 N. Main Street, Room #204
 Concord, NH 03301

March 26, 2012 Invoice# 3387324
 Matter Number: 045501-00001
 RE: State of New Hampshire, Bureau of Securities Regulation v.
 Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
02/14/12	AHV Rev draft Couto partial report	.80	280.00
02/14/12	AHV TTs Ricker and LaPointe re group meeting	1.00	350.00
02/14/12	AHV Speak with RWT re securities and dismissal of indivs and rev pleading for same	.50	175.00
02/14/12	AHV Rev actuary docs and email with Rhodes	1.00	350.00
02/14/12	JTS Telephone and email correspondence; review amended petition and telephone conference with Roy Tilsley regarding same.	3.00	690.00
02/14/12	RWT Phone conference with Atty. Fryer	.20	47.00
02/14/12	RWT Review Complaint	.30	70.50
02/14/12	RWT Draft Settlement Agreement and Motion for Nonsuit re Beecher Respondents. Conference with Atty. Shaw	1.20	282.00
02/14/12	RWT Revise Confidentiality Agreements	.30	70.50
02/14/12	CGA Review of e-mails re draft amended petition.	.40	64.00
02/15/12	AHV Meet with Bannon re rept	2.00	700.00
02/15/12	AHV TT Rhodes re Rept	.50	175.00
02/15/12	AHV TT Couto re rept	.50	175.00
02/15/12	AHV Final Amendments to Petition	.50	175.00

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State of New Hampshire, Bureau of Securities Regulation
 107 N. Main Street, Room #204
 Concord, NH 03301

March 26, 2012 Invoice# 3387324
 Matter Number: 045501-00001
 RE: State of New Hampshire, Bureau of Securities Regulation v.
 Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
02/15/12	CGA Preparation of documents from Town of Sutton for production; final revisions and proofing of Amended Petition.	3.50	560.00
02/16/12	RWT Phone conferences with Greg Fryer, Atty. Spill, and Atty. Larochelle	1.60	376.00
02/16/12	CGA Finalizing and filing Amended Petition.	2.10	336.00
02/17/12	AHV Update W Gardner re Settlement	.80	280.00
02/17/12	AHV Speak with Gorenstein and G	1.00	350.00
02/17/12	AHV PARTICIPATE IN SETTLEMENT CONF	5.00	1,750.00
02/17/12	RWT Review Report from Atty. Fryer Phone conference with Atty. Fryer Attend Settlement Conference in Concord	6.50	1,527.50
02/17/12	CGA Coordination and review of expert reports prior to production.	3.00	480.00
02/18/12	AHV Draft notes exchange emails re settlement	1.00	350.00
02/19/12	AHV TF M Ricker re settlement	1.00	350.00
02/19/12	AHV TT M Couto re expert reports and problems with outside auditors	1.00	350.00
02/21/12	AHV Rev new order re clarification and discuss with Chris	.50	175.00

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State of New Hampshire, Bureau of Securities Regulation
 107 N. Main Street, Room #204
 Concord, NH 03301

March 26, 2012 Invoice# 3387324
 Matter Number: 045501-00001
 RE: State of New Hampshire, Bureau of Securities Regulation v.
 Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
02/21/12	AHV TF G Milner re lang dep	1.00	350.00
02/21/12	AHV Rev LGC web site particularly as relates to financial policies, read PFFNH v. LGC as relates to muni entity subject to MBA	1.80	630.00
02/21/12	AHV Email with D Lukens re settlement issues	.20	70.00
02/21/12	CGA Review of Order on BSR Production; preparation of documents for production in response to Order.	2.10	336.00
02/22/12	AHV Multiple calls with B Dinan, SOS, draft emails re Psmth Charter	1.80	630.00
02/22/12	AHV Rev Financial Policies LGC book	.50	175.00
02/22/12	RWT Review Order from Hearings Officer Review email from Atty. Howard Revise Release and Motion for Non-Suit as to Beecher Defendants	.90	211.50
02/22/12	CGA Review of Order on production of documents; analysis of documents; updating Vaughn index; draft supplemental submission re production of documents; call with Sandy re Portsmouth charter.	3.90	624.00
02/23/12	AHV Deal with press, speak with W gardner, email with BSR re settlement and new idea of action adverse to lobbyist Bianco (AV not supportive)	1.50	525.00

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State of New Hampshire, Bureau of Securities Regulation
 107 N. Main Street, Room #204
 Concord, NH 03301

March 26, 2012 Invoice# 3387324
 Matter Number: 045501-00001
 RE: State of New Hampshire, Bureau of Securities Regulation v.
 Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
02/23/12	NAT Review e-mail from Dana Lukens about tax consequences of refunding of premiums and affect of same on tax-exempt status of pool; telephone call with Dana about same.	.50	170.00
02/23/12	CGA Final preparation of revised vaughn index for supplemental production.	1.70	272.00
02/23/12	MEM Travel to and attend public hearing at LGC.	2.00	306.00
02/24/12	AHV Telephone and email exchanges with D Lukens re negotiations	.40	140.00
02/24/12	AHV Emails re D Lang dep	.20	70.00
02/24/12	AHV Negotiating session with Pools	4.00	1,400.00
02/24/12	AHV Emails with MEM re public meeting	.20	70.00
02/24/12	JTS Email correspondence with Dana Lukens.	.30	69.00
02/24/12	RWT Attend Settlement Conference at Orr & Reno	4.00	940.00
02/25/12	AHV Long TT Ricker about settlement	1.00	350.00
02/25/12	AHV Draft Summary letter	.50	175.00
02/26/12	AHV Rev Couto revision of definitions	.30	105.00
02/26/12	AHV Finish Summary Letter and email to clients	1.00	350.00

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State of New Hampshire, Bureau of Securities Regulation
 107 N. Main Street, Room #204
 Concord, NH 03301

March 26, 2012 Invoice# 3387324
 Matter Number: 045501-00001
 RE: State of New Hampshire, Bureau of Securities Regulation v.
 Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
02/27/12	AHV Deal with discovery, press by LGC, response, settlement discussions	3.00	1,050.00
02/27/12	RWT Review emails from Atty. Volinsky and draft Settlement Letter Conference with Atty. Volinsky	.50	117.50
02/27/12	CGA Review and comment on draft settlement summary of postition.	.60	96.00
02/27/12	MEM Prepare memorandum re Feb 23 hearing.	.30	45.90
02/28/12	RWT Review and respond to email from Hearings Officer File Motion for Nonsuit	.50	117.50
02/28/12	CGA Response to Quirk's inquiry about allegedly missing documents.	.70	112.00
02/29/12	RWT Review op ed piece and email from Atty. Wingate Draft responsive statement Phone conference with Atty. Wingate	2.00	470.00
02/29/12	CGA Review of lobbying issue; review of Maine Anthem case; review and comment on draft op-ed.	.90	144.00

TOTAL FEES \$59,288.50

FILING FEE - PAID TO: BUSINESSCARD SERVICES 12.00

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State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

March 26, 2012 Invoice# 3387324
Matter Number: 045501-00001
RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
	MISCELLANEOUS - PAID TO: CITY OF CONCORD, NH	10.00	
	TRAVEL EXPENSE - PAID TO: ANDRU H. VOLINSKY	691.56	
	TRAVEL EXPENSE - PAID TO: ANDRU H. VOLINSKY	43.51	
	TRAVEL EXPENSE - PAID TO: ANDRU H. VOLINSKY	21.43	
	TOTAL EXPENSES		\$778.50
	TOTAL FEES PLUS EXPENSES		\$60,067.00

Bernstein Shur
Counselors at Law
I.D. #01-0378211

100 Middle Street
P.O. Box 9729
Portland, Maine 04104-5029
(207) 774-1200

State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

April 19, 2012 Invoice# 3389584

Matter Number: 045501-00001

RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

Fees for Professional Services 03/01/12 Through 03/31/12	\$76,234.60
Expenses 03/01/12 Through 03/31/12	\$342.79

Total This Invoice	\$76,577.39
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Previous Outstanding Balance	\$60,067.00
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Total Amount Due This Matter	\$136,644.39
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Balance in Trust Account	\$0.00
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I.D. #01-0378211

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State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

April 19, 2012 Invoice# 3389584
Matter Number: 045501-00001
RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

Total This Invoice \$76,577.39

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If paying by Credit Card, please complete the information below.

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Signature _____ Amount _____

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State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

April 19, 2012 Invoice# 3389584
Matter Number: 045501-00001
RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
03/01/12	AHV TF T Gagne and email to his lawyer and others	1.00	350.00
03/01/12	AHV Re-draft press statement and re C█████ email	.80	280.00
03/01/12	AHV TCW Eric and Adrian re press, lobbying, public nature of reports	.40	140.00
03/02/12	AHV Rev docs for hearing and to begin to prep for deps	2.00	700.00
03/05/12	AHV Prep for informal conf with D Mitchell, attend conference, follow up meetings with B Quirk and S Gordon	4.00	1,400.00
03/05/12	RWT Attend Informal Conference in Concord	2.50	587.50
03/06/12	AHV Prep and attend informal conference with HO Mitchell	3.00	1,050.00
03/06/12	RWT Review document production from Department of Admin Services Conference with Atty. Volinsky Emails to Atty. Laroche and Atty. Fryer	.80	188.00
03/06/12	CGA Review of Order on waiver of attorney-client privilege.	.30	48.00
03/07/12	AHV Prepare for, attend settlement meeting, debrief with Secretary and staff	8.00	2,800.00
03/07/12	RWT Review Hearings Officer's Decision on Attorney Client Privilege Issue	.50	117.50

- 50%

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State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

April 19, 2012 Invoice# 3389584
Matter Number: 045501-00001
RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
03/07/12	RWT Attend Settlement Conference at Orr & Reno	4.50	1,057.50
03/07/12	CGA Review of LGC document production.	1.30	208.00
03/08/12	AHV Meet with Primex counsel and CEO w/ Jeff and Adrian	3.00	1,050.00
03/08/12	AHV Prep with K Bannon for dep	2.00	700.00
03/08/12	AHV Instruct K Mann re setting up deps	.50	175.00
03/08/12	RWT Review Order from Hearings Office Review and respond to emails from Atty. Quirk Emails to Greg Fryer and Mike Coutu	1.10	258.50
03/08/12	CGA Review of Structuring Order; coordination of workflow for upcoming discovery productions and dispositive motion responses.	.40	64.00
03/09/12	AHV Draft Primex Agr	2.70	945.00
03/09/12	RWT Review FRM Case Phone conferences with Attys. Larochelle and Forcier	.40	94.00
03/09/12	CGA Call with Adrian re management of new LGC production.	.20	32.00
03/10/12	AHV Finish 1st Draft of Primex Agr and email others	2.50	875.00

- 50%

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State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

April 19, 2012 Invoice# 3389584
Matter Number: 045501-00001
RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
03/11/12	AHV TCW M Couto and revise Agr re Primex	1.40	490.00
03/12/12	RWT Review proposed Primex settlement	.50	117.50
03/12/12	CGA Compilation of dispositive motions filed by Respondents; review of Carroll's motion to dismiss.	2.10	336.00
03/12/12	MEM Calls and emails with deponents about schedules, flights, etc...	1.50	229.50
03/13/12	AHV Rev motions and draft public comment	1.50	525.00
03/13/12	CGA Review of dispositive motions.	3.80	608.00
03/13/12	MEM Review numerous emails with attached pleadings and attachments and prepare sets and coordinate for DMS filing for all attorneys.	5.00	765.00
03/14/12	AHV Meet with K Bannon and attend dep	10.00	3,500.00
03/14/12	JTS Review motions to dismiss securities claims by all parties; telephone conference with Roy Tilsley; review case law and no action letters.	4.00	920.00
03/14/12	RWT Begin reviewing dispositive motions	.50	117.50
03/14/12	RWT Phone confernece with Eric Forcier Review Dispositive Motions filed by Respondents	2.30	540.50

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State of New Hampshire, Bureau of Securities Regulation
 107 N. Main Street, Room #204
 Concord, NH 03301

April 19, 2012 Invoice# 3389584
 Matter Number: 045501-00001
 RE: State of New Hampshire, Bureau of Securities Regulation v.
 Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
03/14/12	RWT Conference with Attys. re scheduling matters	.40	94.00
03/14/12	RWT Conference with Atty. Shaw	.70	164.50
03/14/12	CGA Analysis of Motions to Dismiss; coordination with Adrian on research for objections; organization of arguments for objections.	2.80	448.00
03/14/12	MEM Prepare witness list; further coordinating of new pleadings and attachments and preparation of copies for all attorneys involved.	2.50	382.50
03/15/12	AHV Meet with actuaries and attend depositions	7.50	2,625.00
03/15/12	RWT Phone conference with Bill Gardner	.20	47.00
03/15/12	RWT Further review of dispositive motions on securities Legal research	2.00	470.00
03/15/12	CGA Research on statutory construction re objection to motions to dismiss.	1.10	176.00
03/15/12	MEM Travel to airport to take expert to flight after deposition.	.80	122.40
03/16/12	AHV Rev and revise Primex Agr and speak with Ricker	1.00	350.00
03/16/12	AHV Discuss and get sign off from B Gardner re Primex	.40	140.00

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State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

April 19, 2012 Invoice# 3389584
Matter Number: 045501-00001
RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
03/16/12	RWT Meeting with clients in Concord	2.50	587.50
03/16/12	CGA Research and development of argument for objection to motions to dismiss.	2.10	336.00
03/17/12	AHV Telecon with Primex, speak with M Coutu and revise draft agreemeth	3.00	1,050.00
03/17/12	AHV Rev a/c materials	2.00	700.00
03/17/12	RWT Attend David Lang deposition in Concord	3.50	822.50
03/17/12	CGA Research and development of arguments for objection to motions to dismiss.	5.00	800.00
03/18/12	RWT Draft Objection to Securities Motion	4.00	940.00
03/19/12	AHV Prep for Carroll and others	5.00	1,750.00
03/19/12	AHV Prep agreement	1.50	525.00
03/19/12	RWT Review No Action letters Phone confernece with Eric Forcier	.50	117.50
03/19/12	CGA Drafting Omnibus Objection to dispositive motions.	3.60	576.00
03/20/12	AHV Prep Carroll Dep	3.00	1,050.00
03/20/12	AHV Take Carroll Dep	4.00	1,400.00

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April 19, 2012 Invoice# 3389584
 Matter Number: 045501-00001
 RE: State of New Hampshire, Bureau of Securities Regulation v.
 Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
03/20/12	AHV Speak with Ricker, Couto and redraft Settlement Agr	2.50	875.00
03/20/12	AHV Another late night hour working on settlement agreement	1.00	350.00
03/20/12	RWT Draft Objection to Motions to Dismiss Securities counts Phone conferences with Eric Forcier and Adrian Larochelle	7.50	1,762.50
03/20/12	CGA Drafting Omnibus Objection.	5.10	816.00
03/21/12	RWT Work on brief.	2.10	493.50
03/21/12	RWT Work on Brief	4.00	940.00
03/21/12	CGA Drafting Omnibus Objection to Motions to Dismiss.	8.40	1,344.00
03/21/12	MEM Begin summary of Maura Carroll deposition.	1.50	229.50
03/22/12	AHV Rev Omnibus Objection and prep for S Keefe and J Emery, read expert reports	8.00	2,800.00
03/22/12	RWT Meet with Greg Fryer Attend Greg Fryer's deposition	7.00	1,645.00
03/22/12	RWT Phone conferences with Eric Forcier and Jeff Spill Revise Objection	.70	164.50

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State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

April 19, 2012 Invoice# 3389584
Matter Number: 045501-00001
RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
03/22/12	CGA Drafting Omnibus Objection; review and revisions to draft omnibus and securities section.	11.80	1,888.00 - 50%
03/22/12	MEM Review CD of documents from LGC; print pertinent documents for Attorney Volinsky's review in preparation of upcoming depositions; further work on Carroll deposition summary.	7.50	1,147.50
03/23/12	AHV Finish prep and take the deps of S Keefe and J Emery	9.00	3,150.00
03/23/12	AHV Meet with Earle W and Bill G re Primex Agreement	1.00	350.00
03/23/12	RWT Edit Objection Phone conference with Eric Forcier	1.50	352.50
03/23/12	RWT Review Joe Long's edits Revise Objection	.60	141.00
03/23/12	CGA Final revisions to Objection; compilation of exhibits and cases; coordination of filing of documents.	9.10	1,456.00
03/24/12	AHV Work on Press statement, summarize Keefe and Emery deps	2.50	875.00
03/25/12	RWT Prepare for hearing on dispositive motions	4.50	1,057.50

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State of New Hampshire, Bureau of Securities Regulation
 107 N. Main Street, Room #204
 Concord, NH 03301

April 19, 2012 Invoice# 3389584
 Matter Number: 045501-00001
 RE: State of New Hampshire, Bureau of Securities Regulation v.
 Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
03/25/12	CGA Preparation for hearing on dispositive motions.	6.70	1,072.00
03/26/12	AHV Prep, attend and debrief about dispositive motions	8.00	2,800.00
03/26/12	RWT Attend Hearing in Concord	8.00	1,880.00
03/26/12	CGA Final prep for hearing; Hearing on all dispositive motions.	8.50	1,360.00
03/26/12	MEM Complete deposition summary of Maura Carroll; begin internet search for Riemer real estate holdings.	3.90	596.70
03/27/12	AHV AT K Moquin Dep	5.50	1,925.00
03/27/12	CGA Review of Supplemental Answers to Amended Petition.	.60	96.00
03/28/12	RWT Prepare for Dick Samuels deposition	4.50	1,057.50
03/28/12	CGA Coordination of attorney client production documents.	.50	80.00
03/29/12	AHV Rev atty client priv materials	3.00	1,050.00
03/29/12	RWT Deposition of Dick Samuels	5.20	1,222.00
03/29/12	CGA Review of Attorney client documents.	.90	144.00
03/30/12	AHV Prep with Coutu	1.00	350.00

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State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

April 19, 2012 Invoice# 3389584
Matter Number: 045501-00001
RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
03/30/12	AHV Attend Coutu dep	8.30	2,905.00
03/30/12	RWT Phone conference with Greg Fryer	.20	47.00
03/30/12	CGA Call with Adrian re timeline and stipulated facts; review of attorney client production documents.	.40	64.00
03/31/12	AHV Prep for Reimer and Laprade deps	2.30	805.00

TOTAL FEES ----- \$76,234.60

MISCELLANEOUS - PAID TO: CITY OF CONCORD, NH 10.00
MEALS - PAID TO: CAFE 324 136.89
MEALS - PAID TO: ANDRU H. VOLINSKY 195.90

TOTAL EXPENSES \$342.79

TOTAL FEES PLUS EXPENSES \$76,577.39

Bernstein Shur
Counselors at Law
I.D. #01-0378211

100 Middle Street
P.O. Box 9729
Portland, Maine 04104-5029
(207) 774-1200

State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

May 16, 2012 Invoice# 3391490

Matter Number: 045501-00001

RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

Fees for Professional Services 04/01/12 Through 04/30/12	\$94,409.30
Expenses 04/01/12 Through 04/30/12	\$4,176.59

Total This Invoice	\$98,585.89
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Previous Outstanding Balance	\$76,577.39

Total Amount Due This Matter	\$175,163.28
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Balance in Trust Account	\$0.00
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Counselors at Law

I.D. #01-0378211

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State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

May 16, 2012 Invoice# 3391490

Matter Number: 045501-00001

RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

Total This Invoice

\$98,585.89

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REQUIRED PRIVACY ACT NOTICE

Bernstein Shur does not disclose any nonpublic information about our clients or former clients, except as permitted by law. We restrict access to nonpublic personal information about you to those who need to know that information in order to provide services to you. We maintain physical, electronic and procedural safeguards that comply with federal regulations to guard your nonpublic personal information.

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Counselors at Law
I.D. #01-0378211

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P.O. Box 9729
Portland, Maine 04104-5029
(207) 774-1200

State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

May 16, 2012 Invoice# 3391490
Matter Number: 045501-00001
RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
04/01/12	RWT Review Hilliard and Coutu reports	1.50	352.50
04/02/12	AHV Attend informal conference and debrief with BSR	3.00	1,050.00
04/02/12	AHV Prep for Reimer	3.00	1,050.00
04/02/12	RWT Phone conference with Atty. Larochelle	.30	70.50
04/02/12	RWT Attend Status Conference in Concord	3.00	705.00
04/03/12	AHV Prep and attend P Reimer deposition	7.00	2,450.00
04/03/12	RWT Prepare for Russ Hilliard depo	3.00	705.00
04/03/12	CGA Coordination of Attorney/Client documents and deposition transcripts with BSR.	1.00	160.00
04/04/12	AHV Coutu call re TN contact	.30	105.00
04/04/12	AHV Prep for M LaPrade deposition	5.00	1,750.00
04/04/12	RWT Attend deposition of Russ Hilliard	3.50	822.50
04/04/12	RWT Phone conference with Greg Fryer	.20	47.00
04/05/12	AHV Prep and depose Mark LaPrade	6.00	2,100.00
04/05/12	AHV Meet with B Quirk his office re settlement (AV proposed partial settlement and escrow ideas, BQ said written proposal coming, but based on 375 RBC)	.30	105.00

Bernstein Shur

State of New Hampshire, Bureau of Securities Regulation
 107 N. Main Street, Room #204
 Concord, NH 03301

May 16, 2012 Invoice# 3391490
 Matter Number: 045501-00001
 RE: State of New Hampshire, Bureau of Securities Regulation v.
 Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
04/05/12	RWT Review Decision on Dispositive Motions Review Carroll depo transcript Summarize dispositive motion decision for Atty. Volinsky	4.00	940.00
04/06/12	MEM Begin deposition summary of Keefe.	1.00	153.00
04/07/12	AHV Prep for J Andrews dep, plan for trial	3.00	1,050.00
04/09/12	AHV Rev email and TT B Quirk re settlement	.40	140.00
04/09/12	AHV Rev article and tf B Dinan re LGC legal fees	.30	105.00
04/09/12	CGA Research on equitable reformation/commercial reasonableness of Workers Comp Note to HealthTrust.	1.40	224.00
04/09/12	MEM Deposition summary of Keefe.	6.50	994.50
04/10/12	AHV Rev Quirk settlement email, share with BSR and exchange emails on this topic with Jeff and others	1.00	350.00
04/10/12	AHV TF S Gordon and speak with RWT re dismissal of Securities Counts	.40	140.00
04/10/12	AHV Prep for Andrews	3.00	1,050.00
04/10/12	CGA Planning for Trial Memo.	.40	64.00
04/10/12	MEM Complete Keefe deposition summary.	1.80	275.40

Bernstein Shur

State of New Hampshire, Bureau of Securities Regulation
 107 N. Main Street, Room #204
 Concord, NH 03301

May 16, 2012 Invoice# 3391490
 Matter Number: 045501-00001
 RE: State of New Hampshire, Bureau of Securities Regulation v.
 Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
04/11/12	AHV Email with KB, MC and Matt Lapointe, TT M Coutu, rev docs all re School Care settlement	1.00	350.00
04/11/12	AHV TT M M re SchoolCare settlement	.30	105.00
04/11/12	AHV Trial prep re Carroll exam	.50	175.00
04/11/12	AHV Meet with kevin and speak to M Coutu re SchoolCare	1.30	455.00
04/11/12	MEM Begin ^{Jennie} Julie Emery deposition summary.	5.50	841.50
04/12/12	AHV Prep and depose John Andrews	5.50	1,925.00
04/12/12	RWT Attend Deposition of John Andrews	6.50	1,527.50
04/12/12	MEM Complete Emery deposition summary.	2.50	382.50
04/13/12	AHV Complete Witness Lists and Emails re same	2.50	875.00
04/13/12	RWT Review file and complaint	.60	141.00
04/13/12	RWT Review Motions in Limine and Samuels Depo Transcript	1.00	235.00
04/13/12	CGA Review of draft witness and exhibit lists; review of LGC and Andrews motions in limine.	1.40	224.00
04/13/12	MEM Begin summary of Coutu deposition.	5.50	841.50
04/16/12	AHV Exchange emails and phone calls and revise Risk Agreement re SCHOOLCARE	1.30	455.00

Bernstein Shur

State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

May 16, 2012 Invoice# 3391490
Matter Number: 045501-00001
RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
04/16/12	AHV Attend final pretrial and then meet with staff at BSR to prep for trial, meet with Bill Gardner re settlement, TF B Quirk and S Gordon re settlement	4.00	1,400.00
04/16/12	RWT Attend Pre-Hearing Conference	3.00	705.00
04/16/12	RWT Prepare for Curro deposition	1.50	352.50
04/16/12	CGA Final pre-hearing informal conference and post-hearing debrief.	2.50	400.00
04/16/12	CGA Draft stipulation of facts; Strategic planning meeting re settlement/mediation with LGC.	2.10	336.00
04/16/12	MEM Further summary of Coutu deposition.	5.70	872.10
04/17/12	AHV TF B Gardner re settlement	.30	105.00
04/17/12	AHV TF S Gordon re settlement	.30	105.00
04/17/12	AHV Rev email re senate bill	.20	70.00
04/17/12	AHV TT M Lapointe to negotiate School Care agreement	1.00	350.00
04/17/12	AHV TF B quirk re settlement, draft email partial settlement proposal, consult with M Coutu, RWT re same	1.20	420.00
04/17/12	RWT Prepare for Curro deposition	2.00	470.00

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State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

May 16, 2012 Invoice# 3391490
Matter Number: 045501-00001
RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
04/17/12	RWT Attend deposition of Peter Curro	4.20	987.00
04/17/12	CGA Reveiw of Curro motion in limine; review of draft School Care settlement agreement; review of settlement offer summary to LGC.	.70	112.00
04/17/12	MEM Further summary of Coutu deposition	5.60	856.80
04/18/12	AHV Negotiate School Care agreement with Matt and rev related emails from M Coutu and K Bannon	3.00	1,050.00
04/18/12	AHV Exchange emails and tf M Ramsdell re settling with J Andrews	.50	175.00
04/18/12	AHV Long TF B Quirk re partial settlement option and discuss with Roy and Chris	.60	210.00
04/18/12	AHV Pension plan, speak to Steve Gerlach email to G M and and rev files	.60	210.00
04/18/12	RWT Phone conference with Greg Fryer	.30	70.50
04/18/12	CGA Draft Objection to Respondents' motions in limine and edits thereto; research on restitution, constructive trusts, and unjust enrichment theories of relief under 5-B.	4.60	736.00
04/18/12	SRG Consult with Andy Volinsky re NH litigation and DB retirement plan.	.20	32.00
04/18/12	MEM Complete Coutu deposition and begin summary of Riemer deposition.	6.30	963.90

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Concord, NH 03301

May 16, 2012 Invoice# 3391490
Matter Number: 045501-00001
RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
04/19/12	AHV Meet with SOS at his office	1.50	525.00
04/19/12	AHV Meet with Adrian re exhibits	1.00	350.00
04/19/12	AHV # of conversations with Matt LaPointe re School Care	1.00	350.00
04/19/12	AHV Trial Prep	3.00	1,050.00
04/19/12	CGA Drafting stipulated facts.	.80	128.00
04/19/12	MEM Further work on summary of Riemer deposition.	5.20	795.60
04/20/12	AHV Trial prep	4.00	1,400.00
04/20/12	RWT Work on Exhibit List	1.00	235.00
04/20/12	CGA Compilation of exhibits for hearing; research on restitution.	2.20	352.00
04/20/12	MEM Complete Riemer deposition summary.	6.00	918.00
04/21/12	AHV Trial Prep (opening, exhibits, thinking through exams)	5.00	1,750.00
04/21/12	CGA Drafting stipulation of facts.	1.50	240.00
04/22/12	AHV Trial Prep (mostly reviewing exhibits)	4.50	1,575.00
04/22/12	RWT Work on Exhibits	2.50	587.50
04/22/12	CGA Drafting proposed stipulation of facts.	2.40	384.00

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May 16, 2012 Invoice# 3391490
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 RE: State of New Hampshire, Bureau of Securities Regulation v.
 Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
04/23/12	AHV Trial prep	8.00	2,800.00
04/23/12	RWT Work on Exhibits and Proposed Statement of Facts	2.60	611.00
04/23/12	RWT Review timeline Phone conference with Atty. Larochelle	.50	117.50
04/23/12	CGA Edits and finalizing proposed stipulation of facts; review and edits to draft timeline.	4.20	672.00
04/24/12	AHV Trial prep	8.00	2,800.00
04/24/12	RWT Prepare for trial	1.50	352.50
04/24/12	RWT Review Russ Hilliard's file	.70	164.50
04/24/12	RWT Prepare for trial	1.00	235.00
04/24/12	RWT Phone conference with Atty. Quirk	.20	47.00
04/24/12	RWT Phone conference with Atty. Pantesco	.20	47.00
04/24/12	CGA Preparation of timeline; preparation of exhibits for trial; review of Order on motions in limine.	6.00	960.00
04/24/12	MEM Complete Riemer deposition summary and begin Andrews summary.	8.00	1,224.00
04/25/12	AHV Trial prep	8.00	2,800.00

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Concord, NH 03301

May 16, 2012 Invoice# 3391490
Matter Number: 045501-00001
RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
04/25/12	RWT Prepare for trial Phone conference with Atty. Fryer Review Bannon depo	2.50	587.50
04/25/12	RWT Prepare for trial	.50	117.50
04/25/12	RWT Prepare for trial	2.20	517.00
04/25/12	CGA Preparation of exhibits and documents for hearing.	7.80	1,248.00
04/25/12	MEM Complete Andrews' deposition summary and begin LaPrade summary.	7.00	1,071.00
04/26/12	AHV Trial prep	8.00	2,800.00
04/26/12	RWT Work on Exhibits Emails and phone calls with Attys. Pantesco and Ramsdell	2.50	587.50
04/26/12	RWT Prepare for trial	1.50	352.50
04/26/12	RWT Prepare for trial	2.50	587.50
04/26/12	CGA Preparation of media for hearing; review of Respondents' proposed revisions to stipulated facts and timeline.	4.90	784.00
04/26/12	MEM Further work on LaPrade deposition summary.	6.50	994.50

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 107 N. Main Street, Room #204
 Concord, NH 03301

May 16, 2012 Invoice# 3391490
 Matter Number: 045501-00001
 RE: State of New Hampshire, Bureau of Securities Regulation v.
 Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
04/26/12	RPN Telephone call with Chris Aslin, review materials exchanged in discovery, run OCR on various files, monitor progress of OCR, prepare files for use at trial	1.50	229.50
04/27/12	AHV Trial prep	8.00	2,800.00
04/27/12	RWT Prepare for trial	9.00	2,115.00
04/27/12	CGA Work up of changes to stipulations of fact and timeline; preparation of materials for hearing; informal conference at Archives; set-up of Archives for hearing.	10.20	1,632.00
04/27/12	MEM Complete LaPrade and begin Curro deposition summary.	6.50	994.50
04/28/12	AHV Trial prep	8.00	2,800.00
04/28/12	RWT Prepare for trial	4.00	940.00
04/28/12	CGA Preparation of flash drives and documents for hearing; review of Respondents' exhibits; organization of Respondents' exhibits.	6.50	1,040.00
04/29/12	AHV Trial prep	4.00	1,400.00
04/29/12	RWT Prepare for trial	6.00	1,410.00
04/29/12	CGA Review and organization of Respondents' exhibits.	5.30	848.00

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State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

May 16, 2012 Invoice# 3391490
Matter Number: 045501-00001
RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
04/30/12	AHV Prep and attend trial	10.00	3,500.00
04/30/12	JTS Review email correspondence and statute.	.50	115.00
04/30/12	RWT Prepare for and attend hearing	11.00	2,585.00
04/30/12	CGA Day 1 of LGC Hearing.	8.80	1,408.00
04/30/12	MEM Further work on depo summaries.	6.50	994.50

TOTAL FEES \$94,409.30

TRANSCRIPT COST - PAID TO: AVICORE REPORTING	1257.30
TRANSCRIPT COST - PAID TO: AVICORE REPORTING	1254.65
OUTSIDE PHOTOCOPY - PAID TO: THE COPY ROOM LLC	956.20
DEPOSITION - PAID TO: CONNELLY REPORTING &	578.70
MISCELLANEOUS - PAID TO: CITY OF CONCORD, NH	10.00
MISCELLANEOUS - PAID TO: CITY OF CONCORD, NH	10.00
MEALS - PAID TO: ANDRU H. VOLINSKY	109.74

TOTAL EXPENSES \$4,176.59

TOTAL FEES PLUS EXPENSES \$98,585.89

Bernstein Shur
Counselors at Law
I.D. #01-0378211

100 Middle Street
P.O. Box 9729
Portland, Maine 04104-5029
(207) 774-1200

State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

June 25, 2012 Invoice# 3394006

Matter Number: 045501-00001

RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

Fees for Professional Services 05/01/12 Through 05/31/12	\$61,880.00
Expenses 05/01/12 Through 05/31/12	\$1,788.56

Total This Invoice	\$63,668.56
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Previous Outstanding Balance	\$98,585.89

Total Amount Due This Matter	\$162,254.45
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Balance in Trust Account	\$0.00
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Please return the enclosed REMITTANCE COPY with your
payment to ensure proper credit to your account.

Bernstein Shur
Counselors at Law
I.D. #01-0378211

100 Middle Street
P.O. Box 9729
Portland, Maine 04104-5029
(207) 774-1200

State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

June 25, 2012 Invoice# 3394006
Matter Number: 045501-00001
RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
05/01/12	AHV	10.00	3,500.00
05/01/12	RWT	9.50	2,232.50
05/01/12	CGA	7.80	1,248.00
05/01/12	MEM	5.50	841.50
05/02/12	AHV	10.00	3,500.00
05/02/12	RWT	9.00	2,115.00
05/02/12	CGA	2.70	432.00
05/02/12	MEM	4.00	612.00
05/03/12	AHV	10.00	3,500.00
05/03/12	RWT	12.00	2,820.00
05/03/12	CGA	3.00	480.00
05/04/12	AHV	10.00	3,500.00
05/04/12	RWT	9.50	2,232.50

Bernstein Shur

State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

June 25, 2012 Invoice# 3394006
Matter Number: 045501-00001
RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
05/04/12	CGA Hearing day 5.	1.60	256.00
05/05/12	AHV Speak with Bill G, prep for crosses of Parker, Reimer	3.00	1,050.00
05/06/12	AHV Prep for Crosses, Keefe, Emery, McCue	4.00	1,400.00
05/06/12	RWT Prepare for trial	3.00	705.00
05/06/12	CGA Research on advice of counsel defense.	2.20	352.00
05/07/12	AHV Trial and trial prep	10.00	3,500.00
05/07/12	JTS Review email correspondence to and from Greg Fryer regarding direct and cross on securities claims.	.30	69.00
05/07/12	RWT Attend Hearing at State Archives	7.50	1,762.50
05/07/12	CGA Hearing day 6; development of trial memo outline.	3.30	528.00
05/08/12	AHV Trial and trial prep	10.00	3,500.00
05/08/12	RWT Prepare for and attend hearing at state archives	12.00	2,820.00
05/08/12	CGA Hearing day 7; work on trial memo.	1.30	208.00
05/09/12	AHV Trial and trial prep	10.00	3,500.00

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State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

June 25, 2012 Invoice# 3394006
Matter Number: 045501-00001
RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
05/09/12	RWT Prepare for and attend hearing at state Archives	12.00	2,820.00
05/09/12	CGA Hearing day 8; development of trial memo.	4.30	688.00
05/10/12	AHV Trial and trial prep	10.00	3,500.00
05/10/12	RWT Attend Hearing at State Archives in Concord	3.50	822.50
05/10/12	CGA Hearing Day 9.	1.50	240.00
05/11/12	AHV Trial and trial prep	10.00	3,500.00
05/11/12	CGA Hearing Day 10; research on recusal of hearing examiner.	3.80	608.00
05/22/12	AHV Meet with BSR attys re remedies and de novo review issues	1.50	525.00
05/23/12	AHV Draft memo re BSR remedies	.50	175.00
05/23/12	AHV TF M Lapointe re update	.30	105.00
05/24/12	RWT Work on Trial Memo	.50	117.50
05/25/12	AHV TF Quirk re paying exp fees	.20	70.00
05/25/12	JTS Office conference with Roy Tilsley and email correspondence with Greg Fryer.	.30	69.00
05/31/12	AHV Meet with Chris to plot out Hearing Memo	1.00	350.00

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State of New Hampshire, Bureau of Securities Regulation
 107 N. Main Street, Room #204
 Concord, NH 03301

June 25, 2012 Invoice# 3394006
 Matter Number: 045501-00001
 RE: State of New Hampshire, Bureau of Securities Regulation v.
 Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
05/31/12	AHV Meet with RWT re Motion to Recuse and Securities Claims	.50	175.00
05/31/12	RWT Begin work on brief Review transcript	1.00	235.00
05/31/12	CGA Review of trial transcript; drafting trial memo.	6.80	1,088.00
05/31/12	EJS Discussed objection to motion to recuse with A. Volinsky and later with C. Aslin.	.30	48.00
05/31/12	EJS Read LGC memo in support of motion for hearings officer to recuse and began reading Haas case from California relied on extensively therein.	.50	80.00

TOTAL FEES \$61,880.00

TRANSCRIPT COST - PAID TO: AVICORE REPORTING	1738.15
TRAVEL EXPENSE - PAID TO: ANDRU H. VOLINSKY	28.98
TRAVEL EXPENSE - PAID TO: KRISTINA MANN	21.43

TOTAL EXPENSES \$1,788.56

TOTAL FEES PLUS EXPENSES \$63,668.56

Bernstein Shur
Counselors at Law
I.D. #01-0378211

100 Middle Street
P.O. Box 9729
Portland, Maine 04104-5029
(207) 774-1200

State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

July 19, 2012 Invoice# 3396813

Matter Number: 045501-00001

RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

Fees for Professional Services 06/01/12 Through 06/30/12	\$27,413.00
Expenses 06/01/12 Through 06/30/12	\$14.00

Total This Invoice	\$27,427.00
Previous Outstanding Balance	\$63,668.56

Total Amount Due This Matter	\$91,095.56
Balance in Trust Account	\$492.20

Please return the enclosed REMITTANCE COPY with your
payment to ensure proper credit to your account.

Remittance Copy

Bernstein Shur
Counselors at Law
I.D. #01-0378211

P.O. Box 9729
Portland, Maine 04104-5029
(207) 774-1200

State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

July 19, 2012 Invoice# 3396813

Matter Number: 045501-00001

RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

Total This Invoice

\$27,427.00

A late charge of 1 1/2% per month may be imposed
for payment after 30 days.
To Ensure Proper Credit to Your Account:

Please return this Remittance Copy with your payment.

If paying by check, please mark the invoice number on your check.
If paying by Credit Card, please complete the information below.

Card Number _____ Exp. Date _____

Signature _____ Amount _____

REQUIRED PRIVACY ACT NOTICE

Bernstein Shur does not disclose any nonpublic information about our clients or former clients, except as permitted by law. We restrict access to nonpublic personal information about you to those who need to know that information in order to provide services to you. We maintain physical, electronic and procedural safeguards that comply with federal regulations to guard your nonpublic personal information.

Bernstein Shur
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I.D. #01-0378211

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State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

July 19, 2012 Invoice# 3396813
Matter Number: 045501-00001
RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
06/01/12	AHV Work on Transcripts	1.50	525.00
06/01/12	CGA Review of hearing transcript and drafting trial memo.	9.40	1,504.00
06/01/12	EJS Review of transcripts and other materials to determine procedural history of LGC matter in order to place recusal request in context.	2.00	320.00
06/02/12	AHV Work on Trial Memo	6.00	2,100.00
06/02/12	RWT Work on brief Review trial transcript	5.00	1,175.00
06/02/12	CGA Drafting Trial Memo.	8.10	1,296.00
06/03/12	AHV Work on trial memo of law (particular identify pieces of transcript for use)	6.50	2,275.00
06/03/12	RWT Work on brief	2.00	470.00
06/03/12	CGA Drafting trial memo.	11.70	1,872.00
06/04/12	AHV Draft findings and proposed order, review and edit memo of law.	7.00	2,450.00
06/04/12	RWT Work on Brief	.70	164.50
06/04/12	CGA Final edits to trial memo; edits to draft proposed order; draft findings and rulings.	9.30	1,488.00

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 107 N. Main Street, Room #204
 Concord, NH 03301

July 19, 2012 Invoice# 3396813
 Matter Number: 045501-00001
 RE: State of New Hampshire, Bureau of Securities Regulation v.
 Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY		Hours	Amount
06/04/12	EJS	Drafted memo reply to memo in support of respondents motion for withdrawal of presiding officer.	.80	128.00
06/05/12	AHV	Read reply memos and convey comments to Chris for incorporation	1.30	455.00
06/05/12	CGA	Review of Carroll trial memo; Assisting with objection to motion to recuse Mitchell.	1.20	192.00
06/05/12	EJS	Prepared and identified materials for memo reply to memo in support of respondents motion for withdrawal of presiding officer -- examples of respondent's conduct in elongating the trial and not arguing on the merits. Also researched NH decisions on administrative law judges.	2.70	432.00
06/06/12	AHV	LR and draft parts of Reply memo focusing on Muni Law and personal liability sections	2.00	700.00
06/06/12	AHV	Rev and begin research and discuss with Ned --motion to recuse	2.00	700.00
06/06/12	RWT	Review Briefs Work on Reply	1.00	235.00
06/06/12	CGA	Drafting Reply to Respondents' trial memos.	10.00	1,600.00

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107 N. Main Street, Room #204
Concord, NH 03301

July 19, 2012 Invoice# 3396813
Matter Number: 045501-00001
RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
06/06/12	EJS Research on background facts relevant to reply to recusal motion and outlined same. Reviewed law in NH and 1st Circuit on recusal of judges. Then began drafting memo.	5.80	928.00
06/07/12	AHV Review early morning draft of reply memo	.80	280.00
06/07/12	AHV Finalize reply memo	.60	210.00
06/07/12	AHV Meet with Ned and lr re Recusal Motion	1.20	420.00
06/07/12	RWT Review and revisions to Reply Brief	.50	117.50
06/07/12	CGA Final drafting and edits to Response memo.	6.90	1,104.00
06/07/12	EJS Researched and drafted reply memo to memo in support of motion for hearing officer to withdraw.	7.30	1,168.00
06/08/12	AHV Rev and edit Memo in support of Objection to Recusal	.50	175.00
06/08/12	CGA Review of LGC's Reply memo and objections to findings and rulings.	.80	128.00
06/08/12	EJS Edited and drafted reply memo to memo in support of motion to recuse.	3.80	608.00
06/09/12	AHV Work on Recusal Memo	1.00	350.00

Bernstein Shur

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RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
06/10/12	EJS Incorporated A. Volinsky's comments and edits into memo reply to memo in support of motion to withdraw.	2.80	448.00
06/11/12	AHV Finish edits on Recusal Memo	.50	175.00
06/11/12	EJS Edited and updated memo reply to memo on motion for rehearing. Incorporated final suggestions from A. Volinsky and filed.	5.00	800.00
06/21/12	AHV Deal with expenses and experts in case, rev emails and send emails re same	.50	175.00
06/22/12	AHV Draft emails about M Coutu's reimb and what to do when opinion released	.40	140.00
06/29/12	AHV Update meeting with BSR (Sandy, Adrian)	.30	105.00
TOTAL FEES			\$27,413.00
OUTSIDE PHOTOCOPY - PAID TO: GISELLE SNODGRASS		4.00	
MISCELLANEOUS - PAID TO: GISELLE SNODGRASS		10.00	
TOTAL EXPENSES			\$14.00
TOTAL FEES PLUS EXPENSES			\$27,427.00

Remittance Copy

Bernstein Shur
Counselors at Law
I.D. #01-0378211

P.O. Box 9729
Portland, Maine 04104-5029
(207) 774-1200

State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

August 14, 2012 Invoice# 3398728

Matter Number: 045501-00001

RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

Total This Invoice

\$210.00

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Bernstein Shur does not disclose any nonpublic information about our clients or former clients, except as permitted by law. We restrict access to nonpublic personal information about you to those who need to know that information in order to provide services to you. We maintain physical, electronic and procedural safeguards that comply with federal regulations to guard your nonpublic personal information.

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I.D. #01-0378211

100 Middle Street
P.O. Box 9729
Portland, Maine 04104-5029
(207) 774-1200

State of New Hampshire, Bureau of Securities Regulation
107 N. Main Street, Room #204
Concord, NH 03301

August 14, 2012 Invoice# 3398728
Matter Number: 045501-00001
RE: State of New Hampshire, Bureau of Securities Regulation v.
Local Government Center, Inc., et al---Vendor # 153142

DATE	ATTY	Hours	Amount
07/09/12	AHV Resp to inquiry from Mike Coutu	.20	70.00
07/09/12	AHV Email about contract extension with Sandy and Chris	.20	70.00
07/09/12	AHV TF Jennifer at the Lobby re status and next steps	.20	70.00
TOTAL FEES			\$210.00
TOTAL EXPENSES			\$0.00
TOTAL FEES PLUS EXPENSES			\$210.00

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[About Us](#) [Practices](#) [Attorneys](#) [News & Resources](#) [Offices](#) [Careers](#) [Contact](#)**Andru H. Volinsky**avolinsky@bernsteinshur.com

Shareholder

Andru Volinsky is a member of Bernstein Shur's Litigation, Business Law and Labor and Employment Practice Groups. His practice focuses upon commercial litigation, including trade secrets and unfair trade practices disputes, employment law related litigation and issues of white collar crime. Andy represents business clients and individuals at trial, on appeal, before administrative agencies, and in arbitrations. Finally, Andy holds law firm leadership roles, serving as a member of the firm's board of directors and as its associate general counsel.

Andy has an abiding commitment to social justice and, in this regard, has worked tirelessly on education issues in his home state, including serving as lead counsel to the school districts that successfully challenged the constitutionality of the means by which New Hampshire funds its schools. Andy has also worked to achieve the abolition of capital punishment by providing pro bono representation to capital defendants in Georgia, Mississippi, Tennessee, and before the United States Supreme Court. Andy represented Chief Justice Deborah T. Poritz (ret.) of New Jersey's Supreme Court as amicus in the appeal of New Hampshire's only modern day capital sentencing proceeding. Finally, Andy has represented a number of state and federal candidates in voter rights litigation.

Andy has been recognized for his commitment to social justice as one of New Hampshire's most influential citizens by the Concord Monitor and NH Public Radio. He received the NH-NEA Friend of Education award, the Civil Liberties Union Bill of Rights Award, and was the Merrimack County Attorney of the Year. In 2006, he was selected by his colleagues as the recipient of the Barnett I. Shur Community Service Award in recognition of his years of service in New Hampshire. Andy's synagogue maintains a social action grant fund for public school teachers in his name.

Andy is recognized by Best Lawyers in America for his employment law, education law, commercial litigation, and white collar crime work and by Chambers USA for his litigation practice. He is AV-rated by Martindale Hubbell.

Representative cases include:

Frank Hill and Associates v. Sequest Technologies, Inc. et al, Rockingham County Superior Court (NH), trade secrets;

Boal v. Human Resource Concepts, Inc., Equal Employment Oppty. Commission, discrimination complaint;

Wyly v. Webster Place Center, Inc. et al, Merrimack County Superior Court (NH), tort action concerning brain injury suffered by psychiatrist;

Grissom and River, LLC v. Sullivan Palatek, Inc., arbitration concerning commercial lease;

Hamblett v. Patenode, Cheshire County Superior Court (NH), business dissolution litigation;

Petrucelli v. D'Abrosca, Hillsborough County Superior Court, NH Supreme Court, Rhode Island Bankruptcy Court, business tort and fraud action;

Claremont Sch. Distr. v. Governor, NH Supreme Court, constitutional litigation;

Levine v. ZNQ3, Inc., US Distr. Ct. (MA), trade secrets;

Barrington Studios, Ltd. v. Sperandeo, US Distr. Ct. (NH), wrongful termination and corporate dissolution; and

Scarfo and Miller v. Cabletron Systems, Inc., US Ct. of Appeals for the 1st Circuit.

Manchester, NH
603 623-8700 main
603 623-7775
facsimile

Jefferson Mill Building
670 North
Commercial Street
Suite 108
PO Box 1120
Manchester, NH 03105

PRACTICES[Business Law](#)[Litigation and Dispute Resolution](#)[Labor and Employment Law](#)

In August 2012, Andy commented on a hearing where state securities regulators questioned the NH Local Government Center's pricing on services. [Click here](#) to read The Concord Monitor article.

Andy recently was successful in winning a case in which the NH Supreme Court upheld a Sullivan County Probate Court order conveying the majority of a \$15 million estate to the common law spouse of the deceased over the objection of family members. [Read the NH Supreme Court's decision here.](#)

In May 2012, Andy served as special counsel to the state securities bureau in a lawsuit that sought to return \$100 million in surplus funds. [Click here](#) to read Andy's comments in The Concord Monitor.

In May 2012, Andy commented on constitutional amendments to overturn the Claremont education funding principles in a blog post that received "blog of the day" recognition in the New Hampshire Business Review Network, [click here to read.](#)

In April 2012, Andy commented on SchoolCare and Primex agreeing to return about \$30 million to communities in New Hampshire as a result of his negotiations. [Click here](#) to read the full article.

In January 2012, Andy was retained to represent the Secretary of State and New Hampshire Bureau of Securities Regulation in their efforts to regulate NH's municipal risk pools. As part of this effort, he negotiated a \$21 million deal with Primex, a public risk management pool that provides workers compensation insurance and other coverage to municipalities. [Learn more about the details here.](#)

In March 2011, Andy commented on a proposed NH constitutional amendment regarding education funding. To read the article from *Seacoast Media Group*, [click here.](#)

In November 2009, Andy won an appeal for a fired school chief. ([Click here to see the Concord Monitor article.](#)) That decision is now being appealed to the NH Supreme Court ([Concord Monitor article can be seen by clicking here.](#))

In June 2007, Andy was recognized by NH Public Radio as one of New Hampshire's most influential citizens over the past twenty-five years.

[Click here](#) to read Andy's blog for the New Hampshire Business Review Network.

EDUCATION

JD, George Washington University National Law Center, 1980
Certificate in Conflicts Resolution Studies, University of Pittsburgh, 1976
BA, Psychology, University of Miami, 1976, *magna cum laude*

AFFILIATIONS

Admitted to practice:

States of New Hampshire, Massachusetts, Maine, and District of Columbia
U.S. District Court in New Hampshire and Massachusetts
U.S. Court of Appeals for the First Circuit
U.S. Supreme Court

Member:

New Hampshire Bar Association (Ethics Committee)
New Hampshire Association of Criminal Defense Lawyers
National Association of Criminal Defense Lawyers
Claremont Coalition

PRESS RELEASES

August 23, 2012 [56 Bernstein Shur Attorneys Earn Listing in Best Lawyers in America 2013](#)

June 12, 2012 [Bernstein Shur Earns Top Honors from Leading Law Directory](#)

June 3, 2011 [Bernstein Shur Announces Appointment of Three Attorneys to Board of Directors](#)

December 15, 2008 [Twenty-Seven Bernstein Shur Attorneys Listed in New England Super Lawyers](#)

PUBLICATIONS

December 16, 2011 [Trade Secret Litigation: Protecting the Secret Sauce](#)
November 30, 2011 [Representing Clients with Traumatic Brain Injuries](#)
November 28, 2011 [Story Missed The Point: Jury Found Settlement Fair](#)
June 1, 2009 [Take an Experienced Criminal Lawyer to Lunch](#)
February 22, 2009 [COBRA Payments to be Subsidized](#)
July 8, 2008 [Lawyers Seek Details on Jurors](#)

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Shareholder

Roy Tilsley's practice focuses on real estate law including the acquisition, financing, leasing and development of real estate, business transactions and commercial litigation. He regularly appears before various municipal boards on behalf of real estate developers. He has also litigated complex boundary line disputes, tax abatements and municipal reassessment cases.

Among his clients are real estate developers, real estate brokers, car dealerships, oil distributors, convenience store operators and a steel manufacturer. Before joining Bernstein Shur, Roy was a principal of Kelley & Tilsley, P.A. where he practiced with the late William H. Kelley for twelve years. Roy is a member of the State of New Hampshire Transportation Appeals Board.

Roy recently authored [this *New Hampshire Business Review* article](#) on a recent decision regarding NH transfer tax interpretation. Roy served as lead counsel on two of the first successful challenges to the Department of Revenue Administration's application of the Real Estate Transfer Tax to "no consideration" transactions.

Roy is recognized by *Best Lawyers in America* for his work in real estate litigation.

Manchester, NH
603 623-8700 main
603 623-7775
facsimile

Jefferson Mill Building
670 North
Commercial Street
Suite 108
PO Box 1120
Manchester, NH 03105

PRACTICES[Business Law](#)[Real Estate Law](#)[Massachusetts](#)[Real Estate Law](#)**EDUCATION**

JD, Cornell Law School, *cum laude*, 1992
BA, Tufts University, *cum laude*, 1985

AFFILIATIONS

Admitted to practice:
State of New Hampshire

Member:
New Hampshire Bar Association

PRESS RELEASES

August 23, 2012 [56 Bernstein Shur Attorneys Earn Listing in Best Lawyers in America 2013](#)
January 5, 2012 [Attorneys Receive Recognition for Exceptional Volunteer Service](#)

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[About Us](#) [Practices](#) [Attorneys](#) [News & Resources](#) [Offices](#) [Careers](#) [Contact](#)**Christopher G. Aslin**caslin@bernsteinshur.com

Associate

Chris Aslin is a member of the Litigation Practice Group. He has a diverse commercial and administrative litigation practice, assisting both plaintiffs and defendants with complex corporate and trade secrets litigation, real estate, employment and insurance litigation. Chris also has an active land use and planning practice before local municipal boards. Chris practices before state and federal courts, state administrative boards, and local municipal boards in New Hampshire and Maine.

Chris completed an externship for the Hon. Jeffrey R. Howard, of the U.S. Court of Appeals, First Circuit, as well as interned for the Vermont Supreme Court. In addition, he served as an energy efficiency policy intern for the Natural Resources Council of Maine.

Chris has environmental legislative experience, having worked in Washington, DC, assisting with policy development, press strategy, and lobbying for The Wilderness Society. He also served as legislative assistant to Congressman Sherrod Brown.

Manchester, NH
603 623-8700 main
603 623-7775
facsimile

Jefferson Mill Building
670 North
Commercial Street
Suite 108
PO Box 1120
Manchester, NH 03105

PRACTICES[Litigation and Dispute Resolution](#)[Energy Law](#)[Environmental and Natural Resources](#)**EDUCATION**JD, Vermont School of Law, 2007, *summa cum laude*

Master of Environmental Management, Yale School of Forestry and Environmental Studies, 2007

MA, Psychology, Vanderbilt University, 2002

BA, Dartmouth College, 1997

AFFILIATIONS

Admitted to practice:

States of New Hampshire and Maine

Member:

New Hampshire Bar Association

- Environmental and Natural Resources Law Section

- Telecommunications, Energy & Utilities Law Section

Maine State Bar Association

American Bar Association

PUBLICATIONSDecember 16, 2011 [Trade Secret Litigation: Protecting the Secret Sauce](#)

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Shareholder

Dana Lukens is a member of Bernstein Shur's Business Law Practice Group and co-Leader of its Securities and Financial Services Industry Group. His practice focuses on representing financial services and other firms and capital market participants in general business, transactional, regulatory, compliance, and enforcement matters.

Dana is former Managing Director and Counsel for Citigroup, where he supported Citi's Global Transaction Services (GTS) business and was the senior lawyer responsible for the Securities and Fund Services business within GTS managing approximately 15 attorneys globally. Dana has a broad understanding of the legal and operational risks of asset managers and asset servicers. He has negotiated complex services, outsourcing, and M&A transactions for Citigroup and other clients, including:

- With Citigroup's M&A Department, the acquisition of The BISYS Group Inc. in the U.S. and Unisen Fund Services in Canada and the disposition of various operational units;
- Multiple outsourcing transactions (involving Citigroup as the outsourcer and service provider) in the U.S. and the U.K.

Dana has overseen the identification, management, and resolution of complex regulatory matters involving legal, compliance, and reputational risk to clients. This regulatory experience was gained in representing clients in both offensive postures, such as product development activities, and in defensive postures, such as in the context of regulatory examinations and investigations.

In the course of his transactional and regulatory work, Dana has developed substantial expertise in international and federal banking and securities laws, and in particular, the federal securities laws relating to asset management and servicing activities and products.

EDUCATION

JD, Boston University School of Law, 1990. Editor-in-Chief, *Annual Review of Banking Law*
BA, Bates College, 1984

AFFILIATIONS

Admitted to Practice:
State of Maine
State of Massachusetts

Member:
Maine State Bar Association

PUBLICATIONS

June 22, 2009 [Outsourcing-Documenting the Relationship](#)

Portland, ME
207 774-1200 main
207 774-1127 facsimile

100 Middle Street
PO Box 9729
Portland, ME 04104-
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[About Us](#) [Practices](#) [Attorneys](#) [News & Resources](#) [Offices](#) [Careers](#) [Contact](#)**Joel T. Shaw**jshaw@bernsteinshur.com
Shareholder

Joel Shaw is a member of Bernstein Shur's Business Law Practice Group and its Securities and Financial Services Industry Group. His practice focuses on capital raising in the public and private debt and equity markets, as well as representing securities industry and capital market participants with respect to regulatory, compliance, and transactional matters.

Joel has experience providing advice and guidance to developmental stage through well-established businesses with respect to organizational issues, offering structure, negotiation of placement agent/investment banker agreements, drafting of offering documents, navigating applicable federal and state securities laws, and negotiating and drafting related shareholder/member agreements. He is also experienced in advising both institutional and individual investors with respect to issues such as minority interest protection and exit strategies, including mergers and acquisitions.

Joel also provides legal and regulatory counsel to investment advisers, broker-dealers, banks, mutual funds, hedge funds, fund industry service providers, and diversified financial institutions. He has experience counseling clients in the full spectrum of regulatory and transactional matters, including issues arising out of new product development, global and domestic outsourcing, and in the context of SEC examinations and enforcement matters.

Joel received his J.D., first in his class, from Franklin Pierce Law Center in 2002, where he was a Senior Editor of RISK: Health, Safety & Environment. Prior to law school, he worked in the investment management industry and as a securities regulator for the New Hampshire Bureau of Securities Regulation.

EDUCATION

JD, Franklin Pierce Law Center, 2002
BA, Political Science, Boston College, 1997

AFFILIATIONS

Admitted to practice:
States of New Hampshire and Maine
U.S. District Court, District of New Hampshire

Member:
New Hampshire Bar Association
American Bar Association

PUBLICATIONS

December 16, 2011 [Five Nightmares Prevented with a Shareholders' Agreement](#)

Portland, ME
207 228-7308 direct
207 774-1200 main
207 774-1127 facsimile

100 Middle Street
PO Box 9729
Portland, ME 04104-
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Shareholder

Portland, ME
 207 228-7336 direct
 207 774-1200 main
 207 774-1127 facsimile

100 Middle Street
 PO Box 9729
 Portland, ME 04104-
 5029

PRACTICES[Business Law](#)[Financial Services and
Securities Law](#)

Scot Draeger is Bernstein Shur's Practice Leader for the [Securities and Financial Services Industry Group](#), acts as Co-Chair of the firm's Business Law Practice Group, and serves on the firm's Board of Directors. Scot has been recognized by *Best Lawyers in America* and *Super Lawyers* for his expertise and work in Securities and Financial Services Law. Scot is a former Senior Legal Counsel to the U.S. Securities and Exchange Commission in Washington, D.C. His practice focuses on representing securities industry and capital markets participants in the full spectrum of regulatory, compliance, enforcement, and transactional matters, with an emphasis on counseling the investment management industry and financial services companies. Scot is also routinely and heavily involved in the product development efforts of his clients.

Scot serves as counsel to asset managers of all sizes and as fund counsel and/or independent trustee counsel to various mutual fund and ETF fund complexes. He has extensive experience counseling mutual fund and ETF directors. Scot also has experience with all aspects and details of the process for starting and operating an actively-managed ETF, including SEC exemptive relief, navigating NYSE requirements, negotiating with services providers, fund registration, ETF compliance program design and oversight, and corporate governance issues unique to ETFs.

Scot has experience providing guidance and advice on all aspects of the federal securities laws and SEC regulations, including in the context of corporate governance, Sarbanes-Oxley and Dodd-Frank compliance, fiduciary activities, and SEC examination and enforcement matters. He also has extensive experience in the development, implementation, and oversight of compliance programs. Scot has conducted independent internal investigations on behalf of public company boards and independent directors. He serves as the principal legal counsel to a variety of public and private companies and fund complexes.

Scot also represents diversified financial institutions in complex contract negotiations and global and domestic outsourcing deals in the securities and investment management industries. His experience includes the negotiation of International Swap and Derivative Agreements (ISDA) for domestic and foreign companies. Scot's transactional experience also includes counseling corporations through mergers, acquisitions, and divestitures of securities industry companies. Scot played a pivotal role in advising Citi in the course of its \$1.45 billion acquisition of BISYS Group, Inc. and Citi's subsequent spin-off of related entities.

Prior to joining Bernstein Shur, Scot held the positions of Director and Corporate Counsel at Citi Markets & Banking and Senior Vice President of Citigroup Corporate and Investment Bank. In these roles, Scot managed the legal department of Citigroup Fund Services, a leading provider of services to the global investment fund and asset management industries. While at Citi, Scot served on various compliance and risk management committees charged with identifying, analyzing, and resolving matters involving legal, regulatory, and/or reputation risk to the firm and its securities industry clients.

Prior to joining Citi, Scot served at the United States Securities and Exchange Commission in Washington, D.C., as Counsel to SEC Commissioner Roel C. Campos and as Senior Counsel in the SEC's Office of General Counsel. In these positions, Scot advised the Commission on legal and policy issues raised by rulemaking, enforcement, and legislative matters, with a focus on matters involving corporate governance, investment management, corporation finance, and enforcement policy. He provided written advice in hundreds of SEC enforcement matters considered by the Commission and also played a key role in advising the Commission on its implementation of the Sarbanes-Oxley Act of 2002.

Scot also served as Adjunct Professor of Securities Law and Regulation at George Mason University School of Law.

Scot is active in the community. In his free time, he represents international refugees seeking asylum in the United States and is on the legal panel for the Immigration Legal Advocacy Project and provides assistance to the refugee community in Maine. He also serves on the Board of Directors, and as Chairman of the Investment Committee of the Maine Bar Foundation, a statewide nonprofit organization devoted to law-related charitable work to underprivileged people in need. In 2010, Scot was named as a Maine Bar Fellow, an honor reserved for outstanding lawyers, judges and teachers of law who have demonstrated an "uncompromised dedication to integrity and high personal and professional ethical standards and made outstanding and recognized contributions to the legal profession and to the public good." Scot also serves on the Board of Advisors for the United States Securities and Exchange Commission Historical Society. In 2011, Scot was selected by his peers as the recipient of the Sumner T. Bernstein Pro Bono Service Award in recognition of his work on a variety of pro bono initiatives.

Scot lives in Falmouth, Maine, with his wife Michelle and daughters Sofia Abigail and Ava Simone.

EDUCATION

JD, University of Maine, 1999
BS, University of Cincinnati, 1996, *cum laude*

AFFILIATIONS

Admitted to practice:
State of Maine
District of Columbia

Member:

SEC Historical Society (Board of Advisors)
Maine Bar Foundation (Board of Directors and Chairman of the Investment Committee)
American Bar Association - Business Law Section
ABA Committee on Federal Regulation of Securities
- ABA Subcommittee on Investment Companies and Investment Advisers
- ABA Subcommittee on Hedge Funds
- ABA Subcommittee for the Annual Review of Federal Securities Regulation
- ABA Subcommittee on Derivatives and Futures Law
District of Columbia Bar Association - Corporation Finance and Securities Law Section
Maine Bar Association - Business Law Section

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August 23, 2012 [56 Bernstein Shur Attorneys Earn Listing in Best Lawyers in America 2013](#)
December 1, 2011 [Battling The Big Boys: How Maine's middle-market law firms are facing the challenge](#)
June 3, 2011 [Bernstein Shur Announces Appointment of Three Attorneys to Board of Directors](#)
April 1, 2010 [Bernstein Shur Attorney Scot Draeger Selected as Panelist for Annual Meeting of the Investment Company Institute in Washington D.C.](#)
March 25, 2010 [Bernstein Shur Awarded for Securities and Financial Services Excellence](#)

PUBLICATIONS

May 14, 2012 [Bernstein Shur Issues White Paper: How the Dodd-Frank Act Impacts Investment Advisers](#)
December 1, 2011 [Battling The Big Boys: How Maine's middle-market law firms are facing the challenge](#)
June 10, 2010 [SEC Staff Offers Guidance on Compliance with the Amended Custody Rule](#)
February 18, 2010 [SEC Adopts Final Amendments to the Custody Rule Under the Investment Advisers Act of 1940](#)
October 16, 2009 [SEC Publishes Five-Year Strategic Plan](#)
August 2, 2009 [The Private Fund Investment Advisers Registration Act of 2009](#)
May 28, 2009 [SEC Proposes Amendments to the Custody Rule Under the Investment Advisers Act of 1940](#)
[SEC Proposes to Modify Proxy Rules to Facilitate Rights of Shareholders to Nominate Directors](#)

April 1, 2009 Navigating the Sea of Change in the Regulation of Short-Selling Activity
February 23, 2009 Outsourcing Compliance: A Mission-Critical Reality

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**Steven R. Gerlach**sgerlach@bernsteinshur.com

Associate

Steve is a member of the Labor and Employment Practice Group and an adjunct member of the Business Law Practice Group. He represents business, nonprofit and individual clients in matters of tax planning, taxation of intellectual property, federal and state tax controversy, executive compensation, employee benefits and ERISA.

Portland, ME
207 228-7128 direct
207 774-1200 main
207 774-1127 facsimile

100 Middle Street
PO Box 9729
Portland, ME 04104-5029

PRACTICES[Business Law](#)[Labor and Employment Law](#)

Steve counsels employers, retirement plan sponsors and financial institutions regarding ERISA fiduciary status and liability. He also advises businesses and organizations in Maine and New Hampshire regarding the effects of healthcare on health plans, employee benefits and bottom line. Steve provides counsel to employers regarding flexible benefit plans, deferred compensation arrangements, split-dollar arrangements, health and life insurance plans, and stock and stock-related compensation arrangements. He also advises litigants in employment-related matters regarding the tax implications of paying and receiving proceeds, as well as required compliance and reporting measures.

Steve's tax practice focuses on counseling intellectual property buyers and sellers on tax-efficient transaction structures. He represents businesses and individuals in administrative hearings before the IRS and Maine Revenue Services. Steve advises businesses and nonprofit organizations on sales and use tax matters, corporate tax and other federal and state tax issues. Steve also guides clients through the IRS private letter ruling process and advises clients regarding the tax and ERISA consequences of mergers and acquisitions.

Steve holds a law degree from the University of Maine School of Law and an LL.M. (Master of Laws) degree in taxation from Boston University. He received Maine Law's Pro Bono award for excellence in public service and the ABA award for excellence in health law studies. During law school, Steve served as an intern with the Maine Revenue Services Appellate Division, the Maine State Office of the Attorney General and the Workers' Compensation Advocacy Board. Prior to law school, Steve coordinated clinical research at Maine Medical Center.

Steve was named a New England Super Lawyers Rising Star in Tax for 2009 and 2010.

Outside of work, Steve is an accomplished singer and musician. He sings with the Portland-based Renaissance Voices and is the president of the board of directors for the Portland Chamber Music Festival.

EDUCATION

LLM, Boston University, 2009

JD, University of Maine School of Law, 2006, *cum laude* (Articles Editor, *Maine Law Review*)

BA, Psychology, University of Rochester, 1983

AFFILIATIONS**Admitted to Practice:**

State of Maine

U.S. Tax Court

Member:

Maine Employee Benefits Council

Maine State Bar Association

American Bar Association

Renaissance Voices (Past President)

Portland Chamber Music Festival (President, Chair of Organizational Development)

Add Verb Productions (Advisory Committee)

PRESS RELEASES

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October 20, 2010 [Thirty-four Bernstein Shur Attorneys Listed in Prestigious Directories](#)
November 3, 2009 [Twenty-seven Bernstein Shur Attorneys Listed in Super Lawyers New England](#)

PUBLICATIONS

August 21, 2012 [Post-Employment Benefits: Complying with Governmental Accounting Standards](#)
July 23, 2012 [What the Affordable Care Act Ruling Means to Maine Business](#)
July 3, 2012 [Employers Should Start Planning for Affordable Care Act](#)
June 28, 2012 [Health Care Reform Ruling to Impact Businesses](#)
January 24, 2012 [Attorney Steve Gerlach on Executive Compensation & Why Section 409A Should Be Repealed](#)
February 17, 2011 [Health Care Reform Newsletter #3](#)
June 14, 2010 [Health Care Reform Newsletter #2: Important Provisions Effective in 2010-2011](#)
April 22, 2010 [COBRA Subsidy Eligibility Period Extended for Two Months](#)
April 15, 2010 [Health Care Reform Newsletter #1: Pay or Play](#)
April 13, 2010 [IRS Form W-11: IRS Issues Draft Employee Affidavit Under the Hiring Incentives to Restore Employers](#)
March 11, 2010 [400 Colleges and Universities Will Be Audited By the IRS This Year](#)
[Recent Court Decision Rules That Severance Pay For Laid-Off Employees Is Exempt From FICA Tax](#)
March 5, 2010 [COBRA Subsidy and Unemployment Insurance Temporarily Extended](#)
December 28, 2009 [COBRA Subsidy Extended to 15 Months](#)
September 9, 2009 [Rules for Filing 1099 and W-2 Forms for Attorneys Fees as Part of an Employment Dispute Settlement](#)

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**Patrick J. Scully**pscully@bernsteinshur.com

Shareholder

Pat Scully is a member of the Energy Practice Group and the Municipal and Regulatory Practice Group at Bernstein Shur. Pat is also a member of Bernstein Shur's Board of Directors.

For over 20 years Pat has represented Bernstein Shur's energy clients in a variety of contract and regulatory matters, including representation before Maine's Public Utilities Commission. Pat represents developers and owners of generation facilities, electricity suppliers and others in rate and rate design proceedings, rulemaking and regulatory compliance, responses to competitive solicitations such as standard offer service and compliance with state renewable portfolio standards. Pat also represents energy clients in negotiation of interconnection agreements and transmission agreements with utilities as well as the negotiation of wholesale and retail contracts for the purchase and sale of energy, capacity, RECs and ancillary services. Pat's energy clients include owners and developers of all forms of generation, including wind, biomass, hydroelectric, oil and natural gas facilities.

Pat also represents numerous Maine towns and special districts in utility regulatory matters, including the regulation of electricity, gas, water and telecommunications providers.

Pat is recognized by *Best Lawyers in America* and *Chambers USA* for his energy law and administrative law work. He is AV-rated by Martindale Hubbell.

EDUCATION

JD, Maine School of Law, 1984, *magna cum laude*
 AB, Dartmouth College, 1979

AFFILIATIONS

Admitted to practice:
 State of Maine
 U.S. District Court, District of Maine

Member:
 Maine State Bar Association
 Cumberland County Bar Association
 American Bar Association

PRESS RELEASES

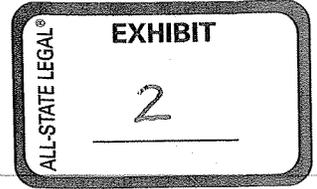
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STATE OF NEW HAMPSHIRE
DEPARTMENT OF STATE



IN THE MATTER OF:)
)
Local Government Center, Inc., et al.)
)

Case No: C2011000036

Affidavit of Andru H. Volinsky

Now comes the affiant, Andru H. Volinsky, and hereby swears or affirms as follows.

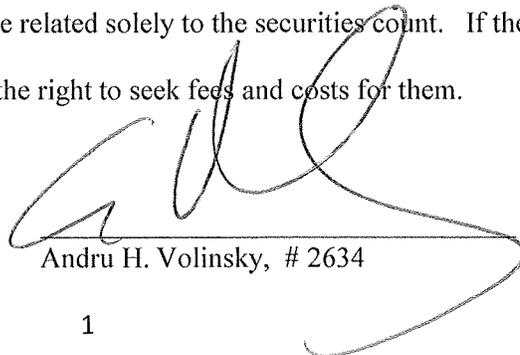
1. I am a shareholder in the firm of Bernstein, Shur, Sawyer and Nelson, P.A. I am also a member of the law firm's Office of General Counsel. In these capacities, I am familiar with the firm's procedures for time keeping in billing matters. I affirm that the firm maintains a computerized system of billing and that the attorneys of the firm are required to enter time into the billing system on a contemporaneous basis.

2. I have reviewed the billing entries in this matter and find them to be correct. The attorneys and paralegals have billed at their standard rates. I have attempted to remove from the billings submitted to the hearing officer for approval any time or expense expressly related to the litigation of the securities counts. For example, the costs of retaining Gregory Fryer of Verrill Dana are not submitted for reimbursement, nor are the billing entries for Mr. Tilsley's time in working with Mr. Fyer.

3. However, matters that are intertwined with the portions of the proceeding in which the Bureau was successful are included. For example, even though Ms. Carroll was found not to be personally liable, the time taken to depose her is included because her testimony was quite relevant to much of Counts I and II regarding the LGC, on which the Bureau was successful.

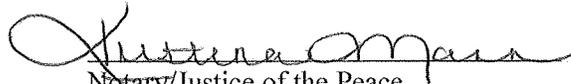
4. I have indicated by putting a dash in the margin on the billing sheets for those entries that the Bureau concedes are not reimbursable because related solely to the securities count. If the securities counts are reconsidered, the Bureau reserves the right to seek fees and costs for them.

5. Further the affiant sayeth not.



Andru H. Volinsky, # 2634

I certify that the foregoing, Andru H. Volinsky, being personally known to me, personally appeared on this 14th day of September, 2012, and made oath that the foregoing is true and accurate to the best of his knowledge and belief.


Notary/Justice of the Peace

My Commission expires: _____.

KRISTINA MARIE MANN, Justice of the Peace
My Commission Expires January 30, 2013