



HUNTON & WILLIAMS LLP
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FILE NO: 75931.000002

June 21, 2011

VIA EMAIL & U.S. FIRST CLASS MAIL

City of Menasha, Wisconsin
Attention: Pamela Captain, City Attorney
140 Main Street
Menasha, WI 54952-3151

**Re: Special Counsel to City of Menasha Bondholder
Workout on Steam Utility**

Dear Ms. Captain:

Thank you for the opportunity to represent the City of Menasha as Special Counsel in connection with bondholder workout matters on the steam utility financing. This representation was undertaken pursuant to an engagement letter dated June 4, 2009 by and between Hunton & Williams LLP and the City.

As this matter has now concluded, we have closed this file. Accordingly, our last invoice, dated May 12, 2011, for April legal services on this Special Counsel matter was our final invoice on this matter.

Hunton & Williams LLP will continue to represent the City on The Lafayette Life Ins. Co., et al. vs. City of Menasha, et al., litigation matter pursuant to a separate engagement letter dated November 6, 2009 by and between Hunton & Williams LLP and the City. Your principal contacts on this litigation matter will continue to be Joe Saltarelli and Ed Fuhr. Our invoice for May legal services on this litigation matter is enclosed.



City of Menasha, Wisconsin
Attention: Pamela Captain, City Attorney
June 21, 2011
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If you have any questions, please feel free to contact me. We appreciate the opportunity to represent you.

Sincerely,

A handwritten signature in black ink, appearing to read "Andrew R. Kintzinger".

Andrew R. Kintzinger

Enclosure

cc: Edward J. Fuhr
Joe Saltarelli