

Chapman and Cutler LLP

Attorneys at Law · Focused on Finance®

111 West Monroe Street
Chicago, Illinois 60603-4080

T 312.845.3000

Wire Transfer Instructions:**Include Invoice/Matter Number**

Chapman and Cutler LLP Special Account

BMO Harris Bank, N.A.

Account Number: 2089522

ABA Number: 071000288

SWIFT Address: HATRUS44

**Please Return this Page
with Payment to:**

P.O. Box 71291

Chicago, Illinois 60694

Employer ID #: 36-2153731

Matter No.: 4246443

Date: December 13, 2017

Invoice #: 1784359

INVOICE REMITTANCE

SUEZ Water Resources Inc.
461 From Road
Suite 400
Paramus, NJ 07652

RE: Suez Water Resources - \$275mm Senior Notes

For services rendered and expenses incurred through December 12, 2017 as special counsel to various institutional investors in connection with the preparation and delivery of a Note Purchase Agreement dated as of December 14, 2017 and the purchase of (i) \$70,000,000 Senior Notes, Series A, due 2032 and (ii) \$75,000,000 Senior Notes, Series B, due 2047 of SUEZ Water Resources Inc. on December 14, 2017, together with related documents, phone conferences and various related matters.

Total Fees	\$ 41,351.00
Other Charges and Disbursements	<u>\$ 1,092.76</u>
TOTAL THIS INVOICE	\$ 42,443.76

*Supplemental invoice to be provided for time and disbursements incurred after December 12, 2017.

CHAPMAN AND CUTLER LLP

Matter No.: 4246443
 Date: December 13, 2017
 Invoice #: 1784359

INVOICE

SUEZ Water Resources Inc.
 461 From Road
 Suite 400
 Paramus, NJ 07652

RE: Suez Water Resources - \$275mm Senior Notes

For services rendered and expenses incurred through December 12, 2017 as special counsel to various institutional investors in connection with the preparation and delivery of a Note Purchase Agreement dated as of December 14, 2017 and the purchase of (i) \$70,000,000 Senior Notes, Series A, due 2032 and (ii) \$75,000,000 Senior Notes, Series B, due 2047 of SUEZ Water Resources Inc. on December 14, 2017, together with related documents, phone conferences and various related matters.

FEES

Date	Atty	Services Rendered	Hours	Amount
9/18/17	JRN	Conference call with Duncan Scott; reviewed existing NPAs	█	1,312.50
9/19/17	JRN	Reviewed existing Note Purchase Agreements	█	875.00
9/27/17	JRN	Drafted NPA.	█	4,375.00
9/28/17	KLH	Revise NPA; discussion with and email to J. Nelson	█	360.00
10/19/17	KLH	Review Company comments; revise NPA; run comparisons; emails with Nelson and Windsor; circulate revised NPA to working group.	█	270.00
10/19/17	JRN	Email correspondence; reviewed and revised NPA	█	1,312.50
10/20/17	KLH	Review email and comments; revise NPA; circulate to Nelson and Windsor	█	90.00
10/23/17	JRN	Email correspondence with Investors; telephone calls with Windsor	█	2,450.00
10/23/17	NEW	Revise NPA; pull prior issues memo; correspond with agent.	█	712.50
10/24/17	KLH	Review email requests from potential Noteholders; compile list of prospective purchasers.	█	90.00
10/25/17	JRN	Email correspondence; telephone calls with Nicole Windsor	█	1,050.00
10/25/17	NEW	Draft issues memo; TC with counsel.	█	1,140.00
10/26/17	KLH	Review email requests from prospective purchasers; compile list of noteholders	█	240.00

CHAPMAN AND CUTLER LLP

Invoice #: 1784359

Date	Atty	Services Rendered	Hours	Amount
10/26/17	JRN	Email correspondence; responded to investor requests and questions	█	2,100.00
10/26/17	NEW	Revise issues memo; TC with J.Nelson; draft distribution message for issues memo & related materials.	█	950.00
10/27/17	KLH	Respond to prospective investor requests for issues memo and related materials	█	120.00
10/27/17	JRN	Email correspondence; responded to investor questions	█	1,487.50
10/30/17	KLH	Respond to prospective noteholder requests for issues memo and related materials.	█	150.00
10/31/17	JRN	Email correspondence; conference calls with Investors	█	1,575.00
11/01/17	JRN	Email correspondence; conference calls with Investors	█	1,750.00
11/01/17	NEW	TCs/emails with potential investors.	█	237.50
11/02/17	NEW	Correspond with potential investors/questions on issues memo.	█	237.50
11/06/17	KLH	Email correspondence with Noteholder and internally.	█	60.00
11/07/17	KLH	Receive, review emails from Noteholders; being draft of Purchaser Schedule	█	150.00
11/07/17	NEW	Initial draft of post circle NPA.	█	475.00
11/13/17	NEW	Revise NPA.	█	712.50
11/14/17	JRN	Email correspondence; meeting with N. Windsor	█	612.50
11/14/17	NEW	OC with J.Nelson re: revised NPA; draft closing checklist; revise NPA.	█	712.50
11/15/17	NEW	Revise NPA; revise checklist; distribute to all; review revised circle letter.	█	950.00
11/16/17	NEW	Revise NPA; distribute to Company; revise checklist.	█	665.00
11/17/17	NEW	Coordinate closing items; emails with investors.	█	332.50
11/20/17	KLH	Review PPN/CUSIP Confirmation; phone call to S&P	█	90.00
11/20/17	NEW	Coordinate closing; revise checklist.	█	380.00
11/22/17	NEW	Correspond with investors.	█	237.50
11/28/17	NEW	Review company comments to NPA.	█	475.00
12/01/17	NEW	Revise NPA; correspond with counsel; coordinate closing.	█	807.50
12/04/17	KLH	Review circle letter; compile working group list of Note Purchasers; email Ohio National re: allocations	█	240.00
12/04/17	NEW	Coordinate closing items.	█	522.50
12/06/17	NEW	Review draft ancillary documents.	█	570.00
12/06/17	NEW	Revise checklist; correspond with counsel; coordinate closing.	█	712.50
12/07/17	KLH	Send follow-up emails to purchasers for wire/notice information; continue draft of Schedule A; prepare Noteholder signature pages.	█	1,110.00

CHAPMAN AND CUTLER LLP

Invoice #: 1784359

Date	Atty	Services Rendered	Hours	Amount
12/07/17	JRN	Email correspondence; review documents; telephone calls with Windsor	█	1,137.50
12/07/17	NEW	Revise closing checklist; coordinate funding; correspond with all parties; review and distribute schedules.	█	1,045.00
12/07/17	SDP	TCs and emails with N. Windsor and Nationwide re gathering of signature pages and Schedule A information.	█	142.00
12/08/17	NEW	Correspond with company counsel; coordinate closing; review draft certificates.	█	570.00
12/11/17	KLH	Finalize Schedule A and signature pages; circulate email to Noteholder group requesting review and signature; create draft of Series A and Series B Notes; draft Cross Receipt.	█	1,230.00
12/11/17	NEW	Revise checklist; coordinate closing.	█	475.00
12/11/17	SDP	OC with K Hernandez re timing of C and D Notes issuance	█	71.00
12/11/17	SDP	Review cross-receipt and email re funding direction letter; draft correspondence to K Hernandez re the same.	█	106.50
12/12/17	KLH	Pre-closing assistance; Emails with Noteholders; collect and tally executed signatures to NPA; receive and process comments or sign-off of drafts of Notes and Schedule A; discussions with Windsor, Phelan.	█	570.00
12/12/17	JRN	Email correspondence; review documents	█	787.50
12/12/17	NEW	Revise checklist; revise NPA; review corporate documents; review opinion; correspond with counsel; coordinate signatures; coordinate closing items.	█	1,045.00
12/12/17	NEW	Revise NPA; update checklist; correspond with company; list of outstanding items; review opinion.	█	1,187.50
12/12/17	SDP	Create Closing Room and import executed documents to date; emails with N. Windsor re status of note signatures.	█	248.50
12/12/17	SDP	OC with N. Windsor re closing deliverables status	█	35.50
Total Fees				\$ 41,351.00

OTHER CHARGES AND DISBURSEMENTS SUMMARY

Description	Amount
Digital Copies - B&W	189.72
Document Production	168.82
Messenger Service	34.22
CUSIP PPN Assignments (4 Series)	700.00

Total Other Charges and Disbursements \$ 1,092.76

CHAPMAN AND CUTLER LLP

Invoice #: 1784359

TOTAL FEES, OTHER CHARGES AND DISBURSEMENTS	\$ 42,443.76
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Wire Transfer Instructions:**Include Invoice/Matter Number**

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 Account Number: 2089522
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 SWIFT Address: HATRUS44

**Please Return this Page
with Payment to:**

P.O. Box 71291
 Chicago, Illinois 60694

Employer ID #: 36-2153731

Matter No.: 4246443
 Date: January 23, 2018
 Invoice # 1790128

INVOICE REMITTANCE

SUEZ Water Resources Inc.
 461 From Road
 Suite 400
 Paramus, NJ 07652

RE: Suez Water Resources - \$275mm Senior Notes

For services rendered and expenses incurred after December 12, 2017 through and including January 22, 2018, as special counsel to various institutional investors in connection with the Note Purchase Agreement dated as of December 14, 2017 and the purchase of (i) \$65,000,000 Senior Notes, Series C, due January 24, 2033 and (ii) \$65,000,000 Senior Notes, Series D, due January 24, 2048 of SUEZ Water Resources Inc. on January 24, 2018, together with related documents, phone conferences, and various related matters.

Total Fees	\$ 8,955.50
Other Charges and Disbursements	\$ 159.21
Estimated Fees, Other Charges and Disbursements	<u>\$ 5,250.00</u>
TOTAL THIS INVOICE	\$ 14,364.71

*If the estimated amount of time and disbursements set forth above exceeds the actual amount of time and disbursements incurred, we will refund any such excess.

FEES

Date	Atty	Services Rendered	Hours	Amount
12/13/17	KLH	Pre-closing assistance; monitor email traffic; prepare funding chart, process final revisions, compile originals and electronic copies; internal meetings, emails and phone calls with Nelson, Windsor, Phelan.	█	810.00
12/13/17	NEW	Coordinate closing; review executed documents; correspond with all parties.	█	712.50
12/13/17	SDP	Review emails re proposed final drafts and funding chart	█	35.50
12/13/17	SDP	Manage closing room	█	213.00
12/14/17	NEW	Coordinate day of funding; track wires; correspond with all parties.	█	1,187.50
12/14/17	SDP	Closing day matters including tracking of funds	█	177.50
12/14/17	SDP	Draft C&C opinion; prepare redline for N. Windsor review and sign-off.	█	355.00
12/15/17	NEW	Post closing; organize CCR; correspond with investors.	█	237.50
12/18/17	KLH	Draft Note Letters; handle physical distribution of original securities	█	690.00
1/02/18	KLH	Email correspondence with MetLife re: Series B Notes delivered; review schedule a, cross receipt, notes to confirm the correct Notes were delivered; emails with L. Hill re: second issuance, Met's allocations, and funding date yet to be determined	█	155.00
1/18/18	KLH	Receive notice of second funding; prepare Series C and D Notes; draft Cross Receipt; revise Purchaser Schedule; emails, phone calls, meeting with Windsor; circulate drafts to Noteholder group.	█	1,209.00
1/18/18	NEW	Correspond re: new issuance with all parties; revise checklist; coordinate Notes/distributions.	█	795.00
1/19/18	KLH	Email correspondence with Noteholders; review file for originals; organize closing file; correspond with Windsor.	█	341.00
1/19/18	NEW	Revise checklist; review certificates & opinions; correspond with company; coordinate closing.	█	1,166.00
1/22/18	KLH	Prepare final original Notes and Cross Receipt; discussion and emails with Windsor.	█	341.00
1/22/18	NEW	Create closing room; correspond with company; coordinate closing.	█	530.00
		Fees		\$ 8,955.50
		Estimated Fees		<u>\$ 5,250.00</u>

Total Fees	\$ 14,205.50
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OTHER CHARGES AND DISBURSEMENTS SUMMARY

Description	Amount
Digital Copies - B&W	61.32
Express Mail	97.89

OTHER CHARGES AND DISBURSEMENTS	\$ 159.21
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TOTAL OTHER CHARGES AND DISBURSEMENTS	\$ 159.21
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TOTAL FEES, OTHER CHARGES AND DISBURSEMENTS	\$ 14,364.71
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BNY MELLON

The Bank of New York Mellon
Corporate Trust
385 Rifle Camp Road
West Paterson, NJ 07424

Date: December 28, 2017
Loan#: UNITED-96B
Re: **UNITED WATER NEW JERSEY INC 1996
SER B**

UNITED WATER NEW JERSEY INC 1996 SER B
CAPITAL PLACE ONE - CN 990
200 SOUTH WARREN STREET
TRENTON, NJ 08625

Dear Sir/Madam,

Please be advised that payment in the amount of \$20,610,000.00 is due on 01/25/2018 for UNITED WATER NEW JERSEY INC 1996 SER B NEW JERSEY ECONOMIC DEVELOPMENT AUTH DUE 11/1/2025. The bondholder payment date is 01/25/2018. The details of the amount due are as follows:

	<i>Amount in Dollars(\$)</i>
Principal	\$20,000,000.00
Interest	\$210,000.00
Call Premium	\$400,000.00

Collection Amount	\$20,610,000.00
Total Cash on Hand	(\$0.00)
Total Amount Due	\$20,610,000.00

Refer to your governing docs for payment date rules

In order for us to ensure timely payments to Bondholders, funds must be sent in accordance with the instructions below.

If paying by wire, please include your account number(s) on your wire transfer legend.

If paying by check, please include your account number(s) on your check.

Payment Instructions:
The Bank of New York Mellon
ABA#: 021000018
Type Account No.
IMMS 3680708400

Check Payment Address:
The Bank of New York Mellon
ATTENTION: Barbara Kaczmar
Corporate Trust
385 Rifle Camp Road
West Paterson, NJ 07424

Wire Payments must be received by BNY Mellon before 11:00 E.S.T. on 01/25/2018.
Check payments must be received by BNY Mellon 5 business days prior to 01/25/2018.

If you are not in agreement with the information detailed on this bill, please contact me at (973)357-7822 or email me at barbara.kaczmar@bnymellon.com.

Thank you,

Barbara Kaczmar
Corporate Trust



BNY MELLON

The Bank of New York Mellon
Corporate Trust
385 Rifle Camp Road
West Paterson, NJ 07424

Date: December 28, 2017
Loan#: UNITED-96C
Re: **UNITED WATER NEW JERSEY INC 1996
SER C**

UNITED WATER NEW JERSEY INC 1996 SER C
CAPITAL PLACE ONE - CN 990
200 SOUTH WARREN STREET
TRENTON, NJ 08625

Dear Sir/Madam,

Please be advised that payment in the amount of \$30,941,250.00 is due on 01/25/2018 for UNITED WATER NEW JERSEY INC 1996 SER C NEW JERSEY ECONOMIC DEVELOPMENT AUTH DUE 11/1/2025. The bondholder payment date is 01/25/2018. The details of the amount due are as follows:

	<i>Amount in Dollars(\$)</i>
Principal	\$30,000,000.00
Interest	\$341,250.00
Call Premium	\$600,000.00

Collection Amount	\$30,941,250.00
Total Cash on Hand	(\$0.00)
Total Amount Due	\$30,941,250.00

Refer to your governing docs for payment date rules

In order for us to ensure timely payments to Bondholders, funds must be sent in accordance with the instructions below.

If paying by wire, please include your account number(s) on your wire transfer legend.

If paying by check, please include your account number(s) on your check.

Payment Instructions:

The Bank of New York Mellon
ABA#: 021000018

Type	Account No.
IMMS	3680728400

Check Payment Address:

The Bank of New York Mellon
ATTENTION: Barbara Kaczmar
Corporate Trust
385 Rifle Camp Road
West Paterson, NJ 07424

Wire Payments must be received by BNY Mellon before 11:00 E.S.T. on 01/25/2018.
Check payments must be received by BNY Mellon 5 business days prior to 01/25/2018.

If you are not in agreement with the information detailed on this bill, please contact me at (973)357-7822 or email me at barbara.kaczmar@bnymellon.com.

Thank you,

Barbara Kaczmar
Corporate Trust



BNY MELLON

The Bank of New York Mellon
Corporate Trust
385 Rifle Camp Road
West Paterson, NJ 07424

Date: December 28, 2017
Loan#: UNITED-96A
Re: **UNITED WATER NEW JERSEY INC 1996
SER A**

UNITED WATER NEW JERSEY INC 1996 SER A
CAPITAL PLACE ONE - CN 990
200 SOUTH WARREN STREET
TRENTON, NJ 08625

Dear Sir/Madam,

Please be advised that payment in the amount of \$82,463,333.33 is due on 01/25/2018 for UNITED WATER NEW JERSEY INC 1996 SER A NEW JERSEY ECONOMIC DEVELOPMENT AUTH DUE 11/1/2026. The bondholder payment date is 01/25/2018. The details of the amount due are as follows:

	<i>Amount in Dollars(\$)</i>
Principal	\$80,000,000.00
Interest	\$863,333.33
Call Premium	\$1,600,000.00
Collection Amount	\$82,463,333.33
Total Cash on Hand	(\$0.00)
Total Amount Due	\$82,463,333.33

Refer to your governing docs for payment date rules

In order for us to ensure timely payments to Bondholders, funds must be sent in accordance with the instructions below.

If paying by wire, please include your account number(s) on your wire transfer legend.

If paying by check, please include your account number(s) on your check.

Payment Instructions:

The Bank of New York Mellon
ABA#: 021000018

Type Account No.
IMMS 3680598400

Check Payment Address:

The Bank of New York Mellon
ATTENTION: Barbara Kaczmar
Corporate Trust
385 Rifle Camp Road
West Paterson, NJ 07424

Wire Payments must be received by BNY Mellon before 11:00 E.S.T. on 01/25/2018.
Check payments must be received by BNY Mellon 5 business days prior to 01/25/2018.

If you are not in agreement with the information detailed on this bill, please contact me at (973)357-7822 or email me at barbara.kaczmar@bnymellon.com.

Thank you,

Barbara Kaczmar
Corporate Trust



INVOICE

DATE: December 14, 2017

COMPANY: SUEZ Water Resources Inc.
461 From Rd., Suite 400
Paramus, NJ 07652

ATTENTION: Roberto Cruz

RE: Placement Fee and Out-of-pocket Expenses

In accordance with the terms of our Engagement Letter dated as of August 15, 2017, kindly send payment for SG Americas Securities, LLC's Placement Fee and related out-of-pocket expenses in relation to SUEZ Water Resources Inc. US\$275 million private placement transaction, which closed on December 14, 2017.

Placement Fee	US\$ 550,000.00
Discretionary Placement Fee	US\$ 137,500.00
Out-of-pocket Expenses	US\$ 4,879.32
TOTAL:	US\$ 692,379.32

Wire transfer instructions: JP Morgan Chase Bank
 ABA# 021 000 021
 Account# 140-080-567
 Account Name: SG Americas Securities LLC
 Attn: Duncan Scott / Melanie Faulstick



J. Christopher Oberholtzer
Director
Private Placement Group
(312) 828-8916
Fax: (312) 453-6135
chris.oberholtzer@bamf.com

January 25, 2018

SUEZ Water Resources Inc.
200 Old Hook Road
Harrington Park, NJ 07640

Attention: Eduardo Garcia-Torrejón
Treasurer

**RE: SUEZ Water Resources Inc.
\$275,000,000 Senior Unsecured Notes**

Dear Eduardo,

The following lists the wire transfer instructions for Bank of America Merrill Lynch's placement fee and out-of-pocket expenses. The total amount due is **\$687,796** consisting of our portion of the placement fee and incentive fee of \$687,500 and out-of-pocket expenses of \$296.

Please wire transfer funds to:

Beneficiary: Merrill Lynch Pierce Fenner & Smith Inc
100 N. Tryon St
Mailcode: NCI-007-08-28
Charlotte, NC 28255
Account #: 37506 72743
Beneficiary's Bank:
Bank of America, NA
Dallas, TX
USA
ABA#: 0260 0959 3
Swift: BOFAUS3N
Ref: SUEZ Water Resources Private Placement
Tax ID: 13-5674085

It was a pleasure working with you and your team on the transaction and we look forward to assisting you in the future.

Sincerely

A handwritten signature in cursive script that reads "Angela".

cc: Angela R. Cook, Bank of America

**SUEZ Water Resources Inc.
\$275,000,000 Senior Unsecured Notes**

Invoice

Placement / Incentive Fees (BofAML's portion)	\$687,500
Miscellaneous Out-Of-Pocket Expenses	<u>296</u>
Total due to Bank of America Merrill Lynch	<u>\$687,796</u>

Cruz, Roberto

From: King, Janet
Sent: Wednesday, February 7, 2018 8:22 AM
To: Cruz, Roberto
Subject: Private Placement - SR_NOTE_18 & Private Placement - SR_NOTE_17

DLA Piper submitted and confirmed a \$59,000.00 accrual for "2017 Restructuring & Financing" (their firm's matter title, not ours). They have advised that invoices for each Note Issue will be sent next week when Joe Tato gets back to the office. Hope this helps.