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Report of Independent Certified Public Accountants

To the Operating Committee of CAT NMS LLC:

We have performed the procedures enumerated below, which were agreed to by the Operating Committee of CAT NMS LLC (the “Company”) on CAT NMS Plan’s fees, costs and expenses, incurred for invoice periods including February 25, 2013 through November 14, 2016 and from November 15, 2016 to November 20, 2016 included in the accompanying information provided to us by management of the Company in Attachment A. The Company is responsible for the schedule of fees, costs and expenses information of the Company for invoice periods including February 25, 2013 through November 14, 2016 and from November 15, 2016 to November 20, 2016, included in the accompanying information provided to us by management of the Company. The sufficiency of these procedures is solely the responsibility of the Company. Consequently, we make no representation regarding the sufficiency of the procedures enumerated below either for the purpose for which this report has been requested or for any other purpose.

The procedures and the associated findings are included in Attachment B.

This agreed-upon procedures engagement was conducted in accordance with attestation standards established by the American Institute of Certified Public Accountants. We were not engaged to and did not conduct an examination or a review, the objective of which is the expression of opinion or conclusion, respectively, on CAT NMS Plan’s fees, costs and expenses incurred for invoice periods including February 25, 2013 through November 14, 2016 and from November 15, 2016 to November 20, 2016 included in the accompanying information provided to us by management of the Company. Accordingly, we do not express such an opinion or conclusion. Had we performed additional procedures, other matters might have come to our attention that would have been reported to you.

This report is intended solely for the information and use of the Operating Committee of CAT NMS LLC and is not intended to be, and should not be, used by anyone other than these specified parties.

Grant Thornton LLP

New York, New York
February 8, 2018

Attachment A – Invoices

On May 5, 2017, the Company provided to us a schedule of fees, costs and expenses incurred by the participants on behalf of the Company, along with invoices, letters of engagement (the “Letters of Engagement”) and addendums (the “Addendums”), as applicable, from Vendor A and Vendor B for the following two periods:

- a. February 25, 2013 through November 14, 2016 for a total of \$13,794,903; and
- b. November 15, 2016 through November 20, 2016 for a total of \$108,516

Document #	Vendor	Invoice Number	Invoice Date	Invoice Amount
1	Vendor A	2224762	3/15/2013	\$6,912.90
2		2241648	7/9/2013	\$33,139.75
3		2279231	3/18/2014	\$5,873.85
4		2286766	5/8/2014	\$8,688.50
5		2275960	2/26/2014	\$19,861.20
6		2289660	5/30/2014	\$34,299.50
7		2292960	6/26/2014	\$6,022.69
8		2298549	7/31/2014	\$5,888.70
9		2305842	9/25/2014	\$37,584.55
10		2301007	8/22/2014	\$105,278.00
11		2311069	11/10/2014	\$331,171.22
12		2315572	11/30/2014	\$105,557.15
13		2319025	12/18/2014	\$122,600.63
14		2324132	1/31/2015	\$121,865.37
15		2329968	3/31/2015	\$107,251.42
16		2338731	5/27/2015	\$268,066.81
17		2338734	5/27/2015	\$24,405.11
18		2338735	5/27/2015	\$37,822.84
19		2341933	6/17/2015	\$9,541.75
20		2348420	7/30/2015	\$26,329.60
21		2352558	8/24/2015	\$29,082.85
22		2357030	9/23/2015	\$21,692.55
23		2361859	10/26/2015	\$44,075.00
24		2365728	11/19/2015	\$38,740.68
25		2370617	12/16/2015	\$34,951.35
26		2376520	2/8/2016	\$34,996.49
27		2379733	3/7/2016	\$35,651.44
28		2381385	3/18/2016	\$37,062.40
29		2388658	5/6/2016	\$42,411.85
30		2394128	6/13/2016	\$77,901.80
31		2397320	6/30/2016	\$91,940.46

Document #	Vendor	Invoice Number	Invoice Date	Invoice Amount
32		2406687	8/31/2016	\$106,098.56
33		2406693	8/31/2016	\$141,409.71
34		2414441	10/24/2016	\$348,316.49
35		2414445	10/24/2016	\$229,474.07
36		2424794	12/29/2016	\$263,023.67
37*		2424476	12/29/2016	\$302,165.06
1	Vendor B	8001846577	2/25/2013	\$882,053.00
2		8001869304	3/26/2013	\$480,837.00
3		8001906996	5/13/2013	\$197,583.00
4		8001940043	6/30/2013	\$254,242.00
5		8001949224	7/18/2013	\$97,677.00
6		8001970263	8/18/2013	\$68,771.59
7		8001989291	9/18/2013	\$57,274.44
8		8002013676	10/24/2013	\$60,426.61
9		8002036200	11/22/2013	\$61,171.24
10		8002071327	1/21/2014	\$119,275.94
11		8002097365	2/26/2014	\$115,859.25
12		8002161158	5/20/2014	\$144,609.71
13		8002161255	5/20/2014	\$228,049.47
14		8002161300	5/20/2014	\$424,750.43
15		8002196218	7/15/2014	\$436,578.83
16		8002196268	7/16/2014	\$317,349.68
17		8002232862	9/15/2014	\$273,190.15
18		8002232863	9/15/2014	\$260,535.15
19		8002273328	11/10/2014	\$383,020.83
20		8002273370	11/10/2014	\$346,226.46
21		8002315029	1/13/2015	\$277,411.74
22		8002314948	1/13/2015	\$317,996.03
23		8002328506	2/3/2015	\$372,154.31
24		8002357664	3/1/2015	\$324,359.19
25		8002373406	4/9/2015	\$300,940.18
26		8002395139	5/9/2015	\$212,237.61
27		8002418535	6/10/2015	\$100,266.88
28		8002441330	7/21/2015	\$81,584.39
29		8002463390	8/26/2015	\$75,148.04
30		8002471595	9/11/2015	\$78,342.98
31		8002489309	10/7/2015	\$155,835.47

Document #	Vendor	Invoice Number	Invoice Date	Invoice Amount
32		8002514037	11/12/2015	\$260,839.86
33		8002541725	12/24/2015	\$176,804.54
34		8002553387	1/15/2016	\$102,218.47
35		8002572655	2/12/2016	\$211,331.19
36		8002594861	3/14/2016	\$303,248.14
37		8002611548	4/7/2016	\$226,946.29
38		8002637419	5/11/2016	\$260,072.09
39		8002660129	6/14/2016	\$248,308.55
40		8002675021	7/15/2016	\$261,736.43
41		8002694315	8/17/2016	\$295,206.33
42		8002710834	9/14/2016	\$312,500.79
43		8002726153	10/4/2016	\$230,668.74
44		8002754201	11/14/2016	\$193,632.79
45**		8002775989	1/4/2017	\$158,186.08

* Vendor A invoice #37 includes fees from November 1, 2016 to November 30, 2016

** Vendor B invoice #45 includes a total of fees from November 1, 2016 to November 30, 2016

Attachment B – Procedures and Associated Findings

The procedures we performed and our findings are as follows:

- a. Inspected all the invoices submitted noting that they were from Vendor A (37 invoices in total) and Vendor B (45 invoices in total) and which were approved by plan participants to provide professional services.

No exceptions were found as a result of applying the procedure.

- b. Inspected the invoices submitted by Vendor A and Vendor B noting, at a minimum, that the following supporting details were present:
 - i. A description of the service provided;
 - ii. Professional fees incurred by staff level (name) at the applicable hourly rate; and
 - iii. Total fee charged.

No exceptions were found as a result of applying the procedure.

- c. Confirmed that the description of services provided were within the scope of executed Letters of Engagement.

No exceptions were found as a result of applying the procedure.

- d. Confirmed that the rate per hour for each staff level, as enumerated on the invoice, conformed to the terms of executed Letters of Engagement. We noted the following unresolved discrepancies:

- 1 of 45 Vendor B invoices included charges for 1 team member at a Senior Consultant's rate, instead of a Consultant's rate as specified in the Engagement Letter dated January 15, 2013, which accounted for a total difference of \$1,440.
- 2 of 45 Vendor B invoices included charges for 1 team member at a Senior Consultant's rate, instead of a Manager's rate as specified in the Third Addendum dated September 4, 2014, which accounted for a total difference of -\$918 and -\$816 respectively.
- 2 of 45 Vendor B invoices included charges for 1 team member at a Senior Manager's rate, instead of a Director's rate as specified in the Fourth Addendum dated April 18, 2015, which accounted for a total difference of -\$2,268 and -\$126 respectively.
- 10 of 45 Vendor B invoices included charges based on lower rates from a prior Letter of Engagement instead of the Sixth Addendum dated November 4, 2016, which accounted for a total difference of -\$92,580.
- 8 of 45 Vendor B invoices included offshore charge hours which were not defined in the Letter of Engagement or Addendum, and offshore rates were less than the lowest rate defined (Consultant's rate).

- e. Performed a recalculation of the mathematical accuracy of all 82 invoices (i.e., service hours x rate). As discussed and agreed to with the Company, the calculation result was considered in agreement if the difference was within +/-3%.

We noted the following unresolved discrepancies:

Vendor	Invoice Number	Invoice Date	Difference %
Vendor B	8001846577	2/25/2013	-5.9%
Vendor B	8001869304	3/26/2013	-10.6%
Vendor B	8001970263	8/18/2013	-14.3%
Vendor B	8002013676	10/24/2013	5.3%
Vendor B	8002161158	5/20/2014	-14.4%
Vendor B	8002161255	5/20/2014	-10.9%
Vendor B	8002161300	5/20/2014	-15.1%
Vendor B	8002196218	7/15/2014	10.8%
Vendor B	8002196268	7/16/2014	15.7%
Vendor B	8002273370	11/10/2014	-5.5%
Vendor B	8002395139	5/9/2015	-6.7%
Vendor B	8002775989	1/4/2017 (for services rendered during November 15 – 20, 2016)	9.7%

The amount invoiced for services provided by Vendor A and Vendor B totaled \$13,903,419 vs. a total of \$14,083,494, which was recalculated for the services provided by Vendor A and Vendor B, and accounted for a difference of -\$180,075 in total.

- f. Inspected the date of service noted on the invoice and determined that services were performed within the two periods defined above.

No exceptions were found as a result of applying the procedure.

- g. Inspected payment remittance for the selected invoices noting payment was made within the invoice terms. As discussed and agreed to with the Company, the payment date was considered in agreement if the difference was within 30 days of the invoice's payment due date. We noted the following unresolved discrepancies:

Vendor	Invoice Number	Due Date	Paid Date	Difference in Days
Vendor A	2275960	4/12/2014	7/7/2014	86
Vendor A	2301007	10/6/2014	12/15/2014	70
Vendor A	2406687	10/15/2016	11/22/2016	38
Vendor A	2406693	10/15/2016	11/22/2016	38
Vendor B	8001940043	7/30/2013	11/7/2013	100
Vendor B	8001949224	8/17/2013	11/7/2013	82
Vendor B	8001970263	9/17/2013	11/7/2013	51
Vendor B	8002196218	8/14/2014	9/19/2014	36
Vendor B	8002196268	8/15/2014	9/18/2014	34
Vendor B	8002328506	3/5/2015	4/20/2015	46