

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

<hr/>)	
ARKANSAS TEACHER RETIREMENT SYSTEM,)	
on behalf of itself and all others similarly situated,	)	No. 11-cv-10230 MLW
)	
Plaintiffs,)	
)	
v.)	
)	
STATE STREET BANK AND TRUST COMPANY,)	
)	
Defendant.)	
<hr/>)	
ARNOLD HENRIQUEZ, MICHAEL T. COHN,)	
WILLIAM R. TAYLOR, RICHARD A. SUTHERLAND,	)	No. 11-cv-12049 MLW
and those similarly situated,)	
)	
v.)	
)	
STATE STREET BANK AND TRUST COMPANY,)	
STATE STREET GLOBAL MARKETS, LLC and)	
DOES 1-20,)	
)	
Defendants.)	
<hr/>)	
THE ANDOVER COMPANIES EMPLOYEE SAVINGS)	
AND PROFIT SHARING PLAN, on behalf of itself, and	)	No. 12-cv-11698 MLW
JAMES PEHOUSHEK-STANGELAND, and all others)	
similarly situated,)	
)	
v.)	
)	
STATE STREET BANK AND TRUST COMPANY,)	
)	
Defendant.)	
<hr/>)	

**LABATON SUCHAROW LLP'S SUBMISSION WITH RESPECT TO PROPOSED
SUPPLEMENTAL NOTICE TO THE SETTLEMENT CLASS REGARDING
ATTORNEYS' FEES, LITIGATION EXPENSES, AND SERVICE AWARDS**

Labaton Sucharow LLP (“Labaton Sucharow” or the “Firm”), Lead Counsel for Plaintiff Arkansas Teacher Retirement System (“ARTRS”) and the Settlement Class in the above-titled consolidated actions, respectfully provides this submission regarding proposed notice to the Settlement Class, as directed by the Court during the hearing on March 7, 2017 and in the Court’s Order dated March 8, 2017 (ECF No. 172).

As directed, Labaton Sucharow has prepared a proposed supplemental notice to the Settlement Class that describes the issues that have emerged and the events that have occurred since the Court entered its Order Awarding Attorneys’ Fees, Payment of Litigation Expenses, and Payment of Service Awards to Plaintiffs (ECF No. 111) (the “Attorneys’ Fee Order”). *See* Exhibit A. The proposed notice would advise the Settlement Class that the Attorneys’ Fee Order has been reopened, describe how the relevant records are available for review on www.StateStreetIndirectFXClassSettlement.com, and provide that within 45 days, members of the Settlement Class may submit written objections to the awards that the Court previously made.

The Court also requested that counsel explain how the notice would be distributed in a manner comparable to the notice of the preliminary approval of the Class Settlement. Attached as Exhibit B is the Declaration of Eric J. Miller on behalf of A.B. Data, Ltd. Regarding Mailing of Notice to Settlement Class Member and Publication of Summary Notice (“Miller Decl.”), which explains the prior notice process.¹ As set forth in that declaration, the previous notice was distributed via the following methods:

1. **Mail.** A.B. Data mailed the Notice of Pendency of Class Actions, Proposed Class Settlement, Settlement Hearing, Plan of Allocation, and Any Motion for

¹ Although the declaration previously was filed at ECF No. 104-13, it is provided again herewith for the convenience of the Court.

Attorneys' Fees, Litigation Expenses, and Service Awards (the "Notice") to Settlement Class Members identified as such by counsel for State Street Bank and Trust Company. Miller Decl., ¶¶ 2-7.

2. **Publication.** In addition, A.B. Data caused the Summary Notice of Pendency of Class Actions, Proposed Settlement, Settlement Hearing, Plan of Allocation, and any Motion for Attorneys' Fees, Litigation Expenses, and Service Awards ("Publication Notice") to be published in *The Wall Street Journal* and to be disseminated over the internet via *PR Newswire*. *Id.*, ¶ 8.
3. **Telephone Hotline.** A.B. Data previously administered the creation of a case-specific toll-free number with an Interactive Voice Response system and live operators. *Id.*, ¶9-10. The hotline remains active.
4. **Website.** A.B. Data established a case-specific website, www.StateStreetIndirectFXClassSettlement.com, which hosts relevant information regarding the cases, including the notices. *Id.*, ¶ 11.

Labaton Sucharow proposes that if the Court orders supplemental notice to the class, (1) the notice should be distributed by A.B. Data, by mail, to the list of Settlement Class Members to whom notice was previously sent; and (2) the supplemental notice and other relevant materials should be posted on the website identified above and Labaton Sucharow's website www.labaton.com. Individual notice by mail, as proposed here, is the preferred (and often required) method of providing notice to a class. *See, e.g., Eisen v. Carlisle & Jacquelin*, 417 U.S. 156, 175 (1974) (finding that individual notice by mail, to "class members who are identifiable through reasonable effort," is the "best notice practicable" for purposes of Fed. R.

Civ. P. 23(c)(2)). Those recipients of the supplemental notice who seek additional information will also be able to access that information via the websites identified in the notice.

Given the availability of mailing records for the Class, and assuming that the Court orders individual notice by mail and access to further documents via the websites, Labaton Sucharow respectfully suggests an additional publication notice is not required.

Dated: March 13, 2017

Respectfully submitted,

/s/ Joan A. Lukey

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Attorneys for Labaton Sucharow LLP

Certificate of Service

I certify that on March 13, 2017, I caused the foregoing document to be filed through the ECF system in above-captioned action No. 11-cv-10230, and accordingly to be served electronically upon all registered participants identified on the Notices of Electronic Filing.

/s/ Joan A. Lukey _____

Joan A. Lukey

EXHIBIT A

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

<i>ARKANSAS TEACHER RETIREMENT SYSTEM, et al. v. STATE STREET BANK AND TRUST COMPANY</i>	)	No. 11-cv-10230 MLW
)	
<i>ARNOLD HENRIQUEZ, et al. v. STATE STREET BANK AND TRUST COMPANY, et al.</i>	)	No. 11-cv-12049 MLW
)	
<i>THE ANDOVER COMPANIES EMPLOYEE SAVINGS AND PROFIT SHARING PLAN, et al. v. STATE STREET BANK AND TRUST COMPANY</i>	)	No. 12-cv-11698 MLW
)	
)	

**SUPPLEMENTAL NOTICE OF FURTHER
PROCEEDINGS REGARDING AWARD OF ATTORNEYS' FEES
AND PAYMENT OF LITIGATION EXPENSES AND SERVICE AWARDS**

You previously were mailed a notice concerning the proposed settlement of the above-captioned actions (the “Class Actions”)¹ and the motion, on behalf of Plaintiffs’ counsel, for an award of attorneys’ fees, payment of litigation expenses, and payment of service awards to Plaintiffs. YOU ARE HEREBY NOTIFIED, pursuant to Rule 23(h) of the Federal Rules of Civil Procedure and an order of the Honorable Mark L. Wolf of the United States District Court for the District of Massachusetts, Eastern Division (the “Court”), that the Court has ordered further proceedings regarding the award of attorneys’ fees and payment of litigation expenses and service awards.

On November 2, 2016, following the distribution of notice to the Settlement Class and a final approval hearing, the Court approved the proposed Settlement of \$300,000,000 in cash (the “Class Settlement Amount”). The Settlement is now final and the additional

¹ All capitalized terms used in this Supplemental Notice that are not defined herein have the meanings provided in the Stipulation and Agreement of Settlement, dated as of July 26, 2016 (the “Settlement Agreement”), which is available at www.StateStreetIndirectFXClassSettlement.com at www.labaton.com.

proceedings discussed below do not relate to or affect the Settlement and will not delay a distribution to the Class.

The Court also entered an order (1) awarding attorneys' fees to Plaintiffs' counsel in the amount of \$74,541,250.00 (plus any accrued interest); (2) approving payment of litigation expenses to Plaintiffs' counsel in the amount of \$1,257,697.94; and (3) approving payment of service awards to Plaintiffs in the aggregate amount of \$85,000.00, comprised of \$25,000.00 to plaintiff Arkansas Teacher Retirement System ("ARTRS") and \$10,000.00 to each of the ERISA Plaintiffs, Arnold Henriquez, Michael T. Cohn, William R. Taylor, Richard A. Sutherland, The Andover Companies Employees Savings and Profit Sharing Plan, and James Pehoushek-Stangeland (collectively with ARTRS, the "Plaintiffs").

The Court approved the payment of attorneys' fees pursuant to the "common fund" doctrine, recognizing that the fee award would represent less than 25% of the Class Settlement Amount after first deducting Court-awarded litigation expenses and service awards. In testing the reasonableness of that amount, the Court took into account the "lodestar," or the amount that Plaintiffs' counsel represented as the number of hours expended on the matter multiplied by their current hourly billing rates. After considering the aggregate lodestar submitted by all Plaintiffs' counsel of \$41,323,895.75, the Court found that the approximately 25% fee award was fair and reasonable under the circumstances of this case and under controlling legal precedent.

On November 10, 2016, Labaton Sucharow LLP, counsel for ARTRS and Lead Counsel for the Settlement Class, advised the Court by letter that it, along with two other firms that were counsel to ARTRS, the Thornton Law Firm LLP and Lief Cabraser

Heimann & Bernstein, LLP, had identified inadvertent reporting errors in certain of their written submissions in support of the fee award. These errors, once corrected, reduced the aggregate lodestar to \$37,265,241.25, and increased the “multiplier” represented by the fee award from 1.8 to 2.0 times lodestar. After submission of that letter, questions were raised by a local media outlet regarding the reliability of certain information submitted in connection with the fee petition of the three firms listed above, including with regard to the hourly billing rates and the number of hours worked by certain attorneys.²

In light of the acknowledged reporting error and the questions raised by the media outlet, the Court has reopened the November 2, 2016 Order Awarding Attorneys’ Fees, Payment of Litigation Expenses, and Payment of Service Awards to Plaintiffs, and appointed retired United States District Judge Gerald E. Rosen as a Special Master to investigate all issues relating to the attorneys’ fees, expenses, and service awards previously made in this case and to submit a report and recommendations to the Court. The investigation will include: (a) the accuracy and reliability of the representations made by Plaintiffs’ counsel in their requests for awards of attorneys’ fees and expenses, including but not limited to whether counsel employed the correct legal standards and had a proper factual basis for what was represented to be the lodestar for each firm; (b) the accuracy and reliability of the representations made in the November 10, 2016 letter to the Court; (c) the accuracy and reliability of the representations made by the parties requesting service awards; (d) the reasonableness of the amounts of attorneys’ fees, expenses, and service awards previously ordered, and whether any or all of them should be reduced; (e) whether

² No questions have been raised regarding the accuracy of the information submitted by the firms representing the ERISA Plaintiffs.

any misconduct occurred in connection with such awards; and, if so, (f) whether it should be sanctioned.

The fees and expenses of the Special Master in conducting this investigation, as well as fees and expenses of those he may retain to assist him, will be paid by the Court, from the fees already awarded to Plaintiffs' counsel. Labaton Sucharow LLP, Thornton Law Firm LLP and Lieff Cabraser Heimann & Bernstein, LLP have collectively deposited funds with the Court for this purpose. The further proceedings discussed in this notice will not result in any increase in attorneys' fees, litigation expenses, or service awards to Plaintiffs.

Plaintiffs' counsel's previous submissions in support of the Motion for an Award of Attorneys' Fees, Payment of Litigation Expenses, and Payment of Service Awards to Plaintiffs, as well as counsel's November 10, 2016 letter and the Court's orders regarding the issues discussed in this Notice, are all available at www.statestreetindirectfxclasssettlement.com and www.labaton.com. Future public filings by the Special Master, and any responsive filings, will also be posted on the websites. Class Members may also contact Lead Counsel directly by calling (888) 219-6877 or emailing settlementquestions@labaton.com.

If the Court determines that a future hearing is necessary, the websites will provide the date, time, and place of the hearing.

OBJECTIONS

If any Class Member wishes to object to the award of attorneys' fees, litigation expenses, and service awards previously authorized by the Court, you may do so, in writing, as set forth below. You must include your name, the State Street fund codes

identified on the front of this Supplemental Notice, your address, telephone number, e-mail address, signature, and a full explanation of the objection. If you believe you are, or represent, a Class Member but do not know the State Street fund code(s), you must also include the following information in order to establish membership in the Settlement Class: (i) the name of the Person that entered into one or more custody or trust agreements with SSBT and is objecting; (ii) the approximate date(s) of the agreement(s) referenced in (i) above; (iii) the SSBT entity that was the counterparty to the agreement(s) referenced in (i) above; (iv) a list of all current and former accounts, including both the name and account number of such accounts, that held foreign (non-U.S.) assets and were related to the agreement(s) referenced in (i) above.

Your written objection must be filed with the Court and received by counsel listed below by no later than _____:

File with the Clerk of the Court:

Clerk of the Court
 United States District Court for the District of Massachusetts
 John Joseph Moakley United States Courthouse
 1 Courthouse Way
 Boston, Massachusetts 02210

Serve copies of all such papers on each of the following so that they are received no later than _____:

Lead Counsel	Defendants' Counsel
Lawrence A. Sucharow, Esq. Labaton Sucharow LLP 140 Broadway New York, NY 10005	William H. Paine, Esq. Wilmer Cutler Pickering Hale and Dorr LLP 60 State Street Boston, MA 02109

If you have objected, and the Court schedules a hearing to consider any objections, you will be personally notified of the date, time, and place of the hearing using the contact information provided in your objection.

PLEASE DO NOT CONTACT THE COURT OR DEFENDANTS REGARDING THIS NOTICE.

Dated: _____, 2017

BY ORDER OF THE UNITED
STATES DISTRICT COURT FOR
THE DISTRICT OF
MASSACHUSETTS

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

ARKANSAS TEACHER RETIREMENT SYSTEM,)
on behalf of itself and all others similarly situated,) No. 11-cv-10230 MLW
)
Plaintiffs,)
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v.)
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STATE STREET BANK AND TRUST COMPANY,)
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Defendants.)

ARNOLD HENRIQUEZ, MICHAEL T. COHN,)
WILLIAM R. TAYLOR, RICHARD A. SUTHERLAND,) No. 11-cv-12049 MLW
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STATE STREET BANK AND TRUST COMPANY,)
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DOES 1-20,)
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Defendants.)

THE ANDOVER COMPANIES EMPLOYEE SAVINGS)
AND PROFIT SHARING PLAN, on behalf of itself, and) No. 12-cv-11698 MLW
JAMES PEHOUSHEK STANGELAND, and all others)
similarly situated,)
)
Plaintiffs,)
)
v.)
)
STATE STREET BANK AND TRUST COMPANY,)
)
Defendants.)

**DECLARATION OF ERIC J. MILLER ON BEHALF OF A.B. DATA, LTD.
REGARDING MAILING OF NOTICE TO SETTLEMENT CLASS MEMBERS
AND PUBLICATION OF SUMMARY NOTICE**

I, Eric J. Miller, declare as follows, pursuant to 28 U.S.C. §1746:

1. I am a Vice President of A.B. Data, Ltd.'s Class Action Administration Division ("A.B. Data"), whose Corporate Office is located in Milwaukee, Wisconsin. Pursuant to the Order Granting Preliminary Approval of Class Action Settlement, Approving Form and Manner of Notice, and Setting Date for Hearing on Final Approval of Settlement, entered on August 11, 2016 (the "Preliminary Approval Order"),¹ A.B. Data was authorized to act as the Claims Administrator in connection with the Settlement in the above-captioned actions. I am over 21 years of age and am not a party to this action. I have personal knowledge of the facts set forth herein and, if called as a witness, could and would testify competently thereto.

MAILING OF THE NOTICE

2. Pursuant to the Preliminary Approval Order, A.B. Data mailed the Notice of Pendency of Class Actions, Proposed Class Settlement, Settlement Hearing, Plan of Allocation, and Any Motion for Attorneys' Fees, Litigation Expenses, and Service Awards (the "Notice"), along with a cover letter, to Settlement Class Members identified as such by counsel for State Street Bank and Trust Company. Class Members categorized as a "Group Trust" received a cover letter concerning their identification as such and non-Group Trusts received a generic cover letter. Copies of the cover letters and Notice are attached hereto as **Exhibit A**.

3. On July 27, 2016, A.B. Data received 9,610 records of names and address information for Settlement Class Members identified by counsel for State Street Bank and Trust Company, some which represented multiple funds.

4. Once received, the data was processed by A.B. Data to ensure adequate address formatting and aggregated to identify overlapping addresses, of which 7,689 were identified,

¹ All capitalized terms used herein that are not defined have the same meaning as that provided in the Stipulation and Agreement of Settlement, dated July 26, 2016.

resulting in 1,921 distinct records for mailing (the “Mailing List”). A.B. Data also standardized and updated the Mailing List addresses using NCOALink[®], a national database of address changes that is compiled by the United States Postal Service.

5. On August 22, 2016, A.B. Data caused the Notice to be mailed by first class mail to the Settlement Class Members included on the Mailing List.

6. As of the date of this Declaration, 380 Notices were returned by the United States Postal Service to A.B. Data as undeliverable as addressed (“UAA”). Of those returned UAA, 2 had forwarding addresses and were promptly re-mailed to the updated address. The remaining 378 UAAs were processed through LexisNexis to obtain an updated address. Of these, 47 new addresses were obtained and A.B. Data promptly re-mailed to these Settlement Class Members.

7. As of the date of this Declaration, a total of 1,970 Notices have been mailed to Settlement Class Members.

PUBLICATION OF THE SUMMARY NOTICE

8. In accordance with Paragraph 9 of the Preliminary Approval Order, on September 6, 2016, A.B. Data caused the Summary Notice of Pendency of Class Actions, Proposed Settlement, Settlement Hearing, Plan of Allocation, and any Motion for Attorneys’ Fees, Litigation Expenses, and Service Awards (“Publication Notice”) to be published in *The Wall Street Journal* and to be disseminated over the internet via *PR Newswire*. Proof of this publication is attached hereto as **Exhibits B** and **C**, respectively.

TELEPHONE HOTLINE

9. On or about August 22, 2016, a case-specific toll-free number, 877-240-3540, was established with an Interactive Voice Response system and live operators. An automated attendant answers all calls initially and presents callers with a series of choices to respond to

basic questions. If callers need further help, they have the option to be transferred to a live operator during business hours.

10. Through the date of this Declaration, A.B. Data has received 51 telephone calls.

WEBSITE

11. On or about August 22, 2016, A.B. Data established a case-specific website, www.StateStreetIndirectFXClassSettlement.com, which includes general information regarding the cases and their current status, downloadable copies of the Notice and other court documents, including the Stipulation and Agreement of Settlement. The settlement website is accessible 24 hours a day, 7 days a week. To date, there have been 435 visitors to the website.


REPORT ON EXCLUSIONS AND OBJECTIONS

12. The Notice informed Settlement Class Members that requests for exclusion are to be sent to A.B. Data, such that they are received no later than October 7, 2016. As of the date of this Declaration, A.B. Data has received no requests for exclusion.

13. The Notice also informed Settlement Class Members that objections are to be filed with the Court and mailed to Lead Counsel, such that they are received no later than October 7, 2016. As of the date of this Declaration, A.B. Data has received no objections.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 14th day of September, 2016.



Eric J. Miller

EXHIBIT A

Important and Time Sensitive

**NOTICE TO “GROUP TRUST” CUSTOMERS OF STATE STREET BANK AND TRUST COMPANY (“SSBT”)
State Street Indirect FX Trading Class Action,
Case No. 11-cv-10230 MLW (D. Mass.)**

A proposed Settlement of the above-noted class action (the “Class Action”) has been reached and enclosed is a copy of the Notice of Pendency of Class Actions, Proposed Class Settlement, Settlement Hearing, Plan of Allocation, and any Motion for Attorneys’ Fees, Litigation Expenses, and Service Awards (“Notice”). PLEASE READ THE NOTICE CAREFULLY.

You have been identified by SSBT as, or as representing, the entity (entities) listed below, each of which has been identified as a “**Group Trust**” customer of SSBT.

The Court has ordered Group Trust customers to provide a certification: (1) reporting the average proportion of the Group Trust’s SSBT custodied assets that were held by an ERISA Plan or Plans during the period from January 2, 1998 through December 31, 2009, inclusive (the “Class Period”) and/or (2) reporting the average volume of Indirect FX Trades made by the ERISA Plan(s) during the Class Period, and (3) identifying by name each ERISA Plan within the Group Trust.

The certification must be signed by a plan fiduciary or administrator and state that he, she, or it certifies that the information contained within the certification is accurate based on reasonably available information. The certification must be mailed or delivered so that it is **postmarked or received no later than December 20, 2016**, to:

State Street Indirect FX Trading Class Action
Claims Administrator
c/o A.B. Data, Ltd.
P.O. Box 173000
Milwaukee, WI 53217

Upon request from the Claims Administrator, a Group Trust must promptly provide sufficient information to explain and confirm its certification. **Pages 10-11 of the Notice contain more information about the certification process.** The certifications are needed so that the Claims Administrator can properly allocate the Class Settlement and calculate individual recoveries. There is no claim process.

If you have any questions, you may contact the Claims Administrator at 877-240-3540, or by email at info@StateStreetIndirectFXClassSettlement.com. Thank you for your cooperation.

Fund Code Fund Name

Fund Code Fund Name

For Questions, Please Call 877-240-3540.

Important and Time Sensitive

**NOTICE TO CUSTOMERS OF STATE STREET BANK AND TRUST COMPANY (“SSBT”)
State Street Indirect FX Trading Class Action,
Case No. 11-cv-10230 MLW (D. Mass.)**

A proposed Settlement of the above-noted class action (the “Class Action”) has been reached and enclosed is a copy of the Notice of Pendency of Class Actions, Proposed Class Settlement, Settlement Hearing, Plan of Allocation, and any Motion for Attorneys’ Fees, Litigation Expenses, and Service Awards (“Notice”).

You have been identified by SSBT as, or as representing, the entity (entities) listed below.

PLEASE READ THIS NOTICE CAREFULLY AND COMPLETELY. IF YOU ARE A MEMBER OF THE SETTLEMENT CLASS, YOUR LEGAL RIGHTS ARE AFFECTED WHETHER YOU ACT OR DO NOT ACT.

If you have any questions, you may contact the Claims Administrator at 877-240-3540, or by email at info@StateStreetIndirectFXClassSettlement.com. Thank you for your cooperation.

Fund Code Fund Name

Fund Code Fund Name

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

ARKANSAS TEACHER RETIREMENT SYSTEM, et al. v. STATE STREET BANK AND TRUST COMPANY	)	No. 11-cv-10230 MLW
ARNOLD HENRIQUEZ, et al. v. STATE STREET BANK AND TRUST COMPANY, et al.	)	No. 11-cv-12049 MLW
THE ANDOVER COMPANIES EMPLOYEE SAVINGS AND PROFIT SHARING PLAN, et al. v. STATE STREET BANK AND TRUST COMPANY	)	No. 12-cv-11698 MLW

NOTICE OF PENDENCY OF CLASS ACTIONS, PROPOSED CLASS SETTLEMENT, SETTLEMENT HEARING, PLAN OF ALLOCATION, AND ANY MOTION FOR ATTORNEYS’ FEES, LITIGATION EXPENSES, AND SERVICE AWARDS

A U.S. Federal Court authorized this Notice. This is not a solicitation from a lawyer.

You Are Receiving this Notice Because Available Information Indicates that You Are a Member of the Settlement Class Defined Below. If this Is Incorrect, Please Contact the Claims Administrator and Lead Counsel Immediately.

This notice (“Notice”) is being sent to advise you of the pendency of the above-captioned class action lawsuits (collectively, the “Class Actions”) and the proposed settlement of the Class Actions for \$300,000,000 (the “Class Settlement Amount”) on the terms discussed below (the “Class Settlement”).¹ The Class Settlement resolves claims arising from the alleged unfair and deceptive practice of State Street Bank and Trust Company (“SSBT”) of charging custody and trust customers of SSBT excessive rates and spreads in connection with certain foreign exchange transactions known as “Indirect FX Transactions”² during the period from January 2, 1998 through December 31, 2009, inclusive (the “Class Period”), in violation of SSBT’s statutory, contractual, and fiduciary obligations. The Class Actions sought to recover losses on behalf of SSBT’s custodial clients based on this alleged unfair and deceptive practice. If approved, the Class Settlement will resolve all claims asserted in the Class Actions.

The Class Settlement is entered into by and among (i) plaintiffs Arkansas Teacher Retirement System (“ARTRS”), Arnold Henriquez, Michael T. Cohn, William R. Taylor, Richard A. Sutherland, The Andover Companies Employees Savings and Profit Sharing Plan, and James Pehoushek-Stangeland (collectively, “Plaintiffs”), on behalf of themselves and each Settlement Class Member, by and through their counsel, and (ii) State Street Bank and Trust Company (the “Settling Defendant” or “SSBT”). Plaintiffs and SSBT are referred to collectively herein as the “Parties.”

The Honorable Mark L. Wolf of the United States District Court for the District of Massachusetts (the “Court”) is presiding over the Class Actions. Judge Wolf has provisionally certified the proposed Settlement Class (as defined below) for purposes of settlement only, has directed that this Notice be mailed to members of the Settlement Class, and has scheduled a Final Approval Hearing (“Final Approval Hearing” or “Settlement Hearing”) at which the Court will consider Plaintiffs’ motion for final approval of the Class Settlement and approval of the proposed plan for allocating the settlement proceeds to the Settlement Class (“Plan of Allocation”), and Lead Counsel’s motion, on behalf of ERISA Counsel and Customer Counsel, for an award of attorneys’ fees, payment of Litigation Expenses, and payment of any Service Awards for Plaintiffs. **The Final Approval Hearing will be held on November 2, 2016, at 2:00 p.m. in Courtroom 10 of the John Joseph Moakley United States Courthouse, 1 Courthouse Way, Boston, Massachusetts**

¹ All capitalized terms used in this Notice that are not otherwise defined herein have the meanings provided in the Stipulation and Agreement of Settlement, dated as of July 26, 2016 (the “Settlement Agreement”). The Settlement Agreement is available on the website for this Settlement, www.StateStreetIndirectFXClassSettlement.com.

² “Indirect FX Transactions/Trading” means Foreign exchange transactions executed with SSBT or SSBT’s subcustodians at any time using Indirect FX Methods, including all foreign exchange transactions submitted using Indirect Methods. A transaction submitted or processed using an Indirect Method is an Indirect FX Transaction regardless whether the rate at which the transaction was executed differed from the rates at which other transactions submitted using Indirect Methods were executed. Settlement Agreement ¶ 1(ff).

02210. The Class Settlement will become effective once it reaches its "Effective Date," which is after the opportunity to appeal the Court's Judgment has expired or, if there are any appeals, approval of the Class Settlement is upheld; after the Court approves the proposed Plan of Allocation and the order has become Final; and certain other conditions are met.

Additional information regarding the Class Settlement and this Notice may be obtained by contacting the Claims Administrator: *State Street Indirect FX Trading Class Action*, c/o A.B. Data, Ltd., P.O. Box 173000, Milwaukee, WI 53217, 877-240-3540, info@StateStreetIndirectFXClassSettlement.com, www.StateStreetIndirectFXClassSettlement.com; or Lead Counsel: Labaton Sucharow LLP, (888) 219-6877, www.labaton.com, settlementquestions@labaton.com.

DO NOT CALL THE COURT WITH QUESTIONS ABOUT THE CLASS SETTLEMENT.

PLEASE READ THIS NOTICE CAREFULLY AND COMPLETELY. IF YOU ARE A MEMBER OF THE SETTLEMENT CLASS, YOUR LEGAL RIGHTS ARE AFFECTED WHETHER YOU ACT OR DO NOT ACT.

YOUR LEGAL RIGHTS AND OPTIONS UNDER THE CLASS SETTLEMENT	
<p>YOU DO NOT NEED TO TAKE ANY ACTION TO PARTICIPATE IN THE CLASS SETTLEMENT AND RECEIVE A PAYMENT</p> <p>(If you represent a Group Trust,³ see pages 10-11 below.)</p>	<p>If the Class Settlement is approved and you are a member of the Settlement Class, you do not need to take any action to receive a payment. You will be bound by the settlement, unless you take steps to exclude yourself as explained below, and you cannot bring or be part of any other lawsuit or arbitration against Defendants or any of the other Released Defendant Parties based on any Released Class Claim.</p> <p>Your portion of the Net Class Settlement Fund will be calculated as part of the administration of the Class Settlement. An explanation of the manner in which payments to Settlement Class Members will be determined is set forth in the Plan of Allocation, below. However, Group Trusts, which may include plans or assets governed by the Employee Retirement Income Security Act of 1974 ("ERISA"), need to provide certain information so that their recovery can be properly determined. SSBT has agreed to undertake reasonable efforts to provide the information necessary to determine each Settlement Class Member's portion of the Net Class Settlement Fund. See the Plan of Allocation in the answer to Question 8 below for important information.</p>
<p>EXCLUDE YOURSELF FROM THE SETTLEMENT CLASS BY SUBMITTING A WRITTEN REQUEST FOR EXCLUSION (WHICH MUST BE RECEIVED NO LATER THAN OCTOBER 7, 2016)</p>	<p>If you do not wish to be a member of the Settlement Class, you <i>must</i> exclude yourself (as described below in Question 10). If you exclude yourself, you <i>will not</i> receive any payment from the Class Settlement. You cannot bring or be part of any other lawsuit or arbitration against Defendants or any of the other Released Defendant Parties based on any Released Class Claim unless you exclude yourself from the Settlement Class.</p>
<p>OBJECT TO THE CLASS SETTLEMENT BY SUBMITTING A WRITTEN OBJECTION (WHICH MUST BE RECEIVED NO LATER THAN OCTOBER 7, 2016)</p>	<p>If you wish to object to any part of the Class Settlement, the Plan of Allocation, or the requests for attorneys' fees, Litigation Expenses, and/or Service Awards, and do not exclude yourself from the Settlement Class, you can write to the Court and counsel and explain what you do not agree with.</p>
<p>ATTEND THE FINAL APPROVAL HEARING (NOVEMBER 2, 2016 AT 2:00 p.m.)</p>	<p>If you have submitted a written objection to the Court and counsel and notice to appear, as explained below, you may (but do not have to) attend the hearing and speak to the Court about your objection.</p>

Please note: The Court has the authority to change any of the above deadlines, for good cause shown.

³ "Group Trusts" are group trusts that are exempt from tax pursuant to Internal Revenue Service Revenue Ruling 81-100, as amended, that were custody or trust customers of SSBT during any part of the Class Period. See Settlement Agreement ¶ 1(bb).

As described in more detail below, and in the complaints filed with the Court, the Class Actions allege that Plaintiffs (or the plans they represent) and/or their investment managers entered into agreements authorizing Defendants to engage in Indirect FX Transactions with their custodial accounts under certain circumstances. Plaintiffs alleged that SSBT priced Indirect FX Transactions in a manner advantageous to Defendants and disadvantageous to Plaintiffs, near or outside the high and low of the daily range of interbank rates, contrary to SSBT's contractual obligations and representations and Defendants' fiduciary and statutory responsibilities. Copies of the operative complaints in the Class Actions are available at www.StateStreetIndirectFXClassSettlement.com.

Pursuant to the Settlement Agreement, a Class Settlement Fund consisting of \$300 million in cash, plus any accrued interest, has been established, in exchange for the Settlement Class's release of the Released Class Claims (defined below). Payment by or on behalf of SSBT of the \$300 million Class Settlement Amount, and the allocations discussed below in the Plan of Allocation, will also satisfy conditions in two separate settlements with federal government agencies.⁴ SSBT anticipates reaching a settlement with the U.S. Securities and Exchange Commission ("SEC") concerning Indirect FX that relates to Settlement Class Members that are Registered Investment Companies (the "SEC Settlement").⁵ SSBT has also reached a settlement with the U.S. Department of Labor ("DOL") concerning Indirect FX that relates to Settlement Class Members that are ERISA Plans (the "DOL Settlement").⁶

Based on information provided by SSBT, the average gross recovery for a class member from the Class Settlement is approximately \$200,000 before the deduction of Court-approved fees and expenses. A Settlement Class Member's actual "Recognized Claim" will be calculated in accordance with the Plan of Allocation, explained below, and will depend on, among other things, the Settlement Class Member's volume of Indirect FX Transactions, and whether or not the Settlement Class Member is an ERISA Plan, a Group Trust, a Registered Investment Company, or none of these. A Settlement Class Member's payment will be a portion of the Net Class Settlement Fund, which consists of the Class Settlement Fund, less fees and expenses associated with providing notice to the Settlement Class and administering the Class Settlement ("Notice and Administration Expenses"), Taxes and Tax Expenses, Court-approved attorneys' fees, Litigation Expenses, and any Service Awards to Plaintiffs for the effort and time spent by them in connection with the prosecution of the Class Actions. (See Questions 6 and 8 below for details about the Plan of Allocation).

The Settlement Class is defined as follows:

All custody and trust customers of SSBT (including customers for which SSBT served as directed trustee, ERISA Plans, and Group Trusts), reflected in SSBT's records as having a United States tax address at any time during the period from January 2, 1998 through December 31, 2009, inclusive, and that executed one or more Indirect FX Transactions with SSBT and/or its subcustodians during the period from January 2, 1998 through December 31, 2009, inclusive.

Please Note: There are exceptions to being included in the Settlement Class. A description of those Persons excluded by definition from the Settlement Class is provided below in Question 4.

As with any litigation, the Parties face an uncertain outcome if the Class Actions do not settle and litigation continues. Absent the Class Settlement, orders and appeals on class certification, summary judgment and a trial could result in a judgment or verdict greater or less than the recovery under the Class Settlement, or no recovery at all. Throughout the Class Actions, the Plaintiffs and Defendants have disagreed on both liability and damages, and they do not agree on the amount that would be recoverable even if the Plaintiffs were to prevail at trial. Defendants, among other things: (1) have

⁴ SSBT has separately reached a settlement with the U.S. Department of Justice ("DOJ") concerning Indirect FX (the "DOJ Settlement"). The DOJ Settlement requires SSBT to pay money to the federal government.

⁵ "Registered Investment Company(ies)" means a mutual fund, closed-end fund, unit investment trust or other entity that is registered with the SEC as an investment company under the Investment Company Act. Settlement Agreement ¶ 1(ww).

⁶ "ERISA Plans" means the employee benefit plans as defined in 29 U.S.C. § 1002(3) (also referred to as Section 3(3) of ERISA), that are subject to Part 4 of Subtitle B of Title I of ERISA (including master trusts with respect to multiple such plans within the meaning of Department of Labor Regulation § 2520.103-1(e)), and that were custody or trust customers of SSBT during any part of the Class Period. Settlement Agreement ¶ 1(w).

denied the material allegations of the complaints, (2) have denied any wrongdoing of liability whatsoever; (3) have contested the propriety of class certification; (4) believe that they acted at all times reasonably and prudently, in full compliance with their contractual obligations, and in accordance with applicable law; and (5) would assert certain other defenses if this Class Settlement is not consummated. SSBT is entering into the Class Settlement solely to avoid the cost, disruption, and uncertainty of continued litigation. The Parties have taken into account the uncertainty and risks inherent in these litigations, particularly their complex natures, and have concluded that it is desirable that the Class Actions be fully and finally settled on the terms and conditions set forth in the Class Settlement.

Lead Counsel, on behalf of ERISA Counsel and Customer Counsel, will apply to the Court for an order awarding attorneys' fees in an amount not to exceed \$74,541,250.00 and payment of Litigation Expenses in an amount not to exceed \$1,750,000.00, plus interest earned on these amounts. As explained further in the Plan of Allocation set forth in Question 8 below, no more than \$10,900,000.00 of the attorneys' fees awarded will be paid out of the ERISA Settlement Allocation (as defined below). The remainder of attorneys' fees awarded will be paid out from the RIC Settlement Allocation and the Public and Other Settlement Allocation (both as defined below). If the Court awards attorneys' fees at an overall percentage rate of more than 18.17%, the RIC Settlement Allocation and the Public and Other Settlement Allocation will each bear fees at a higher percentage rate than the ERISA Settlement Allocation. If the Court awards attorneys' fees at an overall percentage rate of 18.17% or less, the three Settlement Allocations (ERISA, RIC, and Public and Other) will each bear fees at the same rate.

Plaintiffs will share in the allocation of the money paid to members of the Settlement Class on the same basis and to the same extent as all other members of the Settlement Class, except that, in addition thereto, Plaintiffs may apply to the Court for Service Awards of up to \$85,000.00 in the aggregate. Any Service Awards granted to Plaintiffs by the Court will be payable from the Class Settlement Fund, and will compensate Plaintiffs for their effort and time spent in connection with the prosecution of the Class Actions.

BASIC INFORMATION

1. Why did I receive this Notice?

You received this Notice because records provided by SSBT indicate that during the Class Period you were a domestic custody customer of SSBT that executed one or more Indirect FX Transactions during the Class Period. The Court has directed that this Notice be sent to you. If the Court approves the Class Settlement, and it becomes effective, the Released Defendant Parties and Released Plaintiff Parties will be released from all Released Class Claims and Released Prosecution Claims, respectively, as explained below. In exchange, the Net Class Settlement Fund will be distributed to Settlement Class Members according to the Court-approved Plan of Allocation.

This Notice explains the Class Actions, the Class Settlement, your legal rights, what benefits are available, who is eligible for them, and how you will receive your portion of the Net Class Settlement Fund. The Final Approval Hearing will be held on November 2, 2016 at 2:00 p.m., before the Hon. Mark L. Wolf in the United States District Court for the District of Massachusetts, John Joseph Moakley United States Courthouse, Courtroom 10, 1 Courthouse Way, Boston, Massachusetts 02210, to determine:

- whether the Class Settlement should be approved as fair, reasonable, and adequate;
- whether the complaints should be dismissed with prejudice pursuant to the terms of the Class Settlement;
- whether the proposed Plan of Allocation for the proceeds of the Class Settlement should be approved; and
- whether the applications for attorneys' fees, payment of Litigation Expenses, and payment of Service Awards to Plaintiffs should be approved.

The issuance of this Notice is not an expression of the Court's opinion of the merits of any claim in the Class Actions, and the Court has not decided whether to approve the Class Settlement. If the Court approves the Class Settlement, payment to Settlement Class Members will be made after all related appeals, if any, are favorably resolved and the regulatory settlements have become final. Please be patient.

2. What are the Class Actions about? What has happened so far?

The Class Actions were commenced in 2011 and 2012 by the filing of three class action complaints. In the Class Actions, Plaintiffs allege, among other things, that Defendants charged custody and trust customers of SSBT excessive rates and spreads in connection with Indirect FX Transactions between January 2, 1998 and December 31, 2009. Plaintiffs allege that by employing this unfair and deceptive practice, Defendants earned higher spreads on Indirect FX Transactions than they should have. Further, Plaintiffs allege that Defendants failed to disclose this pricing. Plaintiffs assert that this alleged unfair and deceptive practice and nondisclosure thereof constituted violations of the Massachusetts Consumer Protection Act, Mass. Gen. Laws Ch. 93A, §§ 2, 9 and 11 (“Chapter 93A”), breach of an alleged fiduciary duty, and negligent misrepresentation, and, with respect to the ERISA Funds, violations of ERISA, 29 U.S.C. § 1106, for engaging in self-interested prohibited transactions and by causing the plans to engage in party in interest prohibited transactions, violations of ERISA, 29 U.S.C. § 1104, for breaching duties of prudence and loyalty, and pursuant to ERISA, 29 U.S.C. § 1105, liability for breaches of co-fiduciary obligations.

Defendants have denied Plaintiffs’ allegations. If the Class Actions were to continue, Defendants would raise numerous defenses to liability, including without limitation:

- Defendants acted in accordance with the custody and trust and Indirect FX agreements and did not breach them.
- Defendants either did not owe fiduciary duties or did not breach fiduciary duties owed to certain Settlement Class Members based on state law and the plain language of the agreements that governed Defendants’ custodial obligations.
- Defendants made no actionable misrepresentations or omissions, and did not engage in any Chapter 93A violations.
- All of the FX transactions executed with ERISA customers satisfy statutory or regulatory exemptions for FX transactions.
- Plaintiffs and the Settlement Class knew, or should have known, that Defendants were engaged in the Indirect FX pricing practice alleged in the Complaints.
- Plaintiffs and the Settlement Class were not damaged by Defendants’ conduct and received the benefit of the bargain for the services that were provided.

On June 3, 2011, Defendants State Street Corporation, SSBT, and SSGM LLC moved to dismiss the amended class action complaint in the ARTRS Action. The motion to dismiss was fully briefed as of February 28, 2012. On April 9, 2012, SSBT and SSGM LLC moved to dismiss the amended class action complaint in the Henriquez Action.

On May 8, 2012, the Court heard oral argument on Defendants’ motion to dismiss the ARTRS Action. By order issued from the bench dated the same day, the Court denied the motion in its entirety with regard to the claims against SSBT, but granted the motion with respect to the claims against State Street Corporation. By agreement of the parties, the claims against SSGM LLC were dismissed without prejudice.

On November 16, 2012, the Parties in the Class Actions filed a Stipulation, Joint Motion, and Proposed Order for the Production and Exchange of Confidential Information, which the Court entered on November 20, 2012. Pursuant to the order, the Class Actions were consolidated for pre-trial purposes. Additionally, the order provided that the Parties could engage in formal document discovery until December 1, 2013. The Class Actions were stayed in all other respects until December 1, 2013 and certain motions were withdrawn. At the Parties’ request, the stay of proceedings, other than discovery, was subsequently extended by orders of the Court, while the Parties pursued mediation.

The Class Settlement is the product of protracted, arm’s-length negotiations between Plaintiffs’ Counsel and Defendants’ Counsel, facilitated by a nationally recognized mediator with substantial experience mediating complex litigations of this type. Between October 2012 and June 2015, the Parties engaged in sixteen (16) in-person mediation sessions in Boston, New York City, and Washington, D.C. In addition, the Parties met without the mediator and had numerous arm’s-length discussions among themselves.

Pursuant to agreements concerning the exchange of formal document discovery, informal material to facilitate the mediation process, and managing the Class Actions, the Parties exchanged more than nine million pages of relevant documents. SSBT also provided a significant amount of data and other information relevant to liability, class certification and damages issues, and Plaintiffs and SSBT each made multiple, detailed presentations (including a presentation by an accounting expert) during the mediation process concerning such issues.

On June 30, 2015, Plaintiffs and SSBT reached an agreement-in-principle to settle the Class Actions, which was memorialized in a term sheet on September 11, 2015, and the Settlement Agreement, dated July 26, 2016.

3. Why is this case a class action?

In a class action, one or more individuals or entities, referred to as “Plaintiffs,” sue on behalf of others who have similar claims. All of the Persons on whose behalf Plaintiffs in the Class Actions are suing are members of the “class” referred to in this Notice, and are “Settlement Class Members” or “members of the Settlement Class.” Bringing a case as a class action allows the adjudication of many similar claims that might be economically too small to bring individually. One court resolves the issues for all class members, except for those who exclude themselves from the class. The Court will decide whether to finally certify the Settlement Class at the Final Approval Hearing.

4. How do I know whether I am part of the Settlement Class?

The Court has provisionally certified the following Settlement Class:

All custody and trust customers of SSBT (including customers for which SSBT served as directed trustee, ERISA Plans, and Group Trusts), reflected in SSBT’s records as having a United States tax address at any time during the period from January 2, 1998 through December 31, 2009, inclusive, and that executed one or more Indirect FX Transactions with SSBT and/or its subcustodians during the period from January 2, 1998 through December 31, 2009, inclusive.

The “Settlement Class” does not include: Defendants; California Public Employees’ Retirement System (CalPERS), California State Teachers’ Retirement System (CalSTRS), and the State of Washington Investment Board; the predecessors and affiliates of the foregoing, or any entity in which they have a controlling interest; and the officers, directors, legal representatives, heirs, successors, subsidiaries and/or assigns of any such excluded individual or entity in their capacities as such. For the avoidance of doubt, the Parties have agreed that this definition of the “Settlement Class” is intended to supersede the class definitions in the complaints in the Class Actions.

The “Settlement Class” also does not include any Person who submits a timely and valid request for exclusion meeting the requirements in this Notice (see Question 10 below).

If you are not sure whether you are included, you can ask for assistance. You can call 877-240-3540 or visit www.StateStreetIndirectFXClassSettlement.com for more information.

5. Why is there a Class Settlement?

The Court did not finally decide in favor of Plaintiffs or Defendants. Instead, both sides agreed to a settlement. Plaintiffs and Plaintiffs’ Counsel believe that the claims asserted in the Class Actions have merit. They recognize, however, the expense and length of continued proceedings necessary to pursue the claims through trial and appeals, as well as the difficulties in establishing liability. They have considered the uncertain outcome and the risk of any litigation, especially in complex lawsuits like this one, as well as the unique risks here. Defendants have raised a number of arguments and defenses (which they would raise at summary judgment and trial) that could limit or result in the dismissal of the claims and a reduction in any recovery. In the absence of a Settlement, the Parties would present factual and expert testimony on such issues, and there is considerable risk that the Court or jury would resolve the inevitable “battle of the experts” against Plaintiffs and the Settlement Class.

As stated above, the Class Settlement is the product of extensive arm’s-length negotiations between Plaintiffs’ Counsel and Defendants’ Counsel, all of whom are very experienced with respect to complex litigation of this type. The Class

Settlement provides substantial benefits now as compared to the risk that a similar or smaller recovery would be achieved after trial and appeals, years in the future, or that no recovery would be achieved at all. In light of the amount of the Class Settlement and the immediate recovery to the Settlement Class, Plaintiffs and Plaintiffs' Counsel believe that the proposed Class Settlement is fair, reasonable and adequate, and in the best interests of the Settlement Class.

6. What does the Class Settlement provide?

In exchange for the Class Settlement and the release of the Released Class Claims (defined below) against the Released Defendant Parties (defined below), SSBT agreed to create a \$300,000,000 cash fund. The \$300,000,000, plus any interest that accrues on this amount, will be distributed to the Settlement Class after costs, expenses and fees are deducted, as described herein. The Class Settlement provides for cash payments to Settlement Class Members who do not exclude themselves from the Settlement Class, as explained in the Plan of Allocation in Question 8 below.

The description of the Class Settlement in this Notice is only a summary. The complete terms are set forth in the Settlement Agreement (including its exhibits), which may be obtained at the Class Settlement website, www.StateStreetIndirectFXClassSettlement.com, or Lead Counsel's website, www.labaton.com.

7. What am I giving up to get a payment and by staying in the Settlement Class?

Unless you exclude yourself, you will stay in the Settlement Class, which means that upon the "Effective Date" of the Class Settlement, you will release all "Released Class Claims" (as defined below) against the "Released Defendant Parties" (as defined below) and be subject to a covenant not to sue and a permanent injunction against prosecuting Released Class Claims against Released Defendant Parties.

"Released Class Claims" means any and all claims, demands, losses, costs, interest, penalties, fees, attorneys' fees, expenses, rights, rights of recovery, causes of action, duties, obligations, judgments, actions, debts, sums of money, suits, contracts, agreements, promises, damages, and liabilities of every nature and description, including Unknown Claims, whether known or unknown, direct, representative, class, individual or indirect, asserted or unasserted, matured or unmatured, accrued or unaccrued, foreseen or unforeseen, disclosed or undisclosed, contingent or fixed or vested, accrued or not accrued, at law or equity, whether arising under federal, state, local, foreign, statutory, common, administrative or any other law, statute, rule or regulation that any Releasing Plaintiff: (i) asserted in the Class Actions; (ii) could have asserted in the Class Actions or any other action or in any forum, that arise from or out of, relate to, or are in connection with the claims, allegations, transactions, alleged or actual prohibited transactions or breaches of duty (including fiduciary duty), facts, events, acts, disclosures, matters or occurrences, statements, representations or omissions or failures to act involved, described, set forth, or referred to in the complaints filed in the Class Actions or that arise from or out of, relate to, or are in connection with Indirect FX Methods, Indirect FX Transactions/Trading, StreetFX Methods, StreetFX Transactions, or Rate Comparisons; and (iii) asserted or could assert that arise from or out of, relate to, or are in connection with the defense or settlement of the Class Actions, except for claims relating to enforcement of the Settlement.

"Released Defendant Parties" means SSBT and Defendants; their past, present and future parents, subsidiaries, divisions, and affiliates; the respective past and present officers, directors, trustees, employees, agents, trustees, managers, servants, accountants, auditors, underwriters, financial and investment advisors, consultants, representatives, insurers, co-insurers and reinsurers of each of them; and the heirs, successors and assigns of the foregoing.

"Unknown Claims" means any and all Released Class Claims, which one or more Releasing Plaintiffs does not know or suspect to exist in his, her, or its favor at the time of the release of the Released Defendant Parties, and any Released Prosecution Claims that SSBT or any other Released Defendant Party does not know or suspect to exist in his, her, or its favor at the time of the release of the Released Plaintiff Parties, which if known to him, her, or it might have affected his, her, or its decision(s) with respect to the Class Settlement. With respect to any and all Released Class Claims and Released Prosecution Claims, the Parties stipulate and agree that, upon the Effective Date, Plaintiffs and SSBT shall expressly, and each Releasing Plaintiff and SSBT shall be deemed to have, and by operation of the Judgment or any Alternative Judgment shall have, expressly waived and relinquished any and all provisions, rights, and benefits conferred by any law of any state or territory of the United States or any other jurisdiction, or principle of common law that is, or is similar, comparable, or equivalent to California Civil Code § 1542, which provides:

Releasing Plaintiffs, SSBT, or the other Released Defendant Parties may hereafter discover facts, legal theories, or authorities in addition to or different from those which he, she, or it now knows or believes to be true with respect to the subject matter of the Released Class Claims and the Released Prosecution Claims, but Plaintiffs and SSBT shall expressly, fully, finally, and forever settle and release, and each other Releasing Plaintiff and each other Released Defendant Party shall be deemed to have settled and released, and upon the Effective Date and by operation of the Judgment or any Alternative Judgment shall have settled and released, fully, finally, and forever, any and all Released Class Claims and Released Prosecution Claims as applicable, without regard to the subsequent discovery or existence of such different or additional facts, legal theories, or authorities. The Parties acknowledge, and each other Releasing Plaintiff and Released Defendant Party by operation of law shall be deemed to have acknowledged, that the inclusion of “Unknown Claims” in the definition of Released Class Claims and Released Prosecution Claims was separately bargained for and was a key and material element of the Class Settlement.

The “Effective Date” will occur when, among other things, an Order by the Court approving the Class Settlement becomes Final and is not subject to appeal and when an Order by the Court approving the proposed Plan of Allocation becomes Final and is not subject to appeal, as set out more fully in the Settlement Agreement on file with the Court and available at www.StateStreetIndirectFXClassSettlement.com or www.labaton.com.

If you remain a member of the Settlement Class, all of the Court’s orders about the Class Settlement in the Class Actions will apply to you and legally bind you.

8. What will be my share of the Net Class Settlement Fund? How can I get my portion of the recovery?

At the Final Approval Hearing, Lead Counsel will request the Court approve the Plan of Allocation set forth below. The Plan of Allocation describes the manner by which the Net Class Settlement Fund will be allocated among Settlement Class Members. Assuming you do not exclude yourself from the Settlement Class pursuant to Question 10 below, you do not need to take any further action to receive your portion of the recovery. However, as explained on pages 10-11 below, if you represent a Group Trust, you must provide a certification in order to receive a portion of the ERISA Settlement Allocation, rather than a portion of the balance of the Net Class Settlement Fund.

You are not responsible for calculating the amount you may be entitled to receive under the Class Settlement. This calculation will be done by the Claims Administrator as part of the implementation of the Class Settlement, and will be based on reasonably available information obtained from SSBT. You will be notified of your calculated recovery after the Class Settlement is approved and prior to Lead Counsel’s motion to the Court requesting approval of a distribution of the Class Settlement proceeds.

PLAN OF ALLOCATION

This Plan of Allocation describes steps that the Claims Administrator will take in order to allocate funds in connection with the Class Settlement, including determining distribution amounts. The Court may approve this Plan of Allocation or modify it without additional notice to the Settlement Class. Any order modifying the Plan of Allocation will be posted on the settlement website at: www.StateStreetIndirectFXClassSettlement.com and at www.labaton.com. Distributions in the manner set forth herein will be deemed conclusive against all claimants. Each Settlement Class Member is deemed to have submitted to the jurisdiction of the United States District Court for the District of Massachusetts with respect to his, her, or its recovery from the Class Settlement.

Distributions to Authorized Claimants will be based on Recognized Claims (defined below). It is important to understand that the Recognized Claims under this Plan of Allocation are not provable damages but rather are amounts derived from a fair and reasonable methodology (described below) to evaluate each Settlement Class Member’s relative stake in the Class Settlement.

The defined terms used herein relate to this Plan of Allocation, and not necessarily to other agreements executed by SSBT or its affiliates with third parties, including governmental agencies, in connection with the Class Settlement. Capitalized terms that are not otherwise defined herein have the same meaning as set forth in the Settlement Agreement.

The Net Class Settlement Fund, which shall consist of Three Hundred Million U.S. Dollars (\$300,000,000.00), plus any accrued interest, minus all costs and expenses incurred with respect to the fund, including Taxes and Tax Expenses, Notice and Administration Expenses, attorneys' fees, Litigation Expenses, and Service Awards paid from the Class Settlement Fund with the permission of the Court, will be distributed to eligible Settlement Class Members.

After approval by the Court of the Class Settlement, the Class Settlement Fund shall be allocated as set forth below for the benefit of Settlement Class Members.

The ERISA Settlement Allocation (which shall be the source of distributions to ERISA Plans and certain Group Trusts, as set forth below) shall be at least Sixty Million Dollars (\$60,000,000.00) of the Class Settlement Fund (twenty percent of the Class Settlement Fund), plus twenty percent (20%) of any interest accrued on the Class Settlement Fund, minus twenty percent (20%) of any Taxes and Tax Expenses, Notice and Administration Expenses, Service Awards, and Litigation Expenses, and minus attorneys' fees, if awarded by the Court, in an amount not to exceed Ten Million Nine Hundred Thousand Dollars (\$10,900,000.00).

The remainder of attorneys' fees will be paid out from the RIC Settlement Allocation and the Public and Other Settlement Allocation (both defined below). Because no more than \$10,900,000 in fees can be paid out from the ERISA Settlement Allocation, if the Court awards fees at an overall percentage rate of more than 18.17%, then the RIC Settlement Allocation and the Public and Other Settlement Allocation will bear fees at a higher percentage rate than the ERISA Settlement Allocation. For example, if the Court awards the total amount of fees that Lead Counsel intends to request, the RIC Settlement Allocation and the Public and Other Settlement Allocation will each bear fees at a higher percentage rate (26.52%) than the ERISA Settlement Allocation (18.17%). If the Court awards fees at an overall percentage rate of 18.17% or less, the three Settlement Allocations (ERISA, RIC, and Public and Other) will each bear fees at the same percentage rate.

The ERISA Settlement Allocation was negotiated directly among Lead Counsel, ERISA Counsel, and representatives of the DOL. The ERISA Settlement Allocation, even without the \$10,900,000 cap on attorneys' fees described above, provides a premium per dollar of Indirect FX Trading Volume for ERISA Plans and eligible Group Trusts in comparison to the allocations to other Settlement Class Members. The precise size of the premium is not known at this time because the amount of ERISA assets within Group Trusts is currently undetermined, as is the amount of attorneys' fees the Court may award. The premium recognizes the relative strength of the fiduciary duty and other claims available to ERISA Plans and eligible Group Trusts under the federal ERISA laws, as ERISA Counsel and the DOL have contended and as described in Question 2 above. The \$10,900,000 cap on attorneys' fees was agreed-to by Lead Counsel and ERISA Counsel separately with the DOL after the Class Settlement Amount was agreed-to by the Parties. The ERISA Settlement Allocation of \$60,000,000 and the \$10,900,000 cap on attorneys' fees were final, essential conditions for the DOL's support of the Settlement and the conclusion of its own investigation of SSBT. These conditions must be met for the Settlement to be concluded.

The balance of the Class Settlement Fund will be allocated in proportion to the Indirect FX Trading Volume of class members that are not ERISA Plans or eligible Group Trusts (as explained below), specifically to class members that are Registered Investment Companies ("RICs") and class members that are non-ERISA public pension funds, private entities, and other customers ("Public and Other").

After allocation of the ERISA Settlement Allocation, based on information supplied by SSBT, the "RIC Settlement Allocation" will be approximately \$142,000,000, on a gross basis before the addition of a proportional amount of any accrued interest and the deduction of proportional attorneys' fees, Litigation Expenses, Service Awards, Notice and Administration Expenses, Taxes and Tax Expenses, and the "Public and Other Settlement Allocation" will be approximately \$98,000,000, on a gross basis before interest and the deductions above. These allocations will be adjusted to the extent Indirect FX Trading Volume of Group Trusts is applied to the ERISA Settlement Allocation, as described below.

The Parties have relied on Indirect FX Trading Volume information provided by State Street to develop this Plan of Allocation. The ERISA Settlement Allocation and payment of the Registered Investment Company Minimum Distribution are essential conditions of the Class Settlement, which may be terminated by the Settling Defendant if the minimum allocations set forth in this Plan are not made. The amount of the ERISA Settlement Allocation has been set based on the Indirect FX Trading Volume information provided, including information concerning the total amount of Indirect FX Trading Volume executed during the Class Period by ERISA Plans and Group Trusts. As part of the

In light of the fact that the amount of ERISA assets within Group Trusts is currently undetermined, the Parties, with input from the DOL, have agreed that the Plan of Allocation will be modified in the event that the total amount of Group Trusts' ERISA Volume is in excess of 2/3 of the total amount of Group Trusts' Indirect FX Trading Volume, as reported by State Street on July 25, 2016. In that event, the Claims Administrator will use the Indirect FX Trading Volume equal to such excess volume to calculate the net payment amount that would be due with respect to such volume if paid from the Public and Other Settlement Allocation, and will transfer half of that amount to the ERISA Settlement Allocation from each of the RIC Settlement Allocation and the Public and Other Settlement Allocation. (Accordingly, no such modification will be made if actual Group Trusts' ERISA Volume is 2/3 or less of the reported Group Trusts' Indirect FX Trading Volume.)

In the event that the actual total percentage of Indirect FX Trading Volume executed by ERISA Plans and Group Trust exceeds 15.25% of the overall Indirect FX Trading Volume for the Settlement as reported on July 25, 2016, the Claims Administrator will provide notice of the total such percentage to Plaintiffs' Counsel, State Street, and the DOL, and Plaintiffs' Counsel may apply to the Court for modification of this Plan of Allocation, without further notice to the Settlement Class. If the DOL wishes to be heard by the Court on a modification of the Plan of Allocation for this reason, regardless of whether Plaintiffs' Counsel seeks modification, neither State Street nor Plaintiffs' Counsel will object to the DOL's standing to do so.

B. ALLOCATION AMONG SETTLEMENT CLASS MEMBERS

For each Settlement Class Member, the Claims Administrator shall determine that Settlement Class Member's Indirect FX Trading Volume(s) (in U.S. Dollars) during the Class Period, calculate that Settlement Class Member's Recognized Claim, and use those calculations to distribute the Settlement Allocations as set forth herein.

To facilitate this procedure, SSBT has provided the Claims Administrator with: (i) the total Indirect FX Trading Volume (in U.S. Dollars) for each Settlement Class Member during the Class Period; (ii) information concerning whether each Settlement Class Member was an ERISA Plan during the Class Period; (iii) information concerning whether each Settlement Class Member was a Registered Investment Company during the Class Period; and (iv) information concerning whether each Settlement Class Member was a group trust that is exempt from tax pursuant to Internal Revenue Service Revenue Ruling 81-100 ("Group Trust") during the Class Period.

1. Determination of Indirect FX Trading Volumes

The Claims Administrator shall divide each Settlement Class Member's total Indirect FX Trading Volume (in U.S. Dollars) during the Class Period into three parts: (i) Registered Investment Company Indirect FX Trading Volume (in U.S. Dollars) during the Class Period ("RIC Volume"); (ii) ERISA Plan Indirect FX Trading Volume (in U.S. Dollars) during the Class Period ("ERISA Volume"); and (iii) their remaining Indirect FX Trading Volume (in U.S. Dollars) during the Class Period ("Public and Other Volume"). The division shall be determined as follows.

a) Registered Investment Company Settlement Class Members

For each Settlement Class Member that, based on the records supplied by SSBT, was a Registered Investment Company during the Class Period, the RIC Volume shall equal that Settlement Class Member's total Indirect FX Trading Volume during the Class Period. The Settlement Class Member's ERISA Volume and Public and Other Volume shall be zero.

b) ERISA Plan Settlement Class Members

For each Settlement Class Member that, based on the records supplied by SSBT, was solely an ERISA Plan (not including Group Trusts) during the Class Period, the ERISA Volume shall equal that Settlement Class Member's total Indirect FX Trading Volume during the Class Period. The Settlement Class Member's RIC Volume and Public and Other Volume shall be zero.

c) Group Trust Settlement Class Members

SSBT has notified Plaintiffs' Counsel that fifty-five (55) Settlement Class Members represent Group Trusts. For each such Settlement Class Member identified as a Group Trust, *a letter concerning the Settlement Class Member's identification as a Group Trust accompanies this Notice*. The Indirect FX Trading Volume during the Class Period (in

Each Group Trust shall provide the Claims Administrator with a certification that reports the average proportion of the Group Trust's SSBT custodied assets that were held by an ERISA Plan or Plans during the Class Period and/or the average volume of Indirect FX Trades made by the ERISA Plan(s) during the Class Period, and identifies by name each ERISA Plan within the Group Trust. If a Group Trust does not have the foregoing information for each year of the Class Period, but has a reasonable belief that ERISA assets were held by the Group Trust during those years, the years for which data is available should be reported and the results will be averaged by applying the average proportion of the years with known ERISA assets and/or Indirect FX Trading Volume to the years with unknown ERISA assets and/or Indirect FX Trading Volume.

The certification must be signed by a plan fiduciary or administrator and state that he, she, or it certifies that the information contained within the certification is accurate based on reasonably available information. The certification must be mailed or delivered so that it is **postmarked or received no later than December 20, 2016**, to:

State Street Indirect FX Trading Class Action
Claims Administrator
c/o A.B. Data, Ltd.
P.O. Box 173000
Milwaukee, WI 53217

Upon request from the Claims Administrator, a Group Trust must promptly provide sufficient information to explain and confirm the certification in order to remain eligible for a share of the ERISA Settlement Allocation as set forth herein.

Using the information provided through the certification process, a Group Trust's ERISA Volume shall equal the volume of Indirect FX Trades made by the ERISA Plan(s) in the Group Trust or, if the information concerning the volume of Indirect FX Trades is insufficient, the proportion of assets that were held by the ERISA Plan(s) in a particular Group Trust. Any Indirect FX Trading Volume of a Group Trust that is not categorized by the Claims Administrator as ERISA Volume shall be categorized as Public and Other Volume. In all instances, the RIC Volume of a Settlement Class Member that is a Group Trust shall be zero.

If a Group Trust does not provide a certification by December 20, 2016, it shall be treated for purposes of an allocation as if it held no ERISA Plan assets and it shall not be entitled to a recovery from the ERISA Settlement Allocation. Instead, its Public and Other Volume shall equal that Settlement Class Member's total Indirect FX Trading Volume during the Class Period. In that instance, the Settlement Class Member's RIC Volume and ERISA Volume shall be zero.

However, in instances where a Group Trust is known by the Parties to have ERISA assets based on previous consultations with the U.S. Department of Labor, but a certification is not submitted or the Group Trust does not provide a certification by December 20, 2016, then the trust's ERISA Volume may be calculated utilizing a methodology at Plaintiffs' Counsel's discretion based on discussions with the U.S. Department of Labor or with the Group Trust in response to any informal inquiry from the Claims Administrator or Plaintiffs' Counsel.

Group Trust Settlement Class Members who claim and receive distributions from the ERISA Settlement Allocation must distribute the ERISA Settlement Allocation only to the ERISA Plans identified in the certification submitted to the Claims Administrator and in the same proportion as set forth in the certification. Such distributions are subject to confirmation by the U.S. Department of Labor and/or Plaintiffs' Counsel.

d) Public and Other Settlement Class Members

For each Settlement Class Member that, based on the records supplied by SSBT, was not an ERISA Plan, Group Trust, or Registered Investment Company during the Class Period, the Public and Other Volume shall equal that Settlement Class Member's total Indirect FX Trading Volume during the Class Period. The Settlement Class Member's ERISA Volume and RIC Volume shall be zero.

2. Methodology for Calculation of Recognized Claims

After calculating the ERISA Volume, RIC Volume, and Public and Other Volume for each Settlement Class Member, the Claims Administrator will sum the ERISA Volumes for the Settlement Class in order to derive the classwide ERISA Volume, will sum the RIC Volume for the Settlement Class, in order to derive the classwide RIC Volume, and will sum the Public and Other Volume for the Settlement Class, in order to derive the classwide Public and Other Volume.

A Settlement Class Member's ERISA Recognized Claim equals that class member's ERISA Volume, divided by the classwide ERISA Volume, multiplied by the amount of the ERISA Settlement Allocation. The result of these calculations will be that a Settlement Class Member having no ERISA Volume will have an ERISA Recognized Claim of zero.

A Settlement Class Member's RIC Recognized Claim equals that class member's RIC Volume, divided by the classwide RIC Volume, multiplied by the amount of the RIC Settlement Allocation. The result of these calculations will be that a Settlement Class Member having no RIC Volume will have a RIC Recognized Claim of zero.

A Settlement Class Member's Public and Other Recognized Claim equals that class member's Public and Other Volume, divided by the classwide Public and Other Volume, multiplied by the amount of the Public and Other Settlement Allocation. The result of these calculations will be that a Settlement Class Member having no Public and Other Volume will have a Public and Other Recognized Claim of zero.

Settlement Class Members shall receive distributions from the ERISA Settlement Allocation on a *pro rata* basis based on their ERISA Recognized Claim amounts, distributions from the RIC Settlement Allocation on a *pro rata* basis based on their RIC Recognized Claim amounts, and distributions from the Public and Other Settlement Allocation on a *pro rata* basis based on their Public and Other Recognized Claim amounts.

A Settlement Class Member's total Recognized Claim equals the sum of that Settlement Class member's ERISA Recognized Claim, RIC Recognized Claim, and/or Public and Other Recognized Claim.

C. DISTRIBUTION OF NET CLASS SETTLEMENT FUND

Prior to the Effective Date, the Net Class Settlement Fund shall remain in an interest-bearing escrow account, except as otherwise provided in the Settlement Agreement. After the Class Settlement reaches its Effective Date, distributions to eligible Settlement Class Members will be made after Settlement Class Members have been notified of their ERISA Recognized Claim, RIC Recognized Claim, and Public and Other Recognized Claim amounts, and the Court has approved the Claims Administrator's determinations.

The Parties will use best efforts to seek Court approval to authorize an initial distribution of the Net Class Settlement Fund, including the RIC Settlement Allocation, within one year following the Effective Date of the Class Settlement. If a judgment is entered in the Class Action approving the Class Settlement, but an appeal is taken relating solely to approval of the requested attorneys' fees, Litigation Expenses, and/or Service Awards, Plaintiffs' Counsel will, subject to Court approval, proceed with an initial distribution of the Net Class Settlement Fund, including the RIC Settlement Allocation.

The Net Class Settlement Fund will be allocated among Class Members whose pro-rated distributions would be \$10.00 or greater, given the fees and expenses associated with printing and mailing payments. If the prorated distribution to any Authorized Claimant calculates to less than \$10.00, it will not be included in the calculation and no distribution will be made to that Authorized Claimant.

Defendants, their counsel, and all other Released Defendant Parties will have no liability whatsoever for the investment of the Class Settlement Fund, the distribution, or the payment of any claim consistent with the Settlement Agreement and the Court-approved Plan of Allocation. Plaintiffs and Plaintiffs' Counsel likewise will have no liability for their reasonable efforts to execute, administer, and distribute funds consistent with the Settlement Agreement and the Court-approved Plan of Allocation.

After initial distribution(s) of the Net Class Settlement Fund, if there is any balance remaining (whether by reason of tax refunds, uncashed checks or otherwise) after at least six (6) months from the date of prior distribution of the Net Class Settlement Fund, Lead Counsel shall, if feasible and economical, redistribute such balance among Authorized Claimants who have cashed their checks in an equitable and economic fashion until it is no longer economically feasible to do so. Any balance that still remains in the Net Class Settlement Fund after redistribution(s) that is not feasible or economical to reallocate, after payment of Notice and Administration Expenses, Taxes and Tax Expenses, and any other fees and costs approved by the Court, shall be contributed to one or more nonsectarian, not-for-profit, 501(c)(3) organizations serving the public interest approved by the Court.

9. When will I receive a payment?

Payment is conditioned on several matters, including the Court's approval of the Class Settlement (and the Judgment becoming Final), approval of the proposed Plan of Allocation (and that order becoming Final), approval of a distribution, and the DOL, and DOJ Settlements becoming final according to their terms. (They do not require court approval.) It is anticipated that at least a partial distribution will be made within one year of the Effective Date of the Class Settlement.

However, a full distribution could take more than a year. Interest accrued on the Class Settlement Fund will be included in the amount allocated and paid to Settlement Class Members.

The Class Settlement may be terminated on several grounds, including if the Court does not approve the Class Settlement or the proposed Plan of Allocation. If the Class Settlement is terminated, there will be no distribution and the Class Actions will proceed as if the Class Settlement had not been reached.

10. Can I exclude myself from the Settlement Class?

If you do not want a payment from this Class Settlement, but you want to keep any right you may have to sue or continue to sue the Defendants and other Released Defendant Parties on your own about the Released Class Claims, then you must take steps to exclude yourself from the Settlement Class. This is called “opting out” of the class. Please note: SSBT may withdraw from and terminate the Class Settlement if Settlement Class Members who have a certain amount of Indirect FX Transactions exclude themselves from the Settlement Class, or a certain number of Settlement Class Members request exclusion.

To exclude yourself from the Settlement Class, you must send a signed letter by mail stating that you request to be “excluded from the Settlement Class in the *State Street Indirect FX Trading Class Action*, No. 11-CV-10230 (D. Mass.)” Your letter must include the following information: (i) the name of the Person that entered into one or more custody or trust agreements with SSBT and is requesting exclusion; (ii) the Person’s address; (iii) the Person’s telephone number; (iv) the Person’s e-mail address; (v) the approximate date(s) of the agreement(s) referenced in (i) above; (vi) the SSBT entity that was the counterparty to the agreement(s) referenced in (i) above; (vii) a list of all current and former accounts, including both the name and account number of such accounts, that held foreign (non-U.S.) assets and were related to the agreement(s) referenced in (i) above; and (viii) identification (including by case name, court name, and docket number) of all legal actions and claims (if any) that the Person requesting exclusion has brought against any of the Defendants relating to Indirect FX.

You must mail your exclusion request so that it is **received no later than October 7, 2016**, to:

State Street Indirect FX Trading Class Action
Claims Administrator
c/o A.B. Data, Ltd.
P.O. Box 173000
Milwaukee, WI 53217

You cannot exclude yourself by telephone or by e-mail. Your exclusion request must comply with these requirements in order to be valid, provided, however, that a request for exclusion shall not be invalid for failing to include the foregoing (i) - (vii) if SSBT determines it has sufficient information to determine that such Person is a Settlement Class Member and provides that information promptly to Lead Counsel.

If you request to be excluded in accordance with these requirements, you will not get any payment from the Net Class Settlement Fund, and you cannot object to the Class Settlement. However, you will not be legally bound by anything that happens in the Class Actions, and you may be able to sue Defendants and the other Released Defendant Parties in the future.

11. Do I have a lawyer in this case? How will the lawyers be paid?

Labaton Sucharow LLP has been appointed Lead Counsel for the Settlement Class. Lead Counsel, on behalf of ERISA Counsel and Customer Counsel, will apply to the Court for an award of attorneys’ fees and payment of Litigation Expenses incurred during the prosecution and resolution of the Class Actions. The application for attorneys’ fees will not exceed \$74,541,250 (plus any accrued interest), which represents 25% of the \$300,000,000 Class Settlement Fund, after first deducting Court-awarded Litigation Expenses (that will not exceed \$1,750,000.00) and Court-awarded Service Awards for the seven Plaintiffs (that will not exceed \$85,000.00 in the aggregate). You will not be charged directly by Plaintiffs’ counsel. However, if you want to be represented by your own lawyer, you may hire one at your own expense.

The written applications for attorneys’ fees, Litigation Expenses, and Service Awards of Plaintiffs will be filed with the Court by September 15, 2016, and the Court will consider these applications at the Final Approval Hearing. A copy of the applications will be available at www.StateStreetIndirectFXClassSettlement.com and www.labaton.com or by requesting a copy from Lead Counsel.

To date, none of the Plaintiffs' attorneys have received any payment for their services in prosecuting the Class Actions on behalf of the Settlement Class, nor have counsel been paid for their substantial expenses incurred in connection with litigating the Class Actions. The fee requested by Lead Counsel, on behalf of ERISA Counsel and Customer Counsel, would compensate counsel for their efforts in achieving the Class Settlement for the benefit of the Settlement Class and for their risk in undertaking this representation on a contingency basis. The Court will determine the actual amounts of any awards.

By following the procedures described in the answer to Question 12 below, you can tell the Court if you do not agree with the fees and expenses the attorneys and Plaintiffs intend to seek.

OBJECTIONS

12. How do I tell the Court if I do not like the Class Settlement, the Plan of Allocation, or something about the requests for attorneys' fees and expenses?

Any Settlement Class Member may appear at the Final Approval Hearing and explain why it thinks the Class Settlement should not be approved as fair, reasonable and adequate, why a judgment should not be entered, why the proposed Plan of Allocation should not be approved, why the attorneys' fees and expenses of Plaintiffs' counsel should not be awarded, in whole or in part, or why Plaintiffs should not be awarded Service Awards, in whole or in part. However, no Settlement Class Member shall be heard or entitled to contest these matters unless such Settlement Class Member has filed a written objection with the Court and served it on counsel.

To object, you must send a written statement saying that you object to the Class Settlement, the Plan of Allocation, the attorneys' fee request, expenses, and/or the Service Awards in *State Street Indirect FX Trading Class Action*, No. 11-CV-10230 (D. Mass.). Be sure to include your name, address, telephone number, e-mail address, signature, and a full explanation of all reasons why you object. You must also include the following information in order to confirm your membership in the Settlement Class: (i) the name of the Person that entered into one or more custody or trust agreements with SSBT and is objecting; (ii) the approximate date(s) of the agreement(s) referenced in (i) above; (iii) the SSBT entity that was the counterparty to the agreement(s) referenced in (i) above; (iv) a list of all current and former accounts, including both the name and account number of such accounts, that held foreign (non-U.S.) assets and were related to the agreement(s) referenced in (i) above.

If you cannot provide any of the information required under (i) - (iv), you may still object if you provide a written statement certifying that have undertaken best efforts to provide the missing information and your membership in the Settlement Class can otherwise be confirmed by the Parties.

Your written objection must be filed with the Court, and received by counsel listed below by no later than October 7, 2016:

File with the Clerk of the Court:

Clerk of the Court
 United States District Court for the District of Massachusetts
 John Joseph Moakley United States Courthouse
 1 Courthouse Way
 Boston, Massachusetts 02210

Serve copies of all such papers by mail to each of the following:

Lead Counsel	Defendants' Counsel
Lawrence A. Sucharow, Esq. Labaton Sucharow LLP 140 Broadway New York, NY 10005	William H. Paine, Esq. Wilmer Cutler Pickering Hale and Dorr LLP 60 State Street Boston, MA 02109

Unless otherwise ordered by the Court, any Settlement Class Member who does not object in the manner described above will be deemed to have waived any objection and shall be forever foreclosed from making any objection to the proposed Class Settlement and the applications for attorneys' fees, Litigation Expenses, and any Service Awards.

COURT'S FINAL APPROVAL HEARING

13. When and where will the Court decide whether to approve the Class Settlement?

The Court will hold a Final Approval Hearing at 2:00 p.m. on November 2, 2016, before the Hon. Mark L. Wolf, at the United States District Court for the District of Massachusetts, John Joseph Moakley United States Courthouse, Courtroom 10, 1 Courthouse Way, Boston, Massachusetts 02210.

At the hearing, the Court will consider whether the Class Settlement is fair, reasonable and adequate. The Court will also consider any motions for attorneys' fees, expenses of Plaintiffs and Plaintiffs' Counsel, and Service Awards for Plaintiffs, as well as for approval of the proposed Plan of Allocation. If there are timely and valid objections, the Court will consider them. We do not know how long decisions on the motions will take.

14. Do I have to come to the hearing?

Lead Counsel will answer any questions that the Court may have about the Class Settlement and related relief at the Final Approval Hearing. You are not required to attend but are welcome to come at your own expense. If you send an objection, you do not have to come to Court to discuss it. As long as you filed your written objection on time, it will be before the Court when the Court considers whether to approve the Class Settlement, the Plan of Allocation, and/or the fee and expense requests. You may also have your own lawyer attend the Final Approval Hearing at your expense, but such attendance is not mandatory.

15. May I speak at the hearing?

If you are a Settlement Class Member and you have filed a timely objection, if you wish to speak, present evidence or present testimony at the Final Approval Hearing, you must state in your objection your intention to appear, and must identify any witnesses you intend to call or evidence you intend to present.

The Final Approval Hearing may be rescheduled by the Court without further notice to the Settlement Class. If you wish to attend the Final Approval Hearing, you should confirm the date and time with Lead Counsel.

IF YOU DO NOTHING

16. What happens if I do nothing at all?

If you do nothing and the Class Settlement is approved, you will be bound by the terms of the Class Settlement, will be deemed to have released all Released Class Claims against all of the Released Defendant Parties, and will receive your *pro rata* payment as described in Questions 7 and 8 above.

GETTING MORE INFORMATION

17. How do I get more information?

This Notice summarizes the proposed Class Settlement. Full details of the Class Settlement are set forth in the Settlement Agreement. Copies of the Settlement Agreement, as well as other litigation and settlement-related documents, may also be viewed at www.StateStreetIndirectFXClassSettlement.com and www.labaton.com.

You may also contact Lead Counsel at the contact information listed above, or the Claims Administrator toll-free at 877-240-3540.

Dated: August 22, 2016

BY ORDER OF THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS

EXHIBIT B

DISTRICT OF MASSACHUSETTS

ARKANSAS TEACHER RETIREMENT SYSTEM, et al. v. STATE STREET BANK AND TRUST COMPANY	)	No. 11-cv-10230 MLW
)	
ARNOLD HENRIQUEZ, et al. v. STATE STREET BANK AND TRUST COMPANY, et al.	)	No. 11-cv-12049 MLW
)	
THE ANDOVER COMPANIES EMPLOYEE SAVINGS AND PROFIT SHARING PLAN, et al. v. STATE STREET BANK AND TRUST COMPANY	)	No. 12-cv-11698 MLW
)	

SUMMARY NOTICE OF PENDENCY OF CLASS ACTIONS, PROPOSED SETTLEMENT, SETTLEMENT HEARING, PLAN OF ALLOCATION, AND ANY MOTION FOR ATTORNEYS' FEES, LITIGATION EXPENSES, AND SERVICE AWARDS

TO: ALL CUSTODY AND TRUST CUSTOMERS OF STATE STREET BANK AND TRUST COMPANY ("SSBT") (INCLUDING CUSTOMERS FOR WHICH SSBT SERVED AS DIRECTED TRUSTEE, ERISA PLANS, AND GROUP TRUSTS), REFLECTED IN SSBT'S RECORDS AS HAVING A UNITED STATES TAX ADDRESS AT ANY TIME DURING THE PERIOD FROM JANUARY 2, 1998 THROUGH DECEMBER 31, 2009, INCLUSIVE, AND THAT EXECUTED ONE OR MORE INDIRECT FX TRANSACTIONS WITH SSBT AND/OR ITS SUBCUSTODIANS DURING THE PERIOD FROM JANUARY 2, 1998 THROUGH DECEMBER 31, 2009, INCLUSIVE (THE "SETTLEMENT CLASS")

YOU ARE HEREBY NOTIFIED, pursuant to Rule 23 of the Federal Rules of Civil Procedure and an Order of the United States District Court for the District of Massachusetts, that Plaintiffs Arkansas Teacher Retirement System, Arnold Henriquez, Michael T. Cohn, William R. Taylor, Richard A. Sutherland, The Andover Companies Employees Savings and Profit Sharing Plan, and James Pehoushek-Stangeland (collectively, "Plaintiffs"), on behalf of themselves and each Settlement Class Member, by and through their counsel, and State Street Bank and Trust Company have reached a proposed settlement of the above-captioned actions (the "Class Actions") in the amount of \$300,000,000 in cash (the "Class Settlement Amount") that, if approved by the Court, will resolve the Class Actions in their entirety (the "Class Settlement").

A hearing will be held before the Honorable Mark L. Wolf of the United States District Court for the District of Massachusetts, Eastern Division in Courtroom 10 of the John Joseph Moakley United States Courthouse, 1 Courthouse Way, Boston, Massachusetts 02210 at 2:00 p.m. on November 2, 2016 to, among other things, determine whether: (1) the proposed Class Settlement should be approved by the Court as fair, reasonable, and adequate; (2) the Class Actions should be dismissed with prejudice as set forth in the Stipulation and Agreement of Settlement, dated as of July 26, 2016; (3) the proposed Plan of Allocation for distribution of the Class Settlement Amount, and any accrued interest, less Court-awarded attorneys' fees, Litigation Expenses, Service Awards, Notice and Administration Expenses, Taxes, Tax Expenses and any other costs, fees, or expenses approved by the Court (the "Net Class Settlement Fund") should be approved as fair and reasonable; and (4) Lead Counsel's application, on behalf of ERISA Counsel and Customer Counsel, for an award of attorneys' fees and payment of Litigation Expenses and Service Awards should be approved. The Court may change the date and/or time of the Final Approval Hearing without providing another notice. You do NOT need to attend the hearing in order to receive a distribution from the Net Class Settlement Fund. Additionally, the Court has the authority to change any of the deadlines below for good cause shown.

IF YOU ARE A MEMBER OF THE SETTLEMENT CLASS, YOUR RIGHTS WILL BE AFFECTED BY THE PROPOSED SETTLEMENT AND YOU MAY BE ENTITLED TO SHARE IN THE NET CLASS SETTLEMENT FUND. If you have not yet received the full mailed Notice of Pendency of Class Actions, Proposed Class Settlement, Settlement Hearing, Plan of Allocation, and any Motion for Attorneys' Fees, Litigation Expenses, and Service Awards (the "Notice"), you may obtain a copy by contacting the Claims Administrator or visiting the settlement website:

State Street Indirect FX Trading Class Action
 Claims Administrator
 c/o A.B. Data, Ltd.
 P.O. Box 173000
 Milwaukee, WI 53217
 877-240-3540
www.StateStreetIndirectFXClassSettlement.com
info@StateStreetIndirectFXClassSettlement.com

Inquiries may also be made to Lead Counsel:

LABATON SUCHAROW LLP
 Lawrence A. Sucharow, Esq.
 140 Broadway
 New York, NY 10005
 Tel: (888) 219-6877
www.labaton.com
settlementquestions@labaton.com

Settlement Class Members do not need to submit a claim form in order to be eligible to share in the distribution of the Net Class Settlement Fund. Your recovery will be calculated by the Claims Administrator as part of the implementation of the Class Settlement, and will be based on information obtained from SSBT. However, as explained in the Notice, if you represent a Group Trust, you must provide a certification *postmarked or received on or before December 20, 2016* in order to receive a portion of the ERISA Settlement Allocation, rather than a portion of the balance of the Net Class Settlement Fund.

To exclude yourself from the Settlement Class, you must submit a written request for exclusion in accordance with the instructions in the Notice such that it is *received on or before October 7, 2016*. If you are a Settlement Class Member and do not exclude yourself from the Settlement Class, you will be bound by all judgments and orders entered in the Class Actions.

Any objection to the proposed Class Settlement, Plan of Allocation, and/or application for attorneys' fees and payment of Litigation Expenses and/or Service Awards must be filed with the Court in accordance with the instructions in the Notice such that it is *received on or before October 7, 2016*. If you submit an objection, you have the right, but are not required, to attend the Final Approval Hearing; if you wish to speak at the Final Approval Hearing, you must include in your written objection a statement that you intend to appear and speak at the Final Approval Hearing.

PLEASE DO NOT CONTACT THE COURT OR DEFENDANTS REGARDING THIS NOTICE.

Dated: September 6, 2016

BY ORDER OF THE UNITED STATES
 DISTRICT COURT FOR THE
 DISTRICT OF MASSACHUSETTS

AFFIDAVIT

STATE OF TEXAS)
) **ss:**
CITY AND COUNTY OF DALLAS)

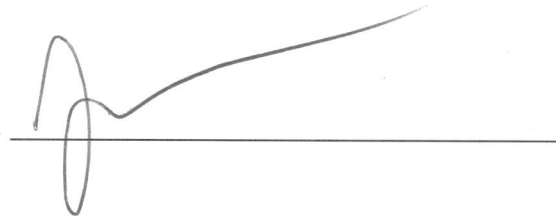
I, Jeb Smith, being duly sworn, depose and say that I am the Advertising Clerk of the Publisher of THE WALL STREET JOURNAL, a daily national newspaper of general circulation throughout the United States, and that the notice attached to this Affidavit has been regularly published in THE WALL STREET JOURNAL for National distribution for

1 insertion(s) on the following date(s):

SEP-06-2016;

ADVERTISER: STATE STREET BANK;

and that the foregoing statements are true and correct to the best of my knowledge.



A handwritten signature in black ink, appearing to read 'Jeb Smith', is written above a horizontal line.

Sworn to before me this
6 day of September 2016



A handwritten signature in black ink is written above a horizontal line. Below the line, the text 'Notary Public' is printed.

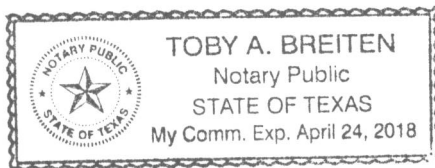
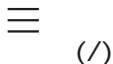


EXHIBIT C



SEP 06, 2016, 11:00 ET

News provided by

Labaton Sucharow LLP → (<http://www.prnewswire.com/news/labaton+sucharow+llp>)



Labaton Sucharow LLP Announces Notice Of Pendency Of Class Actions and Proposed Settlement In The State Street Indirect FX Class Actions

BOSTON, Sept. 6, 2016 /PRNewswire/ --

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

<i>ARKANSAS TEACHER RETIREMENT SYSTEM, et al. v. STATE STREET BANK AND TRUST COMPANY</i>)
	) No. 11-cv-10230 MLW
)
<i>ARNOLD HENRIQUEZ, et al. v. STATE STREET BANK AND TRUST COMPANY, et al.</i>)
	) No. 11-cv-12049 MLW
)
<i>THE ANDOVER COMPANIES EMPLOYEE SAVINGS AND PROFIT SHARING PLAN, et al. v. STATE STREET BANK AND TRUST COMPANY</i>	) No. 12-cv-11698 MLW
)

SUMMARY NOTICE OF PENDENCY OF CLASS ACTIONS, PROPOSED SETTLEMENT, SETTLEMENT HEARING, PLAN OF ALLOCATION, AND ANY MOTION FOR ATTORNEYS' FEES, LITIGATION EXPENSES, AND SERVICE AWARDS

TO: ALL CUSTODY AND TRUST CUSTOMERS OF STATE STREET BANK AND TRUST COMPANY ("SSBT") (INCLUDING CUSTOMERS FOR WHICH SSBT SERVED AS DIRECTED TRUSTEE, ERISA PLANS, AND GROUP TRUSTS), REFLECTED IN SSBT'S RECORDS AS HAVING A UNITED STATES TAX ADDRESS AT ANY TIME DURING THE PERIOD FROM JANUARY 2, 1998 THROUGH DECEMBER 31, 2009, INCLUSIVE, AND THAT EXECUTED ONE OR MORE INDIRECT FX TRANSACTIONS WITH SSBT AND/OR ITS SUBCUSTODIANS DURING THE PERIOD FROM JANUARY 2, 1998 THROUGH DECEMBER 31, 2009, INCLUSIVE (THE "SETTLEMENT CLASS")

YOU ARE HEREBY NOTIFIED, pursuant to Rule 23 of the Federal Rules of Civil Procedure and an Order of the United States District Court for the District of Massachusetts, that Plaintiffs Arkansas Teacher Retirement System, Arnold Henriquez, Michael T. Cohn, William R. Taylor, Richard A. Sutherland, The Andover Companies Employees Savings and Profit Sharing Plan, and James Pehoushek-Stangeland (collectively, "Plaintiffs"), on behalf of themselves and each Settlement Class Member, by and through their counsel, and State Street Bank and Trust Company have reached a proposed settlement of the above-captioned actions (the "Class Actions") in the amount of \$300,000,000 in cash (the "Class Settlement Amount") that, if approved by the Court, will resolve the Class Actions in their entirety (the "Class Settlement").

A hearing will be held before the Honorable Mark L. Wolf of the United States District Court for the District of Massachusetts, Eastern Division in Courtroom 10 of the John Joseph Moakley United States Courthouse, 1 Courthouse Way, Boston, Massachusetts 02210 at 2:00 p.m. on November 2, 2016 to, among other things, determine whether: (1) the proposed Class Settlement should be approved by the Court as fair, reasonable, and adequate; (2) the Class Actions should be dismissed with prejudice as set forth in the Stipulation and Agreement of Settlement, dated as of July 26, 2016; (3) the proposed Plan of Allocation for distribution of the Class Settlement Amount, and any accrued interest, less Court-awarded attorneys' fees, Litigation Expenses, Service Awards, Notice and Administration Expenses, Taxes, Tax Expenses and any other costs, fees, or expenses approved by the Court (the "Net Class Settlement Fund") should be approved as fair and reasonable; and (4) Lead Counsel's application, on behalf of ERISA Counsel and Customer Counsel, for an award of attorneys' fees and payment of Litigation Expenses and Service Awards should be approved. The Court may change the date and/or time of the Final Approval Hearing without providing another notice. You do NOT need to attend the hearing in order to receive a distribution from the Net Class Settlement Fund. Additionally, the Court has the authority to change any of the deadlines below for good cause shown.

IF YOU ARE A MEMBER OF THE SETTLEMENT CLASS, YOUR RIGHTS WILL BE AFFECTED BY THE PROPOSED SETTLEMENT AND YOU MAY BE ENTITLED TO SHARE IN THE NET CLASS SETTLEMENT FUND. If you have not yet received the full mailed Notice of Pendency of Class Actions, Proposed Class Settlement, Settlement Hearing, Plan of Allocation, and any Motion for Attorneys' Fees, Litigation Expenses, and Service Awards (the "Notice"), you may obtain a copy by contacting the Claims Administrator or visiting the settlement website:

State Street Indirect FX Trading Class Action

Claims Administrator
c/o A.B. Data, Ltd.
P.O. Box 173000
Milwaukee, WI 53217
877-240-3540

www.StateStreetIndirectFXClassSettlement.com (<http://www.statestreetindirectfxclasssettlement.com/>)
info@StateStreetIndirectFXClassSettlement.com (<mailto:info@StateStreetIndirectFXClassSettlement.com>)

Inquiries may also be made to Lead Counsel:

LABATON SUCHAROW LLP

Lawrence A. Sucharow, Esq.
140 Broadway
New York, NY 10005
Tel: (888) 219-6877

www.labaton.com (<http://www.labaton.com/>)
settlementquestions@labaton.com (<mailto:settlementquestions@labaton.com>)

Settlement Class Members do not need to submit a claim form in order to be eligible to share in the distribution of the Net Class Settlement Fund. Your recovery will be calculated by the Claims Administrator as part of the implementation of the Class Settlement, and will be based on information obtained from SSBT. However, as explained in the Notice, if you represent a Group Trust, you must provide a certification **postmarked or received on or before December 20, 2016** in order to receive a portion of the ERISA Settlement Allocation, rather than a portion of the balance of the Net Class Settlement Fund.

To exclude yourself from the Settlement Class, you must submit a written request for exclusion in accordance with the instructions in the Notice such that it is **received on or before October 7, 2016**. If you are a Settlement Class Member and do not exclude yourself from the Settlement Class, you will be bound by all judgments and orders entered in the Class Actions.

Any objection to the proposed Class Settlement, Plan of Allocation, and/or application for attorneys' fees and payment of Litigation Expenses and/or Service Awards must be filed with the Court in accordance with the instructions in the Notice such that it is **received on or before October 7, 2016**. If you submit an objection, you have the right, but are not required, to attend the Final Approval Hearing; if you wish to speak at the Final Approval Hearing, you must include in your written objection a statement that you intend to appear and speak at the Final Approval Hearing.

PLEASE DO NOT CONTACT THE COURT OR DEFENDANTS REGARDING THIS NOTICE.

Dated: September 6, 2016 BY ORDER OF THE UNITED STATES DISTRICT COURT FOR THE DISTRICT OF MASSACHUSETTS

SOURCE Labaton Sucharow LLP

Related Links

<http://www.labaton.com> (<http://www.labaton.com>)

Also from this source

SEP 08, 2016, 07:59 ET

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JUN 23, 2016, 11:45 ET

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EXHIBIT B

PROPOSED ORDER

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

ARKANSAS TEACHER RETIREMENT SYSTEM,)
on behalf of itself and all others similarly situated,) No. 11-cv-10230 MLW
)
Plaintiffs,)
)
v.)
)
STATE STREET BANK AND TRUST COMPANY,)
)
Defendant.)

ARNOLD HENRIQUEZ, MICHAEL T. COHN,)
WILLIAM R. TAYLOR, RICHARD A. SUTHERLAND,) No. 11-cv-12049 MLW
and those similarly situated,)
)
Plaintiffs,)
)
v.)
)
STATE STREET BANK AND TRUST COMPANY,)
STATE STREET GLOBAL MARKETS, LLC and)
DOES 1-20,)
)
Defendants.)

THE ANDOVER COMPANIES EMPLOYEE SAVINGS)
AND PROFIT SHARING PLAN, on behalf of itself, and) No. 12-cv-11698 MLW
JAMES PEHOUSHEK-STANGELAND, and all others)
similarly situated,)
)
Plaintiffs,)
)
v.)
)
STATE STREET BANK AND TRUST COMPANY,)
)
Defendant.)

**[PROPOSED] ORDER APPROVING FORM AND MANNER OF SUPPLEMENTAL
NOTICE TO THE SETTLEMENT CLASS REGARDING ATTORNEYS' FEES,
LITIGATION EXPENSES, AND SERVICE AWARDS**

WHEREAS, Labaton Sucharow LLP (“Labaton Sucharow” or “Lead Counsel”), counsel for Plaintiff Arkansas Teacher Retirement System (“ARTRS”) and the Settlement Class in the above-titled consolidated actions, has filed a submission with the Court regarding proposed notice to the Settlement Class, as directed by the Court during the hearing on March 7, 2017 and in the Court’s Order dated March 8, 2017 (ECF No. 172); and

WHEREAS, the Court has reviewed and considered the notice submission, the accompanying exhibits, and all submissions related thereto; and

WHEREAS, all capitalized terms used in this Order that are not otherwise defined herein have the meanings defined in the Stipulation and Agreement of Settlement, dated July 26, 2016 (ECF No. 89);

NOW, THEREFORE, IT IS HEREBY ORDERED, this ___ day of March ___, 2017 that:

1. The Court approves the form, substance, and requirements of the Supplemental Notice of Further Proceedings Regarding Award of Attorneys’ Fees and Payment of Litigation Expenses and Service Awards (the “Supplemental Notice”), annexed hereto as Exhibit A.

2. A.B. Data, Ltd. as the Claims Administrator, shall cause the Supplemental Notice, substantially in the form annexed hereto, to be mailed, by first-class mail, postage prepaid, on or before five (5) business days after entry of this Order (the “Notice Date”) to all Settlement Class Members to whom the prior Notice of Pendency of Class Actions, Proposed Class Settlement, Settlement Hearing, Plan of Allocation, and any Motion for Attorneys’ Fees, Litigation Expenses, and Service Awards was mailed.

3. Within five (5) business days of the Notice Date, Lead Counsel shall file with the Court proof of mailing of the Supplemental Notice.

4. A.B. Data, Ltd. shall post: the Supplemental Notice; the November 10, 2016 letter (ECF No. 116); and the Court's Orders dated February 6, 2017 (ECF No. 117) and March 8, 2017 (ECF Nos. 173) on the website www.StateStreetIndirectFXClassSettlement.com on or before the Notice Date. Future public filings by the Special Master, and any responsive filings, shall also be posted on the website.

5. Labaton Sucharow shall post: the Supplemental Notice; the November 10, 2016 letter (ECF No. 116); and the Court's Orders dated February 6, 2017 (ECF No. 117) and March 8, 2017 (ECF Nos. 173) on the website www.labaton.com on or before the Notice Date. Future public filings by the Special Master, and any responsive filings, shall also be posted on the website.

6. The form and content of the notice program described herein, and the methods set forth herein of notifying the Settlement Class of further proceedings in the Class Action meet the requirements of Rule 23 of the Federal Rules of Civil Procedure, the Constitution of the United States (including the Due Process Clause), the Class Action Fairness Act of 2005, 28 U.S.C. § 1715, and constitute the best notice practicable under the circumstances, and shall constitute due, adequate, and sufficient notice to all persons and entities entitled thereto.

7. The Court will consider any Settlement Class Member's objection to the previously submitted application for an award of attorneys' fees, litigation expenses, and service awards only if such Settlement Class Member has served by hand or by mail his, her or its written objection and supporting papers, such that they are received no later than forty-five (45) calendar days after the Notice Date, upon Lead Counsel: Lawrence A. Sucharow, Labaton Sucharow LLP, 140 Broadway, New York, NY 10005 (who will immediately copy all Plaintiffs' Counsel); and Defendant's Counsel: William H. Paine, Wilmer Cutler Pickering Hale and Dorr

LLP, 60 State Street, Boston, MA 02109, and has filed said objections and supporting papers with the Clerk of the Court, United States District Court for the District of Massachusetts, John Joseph Moakley United States Courthouse, 1 Courthouse Way, Boston, Massachusetts 02210.

Dated: March ____, 2017

HON. MARK L. WOLF
UNITED STATES DISTRICT JUDGE

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

ARKANSAS TEACHER RETIREMENT SYSTEM,)
on behalf of itself and all others similarly situated,) No. 11-cv-10230 MLW
)
Plaintiffs,)
)
v.)
)
STATE STREET BANK AND TRUST COMPANY,)
)
Defendant.)

ARNOLD HENRIQUEZ, MICHAEL T. COHN,)
WILLIAM R. TAYLOR, RICHARD A. SUTHERLAND,) No. 11-cv-12049 MLW
and those similarly situated,)
)
Plaintiffs,)
)
v.)
)
STATE STREET BANK AND TRUST COMPANY,)
STATE STREET GLOBAL MARKETS, LLC and)
DOES 1-20,)
)
Defendants.)

THE ANDOVER COMPANIES EMPLOYEE SAVINGS)
AND PROFIT SHARING PLAN, on behalf of itself, and) No. 12-cv-11698 MLW
JAMES PEHOUSHEK-STANGELAND, and all others)
similarly situated,)
)
Plaintiffs,)
)
v.)
)
STATE STREET BANK AND TRUST COMPANY,)
)
Defendant.)

**ZUCKERMAN SPAEDER LLP'S JOINDER IN LABATON SUCHAROW'S RULE
60(B)(1) MOTION FILED AT THE COURT'S REQUEST TO CONFIRM ITS
CONTINUING JURISDICTION OVER THE FEE ORDER**

Zuckerman Spaeder LLP (“Zuckerman”), one of the ERISA counsel in these consolidated actions, hereby joins Labaton Sucharow’s motion for an order under Fed.R.Civ.P. 60(b)(1) (“Rule 60(b)(1)”), Dkt. 178 (motion), Dkt. 179 (supporting memorandum), filed for the purpose of eliminating doubt as to the Court’s continuing jurisdiction over the November 2, 2016 Order concerning the payment of attorney’s fees, expenses and service awards (Dkt. 111; “Fee Order”). The Court, in requesting on March 7, 2017, that such a motion be filed, made clear that counsel’s filing of the motion would be without prejudice to their arguments as to whether any modification of the Order would be necessary. Zuckerman is joining Labaton Sucharow’s request on that understanding and reserves all rights to argue that (a) the Fee Order need not be modified, and (b) if modifications are made, the fees and expenses awarded to ERISA counsel and awards to ERISA plaintiffs should not be reduced. Zuckerman did not use contract attorneys and had no involvement in the double counting or other matters referenced in the Court’s

February 6, 2017 Memorandum and Order (Dkt.117). Labaton's supporting memorandum (Dkt.179), at 6 n. 4, indicates that ERISA counsel was to designate liaison counsel to the Special Master. They have done so: Lynn Sarko, Carl Kravitz and Brian McTigue.

Dated: March 13, 2017

Respectfully submitted,

ZUCKERMAN SPAEDER LLP

/s/ Carl S. Kravitz

Carl S. Kravitz

1800 M Street, NW, Suite 1000

Washington, DC 20036-8106

Telephone: (202) 778-1800

Facsimile: (202) 822-8106

ckravitz@zuckerman.com

*Counsel for Arnold Henriquez, Michael T.
Cohn, William R. Taylor and Richard A
Sutherland*

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

_____)	
ARKANSAS TEACHER RETIREMENT SYSTEM,)	
on behalf of itself and all others similarly situated,	)	No. 11-cv-10230 MLW
)	
Plaintiffs,	)	Consolidated with:
	)	No. 12-cv-11698 MLW
STATE STREET BANK AND TRUST COMPANY,)	
)	
Defendant.)	
_____)	

**JAMES PEHOUSHEK-STANGELAND AND THE ANDOVER COMPANIES
EMPLOYEE SAVINGS AND PROFIT SHARING PLAN’S JOINDER IN LABATON
SUCHAROW’S RULE 60(b)(1) MOTION**

ERISA Plaintiffs James Pehoushek-Stangeland and the Andover Companies Employee Savings and Profit Sharing Plan (“Plaintiffs”) hereby joins Labaton Sucharow’s request for an order pursuant to Fed. R. Civ. P. 60(b)(1) (Dkt. 178), so that the Court can gather information and potentially modify the Fee and Service Award Order (Dkt. 111).

In joining Labaton’s motion, Plaintiffs and their counsel, Keller Rohrback L.L.P., reserve all rights to argue that (a) the Fee and Service Award Order need not be modified, and (b) if modifications are made, the service awards to ERISA class representatives and the fees and expenses awarded to ERISA counsel should not be reduced. Keller Rohrback L.L.P. did not use contract attorneys and had no involvement in the double counting or other matters referenced in the Court’s February 6, 2017 Memorandum and Order (Dkt. 117).

For the Court’s information, ERISA counsel have designated three liaisons to Special Master Rosen: Lynn Sarko, Carl Kravitz and Brian McTigue.

Dated: March 13, 2017

By: /s/ Lynn Lincoln Sarko
KELLER ROHRBACK L.L.P.
Lynn Lincoln Sarko
1201 3rd Avenue, Suite 3200
Seattle, WA 98101
Telephone: 206-623-1900
Facsimile: 206-623-8986
lsarko@kellerrohrback.com

*Counsel for Plaintiffs James Pehoushek-Stangeland
and the Andover Companies Employee Savings and
Profit Sharing Plan*

CERTIFICATE OF SERVICE

I certify that on March 13, 2017, I caused the foregoing to be filed through the ECF system in the above-captioned actions, and accordingly to be served electronically upon all registered participants identified on the Notices of Electronic Filing.

By: /s/ Lynn Lincoln Sarko
Lynn Lincoln Sarko

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

ARKANSAS TEACHER RETIREMENT SYSTEM,)
on behalf of itself and all others similarly situated,) No. 11-cv-10230 MLW
)
Plaintiffs,)
)
v.)
)
STATE STREET BANK AND TRUST COMPANY,)
)
Defendant.)

ARNOLD HENRIQUEZ, MICHAEL T. COHN,)
WILLIAM R. TAYLOR, RICHARD A. SUTHERLAND,) No. 11-cv-12049 MLW
and those similarly situated,)
)
Plaintiffs,)
)
v.)
)
STATE STREET BANK AND TRUST COMPANY,)
STATE STREET GLOBAL MARKETS, LLC and)
DOES 1-20,)
)
Defendants.)

THE ANDOVER COMPANIES EMPLOYEE SAVINGS)
AND PROFIT SHARING PLAN, on behalf of itself, and) No. 12-cv-11698 MLW
JAMES PEHOUSHEK-STANGELAND, and all others)
similarly situated,)
)
Plaintiffs,)
)
v.)
)
STATE STREET BANK AND TRUST COMPANY,)
)
Defendant.)

**RICHARDSON PATRICK WESTBROOK & BRICKMAN LLC'S
JOINDER IN LABATON SUCHAROW'S RULE 60(B)(1) MOTION**

Richardson Patrick Westbrook & Brickman, LLC (“RPWB”), formerly one of the ERISA counsel in *Henriquez et al. v. State Street Bank and Trust Company et al.*, C.A. No.: 11-12049 MLW, hereby joins Labaton Sucharow’s motion for an order pursuant to Fed.R.Civ.P. 60(b)(1) (Dkt. 178, motion; Dkt. 179, supporting memorandum), filed for the purpose of removing any doubt as to the Court’s continuing jurisdiction over the November 2, 2016 Order concerning the payment of attorney’s fees, expenses, and service awards (Dkt. 111, “Fee Order”).

In joining Labaton’s motion, RPWB reserves all rights to argue that the Fee Order need not be modified, and that if modifications are made, the fees and expenses awarded to ERISA counsel should not be reduced. RPWB did not use contract attorneys and had no involvement in the double counting referenced in the Court’s February 6, 2017 Memorandum and Order (Dkt.117).

For the Court’s information, ERISA counsel have designated Lynn Sarko, Carl Kravitz, and Brian McTigue as liaisons to Special Master Rosen.

Respectfully submitted,

RICHARDSON PATRICK WESTBROOK
& BRICKMAN, LLC

/s/ Kimberly Keevers Palmer

Michael J. Brickman, Esquire

mbrickman@rpwb.com

(Fed. Bar No.: 1468)

Kimberly Keevers Palmer, Esquire

kkeevers@rpwb.com

(Fed. Bar No.: 6093)

Nina H. Fields, Esquire

nfields@rpwb.com

(Fed. Bar No.: 7924)

James C. Bradley, Esquire
jbradley@rpwb.com
(Fed. Bar No.: 7660)
RICHARDSON, PATRICK,
WESTBROOK & BRICKMAN, LLC
1017 Chuck Dawley Boulevard
Post Office Box 1007
Mt. Pleasant, South Carolina 29464
Telephone: (843) 727-6500

Formerly Counsel for Arnold Henriquez

March 13, 2017

CERTIFICATE OF SERVICE

I hereby certify that the forgoing **Richardson, Patrick, Westbrook & Brickman LLC's Joinder in Labaton Sucharow's Rule 60(b)(1) Motion** was filed through the ECF System on March 13, 2017 and accordingly will be served electronically upon all registered participants identified on the Notice of Electronic Filing.

/s/ Kimberly Keevers Palmer
Kimberly Keevers Palmer

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

ARKANSAS TEACHER RETIREMENT SYSTEM,)	
on behalf of itself and all others similarly situated,	)	No. 11-cv-10230 MLW
)	
Plaintiffs,)	
)	
v.)	
)	
STATE STREET BANK AND TRUST COMPANY,)	
)	
Defendant.)	

ARNOLD HENRIQUEZ, MICHAEL T. COHN,)	
WILLIAM R. TAYLOR, RICHARD A. SUTHERLAND,)	No. 11-cv-12049 MLW
and those similarly situated,)	
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Plaintiffs,)	
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v.)	
)	
STATE STREET BANK AND TRUST COMPANY,)	
STATE STREET GLOBAL MARKETS, LLC and)	
DOES 1-20,)	
)	
Defendants.)	

THE ANDOVER COMPANIES EMPLOYEE SAVINGS)	
AND PROFIT SHARING PLAN, on behalf of itself, and	)	No. 12-cv-11698 MLW
JAMES PEHOUSHEK-STANGELAND, and all others)	
similarly situated,)	
)	
Plaintiffs,)	
)	
v.)	
)	
STATE STREET BANK AND TRUST COMPANY,)	
)	
Defendant.)	

ARNOLD HENRIQUEZ, WILLIAM TAYLOR, MICHAEL COHN, AND RICHARD SUTHERLAND'S JOINDER IN LABATON SUCHAROW'S RULE 60(b)(1) MOTION FILED AT THE COURT'S REQUEST TO CONFIRM ITS CONTINUING JURISDICTION OVER THE FEE ORDER

ERISA Plaintiffs Arnold Henriquez, William Taylor, Michael Cohn, and Richard Sutherland (“Henriquez ERISA Plaintiffs”) hereby join Labaton Sucharow’s motion for an order under Fed.R.Civ.P. 60(b)(1) (“Rule 60(b)(1)”), Dkt. 178 (motion), Dkt. 179 (supporting memorandum), filed for the purpose of eliminating doubt as to the Court’s continuing jurisdiction over the November 2, 2016 Order concerning the payment of attorney’s fees, expenses and service awards (Dkt. 111; “Fee Order”).

The Henriquez ERISA Plaintiffs and their counsel, McTigue Law LLP, are reserving all rights to argue that (a) the Fee Order need not be modified, and (b) if modifications are made, the fees and expenses awarded to McTigue Law LLP and awards to the Henriquez ERISA plaintiffs should not be reduced. McTigue Law did not use contract attorneys and had no involvement in the double counting or other matters referenced in the Court’s February 6, 2017 Memorandum and Order (Dkt.117).

For the Court’s information, ERISA counsel have designated three liaisons to Special Master Rosen: J. Brian McTigue, Lynn Sarko, and Carl Kravitz.

Dated: March 13, 2017

Respectfully submitted,

McTIGUE LAW LLP

/s/ J. Brian McTigue

J. Brian McTigue

4530 Wisconsin Avenue, N.W.

Suite 300

Washington, DC 20036

Telephone: (202) 364-6900

Facsimile: (202) 364-9960

bmctigue@mctiguelaw.com

*Counsel for Arnold Henriquez, William Taylor,
Michael Cohn, and Richard Sutherland*

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

ARKANSAS TEACHER RETIREMENT SYSTEM,
on behalf of itself and all others similarly situated,

Plaintiffs,

v.

STATE STREET BANK AND TRUST COMPANY,

Defendant.

No. 11-cv-10230 MLW

ARNOLD HENRIQUEZ, MICHAEL T. COHN,
WILLIAM R. TAYLOR, RICHARD A. SUTHERLAND,
and those similarly situated,

Plaintiffs,

v.

STATE STREET BANK AND TRUST COMPANY,
STATE STREET GLOBAL MARKETS, LLC and DOES 1-20,

Defendants.

No. 11-cv-12049 MLW

THE ANDOVER COMPANIES EMPLOYEE SAVINGS AND
PROFIT SHARING PLAN, on behalf of itself, and JAMES
PEHOUSHEK-STANGELAND, and all others similarly situated,

Plaintiffs,

v.

STATE STREET BANK AND TRUST COMPANY,

Defendant

No. 12-cv-11698 MLW

**THE COMPETITIVE ENTERPRISE INSTITUTE'S CENTER FOR CLASS ACTION
FAIRNESS'S MOTION FOR RESPONSE TO LABATON SUCHAROW LLP'S
PROPOSED SUPPLEMENTAL NOTICE TO THE SETTLEMENT CLASS
AND ITS MOTION PURSUANT TO FED. R. CIV. P. 60(b)(1)**

In accordance with Local Rule 7.1, *amicus* Competitive Enterprise Institute’s Center for Class Action Fairness (“CCAF”) moves to respond to Labaton Sucharow LLP’s (“Labaton’s”) motion pursuant to Fed. R. Civ. P. 60(b)(1), Dkt. 178, and Labaton’s submission regarding proposed notice to the Settlement Class, Dkt. 180.¹ The Court suggested that it would entertain a motion responding to proposed notice. *See* Mar. 7, 2017 Hearing Transcript (“Hrg. Tr.”) at 37:24-38:1.

Response is especially necessary because, contrary to the Court’s suggestion, neither Labaton nor any class counsel consulted with CCAF in drafting the proposed notice. (“You don’t support it [notice], but you can talk to Mr. Frank, hopefully, civilly. Hopefully you’ll be as civil in talking to each other alone as you are in my presence.” Hrg. Tr. at 37:9-12.) The notice itself fails to comprehensibly or accurately convey the nature of the proceedings to class members, once again showing the need for adversarial presentation.

CCAF’s proposed response describes numerous omissions in Labaton’s proposed notice and needless hurdles to class participation. CCAF attaches an alternative form of notice, which cures these defects. An editable electronic copy of this document can be provided to the Court upon request.

As for Labaton’s Rule 60(b)(1) motion, CCAF’s proposed response observes that no relief is expressly requested by the motion. To ensure that the fee order does not become entrenched, the court should act upon Labaton’s motion by vacating the fee order, which provides complete relief. Vacatur provides the Court and Special Master with a blank slate to draft an appropriate fee order.

¹ Curiously, Labaton—and not its client, Arkansas Teacher Retirement System—has moved for relief under Rule 60(b)(1), although other named plaintiffs as well as law firms have joined this motion (Dkts. 181-184). Labaton appears to submit proposed notice on its own behalf, and no plaintiff or other counsel has joined its proposal.

The Court should grant leave for CCAF to file its response to Labaton's Rule 60(b)(1) motion and proposed notice. To the extent that the Court chooses to issue supplemental notice in addition to or instead of appointing a guardian *ad litem*, CCAF respectfully submits that it should more closely resemble CCAF's proposal.

Dated: March 20, 2017

/s/ M. Frank Bednarz

M. Frank Bednarz (BBO No. 676742)
COMPETITIVE ENTERPRISE INSTITUTE
1145 E Hyde Park Blvd. Apt 3A
Chicago, IL 60615
Telephone: 202-448-8742
Email: frank.bednarz@cei.org

/s/ Theodore H. Frank

Theodore H. Frank (*pro hac vice*)
COMPETITIVE ENTERPRISE INSTITUTE
1310 L Street NW, 7th Floor
Washington, DC 20005
Telephone: 202-331-2263
Email: ted.frank@cei.org

*Attorneys for Amicus Curiae
Competitive Enterprise Institute
Center for Class Action Fairness*

CERTIFICATE OF COMPLIANCE WITH LOCAL RULE 7.1(A)(2)

I certify that on March 16, 2017, CCAF emailed counsel for Labaton Sucharow LLP in a good faith effort to narrow or resolve the issues raised in this motion. As of this date, counsel for Labaton Sucharow LLP never responded to the email.

Dated: March 20, 2017

/s/ M. Frank Bednarz _____
M. Frank Bednarz

CERTIFICATE OF SERVICE

I certify that on March 20, 2017, I served a copy of the forgoing on all counsel of record by filing a copy via the ECF system.

Dated: March 20, 2017

/s/ M. Frank Bednarz

M. Frank Bednarz

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

ARKANSAS TEACHER RETIREMENT SYSTEM,
on behalf of itself and all others similarly situated,

Plaintiffs,

v.

STATE STREET BANK AND TRUST COMPANY,

Defendant.

No. 11-cv-10230 MLW

ARNOLD HENRIQUEZ, MICHAEL T. COHN,
WILLIAM R. TAYLOR, RICHARD A. SUTHERLAND,
and those similarly situated,

Plaintiffs,

v.

STATE STREET BANK AND TRUST COMPANY,
STATE STREET GLOBAL MARKETS, LLC and DOES 1-20,

Defendants.

No. 11-cv-12049 MLW

THE ANDOVER COMPANIES EMPLOYEE SAVINGS AND
PROFIT SHARING PLAN, on behalf of itself, and JAMES
PEHOUSHEK-STANGELAND, and all others similarly situated,

Plaintiffs,

v.

STATE STREET BANK AND TRUST COMPANY,

Defendant

No. 12-cv-11698 MLW

**THE COMPETITIVE ENTERPRISE INSTITUTE'S CENTER FOR CLASS ACTION
FAIRNESS'S [PROPOSED] RESPONSE TO LABATON SUCHAROW LLP'S
SUBMISSION OF PROPOSED SUPPLEMENTAL NOTICE TO THE SETTLEMENT
CLASS AND ITS MOTION PURSUANT TO FED. R. CIV. P. 60(b)(1)**

Amicus Competitive Enterprise Institute’s Center for Class Action Fairness (“CCAF”) responds to Labaton Sucharow LLP’s (“Labaton’s”) Submission With Respect to Proposed Supplemental Notice to the Settlement Class, Dkt. 180, and Labaton’s Motion Pursuant to Rule 60(b)(1), Dkt. 178.

Labaton’s proposed response has the effect of concealing the purpose of these proceedings, and adds needless barriers to class member participation. CCAF has drafted an alternative form, which better comports with this Court’s guidance and the Federal Judicial Center’s guidelines for class notice. CCAF’s notice advises class members that they may financially benefit from these proceedings and also informs them of the availability of *pro bono* counsel to litigate any objection. Without this information, class members may believe they have nothing at stake or that the costs of objecting will be too high to profitably comply with their fiduciary responsibility to trust beneficiaries.

CCAF generally supports Labaton’s proposal to use supplemental mail and website notice, except that, where available, email notice should also be sent to maximize the probability that notice will be read and understood by class members. CCAF would also clarify that all filings related to the Special Master should be available online—including CCAF’s motion to participate as *amicus curiae* or as guardian *ad litem*.

As for Labaton’s Rule 60(b)(1) Motion, it does not specify any relief sought. Rule 60 motions exist to vacate or modify orders, and Labaton’s order should be redrafted to expressly seek the remedy of vacatur.

I. Deficiencies of Labaton’s Proposed Notice

Labaton’s proposed supplemental notice repeatedly obscures issues that would be important to the class. The appointment of Special Master to investigate the attorneys’ fee award—which should be the *subject* of the notice—goes unmentioned until the *third page*. Any class member reading the notice must trudge through lines of vague statements and hagiographic case history before learning the reason for notice. Worse, the proposal deters class members from objecting by misleading them that the “additional proceedings discussed below do not relate to or affect the Settlement and will not delay

a distribution to the Class.” Labaton Prop. Notice, at 7-8.¹ Any rational trustee would discard the notice upon reading this statement because it sounds as if class members have no financial interest whatsoever in the proceedings. In fact, any money that may be disgorged upon the Special Master’s recommendation reverts to the class settlement fund under terms of the Settlement Agreement, so the master proceedings do “relate to” and “affect” class recovery. A publicly-traded company that provided shareholders a proxy statement this misleading would surely face litigation.

The proposed notice fails in several other respects by:

- Failing to identify the *Boston Globe* by name, much less citation to the relevant article (perhaps because the *Globe* provides accessible account of the billing issues, which Labaton’s Proposed Notice obscures).
- Failing to advise class members that “the \$41 million reported lodestar involved double-counting.” Hrg. Tr. at 28:19-22 (Court noting that class members may have objected had they been aware of double-counting).
- Prejudging the nature of class counsel’s mistake(s) as an “inadvertent reporting error.”
- Neglecting to advise class members that class counsel opposes any reduction in attorneys’ fee award.
- Excluding the fact that a reduction in attorneys’ fees will result in larger *pro rata* payment to class members.

Class counsel omits these key details, ironically again demonstrating the need for adversarial presentation before the Special Master. Without an advocate for class members’ interests, class counsel is free to ratchet down any unfavorable finding—first before the Special Mater, then on Rule 53 appeal to the Court, and once again before the First Circuit. Without a class member objector or guardian *ad litem*, all of these proceedings may be uncontested.

The form of Labaton’s Proposed Notice fails several “major checkpoints” of the Federal Judicial Center’s Checklist for Class Action Notice.² It is laden with stilted legalese and jargon rather

¹ Labaton’s Proposed Notice includes no page numbers, so pin citations herein are to the ECF-generated page numbers for Dkt. 180.

² See Federal Judicial Center’s Notice and Claims Process Checklist and Plain Language Guide,

than “clear, concise, easily understood language.” The proposed notice fails to “command class members’ attention” by burying key issues deep in the document. It is long on vague excuses, and lacks the clarity and directness of the Court’s own orders. *Compare* Labaton Prop. Notice *with* Memorandum and Order Feb. 7, 2017, Dkt. 117 at 1-2 (“Questions have arisen with regard to the accuracy and reliability of information submitted by plaintiffs’ counsel on which the court relied, among other things, in deciding that it was reasonable to award them almost \$75,000,000 in attorneys’ fees and more than \$1,250,000 in expenses.”). A proposed notice that buries the essential details in a grave “chock-full of legalese” should not be approved. *Daniels v. Aéropostale West, Inc.*, No. C 12-5755 WHA, 2014 WL 2215708, 2014 U.S. Dist. LEXIS 74081, at *17 (N.D. Cal. May 29, 2014).

Labaton’s Proposed Notice also contravenes the FJC Checklist’s prohibition on “unnecessary hurdles that make it difficult for class members to exercise their rights . . . [to] object.” Proposed Notice requires that objections “**must be filed with the Court and *received* by counsel listed below by no later than _____.**” Labaton Prop. Notice at 11 (emphasis in original). Class members might then infer that notice requires them to retain an attorney, yet makes no mention of *pro bono* counsel willing to represent objectors. Retention of counsel may impose an unacceptable expense to a fund manager, officer, or trustee, so deter class participation. In any event, the requirement is needless: service of objections on counsel will suffice because counsel is perfectly capable of filing any objections with the Court.³ Further, objections by email ought to be accepted, which will avoid class member uncertainty about the mailing deadline.⁴ “[D]istrict courts should be wary of possible efforts by settling parties to chill objections.” *Bezdek v. Vibram USA, Inc.*, 809 F.3d 78, 84 (1st Cir. 2015).

available at [http://www.fjc.gov/public/pdf.nsf/lookup/NotCheck.pdf/\\$file/NotCheck.pdf](http://www.fjc.gov/public/pdf.nsf/lookup/NotCheck.pdf/$file/NotCheck.pdf).

³ Even if it were reasonable to require objections to be filed with the Court, this would render the requirement to also serve paper copies before the objection deadline completely superfluous. Counsel of record have consented to automatic service via ECF.

⁴ Given that fewer than 2000 notices are sent to class members, there should not be any undue burden on counsel by suggesting that their publically-available email address may be used to serve objections. That said, CCAF would not object to counsel designating different email addresses, if they desire.

Given the numerous omissions in Labaton's Proposed Notice and the needless hurdles to class participation, and given class counsel's failure to confer with CCAF concerning notice, CCAF proposes an alternative form of notice attached as Exhibit A. An editable electronic copy of this document can be provided to the Court upon request.

CCAF proposes to also enclose this Court's orders, dkt. nos. 117 and 173, which describe the objective of Special Master and which include the relevant *Boston Globe* article and November 10 letter. This better comports with the Court's suggestion to give class members all key information without requiring them to go through "various steps" to find it. Hrg. Tr. at 38:10-14. Both of these filings should also be included on the class settlement website; as of this filing, they are not.

II. Notice Should Also Be *Emailed* to Class Members

CCAF supports Labaton's plan for distributing notice with two slight clarifications. First, notice should be sent by direct mail *and also emailed* to class members where an email address is known. By using both means of notice, it improves the likelihood notice will be read and understood by class members, and the cost of email is negligible—particularly in a class of about 1300 members.

Second, Labaton's form of notice does not make clear whether *all* filings relating to the fee requests and appointment of Special Master will be available on the settlement website, www.StateStreetIndirectFXClassSettlement.com. The site currently has no documents dated after Final Approval on November 2, 2016. CCAF's proposed form of notice indicates that *all* filings and orders related to the fee requests and appointment of Special Master be available on the website, including CCAF's *amicus*, motion, and reply.

To the extent that Labaton agrees to provide class members both email and paper notice, add all relevant filings to the website, and add additional filings at least until the objection deadline, CCAF otherwise supports the manner of Labaton's proposed notice.

III. Labaton's Purported Rule 60(b)(1) Motion Fails to Specify Any Relief

Labaton's motion is ill-formed and so fails to remove doubt concerning the Court's jurisdiction to later issue a new fee order. Labaton's purported Rule 60(b)(1) motion curiously does

not have joinder from its own client, but more critically it does not seek any ascertainable relief from the November 3, 2016 Order Awarding Attorneys' Fees, Payment of Litigation Expenses, and Awarding Service Awards to Plaintiffs ("Fee Order," Dkt. 111). The relief allegedly sought, "to assure the Court's continuing jurisdiction to modify the Fee Order, should the Court find modification to be appropriate" is meaningless because the Court *always* retains jurisdiction to entertain Rule 60 motions from parties, even if these motions are untimely or otherwise not allowed under the rules. *Cf. Collins v. Morgan Stanley Dean Witter*, 224 F.3d 496, 502 (5th Cir. 2000) (no judge has the authority to refuse entertainment of Rule 60 motions).

The motion thus does not cure any appearance of *sua sponte* motion when the Court may later decide to amend the Fee Order without class counsel's support. Labaton does not expressly move for the Fee Order to be vacated or modified, so the motion fails to satisfy Fed. R. Civ. Proc. 7(b)(1)(C), which requires statement of the relief sought. "Rule 7 is designed to afford notice of the grounds and prayer of the motion to both the court and the opposing party, providing that party with a meaningful opportunity to respond and the court with enough information to process the motion correctly." *Cambridge Plating Co. v. Napco, Inc.*, 85 F.3d 752, 760 (1st Cir. 1996) (cleaned up).

Because neither the Court nor the parties can prejudice what the future fee order may be, the old Fee Order should be vacated with the understanding that moneys paid under this order were done so lawfully and will not be disturbed until further orders are issued. In this way, class counsel cannot later argue that the Court lacks jurisdiction to amend the Fee Order, which may well be over a year old before an appropriate new fee order can issue. The Court may now vacate the Fee Order under Rule 60(b)(1) because it admittedly contains at least a \$4.1 million dollar mistake regarding lodestar. Labaton should resubmit its motion to make clear it seeks the relief of vacatur, which will provide the Special Master and the Court with a blank slate from which to draft an appropriate new fee order.

CONCLUSION

The Court should approve notice that does not obscure issues central to appointment of the Special Master, in a form resembling CCAF's proposal (attached as Exhibit 1). Additionally, the Court

should require that email notice be sent to class members and that the settlement website be updated with all filings related to the fee request and appointment of Special Master. Finally, to avoid potential jurisdictional challenge later, Labaton—or a party acting on behalf the class—ought to submit an amended Rule 60(b) motion for specific relief from the Fee Order, specifically vacatur.

Dated: March 20, 2017

/s/ M. Frank Bednarz

M. Frank Bednarz (BBO No. 676742)
COMPETITIVE ENTERPRISE INSTITUTE
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Chicago, IL 60615
Telephone: 202-448-8742
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/s/ Theodore H. Frank

Theodore H. Frank (*pro hac vice*)
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Washington, DC 20005
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Email: ted.frank@cei.org

*Attorneys for Amicus Curiae
Competitive Enterprise Institute
Center for Class Action Fairness*

CERTIFICATE OF SERVICE

I certify that on March 20, 2017, I served a copy of the forgoing on all counsel of record by filing a copy via the ECF system.

Dated: March 20, 2017

/s/ M. Frank Bednarz
M. Frank Bednarz

EXHIBIT 1

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

<i>ARKANSAS TEACHER RETIREMENT SYSTEM, et al. v. STATE STREET BANK AND TRUST COMPANY,</i>	No. 11-cv-10230 MLW
<i>ARNOLD HENRIQUEZ, et al. v. STATE STREET BANK AND TRUST COMPANY, et al.</i>	No. 11-cv-12049 MLW
<i>THE ANDOVER COMPANIES EMPLOYEE SAVINGS AND PROFIT SHARING PLAN, et al. v. STATE STREET BANK AND TRUST COMPANY,</i>	No. 12-cv-11698 MLW

**NOTICE OF PROCEEDINGS THAT MAY AFFECT YOUR RIGHTS
UNDER A PREVIOUSLY APPROVED CLASS-ACTION SETTLEMENT
WHERE YOU HAVE FILED A PENDING CLAIM FOR RECOVERY**

**Supplemental Notice of Appointment of Special Master to Investigate
Attorneys' Fees Paid to Plaintiffs' Counsel in the Above-Captioned Litigation**

Based on our records, you are a class member (or you represent a class member) in the above litigation. Class members will each receive a portion of the \$300 million settlement fund in this case, minus attorneys' fees, expenses, and service awards, which were previously awarded by in the amount of \$75.8 million by the court on November 2, 2016.

Questions have arisen regarding the accuracy and reliability of information submitted by plaintiffs' counsel, on which the Court relied in the awarding attorneys' fees and expenses. The Honorable Mark L. Wolf therefore reopened the fee judgment, and on March 8, 2017 ordered the appointment of a Special Master to investigate the court's previous award of attorneys' fees, expenses, and service awards. The Special Master will investigate and provide a report and recommendation concerning whether the fees were reasonable and whether any misconduct has occurred in connection with the awards. **If attorneys' fees are reduced, the money will be paid back by plaintiffs' counsel's law firms and distributed to class members on a *pro rata* basis according to the settlement agreement.**

Judge Wolf ordered the dissemination of this notice under Rule 23(h) to advise class members that they **may object to the awards previously made by [date 45 days after notice sent]**. *Pro bono*

counsel has offered to represent any good-faith objector in this case, or you may retain your own counsel.

All documents relating to the fee award and Special Master are available on the settlement website: www.StateStreetIndirectFXClassSettlement.com.

Background Concerning Attorneys' Fee Award

On November 2, 2016, following the distribution of notice to the Settlement Class and a final approval hearing, the Court approved the proposed Settlement of \$300,000,000 in cash (the "Class Settlement Amount"). The Settlement is now final and the additional proceedings will not undo the Settlement or delay the distribution of over \$200 million to the class.

On November 2, 2016 the Court also entered an Order Awarding Attorneys' Fees, Payment of Litigation Expenses, and Payment of Service Awards to Plaintiffs ("Final Fee Order"): (1) awarding attorneys' fees to Plaintiffs' counsel in the amount of \$74,541,250.00 (plus any accrued interest); (2) approving payment of litigation expenses to Plaintiffs' counsel in the amount of \$1,257,697.94; and (3) approving payment of service awards to Plaintiffs in the aggregate amount of \$85,000.00, comprised of \$25,000.00 to plaintiff Arkansas Teacher Retirement System ("ARTRS") and \$10,000.00 to each of the ERISA Plaintiffs, Arnold Henriquez, Michael T. Cohn, William R. Taylor, Richard A. Sutherland, The Andover Companies Employees Savings and Profit Sharing Plan, and James Pehoushek-Stangeland (collectively with ARTRS, the "Plaintiffs").

The Court approved the payment of attorneys' fees based on the filings of plaintiffs' counsel and on the "common fund" doctrine, reckoning that the fee award would represent approximately 25% of the Settlement Amount. In testing the reasonableness of that amount, the Court took into account the "lodestar," or the amount that Plaintiffs' counsel represented as the number of hours expended on the matter multiplied by their current hourly billing rates. After considering the aggregate lodestar submitted by all Plaintiffs' counsel of \$41,323,895.75, the Court found that the approximately 25% fee award had a "lodestar multiplier" of 1.8 which the court approved as fair and reasonable under the circumstances of this case, based on the filings of plaintiffs' counsel. (A "lodestar multiplier"

is the ratio of the fee award to the hourly bill claimed by plaintiffs' counsel, so a lodestar multiplier of 2.0 means that the fee award is double the claimed hourly rate billing of the attorneys.)

On November 10, 2016, after receiving inquiries from a reporter at the *Boston Globe*, lead counsel Labaton Sucharow LLP ("Labaton") filed a letter with the court advising that it and two other law firms—Thornton Law Firm ("Thornton") and Lief Cabraser Heimann & Bernstein, LLP ("Lief Cabraser")—had double-counting the time of 17 different "staff attorneys" hired on a temporary basis, with a duplicate lodestar billing value of over \$4 million.¹ Labaton advised that the error was inadvertent and that removing the duplicate billing reduced the aggregate lodestar to \$37,265,241.25, and increased the "multiplier" represented by the fee award from 1.8 to 2.0 times lodestar. Labaton asserted in the letter and still asserts that the attorneys' fee award in this matter was reasonable and should not be reduced.

On December 17, 2016, the *Boston Globe* published an article by Andrea Estes entitled "Critics hit law firms' bills after class-action lawsuits," which concerns the attorneys' fees request in this case.² In addition to the admitted double-counting, the article questioned the billing rates of attorneys listed on the fee requests filed for Labaton, Thornton, and Lief Cabraser. In particular, at least one of the temporary staff attorneys billed at hundreds of dollars an hour told the *Globe* he was actually just paid \$30 an hour, and another frequently works as a court-appointed defender making \$53 an hour. More than 60% of the fees claimed by Labaton, Thornton, and Lief Cabraser were claimed to derive from work performed by staff attorneys.

A total of nine law firms submitted fee requests in the litigation, but no questions have been raised regarding the accuracy of information provided by firms representing the ERISA Plaintiffs, which account for only \$4.1 million lodestar altogether.

¹ The letter is enclosed as Exhibit A to the order of February 6, 2017 (Dkt. 117).

² This article is enclosed as Exhibit B to the order of February 6, 2017 (Dkt. 117). It is also available online at: <https://www.bostonglobe.com/metro/2016/12/17/lawyers-overstated-legal-costs-millions-state-street-case-opening-window-questionable-billing-practices/>

Special Master Appointed to Investigate Billing

In light of the acknowledged error and the questions raised by the *Boston Globe*, the Court has reopened the November 2, 2016 Final Fee Order, and appointed retired United States District Judge Gerald E. Rosen as a Special Master to investigate all issues relating to the attorneys' fees, expenses, and service awards previously made in this case and to submit a report and recommendations to the Court.³ The Special Master report will address at least the following issues:

- (a) the accuracy and reliability of the representations made by Plaintiffs' counsel in their requests for awards of attorneys' fees and expenses, including but not limited to whether counsel employed the correct legal standards and had a proper factual basis for what was represented to be the lodestar for each firm;
- (b) the accuracy and reliability of the representations made in Labaton's November 10, 2016 letter to the Court;
- (c) the accuracy and reliability of the representations made by the parties requesting service awards for Plaintiffs;
- (d) the reasonableness of the amounts of attorneys' fees, expenses, and service awards previously ordered, and whether any or all of them should be reduced;
- (e) whether any misconduct occurred in connection with such awards; and, if so,
- (f) whether any such misconduct should be sanctioned.

After the Court receives the report and recommendation, which is planned to issue on October 10, 2017, the parties may object to any portion of the report. Judge Wolf may then issue a new final decision concerning attorneys' fees, expenses, and service awards.

The fees and expenses of the Special Master in conducting this investigation, as well as fees and expenses of those he may retain to assist him, will be paid by the Court from the fees previously awarded to Plaintiffs' counsel. Labaton, Thornton, and Lief Cabraser have collectively deposited funds with the Court for this purpose. The further proceedings discussed in this notice will not result in any increase in attorneys' fees, litigation expenses, or service awards to Plaintiffs.

The proceedings may in fact result in a decrease of fees, which will be ultimately paid for the benefit of class members. If fees are reduced, then the Settlement Agreement provides "Plaintiffs'

³ A copy of the March 8, 2017 order appointing special master (Dkt. 173) is enclosed.

counsel severally shall be obligated to repay any such attorneys' fees and Litigation Expenses" to the Class Escrow Account. Settlement Agreement, ¶ 19. "All funds held by the Escrow Agent for the Class Settlement Fund shall be deemed to be in the custody of the Court and shall remain subject to the jurisdiction of the Court until such time as the funds shall be distributed or returned pursuant to the terms of this Settlement Agreement and/or further order." *Id.* at ¶ 15.

Class counsel opposes any reduction from the attorneys' fees previously awarded, but you are not bound by this decision and may choose to retain your own counsel or otherwise object.

Class members have an opportunity to be heard before the Special Master by filing an objection to the previously-awarded fees.

How to Object to Previously-Awarded Fee Request

Any Class Member wishing to object to the award of attorneys' fees, litigation expenses, and service awards previously authorized by the Court, may do so, in writing, **before [date 45 days after mailing date]**, as described below.

The non-profit Competitive Enterprise Institute's Center for Class Action Fairness has offered to serve as *pro bono* (free) counsel to represent class member who wish to file good-faith objections to challenge the fee awards in this case. Inquiries for possible *pro bono* representation may be sent to: ted.frank@cei.org. Neither the Court nor Class Counsel endorses the Competitive Enterprise Institute, and you may retain any other attorney you wish at your own expense or find other *pro bono* representation.

All objections must include your name, the State Street fund codes identified on the front of this Supplemental Notice, your address, telephone number, e-mail address, signature, and a full explanation of the objection.⁴

⁴ If you believe you are a class member (or represent a class member), but you were not personally sent this notice and do not know the State Street fund code(s), you must also include the following information in order to establish membership in the Settlement Class: (i) the name of the Person that entered into one or more custody or trust agreements with SSBT and is objecting; (ii) the approximate date(s) of the agreement(s) referenced in (i) above; (iii) the SSBT entity that was the counterparty to the agreement(s) referenced in (i) above; (iv) a list of all current and former accounts,

Your written objection must be received by counsel listed below by no later than [45 days after notice is mailed].

Lead Counsel	Defendants' Counsel
By U.S. mail: Lawrence A. Sucharow, Esq. Labaton Sucharow LLP 140 Broadway New York, NY 10005 Or by email: LSucharow@labaton.com	By U.S. mail: Lawrence A. Sucharow, Esq. Labaton Sucharow LLP 140 Broadway New York, NY 10005 Or by email: William.Paine@wilmerhale.com

If you object, and the Court or Special Master schedules a hearing to consider any objections, you will be personally notified of the date, time, and place of the hearing using the contact information provided in your objection.

For More Information

Enclosed, please find copies of the Court's February 6, 2017 Memorandum and Order suggesting appointment of Special Master (Dkt. 117) and the Court's March 8, 2017 Memorandum and Order appointing Judge Rosen as Special Master (Dkt. 173).

All filings concerning the Special Master and attorneys' fees are available online at: www.StateStreetIndirectFXClassSettlement.com. Future public filings by the Special Master, and any responsive filings, will also be posted on the website. If the Court determines that a future hearing is necessary, the websites will provide the date, time, and place of the hearing.

Class Members may also contact Lead Counsel directly by calling (888) 219-6877 or emailing settlementquestions@labaton.com.

PLEASE DO NOT CONTACT THE COURT OR DEFENDANTS REGARDING THIS NOTICE EXCEPT TO SERVE AN OBJECTION.

including both the name and account number of such accounts, that held foreign (non-U.S.) assets and were related to the agreement(s) referenced in (i) above.

Dated: _____, 2017

BY ORDER OF THE UNITED STATES
DISTRICT COURT FOR THE
DISTRICT OF MASSACHUSETTS

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

ARKANSAS TEACHER RETIREMENT SYSTEM,)
on behalf of itself and all others)
similarly situated,)
Plaintiff)

v.)

C.A. No. 11-10230-MLW

STATE STREET BANK AND TRUST COMPANY,)
Defendants.)

ARNOLD HENRIQUEZ, MICHAEL T.)
COHN, WILLIAM R. TAYLOR, RICHARD A.)
SUTHERLAND, and those similarly)
situated,)
Plaintiff)

v.)

C.A. No. 11-12049-MLW

STATE STREET BANK AND TRUST COMPANY,)
Defendants.)

THE ANDOVER COMPANIES EMPLOYEE)
SAVINGS AND PROFIT SHARING PLAN, on)
behalf of itself, and JAMES)
PEHOUSHEK-STANGELAND and all others)
similarly situated,)
Plaintiff)

v.)

C.A. No. 12-11698-MLW

STATE STREET BANK AND TRUST COMPANY,)
Defendants.)

MEMORANDUM AND ORDER

WOLF, D.J.

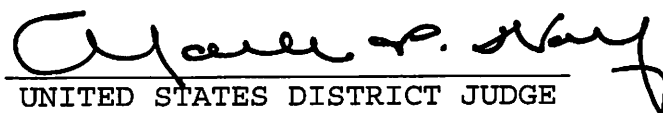
March 24, 2017

The court has considered the submissions of Labaton Sucharow LLP concerning the notice to be sent to class members regarding developments since the court ordered payments of more than

\$75,000,000 as reasonable attorneys' fees, expenses, and service awards on November 2, 2017. The court has also considered the submissions of the Competitive Enterprise Institute's Center for Class Action Fairness ("CCAF") concerning that notice.

These submissions have contributed to an evolution in the court's view concerning the notice. Among other things, the court now proposes to require that a notice be sent now to class members informing them of the issues that have emerged since November 2, 2016, the appointment of Judge Gerald Rosen as Special Master, and the scope of the Special Master's duties. The court also proposes to order that any objections by class members to the awards made previously be filed after the Special Master issues his Report and Recommendation rather than within 45 days of the service of the notice as discussed at the March 7, 2017 hearing.

Accordingly, it is hereby ORDERED that if plaintiffs' counsel and/or CCAF wish to comment on this revised approach, they shall do so by 6:00 p.m. on March 27, 2017. A copy of this Order shall be served on CCAF.


UNITED STATES DISTRICT JUDGE

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

ARKANSAS TEACHER RETIREMENT SYSTEM,)	
on behalf of itself and all others similarly situated,	)	No. 11-cv-10230 MLW
)	
Plaintiffs,)	
)	
v.)	
)	
STATE STREET BANK AND TRUST COMPANY,)	
)	
Defendant.)	

ARNOLD HENRIQUEZ, MICHAEL T. COHN,)	
WILLIAM R. TAYLOR, RICHARD A. SUTHERLAND,	)	No. 11-cv-12049 MLW
and those similarly situated,)	
)	
v.)	
)	
STATE STREET BANK AND TRUST COMPANY,)	
STATE STREET GLOBAL MARKETS, LLC and)	
DOES 1-20,)	
)	
Defendants.)	

THE ANDOVER COMPANIES EMPLOYEE SAVINGS)	
AND PROFIT SHARING PLAN, on behalf of itself, and	)	No. 12-cv-11698 MLW
JAMES PEHOUSHEK-STANGELAND, and all others)	
similarly situated,)	
)	
v.)	
)	
STATE STREET BANK AND TRUST COMPANY,)	
)	
Defendant.)	

**RESPONSE OF LABATON SUCHAROW LLP TO COURT'S
MEMORANDUM AND ORDER DATED MARCH 24, 2017**

On March 13, 2017, Labaton Sucharow LLP (“Labaton Sucharow”), Lead Counsel for Plaintiff Arkansas Teacher Retirement System, filed its Submission with Respect to Proposed Supplemental Notice to the Settlement Class Regarding Attorneys’ Fees, Litigation Expenses,

and Service Awards (ECF No. 180). Attached to the filing as Exhibit A was a proposed “Supplemental Notice of Further Proceedings Regarding Award of Attorneys’ Fees and Payment of Litigation Expenses and Service Awards” (ECF No. 180-1). Both filings were submitted pursuant to instructions from the Court as expressed during the hearing on March 7, 2017 and in the Court’s Order dated March 8, 2017 (ECF No. 172).

On March 24, 2017, the Court issued a Memorandum and Order advising that the Court wishes to adjust the supplemental notice that the Court is contemplating, including with respect to the deadline for submission of any objections by the class. The Court allowed Plaintiffs’ counsel until 6:00 PM on March 27, 2017 to comment on the revised approach.

Labaton Sucharow hereby responds that it has no comments to the Court’s proposal as set forth in the March 24, 2017 Memorandum and Order. For the Court’s convenience, attached as Exhibit A is an amended proposed supplemental notice, which updates the prior notice that Labaton Sucharow submitted in light of the Court’s March 24, 2017 Memorandum and Order.

Dated: March 27, 2017

Respectfully submitted,

/s/ Joan A. Lukey
Joan A. Lukey (BBO No. 307340)
Justin J. Wolosz (BBO No. 643543)
CHOATE, HALL & STEWART LLP
Two International Place
Boston, MA 02110
Tel: (617) 248-5000
joan.lukey@choate.com
jwolosz@choate.com

Attorneys for Labaton Sucharow LLP

Certificate of Service

I certify that on March 27, 2017, I caused the foregoing Response of Labaton Sucharow LLP to Court's Memorandum and Order Dated March 24, 2017 to be filed through the ECF system in above-captioned action No. 11-cv-10230, and accordingly to be served electronically upon all registered participants identified on the Notice of Electronic Filing.

/s/ Joan A. Lukey _____

Joan A. Lukey

Exhibit A

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

<i>ARKANSAS TEACHER RETIREMENT SYSTEM, et al. v. STATE STREET BANK AND TRUST COMPANY</i>	)	No. 11-cv-10230 MLW
)	
<i>ARNOLD HENRIQUEZ, et al. v. STATE STREET BANK AND TRUST COMPANY, et al.</i>	)	No. 11-cv-12049 MLW
)	
<i>THE ANDOVER COMPANIES EMPLOYEE SAVINGS AND PROFIT SHARING PLAN, et al. v. STATE STREET BANK AND TRUST COMPANY</i>	)	No. 12-cv-11698 MLW
)	
)	

**LABATON SUCHAROW LLP’s AMENDED PROPOSED SUPPLEMENTAL
NOTICE OF FURTHER PROCEEDINGS REGARDING AWARD OF
ATTORNEYS’ FEES AND PAYMENT OF LITIGATION EXPENSES AND
SERVICE AWARDS**

You previously were mailed a notice concerning the proposed settlement of the above-captioned actions (the “Class Actions”)¹ and the motion, on behalf of Plaintiffs’ counsel, for an award of attorneys’ fees, payment of litigation expenses, and payment of service awards to Plaintiffs. YOU ARE HEREBY NOTIFIED, pursuant to Rule 23(h) of the Federal Rules of Civil Procedure and an order of the Honorable Mark L. Wolf of the United States District Court for the District of Massachusetts, Eastern Division (the “Court”), that the Court has ordered further proceedings regarding the award of attorneys’ fees and payment of litigation expenses and service awards.

On November 2, 2016, following the distribution of notice to the Settlement Class and a final approval hearing, the Court approved the proposed Settlement of \$300,000,000 in cash (the “Class Settlement Amount”). The Settlement is now final and

¹ All capitalized terms used in this Supplemental Notice that are not defined herein have the meanings provided in the Stipulation and Agreement of Settlement, dated as of July 26, 2016 (the “Settlement Agreement”), which is available at www.StateStreetIndirectFXClassSettlement.com at www.labaton.com.

the additional proceedings discussed below do not relate to or affect the Settlement and will not delay a distribution to the Class.

The Court also entered an order (1) awarding attorneys' fees to Plaintiffs' counsel in the amount of \$74,541,250.00 (plus any accrued interest); (2) approving payment of litigation expenses to Plaintiffs' counsel in the amount of \$1,257,697.94; and (3) approving payment of service awards to Plaintiffs in the aggregate amount of \$85,000.00, comprised of \$25,000.00 to plaintiff Arkansas Teacher Retirement System ("ARTRS") and \$10,000.00 to each of the ERISA Plaintiffs, Arnold Henriquez, Michael T. Cohn, William R. Taylor, Richard A. Sutherland, The Andover Companies Employees Savings and Profit Sharing Plan, and James Pehoushek-Stangeland (collectively with ARTRS, the "Plaintiffs").

The Court approved the payment of attorneys' fees pursuant to the "common fund" doctrine, recognizing that the fee award would represent less than 25% of the Class Settlement Amount after first deducting Court-awarded litigation expenses and service awards. In testing the reasonableness of that amount, the Court took into account the "lodestar," or the amount that Plaintiffs' counsel represented as the number of hours expended on the matter multiplied by their current hourly billing rates. After considering the aggregate lodestar submitted by all Plaintiffs' counsel of \$41,323,895.75, the Court found that the approximately 25% fee award was fair and reasonable under the circumstances of this case and under controlling legal precedent.

On November 10, 2016, Labaton Sucharow LLP, counsel for ARTRS and Lead Counsel for the Settlement Class, advised the Court by letter that it, along with two other firms that were counsel to ARTRS, the Thornton Law Firm LLP and Lief Cabraser

Heimann & Bernstein, LLP, had identified inadvertent reporting errors in certain of their written submissions in support of the fee award. These errors, once corrected, reduced the aggregate lodestar to \$37,265,241.25, and increased the “multiplier” represented by the fee award from 1.8 to 2.0 times lodestar. After submission of that letter, questions were raised by a local media outlet regarding the reliability of certain information submitted in connection with the fee petition of the three firms listed above, including with regard to the hourly billing rates and the number of hours worked by certain attorneys.²

In light of the acknowledged reporting error and the questions raised by the media outlet, the Court has reopened the November 2, 2016 Order Awarding Attorneys’ Fees, Payment of Litigation Expenses, and Payment of Service Awards to Plaintiffs, and appointed retired United States District Judge Gerald E. Rosen as a Special Master to investigate all issues relating to the attorneys’ fees, expenses, and service awards previously made in this case and to submit a report and recommendations to the Court. The investigation will include: (a) the accuracy and reliability of the representations made by Plaintiffs’ counsel in their requests for awards of attorneys’ fees and expenses, including but not limited to whether counsel employed the correct legal standards and had a proper factual basis for what was represented to be the lodestar for each firm; (b) the accuracy and reliability of the representations made in the November 10, 2016 letter to the Court; (c) the accuracy and reliability of the representations made by the parties requesting service awards; (d) the reasonableness of the amounts of attorneys’ fees, expenses, and service awards previously ordered, and whether any or all of them should

² No questions have been raised regarding the accuracy of the information submitted by the firms representing the ERISA Plaintiffs.

be reduced; (e) whether any misconduct occurred in connection with such awards; and, if so, (f) whether it should be sanctioned.

The fees and expenses of the Special Master in conducting this investigation, as well as fees and expenses of those he may retain to assist him, will be paid by the Court, from the fees already awarded to Plaintiffs' counsel. Labaton Sucharow LLP, Thornton Law Firm LLP and Lieff Cabraser Heimann & Bernstein, LLP have collectively deposited funds with the Court for this purpose. The further proceedings discussed in this notice will not result in any increase in attorneys' fees, litigation expenses, or service awards to Plaintiffs.

Plaintiffs' counsel's previous submissions in support of the Motion for an Award of Attorneys' Fees, Payment of Litigation Expenses, and Payment of Service Awards to Plaintiffs, as well as counsel's November 10, 2016 letter and the Court's orders regarding the issues discussed in this Notice, are all available at www.statestreetindirectfxclasssettlement.com and www.labaton.com. Future public filings by the Special Master, and any responsive filings, will also be posted on the websites. Class Members may also contact Lead Counsel directly by calling (888) 219-6877 or emailing settlementquestions@labaton.com.

If the Court determines that a future hearing is necessary, the websites will provide the date, time, and place of the hearing.

OBJECTIONS

If any Class Member wishes to object to the award of attorneys' fees, litigation expenses, and service awards previously authorized by the Court, you will be given the opportunity to do so within [45] days after the Special Master issues his report and

recommendation (“Report”). The Report, and any responses to it, will promptly be posted on the websites identified above. You will be mailed a postcard notifying you of the posting of the Report and the deadline for objecting to the original fee and expense award. Any such objection must be in writing and include your name, the State Street fund codes identified on the front of this Supplemental Notice, your address, telephone number, e-mail address, signature, and a full explanation of the objection. If you believe you are, or represent, a Class Member but do not know the State Street fund code(s), you must also include the following information in order to establish membership in the Settlement Class: (i) the name of the Person that entered into one or more custody or trust agreements with SSBT and is objecting; (ii) the approximate date(s) of the agreement(s) referenced in (i) above; (iii) the SSBT entity that was the counterparty to the agreement(s) referenced in (i) above; (iv) a list of all current and former accounts, including both the name and account number of such accounts, that held foreign (non-U.S.) assets and were related to the agreement(s) referenced in (i) above.

Your written objection must be filed with the Court and received by counsel listed below by no later than [45] days after the Special Master issues his report and recommendation:

File with the Clerk of the Court:

Clerk of the Court
United States District Court for the District of Massachusetts
John Joseph Moakley United States Courthouse
1 Courthouse Way
Boston, Massachusetts 02210

Serve copies of all such papers on each of the following so that they are received no later than [45] days after the Special Master issues his report and recommendation:

Lead Counsel	Defendants' Counsel
Lawrence A. Sucharow, Esq. Labaton Sucharow LLP 140 Broadway New York, NY 10005	William H. Paine, Esq. Wilmer Cutler Pickering Hale and Dorr LLP 60 State Street Boston, MA 02109

If you have objected, and the Court schedules a hearing to consider any objections, you will be personally notified of the date, time, and place of the hearing using the contact information provided in your objection.

PLEASE DO NOT CONTACT THE COURT OR DEFENDANTS
REGARDING THIS NOTICE.

Dated: _____, 2017

BY ORDER OF THE UNITED
STATES DISTRICT COURT
FOR THE DISTRICT OF
MASSACHUSETTS

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

ARKANSAS TEACHER RETIREMENT SYSTEM,
on behalf of itself and all others similarly situated,

Plaintiffs,

v.

STATE STREET BANK AND TRUST COMPANY,

Defendant.

No. 11-cv-10230 MLW

ARNOLD HENRIQUEZ, MICHAEL T. COHN,
WILLIAM R. TAYLOR, RICHARD A. SUTHERLAND,
and those similarly situated,

Plaintiffs,

v.

STATE STREET BANK AND TRUST COMPANY,
STATE STREET GLOBAL MARKETS, LLC and DOES 1-20,

Defendants.

No. 11-cv-12049 MLW

THE ANDOVER COMPANIES EMPLOYEE SAVINGS AND
PROFIT SHARING PLAN, on behalf of itself, and JAMES
PEHOUSHEK-STANGELAND, and all others similarly situated,

Plaintiffs,

v.

STATE STREET BANK AND TRUST COMPANY,

Defendant

No. 12-cv-11698 MLW

**THE COMPETITIVE ENTERPRISE INSTITUTE'S CENTER FOR CLASS ACTION
FAIRNESS'S COMMENT IN SUPPORT OF THE COURT'S REVISED APPROACH TO
SUPPLEMENTAL NOTICE TO THE CLASS (DKT. 187)**

As invited by the Court, *amicus* Competitive Enterprise Institute’s Center for Class Action Fairness (“CCAF”) comments in support of the Court’s revised approach to class notice. Memorandum and Order (Dkt. 178). The Court’s approach is superior to the 45-day objection period assumed by the parties, but it is otherwise consistent with CCAF’s form of proposed supplemental notice (Dkt. 186-1, Ex. 1).

The Court proposes that “any objections by class members to the awards made previously be filed after the Special Master issues his Report and Recommendation.” This approach allows potential objectors to incorporate facts discovered by the Special Master. The extended objection period also better comports with Federal Judicial Center’s Checklist for Class Action Notice, which suggests at least 60-90 days to allow “consideration of rights and options.” FJC Checklist,¹ at 4. Notice should specify a deadline on the first page, as recommended by the FJC. *Id.* at 8. Here, the deadline should be at least 21 days after the date of the Report and Recommendation, so no earlier than October 31, 2017. *See* Rule 53(f)(2) (“party may file objections to . . . the master’s order, report, or recommendations no later than 21 days after a copy is served, unless the court sets a different time.”). The Court should consider allowing more time for unrepresented class members to rebut class counsel’s arguments in support of their fee request, but the deadline should be specified in any event. *See In re Mercury Interactive Corp. Sec. Litig.*, 618 F.3d 988, 994 (9th Cir. 2010) (“[a]ny objection deadline set by the court should provide the eligible parties with an adequate opportunity to review all of the materials that may have been submitted in support of the motion and, in an appropriate case, conduct discovery concerning the fees request.”); *Redman v. Radioshack Corp.*, 768 F.3d 622, 638 (7th Cir. 2014) (objectors unfairly handicapped because “they did not have all the information they needed to justify their objections”).

¹ *See* Federal Judicial Center’s Notice and Claims Process Checklist and Plain Language Guide, available at [http://www.fjc.gov/public/pdf.nsf/lookup/NotCheck.pdf/\\$file/NotCheck.pdf](http://www.fjc.gov/public/pdf.nsf/lookup/NotCheck.pdf/$file/NotCheck.pdf).

CCAF agrees with Labaton's proposed objection deadline 45 days after the Special Master's Report and Recommendation, although CCAF considers the notice to be otherwise deficient.² *See* Labaton Sucharow LLP's Amended Proposed Supplemental Notice (Dkt. 188-1) at 5.

The Court's approach appropriately reaches out to class members who generally have very little incentive to object. *See* The Competitive Enterprise Institute's Center for Class Action Fairness's *Amicus* Response to Court's Order of February 6 (Dkt. 174), at 4; Declaration of Theodore H. Frank Exhibit 1 ("Frank Memo.") (Dkt. 125-2), at 2; *Wal-Mart Stores, Inc. v. Visa U.S.A. Inc.*, 396 F.3d 96, 123 (2d Cir. 2005) ("Class members have no real incentive to mount a challenge that would result in only a minuscule pro rata gain from a fee reduction."). Given the poor incentives for class member participation, *amicus* CCAF remains willing to assist the Court in whatever manner would be most beneficial.

Dated: March 27, 2017

/s/ M. Frank Bednarz
M. Frank Bednarz (BBO No. 676742)
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Chicago, IL 60615
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/s/ Theodore H. Frank
Theodore H. Frank (*pro hac vice*)
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Washington, DC 20005
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Email: ted.frank@cei.org

Attorneys for Amicus Curiae
Competitive Enterprise Institute
Center for Class Action Fairness

² Except for the revised objection deadline, Labaton's amended proposal appears substantially unchanged, so it remains deficient for the reasons outlined in CCAF's Proposed Response to Labaton Sucharow LLP's Submission of Proposed Supplemental Notice (Dkt. 186-1).

CERTIFICATE OF SERVICE

I certify that on March 27, 2017, I served a copy of the forgoing on all counsel of record by filing a copy via the ECF system.

Dated: March 27, 2017

/s/ M. Frank Bednarz
M. Frank Bednarz

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

ARKANSAS TEACHER RETIREMENT SYSTEM,)	
on behalf of itself and all others similarly situated,	)	No. 11-cv-10230 MLW
)	
Plaintiffs,)	
)	
v.)	
)	
STATE STREET BANK AND TRUST COMPANY,)	
)	
Defendant.)	

ARNOLD HENRIQUEZ, MICHAEL T. COHN,)	
WILLIAM R. TAYLOR, RICHARD A. SUTHERLAND,)	No. 11-cv-12049 MLW
and those similarly situated,)	
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STATE STREET BANK AND TRUST COMPANY,)	
STATE STREET GLOBAL MARKETS, LLC and)	
DOES 1-20,)	
)	
Defendants.)	

THE ANDOVER COMPANIES EMPLOYEE SAVINGS)	
AND PROFIT SHARING PLAN, on behalf of itself, and	)	No. 12-cv-11698 MLW
JAMES PEHOUSHEK-STANGELAND, and all others)	
similarly situated,)	
)	
v.)	
)	
STATE STREET BANK AND TRUST COMPANY,)	
)	
Defendant.)	

**LABATON SUCHAROW LLP’S OPPOSITION TO THE COMPETITIVE ENTERPRISE
INSTITUTE’S CENTER FOR CLASS ACTION FAIRNESS’ MOTION FOR RESPONSE
TO LABATON SUCHAROW LLP’S PROPOSED SUPPLEMENTAL NOTICE TO THE
SETTLEMENT CLASS AND ITS MOTION PURSUANT TO FED. R. CIV. P. 60(b)(1)**

Labaton Sucharow LLP (“Labaton Sucharow” or the “Firm”), Lead Counsel for Plaintiff Arkansas Teacher Retirement System (“ARTRS”) and the Settlement Class in the above-titled consolidated actions, respectfully provides this opposition to The Competitive Enterprise Institute’s Center for Class Action Fairness’s Motion for Response to Labaton Sucharow LLP’s Proposed Supplemental Notice to the Settlement Class and its Motion Pursuant to Fed. R. Civ. P. 60(b)(1) (ECF No. 186) (“CCAF’s Motion for Leave”).

CCAF’s Motion for Leave seeks to inject the views of CCAF and its Senior Attorney and Director, Theodore H. Frank, with respect to both the supplemental notice to the class that the Court is considering, and the motion that Labaton Sucharow filed, in response to the Court’s March 8, 2017 Order (ECF No. 172), seeking relief from the Order Awarding Attorneys’ Fees, Payment of Litigation Expenses, and Awarding Service Awards to Plaintiffs (the “Fee Order,” ECF No. 111). CCAF’s request should be denied for the same reasons discussed in Labaton Sucharow’s response to CCAF’s prior request to insert itself into these proceedings. *See* ECF No. 145 at 4-13. There simply is no justification for CCAF, which has no client in this case, to further complicate and delay these proceedings by advancing its own agenda through arguments that are not asserted on behalf of a party. *See id.*

Indeed, the reasons for denying CCAF’s request to participate as amicus or guardian *at litem* apply with even greater force now, because Retired United States District Judge Gerald Rosen has been appointed as Special Master and has begun his investigation regarding the Fee Order. *See* Memorandum and Order, ECF No. 173. Moreover, Judge Rosen has retained the services of experienced counsel, William Sinnott, to assist in that process by taking depositions, preparing written discovery, and presenting the case in any adversary proceeding before the Special Master. Notwithstanding CCAF’s continued claim that its participation is needed to

provide “adversarial presentation” (CCAF’s Motion for Leave at 2), it is clear that the interest of the class in ensuring a fair examination of the Fee Order is more than protected by the Special Master and Mr. Sinnott.

For the foregoing reasons, CCAF’s Motion for Leave should be denied and the Court should not further¹ consider CCAF’s proposed Response to Labaton Sucharow LLP’s Submission of Proposed Supplemental Notice to the Settlement Class and its Motion Pursuant to Fed. R. Civ. P. 60(b)(1) (ECF No. 186-1) (“CCAF’s Response”). In the event that the Court does wish to consider that filing, however, CCAF’s Response is addressed further below.

Proposed Supplemental Notice to the Class

Most of CCAF’s Response is devoted to complaints about the proposed supplemental notice² that Labaton Sucharow submitted at the Court’s direction. CCAF’s Response at 2-5. However, the complaints that CCAF makes regarding that proposed notice, demonstrate why it would be counterproductive for CCAF to participate in these proceedings.

For example, Labaton Sucharow attempted to strike a balance with its proposed notice by providing sufficient information to advise the class of the proceedings (as directed by the Court), and pointing them to an easy way to obtain additional information, while taking care not to make the notice itself so unwieldy or complicated that class members would be less likely to read it. CCAF appears to ignore these concerns, and presses for a 51-page notice³ that includes a principal document with attachments, one of which in turn has several attachments of its own.

¹ Labaton acknowledges that the Court has stated that it “considered the submissions” of CCAF concerning the supplemental notice to class members. ECF No. 187 at 2.

² On March 27, 2017, Labaton Sucharow filed an amended proposed notice (ECF No. 188 and 188-1), which is revised to address the comments from the Court in its March 24, 2017 Memorandum and Order (ECF No. 187).

³ The length of the notice proposed by CCAF – which is 45 pages longer than that proposed by Labaton Sucharow – would also significantly increase postage and printing costs.

See CCAF's Response at 5; CCAF's Proposed Notice, ECF No. 186-1. Moreover, CCAF uses this opposition to suggest (without any basis) an improper motive on the part of Labaton Sucharow. See CCAF's Response at 2 (claiming that the Firm's proposed notice "has the effect of concealing the purpose of these proceedings" and "repeatedly obscures issues" that would be important to the class). Unfounded hyperbole of this nature is far more likely to give rise to delay and distraction than to shed light on this endeavor.

CCAF also attempts, improperly, to use the supplemental notice as a means to solicit clients. CCAF's Proposed Notice states prominently that "*pro bono* counsel has offered to represent any good-faith objector" (CCAF's Proposed Notice at 2), misleadingly suggesting that a class member is required to obtain an attorney to object – which is not the case – and then offering its services for that purpose. Later, CCAF's Proposed Notice goes even further and provides CCAF's name and contact information, saying that it will represent class members for free. *Id.* at 5. It is highly inappropriate for CCAF to be attempting to use class notice, in a case in which it has no involvement, to advertise and solicit clients. Such solicitation is no more proper because the gain, rather than being monetary, is to advance CCAF's agenda.

Further, CCAF's proposed program and notice present additional problems, such as these:

- CCAF captions the notice in a manner that is alarming and sufficiently misleading to cause class members to infer that recent events have impacted the settlement itself, which is not the case.
- CCAF's Proposed Notice misrepresents what would occur if the fee award were reduced: any refunded fees and expenses would be repaid to the Settlement Fund and distributed according to the plan of allocation, not "pro rata" as CCAF's notice suggests.
- References to the November 2, 2016 fee order as the "Final Fee Order"; the description of the lodestar multipliers; the claim that Labaton Sucharow received an inquiry from the *Boston Globe*; the articulation of the Firm's November 10, 2016 letter; the amount of fees and expenses listed; the statement that "you have filed a pending claim for recovery"; and

the claim that the Special Master's report will be issued on a date certain are all misleading and/or inaccurate.

- CCAF says that notice should be provided by email, but the Firm does not have email addresses for class members. Moreover, email is often problematic because spam filters (particularly when distributions are to large mailing lists) can prevent deliveries.
- Finally, the text on pp. 4-5 of CCAF's Proposed Notice, which concerns funds held by the Escrow Agent, is confusing legalese that is largely irrelevant.

The supplemental notice proposed by Labaton Sucharow (ECF No. 180-1) was not, as CCAF argues, objectionable or deficient. In plain language, the notice advises class members of what the Court directed at the hearing: that notice should "bring[] people up-to-date as to what happened on November 2nd, but also what's transpired since. So, that would be the February [6] order and whatever I decide today, and that directs that objections be filed with the Clerk of the Court." *See* Mar. 7, 2017 Hrg. Tr. at 37:5-8. CCAF's criticisms are thus unfounded:

- Information about the lodestar errors and Master appointment are not "bur[ied]." CCAF's Response at 4. The November 10, 2016 letter is mentioned in Paragraph 5 of Labaton Sucharow's proposed notice and would not make sense if the preceding paragraphs did not discuss the November 2, 2016 Fee Order. The Firm's proposed notice specifically states that there were errors and quantifies them, and says questions were raised about "the reliability of certain information submitted in connection with the fee petition, including with regard to the hourly billing rates and the number of hours worked by certain attorneys."
- Readers do not, as CCAF suggests, need to "trudge" through the notice before learning of its purpose. CCAF's Response at 2. Indeed, the very title that Labaton Sucharow proposed is "Supplemental Notice of Further Proceedings Regarding Award of Attorneys' Fees . . ."
- The sentence at the end of Paragraph 2 of the Firm's proposed notice, which states that, "[t]he Settlement is now final and the additional proceedings discussed below do not relate to or affect the Settlement and will not delay a distribution to the Class," is entirely accurate and intended to clarify the scope of the additional proceedings. The goal was to avoid a misleading suggestion that these proceedings are somehow reopening the settlement, which they are not.
- With regard to the submission of objections, Labaton Sucharow's supplemental notice follows the same process as the settlement notice and numerous other notices. In the event that the Court finds the submission of objections to both the Court and to counsel

burdensome, the Firm does not oppose the submission of objections to one or the other. But, redundancy would tend to ensure that objections are not missed.

CCAF's Response and its Proposed Notice do not raise legitimate issues that advance the interests of the class. Indeed, they appear to be designed more to advance CCAF's agenda than to benefit the class.

Labaton Sucharow 's Rule 60(b) Motion

CCAF's Response is equally unhelpful in its criticism of the Rule 60(b)(1) Motion for Relief from Order Awarding Fees, Expenses and Service Awards (ECF No. 178) ("Rule 60(b) Motion"). Although all *parties* agreed during the March 7, 2017 hearing that the Court has continuing jurisdiction to proceed with respect to the fee issue, *see* Mar. 7, 2017 Hrg. Tr. at 15:7-18:4, CCAF continued to question this point. Counsel for Labaton Sucharow therefore made the Rule 60(b) Motion orally and agreed to follow up with a written motion. *Id.* at 19:21-25. No party or person in the courtroom objected, and following a comment from the Court, Mr. Frank agreed, saying "[t]hat does solve that particular issue." *Id.* at 20:1-9.

CCAF now attempts to raise different issues, arguing that the motion it previously approved in concept is "ill formed and so fails to remove doubt concerning the Court's jurisdiction." CCAF Response at 5. The issues CCAF raises, however, are spurious. Rule 60(b) provides that, "[o]n motion and just terms, the court may relieve a party *or its legal representative* from a final judgment, order, or proceeding . . ." (emphasis added). The Fee Order at issue awarded attorneys' fees (among other things) that have been questioned by the Court. To ensure that the Court has jurisdiction to conduct proceedings relating to those fees, Labaton Sucharow orally made, and agreed thereafter to file, a written Rule 60(b) Motion to eliminate any arguable jurisdictional deficiency. CCAF cites no authority to support any suggestion that additional technical steps, such as formal joinder by ARTRS, are required.

CCAF Response at 5-6. Nor is there any merit to CCAF's contention that the motion seeks no relief. In an abundance of caution, the Motion seeks to reopen the proceedings to ensure the Court's continuing jurisdiction. The investigation is underway but it would be inappropriate to actually modify the order now or vacate it. CCAF cites no authority to suggest that the requested relief is insufficient to qualify this pleading as a motion.

As noted above, CCAF's lawyer agreed in Court that a Rule 60(b) motion would "solve that particular issue." Mar. 7, 2017 Hrg. Tr. at 20:9. The issue should therefore be deemed resolved, and any attempt by CCAF to manufacture issues regarding the Court's jurisdiction should be disregarded.

CONCLUSION

For all of the foregoing reasons, Labaton Sucharow respectfully requests that the Court deny CCAF's Motion for Leave.

Dated: March 29, 2017

Respectfully submitted,

/s/ Joan A. Lukey
Joan A. Lukey (BBO No. 307340)
Justin J. Wolosz (BBO No. 643543)
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joan.lukey@choate.com
jwolosz@choate.com

Attorneys for Labaton Sucharow LLP

Certificate of Service

I certify that on March __, 2017, I caused the foregoing document to be filed through the ECF system in above-captioned action No. 11-cv-10230, and accordingly to be served electronically upon all registered participants identified on the Notices of Electronic Filing.

/s/ Joan A. Lukey _____
Joan A. Lukey

8028234

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

ARKANSAS TEACHER RETIREMENT SYSTEM,)	
on behalf of itself and all others similarly situated,	)	No. 11-cv-10230 MLW
)	
Plaintiffs,)	
)	
v.)	
)	
STATE STREET BANK AND TRUST COMPANY,)	
)	
Defendant.)	

ARNOLD HENRIQUEZ, MICHAEL T. COHN,)	
WILLIAM R. TAYLOR, RICHARD A. SUTHERLAND,	)	No. 11-cv-12049 MLW
and those similarly situated,)	
)	
v.)	
)	
STATE STREET BANK AND TRUST COMPANY,)	
STATE STREET GLOBAL MARKETS, LLC and)	
DOES 1-20,)	
)	
Defendants.)	

THE ANDOVER COMPANIES EMPLOYEE SAVINGS)	
AND PROFIT SHARING PLAN, on behalf of itself, and	)	No. 12-cv-11698 MLW
JAMES PEHOUSHEK-STANGELAND, and all others)	
similarly situated,)	
)	
v.)	
)	
STATE STREET BANK AND TRUST COMPANY,)	
)	
Defendant.)	

**LIMITED PROTECTIVE ORDER OF THE SPECIAL MASTER RELATING TO
ATTORNEY/CLIENT PRIVILEGED AND WORK PRODUCT DOCUMENTS AND
INFORMATION BEING PROVIDED TO THE SPECIAL MASTER**

All Plaintiffs' counsel in this matter having requested the entry of this Limited Protective Order relating to the proceedings before the undersigned Special Master, pursuant to his

authority under Paragraph 4 of the Memorandum and Order entered in this case on March 8, 2017 (Doc. 173), and pursuant to his authority under Fed. R. Civ. P. 53(c)(1)(A) and (B), the Special Master hereby ORDERS that:

1. In order to permit full and expeditious production of documents requested by the Special Master in the proceedings before him from Plaintiffs' counsel (such documents including but not limited to electronically stored information, and summaries prepared from original documents), the production to the Special Master and his agents of attorney/client privileged documents and documents protected by the work product doctrine:

(a) shall not constitute a specific or general waiver of either the attorney/client privilege or the work product doctrine; and

(b) shall not waive any privilege or protection that attaches to the specific documents produced;

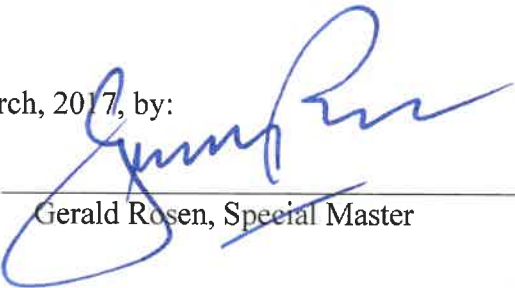
2. Documents and information produced in these proceedings may be used only in connection with these proceedings, and may not be otherwise used or disseminated.

3. In the event that any person or entity with standing wishes to challenge the terms of this Limited Protective Order, or any decisions of the Special Master to this Limited Protective Order, such challenge shall be lodged in the first instance with the Special Master. If the objecting person or entity is dissatisfied with the Special Master's decision(s) in response to such challenge, the objection may be submitted to the Court in the context of the captioned lawsuit.

4. In order to permit efficient evidentiary proceedings at which Plaintiffs' counsel will not feel restrained in responding accurately and completely to questions from William Sinnott (counsel to the Special Master), as well as any questions posed by the Special Master, such proceedings shall be private; provided, however, that the transcripts thereof (or excerpts) shall be

filed in Court with the Special Master's Report and Recommendation after he has permitted Plaintiffs' counsel to request the filing of the transcripts or other portions of the record under seal and after he has determined whether to honor such request and any objections to such determination have been fully and finally adjudicated.. *See* Memorandum and Order of Appointment, Doc. 173 at ¶ 11.

SO ORDERED, this 29 day of March, 2017, by:



Gerald Rosen, Special Master

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

ARKANSAS TEACHER RETIREMENT SYSTEM,)
on behalf of itself and all others)
similarly situated,)
Plaintiff)

) C.A. No. 11-10230-MLW

v.)

STATE STREET BANK AND TRUST COMPANY,)
Defendants.)

ARNOLD HENRIQUEZ, MICHAEL T.)
COHN, WILLIAM R. TAYLOR, RICHARD A.)
SUTHERLAND, and those similarly)
situated,)
Plaintiff)

) C.A. No. 11-12049-MLW

v.)

STATE STREET BANK AND TRUST COMPANY,)
Defendants.)

THE ANDOVER COMPANIES EMPLOYEE)
SAVINGS AND PROFIT SHARING PLAN, on)
behalf of itself, and JAMES)
PEHOUSHEK-STANGELAND and all others)
similarly situated,)
Plaintiff)

) C.A. No. 12-11698-MLW

v.)

STATE STREET BANK AND TRUST COMPANY,)
Defendants.)

MEMORANDUM AND ORDER

WOLF, D.J.

March 31, 2017

On February 6, 2017, the court informed the parties that it proposed to appoint former United States District Judge Gerald Rosen as a Special Master to investigate the accuracy and

reliability of the information provided by plaintiffs' counsel on which the court relied, among other things, in awarding them more than \$75,000,000 in attorneys' fees and expenses in this class action. See Docket Nos. 117 and 162. After a hearing on March 7, 2017, the court appointed Judge Rosen as Special Master and directed him to attempt to complete a Report and Recommendation for the court by October 10, 2017. See Docket No. 173. The court also ordered plaintiffs' counsel to file a motion memorializing their March 7, 2017 oral motion for relief from final judgment under Federal Rule of Civil Procedure 60(b), and a proposed notice to the class describing the issues that have emerged and the events that have occurred since the court awarded expenses and attorneys' fees on November 2, 2016. See Docket No. 172. Plaintiffs' counsel have done so. See Docket Nos. 178-184.

In addition, the Competitive Enterprise Institute's Center for Class Action Fairness ("CCAF") has requested leave to file a memorandum commenting on plaintiffs' counsel's Rule 60(b) motion and proposed notice, and provided an alternative form of notice as well. See Docket Nos. 186, 186-1, and 186-1 Ex. 1. The court has read CCAF's submissions and found them helpful. Therefore, the requested leave to file them is being allowed.¹

¹ After the court had read CCAF's memorandum, plaintiffs' counsel filed an opposition to the motion for leave to submit it. See Docket No. 190.

The Motion of Labaton Sucharow LLP Pursuant to Fed. R. Civ. P. 60(b)(1) for Relief from the Order Awarding Fees, Expenses, and Service Awards (Docket No. 178) (the "Motion") is being taken under advisement. As explained in the February 6, 2017 Memorandum and Order (Amended March 6, 2017), see Docket Nos. 117 and 162 at 8, and as plaintiffs' counsel agree, see March 7, 2017 Tr. Docket No. 176 at 15-18, such a motion pursuant to Federal Rule of Civil Procedure 60(b) is not necessary to provide the court jurisdiction to decide whether the awards previously made should be reviewed and revised.² However, the filing of the Motion within a year of the entry of the Order making the awards (Docket No. 111), which was entered on November 2, 2016, provides another basis for jurisdiction to review and, if justified, revise the awards. The court has the authority to, if necessary, decide the Motion more than a year after November 2, 2016. See Fed. R. Civ. P. 60(c)(1) ("A motion under Rule 60(b) must be made within a reasonable time—and for reasons (1), (2), and (3) no more than a year after the entry of the judgment or order" (emphasis added)).

² In the Final Judgment, entered on November 11, 2016, the court retained jurisdiction over, among other things, the determination of attorneys' fees and other matters related or ancillary to them. See Final Judgment Docket No. 110 at 10. The Order Awarding Attorneys' Fees, Expenses, and Service Awards, similarly provides that "[e]xclusive jurisdiction is retained over the subject matter of the Class Actions and over all parties to the Class Actions, including the administration and distribution of the Net Class Settlement Fund to Settlement Class Members." See Docket No. 11 at ¶8.

The court has previously ordered certain of plaintiffs' counsel to provide \$2,000,000 to the Clerk of the United States District Court for the District of Massachusetts to pay for the work of the Special Master and those engaged to assist him. See Docket No. 173 at ¶¶13-14. They have done so. See Docket No. 175. The court retains the authority to order additional payments to class members and/or the District Court as the Special Master's work progresses and, in any event, in acting upon his Report and Recommendation.

The court has considered the proposed notices to the class submitted by plaintiffs' counsel and CCAF, in drafting the notice attached hereto as Exhibit A. The court is ordering that notice be sent by mail to class members and/or their counsel, and also by email to the class members and/or their counsel for whom plaintiffs' counsel or the Claims Administrator, A.B. Data, Ltd., have an email address.

The court is also ordering that all submissions to the court or to the Special Master since November 2, 2017, and all future submissions, including any submissions by CCAF, be filed on the docket of this case and, except for sealed submissions, be made available on the class website, www.statestreetindirectfxclasssettlement.com, and on the website of Labaton Sucharow LLP, www.labaton.com.

Plaintiffs' counsel and CCAF's submissions have also contributed to an evolution in the court's view concerning the time at which class members should have the opportunity to object to the awards previously made to class counsel and the class representatives. The court is not requiring that such objections be made in response to the notice now being issued. Instead, the court will order that class members be sent an additional notice after the Special Master issues his Report and Recommendation, and that any objections or comments by class members be filed in response to that notice. The form of that notice and the procedure for making such objections will be addressed in connection with the submission of the Special Master's Report and Recommendation.

In view of the foregoing, it is hereby ORDERED that:

1. The Motion of Labaton Sucharow LLP Pursuant to Fed. R. Civ. P. 60(b)(1) for Relief from Order Awarding Fees, Expenses, and Services Awards (Docket No. 178) is taken under advisement.

2. The Competitive Enterprise Institute's Center for Class Action Fairness's Motion for Response to Labaton Sucharow LLP's Proposed Supplemental Notice to the Settlement Class and its Motion Pursuant to Fed. R. Civ. P. 60(b)(1) (Docket No. 186) is ALLOWED.

3. Within five business days of the entry of this Order, the Claims Administrator, A.B. Data, Ltd., shall cause the notice attached hereto as Exhibit A to be mailed, by first-class mail, postage prepaid, to class members and/or their counsel. In

addition, the Claims Administrator shall email the notice to class members and/or their counsel for whom plaintiffs' counsel or the Claims Administrator have an email address. Within five business days of the mailing of the notice, plaintiffs' counsel shall file with the court proof of mailing of the notice.

4. Plaintiffs' counsel shall promptly make all submissions to the court or to the Special Master since November 2, 2016, that are not sealed, including submissions by CCAF, available on the class website, www.statestreetindirectfxclasssettlement.com, and on www.labaton.com. Plaintiffs' counsel shall make all future submissions to the court or to the Special Master, and any orders of either, available on those websites within three business days of their filing.

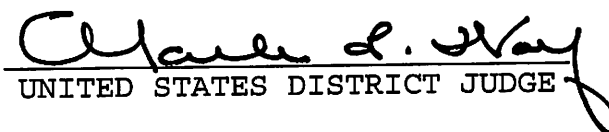

UNITED STATES DISTRICT JUDGE

EXHIBIT A

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

ARKANSAS TEACHER RETIREMENT SYSTEM, et al. v. STATE STREET BANK AND TRUST COMPANY	)	No. 11-cv-10230 MLW
)	
ARNOLD HENRIQUEZ, et al. v. STATE STREET BANK AND TRUST COMPANY, et al.	)	No. 11-cv-12049 MLW
)	
THE ANDOVER COMPANIES EMPLOYEE SAVINGS AND PROFIT SHARING PLAN, et al. v. STATE STREET BANK AND TRUST COMPANY	)	No. 12-cv-11698 MLW
)	
)	

**NOTICE OF PROCEEDINGS THAT COULD RESULT IN AN ADDITIONAL
AWARD TO CLASS MEMBERS WHO HAVE FILED CLAIMS**

This notice is being sent to you as a member of the class in the above-captioned cases to inform you of proceedings that could result in an increase in the amount of money to be distributed to class members. This notice explains how you can access documents filed in these proceedings, how you can communicate with counsel for class members, and how you can communicate with counsel for the Special Master who has been appointed by Senior United States District Judge Mark L. Wolf (the "court") to investigate and report on the issues that have arisen since the court approved the settlement agreement in this class action on November 2, 2016. As explained below, class members will be provided notice and an opportunity to be heard concerning the Special Master's report and recommendation regarding, among other things, whether the more than \$75,000,000 in attorneys' fees, expenses, and payments to class representatives awarded by the court should be reduced and redistributed to class members.

After a hearing on November 2, 2016, the court approved a \$300,000,000 settlement in this class action in which it was alleged that defendant State Street Bank and

Trust overcharged its customers in connection with certain foreign exchange transactions. The court also awarded the attorneys for the class ("Class Counsel") more than \$75,000,000 in attorneys' fees and expenses. In addition, the court made awards of \$10,000 or \$25,000 to each of the seven class representatives. The court evaluated the reasonableness of the more than \$75,000,000 award to Class Counsel by comparing it to what they represented to be the reasonable number of hours the attorneys worked multiplied by what Class Counsel represented to be the reasonable hourly billing rate for each attorney. Class Counsel stated that this figure, or "lodestar," was in excess of \$41,000,000, that more than \$75,000,000 therefore was 1.8 times this "lodestar," and that a 1.8 "multiplier" was reasonable in view of the risks they took in representing the class in this case.

On November 10, 2016, Lead Counsel for the class, Labaton Sucharow LLP ("Labaton"), filed a letter informing the court that, as a result of a media inquiry, Labaton, The Thornton Law Firm LLP ("Thornton"), and Lief, Cabraser, Heimann & Bernstein, LLP ("Lief") discovered that they had inadvertently inflated the number of hours worked on this case by more than 9,300, inflating the "lodestar" the court had relied upon by more than \$4,000,000. Labaton stated that the award of attorneys' fees and expenses of more than \$75,000,000, representing a "multiplier" of 2.0 of the "lodestar," nevertheless, remained reasonable and should not be reduced.

On December 17, 2016, The Boston Globe published an article reporting, among other things, that some attorneys working for Labaton, Thornton, and Lief, who were represented to have regular billing rates of \$350 to \$450 an hour were paid only \$25 to \$40 per hour. In addition, the article raised questions concerning whether the hours reportedly worked by attorneys employed by Labaton, Thornton, and Lief were actually all worked.

After providing the parties notice and conducting a hearing on March 6, 2017, the court appointed Retired United States District Judge Gerald Rosen as a Special Master to investigate and submit a report and recommendation addressing, at least: (a) the accuracy and reliability of the representations made in the requests for awards of attorneys' fees, expenses, and payments to the class representatives for their services; (b) the reasonableness of those awards and whether they should be reduced; and (c) whether any misconduct occurred in connection with seeking those awards.

The cost of the Special Master, and those he employs to assist him, will be paid from the fees previously awarded to some or all of the Class Counsel. As ordered by the court, Labaton has returned to the District Court \$2,000,000, from the portion of the award distributed to Labaton, Thornton, and Lieff, for this purpose and may be ordered to return more.

The proceedings concerning the re-opened issues of the amount of reasonable attorneys' fees, expenses, and awards to class representatives will not delay or diminish the initial distributions to class members from the settlement fund. Class Counsel oppose any reduction of the awards of more than \$75,000,000 in attorneys' fees, expenses, and payments to the class representatives previously ordered. However, if any or all of those awards are reduced, an additional distribution may be made to class members.

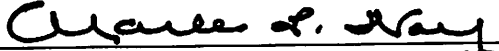
The Special Master has been directed to attempt to submit his report and recommendation to the court by October 10, 2017. Class members will be provided notice of the report and recommendation, and an opportunity to be heard on whether the court should adopt the Special Master's recommendations.

All submissions to the court or the Special Master concerning these proceedings will be made part of the District Court record in these cases and will be available to class members on the class website, www.statestreetindirectfxclasssettlement.com, and at www.labaton.com.

Class members may contact Labaton, as Lead Counsel for the class, by calling (888) 219-6877 or emailing settlementquestions@labaton.com. Class members may contact counsel to the Special Master, William Sinnott, Esq., by calling (617) 720-5090 or emailing wsinnott@dbslawfirm.com.

PLEASE DO NOT CONTACT THE COURT OR DEFENDANTS REGARDING THIS NOTICE.

Dated: March 31, 2017


UNITED STATES DISTRICT JUDGE

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

ARKANSAS TEACHER RETIREMENT SYSTEM,)
on behalf of itself and all others similarly situated,) No. 11-cv-10230 MLW

Plaintiffs,)

v.)

STATE STREET BANK AND TRUST COMPANY,)

Defendant.)

ARNOLD HENRIQUEZ, MICHAEL T. COHN,)
WILLIAM R. TAYLOR, RICHARD A. SUTHERLAND,) No. 11-cv-12049 MLW
and those similarly situated,)

v.)

STATE STREET BANK AND TRUST COMPANY,)
STATE STREET GLOBAL MARKETS, LLC and)
DOES 1-20,)

Defendants.)

THE ANDOVER COMPANIES EMPLOYEE SAVINGS)
AND PROFIT SHARING PLAN, on behalf of itself, and) No. 12-cv-11698 MLW
JAMES PEHOUSHEK-STANGELAND, and all others)
similarly situated,)

v.)

STATE STREET BANK AND TRUST COMPANY,)

Defendant.)

**SPECIAL MASTER'S ORDER REGARDING THE LAW FIRMS' OBJECTION TO
RETENTION OF JOHN W. TOOTHMAN AS ADVISOR TO COUNSEL TO THE
SPECIAL MASTER**

I. INTRODUCTION

This matter is before the Special Master on Labaton Sucharow LLP's, Lief Cabraser Heimann & Bernstein, LLP's, and Thornton Law Firm LLP's (collectively the "Law Firms") Objection to the retention of the firm of TFL Consulting and John W. Toothman ("Mr. Toothman") by the Special Master's counsel.

The Law Firms received more than \$75,000,000 in attorneys' fees and expenses awarded in connection with their representation of Plaintiffs in in the *Arkansas Teacher Retirement System, et. al. v. State Street Bank and Trust Co.*, No. 12-cv-10230-MLW ("State Street Litigation") class action matter, which concluded with a settlement of \$300,000,000. Relying upon Fed. R. Evid. 706, the Law Firms object to the retention of Mr. Toothman by counsel for the Special Master and move to strike Mr. Toothman from participating in the Special Master's investigation. The basis of their objection is, the Law Firms argue, that Mr. Toothman's historical declarations in other cases concerning fee petitions evince a predisposition to reach a view adverse to the Law Firms on the award of attorneys' fees, one of the primary topics the Special Master is charged with investigating in this matter.

On February 6, 2017, Senior United States District Court Judge Mark Wolf issued a Memorandum and Order ("February 6, 2017 Order") proposing the appointment of the Special Master to investigate and submit a Report and Recommendation addressing concerns that had very recently emerged through media reports regarding the more than \$75,000,000 award to the Law Firms as part of the settlement entered in the State Street Litigation. The Law Firms, filing individual pleadings with the Court in response to the February 6, 2017 Order, each consented to the appointment of the Special Master as well as to the Special Master's authority, as set forth in the Court's Order. (*See* Docket Nos. 128, 129, 131.) In their responses and at a March 7, 2017

hearing on the appointment of a Special Master, the Law Firms—and all of the other plaintiffs’ law firms in the case—each consented both to the appointment of a Special Master generally and to the appointment of the undersigned Special Master in particular. The Special Master was appointed by the Court on March 8, 2017 pursuant to the Court’s Order of Appointment (“Order of Appointment”).

On March 9, 2017, the Special Master appointed William F. Sinnott, Esq., of Donoghue, Barrett & Singal, P.C., as Counsel to the Special Master to assist the Special Master in discharging his responsibilities under the Order of Appointment. The Special Master informed counsel for the Law Firms of this appointment by email dated that same day.

In that same March 9 email, the Special Master notified counsel for the Law Firms that he was actively considering obtaining further technical support from a forensic accounting firm and/or an expert on legal billing practices whom he would appoint “solely in [his] discretion,” as part of his investigation. The Special Master provided counsel with the names and affiliations of four individuals whom he was considering, including Mr. Toothman. The Special Master received no objections from the Law Firms to any of the named individuals.

On March 23, 2017, during a conversation with Attorney Lukey, who was participating on behalf of the Law Firms, the Special Master confirmed that his Counsel had recently retained Mr. Toothman to advise them on legal billing practices and other issues arising under his Order of Appointment. In a March 24, 2017 email, and as reiterated in a subsequent conversation, Attorney Lukey advised the Special Master and the Special Master’s counsel that the Law Firms’ reaction to the Toothman retention was “immediate, angry, and distraught.” In that same email, Attorney Lukey indicated that “it would be difficult to imagine an ‘expert’ who would enter the fray with greater bias against plaintiffs’ commercial class action law firms.” On March 28, 2017,

the Law Firms filed a formal Objection to the retention of Mr. Toothman, challenging his appointment as a court-appointed expert under Fed. R. Evid. 706.

For the reasons that follow, the Special Master finds no basis to reconsider or withdraw Mr. Toothman's retention, or otherwise disqualify him from serving as technical advisor to the Special Master in this matter, and dismisses the Law Firms' Objection.

II. ANALYSIS

Procedurally, the Law Firms ground their Objection on the premise that the only avenue for retaining a third-party with specialized knowledge to assist in a court-appointed Special Master investigation is through the procedural framework of Fed. R. Evid. 706. This view is incorrect. Fed. R. Civ. P. 53, as cited in the Order of Appointment, grants considerable discretion to a Special Master to "take all necessary measures to perform the assigned duties fairly and efficiently." Fed. R. Civ. P. 53(c)(1)(B). Here, the Special Master has exercised his discretion to retain legal counsel. That counsel has retained a third-party with expertise in legal billing practices, the central topic at issue in the pending investigation.

Significantly, the Law Firms do not question Mr. Toothman's experience or expertise in the area. Rather, they allege he is biased and not objective, and therefore, cannot serve as an independent court-appointed expert under Fed. R. Evid. 706. That absence of criticism about Mr. Toothman's qualifications is likely because Mr. Toothman is objectively qualified to provide guidance on legal billing practices. After receiving a Juris Doctor *cum laude* from Harvard Law School in 1981, Mr. Toothman spent twelve years as a trial attorney handling complex commercial litigation in the both the private and public sectors, including as a trial lawyer with the Department of Justice. During that time, Mr. Toothman performed extensive work representing plaintiffs in contingent fee cases and participated in over fifty civil trials, as well as

appeals in both the federal and state courts. Throughout his career, Mr. Toothman has also served as a court-appointed receiver, including in one instance on behalf of the U.S. Small Business Administration, and as counsel to bankrupt companies during bankruptcy proceedings. Mr. Toothman has consulted on the topic of legal fees with major corporations and various federal entities and agencies, including the General Accountability Office, the U.S. Department of Justice, and the U.S. Departments of Energy, Transportation, and Labor, and has served a six-year term as an Arbitrator for the Virginia State Bar's Fee Dispute Resolution Program. In his work as a consultant, Mr. Toothman has testified in federal and state courts across the country on more than fifty occasions, both in support of and against the award of fees, and has published numerous articles and co-authored a book, *Legal Fees: Law and Management*, focusing on legal billing practices. He has also served as an arbitrator of legal fee disputes.

Consistent with the broad discretion afforded to the Special Master under Fed. R. Civ. P. 53, the Order of Appointment specifically allows the Special Master to "retain any firm, organization, or individual he deems necessary to assist him in the performance of his duties." 3/8/17 Order of Appointment at 2. This wide degree of latitude is especially necessary in this case, where the Court has appointed the Special Master to conduct a thorough and fact-intensive investigation into the billing practices of the Law Firms in connection with a complex, multi-year class action case. More specifically, the Court, through its Order of Appointment, has mandated the Special Master to investigate and prepare a Report and Recommendation "concerning *all* issues relating to attorneys' fees, expenses, and services awards previously awarded in this case" (emphasis added). *Id.* The Court, moreover, did not in any way limit this review to a straightforward mathematical calculation of hourly fees. Rather, under the Order of Appointment, the Special Master must also opine as to the accuracy and reliability of the

representations made by the Law Firms with respect to a number of legally unsettled billing issues, including but not limited to the reasonableness of fees incurred by temporary or “staff” attorneys, the reasonableness of related expenses, and whether reductions should be made. *See id.*, 2-3. To address these nuanced—and, in some respects, novel—billing issues, the Special Master has discretion to obtain advice from a qualified individual with specialized knowledge such as Mr. Toothman to assist and guide his inquiry and investigation.

Mr. Toothman’s appointment in this case falls squarely within the authority delegated to the Special Master by the Court in its March 8, 2017 Order of Appointment as well as within the Special Master’s discretion under Fed. R. Civ. P. 53. As conceded by the Law Firms in their Objection, the Order of Appointment makes no reference to the appointment of an expert under Fed. R. Evid. 706. Rather, the Order authorizes the Special Master to retain *any* person who has specialized knowledge, including experts recognized in their field, who would inform the investigation.

Perhaps the Law Firms’ Objection to Mr. Toothman arises, at least in part, out of some confusion as to what Mr. Toothman’s role is in this case. For the sake of clarity at this juncture, it is important to delineate precisely what Mr. Toothman’s role will be going forward. Mr. Toothman will be generally responsible for providing consulting services to assist the Special Master and his counsel in fulfilling the duties set forth in both the February 6, 2017 Order and the March 8, 2017 Order of Appointment. The Special Master expects these services to include, among other things, assisting in the preparation and review of discovery and assisting in the investigation and analysis of billing and related data. Mr. Toothman will further assist in the Special Master investigation by guiding the Special Master’s inquiry into other relevant topics, including but not limited to Lodestar calculations in contingent fee cases, determination of

regional billing rates, and best practices for recording and absorbing litigation-based expenses. Finally, Mr. Toothman will also serve as a resource to the Special Master and his counsel throughout their drafting and writing of the Report and Recommendations.

In juxtaposition to the duties described above, the Law Firms' argument appears to be two-fold. First, that by appointing Mr. Toothman—a recognized expert in the field of legal billing practices—the Special Master improperly bypassed the procedural requirements of Fed. R. Evid. 706; and second, that the Special Master must strike Mr. Toothman's appointment because he is not an independent or neutral expert.

Both arguments—which appear to be an attempt to bootstrap Mr. Toothman's retention by the Special Master's counsel under the Special Master's Order of Appointment into the paradigm created by Fed. R. Evid. 706—are without merit. First, Fed. R. Evid. 706, by its terms, expressly governs only the appointment of court-appointed "expert witnesses." As explained above, neither the Special Master nor his counsel has retained Mr. Toothman as an "expert witness" under Fed. R. Evid. 706. Furthermore, neither the March 8, 2017 Order nor Fed. R. Evid. 53 limit the Special Master to availing himself of only that single avenue for seeking third-party assistance. To the contrary, as noted, Mr. Toothman has not been retained to render a formal expert opinion or to make factual findings in this case. Rather, under the Order, the responsibility for rendering such factual and legal opinions remains solely that of the Special Master, as informed by his counsel. *See* Fed. R. Civ. P. 53(c)(1)(B). Mr. Toothman's role, as noted, is confined to assisting the Special Master and his counsel in understanding the technical terms, concepts, and contexts that underlie legal billing practices in the area of commercial class actions based upon his specialized knowledge in this area, and how these relate to the specific billing practices in this case.

Federal courts, beginning with the First Circuit, have recognized the importance of technical advisors in assisting the Court where, as here, it is faced with “complex issues well beyond the regular questions of fact and law with which judges routinely grapple.” *Reilly v. U.S.*, 863 F.2d 149, 156-157 (1st Cir. 1988). *See also Ass'n of Mexican-Am. Educators v. State of California*, 231 F.3d 572, 590–91 (9th Cir. 2000) (Court’s decision not to require technical expert to prepare a report or be subject to cross-examination was not error where technical advisor did not serve as a court-appointed expert witness under Fed. R. Evid. 706); *TechSearch, L.L.C. v. Intel Corp.*, 286 F.3d 1360, 1377 (Fed. Cir. 2002) (approving the use of technical advisors for understanding complex scientific and technical factual issues); *In re Diet Drugs (Phentermine/Fenfluramine/ Dexfenfluramine) Prod. Liab. Litig.*, No. 2:16 MD 1203, 2007 WL 2579620, at *2, n.11 (E.D. Pa. Aug. 27, 2007) (approving the use of a technical expert to reconcile conflicting expert opinions and to help educate the judge on the technical theories at issue); *In re Joint E. & S. Districts Asbestos Litig.*, 830 F. Supp. 686, 694 (E.D.N.Y. 1993) (distinguishing the roles of court-appointed experts under Fed. R. Evid. 706 from that of a technical advisor).

Technical advisors of this nature are particularly helpful where, as here, the record evidence before the Court, as it now exists on the issue of attorneys’ fees, is understandably not the product of the adversary testing process, but is instead based solely on the submission of one side’s application for fees—the Law Firms’. Moreover, the Court and the Special Master recognize that that there is no single, accepted method for calculating the fees of hundreds of attorneys in a large contingency case such as this. For that reason, among others, the Court clearly expects the Special Master to fully understand the different theories put forth by the Law Firms, as well as to inquire into other possible methods. *See Reilly*, 863 F.2d at 157.

The Special Master is well within his discretion in obtaining assistance from Mr. Toothman, whose role is akin to that of a judicial technical expert retained to educate and guide the Special Master and his counsel in this area in their work under the Order of Appointment. *See, e.g., Sibley v. Sprint Nextel Corp.*, 298 F.R.D. 683, 684 (D. Kan. 2014) (Court authorized Special Master to enlist technical advisor to report to the Court on technical issues of commission reconciliation raised in the litigation); *In re: Diet Drugs (Phentermine/Fenfluramine/ Dexfenfluramine) Prod. Liab. Litig.*, No. 1203, 2016 WL 1381776, at *4 (E.D. Pa. Apr. 6, 2016) (Special Master had authority under Audit Rules to appoint a technical advisor to review claims made for payment from class fund).

Finally, there are no mechanisms for a party to disqualify a judicial technical expert. *See Trustees of Boston Univ. v. Everlight Elecs. Co.*, No. CIV. 12-11935-PBS, 2014 WL 345241, at *2 (D. Mass. Jan. 17, 2014). But even if there were a method to challenge Mr. Toothman's retention, the Law Firms cannot point to any evidence that Mr. Toothman is inherently biased or otherwise unqualified to render technical expertise in the area of commercial legal billing practices. In support of their claim of partisanship, the Law Firms rely exclusively on statements made by Mr. Toothman as part of several past representations in cases involving reviews of fee petitions. There is no dispute that Mr. Toothman has previously served as an expert on the issue of reasonableness of legal fees.¹ But rather than show partisanship, these cases more aptly

¹ The Special Master further recognizes that the concepts of "plaintiff" and "defendant" are not easily applied to challenges to fee-shifting or post-settlement award of attorney's fees. Thus, one cannot easily characterize Mr. Toothman's past representations as pro-plaintiff or pro-defendant. The more accurate way to delineate Mr. Toothman's prior representations is by whether he testified in support of, or against, a given fee award. To that end, the Special Master notes that Mr. Toothman has testified both in support of fees and against awarding fees, including testifying in support of fees in several public matters. *See, e.g., Lewis & Trattner v. Krikorian* (American Association of Arbitration); *Alcan Aluminum Corp. v. Prudential Assurance Co., et al.* (C.D. Cal.); *U.S. Fire v. Aetna* (E.D. Pa.).

In fact, the Special Master is confident that even if Mr. Toothman were appointed pursuant to Fed. R. Evid. 706, by virtue of his experience and expertise he would no doubt qualify to serve in that role.

demonstrate Mr. Toothman's extensive experience in reviewing complex fee cases.²

Furthermore, the Court is not relying on Mr. Toothman to render the final legal opinion as to whether the fees awarded to the Law Firms were reasonable or not. As described above, Mr. Toothman's assignment is—based on his expertise—to educate and guide the Special Master and his counsel about the pertinent billing practices, theories, processes, and factors that bear on the ultimate calculation of attorneys' fees, a task that Mr. Toothman is eminently qualified to perform.

Although not required to, if Mr. Toothman does issue a report to the Special Master, it will be disclosed to the Law Firms and they will be given the opportunity to comment on it before the Special Master issues his Report and Recommendation.

III. CONCLUSION

For these reasons, Plaintiffs' Law Firms' Objection to the Appointment of Mr. Toothman is DENIED.



Hon. Gerald E. Rosen (Ret.)
Special Master

² At least one of the cases cited by the Plaintiffs' Law Firms, *M.H. Fox et. al., v. Tyson Foods, Inc.*, No. 99-cv-1612 (M.D. Ala), involved a case where attorneys for the petitioning law firm recorded more than 24 hours by a single timekeeper for a single day. See Exhibit G, ¶ 9 (d). Mr. Toothman's opinion that the fees charged were "unreasonable," therefore, is hardly evidence of bias.

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS
BEFORE THE SPECIAL MASTER**

ARKANSAS TEACHER RETIREMENT SYSTEM,)
on behalf of itself and all others similarly situated,) No. 11-cv-10230 MLW
)
Plaintiffs,)

v.)
)
STATE STREET BANK AND TRUST COMPANY,)
)
Defendant.)

ARNOLD HENRIQUEZ, MICHAEL T. COHN,)
WILLIAM R. TAYLOR, RICHARD A. SUTHERLAND,) No. 11-cv-12049 MLW
and those similarly situated,)
)

v.)
)
STATE STREET BANK AND TRUST COMPANY,)
STATE STREET GLOBAL MARKETS, LLC and)
DOES 1-20,)
)
Defendants.)

THE ANDOVER COMPANIES EMPLOYEE SAVINGS)
AND PROFIT SHARING PLAN, on behalf of itself, and) No. 12-cv-11698 MLW
JAMES PEHOUSHEK-STANGELAND, and all others)
similarly situated,)
)

v.)
)
STATE STREET BANK AND TRUST COMPANY,)
)
Defendant.)

OBJECTION OF LABATON SUCHAROW LLP, LIEFF CABRASER HEIMANN & BERNSTEIN, LLP, AND THORNTON LAW FIRM LLP TO PROPOSED APPOINTMENT OF JOHN W. TOOTHMAN AS EXPERT IN PROCEEDINGS BEFORE THE SPECIAL MASTER¹

Labaton Sucharow LLP, Lieff Cabraser Heimann & Bernstein, LLP and the Thornton Law Firm LLP (the “Objecting Plaintiffs’ Law Firms”) hereby note their objection pursuant to Fed. R. Evid. 706 (a) to the appointment of John W. Toothman (“Mr. Toothman”) by the Special Master as an expert to assist the Special Master and his counsel.

The chronology of this matter is as follows:

On March 8, 2017, the Court issued a Memorandum and Order appointing retired United States District Judge Gerald Rosen as a Special Master (the “Special Master”) to investigate and submit a Report and Recommendation concerning issues that emerged concerning the Court’s award of attorneys’ fees, expenses, and service awards in this class action. ECF No. 173 (the “Special Master Appointment Order”).

On March 9, 2017, the Special Master advised undersigned liaison attorney that he had retained the services of William Sinnott, Esq. (“Mr. Sinnott”) to attend all interviews, propound written discovery, and take any necessary depositions for the proceedings before the Special Master. The Special Master indicated at the same time that he was considering “seek[ing] the assistance of a forensic accounting firm and/or an expert on legal billing practices,” and that he had “received several unsolicited offers to assist” him and was also “interviewing recommended firms.” The Special Master further noted that any appointments that he might make in either or both areas (i.e., a forensic accounting firm or an expert on legal billing practices) were “solely in

¹ This objection is being directed to the Special Master, as Labaton Sucharow understands that to be the proper procedure with respect to this issue (based on, *inter alia*, communications between undersigned counsel and the Special Master). Labaton Sucharow further understands that, if the Special Master denies this objection or otherwise issues an order regarding Mr. Toothman with which the Objecting Plaintiffs’ Law Firms take exception, it will have the opportunity to object or move to modify such order with the Court pursuant to Fed. R. Civ. P. 53(f).

[his] discretion,” but that he would “consider any thoughts on any such appointments” and suggested four names, including that of Mr. Toothman of The Devil’s Advocate.

On or about March 23, 2017, the Special Master disclosed in a phone conversation with undersigned liaison counsel to the Objecting Plaintiffs’ Law Firms that he or his counsel had retained Mr. Toothman, who represents himself to be an expert with regard to legal billing practices. When this decision was made known to Plaintiffs’ Law Firms, significant concerns were voiced by several of the Plaintiffs’ Law Firms, and conveyed by the undersigned liaison attorney, to the Special Master and his counsel regarding Mr. Toothman’s perceived partisanship, long history of pre-existing opinions on the key issues involved in these proceedings, and past business relationship with Mr. Theodore Frank of the Competitive Enterprise Institute. These factors caused some among Plaintiffs’ Law Firms concerns regarding their due process right to a fair and impartial proceeding. On behalf of Objecting Plaintiffs’ Law Firms, undersigned liaison counsel asked the Special Master to reconsider appointing Mr. Toothman as an expert serving Mr. Sinnott and himself. The Special Master, in communications with the undersigned liaison attorney in the period between March 23 and March 28, declined to reconsider. Undersigned liaison counsel stated that she could find no authority for the appointment other than Fed. R. Evid. 706, although the Special Master does not consider that rule to be the source of his authority.²

Objecting Plaintiffs’ Law Firms hereby note their objection to the retention of Mr. Toothman, and ask that he be stricken as an expert,³ on the grounds of lack of independence,

² The Special Master stated that he believes that he derives this authority through the Special Master Appointment Order. Liaison counsel explained that she could not find support for the principle that the Special Master’s authority could extend beyond the authority of the Court.

³ Although the communications with the Special Master had until recent days referenced Mr. Toothman as an expert, the Special Master suggests that he could be deemed a consultant. The

partisanship, and pre-conceived determinations on key issues in this proceeding. If an expert is to be appointed by the Special Master, Objecting Plaintiffs' Law Firms understand that the only mechanism to do so is pursuant to the rule governing court-appointed expert witnesses. *See* Fed. R. Evid. 706; *see also* Fed. R. Civ. P. 53(c) (providing generally that a master has authority to perform the duties assigned and in doing so, to exercise the court's power in connection with the assignment) and Special Master Appointment Order ¶ 4.

An expert appointed pursuant to Fed. R. Evid. 706, however, must be independent and neutral, not partisan. *See, e.g., Womack v. GEO Group, Inc.*, No. CV-12-1524, 2013 U.S. Dist. LEXIS 77537, 2013 WL 2422691, at *2 (D. Ariz. June 3, 2013) (citing cases for the proposition that Rule 706 “[o]nly allows a court to appoint a neutral expert,” and it “does not contemplate the appointment of, and compensation for, an expert to aid one of the parties,” but rather that “the principal purpose of a court-appointed expert is to assist the trier of fact, not to serve as an advocate” for one of the parties.) (internal citations omitted); *In re Paiva Tej Bansal*, C.A. NO. 10-179, 2011 U.S. Dist. LEXIS 45958 at *6 (D.R.I. April 26, 2011) (“First, and most importantly, the purpose of Rule 706 is to assist the factfinding of the court, not to benefit a particular party.”). Thus, the “[c]riteria for the court’s decision to allow appointment [pursuant to Rule 706] usually include such matters as complexity of evidence, and the court’s need for an impartial viewpoint.” *Beaver v. Board of County Comm’rs*, No. 91-0165, 1991 U.S. Dist. LEXIS 20506 at *2-3 (D. Idaho Sept. 19, 1991).⁴ Given his publicly-expressed opinions and firmly held views, Mr. Toothman is not independent or neutral with respect to the investigation

Objecting Plaintiffs' Law Firms respectfully suggest that, at this point, such a change in terminology appears to be a distinction without a difference.

⁴ Fed. R. Evid. 706 also provides that the parties are permitted to depose any expert appointed pursuant to that rule, and cross examine any such expert if called to testify.

that the Court has initiated, and would not be able to provide an impartial viewpoint regarding the Court's award of attorneys' fees, expenses, and service awards in this case.

Objecting Plaintiffs' Law Firms attach the following declarations in support of their contentions regarding Mr. Toothman's bias and pre-conceived opinions:

In re Citigroup Inc. Securities Litigation, No. 07-civ-9901 (S.D.N.Y., submitted March 15, 2013) (attached as Exhibit A).

Mr. Toothman was retained by class member Theodore Frank, the same individual who has made his objection to the fee award in this case known, and attempted to solicit clients and participate in these proceedings as an adversary to Objecting Plaintiffs' Law Firms. His declaration explains that plaintiffs' class counsel represented the class through resolution of preliminary motions, "several dozen depositions," and mediation, and that the parties had provisionally agreed to settle the matter for an estimated \$590 million. *Id.* ¶¶ 9-10. Despite that high value settlement, the declaration criticizes numerous aspects of the fee petition submitted by plaintiffs' class counsel in that case. Many of Mr. Toothman's statements demonstrate that, far from being neutral, he has already reached views that are adverse to (and will be strenuously contested by) the positions that have been and will be taken by Objecting Plaintiffs' Law Firms in these proceedings before the Special Master. By way of non-exclusive example:

- Mr. Toothman offers a blanket opinion that document review should be performed electronically, or by individuals who do not have law licenses. *See, e.g.,* ¶¶ 42-43.
- Mr. Toothman then diminishes the stature of attorneys whom he groups into a category of "temporary, contract, or 'project specific' lawyers" who perform tasks such as document review. ¶ 4. Through an offensive analogy that one "cannot charge Michelangelo rates for painting a barn" (¶ 47), he opines that document

review “is not high in level, complexity, nor importance.” ¶ 49. He denounces any notion that project-specific attorneys could provide quality work akin to that of full-time, permanent associates. ¶¶ 80-86.

- Mr. Toothman claims that “[t]here should . . . be verifiable data to demonstrate that the hourly rates claimed were the rates actually billed to paying clients.” ¶ 44.⁵ He goes on to make extraordinary statements that are flatly contrary to the legal services industry, all in an effort to support his opinion that the hourly rates employed should be lower. *See, e.g.*, ¶ 53 (opining that size of a law firm, and whether the firm is “highly respected” or prestigious, are irrelevant in determining reasonable rates); ¶ 56 (opining that for attorneys, “seniority is not a relevant factor in establishing reasonable hourly rates”).
- Showing his predisposition to challenge stated fees, he opines that, when a client is not directly reviewing class counsel’s fees, staffing and expenses, the lawyer has a “blank check” and “an incentive to run up the fictional tab on the theory that the more the lawyer asks for, the more the lawyer will *net* even if the court knocks some fees off the top.” ¶¶ 76.

The *Citigroup* case is merely an example. Liaison counsel has been unable to identify in the public docket instances in which Mr. Toothman concluded that requested fees were reasonable. To the contrary, the record shows that Mr. Toothman has testified numerous times, focusing on a variety of arguments to push down fee awards based on his opinion that the amounts requested are unreasonable. For example:

⁵ As the Special Master is aware, the Objecting Plaintiffs’ Law Firms do not generally have paying clients that would allow them to provide such data, at least not in the format that Mr. Toothman apparently believes is required.

- *Charlebois v. Angels Baseball LP et al.*, No. 10-civ-893 (C.D. Cal., submitted April 19, 2012) (attached as Exhibit B): Mr. Toothman was retained by Defendant to review the fee petition submitted by plaintiffs' class counsel. He concluded that the fee petition submitted is "substantially unreasonable." *Id.*, ¶ 10.
- *In re Natural Gas Royalties Qui Tam Litigation*, MDL Docket No. 99-MD-01293 (D. Wyo., submitted March 23, 2012) (attached as Exhibit C). Mr. Toothman was retained by the relator to review legal fees and expenses submitted by defendants, as a predicate for setting an amount to be found by the Court as a sanction. Mr. Toothman offers numerous criticisms regarding the fees and expenses claimed, identifying several categories that he opines should not be included. His comments are not confined to a review of the papers before him, however; he attempts to support his opinions with sweeping generalizations about the profession as well. *See, e.g.*, ¶ 34 ("One of the paradoxes of hourly rates is that lawyers who claim to be worth more per hour because of their experience and skill typically also travel in larger packs, requiring larger pyramids of comparatively expensive lawyers and others to support them.").
- *FKI PCL and FKI Engineering, Ltd. v. Composite Technology Corp. et al.*, No. 09-cv-05975 (C.D. Cal., submitted November 19, 2009) (attached as Exhibit D). Mr. Toothman was retained by defendants to review a fee petition submitted by plaintiffs and their counsel in connection with a motion for sanctions. He concludes that the requested fee should be reduced considerably, and that a

“reasonable fee” for the tasks at issue would be 18% of the fee claimed as to one motion, and 20% of the fee claimed as to another motion. *Id.*, ¶ 22.

- *Feesers, Inc. v. Michael Foods, Inc. et al.*, No. 04-cv-00576 (M.D. Penn., submitted June 26, 2009) (attached as Exhibit E). Mr. Toothman was retained by one of the defendants to review Plaintiffs’ motion for attorneys’ fees and costs. He lists a number of items that he opines amount to “indications of questionable fees and expenses” (*id.*, ¶¶ 14-32). He ultimately concludes that he cannot present a final opinion or estimate a reasonable amount, but that he can opine “that the requested fees and expenses are unreasonable and excessive to a significant degree.” *Id.*, ¶ 33.
- *Kubbany et al. v. Trans Union LLC, et al.*, No. 08-cv-00320 (N.D. Cal., submitted February 5, 2009) (attached as Exhibit F). Mr. Toothman was retained by defendant to review plaintiffs’ motion for attorneys’ fees and expenses. Among other challenges, he opines that the rates charged are high, belittling any suggestion by plaintiffs’ counsel that the work performed was “complex”:

While there are, indeed, some inherently complex cases, when it comes time to justify their fees, every lawyer claims his or her case was “complex,” which they also blame on the court, its rules, their opponents, and so on, just as here. Typically, what makes cases “complex” is the inefficiency and denial of the labeling lawyer. Setting fees at many times the value of the case sends the wrong signal.

Id., ¶ 15(b), n.2. Ultimately, Mr. Toothman concludes that “[t]he fees claimed are excessive and unreasonable,” and calculates what he calls a “reasonable fee” that would be a small fraction of the amount of the award sought. *Id.*, ¶ 12.

- *M. H. Fox et al., v. Tyson Foods, Inc.*, No. 99-cv-1612 (M.D. Ala., submitted July 31, 2008) (attached as Exhibit G). Mr. Toothman was retained by defendant to review fee petitions submitted by counsel for the plaintiffs. He concludes that the requested fees are “excessive, unnecessary, and unreasonable.” *Id.*, ¶ 13.

Conclusion

Mr. Toothman has historically presented as a partisan advocate in the cases located in the public record, not an independent expert. The Objecting Plaintiffs’ Law Firms have a due process right to a proceeding that is fair and unbiased. To that end, this Court has put in process a system to investigate and report on, among other things, “*whether* any or all of [the attorneys’ fees, expenses, and services awards] should be reduced.” Memorandum and Order dated March 8, 2017 (ECF No. 173) (emphasis added). Respectfully, retaining a partisan “expert” who makes it his business to challenge fee petitions is not a fair method of determining whether there should be a reduction in this case. Accordingly, the Objecting Plaintiffs’ Law Firms hereby object to the appointment of Mr. Toothman as an expert in this matter, and preserve their rights in connection with the appointment.

Dated: March 28, 2017

Respectfully submitted,

/s/ Joan A. Lukey

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EXHIBIT A

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

IN RE CITIGROUP INC.) No. 07 Civ. 9901 (SHS)
SECURITIES LITIGATION)

DECLARATION OF JOHN W. TOOTHMAN

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I, John W. Toothman, declare as follows under oath:

1. I am an attorney admitted to practice in the District of Columbia and Virginia, as well as various federal and other courts. This declaration is based on my personal knowledge and information that I find to be reliable. All my expert opinions are expressed to a reasonable degree of professional certainty.

2. My firm has been retained by Theodore Frank, an objecting class member, to provide expert opinion and analysis regarding the legal fees claimed by plaintiffs' class counsel and related issues.

Summary

3. In my opinion, the documentation provided for timekeepers does not comply with legal industry standards nor standards for establishing the reasonableness of the time or fees expended for legal services. All documentation to support “regular” lawyer and other employee-timekeeper rates has been submitted in camera and has not been subject to review. Exhibit A to March 6, 2013, letter to chambers. For contract, temporary, or “project specific” staff, the documentation provided for their time is cryptic, vague, and does not meet legal industry standards for time-keeping or to demonstrate the reasonableness of the resulting fees. This is based on the content of the time records submitted to chambers by letter dated March 6, 2013, *e.g.*, Exhibit B thereto.

4. In my opinion, the information submitted to substantiate the hourly rates for the timekeepers does not meet legal industry standards nor standards for establishing the reasonableness of hourly rates for timekeepers providing legal services. This normally requires

evidence of the tasks performed, experience, skill, reputation, and ability information for each timekeeper, and evidence indicating that the rate for each is consistent with other timekeepers performing comparable types of services in the same locale. The documentation provided, *e.g.*, Exhibits H, I, & J to the March 6, 2013, Letter Submission to chambers does not provide the relevant documentation and contains primarily irrelevant or vague information. In particular, the documentation for temporary, contract, or “project specific” lawyers does not meet industry standards to demonstrate that those personnel, performing document review and coding services, deposition preparation, and the like would be properly billed at the hourly rates of “regular” lawyers performing traditional legal services at much higher hourly rates. Fee paying clients, consistent with legal industry norms, pay substantially lower hourly rates for the work performed by these timekeepers due to the nature of the tasks performed. These rates would be at or below the normal hourly rates for paralegals, for example, with limited exceptions for a few “supervisory” document review staff. Moreover, fee-paying clients regularly pay no more than actual cost for temporary or contract staff or make arrangements other than to pay the substantially enhanced amounts claimed here. Based on the limited data available, the hourly rates for contract lawyers should have been substantially lower than claimed and somewhere at or below the hourly rates of lower level paralegals.

5. In my opinion, the document review process described here was performed in an unusual and inordinately inefficient and expensive manner that is not consistent with current litigation practices, especially those involving fee-paying clients. There were indications that this document review was fundamentally flawed and wasteful. Moreover, there are indications the review was abandoned or not completed and could have been accomplished much more

efficiently (and cheaply) using currently standard methods and software tools, for much less than \$10 million. (With more details and competitive bidding, my experience indicates the cost could have been well under \$5 million.)

6. In my opinion, the fees claimed and the work claimed to have been done reflect the absence of a fee-paying client or similar influence to monitor the fees, expenses, staffing, and tactics that resulted in such a large amount of time being claimed to review approximately 40 million pages of documents produced in pre-reviewed electronic form and approximately 50 depositions (including depositions “defended” as well as taken). There was no apparent exercise of billing judgment or discretion, such as write-offs. The circumstances suggest that one explanation for this waste and lack of normal billing discretion was the pecuniary incentive created to enhance the “lodestar” for purposes of increasing the claimed fees and expenses, even after there was a tentative settlement. For example, lead counsel’s contract lawyers “billed” over \$8 million for work done after the tentative settlement was reached early in May 2012 (their three highest billing months, by far).

7. In my opinion, a fee-paying client would have paid far less for the services described by class counsel as document review and coding services performed by contract or temporary lawyers that class counsel refers to as “project specific” staff. Based on the limited information available about the size of the task, and substantial advantage provided by receiving the defendants’ production in pre-coded electronic form, this work should have cost far less than \$10 million, including the aspects attributed to depositions and preparation therefore.

8. These opinions, and additional subsidiary opinions and the bases therefore, are discussed in more detail below.

Background

9. The underlying case concerns Citigroup's alleged misrepresentations regarding the extent and risk of their exposure to collateralized debt obligations during 2007 and 2008. *In re Citigroup Inc. Securities Litigation*, No. 07 Civ 9901 (SHS) (SDNY). The case was tentatively settled on May 8, 2012, after the April 25, 2012, mediation. The case settled after resolution of preliminary motions and several dozen depositions had been taken.

10. The case has been provisionally settled for an estimated \$590 million, subject to court approval. All class counsel have apparently made an application for \$100.3 million in legal fees and expenses, which is 17% of the full settlement. The Court appointed Kirby McInerney LLP as lead class counsel, though there are fees sought by several other firms. (In this declaration I will generally refer to Kirby as “class counsel.”) The fees claimed by the firms total \$51,438,451.15 for over 115,000 hours – almost \$40 million for Kirby (almost 88,000 hours). The difference between the fee lodestar and the \$100 million claim is partly for out of pocket expense claims and partly for what is effectively a lodestar “multiplier” to increase the “lodestar” to the amount counsel claim on a common fund basis.

Exhibit D
Time and Lodestar Breakdown - Pre- and Post-Lead Plaintiff Appointment (August 19, 2008)

	Pre-Lead Plaintiff Appointment		Post-Lead Plaintiff Appointment		TOTAL	
	Hours	Lodestar	Hours	Lodestar	Hours	Lodestar
Kirby McInerney LLP	765.00	\$383,173.75	87,133.75	\$38,809,836.25	87,898.75	\$39,192,990.00
Entwistle & Cappucci LLP	7,472.20	\$3,492,053.25	5,163.65	\$2,647,684.50	12,635.85	\$6,139,737.75
Glancy Binkow & Goldberg LLP	0.00	\$0.00	8,170.48	\$3,599,863.40	8,170.48	\$3,599,863.40
Motley Rice LLC	0.00	\$0.00	4,700.25	\$1,754,477.50	4,700.25	\$1,754,477.50
Law Offices of Kenneth A. Elan	0.00	\$0.00	979.35	\$381,213.75	979.35	\$381,213.75
Law Office of Alan L. Kovacs	0.00	\$0.00	701.20	\$250,570.00	701.20	\$250,570.00
Law Offices of Kenneth H. Gold	15.00	\$6,975.00	206.50	\$96,022.50	221.50	\$102,997.50
Allen Brothers, Attorneys & Counselors, PLLC	34.95	\$16,601.25	0.00	\$0.00	34.95	\$16,601.25
TOTAL - PLAINTIFFS' COUNSEL	8,287.15	\$3,898,803.25	107,055.18	\$47,539,647.90	115,342.33	\$51,438,451.15

Exhibit D to a letter recently submitted to the Court (March 6, 2013).

11. Class counsel have apparently filed some of the key information in support of their own legal fees *in camera*. *E.g.*, Exhibit A to the letter submission to the Court on or about March 6, 2013 (hereinafter “Letter Submission”). The original Fee Application was filed on or about December 7, 2012 (Dkt. 170,171). A reply to various objections by class members, including Mr. Frank, was filed on or about January 18, 2013 (Dkt. 195). Attached to the reply is the Reply Declaration of Press & Linden in Further Support of ... Motion for Award of Attorneys’ Fees and Reimbursement of Litigation Expenses, Dkt. 196 (Jan. 18, 2013) (“Press & Linden Dec.”). Some supplemental information filed after the February 28, 2013, hearing is dated March 6, 2013 (with no docket number), which includes Exhibit A, mentioned above, and, for example, an Exhibit B showing time entries for the contract lawyers, portions of which are presented in Exhibits 2 and 3 hereto, and elsewhere in this Declaration.

12. Class members, including Mr. Frank, have been precluded from examining or verifying the Exhibit A data, which leaves the claims allegedly supported by this data unsubstantiated and unverifiable.

13. Evidently the Court, by distinguishing between “regular” attorneys and “project-specific” attorneys at the conference on February 28, 2013, has already made an important distinction between the lawyers who were practicing law – giving special protection to their billing records – and the contract lawyers who were reviewing documents. Moreover, the time entries of the contract lawyers are so cryptic and poorly documented that their time entries are uninformative.

Expert Qualifications

14. I am an attorney admitted to practice in several jurisdictions, starting with the District of Columbia in 1981, as well as federal courts in several jurisdictions.

15. I graduated from Harvard Law School, cum laude, in 1981. Before that, I graduated with honors from the University of Virginia with a B.S. and M.S. in chemical engineering.

16. I worked as an associate at two law firms in the District of Columbia, including participation in several major trials in various parts of the country, including class actions and fees claimed by class action counsel.

17. I next worked at the US Department of Justice, Civil Division, Federal Programs Branch. I was a trial attorney handling cases all over the country, including class actions and fees claimed by class action counsel. I tried more cases during that time, including various class actions and other complex cases.

18. I next joined a firm in Alexandria, Virginia, where I became a name partner and tried more cases in various federal and state courts, including work as plaintiffs counsel seeking contingent fees, for example.

19. I then became the partner in charge of the Virginia office for a regional law firm, and co-chair of its commercial litigation practice. I continued to try many cases, including complex cases in federal and state court. We also handled and obtained contingent fees, including court-ordered plaintiff fees, for example.

20. I started my current practice in 1993, where I continued to litigate and try cases in federal and state court. I also began my consulting practice then, reviewing many more cases involving issues similar to this one, including many such cases in New York and involving class actions.

21. I have extensive experience, skill, training, education, and knowledge of the subjects of legal fees, litigation, and related ethical and professional standards. I also have experience, skill, training, education, and knowledge of document production, document handling technology, document review, the fees for such services, and the like.

22. Practicing continuously since 1981, I have tried over sixty cases and represented clients in hundreds more cases in many different jurisdictions around the country. These cases have included class actions and cases involving legal fee issues, for example, ranging up to hundreds of millions and over a billion dollars.

23. I am the author, with Professor William G. Ross, of *Legal Fees: Law & Management* (Carolina Academic Press 2003). I am also the author, with Douglas Danner, of *Trial Practice Checklists 2d* (West Group 2001). I have written over twenty-five articles and

two electronic "books" on the subjects of legal fees, examinations of legal fees, legal fee management, legal ethics, litigation, and related subjects. I have spoken regularly on these subjects and regularly taught continuing legal education seminars on these subjects as well – examples of these are contained in my resume.

24. Founded in 1993, my consulting firm, known as The Devil's Advocate or TLF Consulting, has examined over \$1 billion in legal bills and consulted with numerous clients on the subjects, for example, of legal fees, litigation strategy and tactics, legal ethics, attorney performance, and work product quality. Our engagements typically involve at least \$1 million in legal fees, up to more than \$100 million in legal fees claimed. I am regularly consulted as an expert in these fields by, for example, business and professional publications as well as by law firms and clients, including consultations regarding legal fee claims in cases like this.

25. I have testified as an expert on more than sixty occasions. I have testified as an expert witness as to legal fees, examinations of legal fees, legal fee management, litigation, and related subjects (both challenging and supporting claims for legal fees) in courts around the country, including the U.S. District Courts for the District of Columbia, Eastern District of Virginia, Eastern District of Pennsylvania, Middle District of Pennsylvania, Southern District of New York, Central District of California, Northern District of Ohio, Western District of Michigan, and the Northern District of Alabama; the U.S. Bankruptcy Courts for Delaware and Maryland; state or local courts in the District of Columbia, Maryland, California, Virginia, Illinois, Nevada, Florida, Ohio, and Pennsylvania; and also arbitrations in various jurisdictions.

26. I have served as an arbitrator of legal fee disputes for two terms each in bar organizations in Virginia and the District of Columbia.

27. I am also the founder and editor in chief of LitWatch, a litigation news service, which reported on cases such as this and other issues relevant here. We published hundreds of stories regarding litigation comparable to this litigation, including legal issues, strategy and tactics, discovery issues, and the like.

28. My current resume is Exhibit 1.

Materials Reviewed

29. We have reviewed various materials submitted by class counsel and Mr. Frank regarding issues relating to the fee application by class counsel, objections thereto, replies, and supplemental submissions. The ones upon which I am specifically commenting are described or cited directly in this Declaration.

30. My opinions are also based on my own knowledge and experience, as well as these materials.

Analysis & Conclusions

Time Records

31. Because Exhibit A to the March 6, 2013, Letter Submission, which is the “regular” attorney time records, has been kept confidential from the class members, the only documentation for claimed legal fees is found in Exhibit B to the Letter Submission, which provides a compilation, prepared for this litigation, of the time allegedly worked by the temporary or contract lawyers whom class counsel used primarily to review documents. Exhibits 2 & 3 are the portions of Exhibit B that were provided in spreadsheet form as to the Kirby contract lawyers – other portions of Exhibit B contain time records for contract lawyers used by other class counsel.

32. The vast majority of the time entries in Exhibit B have insufficient detail to establish that the work allegedly done was properly billable, involved rendering of billable professional services (as opposed to non-billable clerical services), or that the amounts claimed represent a reasonable amount of time to accomplish necessary tasks.

33. For example, almost \$20 million in entries consist of the words "document" and "review." These cryptic time entries are normally disallowed by clients (and courts) in their entirety. Here are some examples, more of which are in Exhibits 2 & 3 hereto:

Date	Time	Rate	Fees	Code	Description
3/16/2011	8.00	\$ 550.00	\$ 4,400.00	3	document review
3/16/2011	8.00	\$ 550.00	\$ 4,400.00	3	document review
3/16/2011	8.00	\$ 525.00	\$ 4,200.00	3	document review
3/17/2011	8.00	\$ 550.00	\$ 4,400.00	3	document review
3/17/2011	8.00	\$ 450.00	\$ 3,600.00	3	document review
3/17/2011	8.00	\$ 550.00	\$ 4,400.00	3	document review
3/17/2011	8.00	\$ 550.00	\$ 4,400.00	3	document review
3/17/2011	8.00	\$ 525.00	\$ 4,200.00	3	document review
3/18/2011	8.00	\$ 450.00	\$ 3,600.00	3	document review
3/18/2011	8.00	\$ 550.00	\$ 4,400.00	3	document review
3/18/2011	8.00	\$ 550.00	\$ 4,400.00	3	document review
3/18/2011	8.00	\$ 525.00	\$ 4,200.00	3	document review
3/21/2011	8.00	\$ 450.00	\$ 3,600.00	3	document review
3/21/2011	8.00	\$ 550.00	\$ 4,400.00	3	document review
3/21/2011	8.00	\$ 550.00	\$ 4,400.00	3	document review
3/21/2011	8.00	\$ 550.00	\$ 4,400.00	3	document review
3/21/2011	8.00	\$ 525.00	\$ 4,200.00	3	document review
3/22/2011	8.00	\$ 450.00	\$ 3,600.00	3	document review
3/22/2011	8.00	\$ 550.00	\$ 4,400.00	3	document review
3/22/2011	8.00	\$ 550.00	\$ 4,400.00	3	document review
3/22/2011	8.00	\$ 550.00	\$ 4,400.00	3	document review
3/22/2011	8.00	\$ 525.00	\$ 4,200.00	3	document review
3/23/2011	8.00	\$ 550.00	\$ 4,400.00	3	document review
3/23/2011	8.00	\$ 450.00	\$ 3,600.00	3	document review
3/23/2011	8.00	\$ 550.00	\$ 4,400.00	3	document review
3/23/2011	8.00	\$ 550.00	\$ 4,400.00	3	document review
3/23/2011	8.00	\$ 525.00	\$ 4,200.00	3	document review
3/24/2011	8.00	\$ 450.00	\$ 3,600.00	3	document review
3/24/2011	8.00	\$ 550.00	\$ 4,400.00	3	document review
3/24/2011	8.00	\$ 550.00	\$ 4,400.00	3	document review

We have omitted the names of the timekeepers. (Names do appear in the Exhibits hereto, which should therefore be filed under seal if necessary.)

34. An entry that says “document review” for eight hours means that at least eight hours were actually performed doing document review alone. If, for example, the timekeeper

also had a team meeting or conference with others – of which the Press & Linden Reply Declaration says there were many (Dkt. 196) at Para. 101.b – this should be separately recorded and the time thereby expended noted, also separately for a task-based entry. Nor are there, for example, details in these entries about what documents were reviewed, the quantity of such documents reviewed by each person each day, the purpose for which they were reviewed, what the "attorney" doing the review actually did with the knowledge thereby gained upon looking at the document (such as enter coding data), and so on.

35. Several other time entries suggest, however, that the firm actually has additional information to measure the efficiency and production of their document coders. *See, e.g.*, Exhibit B, Paul Keaton time entry (7/19/2012) ("... creation of batches for coding, computation and monitoring of production numbers; monitor individual reviewers, ..."; Mr. Keaton has a number of similar entries). This confirms that the work being done is routine document coding, complete with "production" requirements to enforce work quotas and the like – not the provision of professional attorney services.

36. There are no apparent instances where time has been adjusted or written off – there are no indicia of any exercise of billing judgment or discretion.

37. The time entries in Exhibit B to the Letter Submission (Exhibit 2 & 3 hereto for Kirby entries only) are typically in large chunks of time (often a full work day, which is more than a full billable hour day) and block-billed, without any task-based or other usual breakdowns of time. Exhibit 5 hereto shows some of the larger time entries, in descending order by hours. There are 3,262 time entries over 8.0 hours, totaling over 32,400 hours and \$15,217,675 alone.

Date	Time	Rate	Fees	Code	Description
6/12/2012	9.50	\$ 375.00	\$ 3,562.50	3	Stuckey deposition reading and digesting
6/12/2012	8.25	\$ 550.00	\$ 4,537.50	3	document review
6/12/2012	9.25	\$ 375.00	\$ 3,468.75	3	document review
6/12/2012	8.50	\$ 550.00	\$ 4,675.00	3	Document review
6/12/2012	10.25	\$ 550.00	\$ 5,637.50	3	document review
6/12/2012	10.00	\$ 450.00	\$ 4,500.00	3	document review
6/12/2012	12.00	\$ 425.00	\$ 5,100.00	3	Coding documents
6/12/2012	9.75	\$ 400.00	\$ 3,900.00	3	Document review
6/12/2012	8.00	\$ 475.00	\$ 3,800.00	3	document review
6/12/2012	8.00	\$ 550.00	\$ 4,400.00	3	document review
6/12/2012	10.00	\$ 425.00	\$ 4,250.00	3	reviewed Citi securities litigation materials
6/12/2012	10.50	\$ 550.00	\$ 5,775.00	3	document review
6/12/2012	8.00	\$ 550.00	\$ 4,400.00	3	document review
6/12/2012	9.25	\$ 550.00	\$ 5,087.50	3	conducted coding regarding hot, interesting and relevance; created batches and monitored rate and production numbers
6/12/2012	13.00	\$ 350.00	\$ 4,550.00	3	document review
6/12/2012	10.00	\$ 350.00	\$ 3,500.00	3	Relativity - coding
6/12/2012	9.00	\$ 425.00	\$ 3,825.00	3	QC and reviewed and coded documents; reviewed and responded to emails; handled employee inquiries
6/12/2012	12.00	\$ 525.00	\$ 6,300.00	3	document review: coded Aldama and Carosielli documents
6/12/2012	9.50	\$ 450.00	\$ 4,275.00	3	Review documents using relativity
6/12/2012	11.25	\$ 375.00	\$ 4,218.75	3	reviewed documents of Custodian (Mills) with the following bates range: IN_RE_CITI_34 12954773 to 12966383
6/12/2012	8.00	\$ 350.00	\$ 2,800.00	3	Reviewed documents

Note these time entries are all for the same day, June 12, 2012, over a month after the tentative settlement.

38. Block billed time entries impede analysis of the reasonableness of time expended by lumping or mixing all tasks into one block entry per day. (Courts typically adjust for the impact of block billing by making a percentage reduction in the amount claimed, on top of reductions for other problems, like the cryptic entries noted above.)

39. These entries are apparently for the full time each person was *paid* for each day, not just the billable portion. Indeed, the submissions from other class counsel (besides Kirby) appear to be payroll time records, not billable time records, and the Kirby records, though in a different format, have the same type of payroll-style entries. *See, e.g.*, Exhibit B to Letter Submission for Elan (one entry per week, full work week time – note especially the handwritten

time sheets), Glancy (full day entries uniform descriptions). In the marketplace, clients do not pay for *payroll* time and law firms do not bill for payroll time – only the net billable portion thereof.

40. There is a distinction between billable professional time and the time one spends at the office or "working" – not all "working" or *payroll* time is *billable* time reasonably and necessarily expended rendering professional services. An eight hour work day does not result in eight billable hours. For example, administrative actions, like recording time or performing office or personal tasks, mandatory break or lunch time, and the like are not billable as professional services to a client even if employees or contractors are paid wages for that time.

41. From their uncharacteristic uniformity and lack of detail, it is apparent that the content of these time entries in Exhibit B (Kirby portion in Exhibit 2 & 3 hereto) were manipulated, either by dictating to the workers the standard content in advance or also, perhaps, by post-entry editing (where the underlying documentation has not been produced). This rendered the records devoid of information necessary to verify what was actually done, let alone whether the amounts claimed were reasonable and necessary to this litigation.

42. The work in question was primarily, though not exclusively, review of documents obtained from Citigroup and some "third parties" in discovery. Because this was review of a defendant's production, by plaintiff, there was no necessity to review, for example, for privileges, work product, trade secrets, private data, or the like. This type of review for content is routinely done electronically by paying clients, by converting all the data into searchable databases (as with Google and so forth). This eliminates the manual "coding," which is not only expensive but prone to human error and inconsistencies. The normal electronic review results in a far more

modest charge for the actual cost of compiling the database – paid by clients at actual cost with minimal amounts of billable time, usually at the paralegal cost level. The “sophisticated database system” class counsel apparently chose specially for this project is one of many programs that perform these functions, but the demand for manual coding is normally from defendants producing documents not from plaintiffs searching through the pre-screened database.

43. It was evidently a conscious strategy by class counsel to employ only personnel with law licenses for purposes of claiming higher hourly rates for these routine, nonprofessional tasks. This is not the standard practice for litigation apart from this area of “lodestar” enhancement. No fee-paying client would authorize or pay such expenditures for document review at full attorney rates, particularly in these amounts, except for a much smaller amount of time that would be spent by experienced litigators supervising the process and paralegals performing document searches and retrievals from the electronically-compiled data.

Hourly Rate Substantiation

44. Reasonable hourly rates are established based on the actual experience, reputation, and ability of the lawyer or other timekeeper with the skill necessary to do the task, consistent with the rates of other timekeepers with comparable experience and ability who work on similar tasks in the same locale. There is no documentation for actual relevant experience (not merely longevity), reputation, and ability of the timekeepers listed in Exhibit B. *See* Exhibits H, I, J to Letter Submission. Instead, there are generic resumes and a table with limited data apparently designed to make general suggestions of experience – without crucial details like the nature of the work and rates actually billed therefore. This is not the data normally used to

set hourly rates, but was apparently designed to support class counsel's theory that *seniority* – raw years out of law school – is the basis for setting hourly rates. There should also be verifiable data to demonstrate that the hourly rates claimed were the rates actually billed to paying clients, who actually paid them in full, for example.

45. Although they claim some “experience with complex securities litigation,” class counsel apparently admit that they did not have experience with many aspects of this case. Press & Linden Reply Dec. Para. 108 (Dkt 196). This lack of on-point experience suggests that their “standard” hourly rates – even for the Exhibit A “regular” timekeepers – should have been discounted because they were working outside their expertise and had to waste time to receive on-the-job training. Paying clients decline to pay for on-the-job training.

46. Analysis in the marketplace of fee-paying clients for reasonableness of legal fees, hourly rates, and time billed, does not vary based on the title given to a timekeeper. Calling temporary or contract lawyers “project-specific attorneys,” “partners,” “of counsel,” “legal assistants,” or whatever does not justify a higher hourly rate. Moreover, a title cannot convert non-billable clerical work into billable professional time. For example, copying and typing, just because they are performed by lawyers, do not thereby become billable professional tasks.

47. Of particular importance here, the reasonable hourly rate is also a function of the nature of the work being done: Clients do not pay for lawyers to do paralegal work at full rates, even if it is billable work. Lawyers working below their full professional service level do not command their normal hourly rate if they are not working at that level – billing full rates for lawyers doing paralegal work or partners doing associate work does not produce a reasonable fee. The analogy which has become the catch-phrase for this phenomenon is that the lawyer

cannot charge Michelangelo rates for painting a barn. Class counsel's contract lawyers were barn painters.

48. In the Reply Declaration of Press & Linden, at Para. 56 (Dkt. 196), class counsel state that "Project-specific personnel were not segregated into 'low-skilled' work ... but rather were entrusted with the same high-level, high-complexity, high-importance work performed by Kirby McInerney personnel at both partner and associate levels. Their billing rates therefore reflect and are appropriate for the work they actually performed."

49. This is not borne out by the actual time entries, which have, for example roughly \$20 million worth of entries saying just "document" and "review." Exhibit B to Letter Submission and Exhibits 2 & 3 hereto. That work is not high in level, complexity, nor importance. The rates claimed are far too high for document review in the legal marketplace of fee-paying clients, of any kind, but especially as described here and in class counsel's supporting materials.

50. If it is true that the unseen entries from "regular" attorneys in Exhibit A to the Letter Submission were similar and for the same tasks as the contract lawyers, this suggests that the rates for the "regular" attorneys are too high (on the Michelangelo/barn rationale), not that the contract lawyer rates should be increased.

51. The time records reflect that contract lawyers were working with "regular" attorneys on depositions, for example, *id.* at Para 56, but they do not indicate that the contract lawyers were doing actual *deposition* work. Their entries use that word or its root (totaling just under \$3.5 million for almost 7,500 hours at an average hourly rate of \$470) in Exhibit B for lead counsel, see Exhibit 2 hereto). But, as the table of examples below shows, they were not

doing “deposition” work as such, just things like document review in support of deposition preparation and document review, reading depositions, and, of course, coding them into the database. *See*, Exhibit 4 hereto (deposition time entries).

Date	Time	Rate	Fees	Code	Description
6/8/2012	6.00	\$ 550.00	\$ 3,300.00	3	Draft spreadsheet documenting relevant passages discussed during deposition of Shawn Feeney
6/9/2012	4.50	\$ 375.00	\$ 1,687.50	3	Stuckey deposition reading and digesting
6/9/2012	1.00	\$ 550.00	\$ 550.00	3	depositions
6/9/2012	1.75	\$ 550.00	\$ 962.50	3	Conduct review of deposition summaries and creating of master spreadsheet; review coding protocol for coding
6/9/2012	4.00	\$ 350.00	\$ 1,400.00	3	Samir Bhatt deposition
6/9/2012	2.00	\$ 350.00	\$ 700.00	3	review of deposition
6/9/2012	3.50	\$ 550.00	\$ 1,925.00	3	Draft spreadsheet documenting relevant passages discussed during deposition of Shawn Feeney
6/10/2012	8.00	\$ 375.00	\$ 3,000.00	3	Stuckey deposition reading and digesting
6/10/2012	4.50	\$ 350.00	\$ 1,575.00	3	review of deposition
6/10/2012	5.00	\$ 550.00	\$ 2,750.00	3	Draft spreadsheet documenting relevant passages discussed during deposition of Shawn Feeney
6/11/2012	11.00	\$ 375.00	\$ 4,125.00	3	Stuckey deposition reading and digesting
6/11/2012	3.00	\$ 550.00	\$ 1,650.00	3	depositions
6/11/2012	9.00	\$ 550.00	\$ 4,950.00	3	conducted coding regarding hot, interesting and relevance; reviewed recent deposition spreadsheets
6/11/2012	6.50	\$ 350.00	\$ 2,275.00	3	Review deposition and document review
6/11/2012	4.50	\$ 500.00	\$ 2,250.00	3	reviewed and scheduled Martinelli's deposition
6/11/2012	7.50	\$ 550.00	\$ 4,125.00	3	Draft spreadsheet documenting relevant passages discussed during the deposition of Shawn Feeney
6/12/2012	9.50	\$ 375.00	\$ 3,562.50	3	Stuckey deposition reading and digesting
6/12/2012	3.00	\$ 550.00	\$ 1,650.00	3	depositions
6/12/2012	2.00	\$ 350.00	\$ 700.00	3	Review deposition
6/12/2012	9.00	\$ 550.00	\$ 4,950.00	3	Draft spreadsheet documenting relevant passages discussed during the deposition of Shawn Feeney
6/13/2012	9.00	\$ 375.00	\$ 3,375.00	3	Stuckey deposition reading and digesting
6/13/2012	1.00	\$ 550.00	\$ 550.00	3	depositions
6/13/2012	7.50	\$ 550.00	\$ 4,125.00	3	Draft spreadsheet documenting relevant passages discussed during the deposition of Shawn Feeney
6/14/2012	10.00	\$ 375.00	\$ 3,750.00	3	Stuckey deposition reading and digesting
6/14/2012	3.00	\$ 350.00	\$ 1,050.00	3	Review deposition and document review
6/14/2012	8.00	\$ 550.00	\$ 4,400.00	3	Draft spreadsheet documenting relevant passages discussed during the deposition of Shawn Feeney; e-mail completed spreadsheet to P. Keaton; review coding instructions for document review project; review and code documents related to Citigroup litigation for relevance
6/15/2012	8.50	\$ 375.00	\$ 3,187.50	3	Stuckey deposition reading and digesting
6/15/2012	8.00	\$ 350.00	\$ 2,800.00	3	Review deposition and document review
6/16/2012	6.00	\$ 550.00	\$ 3,300.00	3	depositions

(Names omitted.) Note, as before, that all this work was done a month or more after the case was tentatively settled.

52. Apparently to justify the hourly rate markups to rates for “regular attorneys,” Reply Declaration of Press & Linden, at Para. 49 (Dkt 196), they make several assertions to

support the proposition that the “project-specific attorneys” were qualified and must have done good quality work because, *e.g.*, they attended “prestigious law schools,” used to work at “prestigious law firms,” have done document review for other firms (but without stating what rate they were billed at), had prior experience in similar cases (doing document review work according to the data provided), and a variety of other qualifications, like accounting experience. Yet class counsel still had to give them “extensive training” to do document review work. *See, also*, Para. 63, et seq.

53. Law school and former law firm identity are not factors in the marketplace for setting reasonable hourly rates. *See also*, Para. 67, 69. Nor are the size of a law firm, whether someone calls it “highly respected,” or its alleged “prestige” factors used to set reasonable hourly rates. *Id.*, Para. 71 & 72.

54. Prior *relevant* experience matters in setting a rate, but experience doing document review or other contract work does not justify a “regular attorney” hourly rate – because of the type of work, which triggers the Michelangelo/barn problem. Nor does experience doing “regular attorney” work in another project or prior employment justify a rate above that for document review work that was the task being done here. Even if these people have exceptional experience in this type of work, that would, at most, justify a rate at the high end of the relatively low rates for *document review*, not something in a higher professional class of work. Otherwise, every tenth year associate or paralegal with ten years of experience would have the same rate as a partner with ten years of experience – it is not the title, it is the level or type of work actually done. So a tenth year partner, associate, or paralegal doing document review work would have a billing rate capped at that of a document reviewer. And, if they don’t have experience relevant

to that type of work, they would not even command a document review rate at the high end for document reviewers.

55. Later Press & Linden, Reply Dec., at Para. 63 (Dkt. 196), say “many of these attorneys had prior experience working for large defense law firms on complex litigation or had other relevant prior work experience or education.” Some “relevant” prior experience (especially doing document review) or education is not equivalent to the experience of a full-time lawyer doing professional legal work, not document review. *See also Id.* Para. 67, 72 (experience class counsel selected for in hiring these lawyers was “prior document review work” or previous “document review work”). As class counsel confirms, *Id.* Dec. Para. 71, the contract lawyers were selected for their “document review experience,” including whether they had worked with the same “database system” class counsel chose to use here – apparently a program called “Relativity.” (We have apparently worked on reviews of bills from firms in which Relativity was used, based on their client list online.) The most expert document reviewer in the world does not have a reasonable hourly rate more than a fraction of that for an experienced trial lawyer in the same locale, for example, and never more than a mid-level or lower level paralegal, let alone the most junior associate.

56. Also to justify the hourly rate markups for contract lawyers, Declaration of Press & Linden Reply Dec., at Para. 51 (Dkt. 196), class counsel state that the rates charged for all these lawyers – “regular” and irregular – were “in line with billing rates typically charged by attorneys of similar *seniority* in” plaintiffs’ and defendants’ firms. (Emphasis supplied, *see also*, Para. 154.) In the marketplace for lawyers and clients, seniority is not a relevant factor in establishing reasonable hourly rates. Looking at hundreds, thousands, or hundreds of thousands

of documents does not increase one's value for hourly rate purposes – it is the same task performed over and over. Two lawyers graduating from the same law school class and working at the same firm, one with experience trying thirty cases and the other doing document review for the same thirty cases, do not have the same reasonable hourly rate. Moreover, in addition to being repetitive, contract document review work tends to be sporadic, not the concentrated, continuous experience obtained year in and year out by “regular” lawyers practicing law.

57. Even assuming these were the best qualified and experienced contract document reviewer/coders in the world, perfectly attuned to the issues they were coding for here, their rate must still be in the scale for document coding and review. That is how they are paid by bill-paying clients.

Document Review Process

58. Class counsel state that there were "nearly 40 million pages of documents" reviewed to prepare for "depositions of dozens of witnesses and to proceed to trial..." Reply Declaration of Press & Linden at Para. 57, 60 (Dkt 196). Although much of the cost of this process is hidden by the *in camera* submission of Exhibit A to the Letter Submission, the cost of reviewing these documents, if they were actually all reviewed, was by far the largest component of the \$51 million apparently claimed. I do not have many statistics or details about the condition of the documents, documentation showing whether the review process was completed (or whether it was successful), but a rule of thumb for the cost of document reviews, even with some manual review for privileges, etc., is \$0.25 per page, or less, down to a small fraction of that for a more automated review. By that crude metric, the total cost should have been \$10 million or less, even if successfully completed and otherwise necessary.

59. The attempt to compare the situation here to that of defense firms using contract or temporary lawyers, Press & Linden Reply Decl. at Para. 46, 59 (Dkt 196), is misleading, too. For example, the fact that defense law firms also use temporary or contract lawyers, Para. 59, which is true some of the time, does not mean that their clients pay “regular” lawyer rates for them – in fact, they do not. They either bill the services at cost, they send them out to a vendor (usually at direct client expense), they have the client do the work in-house, or they charge a much lower rate – typically less than a paralegal rate up to a mid-level paralegal rate for “supervisory” reviewers if the work is done inside the law firm.

60. There has been some discussion about whether this was some sort of advanced versus “first-tier” document coding. Reply Declaration of Press & Linden Dkt 196), at Para. 50, see also, Para. 85-151. By their very brevity and cryptic content, the time entries in Exhibit B to the Letter Submission are indicative of lowest tier coding, however you label it, with a layer or two of supervisory reviewers, which you can also tell from their entries (which have more detail as well as words indicating supervisory activity). Here are examples of both:

Date	Time	Rate	Fees	Code	Description
7/3/2012	12.00	\$ 375.00	\$ 4,500.00	3	Berkeley document review
7/3/2012	10.00	\$ 550.00	\$ 5,500.00	3	document review
7/3/2012	7.50	\$ 375.00	\$ 2,812.50	3	document review
7/3/2012	1.00	\$ 550.00	\$ 550.00	3	document review
7/3/2012	8.50	\$ 550.00	\$ 4,675.00	3	document review
7/3/2012	11.50	\$ 550.00	\$ 6,325.00	3	document review
7/3/2012	6.50	\$ 450.00	\$ 2,925.00	3	document review
7/3/2012	5.00	\$ 425.00	\$ 2,125.00	3	coded documents
7/3/2012	6.25	\$ 400.00	\$ 2,500.00	3	Document review
7/3/2012	8.00	\$ 550.00	\$ 4,400.00	3	document review
7/3/2012	9.00	\$ 400.00	\$ 3,600.00	3	document review
7/3/2012	10.50	\$ 375.00	\$ 3,937.50	3	Citi document coding
7/3/2012	5.00	\$ 425.00	\$ 2,125.00	3	reviewed Citi securities litigation materials
7/3/2012	8.00	\$ 550.00	\$ 4,400.00	3	document review
7/3/2012	14.00	\$ 350.00	\$ 4,900.00	3	document review
7/3/2012	11.50	\$ 350.00	\$ 4,025.00	3	continued with coding Garcia documents
7/3/2012	9.00	\$ 425.00	\$ 3,825.00	3	QC and review of coded documents; R&R to e-mails; handle employee inquiries
7/3/2012	12.00	\$ 525.00	\$ 6,300.00	3	document review: Mehrish, Quintin
7/3/2012	13.50	\$ 375.00	\$ 5,062.50	3	reviewed documents of Custodian (Berkeley) with the following bates range: IN_RE_CITL_34 23496387 to 23513525
7/3/2012	5.00	\$ 350.00	\$ 1,750.00	3	reviewed documents
7/3/2012	8.50	\$ 350.00	\$ 2,975.00	3	document review
7/3/2012	4.25	\$ 550.00	\$ 2,337.50	3	review documents
7/3/2012	10.00	\$ 500.00	\$ 5,000.00	3	reviewed coding instructions; reviewed production and coded same

61. Moreover, someone must be doing the coding – however it is labeled – and the world of document review and coding is in the shape of a pyramid, so that would also be the most common job description. By default, if nothing else, the vast majority of the contract lawyers were doing lower level work, *e.g.*, the \$20 million worth of “document review” or “review documents.”

62. Remarkably, Press & Linden Reply Dec. (Dkt 196), Para. 83-95, 101b, claim that class counsel did no preliminary or “first tier” or “objective” coding – none at all – because this was already provided gratuitously by defendant, and third-party document sources, as part of their production. (The items class counsel claim were equivalent to “first tier” coding contained in page metadata are not really equivalent to coding at all.) They claim that all class counsel’s enormous charges for review and coding – indeed virtually all the time billed by all the contract lawyers and class counsel – was billed in “second pass” or “second tier” *advanced* coding and reviewing, specifically for purposes of preparing for several dozen depositions (around fifty if you count the deposition defenses). That would make the cost per deposition well over \$1 million, even though the primary tier – base of the work pyramid – document review was already done for “free” through the defendant’s electronic production. (Sometimes a large part of the expense for document production is just the cost of converting paper documents to electronic data – that, too, was “free” here.)

63. This description of higher level coding and review is fanciful when compared with how this work is normally described and implemented in the real world. *See also Id.* Para. 108-118. In my experience, including reviews and post-mortems of successful and unsuccessful document projects like this, no experienced law firm or client would create such a complicated

system for coding – relational database software does what class counsel say they were trying to accomplish far more efficiently and accurately (and cheaply, and quickly). (What we have seen, however, is firms attempting this sort of project and failing.) Google does not, for example, have thousands or millions of personnel coding internet data. Electronic database technology, “sees” the same relationships through search logic, far more efficiently, consistently, and quickly than a team of different human beings reading the documents individually, injecting all sorts of human error, ever could. Typically this sort of convoluted, complex, and manual document review effort fails and is effectively worthless (except for the electronic database if it is competently created). This collapse evidently happened here as the deadline for taking depositions approached, plus the reorganization of contract and “regular” lawyers into multiple sub-teams by individual deposition, plus the creation of old-school deposition notebooks with copies of numerous documents, efforts to cross-reference and index, and the like. There was even an abrupt influx of more personnel (the “supplemental” team) the same week the case was tentatively settled in May 2012.

64. The talk about “holistic work” and the lack of any distinction between what document reviewers and “regular” lawyers were doing, *id.* Para. 93, indicates disorganized chaos due mostly to an overly elaborate, ad hoc document review system. There is no Zen or magical approach to finding combinations of words or implications in documents. It also indicates, to me, a lack of experience with comparable document review efforts. Lack of experience should result in a lowering of hourly rates, as noted before.

65. The unraveling of this allegedly well-planned, well-organized, and specially trained process, as revealed in *id.* Para. 97-98, is blamed on pressing court deadlines and the

large number of documents. Class counsel then called in the “supplemental team” of reinforcements, inflating the lodestar even more, and reshuffled the team and process.

66. The description of the many layers of their review, *id.*, Para. 108-18, are a roadmap to collapse – which occurred when the deposition crunch came. This failure renders the amounts expended unreasonable and unnecessary – paying clients would exact a substantial reduction for this waste, plus the duplication of effort caused by scrambling to the proverbial “Plan B.” This is also indicative of a lack of comparable pretrial experience and of actual trial experience, which would normally result (especially with paying clients) not only in a reduction or write-off of the document review charges, but also of rates and hours wasted by “regular” counsel on the failed effort and to hastily and duplicatively pursue “Plan B.”

67. Similarly, the many paragraphs describing the special training class counsel gave itself and the extensive “monitoring,” *id.* Para. 119-129, further suggest this was an ad hoc system it created on the fly for this case, with little similar past experience. As I have noted elsewhere, the suggestion that all this special training was necessary even for class counsel, let alone contract staff, indicates they were getting on the job training and their normal hourly rates were therefore too high.

68. Despite all the assurances that the firm was selecting contract lawyers for prior document review experience, I did not see anything indicating that the firm had used this system before and the document reviewers were specially hired for this engagement – even the software was described as being “selected” for this project (the “Relativity” system mentioned above, I believe). Firms that do this sort of work regularly usually employ the same software repeatedly and have a staff of regular document reviewers, full or part-time, or farm the work out to

agencies or vendors who have experienced staff, plus more experience with the software system they are using.

69. As things unraveled, Para. 101b & 130-146, class counsel resorted to creating a whole sub-team devoted to each deposition – including reviewing documents unique to each, with their own meetings and command structure and training. The culmination of this process was to create a deposition notebook with hundreds of documents for each deponent, including a memorandum, cross-references from other depositions, and an index of the notebook. This process would go on for weeks – for each team working up each deposition separately.

70. This does not describe an automated, modern system for document review or deposition preparation. This is old school, inexperienced, manual, wasteful, and excessive – reflecting the collapse of the expensive document review.

71. Since 1981, I have been familiar with the various iterations and permutations of document review and coding, from the obsolete manual methods through hybrids (used by defense counsel screening for privilege, etc.) and up to fully or nearly fully automated review. I am also familiar with the cost of these services and how paying clients deal with them.

72. One of several passages in the Press & Linden Reply Declaration describes it thus: “attorneys coded documents not merely for degree of relevance but for their probity with respect to an extremely wide array of different factual and legal issues, which here numbered more than 50 discrete issues, and which required extensive training in and understanding of the most intricate factual complexities associated with Plaintiffs’ claims...” Para. 101.a. It would be impossible to maintain consistency, let alone uniformity, across the thousands of permutations

class counsel describe. It would also be unnecessarily time consuming to apply so many variables to millions of pages of records.

73. Indeed, the slender biographical information on the review personnel, Exhibits H, I, J to the Letter Submission indicate that they had done traditional document review, often for multiple firms (including firms whose work product in this regard I am familiar with from other engagements). Most of those firms are defense law firms doing the type of privilege/secret/relevance review which, as I have noted elsewhere in this Declaration, typically does involve more manual review by document-reviewing lawyers or paralegals.

74. To demonstrate that there was some special or uniquely valuable or uncommon review going on here, counsel could normally release a sample of document review work product and productivity details. Concrete examples of crucial, previously unknown documents located or crucial, unexpected deposition testimony obtained through these efforts would normally also be available to paying clients or to substantiate such unusual charges.

Absent Client

75. Where there is no client (or client surrogate) in a position to monitor counsel, make client decisions, review legal bills, negotiate a reasonable billing agreement, question tactics, and so on, there is an “absent” client situation. A client with a financial interest in maintaining cost-effective representation and the presence of a fee-paying client (who may also object to excessive fees) has a marked impact on tactics, staffing, and billing actions of the law firm. Class actions are a prime example of an “absent” client situation where the fees and expenses are, literally, out of control. The absence of exercised billing discretion, like write-offs, is another indication.

76. There was no fee-paying client (or independent entity) to monitor and manage class counsel's fees, staffing, expenses, and the tactics it employed. The absence of a client to whom the lawyer must report (and depend upon for payment) leaves the lawyer with a "blank check" and, in this situation, an incentive to run up the fictional tab on the theory that the more the lawyer asks for, the more the lawyer will *net* even if the court knocks some fees off the top. Because of the low cost and high return if contract lawyers are paid at "regular" attorney rates for document review work, they are particularly valuable as a source for revenue windfalls, even though there is a risk (though reduced due to the lower cost of such personnel) of contingent fee non-recovery if a given case fails.

77. In normal litigation circumstances, the defendants are in the next best position after clients (and have the resources) to raise objections to plaintiff counsel's petition for fees and expenses. That is not the case here because class counsel negotiated a "clear sailing" settlement term favorable to plaintiffs' counsel, and contrary to the interest of their nominal clients, to exclude defendant from litigating the issue of plaintiff counsel's fees and expenses. (That this may be a common practice in this type of litigation does not alter the impact they have on the facts.)

78. The proposed settlement includes a so-called "clear sailing" provision preventing Citigroup from questioning, objecting to, or opposing the fee petition. The adversaries when it comes to class fees are class counsel and their nominal clients. The "clear sailing" provision is contrary to the interests of the class members and negotiated by class counsel for their own pecuniary benefit. These fees and expenses are being sought out of the "common fund" created by the settlement, which belongs to the class members, most of whom are absent and have a

proportionally minimal interest in the case, so the traditional adversarial system for testing submissions by an opposing party are not present. This peculiar dynamic apparently existed and skewed the analysis in all the precedents cited by class counsel as benchmarks for their fees. These narrow, skewed benchmarks are not consistent with the rest of legal practice nor with what clients actually pay.

79. Because of the proportionally small stake each class member has in the case, compounded by the limitations on access to information about the actual activities and work product of the law firm and impediments like the *in camera* submission of billing details, class members are not in a position to verify the fees and expenses claimed. With the burden on class counsel to substantiate a reasonable fee, the client in a fee dispute or other opponent, *e.g.*, in fee-shifting situations, must have full access to the substantiating documentation.

Project-Specific Attorney Issues

80. “Project-Specific” attorneys are the title class counsel have applied to their contract lawyers, who are not equivalent to full time lawyers in a law firm, for several reasons. First, they are not on the firm’s partnership track and do not receive the same training and supervision. Second, they do not have the same experience or skill as regular lawyers in the firm – if they have any such experience at all, it has not been continuous or to the degree of a practicing lawyer in the field. Third, they are used to perform more routine and repetitive tasks, then typically terminated (or not renewed) as soon as a project is completed (unless the firm or temp agency they work for has a succession of such matters). Reviewing documents is, by far, the most common task performed by these lawyers. These same tasks can be – and for decades have been – performed by paralegal or clerical staff. For the last twenty or so years, most of

these tasks can be automated to either eliminate or minimize lawyer time. Fourth, contract lawyers are far cheaper for the firm to employ than “regular” lawyers, typically costing between \$30 and \$100 per hour (including fees to the temporary agency if employed through one) and depending on their experience and the locale. (To avoid high overhead and high salary expectations, defense law firms doing this work regularly now open satellite offices away from major metropolitan areas to reduce the cost of document review even further.) Fifth, if the firm passes them off as having hourly rates equivalent to “regular” lawyers, they are hugely profitable for the firm, many times the profitability of “regular” lawyers who cost the firm far more. Unless the firm successfully hides contract or temporary lawyers among “regular” lawyers in the bill, paying clients will not, however, pay any more than actual cost to the firm as an out of pocket expense (perhaps with a small markup for firm overhead) or, in some instances, clients simply retain the temporary staff directly. (In the current depressed law employment market, some large clients are hiring their own full-time in-house contract attorneys to handle regular document productions.) Moreover, paying clients do not pay full “regular” lawyer rates for document review work of any kind, even if the work is performed by full-time “regular” lawyers, let alone temporary or contract staff.

81. In the Reply Declaration of Messrs. Press & Linden, at Para. 45 (Dkt 196), they assert that “project-specific attorneys are no different from [sic] ‘regular’ associates in terms of the risk or the quality of the work” and they “pose the same financial risk” to the firm as “general associates.” See also, Para. 79. These suggestions are incorrect. Note as well, as discussed below, that this risk was far less in this particular case for the work done after the May

2012 tentative settlement – yet the highest three months for these expenses, totaling over \$8 million, are the three months after settlement, when the risk was de minimis.

82. First, the risk to the firm is far lower for the contract lawyers because (1) they are paid much less, (2) they generally do not receive benefits and the overhead expended for them is far less, (3) there are no severance or termination costs to speak of, and (4) there are no public relations repercussions from terminating them as there are with termination of “regular” lawyers.

83. Second, the “quality of the work” is entirely different for several reasons: (1) The work they do is generally not attorney work at all, but rather document coding also done by paralegals and clerical staff; (2) Contract lawyers and “regular” lawyers do not do the same tasks; and, (3) The work done by these contract lawyers is frequently done, wholly or at least partly, by computer software and their work is subject to several layers of “quality control” (as referenced in some entries in Exhibit B to the Letter Submission, with lead counsel’s in Exhibits 2 & 3 hereto) and relies heavily on filling out forms and applying standardized, rote codes to each document, not something that a “regular” lawyer, filling a professional role, does.

84. In Paragraph 45 of their Reply Declaration (Dkt 196), Press & Linden assert that the risk to the firm is the same for associate compensation and contract lawyer compensation that a firm pays out of pocket. It is precisely because the risk from using contract lawyers is so much lower (and the upside potential so much higher if the court approves ‘regular’ hourly rates on a theory that contract lawyers are equivalent to regular associates), that this category of contract or temporary lawyers exists – to save money. Bill-paying clients do not pay “regular attorney” rates for known contract or temp lawyers, no matter what their title is.

85. If contract lawyers really were doing the same type and quality of work and creating the same risk, with no additional upside, then firms would simply hire regular lawyers to do all these tasks. Or, as is now much more commonly the case, the firms would have no incentive to hire either associates, or contract lawyers, or paralegals, or clerical staff to do this work: With no financial bonus and the same or lower downside risk, they send significant review work out to third-party vendors (“outsourcers” here and in other countries) or use, wholly or in large part, software to skip manual document review and coding altogether.

86. We examine many bills involving contract lawyers doing document review for defense firms, where the necessity for some review is much more clear because they need to winnow out the irrelevant, privileged and trade secret documents before production. This claim is extraordinarily high and out of proportion to the norm.

Double-Counting of Risk

87. Class counsel are double counting the enhancement for contract lawyers by charging “regular attorney” hourly rates for contract lawyers – a larger markup with less risk but higher profit per hour than made on the “regular attorneys” – then they are also asking for a multiplier (to justify the particular slice of the common fund that they claim) on top of that, also based on risk. This creates a hidden or double multiplier by inflating the lodestar.

88. For this reason, attempting to compare multipliers from this case to another precedent can be misleading since, at least in this case, there has already been a hidden multiplier applied to the contract lawyer charges to enhance the lodestar. The effective multiplier may be lower, but the gross fee is enhanced more by inflating the lodestar to which it is applied.

Staffing Issues

89. In addition to the issues with contract or “case-specific” lawyers on staff, there are issues raised by class counsel’s explanation for their large team. Press & Linden Reply Dec. Para. 103, et seq. (Dkt 196). The case was amply staffed, which is attributed to the pressure to handle the “dozens” of depositions by the Court’s deadline. According to Exhibit E to the March 6, 2013, Letter Submission, there were 33 depositions of unnamed persons who appear to have been affiliated with the defendant, three expert depositions (two, however, of plaintiff experts), and sixteen depositions by defendant of individual plaintiffs. (Defending depositions is a far less burdensome task.) Lead counsel sent one to three lawyers to each deposition.

90. Lead class counsel describe their “core team” as including six partners and two “project-specific” attorneys attached to the senior core, below that was a “core” of 23 associates, of counsel, and contract lawyers, all “engaged in unified, common effort.” *Id.* at Para. 103, 104. Then there were eleven more class counsel at various levels doing “occasional work.” *Id.* at 105. Then there was a “supplemental team” of twenty more attorneys brought in to perform tasks the “core team simply had no time to do.” *Id.* at 106. (These appeared about the same time the case was tentatively settled, but billed away for months.) This included things like summarizing depositions – a task that is frequently not billable because all transcripts come pre-summarized and electronically searchable these days, with indexes. There is even more on the history of the various teams at Dec. Para. 130-151. By counsel’s summary, the entire lead team is over 62.

91. But these numbers are understated because, based on Exhibit B to the Letter Submission (portions for Kirby, Exhibits 2 & 3 hereto), there were 41 contract lawyers working for lead class counsel. Nor does this include the dozens more timekeepers billed through other

class firms. And then there is the list of various types of timekeepers originally filed with the December 7, 2012, Fee Application, Dkt. 171-5. In that list, there are seven partners, three of counsel, 53 “other attorneys” (apparently putting the contract lawyers here interspersed with “regular” lawyers), plus five “senior analysts,” and an unknown number of “law clerks,” “paralegals,” and “clerks.” Here is the breakdown of the contract lawyers, with names partially obscured – note the large number “billing” over \$1 million each, and the extraordinary amounts of time claimed:

Time	Hours	Rate	Total
Nago	3,359.50	\$525.00	\$1,763,737.50
Bald	3,119.75	\$550.00	\$1,715,862.50
Gree	2,754.50	\$550.00	\$1,514,975.00
Figue	2,711.50	\$550.00	\$1,491,325.00
Watt	2,650.50	\$550.00	\$1,457,775.00
Dimit	2,615.25	\$550.00	\$1,438,387.50
Mark	3,068.50	\$425.00	\$1,304,112.50
Woo	2,256.00	\$525.00	\$1,184,400.00
Brue	1,896.50	\$550.00	\$1,043,075.00
Heal	1,699.00	\$550.00	\$934,450.00
Pede	1,601.25	\$550.00	\$880,687.50
Elrod	2,110.00	\$375.00	\$791,250.00
Toro	2,044.50	\$375.00	\$766,687.50
Fenn	1,609.25	\$475.00	\$764,393.75
Khur	2,108.75	\$350.00	\$738,062.50
Dimit	1,722.50	\$400.00	\$689,000.00
Cang	1,500.50	\$450.00	\$675,225.00
Steve	1,870.50	\$350.00	\$654,675.00
De La	1,241.25	\$450.00	\$558,562.50
Vatre	808.00	\$350.00	\$282,800.00
Keatr	505.50	\$550.00	\$278,025.00
Folar	649.00	\$425.00	\$275,825.00
Pitte	484.00	\$550.00	\$266,200.00
Stow	524.00	\$500.00	\$262,000.00
Boes	445.25	\$550.00	\$244,887.50
Bodl	440.50	\$550.00	\$242,275.00
Autry	629.00	\$375.00	\$235,875.00
Dani	550.00	\$425.00	\$233,750.00
Ayarz	601.00	\$375.00	\$225,375.00
Dont	529.00	\$400.00	\$211,600.00
Willn	359.00	\$550.00	\$197,450.00
Schn	520.25	\$375.00	\$195,093.75
Siaaw	433.00	\$450.00	\$194,850.00
Lin, T	531.00	\$350.00	\$185,850.00
Petra	405.00	\$450.00	\$182,250.00
Stew	316.25	\$550.00	\$173,937.50
Belk,	405.75	\$375.00	\$152,156.25
Steph	371.00	\$350.00	\$129,850.00
Ortiz	168.00	\$350.00	\$58,800.00
Uswa	88.75	\$550.00	\$48,812.50
Kessl	80.00	\$375.00	\$30,000.00
	51,782.75		\$24,674,306.25

The full names are in Exhibit 6 hereto, with the same summary. Again, this is just the contract lawyer work and class counsel tell us that their own “regular” lawyers were doing more of the same.

92. Here is a summary of the time billed each month – again, this is just for the Exhibit B contract lawyers for lead counsel. The yellow highlighting shows time billed at or after the time of tentative settlement, early in May 2012. The three highest billing months – at least for contract lawyers – were after the tentative settlement.

Month	Hours	Rate	Fees
Feb-11 Total	58.50	\$425.00	\$24,862.50
Mar-11 Total	969.25	\$511.83	\$496,087.50
Apr-11 Total	1,132.50	\$530.32	\$600,587.50
May-11 Total	1,289.50	\$519.12	\$669,406.25
Jun-11 Total	1,568.00	\$522.92	\$819,937.50
Jul-11 Total	1,387.50	\$518.17	\$718,962.50
Aug-11 Total	2,105.75	\$474.47	\$999,112.50
Sep-11 Total	2,484.75	\$465.41	\$1,156,418.75
Oct-11 Total	3,119.00	\$469.96	\$1,465,793.75
Nov-11 Total	3,339.50	\$471.89	\$1,575,868.75
Dec-11 Total	3,206.00	\$474.75	\$1,522,056.25
Jan-12 Total	3,266.25	\$478.80	\$1,563,881.25
Feb-12 Total	3,224.50	\$477.85	\$1,540,812.50
Mar-12 Total	3,772.25	\$483.26	\$1,822,993.75
Apr-12 Total	3,542.00	\$480.92	\$1,703,431.25
May-12 Total	6,291.75	\$462.20	\$2,908,037.50
Jun-12 Total	6,582.25	\$460.26	\$3,029,568.75
Jul-12 Total	4,434.00	\$463.00	\$2,052,925.00
Aug-12 Total	9.50	\$375.00	\$3,562.50
Total/Avg Rate	51,782.75	\$476.50	\$24,674,306.25

93. *Supplementation & Amendment:* Given the limited time and information available, we have not performed a full legal bill review nor an “audit.” This declaration may be supplemented or amended if additional material information becomes available.

I declare under penalty of perjury that the forgoing is true and correct, and that this declaration was executed on this 15th day of March, 2013.



John W. Toothman, Esq.

Confidential Exhibits Attached:

- 1 Toothman Resume
- 2 Chronological Order Spreadsheet Printout of Kirby Exhibit B to Letter Submission of March 6, 2013
- 3 Same data as Exhibit 2 but sorted by timekeeper, then chronological order
- 4 Filter of same data as Exhibit 2 for “depo[sition]” related entries
- 5 Filter of same data as Exhibit 2 for largest time entries
- 6 Summary of same data as Exhibit 2 for fees by timekeeper with full names

* * * * *

Exhibit 1

EXHIBIT B

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2 Dawn M. Irizarry, State Bar No. 223303
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7 Attorneys for Defendants
8 ANGELS BASEBALL LP AND CITY
OF ANAHEIM
9

10 UNITED STATES DISTRICT COURT
11 CENTRAL DISTRICT OF CALIFORNIA
12

13 J. PAUL CHARLEBOIS,

14 Plaintiff,

15 vs.

16 ANGELS BASEBALL LP, CITY OF
ANAHEIM, and DOES 1 THROUGH 10
17 inclusive,,

18 Defendants.
19

) Case No. SACV10-853-DOC (ANx)

) Assigned for All Purposes To:
Judge David O. Carter

) **DECLARATION OF JOHN W.
TOOTHMAN IN OPPOSITION TO
PLAINTIFF'S MOTION FOR
ATTORNEYS' FEES AND COSTS**

) Date: May 10, 2012
Time: 8:30 a.m.
Courtroom: 9-D

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DECLARATION OF JOHN W. TOOTHMAN

I, John W. Toothman, declare as follows:

1. I am an attorney admitted to practice in the District of Columbia and Virginia, as well as various federal and other courts. This declaration is based on my personal knowledge and information that I find to be reliable, and if called to testify thereto, I could and would do so competently. All my expert opinions are expressed to a reasonable degree of professional certainty.

2. My firm was retained by Angels Baseball LP (the “Angels”) to review legal fee and expense claims arising in *Jeff Charlebois v. Angels Baseball LP*, Case No. 8:10-CV-00853 (C.D. Cal.) (Judge David O. Carter), which is an ADA class action on behalf of wheelchair-bound plaintiffs who claim they have been denied equal access to the Angels Stadium (the “claim”). This is a Rule 23(b)(2) class action for equitable relief, not monetary damages.

3. I have reviewed time records provided by lawyers at Schonbrun DeSimone Seplow Harris Hoffman & Harrison LLP (“SDSHHH”) and by Eugene Feldman, who evidently practices separately, for fees to prepare and prosecute the claim.

4. The summary provided by SDSHHH shows fees that total \$516,990 for 1,317.4 hours and \$42,440.30 in expenses. The time entries provided to us actually total \$523,332.50 for 1325.7 hours plus \$42,440.76 in expenses. The claim was filed on June 15, 2010; however, the first time entry appeared approximately nine months prior, in September 2009. The time records cover the period from September 2009 through November 12, 2011.

5. Not counting November 2011, for which we have only one time entry, the average fees have been \$20,126 per month including the ten months spent preparing to file the complaint, which is quite high given the size of the case, relative lack of time-intensive tasks, and minimal progress beyond class certification.

6. The case was filed on June 15, 2010, over nine months after the first

1 time entries appeared. Notably, fifteen percent of the fees occur before the filing of
2 the complaint. Based on the court's docket, which I have reviewed, the proceedings
3 to date have revolved around class certification, which had several iterations
4 including sampling of Angels' ticket holders and attempts to survey potential class
5 members. After having expressed concerns regarding the limited class size, the court
6 certified a class on July 1, 2011, which is the major milestone in the case. Since then
7 the parties have had several rounds of discovery extensions without significant
8 motions, although routine discovery would not show up on the docket. We
9 understand the case settled in principle in late October 2011, and the hearing for final
10 approval of that settlement was scheduled for April 13, 2012. In addition to seeking
11 substantial compensation for the class representative and these legal fees plus
12 expenses, the settlement calls for some changes in how wheelchair bound fans are
13 treated but apparently has little physical impact on the stadium configuration.

14 7. In considering the context in which these legal fees are requested, we
15 note that, as of November 12, 2011, Plaintiff was seeking fees and expenses of
16 \$565,773.26, which is a large fee that would normally arise only in a case with
17 significant milestones, such as heavy discovery, summary judgment motions, and a
18 trial.

19 8. There is nothing factually or legally complicated about this case. This
20 case settled early in the process, though it took eighteen months to get there,
21 spending over a year on a routine motion for class certification with a very small
22 class. This work required some time to prepare, but these are experienced counsel,
23 with high hourly rates that can only be justified with substantial relevant experience,
24 so it should not take hundreds of hours to edit papers from the last similar case plus
25 hundreds more hours for collateral case maintenance. Since July 2011, there has been
26 some discovery activity, which should be limited by the simple facts and equitable
27 relief sought. There are no indications that Angels have engaged in unreasonable or
28 wasteful litigation tactics, nor that there has been any lack of sensitivity to fan

1 complaints.

2 9. Stepping back even further, this is not a precedent-setting or complex
3 case at the cutting edge of ADA law. Angels Stadium was built in the mid-1960s,
4 before the ADA, reconfigured to accommodate football for awhile, then extensively
5 renovated in 1998. According to some of plaintiffs' expert opinions, the stadium
6 needs a greater diversity of spaces dedicated to wheelchair bound fans. (The
7 problems described sound more like the inevitable result of the impossibility of
8 designing a facility for mass entertainment to anticipate every possible individual
9 demand. The team is also very successful, so it's likely that there are many games
10 where the stadium is sold out or close to it.) The issues in the case revolve around
11 things like horizontal and vertical diversity of lines of sight, being able to follow the
12 arc of fly balls, obtaining waiter/ress service and other amenities, and replicating
13 virtually every ticket price and viewing location for a group the court found to be
14 barely numerous enough to support a class action (less than one percent of the
15 potential audience.) There are already hundreds of wheelchair accessible seats, but
16 plaintiffs argue for re-classifying them by various subjective factors so that the
17 stadium is alleged to have more than enough accessible spaces in some locations but
18 not enough in others. I have not seen any indication, for example, that there have
19 been games with more fans in wheelchairs than there are accessible locations or that
20 some fans in wheelchairs are being turned away.¹ Moreover, the absence of
21 complaints about parking or access to the seating areas indicate that the stadium
22

23 ¹ Statistics I have found indicate that roughly 0.6 percent of the population outside
24 care facilities use wheelchairs. More people use canes, walkers, or crutches, which
25 would not be addressed by seating arrangements designed for wheelchair
26 accessibility. One of plaintiff's primary arguments for a substantial legal fee is likely
27 to be that the case benefits many others besides himself. The Judge's class
28 certification opinion states a different story, however, about extensive, flawed efforts
to locate potential class members who were dissatisfied and estimates that the class
may be barely over 50 potential members. Given the finite space available in any
stadium, and the variety of potential issues any collection of fans may imagine, an
advantage to one group may be a disadvantage to others, too.

1 passes muster on other common ADA issues. Assuming there are roughly 50 fans
2 who will benefit in some way, the fees and expenses sought are approximately
3 \$11,000 per fan.

4 10. *Summary:* Based on our examination of the available information, my
5 opinion is that the fees are substantially unreasonable. The largest problems are the
6 top heavy staff billing substantial amounts of time on internal communications and
7 unproductive, redundant tasks. Mr. Feldman appears to be included in the team
8 primarily as a means to recover a referral fee. Many of the time entries are cryptic,
9 lacking necessary details. The hourly rates are also questionable. We have limited
10 data from the firm or on comparable rates but, using Mr. Feldman's rate as an
11 internal benchmark, some of the rates are up to \$200 per hour too high.

12 11. To estimate a reasonable fee, I have eliminated the time we flagged for
13 the problems identified below. To reduce (but not eliminate) some of the duplication
14 and excessive time spent churning tasks, I then used the remaining time of the core
15 team of DeSimone ("partner", \$67,815 @ \$450), Canning ("associate";
16 \$112,087.50), and Valenzuela (paralegal, \$20,325), who were the highest billers in
17 each category. I capped the rate of Mr. DeSimone at Feldman's benchmark rate of
18 \$450. This gives a ceiling for a reasonable fee, based on my estimate, at a total of
19 \$200,227.50, or 38% of the original fee claim from the time submitted. The
20 expenses of \$42,440.76 are assumed for now to be reasonable, although the amount
21 paid for at least one expert is substantial and not documented. The revised total by
22 my estimate is therefore \$242,668.26, which is a ceiling on the reasonable claim
23 based on currently available information. This is 43% of the original fee and expense
24 claim and an amount more than sufficient to conduct this litigation at a reasonable
25 cost. These conclusions may be amended or supplemented if additional information
26 becomes available.

27 12. *Time Records:* The billing records plaintiff's lawyers provided are in a
28 variety of formats, but none are actual invoices sent to the client. We found

1 arithmetic and other errors with these records. It is not even clear that anyone at the
2 firm was responsible for managing the billing on the matter – normally we expect the
3 firm to manage itself and its fees so someone at the firm should spot, for example,
4 wasted or inflated time or indications of overstaffing. What SDSHHH produced here
5 is the rough draft of a bill.

6 13. *Absence of Fee Management:* The client has probably not seen any bills
7 (nor have we) and has no incentive to monitor the fees because he is not paying
8 them.² The usual discipline or management provided by a fee-paying client is
9 therefore absent.

10 14. Normally a fee-shifting provision in a law is designed to reimburse the
11 client for actual, reasonable legal fees and expenses the client has paid. Although the
12 fee award belongs to the client(s), these fees are sought directly from the defendant
13 where the firm has a nominal pro bono arrangement with the client(s).³

14 15. These time entries were made for purposes of obtaining payment
15 through litigation, knowing that most judges, for example, will cut at least some of
16 the fees and expenses. This absence of normal fee management pressure and the
17 expectation that the court would ultimately reduce the fee and expense claims tends
18 to discourage voluntary reduction of entries and discourage normal internal staffing
19 and fee management.

20 16. But this combination of “absent” client management, recovery limited to
21 its actual investment, and expected downward adjustment by the court tends to cause
22 some firms to raise the ceiling on their compensation by exercising no billing
23 judgment and not eliminating wasted or excessive time, staff, and expenses and to
24 argue for the highest imaginable hourly rates. For example, using the case to train
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26 ² The settlement provides, I understand, for a lump sum payment to the plaintiff but
27 this is normally a smaller amount and the custom is not to collect legal fees or
28 expenses from a gratuity.

³ Sometimes these arrangements are depicted as contingent fees, but a 100%
contingent fee would raise other ethical and legal concerns.

1 inexperienced staff or to occupy the time of underutilized salaried staff, then
2 collecting for their otherwise unproductive or unnecessary time, would yield a
3 “profit” or larger than necessary payment to the firm.

4 17. The Feldman time illustrates, I believe, another variation: Keeping the
5 referral source “in the loop” with nominal involvement to allow the referring lawyer
6 to recover a referral fee out of the defendant’s pocket.

7 18. *Absence of Write-Offs*: A particularly relevant manifestation in the bills
8 of this lack of normal firm and client management of fees and expenses is the
9 absence of write-offs or write-downs of fees in these bills. Normally the firm should
10 be examining its own time entries and expenses to adjust those entries that are poorly
11 documented, unproductive, duplicative, or the like. As noted above, these time
12 records appear to be raw timekeeper entries that were not even compiled by the firm
13 into a typical invoice, let alone examined internally. We would expect a well-
14 managed bill to show voluntary or client-instigated adjustments of ten percent or
15 more.

16 19. *Staffing*: SDSHHH does not identify lawyers by traditional titles like
17 partner or associate, but it does distinguish them by hourly rates. The firm had five
18 lawyers and three paralegals assigned to the *Charlebois* team. Paralegals bill \$125
19 per hour and lawyer rates range from \$225⁴ to \$650.⁵ Eugene Feldman is a solo
20 practitioner, separately employed and billing at \$450 per hour, making the team total
21

22 ⁴ The lowest lawyer rate of \$225 is for a few hours billed by Menaka Fernando, who
23 joined the firm last summer and was admitted in November 2010. She is not listed
on the firm’s current website.

24 ⁵ So far the firm has not provided support for its hourly rates. The rates are at the
25 high end even for the Los Angeles market, so these may not be actual rates as paid
26 by clients. An issue hidden by the firm’s presentation of its billing records in this
27 fashion is whether the firm has increased its hourly rates in the 2.5 years since it took
28 on this case. The rates presented are likely to be the current rates and also may not
have been paid by actual clients if the firm normally does contingent fee work.
Hourly rates in general have been flat the last several years due to the recession, but
without a paying client and in the context of fee-shifting the firm can assert whatever
rates it chooses, which rates must then be substantiated.

1 six lawyers.⁶ The average hourly rate, dividing the total fees sought by the total
2 hours claimed, is just under \$400 per hour (\$395), which is very high. This indicates
3 that the staffing (and distribution of time) was top heavy because junior associates
4 and paralegals at lower rates typically bill the most time and dilute the higher rates of
5 senior lawyers delegating the most time-consuming tasks.⁷ Only DeSimone, Seplow,
6 and Canning have entered appearances as counsel of record. Our information about
7 the timekeepers comes from their websites and the California Bar.

8 20. The three senior lawyers billed 53% of the fees. I saw no indication that
9 this case could not have been handled by one experienced lawyer with support from
10 one paralegal and some associate time. The heaviest biller, however, was Amanda
11 Canning, admitted in December 2006, who billed 527.8 hours at \$375 per hour.

12 21. As noted before, I have seen no explanation for Mr. Feldman's role: He
13 did not enter an appearance in the case. Early time entries suggest that he referred
14 Mr. Charlebois to SDSHHH and participated in an evidence-gathering trip to a game.
15 He claims relevant ADA experience – possibly more relevant than anyone from
16 SDSHHH. But his time records suggest he is not doing productive work, just
17 communicating with and observing the work of SDSHHH. The little work he does
18 duplicates work from SDSHHH. When two or more law firms are representing the
19 client, the net fee must be reasonable precisely to avoid redundant lawyers. With its
20 own heavy staff, SDSHHH would seem to be competent to handle the case itself, so
21 Mr. Feldman appears to be redundant and his time included to justify a de facto
22 referral fee.⁸

23
24 ⁶ Mr. Feldman has more experience and, based on data from their websites, more
25 relevant experience than the SDSHHH lawyers, yet his rate is up to \$200 per hour
26 less and only \$75 more than the mid-level SDSHHH associate. Using his rate as a
27 benchmark and ceiling on the other rates would be appropriate.

26 ⁷ A high average rate also indicates that the case was not a document or discovery-
27 intensive case,

27 ⁸ There are professional restrictions on referral fees, which we are not addressing at
28 this time. Mr. Feldman is not identified or mentioned in the press release plaintiff
issued after class certification was granted in July 2011. SDSHHH are identified as

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This table summarizes the billing by each timekeeper:

Timekeeper Name	Hours	Avg. Rate	Fees	%Fees
Amanda Canning	532.1	\$ 375.00	\$ 199,537.50	38%
James V. DeSimone	292.8	\$ 650.00	\$ 190,320.00	36%
Eugene "Gene" Feldman	128.4	\$ 450.00	\$ 57,780.00	11%
Kai Valenzuela	261.4	\$ 125.00	\$ 32,675.00	6%
Michael D. Seplow	52.4	\$ 600.00	\$ 31,440.00	6%
David Sarnoff	15.5	\$ 375.00	\$ 5,812.50	1%
Jonathan Cotton	20.3	\$ 125.00	\$ 2,531.25	0%
William "Bill" Clifton	19.1	\$ 125.00	\$ 2,381.25	0%
Menaka Fernando	3.8	\$ 225.00	\$ 855.00	0%
Total/Average	1325.7	\$ 394.76	\$ 523,332.50	

22. *Duplication of Effort:* The firm had a mob approach to almost every task, with everyone involved in anything significant, including lots of internal communications, review, and the like. Although not limited to just these three timekeepers, the typical project would start with a draft by Ms. Canning, then review and revision by both DeSimone and Seplow, but six or more timekeepers often recorded some related time. Examples include the class certification briefings and court proceedings. Exhibit D hereto is a list of terms filtered from the time descriptions, many of which indicate duplication or excessive time for particular types of tasks or projects. For example, 38% of the entries refer to review (or sometimes "revise" by an ambiguous abbreviation, "rev"), which is just under \$200K. "Drafting" involved 30% of the entries, over \$170K. Almost a quarter of the entries refer to legal research, over \$125K. There were only a handful of substantive plaintiff's lawyers.

1 documents filed, including the complaint and class certification proceedings, none of
2 which were unprecedented or novel, especially if the firm claims expertise to justify
3 the high hourly rates.

4 23. Exhibit F includes specific examples of the activity surrounding various
5 projects, such as depositions, with a flurry of activity in fall 2010 and then again in
6 May through August (and some later) in 2011, totaling 88.35 hours and almost \$35K
7 (\$34,721.25), with time billed by eight different timekeepers.

8 24. I see no reason why the team could not have consisted of one
9 experienced “partner” supervising (with limited time), one mid-level associate, and
10 assisted by one paralegal to handle the delegable tasks. This would, for example,
11 help eliminate much of the time spent on unproductive or duplicative tasks, such as
12 review by six or more timekeepers of each document and internal communications
13 by extraneous personnel. This is precisely the sort of impact a vigilant client paying
14 the bills should have had.

15 25. *Problem Time Entries:* We reviewed the time entries, line by line, and
16 found problems with 45% of them (by fees).

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Here is a summary of the problems we found with the individual time entries.⁹

Problem Time	Hours	Fees	% Hours	% Fees
Internal Conferences (ic)	240.40	\$ 107,952.50	18%	21%
Cryptic (qu)	221.60	92,282.50	17%	18%
Internal Memoranda (im)	102.70	49,850.00	8%	10%
Travel (tr)	18.30	11,895.00	1%	2%
Clerical (cl)	50.90	6,882.50	4%	1%
Digesting (dg)	9.00	3,375.00	1%	1%
Coded Time (nonblank)	559.50	233,165.00	42%	45%
Uncoded Time	766.20	290,167.50	58%	55%
Total Time	1325.70	523,332.50	100%	100%

26. *Internal conferences (IC) and memoranda (IM):* Internal communications, whether orally or by memorandum (including emails) accounted together for 29% of the fees (326.7) hours, \$151,257.50. Separately, the internal conferences were 21% of the fees and memoranda were 10%.¹⁰ Assuming the matter

⁹ All the entries are presented in chronological order in Exhibit B and by timekeeper (then chronologically) in Exhibit C. Exhibit B allows you to see everyone's efforts together, which tends to highlight things like duplication of effort, the roles of each timekeeper, and internal communications. Exhibit C lets you follow each timekeeper's activities alone. (We count the entire entry for a problem with any portion, even if there is more than one task in the entry unless they segregate the time – we will not speculate for the firm because it has the burden of proving its time and rates are reasonable.) We are not aware of any billing agreement imposing additional obligations, like task-based billing, although some courts are now docking fees for block-billing alone, which would further reduce our fee ceiling estimate.

¹⁰ A few entries with both internal memos and conferences are the explanation why one cannot simply add the percentages for each category to obtain the total conferences and memos together. This is true for all the codes – some entries exhibited two or more issues, so the entry is included in each subtotal. The subtotals therefore cannot be added without some double counting of entries. The coded/uncoded totals avoid this problem by counting each entry only once. Also, entries where more than one task is included in the same entry are counted in full – we cannot speculate about the division of time between tasks. Most of these entries

1 requires more than one timekeeper, some internal communication is necessary but
 2 this a problem commonly flagged because it is excessive and unproductive, often
 3 abused by hourly timekeepers.

4 Here are examples of internal communication entries:

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Internal Communication					
Timekeeper	Date	Entry	Hours	Rate	Fees
Amanda Canning	10/4/10	Calls to/from Mazz re site Visit/documents, Review strategy with DeSimone re same, e-mails to/from Gidens re same – 1.1	1.10	\$375.00	\$ 412.50
Michael D. Seplow	10/4/10	tc VID & AC (.2)	0.20	\$600.00	\$ 120.00
Michael D. Seplow	10/6/10	Disc w VID (.1)	0.10	\$600.00	\$ 60.00
James V. DeSimone	10/7/10	Email to team re: Mediators/research (.7)	0.70	\$650.00	\$ 455.00
Gene Feldman	10/7/10	Amanda, Jim and Mike re: possible list of mediators	0.20	\$450.00	\$ 90.00
James V. DeSimone	10/8/10	Mtg. W. AC re: strategy (.2)	0.20	\$650.00	\$ 130.00
James V. DeSimone	10/8/10	Emails w EF and AC Re mediators/discovery (.3)	0.30	\$650.00	\$ 195.00
Amanda Canning	10/8/10	Review strategy with VID - .2	0.20	\$375.00	\$ 75.00

18 27. *Cryptic entries (QU)*: The timekeepers have the burden to provide
 19 details to support their time entries. Cryptic time is a common problem in these bills
 20 (18% of the fees, 221.6 hours, \$92,282.50), including vague or incomplete entries.
 21 Typical examples might be communications without identifying the participants or
 22 subject and leaving out the subject of research or review work.

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 28 were task-based entries, however.

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Here are examples:

Cryptic Entries Sample					
Timkeeper	Date	Entry	Hours	Rate	Fees
James V. Desimone	4/11/11	Follow Up mtg and emails w Team (.3)	0.3	\$650.00	\$ 195.00
James V. DeSimone	4/11/11	Review community groups (.2)	0.2	\$650.00	\$ 130.00
Amanda Canning	4/11/11	RS survey responses - .2 hrs.	0.2	\$375.00	\$ 75.00
Kal Valenzuelo	4/11/11	Contact organizations for survey distribution	4.2	\$125.00	\$ 525.00
Amanda Canning	4/12/11	RS survey responses - .2	0.3	\$375.00	\$ 75.00
Kal Valenzuelo	4/12/11	Contact organizations for survey distribution	7.5	\$125.00	\$ 937.50
Amanda Canning	4/13/11	FP re survey outreach - .5 hrs	0.5	\$375.00	\$187.50
Kal Valenzuelo	4/13/11	Contact organizations for survey distribution	6.5	\$125.00	\$812.50
William Clifton	4/14/11	Disabled Am Vets O.C., spoke to Dan (.2)	.02	\$125.00	\$ 25.00
Kal Valenzuelo	4/14/11	Further revise survey, prepare survey packet for organizations, further contact organizations for distribution	4.5	\$125.00	\$ 562.50
James V. DeSimone	4/15/11	Emails w. class members (.2);	0.2	\$650.00	\$130.00

28. *Additional problems:* Other items have been flagged but are relatively small in terms of percentage here. Travel time (TR) accounts for 2% of the fees. This is unproductive, but often necessary time to travel to court or other events. Many firms write off or discount this time and it also raises the question why local counsel were not used in some instances.

29. Clerical time (CL) is non-billable secretarial or administrative work (1% here), like organizing files or copying. It is part of the firm's overhead.

30. Digesting (DG) includes manual summarization of transcripts, which is often unnecessary with modern technology and rarely productive. This is 1% of these fees.

1 31. Long days are days where someone billed over 8.0 hours -- depending
2 on the circumstances. (2% of these entries, not separately coded.) This is time that
3 would often be written down or may be indicative of absent client management.

4 32. *Expenses*: The largest expenses are for the expert fees of Mr. Mazz.
5 They seem high given the routine nature of his analysis (based on his declaration),
6 but I assume for now that this was actually paid. Other significant expenses are for
7 other consultant(s), mediation (presumably required) and transcripts.

8 33. We do not have documentation for the expenses. A firm cannot markup
9 expenses or charge personal or overhead items as an expense. *See, e.g.,* ABA Formal
10 Ethics Opinion 93-379. Small amounts spent for Westlaw, phones, and other internal
11 expenses may be inappropriate because these are usually part of flat monthly charges
12 included in the firm's overhead these days, not a variable expense triggered by the
13 matter. Apparently the firm also paid a service to put paper fliers about the case on
14 windshields or hand them out at the Convention Center. At this point, the expenses
15 appear reasonable.

16 34. *Reasonable Fee & Expense Standards*: After eliminating inappropriate
17 time entries, the remaining fees and expenses must still be reasonable. The most
18 commonly cited standard for defining a reasonable fee is a series of factors, with the
19 best-known list contained in ABA Model Rule of Professional Conduct 1.5(a):

20 (a) A lawyer shall not make an agreement for, charge, or
21 collect an unreasonable fee or an unreasonable amount for
22 expenses. The factors to be considered in determining the
reasonableness of a fee include the following:

- 23 (1) the time and labor required, the novelty and
difficulty of the questions involved, and the skill
requisite to perform the legal service properly;
- 24 (2) the likelihood, if apparent to the client, that the
acceptance of the particular employment will
25 preclude other employment by the lawyer;
- 26 (3) the fee customarily charged in the locality for
similar legal services;
- 27 (4) the amount involved and the results obtained;
- 28 (5) the time limitations imposed by the client or by
the circumstances;
- (6) the nature and length of the professional
relationship with the client;

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(7) the experience, reputation, and ability of the lawyer or lawyers performing the services; and
(8) whether the fee is fixed or contingent.

35. The time and expense analysis above, including elimination of unnecessary time and waste, such as duplicated effort and overstaffing, deals with “time and labor required.” Regarding the remaining factors, many of which are subjective, I have the following observations: The issues presented were neither novel or difficult (indeed there seems to be a large body of precedent for this sort of litigation against public facilities), the lawyers have ample expertise (though I am uncertain about experience) with similar litigation but this was not particularly demanding litigation either in terms of its size or complexity, the employment was spread out over years, not particularly intense, and could not have precluded other employment, the fees claimed are at the high end for the locality of an already inflated genre, the amount involved is not monetary and important to some but not particularly large, the results obtained are (without seeing the settlement) apparently quite positive, there were no significant time limitations, there is no material impact on the fee due to the nature or length of the professional relationship, the reputations of the lawyers appear to be exceptional (though I do not have details on specific relevant experience and the staffing is top heavy), and the fee is apparently contingent on a successful fee petition. Considered together, these factors do not suggest that enhancing the lodestar fee is necessary and, if anything, the litigation has been routine and of modest impact.

36. *Qualifications:* I am an attorney admitted to practice in several jurisdictions, starting with the District of Columbia, as well as federal courts in several jurisdictions. A copy of my current resume is attached as Exhibit A.

37. I graduated from Harvard Law School, cum laude, in 1981. Before that, I graduated with honors from the University of Virginia with a B.S. and M.S. in chemical engineering. I have extensive experience, skill, training, education, and

1 knowledge of the subjects of legal fees, litigation, and related ethical and
2 professional standards. I am the author, with Professor William G. Ross, of Legal
3 Fees: Law & Management (Carolina Academic Press 2003).
4

5 38. I was a practicing attorney from 1981 through 1993. During my twenty
6 plus years as a practicing attorney, I have litigated cases (including class claims) in
7 the State of California and in other jurisdictions. For example, I have represented the
8 Department of Justice against the Church of Scientology in Los Angeles Superior
9 Court. I represented Prudential Insurance in a landmark trademark case that was
10 appealed to the Ninth Circuit. In addition, I have served as counsel in class action
11 lawsuits on behalf of plaintiffs and defendants in at least four matters.

12 39. I have also represented cases involving claims under the Americans with
13 Disabilities Act (“ADA”). Specifically, I represented the local US Attorney in a
14 proceeding involving claims of failure to provide suitable access to the United States
15 Courthouse located Alexandria, Virginia. In addition, I have represented the
16 Assistant Attorney General in a case involving ADA claims pursued by an employee
17 of the Architectural & Transportation Barriers Compliance Board.
18

19 40. I am also the author, with Douglas Danner, of Trial Practice Checklists
20 2d (West Group 2001). I have written over 25 articles on the subjects of legal fees,
21 examinations of legal fees, legal fee management, legal ethics, litigation, and related
22 subjects. I have spoken regularly on these subjects and regularly taught continuing
23 legal education seminars on these subjects as well – examples of these are contained
24 in my resume.

25 41. Founded in 1993, my firm, known as The Devil's Advocate or TLF
26 Consulting, has examined over \$1 billion in legal bills and consulted with numerous
27 clients on the subjects, for example, of legal fees, litigation strategy and tactics, legal
28 ethics, attorney performance, and work product quality. I am regularly consulted as

1 an expert in these fields by, for example, business and professional publications as
2 well as by law firms and clients.

3
4 42. I have testified as an expert witness as to legal fees, examinations of
5 legal fees, legal fee management, litigation, and related subjects (both challenging
6 and supporting petitions for legal fees) in courts around the country, including the
7 U.S. District Courts for the District of Columbia, Eastern District of Virginia,
8 Eastern District of Pennsylvania, Middle District of Pennsylvania, Southern District
9 of New York, Central District of California, Northern District of Ohio, Western
10 District of Michigan, and the Northern District of Alabama; the U.S. Bankruptcy
11 Courts for Delaware and Maryland; state or local courts in the District of Columbia,
12 Maryland, California, Virginia, Illinois, Nevada, Florida, and Pennsylvania; and also
13 arbitrations in various jurisdictions. Altogether I have testified and qualified as an
14 expert on over sixty occasions. I have participated in litigation under the ADA,
15 represented clients regarding similar or related issues, and reviewed many bills from
16 similar matters nationwide, including matters pending in California state and federal
17 courts.

18 43. I have provided testimony and consulting services in several matters
19 pending in California state and federal courts, including class and collective actions.
20 Specifically, I have served as a consultant and/or expert witness in the following
21 class claims: *Alcan Aluminum Corp. v. Prudential Assurance Co.*, Case No. CV-94-
22 02202-DT (C.D. Cal.); and *Chau v. Starbucks Corp.*, Case No. GIC836925 (San
23 Diego Sup. Ct.), among others.

24
25 44. I have served as an arbitrator of legal fee disputes for bar organizations
26 in Virginia and the District of Columbia.

27 45. *Methods & Materials Reviewed:* We convert the invoices or billing
28 records into spreadsheets by electronically scanning the time and expense entries and

1 converting them to Excel spreadsheets. We reviewed and coded time entries
2 according to various types of issues (or potential problems) as described above. This
3 data is then sorted and filtered for my analysis using tools included in the
4 spreadsheet-program and techniques we have developed over the years. This data is
5 presented in Exhibit B, organized in chronological order, and Exhibit C, by
6 timekeeper and then chronologically. Exhibit E has expense data.

7
8 46. *Materials Reviewed:* In addition to the billing data described above, we
9 have seen the case docket and selected case materials available through PACER,
10 biographical information from the firm’s website and the website of the California
11 Bar, and other information available online. We have not communicated with the
12 law firms or timekeepers. We have not had access to the firm’s files, including
13 correspondence, pleadings, discovery, research, or other work product.

14 47. Nor have we had access to underlying documentation supporting the
15 time entries, hourly rates, or expenses.

16
17 48. *Burden:* The burden is always on the law firm (and timekeepers) to
18 document time and expenses and to demonstrate that the fees, hours and hourly rates,
19 and expenses are reasonable both in terms of value and extent.

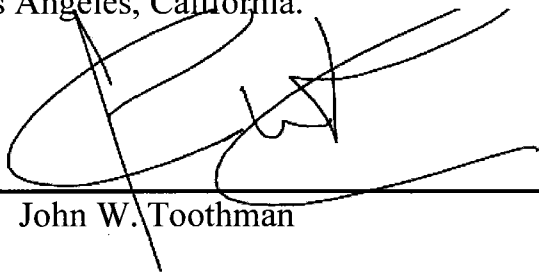
20 49. *Audit Disclaimer:* We have performed a legal bill review following
21 procedures and standards adapted to the nature of legal fees and expenses. We have
22 not performed an audit comparable to a financial audit subject to generally accepted
23 accounting principles (GAAP) following generally accepted auditing standards
24 (GAAS) – legal bills and expenses are not comparable to corporate financial
25 statements. Without full firm cooperation and more detailed, contemporaneous,
26 underlying information, such an audit would be impossible. We cannot, for example,
27 perform tests for fraud – hourly time entries, hourly rates, timekeeper experience and
28 identity, and even some of the expenses are based on an “honor system” that cannot

1 be verified by us.

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50. *Preliminary Report:* This report is preliminary and may be modified and supplemented if additional material information becomes available.

I declare under penalty of perjury under the laws of the United States of America that the forgoing is true and correct, and that this declaration was executed on this 18th day of April 2012, at Los Angeles, California.



John W. Toothman

EXHIBIT A

The Devil's Advocate

P.O. Box 8
Great Falls, VA 22066

(703) 684-6996
JTOOTHMAN@DEVILSADVOCATE.COM

RESUME OF JOHN W. TOOTHMAN

The Devil's Advocate (1993-present): Founder of legal fee management and litigation consulting firm, also known as TLF Consulting. From 1993-2008, the predecessor law firm, The Toothman Law Firm, P.C., also engaged in civil litigation and trial practice in federal and state courts, including appeals.

LitWatch, Inc. (1999-present): Publisher and Editor-in-Chief of legal information service. Author and editor of continuing legal education course materials. Moderator and speaker for continuing legal education courses.

Shulman, Rogers, Gandal, Pordy & Ecker, P.A. (1989-1993): Partner in charge of the firm's Alexandria, Virginia office. Commercial litigation practice in federal and state, trial and appellate courts, including litigation against the United States. Represented the U.S. Small Business Administration in receivership proceedings.

Grad, Toothman, Logan & Chabot, P.C. (1986-1989): Associate, then partner in firm eventually known as Grad, Toothman, Logan & Chabot, P.C. Commercial and tort litigation and trial practice in state and federal court (trial and appellate), as well as litigation against the United States.

U.S. Department of Justice, Civil Division, Federal Programs Branch (1984-1986): Trial attorney with wide array of client agencies and issues, including constitutional, statutory, and administrative law, ERISA, FOIA, employment discrimination, boycott, and other substantive issues. Top Secret, SI, and SCI security clearances.

Akin, Gump, Strauss, Hauer & Feld (1983-1984): Associate attorney in antitrust litigation section.

Howrey & Simon (1981-1983): Associate attorney, primarily in antitrust and intellectual property. Representation of an industrial trade association.

Education

Harvard Law School, J.D., *cum laude* (1981)

Ames Moot Court Competition Semi-Finalist
Research Assistant supplementing H. Hart, H. Wechsler, P. Bator, P. Mishkin
& D. Shapiro, *THE FEDERAL COURTS & THE FEDERAL SYSTEM* (2d ed. 1977)
Cambridge & Somerville Legal Services (clinical education)
"Complex Civil Litigation" (third-year paper)

University of Virginia, M.S., Chem. Eng. (1979); B.S., Chem. Eng., with honors (1977)

National Science Foundation Fellowship, Memminger Fellowship, Tau Beta Pi, Sigma Xi, Alpha Chi Sigma, AICHE Scholarship Award, Dean's List, Intermediate Honors

Other Relevant Experience & Publications

Arbitrator, Fee Arbitration Service Panel, DC Bar Attorney/Client Arbitration Board (1994-1998)

Arbitrator, Virginia State Bar, Fee Dispute Resolution Program, 18th Cir. Comm. (June 1995 to 2001)

The Devil's Advocate

RESUME OF JOHN W. TOOTHMAN
PAGE 2

Co-author, with Douglas Danner, TRIAL PRACTICE CHECKLISTS 2d (West Group 2001;
3 vols. supplemented annually)

Co-author, with William G. Ross, LEGAL FEES: LAW & MANAGEMENT (Carolina Academic Press 2003)

Author, THE CLIENT'S BILL OF RIGHTS (Kindle/ePub 2011)

Author, THE CIVILIAN'S GUIDE TO LAWYERS: HOW TO HIRE A LAWYER (Vol. 1; Kindle/ePub 2011)

Author, Chapters 11-13, *Fifth Annual Litigation Management Supercourse, Volume I* 575-594 (PLI March 1994)

Article, "For Trials, Get A Trial Attorney," 14(51) *National Law Journal* 17-18 (Aug. 24, 1992)

Article, "Ways To Counter The Down Side of Litigation," *Wash. Bus. Journal* 43 (Nov. 2, 1992),
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Article, "10 Things Clients Can Do To Strengthen Later Suits," *Wash. Bus. Journal* 33 (Jan. 1, 1993)

Article, "Greasing the Wheels for Civil-Justice Reform," 15(34) *Legal Times* 43 (Jan. 18, 1993)

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Article, "Attorney Fees: The Case for 'Value Billing,'" *Wash. Bus. Journal* 57 (June 18, 1993),
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Article, "Getting to the Heart of Excessive Attorney Fees," *Newstrack* (Aug. 3, 1993)

Article, "A No-Nonsense Approach to Monitoring Those Legal Bills," *Wash. Bus. Journal* 36 (Dec. 17, 1993)

Article, "Hire Trial Lawyers, Not Litigators, Say General Counsel," 4(27) *Corporate Legal Times* 39 (Feb. 1994)

Article, "Second Opinions May Trim Legal Bills," 16(27) *National Law Journal* 17 (Feb. 14, 1994)

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Article, "In Litigation, It's Usually the Fall That Kills the Client," *Wash. Bus. Journal* 15 (May 13, 1994)

Article, "Ten Tips for Lawyers' Clients," *Nation's Business* 44 (Oct. 1994)

Article, "Legal Fees: You Can Keep Them In Check," 21(4) *Directorship* 8 (April 1995)

Article, "Creating a Retainer Agreement That's Fair to Both Sides," 8(7) *Accounting for Law Firms* 6-7 (July 1995)

Article, "Standard Hourly Litigation Retainer Agreement," 8(8) *Accounting for Law Firms* 5-8 (August 1995)

Article, "Real Reform," 81 *ABA Journal* 80 (September 1995)

The Devil's Advocate

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PAGE 3

Article, "Audit Your Firm's Bills Before Your Client Does," 9(11) *Accounting for Law Firms* 1, 6-7 (Nov. 1996)

Article, "Integrated Legal Management: A Checklist," *WMACCA Counselor* 4 (July 1997)

Article, "Estimating Legal Fees: A Primer for Law Firms," 10(11) *Accounting for Law Firms* 1-6 (Nov. 1997)

Article, "Surviving a Legal Bill Audit," 15(1) *The Compleat Lawyer* 45-50, 62 (ABA Winter 1998)

Article, "Cost-Conscious Clients," 114(86) *Los Angeles Daily Journal* 8 (May 4, 2001)

Article, "Accurate Accounting," 114(103) *Los Angeles Daily Journal* 8 (May 29, 2001)

Article, "Commentary: Three recent decisions can help limit blowout legal fees," *National Law Journal*, Law.com (Sept. 15, 2010)

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Note, "We Three Kings of Corporate Law," 17(17) *National Law Journal* A21 (Dec. 26, 1994 - Jan. 2, 1995)

Note, "O Little Firm of Bethlehem (PA)," 18(17) *National Law Journal* A19 (Dec. 25, 1995 - Jan. 1, 1996)

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U.S. House Subcommittee on Oversight & Investigations of the Committee on Energy & Commerce (July
13, 1994), and related reports for the U.S. General Accounting Office.

Report, "Managing Legal Services," 27(12) *MIS Report* (Dec. 1995) (International City/County
Management Ass'n)

Guest Lecturer, Trial Advocacy, National Law Center at George Washington University (Spring 1988)

Lecture, Georgetown University CLE, "Receiverships" (May 1991)

Lecture, Alexandria Bar Ass'n CLE, "Witness Preparation" (June 1992)

Lecture, Alexandria Bar Ass'n CLE, "Beyond Rambo: Effective Civil Litigation Tactics" (March 1993)

Panel Member, Alexandria Bar Ass'n CLE, "Ethics for the Trial Attorney" (March 1993)

Lecture, Alexandria Bar Ass'n CLE, "What's All This Nonsense About TQM, Value Billing, And
Legal Bill Audits?" (Oct. 1993)

Panel Member, "Law Firm Governance 1994," (BDA program; Feb. 1994)

Moderator, Alexandria Bar Ass'n CLE, "Practice Before the Virginia Court of Appeals" (April 1994)

Panel Member, ABA Section of Litigation, "Roundtable for In-House & Outside Counsel" (Oct. 1994)

Lecture, Alexandria Bar Ass'n CLE, "An Ounce of Prevention: Billing Problems That Drive Clients
Crazy" (Jan. 1995)

Lecture, North Carolina Ass'n of CPAs, "Legal Cost Containment Trends" (Sept. 1995)

The Devil's Advocate

RESUME OF JOHN W. TOOTHMAN
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Lecture, Alexandria Bar Ass'n CLE, "Attorney Fees: Law & Practice in Virginia" (Jan. 1996)

Lecture, Fairfax Bar Ass'n CLE, "Billing & Collection Practices" (May 1996)

Lecture, Int'l Munic. Lawyers Ass'n, "Managing Litigation Costs" (April 1997)

Moderator, RIMS, "Managing Legal Fees" (May 1997)

Panel Member, ABA Health Law Section & Am. Ass'n of Health Plans, "In-House Counsel Workshop" (April 1998)

Moderator, RIMS, "Warning Signs" (April 1998)

Moderator, RIMS, "Legal Fee Audit Guidelines" (April 1999)

Panel Member, American Ass'n of Law Libraries, "Getting the Client to Value Legal Research" (July 1999)

Moderator, RIMS, "Legal Fee Management" (May 2000)

Panel Member, American Conference Institute, "Reasonableness of Defense Costs" (Dec. 2009)

Panel Member, ABA Litigation Section, "Legal Fee Insurance Coverage" (March 2010)

Panel Member, ABA Litigation Section, "To Get Paid, Get Reasonable" (March 2011)

Recipient, Ross Essay Award, American Bar Association (1995)

Bar & Related Affiliations

Admitted to practice law in the District of Columbia (1981), Maryland (1990) (inactive), and Virginia (1987).

Also admitted to practice before the U.S. District Courts for the Eastern District of Virginia (and Bankruptcy Court), District of Columbia (inactive), Colorado, and Maryland (inactive); U.S. Court of Federal Claims (Claims Court); U.S. Courts of Appeals for the Federal, District of Columbia, and Fourth Circuits; and, U.S. Supreme Court.

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EXHIBIT B

Confidential

Exhibit B

Exhibit B: SSSH-H Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
		Angels Baseball LP									
		Schonbrun DeSimone Seplow Harris Hoffman & Harrison LLP and Feldman									
		Matter: Charlebois v. Angels Baseball LP, Case # 10-853 (C.D. Cal.)									
		All Fees									
		Chron									
1	90	James V. DeSimone	9/9/09	Sep-09	Discussion with Eugene Feldman ("EG") Angel Stadium wheelchair access, client J. Paul Charlebois ("JPC") (1.7 hr)		0.70	\$ 650.00	\$ 455.00		
2	91	James V. DeSimone	9/9/09	Sep-09	review Caslaw, Colorado Rockies case documents, Justice Dept. Regulations (2.6 hrs)		2.60	\$ 650.00	\$ 1,690.00	qu	
3	92	James V. DeSimone	9/9/09	Sep-09	Emails w. EF re: case options, (3)		0.30	\$ 650.00	\$ 195.00	im	EF is Gene (Eugene) Feldman
4	93	James V. DeSimone	9/10/09	Sep-09	Follow up corr. W. EF (3)		0.30	\$ 650.00	\$ 195.00	im	
5	186	Gene Feldman	9/10/09	Sep-09	Desimone re: visit to Angels stadium	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
6	94	James V. DeSimone	9/19/09	Sep-09	review on-line Angel Baseball information (7)		0.70	\$ 650.00	\$ 455.00		
7	95	James V. DeSimone	9/19/09	Sep-09	memo to file (2)		0.20	\$ 650.00	\$ 130.00	im qu	
8	96	James V. DeSimone	9/19/09	Sep-09	emails w. EF (2)		0.20	\$ 650.00	\$ 130.00	im qu	
9	97	James V. DeSimone	9/26/09	Sep-09	case law review (8)		0.80	\$ 650.00	\$ 520.00	qu	
10	98	James V. DeSimone	9/26/09	Sep-09	emails w. EF re: stadium options (2)		0.20	\$ 650.00	\$ 130.00	im	
11	187	Gene Feldman	9/26/09	Sep-09	Desimone re: visit to Angels stadium with video camera	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	video
12	99	James V. DeSimone	9/29/09	Sep-09	attend Angel Game/take photographs survey disabled access seating		3.00	\$ 650.00	\$ 1,950.00		Desimone and Feldman both attend Rangers game on 9/29/09
13	3	Gene Feldman	9/29/09	Sep-09	Attend Rangers game with counsel Jim DeSimone, review case	Meeting	3.00	\$ 450.00	\$ 1,350.00		
14	188	Gene Feldman	9/30/09	Sep-09	Desimone re: follow up on visit to stadium	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
15	100	James V. DeSimone	10/6/09	Oct-09	emails w/ EF (2)		0.20	\$ 650.00	\$ 130.00	im qu	
16	101	James V. DeSimone	10/6/09	Oct-09	review of Taco Bell case (3)		0.30	\$ 650.00	\$ 195.00	qu	
17	67	David Sarnoff	10/7/09	Oct-09	Meeting with JD re: strategy		0.30	\$ 375.00	\$ 112.50	ic qu	
18	102	James V. DeSimone	10/7/09	Oct-09	review of Angel wheelchair seating Options (3)		0.30	\$ 650.00	\$ 195.00		
19	103	James V. DeSimone	10/7/09	Oct-09	meeting w. David Sarnoff Re: case information/strategy (6 hr)		0.60	\$ 650.00	\$ 390.00	ic	
20	104	James V. DeSimone	10/7/09	Oct-09	emails w. EF re: seating issues (3)		0.30	\$ 650.00	\$ 195.00	im	
21	68	David Sarnoff	10/13/09	Oct-09	Meeting with JD re: wheelchair access cases and case theory		0.30	\$ 375.00	\$ 112.50	ic	
22	1048	Kai Valenzuela	10/13/09	Oct-09	Revise retainer agreement and association of counsel		0.20	\$ 125.00	\$ 25.00		
23	189	Gene Feldman	10/13/09	Oct-09	Desimone re: client retainer agreement	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	billing for fee agreement
24	105	James V. DeSimone	10/13/09	Oct-09	Read cases and statutes re: Wheelchair access (3-1)		3.10	\$ 650.00	\$ 2,015.00		
25	106	James V. DeSimone	10/13/09	Oct-09	emails W. DS re: case theory (3)		0.30	\$ 650.00	\$ 195.00	im	
26	69	David Sarnoff	10/14/09	Oct-09	Meeting with J. Charlebois, E. Feldman, and JD		2.80	\$ 375.00	\$ 1,050.00		Sarnoff, Desimone and Feldman all attend meeting with client on 10/14/09
27	1	Gene Feldman	10/14/09	Oct-09	Conference with client and Jim DeSimone	Conference	2.80	\$ 450.00	\$ 1,260.00		
28	190	Gene Feldman	10/14/09	Oct-09	Desimone re: changing meeting time for client meeting	Review E Mail	0.20	\$ 450.00	\$ 90.00	im cl	
29	107	James V. DeSimone	10/14/09	Oct-09	mtg. W JPC, EF, and DS (2.8 hrs)		2.00	\$ 650.00	\$ 1,300.00		meeting with client (JPC)
30	191	Gene Feldman	10/15/09	Oct-09	Desimone re: client responsibilities document	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	billing for fee agreement
31	108	James V. DeSimone	10/15/09	Oct-09	corr. W. JPC (2)		0.20	\$ 650.00	\$ 130.00		
32	70	David Sarnoff	10/19/09	Oct-09	Read and review letter to Angels Baseball		0.20	\$ 375.00	\$ 75.00		
33	109	James V. DeSimone	10/19/09	Oct-09	review and edit ltr to Angel Baseball (3)		0.30	\$ 650.00	\$ 195.00		
34	110	James V. DeSimone	10/19/09	Oct-09	discussion w. JPC (3)		0.30	\$ 650.00	\$ 195.00	qu	JPC is client Jeff Charlebois
35	111	James V. DeSimone	10/19/09	Oct-09	read case law (3)		0.30	\$ 650.00	\$ 195.00	qu	
36	192	Gene Feldman	10/19/09	Oct-09	Desimone re: client ready to sign retainer for class action	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	billing for fee agreement
37	2	Gene Feldman	10/20/09	Oct-09	Draft representation letter to Angels	Draft	0.40	\$ 450.00	\$ 180.00		
38	1049	Kai Valenzuela	10/21/09	Oct-09	Create initial case files, create database folders		0.40	\$ 125.00	\$ 50.00	cl	

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Exhibit B: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
39	193	Gene Feldman	10/21/09	Oct-09	Desimone re: confirming email to client re signing retainer, and related case documents	Review E Mail	0.20	\$ 450.00	\$	90.00 im	billing for fee agreement
40	194	Gene Feldman	10/21/09	Oct-09	Desimone representation letter to Angels Baseball	Review E Mail	0.30	\$ 450.00	\$	135.00 im	
41	195	Gene Feldman	10/22/09	Oct-09	Desimone re: architect James Terry	Prepare E Mail	0.40	\$ 450.00	\$	180.00 im	
42	196	Gene Feldman	10/26/09	Oct-09	Desimone re MTA complaint and drafting Angels complaint	Prepare E Mail	0.20	\$ 450.00	\$	90.00 im	
43	115	James V. DeSimone	11/2/09	Nov-09	reviewed case law/wrote list of Talking points re: conv. w. David Cohen ("DC") (.8 hr)		0.80	\$ 650.00	\$	520.00	DC is associated with Angels Baseball team
44	116	James V. DeSimone	11/2/09	Nov-09	Tc to DC, message (.1 hr)		0.10	\$ 650.00	\$	65.00 qu	
45	197	Gene Feldman	11/2/09	Nov-09	Desimone re: voice mail message from David Cohen of Angels baseball	Review E Mail	0.20	\$ 450.00	\$	90.00 im	
46	198	Gene Feldman	11/3/09	Nov-09	Desimone re: David Cohen of Angels baseball state bar profile	Review E Mail	0.20	\$ 450.00	\$	90.00 im	
47	117	James V. DeSimone	11/6/09	Nov-09	conv. w. DC (.3 hr)		0.30	\$ 650.00	\$	195.00 qu	
48	118	James V. DeSimone	11/6/09	Nov-09	conv. w. Eugene Feldman (EF) (.3 hr)		0.30	\$ 650.00	\$	195.00 ic qu	
49	119	James V. DeSimone	11/6/09	Nov-09	Memo to file (.2 hr)		0.20	\$ 650.00	\$	130.00 im qu	
50	1050	Kai Valenzuela	11/6/09	Nov-09	Receive potential expert information to be saved in database, organize case file		0.20	\$ 125.00	\$	25.00 cl	
51	120	James V. DeSimone	11/8/09	Nov-09	prepared ltr. To DC (.8 hr)		0.80	\$ 650.00	\$	520.00 qu	
52	121	James V. DeSimone	11/8/09	Nov-09	Email to EF (.1 hr)		0.10	\$ 650.00	\$	65.00 im qu	
53	122	James V. DeSimone	11/8/09	Nov-09	email to Scott Sheutzman (.2 hr)		0.20	\$ 650.00	\$	130.00 qu	Scott Sheutzmann (SS) is not an Schonbrun/internal timekeeper
54	199	Gene Feldman	11/8/09	Nov-09	Desimone re: email to Scott Schutzman re: incident at stadium	Review E Mail	0.20	\$ 450.00	\$	90.00 im	
55	123	James V. DeSimone	11/9/09	Nov-09	finalized letter to DC (2)		0.20	\$ 650.00	\$	190.00 qu	
56	124	James V. DeSimone	11/9/09	Nov-09	email To SS (.1)		0.10	\$ 650.00	\$	65.00 im	
57	1051	Kai Valenzuela	11/9/09	Nov-09	Format correspondence, prepare mailing to Director of Legal Affairs Angels Baseball LLP		0.40	\$ 125.00	\$	50.00	
58	200	Gene Feldman	11/9/09	Nov-09	Desimone re: email from David Cohen returning phone call	Review E Mail	0.20	\$ 450.00	\$	90.00 im	
59	125	James V. DeSimone	11/17/09	Nov-09	telephone all w. Brent Giddens (BG) (.3)		0.30	\$ 650.00	\$	195.00 qu	
60	126	James V. DeSimone	11/17/09	Nov-09	email EF, DS and Mike Seplow (MS) .1		0.10	\$ 650.00	\$	65.00 im qu	
61	127	James V. DeSimone	11/18/09	Nov-09	email w. BG (.1)		0.10	\$ 650.00	\$	65.00 qu	BG is Brent Giddens
62	71	David Sarnoff	12/1/09	Dec-09	Draft City of Anaheim Tort Claim; email to JD		0.90	\$ 375.00	\$	337.50 im qu	
63	128	James V. DeSimone	12/1/09	Dec-09	corr. W. BG re: documents. Settlement (.3)		0.30	\$ 650.00	\$	195.00	
64	201	Gene Feldman	12/1/09	Dec-09	Desimone re: email to Brent Giddens/awaiting documents from Angels baseball	Review E Mail	0.20	\$ 450.00	\$	90.00 im	
65	129	James V. DeSimone	12/2/09	Dec-09	email for BG (.1)		0.10	\$ 650.00	\$	65.00 qu	
66	202	Gene Feldman	12/2/09	Dec-09	Desimone forwarding Giddens email on responding to request for documents	Review E Mail	0.20	\$ 450.00	\$	90.00 im	
67	130	James V. DeSimone	12/3/09	Dec-09	review and edit City of Anaheim tort claim		0.40	\$ 650.00	\$	260.00	
68	72	David Sarnoff	12/4/09	Dec-09	New Draft of Tort Claim; email to JD		0.30	\$ 375.00	\$	112.50 im qu	
69	131	James V. DeSimone	12/4/09	Dec-09	next draft of tort claim (.2 hr)		0.20	\$ 650.00	\$	130.00	
70	132	James V. DeSimone	12/4/09	Dec-09	email JC and EF (.2 Hr)		0.20	\$ 650.00	\$	130.00 im qu	
71	133	James V. DeSimone	12/4/09	Dec-09	conv. W. Brent Giddens (.3)		0.30	\$ 650.00	\$	195.00 qu	
72	134	James V. DeSimone	12/6/09	Dec-09	emails w. JPC and EF re: Strategy (.3)		0.30	\$ 650.00	\$	195.00 im	
73	135	James V. DeSimone	12/7/09	Dec-09	Finalize tort claim (.2 Hr)		0.20	\$ 650.00	\$	130.00	
74	136	James V. DeSimone	12/7/09	Dec-09	email to JC (.1 hr)		0.10	\$ 650.00	\$	65.00 qu	
75	137	James V. DeSimone	12/7/09	Dec-09	further review and emails (.2 hr)		0.20	\$ 650.00	\$	130.00 qu	
76	203	Gene Feldman	12/7/09	Dec-09	Desimone re: changes to government claim form against City of Anaheim	Review E Mail	0.20	\$ 450.00	\$	90.00 im	
77	138	James V. DeSimone	12/9/09	Dec-09	Finalize tort claim (.4)		0.40	\$ 650.00	\$	260.00	
78	73	David Sarnoff	12/15/09	Dec-09	Meeting with JD re: Complaint/CoAs		0.50	\$ 375.00	\$	187.50 ic	
79	139	James V. DeSimone	12/15/09	Dec-09	read cases (.5)		0.50	\$ 650.00	\$	325.00 qu	
80	140	James V. DeSimone	12/15/09	Dec-09	mtg w. DS re: Complaint/causes of action (.5)		0.50	\$ 650.00	\$	325.00 ic	

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Exhibit B: SDSH-H Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
81	74	David Sarnoff	12/23/09	Dec-09	Begin draft Complaint; research re: Unruh and ADA claims		4.20	\$ 375.00	\$ 1,575.00		
82	75	David Sarnoff	12/24/09	Dec-09	Research re: B&P 17200, Discrim. by State Funded Program, Disabled Persons Act		3.40	\$ 375.00	\$ 1,275.00		
83	76	David Sarnoff	12/25/09	Dec-09	Finish Draft of Complaint		2.30	\$ 375.00	\$ 862.50		
84	77	David Sarnoff	12/28/09	Dec-09	Meeting with JD re: Complaint		0.30	\$ 375.00	\$ 112.50	ic	
85	141	James V. DeSimone	12/28/09	Dec-09	review of risk letters from City of Anaheim (1)		0.10	\$ 650.00	\$ 65.00		
86	142	James V. DeSimone	12/28/09	Dec-09	mtg. W. DS re: Complaint (3)		0.30	\$ 650.00	\$ 195.00	ic	
87	143	James V. DeSimone	12/28/09	Dec-09	Corr. W. BG (2)		0.20	\$ 650.00	\$ 130.00	qu	
88	144	James V. DeSimone	1/4/10	Jan-10	File review and email to BG Re: documents (3)		0.30	\$ 650.00	\$ 195.00		
89	204	Gene Feldman	1/4/10	Jan-10	Desimone re: request to Giddens regarding availability of documents	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
90	145	James V. DeSimone	1/18/10	Jan-10	Con. W. BC re: documents/ Status (3)		0.30	\$ 650.00	\$ 195.00	ic	BC is internal timekeeper Bill Clifton
91	205	Gene Feldman	1/18/10	Jan-10	Desimone re: lack of response from Giddens to document request	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
92	206	Gene Feldman	1/20/10	Jan-10	Desimone re: response to government claim against City of Anaheim	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	im	
93	1	William Clifton	1/21/10	Jan-10	Located and emailed City of Anaheim Risk Management letter to Attorney Feldman		0.20	\$ 125.00	\$ 25.00	cl	
94	146	James V. DeSimone	1/21/10	Jan-10	emails w. paralegal EF, JPC re: Denial of tort claim		0.20	\$ 650.00	\$ 130.00	im	
95	207	Gene Feldman	1/21/10	Jan-10	Bill Clifton re: response to government claim against City of Anaheim	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
96	2	William Clifton	1/22/10	Jan-10	Calendar deadline for filing civil complaint		0.10	\$ 125.00	\$ 12.50	cl	
97	147	James V. DeSimone	1/27/10	Jan-10	review and edit draft Complaint		1.80	\$ 650.00	\$ 1,170.00		
98	7	Gene Feldman	1/28/10	Jan-10	File Review	File Review	0.30	\$ 450.00	\$ 135.00	qu	
99	148	James V. DeSimone	2/3/10	Feb-10	review prior corr. (2 Br)		0.20	\$ 650.00	\$ 130.00	qu	
100	149	James V. DeSimone	2/3/10	Feb-10	corr. To Brent Giddens (2)		0.20	\$ 650.00	\$ 130.00	qu	
101	150	James V. DeSimone	2/5/10	Feb-10	review Corr. BG		0.10	\$ 650.00	\$ 65.00	qu	
102	151	James V. DeSimone	2/8/10	Feb-10	corr. To BG		0.10	\$ 650.00	\$ 65.00	qu	
103	208	Gene Feldman	2/8/10	Feb-10	Desimone re: request to Giddens meeting postponement	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
104	152	James V. DeSimone	2/16/10	Feb-10	follow up corr. W. BG (-2)		0.20	\$ 650.00	\$ 130.00	qu	
105	9	Gene Feldman	2/16/10	Feb-10	No description	Review E Mail	0.20	\$ 450.00	\$ 90.00	qu	
106	209	Gene Feldman	3/6/10	Mar-10	Desimone re: case strategy	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
107	153	James V. DeSimone	3/7/10	Mar-10	email w. EF re: strategy		0.20	\$ 650.00	\$ 130.00	im	
108	154	James V. DeSimone	3/8/10	Mar-10	review BG email/email w. EF Re: strategy, review and email Complaint		0.60	\$ 650.00	\$ 390.00	im	
109	5	Gene Feldman	3/8/10	Mar-10	No description	Review E Mail	0.60	\$ 450.00	\$ 270.00	qu	
110	6	Gene Feldman	3/8/10	Mar-10	Review complaint	Review	1.70	\$ 450.00	\$ 765.00		
111	8	Gene Feldman	3/8/10	Mar-10	No description	Review E Mail	0.30	\$ 450.00	\$ 135.00	qu	
112	4	Gene Feldman	3/9/10	Mar-10	Review complaint	Review	2.40	\$ 450.00	\$ 1,080.00		
113	10	Gene Feldman	3/10/10	Mar-10	to/from VID	Review E Mail	0.40	\$ 450.00	\$ 180.00	im qu	
114	155	James V. DeSimone	3/15/10	Mar-10	review and edit Complaint (6)		0.60	\$ 650.00	\$ 390.00		
115	156	James V. DeSimone	3/15/10	Mar-10	Emails w. EF re: strategy (1)		0.10	\$ 650.00	\$ 65.00	im	
116	11	Gene Feldman	3/15/10	Mar-10	Revision of pleadings	Prep Pleadings	1.60	\$ 450.00	\$ 720.00	qu	
117	12	Gene Feldman	3/15/10	Mar-10	OC	Phone Call	0.30	\$ 450.00	\$ 135.00	ic qu	
118	157	James V. DeSimone	3/22/10	Mar-10	review BG email/ email EF		0.20	\$ 650.00	\$ 130.00	im qu	
119	13	Gene Feldman	3/22/10	Mar-10	Letter to Giddens	Correspondence	1.30	\$ 450.00	\$ 585.00	qu	
120	14	Gene Feldman	3/22/10	Mar-10	VID	Review E Mail	0.30	\$ 450.00	\$ 135.00	im qu	
121	15	Gene Feldman	3/24/10	Mar-10	from VID	Review E Mail	0.20	\$ 450.00	\$ 90.00	im qu	
122	158	James V. DeSimone	3/25/10	Mar-10	review ADA regs (4)		0.40	\$ 650.00	\$ 260.00		
123	159	James V. DeSimone	3/25/10	Mar-10	prepared ltr. To BG (8)		0.80	\$ 650.00	\$ 520.00		
124	16	Gene Feldman	3/25/10	Mar-10	VID	Review E Mail	0.20	\$ 450.00	\$ 90.00	im qu	
125	160	James V. DeSimone	4/5/10	Apr-10	conv. W. GF re: wheelchair access		0.60	\$ 650.00	\$ 390.00	ic	GF is Gene Feldman

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Exhibit B: SDS-HH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
126	161	James V. DeSimone	4/13/10	Apr-10	conv. W. EF re: strategy/community Resources (.3)		0.30	\$ 650.00	\$ 195.00	ic	
127	162	James V. DeSimone	4/13/10	Apr-10	email contacts re: Outreach (.3)		0.30	\$ 650.00	\$ 195.00	ic	
128	17	Gene Feldman	4/13/10	Apr-10	No description	Review E Mail	0.20	\$ 450.00	\$ 90.00	qu	
129	18	Gene Feldman	4/13/10	Apr-10	to client	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	qu	
130	19	Gene Feldman	4/13/10	Apr-10	call to VID	Phone Call to Co-	0.30	\$ 450.00	\$ 135.00	ic qu	
131	163	James V. DeSimone	4/15/10	Apr-10	tc and email to Disability Legal Rights Center (.2)		0.20	\$ 650.00	\$ 130.00	qu	
132	164	James V. DeSimone	4/15/10	Apr-10	review of Complaint (.3 hr)		0.30	\$ 650.00	\$ 195.00	ic	
133	165	James V. DeSimone	4/19/10	Apr-10	review and edit Complaint (.8 hr)		0.80	\$ 650.00	\$ 520.00	ic	
134	166	James V. DeSimone	4/19/10	Apr-10	conv. W. Mike Seplow (MS) re: final complaint (.1)		0.10	\$ 650.00	\$ 65.00	ic	
135	167	James V. DeSimone	4/19/10	Apr-10	review MS memo and Emails (.2)		0.20	\$ 650.00	\$ 130.00	im qu	
136	1156	Michael D. Seplow	4/19/10	Apr-10	Rsh re draft complaint (.5),		0.50	\$ 600.00	\$ 300.00	qu	
137	1157	Michael D. Seplow	4/19/10	Apr-10	disc w VID (.1)		0.10	\$ 600.00	\$ 60.00	ic qu	
138	1158	Michael D. Seplow	4/19/10	Apr-10	Review draft complaint and send em to team re changes etc (1.5)		1.50	\$ 600.00	\$ 900.00	im	
139	1159	Michael D. Seplow	4/20/10	Apr-10	Rev, rsh and revise draft complaint, revise complaint (1.2)		1.20	\$ 600.00	\$ 720.00	ic	
140	1160	Michael D. Seplow	4/20/10	Apr-10	disc w VID (.2)		0.20	\$ 600.00	\$ 120.00	ic qu	
141	168	James V. DeSimone	4/21/10	Apr-10	review DIRC federal complaint (.4)		4.00	\$ 650.00	\$ 2,600.00	ic qu	
142	169	James V. DeSimone	4/21/10	Apr-10	Email w. WH re: strategy (.1)		0.10	\$ 650.00	\$ 65.00	ic	WH is not an internal timekeeper
143	170	James V. DeSimone	4/21/10	Apr-10	mtg. W. MS re: strategy re: complaint/ filing/remedies (.4)		0.40	\$ 650.00	\$ 260.00	ic	
144	171	James V. DeSimone	4/21/10	Apr-10	tc. W. MS and EF re: filing strategy (.4)		0.40	\$ 650.00	\$ 260.00	ic	
145	1161	Michael D. Seplow	4/21/10	Apr-10	Rev complaint & rsh (.5),		0.50	\$ 600.00	\$ 300.00	qu	
146	1162	Michael D. Seplow	4/21/10	Apr-10	disc w VID & GF (.4)		0.40	\$ 600.00	\$ 240.00	ic qu	
147	20	Gene Feldman	4/21/10	Apr-10	No description	Review E Mail	0.20	\$ 450.00	\$ 90.00	qu	
148	21	Gene Feldman	4/21/10	Apr-10	No description	Phone Call to Co-	0.40	\$ 450.00	\$ 180.00	qu	
149	172	James V. DeSimone	4/23/10	Apr-10	mtg. W. MS re: strategy (.2)		0.20	\$ 650.00	\$ 130.00	ic	
150	173	James V. DeSimone	4/23/10	Apr-10	emails W. EF and MS (.2)		0.20	\$ 650.00	\$ 130.00	im qu	
151	174	James V. DeSimone	4/23/10	Apr-10	mtg. W. AC And MS re: case strategy (1)		0.10	\$ 650.00	\$ 65.00	ic	
152	741	Amanda Canning	4/23/10	Apr-10	Review strategy re complaint, Research and legal analysis re same - 4hrs		4.00	\$ 375.00	\$ 1,500.00	ic	
153	742	Amanda Canning	4/23/10	Apr-10	Review facts and Review strategy with DeSimone and Seplow- 1 hr		1.00	\$ 375.00	\$ 375.00	ic	
154	1163	Michael D. Seplow	4/23/10	Apr-10	Rsh UCL claims (.5)		0.50	\$ 600.00	\$ 300.00	ic	
155	1164	Michael D. Seplow	4/23/10	Apr-10	rev draft complaint & em re changes to complaint (.5),		0.50	\$ 600.00	\$ 300.00	im qu	
156	1165	Michael D. Seplow	4/23/10	Apr-10	disc w VID and AC (1.0)		1.00	\$ 600.00	\$ 600.00	ic qu	
157	743	Amanda Canning	4/27/10	Apr-10	Review documents		0.30	\$ 375.00	\$ 112.50	qu	
158	175	James V. DeSimone	5/12/10	May-10	conv. w. EF re: Complaint/strategy (.2)		0.20	\$ 650.00	\$ 130.00	ic	
159	176	James V. DeSimone	5/12/10	May-10	Emails w. AC re: Complaint (.2)		0.20	\$ 650.00	\$ 130.00	im	
160	744	Amanda Canning	5/13/10	May-10	Research re complaint		1.00	\$ 375.00	\$ 375.00	ic	
161	745	Amanda Canning	5/18/10	May-10	Research and Draft complaint		9.20	\$ 375.00	\$ 3,450.00	ic	
162	746	Amanda Canning	5/24/10	May-10	Research and Draft complaint		3.90	\$ 375.00	\$ 1,462.50	ic	
163	177	James V. DeSimone	5/26/10	May-10	review and edit Federal Court Complaint (1.1 hr)		1.10	\$ 650.00	\$ 715.00	ic	
164	178	James V. DeSimone	5/26/10	May-10	email AC (1)		0.10	\$ 650.00	\$ 65.00	im qu	
165	179	James V. DeSimone	5/26/10	May-10	Mig. W. AC re complaint (.5)		0.50	\$ 650.00	\$ 325.00	ic	
166	747	Amanda Canning	5/26/10	May-10	Review strategy with DeSimone		0.50	\$ 375.00	\$ 187.50	ic	
167	180	James V. DeSimone	5/27/10	May-10	discussions w. AC re: complaint; (.3)		0.30	\$ 650.00	\$ 195.00	ic	
168	181	James V. DeSimone	5/27/10	May-10	Emails w. MS re: complaint (.1)		0.10	\$ 650.00	\$ 65.00	im	
169	748	Amanda Canning	5/27/10	May-10	Review revise complaint		4.00	\$ 375.00	\$ 1,500.00	ic	Canning revisions to Complaint continue
170	1052	Kai Valenzuela	5/27/10	May-10	Format Charlebois Federal Complaint		0.80	\$ 125.00	\$ 100.00	ic	
171	1166	Michael D. Seplow	5/27/10	May-10	Review-revise draft complaint (.4)		0.40	\$ 600.00	\$ 240.00	ic	

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Exhibit B: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
172	182	James V. DeSimone	5/28/10	May-10	review and edit final draft of Complaint (.8 hr)		0.80	\$ 650.00	\$ 520.00		
173	183	James V. DeSimone	5/28/10	May-10	email EF (.1)		0.10	\$ 650.00	\$ 65.00	im qu	
174	184	James V. DeSimone	5/28/10	May-10	Email JPC (.1)		0.10	\$ 650.00	\$ 65.00	im qu	
175	1053	Kai Valenzuela	5/28/10	May-10	Further revisions to Federal Complaint		0.20	\$ 125.00	\$ 25.00		
176	24	Gene Feldman	5/28/10	May-10	Phone call to client regarding federal complaint	Phone client	0.20	\$ 450.00	\$ 90.00		Feldman begins review of draft of federal Complaint
177	210	Gene Feldman	5/28/10	May-10	Draft of federal complaint prepared by Desimone	Review	0.60	\$ 450.00	\$ 270.00		
178	22	Gene Feldman	5/31/10	May-10	Review federal complaint	Review	1.40	\$ 450.00	\$ 630.00		
179	185	James V. DeSimone	6/1/10	Jun-10	email exchange w. EF re: Complaint (.3 hr)		0.30	\$ 650.00	\$ 195.00	im	
180	186	James V. DeSimone	6/1/10	Jun-10	email w. MS re: strategy (.1)		0.10	\$ 650.00	\$ 65.00	im	
181	23	Gene Feldman	6/1/10	Jun-10	To VID regarding complaint changes	Prepare E Mail	0.40	\$ 450.00	\$ 180.00	im	
182	187	James V. DeSimone	6/2/10	Jun-10	mtg w. MS re: Complaint/strategy (.3 hr)		0.30	\$ 650.00	\$ 195.00	ic	
183	188	James V. DeSimone	6/2/10	Jun-10	mtg. w. MM re: complaint Strategy (.1)		0.10	\$ 650.00	\$ 65.00	ic	
184	189	James V. DeSimone	6/2/10	Jun-10	tc w. EF, AC & MS (.7 hr)		0.70	\$ 650.00	\$ 455.00	ic	
185	190	James V. DeSimone	6/2/10	Jun-10	email to JC (.1)		0.10	\$ 650.00	\$ 65.00	im qu	
186	191	James V. DeSimone	6/2/10	Jun-10	review AC memo re: law and email questions (.4)		0.40	\$ 650.00	\$ 260.00	im	
187	749	Amanda Canning	6/2/10	Jun-10	Call from Feldman and Review strategy with Desimone and Seplow -.8hrs		0.80	\$ 375.00	\$ 300.00	ic	
188	750	Amanda Canning	6/2/10	Jun-10	Research re incentive award and Draft memo - 6.4hrs		6.40	\$ 375.00	\$ 2,400.00	im	
189	1167	Michael D. Seplow	6/2/10	Jun-10	TC w VID, AC, GF re complaint (.8).		0.80	\$ 600.00	\$ 480.00	ic	
190	1168	Michael D. Seplow	6/2/10	Jun-10	tc w WJH re complaint and injunctive relief (.2).		0.20	\$ 600.00	\$ 120.00		
191	1169	Michael D. Seplow	6/2/10	Jun-10	rev ems and disc w VID re complaint (.4)		0.40	\$ 600.00	\$ 240.00	ic im	
192	25	Gene Feldman	6/2/10	Jun-10	Conference call with VID	Phone Call to Co-	0.70	\$ 450.00	\$ 315.00	ic qu	
193	26	Gene Feldman	6/2/10	Jun-10	emails from VID	Review E Mail	0.20	\$ 450.00	\$ 90.00	im qu	
194	36	Gene Feldman	6/2/10	Jun-10	Long distance charges	Long Distance	0.00	\$ 450.00	\$ -		Expense entries
195	192	James V. DeSimone	6/3/10	Jun-10	conv. w. EF re: strategy (.3)		0.30	\$ 650.00	\$ 195.00	ic	
196	193	James V. DeSimone	6/3/10	Jun-10	conv. W. AC re: complaint revisions (.2)		0.20	\$ 650.00	\$ 130.00	ic	
197	194	James V. DeSimone	6/3/10	Jun-10	conv. W. EF (.2)		0.20	\$ 650.00	\$ 130.00	ic qu	
198	195	James V. DeSimone	6/3/10	Jun-10	conv w. JC (.1)		0.10	\$ 650.00	\$ 65.00	ic qu	
199	751	Amanda Canning	6/3/10	Jun-10	Research re service award for Charlebois and E-mails to disability groups re same -.6hrs		0.60	\$ 375.00	\$ 225.00		AC "Draft Complaint" work continues in June
200	752	Amanda Canning	6/3/10	Jun-10	Draft complaint - .8hrs		0.80	\$ 375.00	\$ 300.00		
201	753	Amanda Canning	6/3/10	Jun-10	Conference with Desimone re Changes to lawsuit 2hrs		0.20	\$ 375.00	\$ 75.00	ic	
202	27	Gene Feldman	6/3/10	Jun-10	Research 28 CFR 36.402	Legal Research	0.80	\$ 450.00	\$ 360.00		
203	35	Gene Feldman	6/3/10	Jun-10	Long distance charges	Long Distance	0.00	\$ 450.00	\$ -		Expense entries
204	196	James V. DeSimone	6/4/10	Jun-10	conv. W. EF re: research/strategy (.2)		0.20	\$ 650.00	\$ 130.00	ic	
205	197	James V. DeSimone	6/4/10	Jun-10	conv. W. JC and EF re: lawsuit/strategy (.7)		0.70	\$ 650.00	\$ 455.00		Feldman also billed for conference call with client on 6/4/2010
206	198	James V. DeSimone	6/4/10	Jun-10	mtg. w. AC re: changes to lawsuit (.2)		0.20	\$ 650.00	\$ 130.00	ic	
207	199	James V. DeSimone	6/4/10	Jun-10	mtg. W. MS re: strategy (.1)		0.10	\$ 650.00	\$ 65.00	ic	
208	200	James V. DeSimone	6/4/10	Jun-10	email W. EF and AC (.1)		0.10	\$ 650.00	\$ 65.00	im qu	
209	754	Amanda Canning	6/4/10	Jun-10	Meeting with Desimone regarding changes to lawsuit		0.20	\$ 375.00	\$ 75.00	ic	
210	1170	Michael D. Seplow	6/4/10	Jun-10	rev GF em (.1).		0.10	\$ 600.00	\$ 60.00	im qu	
211	1171	Michael D. Seplow	6/4/10	Jun-10	meeting with VID re strategy (.1)		0.10	\$ 600.00	\$ 60.00	ic	
212	28	Gene Feldman	6/4/10	Jun-10	Phone call to client with VID	Phone client	0.60	\$ 450.00	\$ 270.00	qu	
213	29	Gene Feldman	6/4/10	Jun-10	To VID regarding 36.402	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	im	
214	211	Gene Feldman	6/4/10	Jun-10	Desimone re: Angels baseball seating chart	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
215	755	Amanda Canning	6/6/10	Jun-10	Draft complaint		2.80	\$ 375.00	\$ 1,050.00		
216	201	James V. DeSimone	6/7/10	Jun-10	emails w. AC and MS re: complaint (.2)		0.20	\$ 650.00	\$ 130.00	im	

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Exhibit B: SDSH-H Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
217	202	James V. DeSimone	6/7/10	Jun-10	mtg. W. AC re: Complaint Allegations (2)		0.20	\$ 650.00	\$ 130.00	ic	
218	203	James V. DeSimone	6/7/10	Jun-10	confs. W. MS re: Revised complaint (3)		0.30	\$ 650.00	\$ 195.00	ic	
219	756	Amanda Canning	6/7/10	Jun-10	Research and Draft complaint; Discussion with MS and VID re revised Complaint		4.10	\$ 375.00	\$ 1,537.50	ic	
220	1172	Michael D. Seplow	6/7/10	Jun-10	Rev draft complaint (5)		0.50	\$ 600.00	\$ 300.00		
221	1173	Michael D. Seplow	6/7/10	Jun-10	rush class issues re complaint and draft em re same (1,2)		1.20	\$ 600.00	\$ 720.00	im	
222	1174	Michael D. Seplow	6/7/10	Jun-10	disc w AC, VID (3)		0.30	\$ 600.00	\$ 180.00	ic qu	
223	204	James V. DeSimone	6/8/10	Jun-10	Review case law/complaint		0.40	\$ 650.00	\$ 260.00		
224	757	Amanda Canning	6/8/10	Jun-10	Research and Draft complaint		2.50	\$ 375.00	\$ 937.50		
225	1175	Michael D. Seplow	6/8/10	Jun-10	Rev case law (2)		0.20	\$ 600.00	\$ 120.00	qu	
226	205	James V. DeSimone	6/9/10	Jun-10	con v. W. AC re: complaint (2);		0.10	\$ 650.00	\$ 65.00	ic	
227	206	James V. DeSimone	6/9/10	Jun-10	Emails w. MS: re complaint (1)		0.20	\$ 375.00	\$ 75.00	ic	
228	758	Amanda Canning	6/9/10	Jun-10	Discuss Complaint with DeSimone		0.20	\$ 375.00	\$ 75.00	ic	
229	1176	Michael D. Seplow	6/9/10	Jun-10	rev draft; complaint, em intro (8)		0.80	\$ 600.00	\$ 480.00	im	
230	207	James V. DeSimone	6/10/10	Jun-10	review and edit complaint for injunctive relief (1,2 hr)		1.20	\$ 650.00	\$ 780.00		
231	208	James V. DeSimone	6/10/10	Jun-10	email team (1 hr)		0.10	\$ 650.00	\$ 65.00	im qu	
232	209	James V. DeSimone	6/10/10	Jun-10	disc. W. MS (1)		0.10	\$ 650.00	\$ 65.00	ic qu	
233	210	James V. DeSimone	6/10/10	Jun-10	mtg. W. AC (2)		0.20	\$ 650.00	\$ 130.00	ic qu	
234	759	Amanda Canning	6/10/10	Jun-10	Review revise complaint, Review strategy with DeSimone		0.60	\$ 375.00	\$ 225.00	ic	
235	1054	Kai Valenzuela	6/10/10	Jun-10	Research contact information for press release		0.30	\$ 125.00	\$ 37.50		
236	1177	Michael D. Seplow	6/10/10	Jun-10	disc w VID (1)		0.10	\$ 600.00	\$ 60.00	ic qu	
237	3	William Clifton	6/14/10	Jun-10	Drafted Summons (1), Civil Cover Sheet (2)		0.10	\$ 125.00	\$ 12.50		
238	4	William Clifton	6/14/10	Jun-10	Notice of Interested Parties (2) for filing		0.20	\$ 125.00	\$ 25.00	qu	This is the time entry
239	5	William Clifton	6/14/10	Jun-10	review attachments to Complaint (2)		0.20	\$ 650.00	\$ 130.00		
240	211	James V. DeSimone	6/14/10	Jun-10	review Complaint and email Team re: issues (2)		0.20	\$ 650.00	\$ 130.00	im	
241	212	James V. DeSimone	6/14/10	Jun-10	review AC Memo (1)		0.10	\$ 650.00	\$ 65.00	im qu	
242	213	James V. DeSimone	6/14/10	Jun-10	email w. EF (1)		0.10	\$ 650.00	\$ 65.00	ic qu	
243	214	James V. DeSimone	6/14/10	Jun-10	Disc. W. MS (1)		0.10	\$ 650.00	\$ 65.00	ic qu	
244	215	James V. DeSimone	6/14/10	Jun-10	disc. W. AC (1)		0.10	\$ 650.00	\$ 65.00	ic qu	
245	216	James V. DeSimone	6/14/10	Jun-10	Disc. W. Paralegal (2)		0.20	\$ 650.00	\$ 130.00	ic qu	
246	217	James V. DeSimone	6/14/10	Jun-10	email to BG (1)		0.10	\$ 650.00	\$ 65.00	qu	
247	218	James V. DeSimone	6/14/10	Jun-10	Call to Klassen - 3hrs						
248	760	Amanda Canning	6/14/10	Jun-10	Discussion with DeSimone 1hrs		0.30	\$ 375.00	\$ 112.50	qu	
249	761	Amanda Canning	6/14/10	Jun-10	Draft press release and Review revise complaint - 2.4hrs		0.10	\$ 375.00	\$ 37.50	ic qu	
250	762	Amanda Canning	6/14/10	Jun-10	Further revise Federal Complaint		2.40	\$ 375.00	\$ 900.00		press release
251	1055	Kai Valenzuela	6/14/10	Jun-10	em and disc w VID (2)		0.20	\$ 125.00	\$ 25.00		
252	1178	Michael D. Seplow	6/14/10	Jun-10	Prepared init case documents for filing and order for ally service to file		0.20	\$ 600.00	\$ 120.00	ic im qu	
253	6	William Clifton	6/15/10	Jun-10	Finalize Complaint for filing (4)		0.75	\$ 125.00	\$ 93.75	cl	complaint filed
254	219	James V. DeSimone	6/15/10	Jun-10	Review of legal research (4)		0.40	\$ 650.00	\$ 260.00	cl	
255	220	James V. DeSimone	6/15/10	Jun-10	Review revise press release and further processing release, correspond with co-paralegals re P.R.		0.40	\$ 650.00	\$ 260.00	qu	
256	763	Amanda Canning	6/15/10	Jun-10	Desimone to Canning re: complaint revisions and filing		2.00	\$ 375.00	\$ 750.00	qu	press release
257	1056	Kai Valenzuela	6/15/10	Jun-10	Review E Mail		0.50	\$ 125.00	\$ 62.50	im	press release
258	212	Gene Feldman	6/15/10	Jun-10	doc. Review and legal research (5)		0.20	\$ 450.00	\$ 90.00	im	
259	221	James V. DeSimone	6/16/10	Jun-10	Email w. EF (1)		0.50	\$ 650.00	\$ 325.00	qu	
260	222	James V. DeSimone	6/16/10	Jun-10	Research re: Judge (5)		0.10	\$ 650.00	\$ 65.00	im qu	
261	223	James V. DeSimone	6/16/10	Jun-10	further processing re news coverage		0.50	\$ 650.00	\$ 325.00	qu	judge research
262	764	Amanda Canning	6/16/10	Jun-10			0.50	\$ 375.00	\$ 187.50	qu	press

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Exhibit B: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
263	1057	Kai Valenzuela	6/16/10	Jun-10	Receive documents via ECF to print and save to database		0.80	\$ 125.00	\$ 100.00	cl qu	
264	1179	Michael D. Seplow	6/16/10	Jun-10	rev em re service (.1)		0.10	\$ 600.00	\$ 60.00	im	
265	1180	Michael D. Seplow	6/16/10	Jun-10	rev effiled docs (.1)		0.10	\$ 600.00	\$ 60.00	qu	
266	30	Gene Feldman	6/16/10	Jun-10	Desimone re: complaint revisions	Review E Mail	0.30	\$ 450.00	\$ 135.00	im	complaint revisions post filing
267	31	Gene Feldman	6/16/10	Jun-10	email to chat cooper	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	qu	
268	7	William Clifton	6/17/10	Jun-10	Determined agents for process for dely (.3); Prepared and transmitted orders to atty service		0.30	\$ 125.00	\$ 37.50		
269	8	William Clifton	6/17/10	Jun-10	for service of init case docs (.5)		0.50	\$ 125.00	\$ 62.50	cl	
270	224	James V. DeSimone	6/17/10	Jun-10	Mig. W. Paralegal re: tasks (.1)		0.10	\$ 650.00	\$ 65.00	ic qu	
271	225	James V. DeSimone	6/17/10	Jun-10	review Docs (.1)		0.10	\$ 650.00	\$ 65.00	qu	
272	1181	Michael D. Seplow	6/17/10	Jun-10	em re service (.1)		1.00	\$ 600.00	\$ 600.00	im qu	
273	226	James V. DeSimone	6/18/10	Jun-10	com/ W. EF re: strategy (.6 hr)		0.60	\$ 650.00	\$ 390.00	ic	
274	227	James V. DeSimone	6/18/10	Jun-10	expert Research (.3)		0.30	\$ 650.00	\$ 195.00	qu	
275	228	James V. DeSimone	6/18/10	Jun-10	tc to expert (.1)		0.10	\$ 650.00	\$ 65.00	qu	
276	229	James V. DeSimone	6/18/10	Jun-10	email Review and contact witnesses (.2)		0.20	\$ 650.00	\$ 130.00	qu	
277	230	James V. DeSimone	6/18/10	Jun-10	speak W. Expert (.5)		0.50	\$ 650.00	\$ 325.00	qu	
278	231	James V. DeSimone	6/18/10	Jun-10	memo re conversation (.2)		0.20	\$ 650.00	\$ 130.00	qu	
279	232	James V. DeSimone	6/18/10	Jun-10	Follow up w. witnesses (.2)		0.20	\$ 650.00	\$ 130.00	qu	
280	1182	Michael D. Seplow	6/18/10	Jun-10	rev VID em re experts (.2)		0.20	\$ 600.00	\$ 120.00	qu	
281	1183	Michael D. Seplow	6/18/10	Jun-10	re em re status of service (.1)		0.10	\$ 600.00	\$ 60.00	im qu	
282	32	Gene Feldman	6/18/10	Jun-10	VID re: case strategy	Phone Call to Co-	0.20	\$ 450.00	\$ 90.00	ic	
283	33	Gene Feldman	6/18/10	Jun-10	Research expert witnesses	Research	0.30	\$ 450.00	\$ 135.00		
284	34	Gene Feldman	6/18/10	Jun-10	Review study correspondence from prospective plaintiff	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
285	765	Amanda Canning	6/23/10	Jun-10	Review study correspondence from prospective plaintiff		0.30	\$ 375.00	\$ 112.50		
286	1184	Michael D. Seplow	6/23/10	Jun-10	rev pos (.1)		0.10	\$ 600.00	\$ 60.00	qu	
287	766	Amanda Canning	6/24/10	Jun-10	Review study Weirich survey		0.50	\$ 375.00	\$ 187.50		
288	767	Amanda Canning	6/25/10	Jun-10	Call to Klassen and Draft declaration		2.00	\$ 375.00	\$ 750.00	qu	
289	233	James V. DeSimone	7/2/10	Jul-10	message from David Greco (.1)		0.10	\$ 650.00	\$ 65.00	qu	
290	234	James V. DeSimone	7/2/10	Jul-10	emails W. BG re status (.2)		0.20	\$ 650.00	\$ 130.00		
291	235	James V. DeSimone	7/2/10	Jul-10	Rev. Ext. Of time to respond (.2)		0.20	\$ 650.00	\$ 130.00		
292	9	William Clifton	7/6/10	Jul-10	Calendared extension of time for Defendants' to file Answer		0.10	\$ 125.00	\$ 12.50	cl	
293	236	James V. DeSimone	7/7/10	Jul-10	email w. MS RE: City of Anaheim Response (.2)		0.20	\$ 650.00	\$ 130.00	im	
294	1185	Michael D. Seplow	7/7/10	Jul-10	Draft em re call from Counsel for Anaheim (.2)		0.20	\$ 600.00	\$ 120.00	im	
295	237	James V. DeSimone	7/8/10	Jul-10	conv.DG (.2)		0.20	\$ 650.00	\$ 130.00	qu	
296	238	James V. DeSimone	7/9/10	Jul-10	execute stip and email DG (.2)		0.20	\$ 650.00	\$ 130.00	qu	
297	239	James V. DeSimone	7/9/10	Jul-10	review witness Statement and email AC Re:		0.20	\$ 650.00	\$ 130.00	im	
298	240	James V. DeSimone	7/9/10	Jul-10	witness contact (.2)		0.10	\$ 650.00	\$ 65.00	im	
299	1186	Michael D. Seplow	7/9/10	Jul-10	Email EF re: update		0.10	\$ 600.00	\$ 60.00	im qu	
300	1187	Michael D. Seplow	7/23/10	Jul-10	rev VID em (.1)		0.10	\$ 600.00	\$ 60.00	qu	
301	10	William Clifton	7/24/10	Jul-10	Filed Proofs of Service of Returned Summons and Complaint (.3);		0.30	\$ 125.00	\$ 37.50		Summons and Complaint filed on 7/24/2010
302	11	William Clifton	7/24/10	Jul-10	Prepared Chambers Copies for Fedex delivery (.1)		0.10	\$ 125.00	\$ 12.50	cl	
303	768	Amanda Canning	7/26/10	Jul-10	Draft Klassen declaration, E-mail to Klassen - 2.5hrs		2.50	\$ 375.00	\$ 937.50		
304	769	Amanda Canning	7/26/10	Jul-10	Draft Cane declaration - 2.5hrs		2.50	\$ 375.00	\$ 937.50		
305	241	James V. DeSimone	7/27/10	Jul-10	conv. W. EF re: New ADA guidelines/ Strategy (.3)		0.30	\$ 650.00	\$ 195.00	ic	
306	242	James V. DeSimone	7/27/10	Jul-10	review guidelines (.3)		0.30	\$ 650.00	\$ 195.00		
307	243	James V. DeSimone	7/27/10	Jul-10	Email MS and AC re: status (.1)		0.10	\$ 650.00	\$ 65.00	im	
308	770	Amanda Canning	7/27/10	Jul-10	Research re regulations, Draft Cane declaration, Calls to/from and E- mails to Cane re declaration, Review strategy with DeSimone		2.10	\$ 375.00	\$ 787.50	ic	

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Exhibit B: SDSH-H Legal Bill Review

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#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
309	1188	Michael D. Seplow	7/27/10	Jul-10	rev VID em (1)		0.10	\$ 600.00	\$ 60.00	im qu	
310	244	James V. DeSimone	7/28/10	Jul-10	emails w. BG re: mtg of counsel (2); Review and edit docs prepared by AC (6)		0.20	\$ 650.00	\$ 130.00	qu	
311	245	James V. DeSimone	7/28/10	Jul-10	conv. W. AC		0.10	\$ 650.00	\$ 65.00	ic qu	
312	246	James V. DeSimone	7/28/10	Jul-10	Conference with VID		0.10	\$ 375.00	\$ 37.50	ic qu	
313	771	Amanda Canning	7/28/10	Jul-10	Research re: recusal and ABA regus and Review strategy and provide instructions to paralegal reviewed docs, case law and guidelines in prep for mtg w. BG (9 hr)		1.50	\$ 375.00	\$ 562.50	ic	
314	772	Amanda Canning	7/29/10	Jul-10	mtg w. BG and MS (1 hr)		0.90	\$ 650.00	\$ 585.00		Desimone and Seplow meet with Brent Giddens on 7/30/2010
315	247	James V. DeSimone	7/30/10	Jul-10	memo to file re: mtg w. BG and Action items.(3)		1.00	\$ 650.00	\$ 650.00		
316	248	James V. DeSimone	7/30/10	Jul-10	prep for meeting w BG (8)		0.30	\$ 650.00	\$ 195.00	im	
317	249	Michael D. Seplow	7/30/10	Jul-10	meeting with Brent Giddens and VID (1.0)		0.80	\$ 600.00	\$ 480.00		
318	1189	Michael D. Seplow	7/30/10	Jul-10	emails and conv.w. EF and MS re: strategy (.3)		1.00	\$ 650.00	\$ 600.00	ic im	
319	1190	James V. DeSimone	7/31/10	Jul-10	Desimone re: meeting with Giddens		0.30	\$ 600.00	\$ 180.00	im qu	
320	250	Michael D. Seplow	7/31/10	Jul-10	emails w. EF and MS re: strategy		0.20	\$ 450.00	\$ 90.00	im	
321	1191	Gene Feldman	7/31/10	Jul-10	Review facts, Calls to experts		0.30	\$ 650.00	\$ 195.00	im	
322	37	James V. DeSimone	8/2/10	Aug-10	Phone call to client regarding case status		1.00	\$ 375.00	\$ 375.00	qu	
323	251	Amanda Canning	8/2/10	Aug-10	Phone call to client regarding case status		0.30	\$ 600.00	\$ 180.00	im	
324	773	Michael D. Seplow	8/2/10	Aug-10	Phone call to client regarding case status		0.20	\$ 450.00	\$ 90.00		
325	1192	Gene Feldman	8/2/10	Aug-10	emails w. AC re: experts (1)		0.40	\$ 650.00	\$ 260.00	qu	
326	38	James V. DeSimone	8/3/10	Aug-10	Call from Marz (expert), Draft memo - 1hr		0.10	\$ 650.00	\$ 65.00	im	
327	252	Michael D. Seplow	8/3/10	Aug-10	Call from Hecker, Draft memo - 5hrs		1.00	\$ 375.00	\$ 375.00		
328	253	Amanda Canning	8/3/10	Aug-10	rev em re experts (1),		0.50	\$ 375.00	\$ 187.50	qu	
329	774	Michael D. Seplow	8/3/10	Aug-10	rev em re judge issue (1)		0.10	\$ 600.00	\$ 60.00	im	
330	775	Michael D. Seplow	8/3/10	Aug-10	Desimone re: conference call with Seplow		0.10	\$ 600.00	\$ 60.00	im	
331	1193	Michael D. Seplow	8/3/10	Aug-10	Researched re holiday and calendared 30 day deadline re recusal of Judge Guilford		0.20	\$ 450.00	\$ 90.00	im	
332	1194	Gene Feldman	8/3/10	Aug-10	review AC memo re: expert witnesses; CV's,		0.25	\$ 125.00	\$ 31.25	cl	
333	213	William Clifton	8/5/10	Aug-10	emails w. AC, MS and EF re: strategy (2)		0.40	\$ 650.00	\$ 260.00	im	
334	12	James V. DeSimone	8/5/10	Aug-10	disc w. MS (1.3)		0.20	\$ 650.00	\$ 130.00	im	
335	254	James V. DeSimone	8/5/10	Aug-10	Call from Marinelli and Beasley and Draft memos for both		0.30	\$ 650.00	\$ 195.00	ic qu	
336	255	Michael D. Seplow	8/5/10	Aug-10	rev ct minutes (1)		2.90	\$ 375.00	\$ 1,087.50		
337	256	James V. DeSimone	8/5/10	Aug-10	disc w VJD (3)		0.10	\$ 600.00	\$ 60.00		
338	776	Amanda Canning	8/5/10	Aug-10	rev Ds Answer (2)		0.30	\$ 600.00	\$ 180.00	ic qu	
339	1195	Michael D. Seplow	8/5/10	Aug-10	Desimone re: conference call with Seplow		0.20	\$ 600.00	\$ 120.00	qu	
340	1196	Michael D. Seplow	8/5/10	Aug-10	Desimone re: conference call with Seplow		0.20	\$ 450.00	\$ 90.00	im	
341	1197	Michael D. Seplow	8/5/10	Aug-10	calendared scheduling conference with Judge Guilford		0.10	\$ 125.00	\$ 12.50	cl	
342	214	Gene Feldman	8/5/10	Aug-10	Set up computer files re. potential experts, saved docs re experts		0.30	\$ 125.00	\$ 37.50	cl	
343	13	William Clifton	8/6/10	Aug-10	mtg. w MS re strategy (1.3)		0.30	\$ 650.00	\$ 195.00	ic	
344	14	William Clifton	8/6/10	Aug-10	Rev Ct order (1),		0.60	\$ 650.00	\$ 390.00	ic	
345	257	James V. DeSimone	8/6/10	Aug-10	cont w VID (3),		0.10	\$ 600.00	\$ 60.00		
346	258	Michael D. Seplow	8/6/10	Aug-10	TC VID GF (6)		0.30	\$ 600.00	\$ 180.00	ic qu	
347	1198	Michael D. Seplow	8/6/10	Aug-10	conference call with Jim & Mike		0.60	\$ 600.00	\$ 360.00	ic qu	
348	1199	Michael D. Seplow	8/6/10	Aug-10	Added further expert witness docs re Mark Mazz to computer case file		0.10	\$ 125.00	\$ 12.50	cl	
349	1200	Michael D. Seplow	8/6/10	Aug-10	conv. w. DG (1)		0.10	\$ 650.00	\$ 65.00	qu	
350	39	Gene Feldman	8/6/10	Aug-10	Added further expert witness docs re Kim Beasley to computer case file		0.10	\$ 125.00	\$ 12.50	cl	
351	15	William Clifton	8/7/10	Aug-10	corr. w. DG (2)		0.20	\$ 650.00	\$ 130.00	qu	
352	259	James V. DeSimone	8/8/10	Aug-10							
353	16	William Clifton	8/9/10	Aug-10							
354	260	James V. DeSimone	8/9/10	Aug-10							

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Exhibit B: SDS-HH Legal Bill Review

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#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
355	261	James V. DeSimone	8/10/10	Aug-10	mtg w. AC re: strategy/experts, T/C w MS and GF (9)		1.50	\$ 650.00	\$	975.00 ic qu	
356	777	Amanda Canning	8/10/10	Aug-10	FP re expert documents - 2hrs		0.20	\$ 375.00	\$	75.00 qu	This is the time entry
357	778	Amanda Canning	8/10/10	Aug-10	R and DR Request for Recusal and FP re e-filings - 1hrs		1.00	\$ 375.00	\$	375.00 qu	
358	779	Amanda Canning	8/10/10	Aug-10	RSTR w VID re experts - .6hrs		0.60	\$ 375.00	\$	225.00 ic	
359	1058	Kai Valenzuela	8/10/10	Aug-10	Draft Request of Recusal Motion		0.40	\$ 125.00	\$	50.00	
360	1059	Kai Valenzuela	8/10/10	Aug-10	E-File Request of Recusal Motion, prepare Chambers copy		0.60	\$ 125.00	\$	75.00	
361	1201	Michael D. Seplow	8/10/10	Aug-10	TC w VID and GF (9)		0.90	\$ 600.00	\$	540.00 ic qu	
362	262	James V. DeSimone	8/11/10	Aug-10	correspondence and notes review (2)		0.20	\$ 650.00	\$	130.00 qu	
363	263	James V. DeSimone	8/11/10	Aug-10	draft letter to BG (.6)		0.60	\$ 650.00	\$	390.00 qu	
364	264	James V. DeSimone	8/11/10	Aug-10	review MS and AC changes/mtg/revise (.3)		0.30	\$ 650.00	\$	195.00 ic qu	
365	265	James V. DeSimone	8/11/10	Aug-10	review recusal mtg. (.2)		0.20	\$ 650.00	\$	130.00	
366	266	James V. DeSimone	8/11/10	Aug-10	Emails w. AC re: tasks (.1)		0.10	\$ 650.00	\$	65.00 im	
367	780	Amanda Canning	8/11/10	Aug-10	Review revise Charlebois recusal - .5hrs		0.50	\$ 375.00	\$	187.50	
368	781	Amanda Canning	8/11/10	Aug-10	Review strategy and Review revise letter to opp counsel - .8hrs		0.80	\$ 375.00	\$	300.00	
369	1060	Kai Valenzuela	8/11/10	Aug-10	Draft Notice of Change of Attorney		0.40	\$ 125.00	\$	50.00	
370	1061	Kai Valenzuela	8/11/10	Aug-10	E-File Notice of Change of Attorney, prepare Chambers copy		0.60	\$ 125.00	\$	75.00	
371	1202	Michael D. Seplow	8/11/10	Aug-10	review and revise letter to defense counsel (.6)		0.60	\$ 600.00	\$	360.00 qu	
372	1203	Michael D. Seplow	8/11/10	Aug-10	em re judge recusal (.2)		0.20	\$ 600.00	\$	120.00 qu	
373	40	Gene Feldman	8/11/10	Aug-10	Review letter from VID to Giddens re: discovery	Review	0.30	\$ 450.00	\$	135.00	
374	41	Gene Feldman	8/11/10	Aug-10	Prepare email VID and review reply re letter to Giddens re: discovery	Prepare E Mail	0.30	\$ 450.00	\$	135.00 im	
375	215	Gene Feldman	8/11/10	Aug-10	Desimone re: draft letter to Giddens	Prepare E Mail	0.20	\$ 450.00	\$	90.00 im	
376	267	James V. DeSimone	8/12/10	Aug-10	Finalize Giddens letter (.3);		0.30	\$ 650.00	\$	195.00 qu	
377	268	James V. DeSimone	8/12/10	Aug-10	Follow up w AC (.2)		0.20	\$ 650.00	\$	130.00 ic qu	
378	782	Amanda Canning	8/12/10	Aug-10	Follow-up with VID		0.20	\$ 375.00	\$	75.00 ic qu	
379	1062	Kai Valenzuela	8/12/10	Aug-10	Prepare correspondence for Defense counsel		0.30	\$ 125.00	\$	37.50 qu	
380	1063	Kai Valenzuela	8/12/10	Aug-10	Review DRLC e-mail		0.30	\$ 125.00	\$	37.50 qu	
381	216	Gene Feldman	8/12/10	Aug-10	Desimone re: finalized letter to Giddens	Review E Mail	0.20	\$ 450.00	\$	90.00 im	
382	1204	Michael D. Seplow	8/19/10	Aug-10	rev ct order (.1)		0.10	\$ 600.00	\$	60.00	
383	269	James V. DeSimone	8/24/10	Aug-10	review recusal order (.1)		0.10	\$ 650.00	\$	65.00	
384	1064	Kai Valenzuela	8/24/10	Aug-10	Receive Order via ECF re Judge Recusal, save to database		0.20	\$ 125.00	\$	25.00	
385	270	James V. DeSimone	8/26/10	Aug-10	review Calendaring order/ Judge David Carter (.2)		0.20	\$ 650.00	\$	130.00 cl	
386	271	James V. DeSimone	8/26/10	Aug-10	follow up on deadlines, rules review (.3)		0.30	\$ 650.00	\$	195.00 qu	
387	272	James V. DeSimone	8/26/10	Aug-10	Emails w MS, AC, & MS, Bill Clifton ("BC") Re:Tasks (.2)		0.20	\$ 650.00	\$	130.00 im	
388	1205	Michael D. Seplow	8/26/10	Aug-10	rev ct order (.1)		0.10	\$ 600.00	\$	60.00	
389	783	Amanda Canning	8/31/10	Aug-10	Calls from experts Beasley and McGuire		0.20	\$ 375.00	\$	75.00 qu	
390	17	William Clifton	9/1/10	Sep-10	Downloaded and saved Judge Carter's Chambers Rules, FAQs		0.20	\$ 125.00	\$	25.00	
391	784	Amanda Canning	9/1/10	Sep-10	Review study court orders, Research re Rule 26 obligations/Chamber rules - 1.5hrs		1.50	\$ 375.00	\$	562.50	
392	785	Amanda Canning	9/1/10	Sep-10	Calls from experts - .3hrs		0.30	\$ 375.00	\$	112.50 qu	
393	1206	Michael D. Seplow	9/1/10	Sep-10	Rev Judge's rules-procedures (.1)		0.10	\$ 600.00	\$	60.00	
394	273	James V. DeSimone	9/8/10	Sep-10	mtg. w. AC re: deadlines (.2)		0.20	\$ 650.00	\$	130.00 ic	
395	274	James V. DeSimone	9/8/10	Sep-10	Review of file/trs/obligations (.2)		0.20	\$ 650.00	\$	130.00 qu	
396	275	James V. DeSimone	9/8/10	Sep-10	TC to BG (.1)		0.10	\$ 650.00	\$	65.00 qu	

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Exhibit B: SDSHHH Legal Bill Review

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#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
397	276	James V. DeSimone	9/8/10	Sep-10	emails w. Paula Pearlman ("PP") (2)		0.20	\$ 650.00	\$ 130.00	qu	Paula Pearlman is not an internal timekeeper
398	786	Amanda Canning	9/8/10	Sep-10	Research re deadlines- 1.1hrs		1.10	\$ 375.00	\$ 412.50		
399	787	Amanda Canning	9/8/10	Sep-10	meeting with VID --2 hrs		0.20	\$ 375.00	\$ 75.00	ic qu	
400	1207	Michael D. Seplow	9/8/10	Sep-10	rev em (1)		0.10	\$ 600.00	\$ 60.00	qu	
401	277	James V. DeSimone	9/9/10	Sep-10	review and edit stp (2)		0.20	\$ 650.00	\$ 130.00	qu	
402	278	James V. DeSimone	9/9/10	Sep-10	email To BG (2)		0.20	\$ 650.00	\$ 130.00	qu	
403	279	James V. DeSimone	9/9/10	Sep-10	review expert info. (3)		0.30	\$ 650.00	\$ 195.00	qu	
404	280	James V. DeSimone	9/9/10	Sep-10	tt: to PP (1)		0.10	\$ 650.00	\$ 65.00	ic	
405	281	James V. DeSimone	9/9/10	Sep-10	disc. w. AC re stp. (1)		0.10	\$ 650.00	\$ 65.00	ic	
406	788	Amanda Canning	9/9/10	Sep-10	Draft stipulation re class certification - 2.1 hrs		2.10	\$ 375.00	\$ 787.50		
407	789	Amanda Canning	9/9/10	Sep-10	Discussion with VID re stipulation-. 1 hrs		0.10	\$ 375.00	\$ 37.50	ic	
408	1208	Michael D. Seplow	9/9/10	Sep-10	Rev d't stp and em (2)		0.20	\$ 600.00	\$ 120.00	qu	
409	282	James V. DeSimone	9/10/10	Sep-10	mtg. w. AC re: strategy (1)		0.10	\$ 650.00	\$ 65.00	ic	
410	283	James V. DeSimone	9/10/10	Sep-10	Email w. BG (1)		0.10	\$ 650.00	\$ 65.00	qu	
411	790	Amanda Canning	9/10/10	Sep-10	Meeting with VID re strategy		0.10	\$ 375.00	\$ 37.50	ic	
412	284	James V. DeSimone	9/13/10	Sep-10	review of Rule 26 memo/docs. In prep for conf (6)		0.60	\$ 650.00	\$ 390.00		
413	285	James V. DeSimone	9/13/10	Sep-10	mtg. w. AC (2)		0.20	\$ 650.00	\$ 130.00	ic qu	
414	286	James V. DeSimone	9/13/10	Sep-10	conf. w. AC, BG & DG (5)		0.50	\$ 650.00	\$ 325.00	qu	
415	287	James V. DeSimone	9/13/10	Sep-10	review and edit disco Requests (4)		0.40	\$ 650.00	\$ 260.00		
416	791	Amanda Canning	9/13/10	Sep-10	Preparation for Rule 26(f) conference, Draft and serve discovery. Review strategy with DeSimone		4.80	\$ 375.00	\$ 1,800.00	ic	
417	288	James V. DeSimone	9/14/10	Sep-10	review and edit stp. (2)		0.20	\$ 650.00	\$ 130.00		
418	792	Amanda Canning	9/14/10	Sep-10	Draft stipulation to continue motion for class certification and further processing		1.00	\$ 375.00	\$ 375.00		
419	1065	Kai Valenzuela	9/14/10	Sep-10	Review e-mail correspondence re Joint Stipulation re Continuance		0.30	\$ 125.00	\$ 37.50		
420	289	James V. DeSimone	9/15/10	Sep-10	emails w. BG re: stp (3)		0.30	\$ 650.00	\$ 195.00		
421	290	James V. DeSimone	9/15/10	Sep-10	Follow up w. AC (2)		0.20	\$ 650.00	\$ 130.00	ic qu	
422	793	Amanda Canning	9/15/10	Sep-10	Discussion with VID re stipulation		0.20	\$ 375.00	\$ 75.00	ic	
423	291	James V. DeSimone	9/16/10	Sep-10	review and edit amd. Stip. Email to BG (2)		0.20	\$ 650.00	\$ 130.00		
424	794	Amanda Canning	9/16/10	Sep-10	Review/revise stipulation to continue motion for class certification		0.50	\$ 375.00	\$ 187.50		
425	1066	Kai Valenzuela	9/16/10	Sep-10	Revise Joint Stipulation, E-file and prepare Chambers copy		1.80	\$ 125.00	\$ 225.00		
426	1209	Michael D. Seplow	9/16/10	Sep-10	Rev ct filing (1)		0.10	\$ 600.00	\$ 60.00		
427	292	James V. DeSimone	9/17/10	Sep-10	Email w. PP re: status (1)		0.10	\$ 650.00	\$ 65.00		
428	293	James V. DeSimone	9/19/10	Sep-10	follow up w. PP (2)		0.20	\$ 650.00	\$ 130.00	qu	
429	294	James V. DeSimone	9/20/10	Sep-10	mtg. w. AC re: deadlines (1)		0.10	\$ 650.00	\$ 65.00	ic	
430	295	James V. DeSimone	9/20/10	Sep-10	Emails w BG and AC re: Joint report (4)		0.40	\$ 650.00	\$ 260.00	im	
431	296	James V. DeSimone	9/20/10	Sep-10	review and edit joint report (4)		0.40	\$ 650.00	\$ 260.00		
432	795	Amanda Canning	9/20/10	Sep-10	Draft and Prepare Rule 26 Discovery Plan report, E-mails to/from opposing counsel re same, Review strategy with DeSimone re same		5.50	\$ 375.00	\$ 2,062.50	ic	
433	297	James V. DeSimone	9/21/10	Sep-10	follow up on joint stp. w. BG (2)		0.20	\$ 650.00	\$ 130.00		
434	796	Amanda Canning	9/21/10	Sep-10	E-mails to counsel re Rule 26 report		0.30	\$ 375.00	\$ 112.50		
435	298	James V. DeSimone	9/22/10	Sep-10	finalize joint report (3)		0.30	\$ 650.00	\$ 195.00		
436	797	Amanda Canning	9/22/10	Sep-10	E-mails to/from counsel re Rule 26 report, Review study defendants' Draft of Rule 26 report, and further processing re same		0.70	\$ 375.00	\$ 262.50		
437	18	William Clifton	9/23/10	Sep-10	Drafted Joint Rule 26(f) Report in federal pleading format		0.50	\$ 125.00	\$ 62.50		
438	19	William Clifton	9/23/10	Sep-10	Effiled Joint Rule 26(f) Report (2);		0.20	\$ 125.00	\$ 25.00		
439	20	William Clifton	9/23/10	Sep-10	Prepared Chambers Copy for Fedex delivery (1)		0.10	\$ 125.00	\$ 12.50		
440	299	James V. DeSimone	9/23/10	Sep-10	review of court order (1)		0.10	\$ 650.00	\$ 65.00		

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Exhibit B: SDSHHH Legal Bill Review

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#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
441	300	James V. DeSimone	9/23/10	Sep-10	Tc to EF (.2)		0.20	\$ 650.00	\$ 130.00	ic qu	
442	301	James V. DeSimone	9/23/10	Sep-10	E-mails/Calls to/from opposing counsel re Joint Rule 26(f) report. Review and revise same. Prepare for e-filing - 2hrs		0.40	\$ 650.00	\$ 260.00	ic im	
443	798	Amanda Canning	9/23/10	Sep-10	Review study Order to continue motion for class cert. Review strategy re same - .3hrs		2.00	\$ 375.00	\$ 750.00		
444	799	Amanda Canning	9/23/10	Sep-10	Calls/E-mails to/from Feldman re motion for class cert - .3hrs		0.30	\$ 375.00	\$ 112.50		
445	800	Amanda Canning	9/23/10	Sep-10	em. disc v VID re strategy (.3)		0.30	\$ 375.00	\$ 112.50	ic im	
446	1210	Michael D. Seplow	9/23/10	Sep-10	From Jim re: stipulation	Review E Mail	0.20	\$ 450.00	\$ 90.00	ic im	
447	42	Gene Feldman	9/23/10	Sep-10	VID re motion	Phone Call	0.20	\$ 450.00	\$ 90.00	ic	
448	43	Gene Feldman	9/23/10	Sep-10	Court order re: stipulation to file class certification motion	Review	0.20	\$ 450.00	\$ 90.00		
449	44	Gene Feldman	9/23/10	Sep-10	Legal Research PMK notice	Legal Research	0.40	\$ 450.00	\$ 180.00		
450	45	Gene Feldman	9/23/10	Sep-10	Prepared PMK Deposition Notices to both Defendants		0.50	\$ 125.00	\$ 62.50		
451	21	William Clifton	9/24/10	Sep-10	telephoned resources and expert witnesses, research (.4)		0.40	\$ 650.00	\$ 260.00	qu	
452	302	James V. DeSimone	9/24/10	Sep-10	conv. W. Expert (.4)		0.40	\$ 650.00	\$ 260.00	qu	
453	303	James V. DeSimone	9/24/10	Sep-10	img. W. AC (.3)		0.30	\$ 650.00	\$ 195.00	ic qu	
454	304	James V. DeSimone	9/24/10	Sep-10	review and edit PMK Notice (.3)		0.30	\$ 650.00	\$ 195.00		
455	305	James V. DeSimone	9/24/10	Sep-10	Feldman/Harris re PMK depos. Draft PMK notices of deposition - 4.3hrs		4.30	\$ 375.00	\$ 1,612.50	ic im	
456	801	Amanda Canning	9/24/10	Sep-10	E-mails to/from counsel re motion for class cert - 4.hrs		0.40	\$ 375.00	\$ 150.00	im	Counsel referred to in time entry is Gene Feldman
457	802	Amanda Canning	9/24/10	Sep-10	rev pmk depo notices (.2)		0.20	\$ 600.00	\$ 120.00		
458	1211	Michael D. Seplow	9/24/10	Sep-10	Amanda Canning re discovery	Phone Call to Co-	0.20	\$ 450.00	\$ 90.00	ic	Amanda Canning is an internal timekeeper
459	46	Gene Feldman	9/24/10	Sep-10	memo re: expert witness convs. (.3)		0.30	\$ 650.00	\$ 195.00	im	
460	306	James V. DeSimone	9/25/10	Sep-10	emails w. EF, MS and AC (.2)		0.20	\$ 650.00	\$ 130.00	im qu	
461	307	James V. DeSimone	9/25/10	Sep-10	rev em re expert (.2)		0.20	\$ 600.00	\$ 120.00	im	
462	1212	Michael D. Seplow	9/25/10	Sep-10	Research Stadium remodeling	Research	0.40	\$ 450.00	\$ 180.00		
463	47	Gene Feldman	9/25/10	Sep-10	to VID re: Research Stadium remodeling	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	im	
464	48	Gene Feldman	9/25/10	Sep-10	from charlebois re availability for declaration	Review E Mail	0.20	\$ 450.00	\$ 90.00		
465	51	Gene Feldman	9/25/10	Sep-10	Desimone re: class certification motion	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
466	217	Gene Feldman	9/25/10	Sep-10	Establish file declaration	Prep Pleadings	0.90	\$ 450.00	\$ 405.00	qu	
467	49	Gene Feldman	9/26/10	Sep-10	Serve P's Rule 26a Report		0.50	\$ 125.00	\$ 62.50		
468	80	Jonathan Cotton	9/27/10	Sep-10	emails w. AC re: doc production (.2)		0.20	\$ 650.00	\$ 130.00	im	
469	308	James V. DeSimone	9/27/10	Sep-10	review and edit Rule 26 disclosures (.2)		0.20	\$ 650.00	\$ 130.00		
470	309	James V. DeSimone	9/27/10	Sep-10	review docs to be produced (.2)		0.20	\$ 650.00	\$ 130.00	qu	
471	310	James V. DeSimone	9/27/10	Sep-10	Draft Rule 26(a) report. Review documents to produce in same. Calls to/from Feldman re same - 3.5hrs		3.50	\$ 375.00	\$ 1,312.50	ic	
472	803	Amanda Canning	9/27/10	Sep-10	Calls to/from E-mails to/from Greco re discovery production and initial disclosures - .3hrs		0.30	\$ 375.00	\$ 112.50		
473	804	Amanda Canning	9/27/10	Sep-10	Research re motion for class certification - .6hrs		0.60	\$ 375.00	\$ 225.00		
474	805	Amanda Canning	9/27/10	Sep-10	Review study class declarations - .3 hrs		0.30	\$ 375.00	\$ 112.50		
475	806	Amanda Canning	9/27/10	Sep-10	E-mails to/from expert e documents - .2hrs		0.20	\$ 375.00	\$ 75.00	qu	
476	807	Amanda Canning	9/27/10	Sep-10	Review study Defendants' initial disclosure report and Draft memo - .4hrs		0.40	\$ 375.00	\$ 150.00	im	
477	808	Amanda Canning	9/27/10	Sep-10	Canning re: availability for declaration	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
478	50	Gene Feldman	9/27/10	Sep-10							

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Exhibit B: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
479	52	Gene Feldman	9/27/10	Sep-10	from Amanda re: declarations	Phone Call	0.20	\$ 450.00	\$	90.00 ic	
480	311	James V. DeSimone	9/28/10	Sep-10	review JPC dec. (1)		0.10	\$ 650.00	\$	65.00	
481	312	James V. DeSimone	9/28/10	Sep-10	memo to team re: PMK Depo/Class cert motion (3)		0.30	\$ 650.00	\$	195.00 im	
482	313	James V. DeSimone	9/28/10	Sep-10	emails w. BC re: Docs to Expert (1)		0.10	\$ 650.00	\$	65.00 ic	
483	809	Amanda Canning	9/28/10	Sep-10	Review study defendant document production, further processing re expert Reviewing documents - 2hrs		2.00	\$ 375.00	\$	750.00	
484	810	Amanda Canning	9/28/10	Sep-10	Research re motion for class cert - 1.6hrs		1.60	\$ 375.00	\$	600.00	
485	811	Amanda Canning	9/28/10	Sep-10	Call from Greco re PMK document demands, Research re same, Call to Feldman re same - 1.1hrs		1.10	\$ 375.00	\$	412.50 ic	
486	812	Amanda Canning	9/28/10	Sep-10	E-mail to Mazz re documents - .1hr		0.10	\$ 375.00	\$	37.50	
487	1213	Michael D. Seplow	9/28/10	Sep-10	rev draft dec (2)		0.20	\$ 600.00	\$	120.00	
488	53	Gene Feldman	9/28/10	Sep-10	Phone call from client re declaration	Phone client	0.30	\$ 450.00	\$	135.00	
489	54	Gene Feldman	9/28/10	Sep-10	Review documents produced by defendants	Review	1.90	\$ 450.00	\$	855.00	
490	55	Gene Feldman	9/28/10	Sep-10	from Amanda re: documents	Phone Call	0.20	\$ 450.00	\$	90.00 ic	
491	56	Gene Feldman	9/28/10	Sep-10	Defendant's FRCP Rule 26 Disclosures	Review E Mail	0.20	\$ 450.00	\$	90.00 qu	
492	314	James V. DeSimone	9/29/10	Sep-10	review AC memo re: docs produced/ Expert wit, update (1)		0.10	\$ 650.00	\$	65.00 im	
493	315	James V. DeSimone	9/29/10	Sep-10	conv. W. AC Re: follow up (2)		0.20	\$ 650.00	\$	130.00 ic qu	
494	813	Amanda Canning	9/29/10	Sep-10	Calls/E-mails to/from Mazz and Feldman re documents, Review strategy re documents, expert retainer, Review study Joint Rule 26(f) report - 2.9hrs		2.90	\$ 375.00	\$	1,087.50 ic im	
495	814	Amanda Canning	9/29/10	Sep-10	Research re motion for class certification - 2.5hrs		2.50	\$ 375.00	\$	937.50	
496	815	Amanda Canning	9/29/10	Sep-10	Research re subpoenaing business records and Review strategy -1.2hrs		1.20	\$ 375.00	\$	450.00	
497	1214	Michael D. Seplow	9/29/10	Sep-10	rev m&c ltr and em (2)		0.20	\$ 600.00	\$	120.00 qu	m&c=meet & confer
498	57	Gene Feldman	9/29/10	Sep-10	Review ADA document production from defendant	Review	3.10	\$ 450.00	\$	1,395.00	
499	218	Gene Feldman	9/29/10	Sep-10	Canning re: ADA document production from defendant	Review E Mail	0.20	\$ 450.00	\$	90.00 im	
500	22	William Clifton	9/30/10	Sep-10	Researched preparation of non-party business records subpoena		0.60	\$ 125.00	\$	75.00	
501	316	James V. DeSimone	9/30/10	Sep-10	Review and edit ltr. To BG re: Docs produced (2)		0.20	\$ 650.00	\$	130.00	
502	317	James V. DeSimone	9/30/10	Sep-10	follow up emails W. AC and BG (1)		0.40	\$ 650.00	\$	260.00 im qu	
503	318	James V. DeSimone	9/30/10	Sep-10	review and edit JPC Dec (2)		0.20	\$ 650.00	\$	130.00	
504	319	James V. DeSimone	9/30/10	Sep-10	follow up emails w. JPC And EF (1)		0.10	\$ 650.00	\$	65.00 im qu	
505	320	James V. DeSimone	9/30/10	Sep-10	mtg. W. AC (3)		0.30	\$ 650.00	\$	195.00 ic qu	
506	816	Amanda Canning	9/30/10	Sep-10	E-mails/Calls to/from Feldman re PMKs, motion, documents - 1.4hrs		1.40	\$ 375.00	\$	525.00 ic im	
507	817	Amanda Canning	9/30/10	Sep-10	Research and Calls re subpoenaing construction company - 1.5hrs		1.50	\$ 375.00	\$	562.50 qu	
508	818	Amanda Canning	9/30/10	Sep-10	Research and Draft Inspection of Real Property demand, Calls/Emails to/from Mazz re same, Review documents and determine which documents have not been produced, Research and Draft meet and confer letter to Giddens re inspection and documents, Review strategy with DeSimone, Draft memorializing letter-4hrs		4.00	\$ 375.00	\$	1,500.00 ic	
509	819	Amanda Canning	9/30/10	Sep-10	Research and Draft motion- 2hrs		2.00	\$ 375.00	\$	750.00 qu	

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Exhibit B: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
510	820	Amanda Canning	9/30/10	Sep-10	Calls from Greco re PMK depositions, Further processing re same - 6hrs		0.60	\$ 375.00	\$ 225.00		
511	58	Gene Feldman	9/30/10	Sep-10	Amanda re: meet and confer letter	Phone Call	0.40	\$ 450.00	\$ 180.00	ic	
512	59	Gene Feldman	9/30/10	Sep-10	from Jim re: deposition Preparation	Phone Call	0.30	\$ 450.00	\$ 135.00	ic	
513	60	Gene Feldman	9/30/10	Sep-10	Preparation for PMK file review/chart for Jim	Preparation	2.20	\$ 450.00	\$ 990.00		
514	219	Gene Feldman	9/30/10	Sep-10	Canning re: ADA Compliance Coordinator subpoena City of Anaheim	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
515	321	James V. DeSimone	10/1/10	Oct-10	emails w. BG re: PMK Depo/ Docs/settlement (.2)		0.20	\$ 650.00	\$ 130.00		
516	322	James V. DeSimone	10/1/10	Oct-10	mtg. w. AC re: tasks (.2)		0.20	\$ 650.00	\$ 130.00	ic	
517	821	Amanda Canning	10/1/10	Oct-10	Calls to/from and E-mails to/from experts, Calls to/from Disability Rights center re experts, Review strategy with DeSimone, further processing documents for experts, Calls to/from Greco and E-mails to/from Giddens re documents for experts and PMK depositions - 6.2hrs		6.20	\$ 375.00	\$ 2,325.00	ic qu	
518	822	Amanda Canning	10/1/10	Oct-10	Calls to/from Feldman, Review strategy with DeSimone, direct paralegal re Research and Draft motion for class cert. - 1.8hrs		1.80	\$ 375.00	\$ 675.00	ic qu	
519	61	Gene Feldman	10/1/10	Oct-10	Preparation for PMK file review/chart for Jim	Preparation	1.60	\$ 450.00	\$ 720.00		
520	62	Gene Feldman	10/1/10	Oct-10	Amanda re: expert witness	Phone Call	0.20	\$ 450.00	\$ 90.00	ic	
521	63	Gene Feldman	10/1/10	Oct-10	from Amanda and Jim re: expert witness	Review E Mail	0.30	\$ 450.00	\$ 135.00	im	
522	64	Gene Feldman	10/1/10	Oct-10	from Jeff re: declaration	Review E Mail	0.20	\$ 450.00	\$ 90.00		Jeff is client Jeff Charlebois
523	220	Gene Feldman	10/1/10	Oct-10	from Amanda and Jim re: expert witness	Review E Mail	0.30	\$ 450.00	\$ 135.00	im	
524	323	James V. DeSimone	10/3/10	Oct-10	review and edit draft dec and Portions of class cert mtg. (.7)		0.70	\$ 650.00	\$ 455.00		
525	324	James V. DeSimone	10/3/10	Oct-10	Prepare for status conf. (5)		0.50	\$ 650.00	\$ 325.00		
526	325	James V. DeSimone	10/4/10	Oct-10	travel to and from Court (2.4 hrs)		2.40	\$ 650.00	\$ 1,560.00	tr	
527	326	James V. DeSimone	10/4/10	Oct-10	Court appearance (1.3 hrs)		1.30	\$ 650.00	\$ 845.00		
528	327	James V. DeSimone	10/4/10	Oct-10	mtg. w. BG (4 hrs)		0.20	\$ 650.00	\$ 130.00	qu	
529	328	James V. DeSimone	10/4/10	Oct-10	conv. W. AC and MS (2)		0.20	\$ 650.00	\$ 130.00	ic qu	
530	329	James V. DeSimone	10/4/10	Oct-10	review of mt and conf. Re: site visit (1)		0.10	\$ 650.00	\$ 65.00		
531	330	James V. DeSimone	10/4/10	Oct-10	conv. W. Paula Pearlman re: mediators/ Strategy (4)		0.40	\$ 650.00	\$ 260.00		
532	331	James V. DeSimone	10/4/10	Oct-10	follow up emails W. BG re. site visit/doc pro (.3)		0.30	\$ 650.00	\$ 195.00		
533	823	Amanda Canning	10/4/10	Oct-10	Research re ascertainability and memo to DeSimone re same - .7hrs		0.70	\$ 375.00	\$ 262.50	im	
534	824	Amanda Canning	10/4/10	Oct-10	Calls to/from DeSimone re Status Conference hearing, Call to court clerk - .9hrs		0.90	\$ 375.00	\$ 337.50	ic	
535	825	Amanda Canning	10/4/10	Oct-10	Calls to/from Mazz re site visit/documents, Review strategy with DeSimone re same, E-mails to/from Giddens re same - 1.1		1.10	\$ 375.00	\$ 412.50	ic	
536	1215	Michael D. Seplow	10/4/10	Oct-10	re VJD & AC (.2)		0.20	\$ 600.00	\$ 120.00	ic qu	
537	332	James V. DeSimone	10/5/10	Oct-10	review and edit numerosity Declaration (.2)		0.20	\$ 650.00	\$ 130.00		
538	333	James V. DeSimone	10/5/10	Oct-10	follow up W expert (.2)		0.20	\$ 650.00	\$ 130.00	qu	
539	334	James V. DeSimone	10/5/10	Oct-10	follow up Emails w. BG (.1)		0.10	\$ 650.00	\$ 65.00		
540	826	Amanda Canning	10/5/10	Oct-10	Calls/E-mails to/from Chasworth re declaration, Review study and legal/factual analysis of declaration - 2hrs		2.00	\$ 375.00	\$ 750.00		
541	827	Amanda Canning	10/5/10	Oct-10	E-mails to disability statisticians and advocates re numerosity - .6hrs		0.60	\$ 375.00	\$ 225.00		
542	335	James V. DeSimone	10/6/10	Oct-10	review and edit Disney subpoena (.2)		0.20	\$ 650.00	\$ 130.00		
543	336	James V. DeSimone	10/6/10	Oct-10	emails w. BG re: subpoena (.2)		0.20	\$ 650.00	\$ 130.00		

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Exhibit B: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Fieldman)	Hours	Rate	Fees	Codes	Comments
544	828	Amanda Canning	10/6/10	Oct-10	Research and Draft Disney subpoena		1.50	\$ 375.00	\$ 562.50		
545	1216	Michael D. Seplow	10/6/10	Oct-10	rev ct order (1),		0.10	\$ 600.00	\$ 60.00		
546	1217	Michael D. Seplow	10/6/10	Oct-10	disc w VID (1)		0.10	\$ 600.00	\$ 60.00	ic	
547	337	James V. Desimone	10/7/10	Oct-10	email to team re: mediators/research (7)		0.70	\$ 650.00	\$ 455.00	im	
548	338	James V. Desimone	10/7/10	Oct-10	follow up re: Disney subpoena (2)		0.20	\$ 650.00	\$ 130.00	qu	
549	829	Amanda Canning	10/7/10	Oct-10	Call from Greco re document demands and Research re same - .9hrs		0.90	\$ 375.00	\$ 337.50		
550	830	Amanda Canning	10/7/10	Oct-10	Research re mediators, E-mails to Perfman, Renick re same - 2.1hrs		2.10	\$ 375.00	\$ 787.50		
551	831	Amanda Canning	10/7/10	Oct-10	further processing re Disney subpoena - .3hrs		0.30	\$ 375.00	\$ 112.50		
552	832	Amanda Canning	10/7/10	Oct-10	Review strategy and Draft letter to Giddens re Populus subpoena - .3hrs		0.30	\$ 375.00	\$ 112.50		
553	221	Gene Feldman	10/7/10	Oct-10	Amanda, Jim and Mike re: possible list of mediators	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
554	339	James V. Desimone	10/8/10	Oct-10	mtg. W. AC re: strategy (2)		0.20	\$ 650.00	\$ 130.00	ic	
555	340	James V. Desimone	10/8/10	Oct-10	emails W. BG (2)		0.20	\$ 650.00	\$ 130.00	qu	
556	341	James V. Desimone	10/8/10	Oct-10	emails w. EF and AC re mediators /discovery (3)		0.30	\$ 650.00	\$ 195.00	im	
557	833	Amanda Canning	10/8/10	Oct-10	Research and Review strategy re Populus subpoena - .6hrs		0.60	\$ 375.00	\$ 225.00		
558	834	Amanda Canning	10/8/10	Oct-10	Research re mediators, Calls to Larson, Haldeman, E-mails to/from opp counsel re same - 4.5hrs		4.50	\$ 375.00	\$ 1,687.50	qu	
559	835	Amanda Canning	10/8/10	Oct-10	Research re Disney subpoena - .9hrs		0.90	\$ 375.00	\$ 337.50		
560	836	Amanda Canning	10/8/10	Oct-10	Review strategy with VID- 2		0.20	\$ 375.00	\$ 75.00	ic	
561	837	Amanda Canning	10/8/10	Oct-10	Research and Draft E-mail to Giddens re documents - .6hrs		0.60	\$ 375.00	\$ 225.00		
562	1218	Michael D. Seplow	10/8/10	Oct-10	review re mediators (1)		0.10	\$ 600.00	\$ 60.00	qu	
563	222	Gene Feldman	10/8/10	Oct-10	AC re: Judge Larson as mediator	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
564	342	James V. Desimone	10/12/10	Oct-10	emails w. MM re: site visit (3)		0.30	\$ 650.00	\$ 195.00		MM is expert Michael Mazz
565	838	Amanda Canning	10/12/10	Oct-10	E-mails re site visit		0.30	\$ 375.00	\$ 112.50	qu	
566	343	James V. Desimone	10/13/10	Oct-10	site visit to Angels Stadium w. Travel time (8.2 hrs)		8.20	\$ 650.00	\$ 5,330.00	tr	
567	344	James V. Desimone	10/13/10	Oct-10	conv. W. MM (3)		0.30	\$ 650.00	\$ 195.00	qu	
568	345	James V. Desimone	10/13/10	Oct-10	conv. W. AC: re follow up disco (4)		0.40	\$ 650.00	\$ 260.00	ic	
569	839	Amanda Canning	10/13/10	Oct-10	Review strategy with Desimone re discovery		0.40	\$ 375.00	\$ 150.00	ic	
570	27	William Clifton	10/14/10	Oct-10	Researched address for service to Walt Disney Co (25);		0.25	\$ 125.00	\$ 31.25		
571	28	William Clifton	10/14/10	Oct-10	Prepared order for subpoena to Disney Co. re renovations (5);		0.50	\$ 125.00	\$ 62.50		
572	29	William Clifton	10/14/10	Oct-10	drafted Notice of Taking Deposition (25)		0.25	\$ 125.00	\$ 31.25		
573	346	James V. Desimone	10/14/10	Oct-10	Memo to file re: site visit/emails W. EF and AC (3)		0.30	\$ 650.00	\$ 195.00	im	
574	347	James V. Desimone	10/14/10	Oct-10	emails w. BG re: mediators (-4)		0.40	\$ 650.00	\$ 260.00	ic	
575	348	James V. Desimone	10/14/10	Oct-10	follow up W AC (4)		0.40	\$ 650.00	\$ 260.00	ic qu	
576	840	Amanda Canning	10/14/10	Oct-10	Review strategy with Desimone and Draft memo with discovery and motion plan - 1.2hrs		1.20	\$ 375.00	\$ 450.00	ic im	
577	841	Amanda Canning	10/14/10	Oct-10	Research re mediators, Calls to/from Larson, Draft E-mail to opp counsel - 1.3		1.30	\$ 375.00	\$ 487.50	qu	
578	842	Amanda Canning	10/14/10	Oct-10	Research and Draft interrogatories, E-mails to/from Mazz - Call from Greco re discovery responses and class action 2		2.00	\$ 375.00	\$ 750.00	qu	
579	223	Gene Feldman	10/14/10	Oct-10	Amanda re: Mazz site inspection of stadium	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
580	349	James V. Desimone	10/15/10	Oct-10	Emails re mediator selection (3)		0.30	\$ 650.00	\$ 195.00	qu	
581	350	James V. Desimone	10/15/10	Oct-10	Emails w. BG re: settlement (2)		0.20	\$ 650.00	\$ 130.00	qu	

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Exhibit B: SDSHHH Legal Bill Review

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#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
582	351	James V. DeSimone	10/15/10	Oct-10	Corr. W. MS, EF and AC re response (.3)		0.30	\$ 650.00	\$ 195.00	im	
583	352	James V. DeSimone	10/15/10	Oct-10	email from BG re: PMK depo (.1)		0.10	\$ 650.00	\$ 65.00		
584	1219	Michael D. Seplow	10/16/10	Oct-10	em w cc re settlement position (.3)		0.30	\$ 600.00	\$ 180.00		
585	94	Gene Feldman	10/16/10	Oct-10	Long distance charges	Long Distance	0.00	\$ 450.00	\$ -		
586	353	James V. DeSimone	10/18/10	Oct-10	corr. W. BG re: mediation (.3)		0.30	\$ 650.00	\$ 195.00		
587	354	James V. DeSimone	10/18/10	Oct-10	mtg. W. AC re strategy (.2)		0.20	\$ 650.00	\$ 130.00	ic	
588	355	James V. DeSimone	10/18/10	Oct-10	conf. Call W. MM, EF & AC (1 hr)		1.00	\$ 650.00	\$ 650.00	ic	
589	356	James V. DeSimone	10/18/10	Oct-10	review Of mediator filing (.2)		0.10	\$ 650.00	\$ 65.00		
590	844	Amanda Canning	10/18/10	Oct-10	Research DOJ guidelines and standards, Draft letter to Giddens re status of litigation and Plaintiffs demands - 4.5hr		4.50	\$ 375.00	\$ 1,687.50		
591	845	Amanda Canning	10/18/10	Oct-10	Calls to/from Mazz - 1.5hrs		1.50	\$ 375.00	\$ 562.50	qu	
592	846	Amanda Canning	10/18/10	Oct-10	E-mails to/from counsel, Review strategy, Research and Draft Ntc re Private Mediator - 1.3hrs		1.30	\$ 375.00	\$ 487.50		
593	65	Gene Feldman	10/18/10	Oct-10	Conference Mazz, Desimone & Canning re stadium accessibility inspection	Phone Call	1.00	\$ 450.00	\$ 450.00	ic	
594	224	Gene Feldman	10/18/10	Oct-10	Amanda re: conference call to discuss Mazz site inspection of stadium	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
595	357	James V. DeSimone	10/19/10	Oct-10	review of demand ltr. (.3)		0.30	\$ 650.00	\$ 195.00		
596	358	James V. DeSimone	10/19/10	Oct-10	emails To AC re: strategy (.4)		0.40	\$ 650.00	\$ 260.00	im	
597	66	Gene Feldman	10/19/10	Oct-10	Desimone to Mazz re: accessible seating chart	Review E Mail	0.60	\$ 450.00	\$ 270.00	im	
598	359	James V. DeSimone	10/20/10	Oct-10	edited demand ltr (.5)		0.50	\$ 650.00	\$ 325.00		
599	360	James V. DeSimone	10/20/10	Oct-10	emails to BG re: PMK (.1)		0.10	\$ 650.00	\$ 65.00		
600	361	James V. DeSimone	10/20/10	Oct-10	mtg. W. AC Re: strategy on Mtn for class Cert. (.3)		0.30	\$ 650.00	\$ 195.00	ic	
601	362	James V. DeSimone	10/20/10	Oct-10	mtg. W. MS re: Demands (.2)		0.20	\$ 650.00	\$ 130.00	ic	
602	363	James V. DeSimone	10/20/10	Oct-10	email EF re: Demand ltr (.1)		0.10	\$ 650.00	\$ 65.00	im	
603	364	James V. DeSimone	10/20/10	Oct-10	emails w. MM re: Seating issues (.3)		0.30	\$ 650.00	\$ 195.00		MM is expert M. Mazz
604	365	James V. DeSimone	10/20/10	Oct-10	Call from Jennifer Coleman re extension or subpoena - .2		0.40	\$ 650.00	\$ 260.00		
605	848	Amanda Canning	10/20/10	Oct-10	subpoena - .2		0.20	\$ 375.00	\$ 75.00		
606	849	Amanda Canning	10/20/10	Oct-10	review documents/research and draft settlement offer letter to Giddens - 2.2		2.20	\$ 375.00	\$ 825.00		
607	850	Amanda Canning	10/20/10	Oct-10	emails to/from Mazz re report - .3		0.30	\$ 375.00	\$ 112.50		
608	1220	Michael D. Seplow	10/20/10	Oct-10	Revise demand letter (9)		0.90	\$ 600.00	\$ 540.00		
609	1221	Michael D. Seplow	10/20/10	Oct-10	Tc w GF (.2)		0.20	\$ 600.00	\$ 120.00	ic qu	
610	67	Gene Feldman	10/20/10	Oct-10	Revise demand letter from VID	Review	1.40	\$ 450.00	\$ 630.00		
611	68	Gene Feldman	10/20/10	Oct-10	revisions to demand letter from MS	Review	0.90	\$ 450.00	\$ 135.00		Feldman, Desimone and Seplow are all working on revising the demand letter
612	69	Gene Feldman	10/20/10	Oct-10	MS revisions to demand letter	Phone Call	0.20	\$ 450.00	\$ 90.00	ic	
613	30	William Clifton	10/22/10	Oct-10	Prepared Amended PMK Deposition Notices to both Defendants		0.25	\$ 125.00	\$ 31.25		
614	366	James V. DeSimone	10/22/10	Oct-10	review Disney objection to subpoena Follow up w BG (.2)		0.20	\$ 650.00	\$ 130.00		
615	367	James V. DeSimone	10/22/10	Oct-10	emails w. AC Re: PMK depo (.2)		0.20	\$ 650.00	\$ 130.00	im	
616	93	Gene Feldman	10/22/10	Oct-10	Long distance charges	Long Distance	0.00	\$ 450.00	\$ -		
617	852	Amanda Canning	10/23/10	Oct-10	Draft amended PMK notices or deposition, further processing - RS Disney objections to subpoena, Research re Rule 45 and motion to compel - 1.5hrs		1.50	\$ 375.00	\$ 562.50		
618	368	James V. DeSimone	10/25/10	Oct-10	follow up emails W BG re: demand Letter (.2)		0.20	\$ 650.00	\$ 130.00		
619	853	Amanda Canning	10/25/10	Oct-10	E-mails to/from Greco re document production, further processing re same - .4hrs		0.40	\$ 375.00	\$ 150.00		

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Exhibit B: SDSH-H Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
620	854	Amanda Canning	10/25/10	Oct-10	Review study E-mail from Giddens re total WC seating. E-mails to/from Mazz re same. Review strategy. Draft E-mail to Giddens re same - .6hrs		0.60	\$ 375.00	\$ 225.00		
621	855	Amanda Canning	10/25/10	Oct-10	Preparation for PMK depositions - .8hrs		0.80	\$ 375.00	\$ 300.00		
622	70	Gene Feldman	10/25/10	Oct-10	from AC to Mazz re WC seat count	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
623	71	Gene Feldman	10/25/10	Oct-10	from Mazz re WC seat count	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
624	369	James V. DeSimone	10/26/10	Oct-10	mtg. w AC re: class cert motion./ PMK depo (.4 hr)		0.40	\$ 650.00	\$ 260.00	ic	
625	370	James V. DeSimone	10/26/10	Oct-10	tc. w. EF re: Strategy (.2 hr)		0.20	\$ 650.00	\$ 130.00	ic	
626	371	James V. DeSimone	10/26/10	Oct-10	conv. W. MS (.1)		0.10	\$ 650.00	\$ 65.00	ic qu	
627	372	James V. DeSimone	10/26/10	Oct-10	Emails w. MM (.1)		0.10	\$ 650.00	\$ 65.00	qu	
628	856	Amanda Canning	10/26/10	Oct-10	Review documents and preparation for PMK deposition, meeting with VJD re class certification motion.		3.50	\$ 375.00	\$ 1,312.50	ic	
629	1222	Michael D. Seplow	10/26/10	Oct-10	disc w VJD(.1)		0.10	\$ 600.00	\$ 60.00	ic qu	
630	72	Gene Feldman	10/26/10	Oct-10	VJD re PMK deposition	Phone Call	0.20	\$ 450.00	\$ 90.00	ic	
631	373	James V. DeSimone	10/27/10	Oct-10	email to BG re: PMK depo (.1)		0.10	\$ 650.00	\$ 65.00		
632	374	James V. DeSimone	10/27/10	Oct-10	Mtg. W AC re: class cert. Mtn(.2)		0.20	\$ 650.00	\$ 130.00	ic	
633	375	James V. DeSimone	10/27/10	Oct-10	Follow up team emails (.1)		0.10	\$ 650.00	\$ 65.00	im qu	
634	857	Amanda Canning	10/27/10	Oct-10	Review strategy with DeSimone re PMK depositions and motion. Emails to/from counsel re same - .3hrs		0.30	\$ 375.00	\$ 112.50	ic	
635	858	Amanda Canning	10/27/10	Oct-10	Emails to/from Mazz, Feldman re expert call --2hrs		0.20	\$ 375.00	\$ 75.00	im	
636	859	Amanda Canning	10/27/10	Oct-10	Calls/emails to/from Greco re PMK depositions production of documents and further processing re same - .6hrs		0.60	\$ 375.00	\$ 225.00		
637	376	James V. DeSimone	10/28/10	Oct-10	email BG re: settlement inquiry/ info requested (.3)		0.30	\$ 650.00	\$ 195.00		
638	860	Amanda Canning	10/28/10	Oct-10	prep for and conference Call with Mazz/Feldman - 1.8hrs		1.80	\$ 375.00	\$ 675.00		
639	73	Gene Feldman	10/28/10	Oct-10	Conference call with AC & MM	Conference	1.50	\$ 450.00	\$ 675.00	ic qu	
640	74	Gene Feldman	10/28/10	Oct-10	Telephone call with opposing Attorney settlement agreement revisions	Phone Opp Atty	0.30	\$ 450.00	\$ 135.00		
641	861	Amanda Canning	10/29/10	Oct-10	review strategy with GF re motion for class cert and memo re same		0.40	\$ 375.00	\$ 150.00	ic	
642	75	Gene Feldman	10/29/10	Oct-10	Amanda re: motion for class cert	Phone Call	1.10	\$ 450.00	\$ 495.00	ic	
643	76	Gene Feldman	10/29/10	Oct-10	MLB/Angels baseball attendance	Research	0.70	\$ 450.00	\$ 315.00		
644	377	James V. DeSimone	10/30/10	Oct-10	review draft motion for class cert (1.2)		1.20	\$ 650.00	\$ 780.00		
645	378	James V. DeSimone	10/30/10	Oct-10	emails w. AC re: mtn (.1)		0.10	\$ 650.00	\$ 65.00	im	
646	862	Amanda Canning	10/30/10	Oct-10	Research and Draft motion		2.00	\$ 375.00	\$ 750.00		
647	77	Gene Feldman	10/30/10	Oct-10	Canning outline of class certification motion	Review E Mail	0.30	\$ 450.00	\$ 135.00	im	
648	80	Gene Feldman	10/30/10	Oct-10	to AC re class certification	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	im	
649	379	James V. DeSimone	10/31/10	Oct-10	emails w. MS re: class cert. mtn.		0.20	\$ 650.00	\$ 130.00	im	
650	863	Amanda Canning	10/31/10	Oct-10	Research and Draft motion		1.30	\$ 375.00	\$ 487.50		
651	78	Gene Feldman	10/31/10	Oct-10	Preparation of pleadings motion class certification	Prep Pleadings	1.30	\$ 450.00	\$ 585.00		
652	79	Gene Feldman	10/31/10	Oct-10	to AC re class certification	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	im	
653	380	James V. DeSimone	11/1/10	Nov-10	review AC Memo re: docs produced (.2)		0.20	\$ 650.00	\$ 130.00	im	
654	381	James V. DeSimone	11/1/10	Nov-10	follow up emails w. team (.2)		0.20	\$ 650.00	\$ 130.00	im qu	
655	382	James V. DeSimone	11/1/10	Nov-10	Emails w. MS and AC re: class cert Motion (.2)		0.20	\$ 650.00	\$ 130.00	im	
656	864	Amanda Canning	11/1/10	Nov-10	Calls to/from Feldman, Research and Draft motion for class cert - 3.5hrs		3.50	\$ 375.00	\$ 1,312.50	ic qu	

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Exhibit B: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
657	865	Amanda Canning	11/1/10	Nov-10	Review study documents produced by Angels/Anaheim. Draft memo re same. Review strategy with Feldman re same - 1.5hrs		1.50	\$ 375.00	\$ 562.50	ic im	
658	866	Amanda Canning	11/1/10	Nov-10	Research and Draft letter to counsel re numerosity - 1.5hrs		1.00	\$ 375.00	\$ 375.00		
659	867	Amanda Canning	11/1/10	Nov-10	Call to Mazz re renovation - 4hrs		1.50	\$ 375.00	\$ 562.50		
660	868	Amanda Canning	11/1/10	Nov-10	Review and revise intro to MCC (5)		0.40	\$ 375.00	\$ 150.00		
661	1223	Michael D. Seplow	11/1/10	Nov-10	em V/D re class cert issues (2)		0.50	\$ 600.00	\$ 300.00		
662	1224	Michael D. Seplow	11/1/10	Nov-10	Disc w AC re class cert and numerosity (4)		0.40	\$ 600.00	\$ 240.00	im	
663	1225	Michael D. Seplow	11/1/10	Nov-10	rev docs re seating (2)		0.20	\$ 600.00	\$ 120.00	ic	
664	1226	Michael D. Seplow	11/1/10	Nov-10	ems w AC re class cert issues (2)		0.20	\$ 600.00	\$ 120.00	im	
665	1227	Michael D. Seplow	11/1/10	Nov-10	AC	Phone Call	0.30	\$ 450.00	\$ 135.00	ic qu	
666	81	Gene Feldman	11/1/10	Nov-10	From AC	Review E Mail	0.30	\$ 450.00	\$ 135.00	im qu	
667	82	Gene Feldman	11/1/10	Nov-10	Long distance charges	Long Distance	0.00	\$ 450.00	\$ -		
668	95	Gene Feldman	11/1/10	Nov-10	Long distance charges	Long Distance	0.00	\$ 450.00	\$ -		
669	96	Gene Feldman	11/1/10	Nov-10	Long distance charges	Long Distance	0.00	\$ 450.00	\$ -		
670	97	Gene Feldman	11/1/10	Nov-10	review emails re: decs and class Cert mtg.	Long Distance	0.00	\$ 450.00	\$ -		
671	383	James V. DeSimone	11/2/10	Nov-10			0.30	\$ 650.00	\$ 195.00	qu	
672	869	Amanda Canning	11/2/10	Nov-10	Review strategy re Chasworth declaration, Review revise declaration, Call/E-mails to Chasworth - 2hrs		2.00	\$ 375.00	\$ 750.00		
673	870	Amanda Canning	11/2/10	Nov-10	Calls to/from Feldman re motion, Research and Draft motion for class cert - 5.2hrs		5.20	\$ 375.00	\$ 1,950.00	ic	
674	1228	Michael D. Seplow	11/2/10	Nov-10	ems w AC re class cert and numerosity (2)		0.20	\$ 600.00	\$ 120.00	im	
675	1229	Michael D. Seplow	11/2/10	Nov-10	disc w AC (.3)		0.30	\$ 600.00	\$ 180.00	ic qu	
676	83	Gene Feldman	11/2/10	Nov-10	AC re witness declarations	Phone Call	0.20	\$ 450.00	\$ 90.00	ic	
677	85	Gene Feldman	11/2/10	Nov-10	Preparation of pleadings revise class certification motion	Prep Pleadings	1.40	\$ 450.00	\$ 630.00		
678	98	Gene Feldman	11/2/10	Nov-10	Long distance charges	Long Distance	0.00	\$ 450.00	\$ -		
679	384	James V. DeSimone	11/3/10	Nov-10	review decs re: class cert		0.50	\$ 650.00	\$ 325.00		
680	871	Amanda Canning	11/3/10	Nov-10	Emails and calls with Chasworth re numerosity and review study Chasworth report - 2.1hrs		2.10	\$ 375.00	\$ 787.50		
681	872	Amanda Canning	11/3/10	Nov-10	Research and draft motion for class cert - 6.3hrs		6.30	\$ 375.00	\$ 2,362.50		
682	873	Amanda Canning	11/3/10	Nov-10	Emails with Mazz and review study Mazz report - 1.1hrs		1.10	\$ 375.00	\$ 412.50		
683	1067	Kal Valenzuela	11/3/10	Nov-10	Draft TOC/TOA for Motion for Class Certification		0.40	\$ 125.00	\$ 50.00		
684	84	Gene Feldman	11/3/10	Nov-10	Preparation of pleadings revise class certification motion	Prep Pleadings	2.70	\$ 450.00	\$ 1,215.00		
685	86	Gene Feldman	11/3/10	Nov-10	ADA	Legal Research	0.40	\$ 450.00	\$ 180.00		
686	87	Gene Feldman	11/3/10	Nov-10	AC re revisions to class cert. motion	Phone Call	0.30	\$ 450.00	\$ 135.00	ic	
687	99	Gene Feldman	11/3/10	Nov-10	Long distance charges	Long Distance	0.00	\$ 450.00	\$ -		
688	31	William Clifton	11/4/10	Nov-10	Reviewed Chambers rules re e-filing of Motions, chambers copies		0.20	\$ 125.00	\$ 25.00		
689	874	Amanda Canning	11/4/10	Nov-10	Research and Draft motion, Research and Review strategy with Seplow re penalties, E-mails to/from Klassen re declaration		7.00	\$ 375.00	\$ 2,625.00	ic	
690	1230	Michael D. Seplow	11/4/10	Nov-10	Review and revise MCC, disc same w AC (3.0)		3.00	\$ 600.00	\$ 1,800.00	ic	
691	88	Gene Feldman	11/4/10	Nov-10	AC	Phone Call	0.20	\$ 450.00	\$ 90.00	ic qu	
692	89	Gene Feldman	11/4/10	Nov-10	Revise class certification	Phone Call	0.20	\$ 450.00	\$ 90.00	qu	
693	90	Gene Feldman	11/4/10	Nov-10	Revise class certification typicality	Phone Opp Atty	0.80	\$ 450.00	\$ 360.00		
694	100	Gene Feldman	11/4/10	Nov-10	Long distance charges	Long Distance	0.00	\$ 450.00	\$ -		

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Exhibit B: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
695	32	William Clifton	11/5/10	Nov-10	Formatted, correct typos in draft of dcl of J. Paul Charlebois for Mtn Class Cert		0.50	\$ 125.00	\$ 62.50	cl	
696	33	William Clifton	11/5/10	Nov-10	Formatted draft of deal of Gene Feldman for Mtn Class Cert		0.20	\$ 125.00	\$ 25.00		
697	34	William Clifton	11/5/10	Nov-10	Partially Drafted TOC, TOA for Mtn for Class Cert		2.50	\$ 125.00	\$ 312.50		
698	81	Jonathan Cotton	11/5/10	Nov-10	Draft tables for Plaintiffs Motion for Class Cert		2.50	\$ 125.00	\$ 312.50		
699	385	James V. DeSimone	11/5/10	Nov-10	to w. MS re: motion for class cert (.2)		0.20	\$ 650.00	\$ 130.00	lc	
700	386	James V. DeSimone	11/5/10	Nov-10	Review draft motion (.7)		0.70	\$ 650.00	\$ 455.00	qu	
701	875	Amanda Canning	11/5/10	Nov-10	Review strategy with Seplow, Draft, Research and Review revise motion Calls to Feldman, Draft and finalize Chasworth declaration, Calls to E-mails to/from Chasworth re declaration, Draft and finalize Klassen declaration, E-mails to/from Klassen re same, Draft and finalize declaration, Call to E-mails to/from Charlebois re motion and declaration		10.00	\$ 375.00	\$ 3,750.00	lc	
702	1231	Michael D. Seplow	11/5/10	Nov-10	Review and revise MCC, dic same w AC (.3.8)		3.80	\$ 600.00	\$ 2,280.00	lc	
703	35	William Clifton	11/7/10	Nov-10	Prepared Caption pages for 7 Dees ISO Mtn for Class Cert		0.50	\$ 125.00	\$ 62.50		
704	387	James V. DeSimone	11/7/10	Nov-10	review and edit mtn for class cert (.1.7)		1.70	\$ 650.00	\$ 1,105.00		
705	388	James V. DeSimone	11/7/10	Nov-10	Review Mark Mazz dec. (.4)		0.40	\$ 650.00	\$ 260.00		
706	389	James V. DeSimone	11/7/10	Nov-10	mng. W. AC and MS re: remaining tasks for Mtn. (.3)		0.30	\$ 650.00	\$ 195.00	lc	
707	390	James V. DeSimone	11/7/10	Nov-10	to w EF re: research motion (.3)		0.30	\$ 650.00	\$ 195.00	lc	
708	391	James V. DeSimone	11/7/10	Nov-10	emails re: mtn and strategy w. AC, EF & MS (.3)		0.30	\$ 650.00	\$ 195.00	lm	
709	392	James V. DeSimone	11/7/10	Nov-10	review and edit Next draft of motion (.8)		0.80	\$ 650.00	\$ 520.00		
710	876	Amanda Canning	11/7/10	Nov-10	Research and Review revise motion, Draft, DeSimone declaration		6.00	\$ 375.00	\$ 2,250.00	lc	
711	1232	Michael D. Seplow	11/7/10	Nov-10	Rev and revise MCC and supporting dees (.3.2).		3.20	\$ 600.00	\$ 1,920.00		
712	1233	Michael D. Seplow	11/7/10	Nov-10	disc w AC, GF VID (.4)		0.40	\$ 600.00	\$ 240.00	lc qu	
713	91	Gene Feldman	11/7/10	Nov-10	VID	Phone Call	0.30	\$ 450.00	\$ 135.00	lc qu	
714	92	Gene Feldman	11/7/10	Nov-10	from AC and MS	Review E Mail	0.20	\$ 450.00	\$ 90.00	lm qu	
715	36	William Clifton	11/8/10	Nov-10	Prepared Chambers copies of all filed docs Mtn for Class Cert		0.75	\$ 125.00	\$ 93.75	cl	
716	82	Jonathan Cotton	11/8/10	Nov-10	E-File Plaintiff's Motion for Class Cert and related Documents		8.00	\$ 125.00	\$ 1,000.00		
717	393	James V. DeSimone	11/8/10	Nov-10	review and edit DeSimone dec. (.8)		0.80	\$ 650.00	\$ 520.00		
718	394	James V. DeSimone	11/8/10	Nov-10	review and edit next draft of mtn (.7)		0.70	\$ 650.00	\$ 455.00	qu	
719	395	James V. DeSimone	11/8/10	Nov-10	Mtgs w. AC re: finalizing Mtn. (.4)		0.40	\$ 650.00	\$ 260.00	lc	
720	396	James V. DeSimone	11/8/10	Nov-10	review of docs. For filing (.5)		0.50	\$ 650.00	\$ 325.00		
721	397	James V. DeSimone	11/8/10	Nov-10	review order/final motion (1.5);		1.50	\$ 650.00	\$ 975.00		
722	398	James V. DeSimone	11/8/10	Nov-10	Final dec review (.9)		0.90	\$ 650.00	\$ 585.00		
723	877	Amanda Canning	11/8/10	Nov-10	Review strategy with DeSimone, Seplow, Feldman, Research, Draft, Review revise motion, notice of motion, proposed order, DeSimone declaration, Calls/E-mails to Charlebois, Cam, e-file motion - 11hrs		11.00	\$ 375.00	\$ 4,125.00	lc	
724	878	Amanda Canning	11/8/10	Nov-10	Call from Greco re discovery responses - 2hrs		0.20	\$ 375.00	\$ 75.00		
725	1068	Kai Valenzuela	11/8/10	Nov-10	Prepare/revise Declarations in Support of Motion for Class Certification		3.50	\$ 125.00	\$ 437.50		
726	1069	Kai Valenzuela	11/8/10	Nov-10	Revise/format Motion for Class Certification		2.50	\$ 125.00	\$ 312.50		
727	1070	Kai Valenzuela	11/8/10	Nov-10	E-file Motion for Class Certification		1.40	\$ 125.00	\$ 175.00		Motion for Class Certification filed on 11/8/2010
728	1234	Michael D. Seplow	11/8/10	Nov-10	Rev and revise MCC and VID dec (1.8).		1.80	\$ 600.00	\$ 1,080.00		

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Exhibit B: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
729	1235	Michael D. Seplow	11/8/10	Nov-10	em re mtn (.1).		0.10	\$ 600.00	\$ 60.00	qu	
730	1236	Michael D. Seplow	11/8/10	Nov-10	disc w AC (.8)		0.80	\$ 600.00	\$ 480.00	ic qu	
731	83	Jonathan Cotton	11/10/10	Nov-10	Disc and Serve Second Amended PMK Depo Notices		1.50	\$ 125.00	\$ 187.50		
732	399	James V. DeSimone	11/10/10	Nov-10	review depo notices/follow up emails		0.20	\$ 650.00	\$ 130.00	qu	
733	400	James V. DeSimone	11/12/10	Nov-10	email BG re: depositions (.1)		0.10	\$ 650.00	\$ 65.00	qu	
734	401	James V. DeSimone	11/12/10	Nov-10	review Response email/follow up (.1)		0.10	\$ 650.00	\$ 65.00	qu	This is the time entry
735	879	Amanda Canning	11/12/10	Nov-10	Call with Greco re motion for class certification and further processing		0.80	\$ 375.00	\$ 300.00		
736	402	James V. DeSimone	11/14/10	Nov-10	review and edit mt, and confer ltr To Disney re: subpoena		0.40	\$ 650.00	\$ 260.00		
737	403	James V. DeSimone	11/15/10	Nov-10	mtg. W AC re: strategy/mt and conf ltr (.2)		0.20	\$ 650.00	\$ 130.00	ic	
738	404	James V. DeSimone	11/15/10	Nov-10	review and edit final letter (.2)		0.20	\$ 650.00	\$ 130.00		
739	405	James V. DeSimone	11/15/10	Nov-10	Mig. W. AC (.1)		0.10	\$ 650.00	\$ 65.00	ic qu	
740	406	James V. DeSimone	11/15/10	Nov-10	Follow up emails W. Team (.1)		0.10	\$ 650.00	\$ 65.00	im qu	
741	880	Amanda Canning	11/15/10	Nov-10	Meeting with VID re strategy		0.20	\$ 375.00	\$ 75.00	ic	
742	407	James V. DeSimone	11/16/10	Nov-10	review AC corr. To DG re: doc pro		0.20	\$ 650.00	\$ 130.00		
743	881	Amanda Canning	11/16/10	Nov-10	E-mail to Greco re construction documents		0.30	\$ 375.00	\$ 112.50		
744	882	Amanda Canning	11/17/10	Nov-10	Interrogatories		0.70	\$ 375.00	\$ 262.50		
745	84	Jonathan Cotton	11/18/10	Nov-10	Scan and file letter from Myers		0.25	\$ 125.00	\$ 31.25	cl	
746	883	Amanda Canning	11/18/10	Nov-10	Calls from Larson's office - 5hrs		0.50	\$ 375.00	\$ 187.50	qu	
747	884	Amanda Canning	11/18/10	Nov-10	Review revise letter to Disney - 3hrs		0.30	\$ 375.00	\$ 112.50		
748	885	Amanda Canning	11/18/10	Nov-10	Review strategy with DeSimone - 5hrs		0.50	\$ 375.00	\$ 187.50	ic	
749	408	James V. DeSimone	11/22/10	Nov-10	Review opp. To class cert motion (.9)		0.90	\$ 650.00	\$ 585.00		
750	409	James V. DeSimone	11/22/10	Nov-10	Mig. W. AC re: errata (.2)		0.20	\$ 650.00	\$ 130.00	ic	
751	886	Amanda Canning	11/22/10	Nov-10	Review study defendants' opposition to motion for class certification and Review Mazz Decl;		1.50	\$ 375.00	\$ 562.50	ic qu	This is the time entry
752	1237	Michael D. Seplow	11/22/10	Nov-10	Rev Ds opp (.4)		0.40	\$ 600.00	\$ 240.00	qu	
753	37	William Clifton	11/23/10	Nov-10	Researched procedure re e-filing Ntc of Errata and replacement doc		0.30	\$ 125.00	\$ 37.50		
754	38	William Clifton	11/23/10	Nov-10	E-filed Ntc of Errata; Corrected Dec of Mark Mazzy (.3);		0.30	\$ 125.00	\$ 37.50		
755	39	William Clifton	11/23/10	Nov-10	prep. Chambers copies (.1)		0.10	\$ 125.00	\$ 12.50	cl	
756	410	James V. DeSimone	11/23/10	Nov-10	migs. W. AC re: reply brf. (.3)		0.30	\$ 650.00	\$ 195.00	ic	
757	887	Amanda Canning	11/23/10	Nov-10	Meeting with DeSimone re reply brief		0.30	\$ 375.00	\$ 112.50	ic	
758	1071	Kai Valenzuela	11/23/10	Nov-10	Receive Defense opposition docs, review		1.20	\$ 125.00	\$ 150.00		
759	888	Amanda Canning	11/24/10	Nov-10	Research and Draft reply		7.50	\$ 375.00	\$ 2,812.50	qu	
760	101	Gene Feldman	11/24/10	Nov-10	Review defendants opposition to class certification	Review	3.10	\$ 450.00	\$ 1,395.00		
761	102	Gene Feldman	11/24/10	Nov-10	Evidentiary objection response	Legal Research	1.60	\$ 450.00	\$ 720.00		
762	103	Gene Feldman	11/24/10	Nov-10	To VID	Prepare E Mail	0.30	\$ 450.00	\$ 135.00	im qu	
763	104	Gene Feldman	11/24/10	Nov-10	Amanda re: reply brief	Phone Call	0.30	\$ 450.00	\$ 135.00	ic	
764	105	Gene Feldman	11/25/10	Nov-10	To VID re reply brief declaration analysis	Prepare E Mail	0.60	\$ 450.00	\$ 270.00	im	
765	889	Amanda Canning	11/26/10	Nov-10	Research and Draft reply		1.00	\$ 375.00	\$ 375.00	qu	
766	411	James V. DeSimone	11/27/10	Nov-10	emails w. AC and EF re: reply brf.; Strategy, class definition,...		0.40	\$ 650.00	\$ 260.00	im	
767	890	Amanda Canning	11/27/10	Nov-10	Research and Draft reply		5.30	\$ 375.00	\$ 1,987.50	qu	
768	1238	Michael D. Seplow	11/27/10	Nov-10	ems re class definition (.2)		0.20	\$ 600.00	\$ 120.00	qu	
769	106	Gene Feldman	11/27/10	Nov-10	from VID re reply brief	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
770	891	Amanda Canning	11/28/10	Nov-10	Research and Draft reply		4.00	\$ 375.00	\$ 1,500.00	qu	
771	412	James V. DeSimone	11/29/10	Nov-10	review and edit class cert reply brf. (1.4)		1.40	\$ 650.00	\$ 910.00		
772	413	James V. DeSimone	11/29/10	Nov-10	email EF and AC re: strategy (.1)		0.10	\$ 650.00	\$ 65.00	im	
773	892	Amanda Canning	11/29/10	Nov-10	Research and Draft reply		5.00	\$ 375.00	\$ 1,875.00	qu	
774	414	James V. DeSimone	11/30/10	Nov-10	conv. W. AC re: reply brf (.1)		0.40	\$ 650.00	\$ 260.00	ic	
775	415	James V. DeSimone	11/30/10	Nov-10	Tc w. EF re: evidence obj//strategy On brief (.2)		0.20	\$ 650.00	\$ 130.00	ic	

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Exhibit B: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Fieldman)	Hours	Rate	Fees	Codes	Comments
776	416	James V. DeSimone	11/30/10	Nov-10	email AC (1)		0.10	\$ 650.00	\$ 65.00	im qu	
777	893	Amanda Canning	11/30/10	Nov-10	Discussion with VID re reply brief		0.10	\$ 375.00	\$ 37.50	ic	
778	107	Gene Feldman	11/30/10	Nov-10	AC	Phone Call	0.20	\$ 450.00	\$ 90.00	ic qu	
779	108	Gene Feldman	11/30/10	Nov-10	Review defense objection to Mazz declaration	Review	2.00	\$ 450.00	\$ 900.00		
780	417	James V. DeSimone	12/1/10	Dec-10	email to EF re: reply brief (1)		0.10	\$ 650.00	\$ 65.00	im	
781	894	Amanda Canning	12/1/10	Dec-10	Research re reply		2.00	\$ 375.00	\$ 750.00		
782	109	Gene Feldman	12/1/10	Dec-10	Responses to defense objection to Mazz declaration	Draft	3.70	\$ 450.00	\$ 1,665.00		
783	110	Gene Feldman	12/1/10	Dec-10	from Jim	Phone Call	0.30	\$ 450.00	\$ 135.00	ic qu	
784	112	Gene Feldman	12/1/10	Dec-10	Legal Research evidence objections	Legal Research	0.40	\$ 450.00	\$ 180.00		
785	895	Amanda Canning	12/2/10	Dec-10	Call from Feldman re Motion to Strike evidentiary objections		0.30	\$ 375.00	\$ 112.50	ic	
786	1072	Kai Valenzuela	12/2/10	Dec-10	Receive Defendants' Opposition documents and save to database, prepare file for lead counsel		0.80	\$ 125.00	\$ 100.00		
787	1073	Kai Valenzuela	12/2/10	Dec-10	Draft Response to Objections to Mazz Declaration		6.50	\$ 125.00	\$ 812.50		
788	418	James V. DeSimone	12/3/10	Dec-10	review and edit reply brf (1,4)		1.40	\$ 650.00	\$ 910.00		
789	419	James V. DeSimone	12/3/10	Dec-10	Cons. W. AC re: next draft (2)		0.20	\$ 650.00	\$ 130.00	ic	
790	420	James V. DeSimone	12/3/10	Dec-10	Response to objections (3)		0.30	\$ 650.00	\$ 195.00	qu	
791	896	Amanda Canning	12/3/10	Dec-10	Research and Draft reply; Review with VID		2.50	\$ 375.00	\$ 937.50	ic	
792	1074	Kai Valenzuela	12/3/10	Dec-10	Draft Response to Evidentiary Objections to Motion for Class Certification		5.40	\$ 125.00	\$ 675.00		
793	1075	Kai Valenzuela	12/3/10	Dec-10	Draft Response to Objections of Remaining Declarations		2.60	\$ 125.00	\$ 325.00		
794	111	Gene Feldman	12/3/10	Dec-10	responses to objections to plaintiff declarations	Preparation	2.40	\$ 450.00	\$ 1,080.00		
795	421	James V. DeSimone	12/4/10	Dec-10	rev. and edit reply brf draft (6)		0.60	\$ 650.00	\$ 390.00		
796	897	Amanda Canning	12/4/10	Dec-10	Research and Draft reply		2.50	\$ 375.00	\$ 937.50	qu	
797	1239	Michael D. Seplow	12/4/10	Dec-10	Rev drft reply and discuss same with AC (1,8)		1.80	\$ 600.00	\$ 1,080.00	ic	
798	113	Gene Feldman	12/4/10	Dec-10	Review reply brief	Review	0.70	\$ 450.00	\$ 315.00		
799	422	James V. DeSimone	12/5/10	Dec-10	strateg w. EF (2)		0.20	\$ 650.00	\$ 130.00	ic	
800	423	James V. DeSimone	12/5/10	Dec-10	emails w. AC re: brief (2)		1.20	\$ 650.00	\$ 780.00	im	
801	424	James V. DeSimone	12/5/10	Dec-10	draft of response To dec. objections (1,2)		1.20	\$ 650.00	\$ 780.00		
802	425	James V. DeSimone	12/5/10	Dec-10	legal research Re brief (7)		0.70	\$ 650.00	\$ 455.00		
803	1240	Michael D. Seplow	12/5/10	Dec-10	Rev drft reply and em disc w VID re same (1,6)		0.60	\$ 600.00	\$ 360.00	im	This is the time entry
804	85	Jonathan Cotton	12/6/10	Dec-10	E-File Reply and Related Documents in Response to Defendants' Opp to Plaintiff's Motion for Class Cert		3.00	\$ 125.00	\$ 375.00		
805	426	James V. DeSimone	12/6/10	Dec-10	Finalize response to objections to Declaration (2,3 hrs)		2.30	\$ 650.00	\$ 1,495.00		
806	427	James V. DeSimone	12/6/10	Dec-10	review and edit obj. to decs. (2)		0.20	\$ 650.00	\$ 130.00		
807	428	James V. DeSimone	12/6/10	Dec-10	cons. W. AC re: Research (1)		0.10	\$ 650.00	\$ 65.00	ic	
808	429	James V. DeSimone	12/6/10	Dec-10	finalize reply brief Draft (7)		0.70	\$ 650.00	\$ 455.00		
809	898	Amanda Canning	12/6/10	Dec-10	Research, Draft and Review revise Reply brief, Draft objections to Defendant's declarations, and further processing e-filing, review strategy with VID		6.00	\$ 375.00	\$ 2,250.00	ic	
810	1076	Kai Valenzuela	12/6/10	Dec-10	Revise Response to Objections to Mazz Declaration		3.40	\$ 125.00	\$ 425.00		
811	1077	Kai Valenzuela	12/6/10	Dec-10	Draft Table of Authorities to Reply Brief to Defendants' Opposition for Motion for Class Certification		1.50	\$ 125.00	\$ 187.50		
812	1078	Kai Valenzuela	12/6/10	Dec-10	Revise Response to Evidentiary Objections to Motion for Class Certification		3.50	\$ 125.00	\$ 437.50		

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Exhibit B: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
813	1079	Kai Valenzuela	12/16/10	Dec-10	E-file Reply to Defendants' Opposition, Response to Objections, Response to Declarations in Opposition. Prepare Chamber copies		2.20	\$ 125.00	\$ 275.00		Reply to Defendants' Opposition, Response to Objections, Response to Declarations in Opposition, filed on 12/16/2010
814	1241	Michael D. Seplow	12/16/10	Dec-10	Finalize reply (3)		0.30	\$ 600.00	\$ 180.00		
815	899	Amanda Canning	12/17/10	Dec-10	Call to prospective class member		0.20	\$ 375.00	\$ 75.00		
816	1080	Kai Valenzuela	12/17/10	Dec-10	Declaration		2.40	\$ 125.00	\$ 300.00		
817	900	Amanda Canning	12/11/10	Dec-10	review court order re class cert		0.30	\$ 375.00	\$ 112.50		
818	114	Gene Feldman	12/11/10	Dec-10	from VID re continuance of class certification	Review E Mail	0.30	\$ 450.00	\$ 135.00	im	
819	901	Amanda Canning	12/15/10	Dec-10	emails with parties' counsel re mediators		0.20	\$ 375.00	\$ 75.00		
820	430	James V. DeSimone	12/17/10	Dec-10	emails w. MM re: follow up (2)		0.20	\$ 650.00	\$ 130.00	qu	
821	431	James V. DeSimone	12/22/10	Dec-10	tc w. MM (3)		0.30	\$ 650.00	\$ 195.00	qu	MM is expert Michael Maazz
822	432	James V. DeSimone	12/22/10	Dec-10	follow up memo (1)		0.10	\$ 650.00	\$ 65.00	im qu	
823	902	Amanda Canning	12/22/10	Dec-10	Review study Disney documents, Call to Populous, meet and confer re Disney discovery responses, Draft PMT's depo notices, Prepare Motion for Class Cert binders		5.70	\$ 375.00	\$ 2,137.50	cl	
824	903	Amanda Canning	12/29/10	Dec-10	Call with Disney attorney re subpoena and further processing		1.40	\$ 375.00	\$ 525.00		
825	433	James V. DeSimone	1/2/11	Jan-11	review AC Memo re: Charlebois Tasks and strategy/follow up Response		0.30	\$ 650.00	\$ 195.00	im qu	
826	434	James V. DeSimone	1/7/11	Jan-11	Review ADA case law/new cases		0.70	\$ 650.00	\$ 455.00		
827	435	James V. DeSimone	1/14/11	Jan-11	email from BG re: mediation/ Class cert motion (2)		0.20	\$ 650.00	\$ 130.00		
828	436	James V. DeSimone	1/14/11	Jan-11	email w. Team re response (3)		0.30	\$ 650.00	\$ 195.00	im	
829	904	Amanda Canning	1/14/11	Jan-11	E-mails to/from counsel re mediation - 5		0.50	\$ 375.00	\$ 187.50	qu	
830	905	Amanda Canning	1/14/11	Jan-11	oversee preparation of class cert binders - 4		0.40	\$ 375.00	\$ 150.00		
831	1242	Michael D. Seplow	1/14/11	Jan-11	rev vid em re mediation (1)		0.10	\$ 600.00	\$ 60.00	im	
832	115	Gene Feldman	1/14/11	Jan-11	from VID	Review E Mail	0.20	\$ 450.00	\$ 90.00	im qu	
833	116	Gene Feldman	1/14/11	Jan-11	to VID re: mediation	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	im	
834	437	James V. DeSimone	1/17/11	Jan-11	Review mtr/opp and reply brfs Re class certification (2,2)		2.20	\$ 650.00	\$ 1,430.00		
835	438	James V. DeSimone	1/17/11	Jan-11	email To BG re: mediation (2)		0.20	\$ 650.00	\$ 130.00		
836	439	James V. DeSimone	1/18/11	Jan-11	mtg. w AC re: oral arg for class Cert (1 hr)		1.00	\$ 650.00	\$ 650.00	ic	
837	440	James V. DeSimone	1/18/11	Jan-11	further prep (3)		0.30	\$ 650.00	\$ 195.00	qu	
838	906	Amanda Canning	1/18/11	Jan-11	assist VID w prep for oral argument for Class Cert-1		1.00	\$ 375.00	\$ 375.00	ic	
839	907	Amanda Canning	1/18/11	Jan-11	further processing re oral argument materials - 4		0.40	\$ 375.00	\$ 150.00		
840	1081	Kai Valenzuela	1/18/11	Jan-11	Prepare binders for lead counsel for Motion for Class Certification Hearing		4.60	\$ 125.00	\$ 575.00		
841	117	Gene Feldman	1/18/11	Jan-11	VID re mediation	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
842	441	James V. DeSimone	1/19/11	Jan-11	emails w EF re: class cert hrg. Strategy/ outline oral argument		1.30	\$ 650.00	\$ 845.00	im	
843	908	Amanda Canning	1/19/11	Jan-11	E-mails to/from counsel re mediation		0.30	\$ 375.00	\$ 112.50		
844	1082	Kai Valenzuela	1/19/11	Jan-11	Research cases from Defendants' Opposition to Class Certification, Prepare binder		3.40	\$ 125.00	\$ 425.00		
845	40	William Clifton	1/20/11	Jan-11	Contacted Judge Larson's office re mediation fees, procedures, avail dates		0.30	\$ 125.00	\$ 37.50		
846	1083	Kai Valenzuela	1/20/11	Jan-11	Complete binders for lead counsel		2.40	\$ 125.00	\$ 300.00		
847	442	James V. DeSimone	1/21/11	Jan-11	Case law review for hrg (1.9 hr)		1.90	\$ 650.00	\$ 1,235.00		
848	443	James V. DeSimone	1/21/11	Jan-11	mtg. w. AC re: hrg Prep. (1.6)		1.60	\$ 650.00	\$ 1,040.00	ic	
849	444	James V. DeSimone	1/21/11	Jan-11	emails w. BG re: Mediation/class cert hrg (2)		0.20	\$ 650.00	\$ 130.00		

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Exhibit B: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
850	909	Amanda Canning	1/21/11	Jan-11	prep meeting with VID re class cert hearing		1.60	\$ 375.00	\$ 600.00	ic	
851	118	Gene Feldman	1/21/11	Jan-11	VID re: mediation	Review E Mail	0.20	\$ 450.00	\$ 90.00	lm	
852	119	Gene Feldman	1/21/11	Jan-11	VID re status	Phone Call	0.20	\$ 450.00	\$ 90.00	ic	
853	445	James V. DeSimone	1/23/11	Jan-11	Read cases for hrng/prepare outline For oral argument		4.10	\$ 650.00	\$ 2,665.00		
854	446	James V. DeSimone	1/24/11	Jan-11	appearing at class cert motion hrng; (2,4) travel time, including prep time, Strategy, And tc w. Paula Perlman (2,1)		2.40	\$ 650.00	\$ 1,560.00		Class Certification hearing on 1/24/2011
855	447	James V. DeSimone	1/24/11	Jan-11	Follow up emails w. PP (2)		2.10	\$ 650.00	\$ 1,365.00	qu tr	
856	448	James V. DeSimone	1/24/11	Jan-11	Conf. call BG, AC and PP (5)		0.20	\$ 650.00	\$ 130.00	qu	
857	449	James V. DeSimone	1/24/11	Jan-11	prep for and appearance at class certification hearing - 6hrs		0.50	\$ 650.00	\$ 325.00		
858	910	Amanda Canning	1/24/11	Jan-11	conference Call with Giddens and Pearlman and review strategy w DeSimone - .7hrs		6.00	\$ 375.00	\$ 2,250.00		
859	911	Amanda Canning	1/24/11	Jan-11	rev tentative order, disc w VID (3)		0.70	\$ 375.00	\$ 262.50		
860	1243	Michael D. Seplov	1/24/11	Jan-11	Court Appearance class certification motion	Court mileage	5.00	\$ 450.00	\$ 2,250.00		Feldman, Canning and DeSimone all appeared at Class Certification Hearing on 1/24/2011
861	120	Gene Feldman	1/24/11	Jan-11	No description	Review E Mail	0.00	\$ 450.00	\$ -		
862	121	Gene Feldman	1/24/11	Jan-11	putative class members	Research	0.20	\$ 450.00	\$ 90.00	lm qu	
863	122	Gene Feldman	1/24/11	Jan-11	Revise survey (3);		0.40	\$ 450.00	\$ 180.00		
864	123	Gene Feldman	1/24/11	Jan-11	email w. EF re: Organizations (3)		0.30	\$ 650.00	\$ 195.00	lm	
865	450	James V. DeSimone	1/25/11	Jan-11	Draft survey		0.30	\$ 650.00	\$ 195.00	lm	
866	451	James V. DeSimone	1/25/11	Jan-11	VID	Review E Mail	1.20	\$ 375.00	\$ 450.00		
867	912	Amanda Canning	1/25/11	Jan-11	Outreach re contacts re: class members (5)		0.20	\$ 450.00	\$ 90.00	lm qu	
868	124	Gene Feldman	1/25/11	Jan-11	review reviewed survey (2)		0.50	\$ 650.00	\$ 325.00		
869	452	James V. DeSimone	1/26/11	Jan-11	Conf. W AC (2)		0.20	\$ 650.00	\$ 130.00		
870	453	James V. DeSimone	1/26/11	Jan-11	client emails (2)		0.20	\$ 650.00	\$ 130.00	ic qu	
871	454	James V. DeSimone	1/26/11	Jan-11	Conf. W JPC and EF re: status and plan (6)		0.20	\$ 650.00	\$ 130.00	qu	
872	455	James V. DeSimone	1/26/11	Jan-11	follow up w. AC re BG ltr and Survey (4)		0.60	\$ 650.00	\$ 390.00		conference with client
873	456	James V. DeSimone	1/26/11	Jan-11	email contacts re: outreach (3)		0.40	\$ 650.00	\$ 260.00	ic	
874	457	James V. DeSimone	1/26/11	Jan-11	Call from Feldman - 5hrs		0.30	\$ 650.00	\$ 195.00	qu	
875	458	James V. DeSimone	1/26/11	Jan-11	Draft survey, Draft letter to Giddens, Review strategy with DeSimone - 2.1		0.50	\$ 375.00	\$ 187.50	ic qu	
876	913	Amanda Canning	1/26/11	Jan-11	rev vjd em and article (1.1)		2.10	\$ 375.00	\$ 787.50	ic	
877	914	Amanda Canning	1/26/11	Jan-11	Review survey		0.10	\$ 600.00	\$ 60.00	lm qu	
878	1244	Michael D. Seplov	1/26/11	Jan-11	Re survey	Review	0.30	\$ 450.00	\$ 135.00		
879	125	Gene Feldman	1/26/11	Jan-11	Re survey	Phone client	0.40	\$ 450.00	\$ 180.00		Feldman and DeSimone both conferred with client (JPC) on 1/26/2011
880	126	Gene Feldman	1/26/11	Jan-11	emails with Kai Valenzuela ("KV")re: Survey (2)		0.20	\$ 650.00	\$ 130.00	lm	
881	459	James V. DeSimone	1/27/11	Jan-11	corr. W. BG re: survey (2)		0.20	\$ 650.00	\$ 130.00		
882	460	James V. DeSimone	1/27/11	Jan-11	Research Survey Monkey, correspond with counsels re logistics		0.10	\$ 375.00	\$ 37.50		
883	915	Amanda Canning	1/27/11	Jan-11	emails w. BG re: survey (2)		1.40	\$ 125.00	\$ 175.00		
884	1084	Kai Valenzuela	1/27/11	Jan-11	emails w. JPC re: survey		0.20	\$ 650.00	\$ 130.00		
885	461	James V. DeSimone	1/28/11	Jan-11	follow up emails w. JPC (1)		0.10	\$ 650.00	\$ 65.00		
886	462	James V. DeSimone	1/29/11	Jan-11	community Outreach (2)		0.10	\$ 650.00	\$ 65.00		
887	463	James V. DeSimone	1/31/11	Jan-11	E-mails to/from Matz		0.20	\$ 650.00	\$ 130.00	qu	
888	464	James V. DeSimone	1/31/11	Jan-11	Draft and Serve P's Second Set of interrogatories		0.30	\$ 375.00	\$ 112.50	qu	
889	916	Amanda Canning	1/31/11	Jan-11	conf. W. AC re: strategy (2)		1.00	\$ 125.00	\$ 125.00		
890	86	Jonathan Cotton	2/1/11	Feb-11	emails to BG re: survey (2)		0.20	\$ 650.00	\$ 130.00	ic	
891	465	James V. DeSimone	2/1/11	Feb-11	Draft special interrogatories; discussion w VID re Strategy		0.20	\$ 650.00	\$ 130.00		
892	466	James V. DeSimone	2/1/11	Feb-11	corr. W. BG re: survey (2)		0.50	\$ 375.00	\$ 187.50	ic	
893	917	Amanda Canning	2/1/11	Feb-11			0.20	\$ 650.00	\$ 130.00		
894	467	James V. DeSimone	2/4/11	Feb-11			0.20	\$ 650.00	\$ 130.00		

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Exhibit B: SDSH-HH Legal Bill Review

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#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
895	468	James V. DeSimone	2/4/11	Feb-11	mtg w. AC re: strategy (2)		0.20	\$ 650.00	\$ 130.00	ic	
896	469	James V. DeSimone	2/4/11	Feb-11	emails w. EF re: strategy (2)		0.20	\$ 650.00	\$ 130.00	im	
897	470	James V. DeSimone	2/4/11	Feb-11	tc to wits. (2)		0.20	\$ 650.00	\$ 130.00	qu	This is the time entry
898	471	James V. DeSimone	2/4/11	Feb-11	follow up memo (1)		0.10	\$ 650.00	\$ 65.00	im qu	
899	472	Amanda Canning	2/4/11	Feb-11	E-mails to/from counsel re survey	Review E Mail	0.50	\$ 375.00	\$ 187.50		
900	127	Gene Feldman	2/7/11	Feb-11	Amanda re: survey		0.20	\$ 450.00	\$ 90.00	im	
901	472	James V. DeSimone	2/7/11	Feb-11	email to Paula Perlman re: survey (2)		2.00	\$ 650.00	\$ 1,300.00		
902	473	James V. DeSimone	2/7/11	Feb-11	Corr. W. BG (2)		0.20	\$ 650.00	\$ 130.00	qu	
903	474	James V. DeSimone	2/7/11	Feb-11	review and edited New survey (5)		0.50	\$ 650.00	\$ 325.00		
904	475	James V. DeSimone	2/7/11	Feb-11	corr. W. BG (3)		0.30	\$ 650.00	\$ 195.00	qu	
905	476	James V. DeSimone	2/7/11	Feb-11	mtg W AC (1)		0.10	\$ 650.00	\$ 65.00	ic qu	
906	919	Amanda Canning	2/7/11	Feb-11	E-mails to/from counsel and DRLC re survey, analysis of defendants' proposed survey, discussion and memo to DeSimone re same and redraft survey		3.20	\$ 375.00	\$ 1,200.00	ic im	
907	87	Jonathan Cotton	2/8/11	Feb-11	Format survey to send to DRLC		1.25	\$ 125.00	\$ 156.25	cl	
908	477	James V. DeSimone	2/8/11	Feb-11	conv. W. BG re: survey (2)		0.20	\$ 650.00	\$ 130.00		
909	478	James V. DeSimone	2/8/11	Feb-11	follow up Revise survey (3)		0.30	\$ 650.00	\$ 195.00	qu	
910	479	James V. DeSimone	2/8/11	Feb-11	corr. W. BG (2)		0.20	\$ 650.00	\$ 130.00	qu	
911	480	James V. DeSimone	2/8/11	Feb-11	Corr. W. EF and AC (2)		0.20	\$ 650.00	\$ 130.00	im qu	
912	920	Amanda Canning	2/8/11	Feb-11	Review revise survey, E-mails to/from counsel re same		0.80	\$ 375.00	\$ 300.00		
913	225	Gene Feldman	2/8/11	Feb-11	Brent Giddens re: survey	Review E Mail	0.20	\$ 450.00	\$ 90.00		
914	481	James V. DeSimone	2/14/11	Feb-11	corr. W. BG re: mediation and survey		0.20	\$ 650.00	\$ 130.00		
915	482	James V. DeSimone	2/16/11	Feb-11	corr. W. EF re: status (2)		0.20	\$ 650.00	\$ 130.00	im	
916	483	James V. DeSimone	2/16/11	Feb-11	email BG (1)		0.10	\$ 650.00	\$ 65.00	qu	
917	484	James V. DeSimone	2/16/11	Feb-11	Strategy disc. W. MS (3)		0.30	\$ 650.00	\$ 195.00	ic	
918	485	James V. DeSimone	2/16/11	Feb-11	conv. W. EF re: Strategy (3 hr)		0.30	\$ 650.00	\$ 195.00	ic	
919	486	James V. DeSimone	2/16/11	Feb-11	email to witness (1)		0.10	\$ 650.00	\$ 65.00	qu	
920	487	James V. DeSimone	2/16/11	Feb-11	Discussion w. Nick Cohan (NC) lawyer W.		0.30	\$ 650.00	\$ 195.00		
921	488	James V. DeSimone	2/16/11	Feb-11	Wheelchair access friends (3)		0.10	\$ 650.00	\$ 65.00	qu	
922	1245	Michael D. Seplow	2/16/11	Feb-11	follow up email (1)		0.30	\$ 600.00	\$ 180.00	ic	
923	128	Gene Feldman	2/16/11	Feb-11	Discussion with VID re strategy	Phone Call	0.30	\$ 450.00	\$ 135.00	ic	
924	226	Gene Feldman	2/16/11	Feb-11	Jim Desimone re strategy	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
925	489	James V. DeSimone	2/17/11	Feb-11	Desimone re: survey delay		0.20	\$ 650.00	\$ 130.00		
926	490	James V. DeSimone	2/17/11	Feb-11	review of prior correspondence/outline Talking points (2)		0.10	\$ 650.00	\$ 65.00	qu	
927	491	James V. DeSimone	2/18/11	Feb-11	tc to BG (1)		0.10	\$ 650.00	\$ 65.00	qu	
928	492	James V. DeSimone	2/18/11	Feb-11	email to BG (1)		0.30	\$ 650.00	\$ 195.00		
929	493	James V. DeSimone	2/18/11	Feb-11	review of revised Survey (3)		0.50	\$ 650.00	\$ 325.00		
930	494	James V. DeSimone	2/18/11	Feb-11	corr. W. BG re: survey (5)		0.40	\$ 650.00	\$ 260.00	ic	
931	921	Amanda Canning	2/18/11	Feb-11	Mtg. W AC re: new survey (4)		2.50	\$ 375.00	\$ 937.50	ic	
932	129	Gene Feldman	2/18/11	Feb-11	Review strategy with DeSimone re survey, E-mails to/from counsel re same, Review documents and Review/revise survey	Review E Mail	0.40	\$ 450.00	\$ 180.00	im	
933	495	James V. DeSimone	2/21/11	Feb-11	Desimone re survey		0.20	\$ 650.00	\$ 130.00		
934	496	James V. DeSimone	2/21/11	Feb-11	review of revised survey (2)		0.30	\$ 650.00	\$ 195.00	im	
935	497	James V. DeSimone	2/22/11	Feb-11	emails W. AC and EF re: response (3)		0.20	\$ 650.00	\$ 130.00	im	
936	498	James V. DeSimone	2/22/11	Feb-11	Emails w. EF and AC re: survey (2)		0.20	\$ 650.00	\$ 130.00	ic	
937	499	James V. DeSimone	2/22/11	Feb-11	Meeting w. AC re: survey (2)		0.20	\$ 650.00	\$ 130.00	qu	
938	922	Amanda Canning	2/22/11	Feb-11	Review and revise survey and further processing and Draft meet and confer to Giddens re same;		2.50	\$ 375.00	\$ 937.50	ic	
939	130	Gene Feldman	2/22/11	Feb-11	meeting with VID re survey	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
940	500	James V. DeSimone	2/23/11	Feb-11	from lim re: survey		0.10	\$ 650.00	\$ 65.00		
					emails w. BG re: follow-up						

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Exhibit B: SDS-IHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
941	973	Amanda Canning	2/23/11	Feb-11	review correspondence and survey drafts and emails to/from Giddens re same		0.40	\$ 375.00	\$ 150.00		
942	134	Gene Feldman	2/25/11	Feb-11	Desimone to Giddens re survey revisions	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
943	501	James V. DeSimone	2/26/11	Feb-11	reviewed revised survey (3)		0.30	\$ 650.00	\$ 195.00		
944	502	James V. DeSimone	2/26/11	Feb-11	emails w AC and EF (2)		0.20	\$ 650.00	\$ 130.00	im qu	
945	227	Gene Feldman	2/26/11	Feb-11	Desimone to Canning and me re: survey questions	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
946	503	James V. DeSimone	2/28/11	Feb-11	survey comparison (2)		0.20	\$ 650.00	\$ 130.00	qu	
947	504	James V. DeSimone	2/28/11	Feb-11	email paralegal Re: survey changes (1)		0.10	\$ 650.00	\$ 65.00	im	
948	505	James V. DeSimone	2/28/11	Feb-11	conv. W. JPC (2)		0.20	\$ 650.00	\$ 130.00	qu	
949	506	James V. DeSimone	2/28/11	Feb-11	Emails w. BG and team (2)		0.20	\$ 650.00	\$ 130.00	im qu	
950	1085	Kai Valenzuela	2/28/11	Feb-11	Revise survey from Defense counsel, correspond with attorneys		2.60	\$ 125.00	\$ 325.00	qu	
951	228	Gene Feldman	2/28/11	Feb-11	Desimone to Canning and me re: survey questions	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
952	507	James V. DeSimone	3/1/11	Mar-11	finalized survey and emailed BG (2)		0.20	\$ 650.00	\$ 130.00		
953	508	James V. DeSimone	3/1/11	Mar-11	prepared for mtg. W. BG (2)		0.20	\$ 650.00	\$ 130.00		
954	509	James V. DeSimone	3/1/11	Mar-11	tc w. BG (3)		0.30	\$ 650.00	\$ 195.00	qu	
955	510	James V. DeSimone	3/1/11	Mar-11	Memo to file re: conversation (2)		0.20	\$ 650.00	\$ 130.00	im	
956	511	James V. DeSimone	3/1/11	Mar-11	conv. W. EF re: strategy (2)		0.20	\$ 650.00	\$ 130.00	ic	
957	512	James V. DeSimone	3/1/11	Mar-11	conv. W. AC Re: tasks (2)		0.20	\$ 650.00	\$ 130.00	ic	
958	924	Amanda Canning	3/1/11	Mar-11	Review strategy re contact information and mediation and emails between counsel re same - 4hrs		0.40	\$ 375.00	\$ 150.00		
959	925	Amanda Canning	3/1/11	Mar-11	Review study class certification hearing transcript and draft memo re same - 1.3hrs		1.30	\$ 375.00	\$ 487.50	im	
960	926	Amanda Canning	3/1/11	Mar-11	Emails to/from class members re case status - .3hrs		0.30	\$ 375.00	\$ 112.50		
961	1086	Kai Valenzuela	3/1/11	Mar-11	Further revise survey		1.80	\$ 125.00	\$ 225.00		
962	131	Gene Feldman	3/1/11	Mar-11	Desimone and Giddens re survey	Review E Mail	0.40	\$ 450.00	\$ 180.00	im	
963	132	Gene Feldman	3/1/11	Mar-11	Desimone re discovery and survey	Phone Call	0.20	\$ 450.00	\$ 90.00	ic	
964	133	Gene Feldman	3/1/11	Mar-11	Desimone re discovery putative class members	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	im	
965	513	James V. DeSimone	3/2/11	Mar-11	emails w. BG re: survey/meeting (3)		0.30	\$ 650.00	\$ 195.00		
966	514	James V. DeSimone	3/2/11	Mar-11	Team corr. Re: strategy (2)		0.20	\$ 650.00	\$ 130.00	im	
967	927	Amanda Canning	3/2/11	Mar-11	Call with Glasberg, class member and draft memo - 1.4hrs		1.10	\$ 375.00	\$ 412.50	im	
968	928	Amanda Canning	3/2/11	Mar-11	Research re compelling class information/ex parte application - 3.5hrs		3.50	\$ 375.00	\$ 1,312.50		
969	929	Amanda Canning	3/2/11	Mar-11	Review strategy and emails between counsel re survey questions - 4hrs		0.40	\$ 375.00	\$ 150.00		
970	515	James V. DeSimone	3/3/11	Mar-11	Prepared mt and confer letter re: Survey (1.8 hr)		1.80	\$ 650.00	\$ 1,170.00		
971	516	James V. DeSimone	3/3/11	Mar-11	prepared for mt and Confer (3 hr)		0.30	\$ 650.00	\$ 195.00		
972	517	James V. DeSimone	3/3/11	Mar-11	travel time (8 hr)		0.80	\$ 650.00	\$ 520.00	tr	Meet and Confer with opposing counsel (BG) on 3/3/2011
973	518	James V. DeSimone	3/3/11	Mar-11	Mt and confer (.5 hr)		0.50	\$ 650.00	\$ 325.00		
974	519	James V. DeSimone	3/3/11	Mar-11	follow up Emails w. AC and EF (2)		0.20	\$ 650.00	\$ 130.00	ic qu	
975	930	Amanda Canning	3/3/11	Mar-11	motion to compel prep meeting		0.70	\$ 375.00	\$ 262.50	qu	
976	1087	Kai Valenzuela	3/3/11	Mar-11	Format correspondence to Defense counsel, forward to all counsel		0.60	\$ 125.00	\$ 75.00	cl qu	
977	137	Gene Feldman	3/3/11	Mar-11	Desimone re meet and confer	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
978	520	James V. DeSimone	3/4/11	Mar-11	emails w. BG re: proposal (2)		0.20	\$ 650.00	\$ 130.00		
979	521	James V. DeSimone	3/4/11	Mar-11	Emails w. MS, EF and AC re: Proposal (2 hr)		0.20	\$ 650.00	\$ 130.00	im	
980	522	James V. DeSimone	3/4/11	Mar-11	mtg. W. AC Re: ex parte (2)		0.20	\$ 650.00	\$ 130.00	ic	

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Exhibit B: SDSH-H Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
981	931	Amanda Canning	3/4/11	Mar-11	emails to/from Greco re defendants' discovery and review study same		0.80	\$ 375.00	\$ 300.00		
982	136	Gene Feldman	3/4/11	Mar-11	Desimone re meet and confer discovery Angels	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
983	523	James V. DeSimone	3/5/11	Mar-11	Emails w. AC re: ex parte/ Strategy		0.20	\$ 650.00	\$ 130.00	im	
984	932	Amanda Canning	3/5/11	Mar-11	Research re motion to compel contact info, emails with VID re strategy		2.00	\$ 375.00	\$ 750.00	im	
985	135	Gene Feldman	3/5/11	Mar-11	Desimone re: witness	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
986	933	Amanda Canning	3/6/11	Mar-11	Research and Draft ex parte motion to compel contact information		4.00	\$ 375.00	\$ 1,500.00		
987	934	Amanda Canning	3/7/11	Mar-11	Research and Draft ex parte motion to compel contact info - 2.5		2.50	\$ 375.00	\$ 937.50		
988	935	Amanda Canning	3/7/11	Mar-11	Review study interrogatory responses - .5hrs		0.50	\$ 375.00	\$ 187.50		
989	524	James V. DeSimone	3/8/11	Mar-11	mtg. w. AC re ex parte		0.30	\$ 650.00	\$ 195.00	ic	
990	936	Amanda Canning	3/8/11	Mar-11	Research and Draft ex parte motion to compel contact info, 8.4hrs		8.40	\$ 375.00	\$ 3,150.00		
991	937	Amanda Canning	3/8/11	Mar-11	meeting with VID re ex parte - 3 hrs		0.30	\$ 375.00	\$ 112.50	ic	
992	525	James V. DeSimone	3/9/11	Mar-11	review and edit ex parte Application (.6 hr)		0.60	\$ 650.00	\$ 390.00		
993	526	James V. DeSimone	3/9/11	Mar-11	mtg. w. AC (2)		0.20	\$ 650.00	\$ 130.00	ic qu	
994	527	James V. DeSimone	3/9/11	Mar-11	emails w BG (1)		0.10	\$ 650.00	\$ 65.00	qu	
995	528	James V. DeSimone	3/9/11	Mar-11	Review And edit next ex parte Draft declaration (1.6 hr)		1.60	\$ 650.00	\$ 1,040.00		
996	529	James V. DeSimone	3/9/11	Mar-11	Mtg w. AC and exhibit Review (4)		0.40	\$ 650.00	\$ 260.00	ic	
997	530	James V. DeSimone	3/9/11	Mar-11	email to witness (1)		0.10	\$ 650.00	\$ 65.00	qu	
998	938	Amanda Canning	3/9/11	Mar-11	Research and Draft ex parte motion to compel contact info		8.50	\$ 375.00	\$ 3,187.50		
999	1088	Kai Valenzuela	3/9/11	Mar-11	Format Declaration of V. James DeSimone		0.60	\$ 125.00	\$ 75.00		
1000	1089	Kai Valenzuela	3/9/11	Mar-11	Draft Table of Authorities re Ex Parte Application, Research/organize Exhibits		3.20	\$ 125.00	\$ 400.00		
1001	1090	Kai Valenzuela	3/9/11	Mar-11	&file Ex Parte Application to Compel Survey, Prepare Chambers copy		0.80	\$ 125.00	\$ 100.00		Ex Parte Application to Compel Survey filed on 3/9/2011
1002	1246	Michael D. Seplow	3/9/11	Mar-11	Rev ex parte app (3)		0.30	\$ 600.00	\$ 180.00		
1003	229	Gene Feldman	3/9/11	Mar-11	Desimone to Giddens re: discovery meet and confer witness contact information	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	end of page 30
1004	531	James V. DeSimone	3/10/11	Mar-11	revised individual survey/set up account (5)		0.50	\$ 650.00	\$ 325.00		
1005	532	James V. DeSimone	3/10/11	Mar-11	emails w. KV and AC (2)		0.20	\$ 650.00	\$ 130.00	im qu	
1006	533	James V. DeSimone	3/10/11	Mar-11	emails w. EF and JPC (2)		0.20	\$ 650.00	\$ 130.00	im qu	
1007	1091	Kai Valenzuela	3/10/11	Mar-11	Further revise Survey		0.80	\$ 125.00	\$ 100.00		
1008	230	Gene Feldman	3/10/11	Mar-11	Plaintiff's motion to compel discovery from Angels	Review	0.30	\$ 450.00	\$ 135.00		
1009	534	James V. DeSimone	3/11/11	Mar-11	outreach to Public Justice (3)		0.30	\$ 650.00	\$ 195.00	qu	
1010	535	James V. DeSimone	3/11/11	Mar-11	email To disability lawyer (2)		0.20	\$ 650.00	\$ 130.00	qu	
1011	536	James V. DeSimone	3/11/11	Mar-11	follow up Team outreach (2)		0.20	\$ 650.00	\$ 130.00	qu	
1012	537	James V. DeSimone	3/14/11	Mar-11	emails w. disability lawyer (1)		0.10	\$ 650.00	\$ 65.00	qu	
1013	538	James V. DeSimone	3/14/11	Mar-11	website Set up re: survey (2)		0.20	\$ 650.00	\$ 130.00	qu	
1014	539	James V. DeSimone	3/15/11	Mar-11	conv. W. Public Justice disability Lawyer (4)		0.40	\$ 650.00	\$ 260.00	qu	
1015	540	James V. DeSimone	3/15/11	Mar-11	Follow up emails (2)		0.20	\$ 650.00	\$ 130.00	qu	
1016	959	Amanda Canning	3/15/11	Mar-11	Call to/from Glasbergen re declaration		0.30	\$ 375.00	\$ 112.50		
1017	1247	Michael D. Seplow	3/15/11	Mar-11	rev opp to ex parte (2)		0.20	\$ 600.00	\$ 120.00		
1018	541	James V. DeSimone	3/16/11	Mar-11	email w. AC re: tasks (1)		0.10	\$ 650.00	\$ 65.00	im	
1019	542	James V. DeSimone	3/16/11	Mar-11	review mt and Con. Ltr (2)		0.20	\$ 650.00	\$ 130.00		
1020	543	James V. DeSimone	3/16/11	Mar-11	follow up w. AC (1)		0.10	\$ 650.00	\$ 65.00	ic qu	
1021	940	Amanda Canning	3/16/11	Mar-11	Research and Draft meet and confer letter to Giddens		3.00	\$ 375.00	\$ 1,125.00		
1022	231	Gene Feldman	3/16/11	Mar-11	Legal Research		0.30	\$ 450.00	\$ 135.00		
1023	544	James V. DeSimone	3/17/11	Mar-11	Review ct. order on ex parte (3)		0.30	\$ 650.00	\$ 195.00		
1024	545	James V. DeSimone	3/17/11	Mar-11	mtg. w AC (2)		0.20	\$ 650.00	\$ 130.00	ic	

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Exhibit B: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (feldman)	Hours	Rate	Fees	Codes	Comments
1025	546	James V. DeSimone	3/17/11	Mar-11	emails w. BG and PP (.2)		0.20	\$ 650.00	\$ 130.00	qu	
1026	941	Amanda Canning	3/17/11	Mar-11	review and revise and finalize meet and confer letter to Giddens -.9		0.90	\$ 375.00	\$ 337.50		
1027	942	Amanda Canning	3/17/11	Mar-11	call and email to class member and draft declaration - 1.1		1.10	\$ 375.00	\$ 412.50		
1028	1248	Michael D. Seplow	3/17/11	Mar-11	rev ct minutes (.1)		0.10	\$ 600.00	\$ 60.00		
1029	232	Gene Feldman	3/17/11	Mar-11	Desimone re: survey outreach efforts	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
1030	233	Gene Feldman	3/17/11	Mar-11	Court order granting motion to compel sampling survey and continuing motion for class certification	Review	0.20	\$ 450.00	\$ 90.00		
1031	547	James V. DeSimone	3/18/11	Mar-11	emails w. BG and PP (.1)		0.10	\$ 650.00	\$ 65.00	qu	
1032	548	James V. DeSimone	3/18/11	Mar-11	conv. W. Atty for class member, follow up emails (.3)		0.30	\$ 650.00	\$ 195.00	qu	
1033	234	Gene Feldman	3/18/11	Mar-11	Giddens re: conference call with DRILC	Review E Mail	0.20	\$ 450.00	\$ 90.00		
1034	235	Gene Feldman	3/18/11	Mar-11	Pearlman re: conference call	Review E Mail	0.20	\$ 450.00	\$ 90.00		
1035	549	James V. DeSimone	3/21/11	Mar-11	emails w. BG re: mtg (.1)		0.10	\$ 650.00	\$ 65.00		
1036	550	James V. DeSimone	3/21/11	Mar-11	mt and cont. W. BG re: contact info (.3)		0.30	\$ 650.00	\$ 195.00		Meet and confer on 3/21/2011
1037	551	James V. DeSimone	3/21/11	Mar-11	conf. Call w. BG, PP and John Villardelgongria (IV)		0.30	\$ 650.00	\$ 195.00		
1038	552	James V. DeSimone	3/21/11	Mar-11	follow up w. AC (.1)		0.10	\$ 650.00	\$ 65.00	ic qu	
1039	943	Amanda Canning	3/21/11	Mar-11	Draft Glasbergen declaration, Review strategy re motion to compel		1.10	\$ 375.00	\$ 412.50		
1040	236	Gene Feldman	3/21/11	Mar-11	Giddens and Desimone re: conference call	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
1041	553	James V. DeSimone	3/22/11	Mar-11	review BG email (.1)		0.10	\$ 650.00	\$ 65.00	qu	
1042	944	Amanda Canning	3/22/11	Mar-11	E-mail to counsel re survey		0.10	\$ 375.00	\$ 37.50		
1043	554	James V. DeSimone	3/23/11	Mar-11	email W. EF re: strategy (.3 hr)		0.30	\$ 650.00	\$ 195.00	im	
1044	555	James V. DeSimone	3/23/11	Mar-11	review Survey monkey/email (.1)		0.10	\$ 650.00	\$ 65.00		
1045	556	James V. DeSimone	3/23/11	Mar-11	email to BG (.1)		0.10	\$ 650.00	\$ 65.00	qu	
1046	557	James V. DeSimone	3/23/11	Mar-11	Follow up emails re: survey (.2)		0.20	\$ 650.00	\$ 130.00	qu	
1047	138	Gene Feldman	3/23/11	Mar-11	Desimone and Giddens re survey	Review E Mail	0.30	\$ 450.00	\$ 135.00	im	
1048	139	Gene Feldman	3/24/11	Mar-11	VID and Giddens re: survey	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
1049	237	Gene Feldman	3/25/11	Mar-11	Desimone to Giddens re: survey response cut off date	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
1050	945	Amanda Canning	3/29/11	Mar-11	E-mails to/from counsel re survey		0.50	\$ 375.00	\$ 187.50	qu	
1051	238	Gene Feldman	3/29/11	Mar-11	Giddens to Desimone re: survey response cut off date	Review E Mail	0.20	\$ 450.00	\$ 90.00		
1052	558	James V. DeSimone	3/30/11	Mar-11	emails w. BG (.6 hr)		0.60	\$ 450.00	\$ 390.00	qu	
1053	559	James V. DeSimone	3/30/11	Mar-11	conv. w. BG (.5 hr)		0.50	\$ 650.00	\$ 325.00	qu	
1054	560	James V. DeSimone	3/30/11	Mar-11	Follow up strategy w. team (.2)		0.20	\$ 650.00	\$ 130.00	ic	
1055	946	Amanda Canning	3/30/11	Mar-11	E-mails to/from counsel and Review strategy re exparte to compel survey		0.50	\$ 375.00	\$ 187.50		
1056	239	Gene Feldman	3/30/11	Mar-11	Desimone to Giddens re: email addresses for wheelchair accessible seat purchasers	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	Motion to Compel Contact Info to DRILC filed on 3/31/2011
1057	41	William Clifton	3/31/11	Mar-11	E-filed Mtn to Compel re Contact info to DRILC (.3);		0.30	\$ 125.00	\$ 37.50		
1058	42	William Clifton	3/31/11	Mar-11	Prepared Chambers Copy for Fedex delivery (.1);		0.10	\$ 125.00	\$ 12.50	cl	
1059	43	William Clifton	3/31/11	Mar-11	emailed WP version order to Chambers (.1)		0.10	\$ 125.00	\$ 12.50	cl	
1060	561	James V. DeSimone	3/31/11	Mar-11	conv. W. BG (.3 hr)		0.30	\$ 650.00	\$ 195.00	qu	
1061	562	James V. DeSimone	3/31/11	Mar-11	review BG email And response (.4 hr)		0.40	\$ 650.00	\$ 260.00	qu	
1062	563	James V. DeSimone	3/31/11	Mar-11	conv. W. AC re: Ex parte application (.3)		0.30	\$ 650.00	\$ 195.00	ic	
1063	564	James V. DeSimone	3/31/11	Mar-11	review and edit Ex parte application (.6)		0.60	\$ 650.00	\$ 390.00		
1064	565	James V. DeSimone	3/31/11	Mar-11	prepare dec and Ct order. (.7)		0.70	\$ 650.00	\$ 455.00		
1065	947	Amanda Canning	3/31/11	Mar-11	Research and Draft and Prepare exp parte app to compel survey and declaration; Review w VID re exp parte application		4.00	\$ 375.00	\$ 1,500.00	ic	
1066	1249	Michael D. Seplow	3/31/11	Mar-11	rev exp parte (.3)		0.30	\$ 600.00	\$ 180.00		

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Exhibit B: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
1067	240	Gene Feldman	3/31/11	Mar-11	Giddens to Desimone re: Implementation of March 17 court order	Review E Mail	0.20	\$ 450.00	\$	90.00	Feldman bills to review emails opposing counsel (Giddens) sends to James Desimone
1068	241	Gene Feldman	3/31/11	Mar-11	Desimone to Giddens re: Implementation of March 17 court order	Review E Mail	0.20	\$ 450.00	\$	90.00 im	Feldman bills to review emails Desimone sends to opposing counsel
1069	242	Gene Feldman	4/1/11	Apr-11	Plaintiff's motion to compel witness identification of putative class members	Review	0.30	\$ 450.00	\$	135.00	
1070	566	James V. Desimone	4/4/11	Apr-11	Review ex parte application opp. (.4)		0.40	\$ 650.00	\$	260.00	
1071	567	James V. Desimone	4/4/11	Apr-11	Emails w. AC re: strategy (.2)		0.20	\$ 650.00	\$	130.00 im	
1072	568	James V. Desimone	4/5/11	Apr-11	Review and edit draft dec. (.3)		0.30	\$ 650.00	\$	195.00	
1073	948	Amanda Canning	4/5/11	Apr-11	Review study and analysis of defendant opp to ex parte		0.80	\$ 375.00	\$	300.00	
1074	949	Amanda Canning	4/7/11	Apr-11	RS correspondence from counsel re survey		0.20	\$ 375.00	\$	75.00 qu	
1075	1250	Michael D. Seplow	4/7/11	Apr-11	Rev Ds opp (.1).		0.10	\$ 600.00	\$	60.00 qu	
1076	1251	Michael D. Seplow	4/7/11	Apr-11	Rev ct order (.1)		0.10	\$ 600.00	\$	60.00	
1077	140	Gene Feldman	4/7/11	Apr-11	Desimone re survey	Phone Call	0.20	\$ 450.00	\$	90.00 ic	
1078	141	Gene Feldman	4/7/11	Apr-11	Defendant opposition to Plaintiff's ex parte discovery motion	Review	0.30	\$ 450.00	\$	135.00	
1079	950	Amanda Canning	4/8/11	Apr-11	E-mails to/from counsel re: survey		0.20	\$ 375.00	\$	75.00	
1080	243	Gene Feldman	4/10/11	Apr-11	Desimone to Giddens re: wheelchair users seen at Angels game previous night	Prepare E Mail	0.20	\$ 450.00	\$	90.00 im	
1081	569	James V. Desimone	4/11/11	Apr-11	Review and edit talking points for Outreach telephone calls (.4)		0.40	\$ 650.00	\$	260.00	
1082	570	James V. Desimone	4/11/11	Apr-11	Follow Up mtg and emails w. Team (.3)		0.30	\$ 650.00	\$	195.00 im qu	
1083	571	James V. Desimone	4/11/11	Apr-11	Review community groups (.2)		0.20	\$ 650.00	\$	130.00 qu	
1084	951	Amanda Canning	4/11/11	Apr-11	Draft script for outreach, RSTR with Feldman and Desimone re outreach, Research re organizations, FP outreach efforts - 3.3hrs		3.30	\$ 375.00	\$	1,237.50 ic	
1085	952	Amanda Canning	4/11/11	Apr-11	E-mails to/from counsel re survey - .5hrs		0.50	\$ 375.00	\$	187.50	
1086	953	Amanda Canning	4/11/11	Apr-11	RS survey responses - .2hrs		0.20	\$ 375.00	\$	75.00 qu	
1087	1092	Kai Valenzuela	4/11/11	Apr-11	Review correspondence re DRLC survey		0.30	\$ 125.00	\$	37.50	
1088	1093	Kai Valenzuela	4/11/11	Apr-11	Research organizations for Declarant ISO Class Certification		2.60	\$ 125.00	\$	325.00	
1089	1094	Kai Valenzuela	4/11/11	Apr-11	Revise script re calls to organizations		0.40	\$ 125.00	\$	50.00	
1090	1095	Kai Valenzuela	4/11/11	Apr-11	Contact organizations for survey distributor		4.20	\$ 125.00	\$	525.00 qu	
1091	244	Gene Feldman	4/11/11	Apr-11	Canning re: survey outreach to community groups for disabled	Review E Mail	0.20	\$ 450.00	\$	90.00 im	
1092	44	William Clifton	4/12/11	Apr-11	Attended Staff planning mtg (.5)		0.50	\$ 125.00	\$	62.50 ic	
1093	45	William Clifton	4/12/11	Apr-11	Researched contact info for outreach to 6 disabled organizations (.75)		0.75	\$ 125.00	\$	93.75	
1094	954	Amanda Canning	4/12/11	Apr-11	prep for and meeting re survey outreach - 1hr		1.00	\$ 375.00	\$	375.00 ic	
1095	955	Amanda Canning	4/12/11	Apr-11	RS Survey response - .2hrs		0.20	\$ 375.00	\$	75.00 qu	
1096	1096	Kai Valenzuela	4/12/11	Apr-11	Contact organizations for survey distributor		7.50	\$ 125.00	\$	937.50 qu	
1097	956	Amanda Canning	4/13/11	Apr-11	E-mails to/from counsel/DRLC re survey distribution - .5hrs		0.50	\$ 375.00	\$	187.50	
1098	957	Amanda Canning	4/13/11	Apr-11	FP re survey outreach - .5hrs		0.50	\$ 375.00	\$	187.50 qu	
1099	1097	Kai Valenzuela	4/13/11	Apr-11	Contact organizations for survey distributor		6.50	\$ 125.00	\$	812.50 qu	
1100	1098	Kai Valenzuela	4/13/11	Apr-11	Revise survey		1.30	\$ 125.00	\$	162.50	
1101	46	William Clifton	4/14/11	Apr-11	Contacted: Disabled Am Vets of LA, left msg for Dir.(1);		0.10	\$ 125.00	\$	12.50	
1102	47	William Clifton	4/14/11	Apr-11	Disabled Am Vets O.C., spoke to Dan (.2);		0.20	\$ 125.00	\$	25.00 qu	
1103	48	William Clifton	4/14/11	Apr-11	Prepared and mailed survey copies to Dan (.3)		0.30	\$ 125.00	\$	37.50	
1104	572	James V. Desimone	4/14/11	Apr-11	Mig W. KV re abilities expo (.3)		0.30	\$ 650.00	\$	195.00 ic	KV is internal timekeeper Kai Valenzuela
1105	573	James V. Desimone	4/14/11	Apr-11	emails w. AC and EF re: Outreach/survey (.2);		0.20	\$ 650.00	\$	130.00 im	
1106	574	James V. Desimone	4/14/11	Apr-11	finalize Talking points (.3)		0.30	\$ 650.00	\$	195.00	

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Exhibit B: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
1107	958	Amanda Canning	4/14/11	Apr-11	Draft and finalize class member outreach materials and research re distribution of survey		1.10	\$ 375.00	\$ 412.50		
1108	1099	Kai Valenzuela	4/14/11	Apr-11	Further revise survey, prepare survey packet for organizations, further contact organizations for distribution		4.50	\$ 125.00	\$ 562.50	qu	
1109	575	James V. DeSimone	4/15/11	Apr-11	emails w. class members (2);		0.20	\$ 650.00	\$ 130.00	qu	
1110	576	James V. DeSimone	4/15/11	Apr-11	Surveys review (1.2)		0.20	\$ 650.00	\$ 130.00	qu	
1111	577	James V. DeSimone	4/15/11	Apr-11	Team emails (1)		0.10	\$ 650.00	\$ 65.00	im qu	
1112	959	Amanda Canning	4/15/11	Apr-11	RR survey for Disabilities Expo, FR re same - 1.2hrs		1.20	\$ 375.00	\$ 450.00	qu	
1113	960	Amanda Canning	4/15/11	Apr-11	E-mails to/from counsel re DRLC survey distribution and RSTR re same - .5hrs		0.50	\$ 375.00	\$ 187.50	qu	
1114	1100	Kai Valenzuela	4/15/11	Apr-11	Prepare packet for distribution at Abilities Expo, interview survey respondents		7.50	\$ 125.00	\$ 937.50		
1115	245	Gene Feldman	4/16/11	Apr-11	Desimone re: putative class member Laker Larry	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
1116	1101	Kai Valenzuela	4/18/11	Apr-11	Contact organizations, review survey responses from conference, revise Survey Monkey, correspond with counsel re responses		6.50	\$ 125.00	\$ 812.50	qu	
1117	49	William Clifton	4/19/11	Apr-11	Contacted ADA Coord at Rancho Los Amigos Rehab Ctr, discussed survey (2)		0.20	\$ 125.00	\$ 25.00		
1118	50	William Clifton	4/19/11	Apr-11	emailed survey to coord (1)		0.10	\$ 125.00	\$ 12.50		
1119	51	William Clifton	4/19/11	Apr-11	Contacted Vets Center of O.C., left msg		0.10	\$ 125.00	\$ 12.50		
1120	52	William Clifton	4/19/11	Apr-11	Contacted Paralyzed Veterans of America, Long Beach, left msg		0.10	\$ 125.00	\$ 12.50		
1121	1102	Kai Valenzuela	4/19/11	Apr-11	Contact organizations for survey distribution, correspond with counsel re responses		3.50	\$ 125.00	\$ 437.50	qu	
1122	1103	Kai Valenzuela	4/19/11	Apr-11	Follow-up with organizations from conference re survey responses		2.30	\$ 125.00	\$ 287.50		
1123	53	William Clifton	4/20/11	Apr-11	Contacted Disabled Am Vets of Long Beach, left msg		0.10	\$ 125.00	\$ 12.50		
1124	54	William Clifton	4/20/11	Apr-11	Contacted Disabled Am Vets of LA, left msg for Dir		0.10	\$ 125.00	\$ 12.50		
1125	1104	Kai Valenzuela	4/21/11	Apr-11	Review responses from conference, save information to our database		1.50	\$ 125.00	\$ 187.50	cl	
1126	55	William Clifton	4/22/11	Apr-11	Sent follow up email to ADA Coord at Rancho		0.10	\$ 125.00	\$ 12.50		
1127	578	James V. DeSimone	4/22/11	Apr-11	emails w class members (3)		0.30	\$ 650.00	\$ 195.00	qu	
1128	579	James V. DeSimone	4/25/11	Apr-11	review of constant contact responses		0.80	\$ 650.00	\$ 520.00		
1129	961	Amanda Canning	4/25/11	Apr-11	analysis of survey responses		0.50	\$ 375.00	\$ 187.50		
1130	246	Gene Feldman	4/27/11	Apr-11	Desimone re: Angels compliance with court order regarding email addresses of witnesses	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	im	
1131	580	James V. DeSimone	4/28/11	Apr-11	conference call re: responses (4)		0.40	\$ 650.00	\$ 260.00	qu	
1132	581	James V. DeSimone	4/28/11	Apr-11	Emails w. Team re: follow-up(2)		0.20	\$ 650.00	\$ 130.00	im qu	
1133	1105	Kai Valenzuela	4/29/11	Apr-11	Review further responses from Survey Monkey		0.80	\$ 125.00	\$ 100.00		
1134	142	Gene Feldman	4/29/11	Apr-11	Review survey results	Review	0.40	\$ 450.00	\$ 180.00		
1135	582	James V. DeSimone	5/2/11	May-11	review survey responses (1.3)		1.30	\$ 650.00	\$ 845.00		
1136	56	William Clifton	5/6/11	May-11	Prepared 3rd Amnd PMK Ntc to Angels		0.20	\$ 125.00	\$ 25.00		
1137	583	James V. DeSimone	5/6/11	May-11	review KV Memo re: witness interviews (2)		0.20	\$ 650.00	\$ 130.00	im	
1138	584	James V. DeSimone	5/6/11	May-11	follow up w Team (2)		0.20	\$ 650.00	\$ 130.00	qu	
1139	585	James V. DeSimone	5/6/11	May-11	review new surveys (5)		0.50	\$ 650.00	\$ 325.00		DeSimone, Feldman and Canning all bill to review "survey responses"

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Exhibit B: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Fieldman)	Hours	Rate	Fees	Codes	Comments
1140	1106	Kai Valenzuela	5/6/11	May-11	Continue to review additional survey responses from Survey Monkey		0.40	\$ 125.00	\$ 50.00		
1141	1107	Kai Valenzuela	5/6/11	May-11	Receive survey responses from DRLC, review/sort for contact information and save to our database		4.60	\$ 125.00	\$ 575.00		
1142	143	Gene Feldman	5/8/11	May-11	Desimone re: PMK deposition notice	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
1143	586	James V. DeSimone	5/9/11	May-11	follow up w KV and AC (3)		0.30	\$ 650.00	\$ 195.00	ic qu	
1144	1108	Kai Valenzuela	5/9/11	May-11	Contact DRLC re survey respondents spreadsheet; create spreadsheet via GMAIL, contact survey respondents for declarations		3.50	\$ 125.00	\$ 437.50		
1145	247	Gene Feldman	5/10/11	May-11	Desimone re: Murphy declaration	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	im	
1146	1109	Kai Valenzuela	5/11/11	May-11	Revise survey respondent spreadsheet, contact respondents		2.50	\$ 125.00	\$ 312.50		
1147	587	James V. DeSimone	5/12/11	May-11	email from BG (.1)		0.10	\$ 650.00	\$ 65.00	qu	
1148	588	James V. DeSimone	5/12/11	May-11	mtg w. AC Re: response (.2)		0.20	\$ 650.00	\$ 130.00	ic	
1149	1110	Kai Valenzuela	5/12/11	May-11	Contact survey respondents, continue to upload respondent information to spreadsheet from DRLC		4.50	\$ 125.00	\$ 562.50		
1150	144	Gene Feldman	5/12/11	May-11	Preparation of pleading Murphy declaration	Prep Pleadings	0.40	\$ 450.00	\$ 180.00		
1151	589	James V. DeSimone	5/16/11	May-11	mtg w. law clerk re: research project(.3)		0.30	\$ 650.00	\$ 195.00	ic qu	
1152	590	James V. DeSimone	5/16/11	May-11	Follow up team emails (.2)		0.20	\$ 650.00	\$ 130.00	im qu	
1153	1111	Kai Valenzuela	5/16/11	May-11	Drive		2.50	\$ 125.00	\$ 312.50	cl	
1154	591	James V. DeSimone	5/17/11	May-11	mtg. W AC (.2)		0.20	\$ 650.00	\$ 130.00	ic qu	
1155	592	James V. DeSimone	5/17/11	May-11	file review/email BG (.2)		0.20	\$ 650.00	\$ 130.00	qu	
1156	962	Amanda Canning	5/17/11	May-11	Review strategy with VJD and emails between counsel re survey		0.40	\$ 375.00	\$ 150.00	ic	
1157	248	Gene Feldman	5/17/11	May-11	Desimone to Giddens re: PMK deposition available dates	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
1158	593	James V. DeSimone	5/18/11	May-11	update conv. W. JPC (.2)		0.20	\$ 650.00	\$ 130.00		call with client
1159	594	James V. DeSimone	5/19/11	May-11	mtg. W. Law clerk re: research/ Survey follow up		0.40	\$ 650.00	\$ 260.00	ic qu	
1160	1112	Kai Valenzuela	5/20/11	May-11	Update additional survey respondent data into spreadsheet, scan surveys to J-Drive, correspond with counsel re updates		3.50	\$ 125.00	\$ 437.50		
1161	145	Gene Feldman	5/20/11	May-11	DeSimone re survey results and PMK deposition	Review E Mail	0.30	\$ 450.00	\$ 135.00	im	
1162	595	James V. DeSimone	5/22/11	May-11	review AC Memo: re: research (.3)		0.30	\$ 650.00	\$ 195.00	im	
1163	963	Amanda Canning	5/22/11	May-11	RD, Review correspondence, DR letter to Giddens re settlement and PMK depo - .7hr		0.70	\$ 375.00	\$ 262.50	qu	
1164	964	Amanda Canning	5/22/11	May-11	Review revise survey script and DR memo re declaration strategy - .8hrs		0.80	\$ 375.00	\$ 300.00	im	
1165	596	James V. DeSimone	5/23/11	May-11	review prior correspondence (.2)		0.20	\$ 650.00	\$ 130.00	qu	
1166	597	James V. DeSimone	5/23/11	May-11	Revise corr. To BG (.2)		0.20	\$ 650.00	\$ 130.00	qu	
1167	598	James V. DeSimone	5/23/11	May-11	mtg. W. Law clerk (.1)		0.10	\$ 650.00	\$ 65.00	ic qu	
1168	599	James V. DeSimone	5/23/11	May-11	mtg. W team re: survey follow up (1.1)		1.10	\$ 650.00	\$ 715.00	ic	
1169	600	James V. DeSimone	5/23/11	May-11	email To BG(.2)		0.20	\$ 650.00	\$ 130.00	qu	
1170	965	Amanda Canning	5/23/11	May-11	Factual analysis re class member call script and draft same (.7hrs)		0.70	\$ 375.00	\$ 262.50		
1171	966	Amanda Canning	5/23/11	May-11	Law clerk (.1)		0.10	\$ 375.00	\$ 37.50	qu	
1172	967	Amanda Canning	5/23/11	May-11	mtg. W team Re: survey follow up (1.1)		1.10	\$ 375.00	\$ 412.50	ic	
1173	1113	Kai Valenzuela	5/23/11	May-11	Update additional survey data from DRLC to spreadsheet		5.50	\$ 125.00	\$ 687.50	cl	
1174	601	James V. DeSimone	5/24/11	May-11	Edit survey follow up questions (.3)		0.30	\$ 650.00	\$ 195.00	im	
1175	602	James V. DeSimone	5/24/11	May-11	follow up emails w. team Re: dees (.3)		0.30	\$ 650.00	\$ 195.00	im	
1176	603	James V. DeSimone	5/24/11	May-11	emails w. EF re: Outreach (.1)		0.10	\$ 650.00	\$ 65.00	im	

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Exhibit B: SDS-IHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
1177	968	Amanda Canning	5/24/11	May-11	Review and revise class declarations		0.80	\$ 375.00	\$ 300.00		
1178	1114	Kai Valenzuela	5/24/11	May-11	Continue to upload individual survey data from DRLC to spreadsheet		4.50	\$ 125.00	\$ 562.50	cl	
1179	1146	Gene Feldman	5/24/11	May-11	Desimone re: call script for outreach to putative class members	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
1180	604	James V. DeSimone	5/25/11	May-11	Strategy memo to team (.3)		0.30	\$ 650.00	\$ 195.00	im	
1181	605	James V. DeSimone	5/25/11	May-11	Emails re: settlement w. BG (2)		0.20	\$ 650.00	\$ 130.00		
1182	1115	Kai Valenzuela	5/25/11	May-11	Contact survey respondents for potential declarations		6.50	\$ 125.00	\$ 812.50		
1183	606	James V. DeSimone	5/26/11	May-11	review and edit class member Declarations (2.9)		2.90	\$ 650.00	\$ 1,885.00		
1184	607	James V. DeSimone	5/26/11	May-11	emails to Team re: decs (.7)		0.70	\$ 650.00	\$ 455.00	im	
1185	1116	Kai Valenzuela	5/26/11	May-11	Contact survey respondents for potential declarations		6.50	\$ 125.00	\$ 812.50		
1186	608	James V. DeSimone	5/27/11	May-11	review and edit class member Declaration (1.7)		1.70	\$ 650.00	\$ 1,105.00		
1187	609	James V. DeSimone	5/27/11	May-11	emails to team Re: decs (.5)		0.50	\$ 650.00	\$ 325.00	im	
1188	1117	Kai Valenzuela	5/27/11	May-11	Input additional survey data from DRLC to spreadsheet, contact survey respondents for potential declarations		4.50	\$ 125.00	\$ 562.50	cl	
1189	147	Gene Feldman	5/28/11	May-11	Review follow up survey	Review	0.50	\$ 450.00	\$ 225.00		
1190	610	James V. DeSimone	5/31/11	May-11	Review and edit class member Decs (.6)		0.60	\$ 650.00	\$ 390.00		
1191	611	James V. DeSimone	5/31/11	May-11	emails w. law clerks Re outreach (.3)		0.30	\$ 650.00	\$ 195.00	im	
1192	1118	Kai Valenzuela	5/31/11	May-11	Contact survey respondents, prepare declarations		5.50	\$ 125.00	\$ 687.50		
1193	612	James V. DeSimone	6/1/11	Jun-11	review and edit class member decs. (1.9)		1.90	\$ 650.00	\$ 1,235.00		
1194	613	James V. DeSimone	6/1/11	Jun-11	outreach to organizations and Emails (.5)		0.50	\$ 650.00	\$ 325.00	qu	
1195	614	James V. DeSimone	6/1/11	Jun-11	emails to team (.3)		0.30	\$ 650.00	\$ 195.00	im qu	
1196	1119	Kai Valenzuela	6/1/11	Jun-11	Contact survey respondents, prepare declarations, contact organizations for follow-up		6.50	\$ 125.00	\$ 812.50	qu	
1197	148	Gene Feldman	6/1/11	Jun-11	Review declarations in support of class certification from putative class members	Review	0.50	\$ 450.00	\$ 225.00		
1198	615	James V. DeSimone	6/2/11	Jun-11	ic to wits (.2)		0.20	\$ 650.00	\$ 130.00	qu	
1199	616	James V. DeSimone	6/2/11	Jun-11	email to wits (.2)		0.20	\$ 650.00	\$ 130.00	qu	
1200	617	James V. DeSimone	6/2/11	Jun-11	Review and edit decs (1.1)		1.10	\$ 650.00	\$ 715.00	qu	
1201	618	James V. DeSimone	6/2/11	Jun-11	emails To team (.2)		0.20	\$ 650.00	\$ 130.00	im qu	
1202	619	James V. DeSimone	6/2/11	Jun-11	mtg. W. KV (.2)		0.20	\$ 650.00	\$ 130.00	ic qu	
1203	1120	Kai Valenzuela	6/2/11	Jun-11	Contact survey respondents, prepare declarations, contact organizations for follow-up, meeting with VID		7.50	\$ 125.00	\$ 937.50	ic qu	
1204	620	James V. DeSimone	6/3/11	Jun-11	telephone calls and outreach (.4)		0.40	\$ 650.00	\$ 260.00	qu	
1205	621	James V. DeSimone	6/3/11	Jun-11	Review and edit decs. (1.7)		1.70	\$ 650.00	\$ 1,105.00	qu	
1206	622	James V. DeSimone	6/3/11	Jun-11	Emails w. BG: settlement/PNK depo (.2)		0.20	\$ 650.00	\$ 130.00		
1207	1121	Kai Valenzuela	6/3/11	Jun-11	Contact survey respondents, prepare declarations, contact organizations for follow-up		7.50	\$ 125.00	\$ 937.50		
1208	1122	Kai Valenzuela	6/4/11	Jun-11	Contact potential declarants		1.50	\$ 125.00	\$ 187.50		
1209	623	James V. DeSimone	6/6/11	Jun-11	mtg. W AC re: briefing and decs (.3)		0.30	\$ 650.00	\$ 195.00	ic	
1210	624	James V. DeSimone	6/6/11	Jun-11	spoke with witness (.3)		0.30	\$ 650.00	\$ 195.00	qu	
1211	625	James V. DeSimone	6/6/11	Jun-11	prepared Dec (.4)		0.40	\$ 650.00	\$ 260.00	qu	
1212	626	James V. DeSimone	6/6/11	Jun-11	reviewed and edited decs (.2)		0.20	\$ 650.00	\$ 130.00	qu	
1213	627	James V. DeSimone	6/6/11	Jun-11	spoke. W witness (.4)		0.40	\$ 650.00	\$ 260.00	qu	
1214	628	James V. DeSimone	6/6/11	Jun-11	prepared Dec. (.3)		0.30	\$ 650.00	\$ 195.00		
1215	629	James V. DeSimone	6/6/11	Jun-11	conv. W. EF re: decs. Strategy (.2)		0.20	\$ 650.00	\$ 130.00	ic	
1216	969	Amanda Canning	6/6/11	Jun-11	Mtg. W VID re: briefing and decs - .3		0.30	\$ 375.00	\$ 112.50	ic	

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Exhibit B: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
1217	970	Amanda Canning	6/6/11	Jun-11	Research and draft motion for class cert and review and revise declarations - 2.8		2.80	\$ 375.00	\$ 1,050.00		
1218	249	Gene Feldman	6/6/11	Jun-11	Desimone re: final Murphy declaration	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	im	
1219	630	James V. DeSimone	6/7/11	Jun-11	follow up w. law clerks re decs (2)		0.20	\$ 650.00	\$ 130.00	ic	
1220	971	Amanda Canning	6/7/11	Jun-11	Research and preparation for motion for class certification, review and revise declarations re same - 4.5hrs		4.50	\$ 375.00	\$ 1,687.50		
1221	972	Amanda Canning	6/7/11	Jun-11	Emails to/from expert re hearing - 2hrs		0.20	\$ 375.00	\$ 75.00		
1222	631	James V. DeSimone	6/8/11	Jun-11	dec. review and edits (.7)		0.70	\$ 650.00	\$ 455.00	qu	Per time entries, Motion for Class Certification and edits/revisions to declarations continue throughout June 2011
1223	973	Amanda Canning	6/8/11	Jun-11	Research and draft motion for class cert and review and revise declarations		0.90	\$ 375.00	\$ 337.50		
1224	974	Amanda Canning	6/9/11	Jun-11	Research and draft motion for class cert and review and revise declarations		5.50	\$ 375.00	\$ 2,062.50		
1225	149	Gene Feldman	6/9/11	Jun-11	Send ticket copy to Desimone	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	cl qu	
1226	150	Gene Feldman	6/9/11	Jun-11	Copying cost	Photocopies	0.00	\$ 450.00	\$ -		
1227	250	Gene Feldman	6/9/11	Jun-11	Desimone re: declarations from putative class members	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
1228	88	Jonathan Cotton	6/10/11	Jun-11	Draft tables to Plaintiffs Supplemental Memo in Support of Plaintiffs Motion for Class Cert		1.75	\$ 125.00	\$ 218.75		
1229	632	James V. DeSimone	6/10/11	Jun-11	mtg. w. AC re: briefing (.3)		0.30	\$ 650.00	\$ 195.00	ic	
1230	633	James V. DeSimone	6/10/11	Jun-11	Review and edit decs (3)		0.30	\$ 650.00	\$ 195.00		
1231	634	James V. DeSimone	6/10/11	Jun-11	follow up mtg. W. Law clerks (.2)		0.20	\$ 650.00	\$ 130.00	ic qu	
1232	975	Amanda Canning	6/10/11	Jun-11	Review and revise declarations and draft motion for class cert (6.2)		6.20	\$ 375.00	\$ 2,325.00		
1233	976	Amanda Canning	6/10/11	Jun-11	mtg. w. VID re: briefing (.3)		0.30	\$ 375.00	\$ 112.50	ic	
1234	977	Amanda Canning	6/11/11	Jun-11	Review and revise declarations and Draft motion for class cert		4.00	\$ 375.00	\$ 1,500.00		
1235	635	James V. DeSimone	6/12/11	Jun-11	review and edit supplemental briefing (1.6 hr)		1.60	\$ 650.00	\$ 1,040.00		
1236	636	James V. DeSimone	6/12/11	Jun-11	review and edit decs. (.5)		0.50	\$ 650.00	\$ 325.00	qu	
1237	978	Amanda Canning	6/12/11	Jun-11	Draft motion for class cert		3.00	\$ 375.00	\$ 1,125.00		
1238	637	James V. DeSimone	6/13/11	Jun-11	mtg. W law clerks re: briefing (.2)		0.20	\$ 650.00	\$ 130.00	ic	
1239	638	James V. DeSimone	6/13/11	Jun-11	Prepare declaration (.9)		0.90	\$ 650.00	\$ 585.00		
1240	639	James V. DeSimone	6/13/11	Jun-11	Write Final draft of supplemental brief (4.5 hrs)		4.50	\$ 650.00	\$ 2,925.00		
1241	640	James V. DeSimone	6/13/11	Jun-11	review of D's report (.5)		0.50	\$ 650.00	\$ 325.00	qu	
1242	641	James V. DeSimone	6/13/11	Jun-11	emails w. BG re: declarations		0.50	\$ 650.00	\$ 325.00		
1243	979	Amanda Canning	6/13/11	Jun-11	finalize and file motion for class cert		3.70	\$ 375.00	\$ 1,387.50		Motion for Class Certification filed on 6/13/2011
1244	1123	Kai Valenzuela	6/13/11	Jun-11	Organize declarations and statements for putative class members, Prepare Table of Authorities, Prepare additional documents for E-filing, E-file and prepare Chambers copy		10.50	\$ 125.00	\$ 1,312.50		
1245	1252	Michael D. Seplow	6/13/11	Jun-11	Rev and revise supp motion re class cert. (2.2)		2.20	\$ 600.00	\$ 1,320.00		
1246	1253	Michael D. Seplow	6/13/11	Jun-11	Rev Ds dec (.2)		0.20	\$ 600.00	\$ 120.00	qu	
1247	57	William Clifton	6/14/11	Jun-11	Prepared 4th Amnd PMK Ntc to Angels		0.20	\$ 125.00	\$ 25.00		
1248	642	James V. DeSimone	6/14/11	Jun-11	Notice PMK Depo (.2)		0.20	\$ 650.00	\$ 130.00		
1249	980	Amanda Canning	6/14/11	Jun-11	review strategy with team re additional declarations (.4)		0.40	\$ 375.00	\$ 150.00	ic	
1250	981	Amanda Canning	6/14/11	Jun-11	Review study defendants' filing and review strategy with Ort re same		0.70	\$ 375.00	\$ 262.50	qu	This is the time entry; not clear who "Ort"
1251	1124	Kai Valenzuela	6/14/11	Jun-11	Receive additional signed declarations, forward Defendants response to co-counsel		2.50	\$ 125.00	\$ 312.50	im	

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Exhibit B: SDSHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
1252	643	James V. DeSimone	6/15/11	Jun-11	review of decs. in support of mtn (1.5 hr)		0.50	\$ 650.00	\$ 325.00		
1253	644	James V. DeSimone	6/15/11	Jun-11	finalize filing (1.2)		1.20	\$ 650.00	\$ 780.00	qu	
1254	645	James V. DeSimone	6/15/11	Jun-11	mtg. w. AC and law clerks (3)		0.30	\$ 650.00	\$ 195.00	ic qu	
1255	982	Amanda Canning	6/15/11	Jun-11	review strategy with Pitts and VID re supplemental declarations		0.30	\$ 375.00	\$ 112.50	ic	
1256	1125	Kai Valenzuela	6/15/11	Jun-11	Organize and E-file Supplement to Motion for Class Certification. Additional declarations		2.50	\$ 125.00	\$ 312.50		
1257	151	Gene Feldman	6/15/11	Jun-11	Review declaration Antoine re: survey results and Angel contact	Review	0.30	\$ 450.00	\$ 135.00		
1258	646	James V. DeSimone	6/16/11	Jun-11	review of D's opposition to filing (5)		0.50	\$ 650.00	\$ 325.00		
1259	647	James V. DeSimone	6/16/11	Jun-11	prepared declaration in response to opposition (9 hr)		0.90	\$ 650.00	\$ 585.00		
1260	648	James V. DeSimone	6/16/11	Jun-11	research on Responsive brief (1.9 hr)		1.90	\$ 650.00	\$ 1,235.00		
1261	1254	Michael D. Seplow	6/16/11	Jun-11	rev Ds objection (2)		0.20	\$ 600.00	\$ 120.00	qu	
1262	152	Gene Feldman	6/16/11	Jun-11	Desimone	Review E Mail	0.20	\$ 450.00	\$ 90.00	im qu	
1263	649	James V. DeSimone	6/17/11	Jun-11	write reply to opposition to decs (3.7 hrs)		3.70	\$ 650.00	\$ 2,405.00		
1264	650	James V. DeSimone	6/17/11	Jun-11	prepare for hrng. pleading Review (5)		0.50	\$ 650.00	\$ 325.00		
1265	651	James V. DeSimone	6/17/11	Jun-11	tc w. EF re: Hrng prep (.2)		0.20	\$ 650.00	\$ 130.00	ic	
1266	983	Amanda Canning	6/17/11	Jun-11	research and review and revise supplemental briefing		2.50	\$ 375.00	\$ 937.50		
1267	1126	Kai Valenzuela	6/17/11	Jun-11	Prepare folders for Motion for Class Certification hearing		2.20	\$ 125.00	\$ 275.00	cl	
1268	1127	Kai Valenzuela	6/17/11	Jun-11	Prepare E-filing re Plaintiff's response to Defendants' Objections		2.50	\$ 125.00	\$ 312.50		
1269	153	Gene Feldman	6/17/11	Jun-11	Legal Research public polic ADA enforcement	Legal Research	0.60	\$ 450.00	\$ 270.00		
1270	154	Gene Feldman	6/17/11	Jun-11	Desimone re: public polic ADA enforcement	Phone Call	0.20	\$ 450.00	\$ 90.00	ic	
1271	155	Gene Feldman	6/17/11	Jun-11	Review Plaintiff response to Angels objections to declaration and Desimone declaration in support of class certification	Review	0.30	\$ 450.00	\$ 135.00		
1272	984	Amanda Canning	6/18/11	Jun-11	research and assist VID with preparation for oral argument		1.10	\$ 375.00	\$ 412.50		
1273	652	James V. DeSimone	6/19/11	Jun-11	Preparation for hrng/review of all Pleadings and declarations, including Original mtn/tentative (2.6)		2.60	\$ 650.00	\$ 1,690.00		
1274	653	James V. DeSimone	6/19/11	Jun-11	legal Research/review D's cases cited in brief (1.7 hr)		1.70	\$ 650.00	\$ 1,105.00		
1275	654	James V. DeSimone	6/19/11	Jun-11	outline oral argument (2.1)		2.10	\$ 650.00	\$ 1,365.00		
1276	156	Gene Feldman	6/19/11	Jun-11	Desimone re class certification hearing	Review E Mail	0.30	\$ 450.00	\$ 135.00	im	
1277	655	James V. DeSimone	6/20/11	Jun-11	Hrng. On Motion for class certification (including travel time, with FF and AC, strategy discussions) (4.8 hrs)		4.80	\$ 650.00	\$ 3,120.00	ic tr	Feldman, DeSimone and Canning all bill to attend Hearing on Motion for Class Certification on 6/20/2011
1278	656	James V. DeSimone	6/20/11	Jun-11	Depo notice (1)		0.10	\$ 650.00	\$ 65.00	qu	
1279	657	James V. DeSimone	6/20/11	Jun-11	Memo to file (2)		0.20	\$ 650.00	\$ 130.00	im qu	
1280	985	Amanda Canning	6/20/11	Jun-11	preparation for and appearance at motion for class certification - 4.8		4.80	\$ 375.00	\$ 1,800.00		
1281	986	Amanda Canning	6/20/11	Jun-11	prepare notices of deposition - 3		0.30	\$ 375.00	\$ 112.50	qu	
1282	1128	Kai Valenzuela	6/20/11	Jun-11	Review correspondence from interns re additional putative class member declarations		0.80	\$ 125.00	\$ 100.00	im	
1283	157	Gene Feldman	6/20/11	Jun-11	class certification hearing	Court	5.80	\$ 450.00	\$ 2,610.00		
1284	658	James V. DeSimone	6/21/11	Jun-11	mtg. w. AC (2)		0.20	\$ 650.00	\$ 130.00	ic qu	
1285	659	James V. DeSimone	6/21/11	Jun-11	Review and edit RFP's and Special Rogs (8)		0.80	\$ 650.00	\$ 520.00		
1286	987	Amanda Canning	6/21/11	Jun-11	draft request for production of documents and interrogatories - 2.4		2.40	\$ 375.00	\$ 900.00		
1287	988	Amanda Canning	6/21/11	Jun-11	prepare subpoena to Ticketmaster - 1.5		1.50	\$ 375.00	\$ 562.50		
1288	1129	Kai Valenzuela	6/21/11	Jun-11	Research discovery cut-off, contact First Legal for Federal proof of service prepared		1.40	\$ 125.00	\$ 175.00		

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Exhibit B: SDSHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
1289	1130	Kai Valenzuela	6/21/11	Jun-11	Revise discovery production (second set of RFPD and third set of Rogs), Prepare POS, scan and prepare for mailing		1.80	\$ 125.00	\$ 225.00	cl	
1290	660	James V. DeSimone	6/22/11	Jun-11	review and respond to BG email		0.20	\$ 650.00	\$ 130.00	qu	
1291	1131	Kai Valenzuela	6/22/11	Jun-11	Receive additional revised declaration, review and save to database		0.80	\$ 125.00	\$ 100.00		
1292	989	Amanda Canning	6/23/11	Jun-11	further processing Ticketmaster subpoena		0.20	\$ 375.00	\$ 75.00		
1293	1132	Kai Valenzuela	6/23/11	Jun-11	Save additional DRLC surveys to database		2.40	\$ 125.00	\$ 300.00	cl	
1294	661	James V. DeSimone	6/24/11	Jun-11	review and respond BG corr.		0.20	\$ 650.00	\$ 130.00	qu	
1295	990	Amanda Canning	6/24/11	Jun-11	further processing Ticketmaster subpoena		0.20	\$ 375.00	\$ 75.00		
1296	662	James V. DeSimone	6/27/11	Jun-11	email BG re: depositions (2)		0.20	\$ 650.00	\$ 130.00		
1297	663	James V. DeSimone	6/27/11	Jun-11	follow up W team (.2)		0.40	\$ 650.00	\$ 260.00	qu	
1298	991	Amanda Canning	6/27/11	Jun-11	review study order from court re class cert motion		0.20	\$ 375.00	\$ 75.00		
1299	664	James V. DeSimone	6/28/11	Jun-11	team emails re: depo schedule		0.20	\$ 650.00	\$ 130.00	im	
1300	992	Amanda Canning	6/28/11	Jun-11	draft depo notice and arrange plaintiff's expert deposition		0.30	\$ 375.00	\$ 112.50		
1301	665	James V. DeSimone	6/29/11	Jun-11	PMK Depo Notice		0.10	\$ 650.00	\$ 65.00	qu	
1302	666	James V. DeSimone	7/1/11	Jul-11	receive and review granting of class Cert motion (.6 hr)		0.60	\$ 650.00	\$ 390.00		
1303	667	James V. DeSimone	7/1/11	Jul-11	follow up emails W. Team re: strategy (.5)		0.50	\$ 650.00	\$ 325.00	im	
1304	993	Amanda Canning	7/1/11	Jul-11	review study court order re class cert, draft factual and legal analysis re same		2.20	\$ 375.00	\$ 825.00		
1305	1133	Kai Valenzuela	7/1/11	Jul-11	Review District Judge's Order re Motion for Class Certification, forward to all participants on case, save to database; Receive Federal POS from First Legal, save to database		1.50	\$ 125.00	\$ 187.50		
1306	1255	Michael D. Seplow	7/1/11	Jul-11	rev order re class cert (.3)		0.30	\$ 600.00	\$ 180.00		
1307	160	Gene Feldman	7/2/11	Jul-11	Charlebois re: case status	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	qu	
1308	161	Gene Feldman	7/2/11	Jul-11	class certification order	Review	0.60	\$ 450.00	\$ 270.00		
1309	158	Gene Feldman	7/3/11	Jul-11	Review class certification order	Review	0.90	\$ 450.00	\$ 405.00		
1310	159	Gene Feldman	7/4/11	Jul-11	36 CFR 150 (d)	Legal Research	0.80	\$ 450.00	\$ 360.00		
1311	1134	Kai Valenzuela	7/5/11	Jul-11	Forward press release to contacts, review putative declarations and revise language		1.60	\$ 125.00	\$ 200.00		
1312	1256	Michael D. Seplow	7/5/11	Jul-11	em vid (.1)		0.10	\$ 600.00	\$ 60.00	im qu	
1313	668	James V. DeSimone	7/11/11	Jul-11	email w. BG re: depositions		0.20	\$ 650.00	\$ 130.00		
1314	1135	Kai Valenzuela	7/11/11	Jul-11	Further revise declarations, prepare cover letters and mail to declarants		2.50	\$ 125.00	\$ 312.50		
1315	669	James V. DeSimone	7/12/11	Jul-11	follow up w law clerks/KV re: additional Decs		0.30	\$ 650.00	\$ 195.00	ic	
1316	1136	Kai Valenzuela	7/12/11	Jul-11	Further revise declarations, prepare cover letters and mail to declarants		1.50	\$ 125.00	\$ 187.50		
1317	670	James V. DeSimone	7/13/11	Jul-11	emails w. BG re: depositions/expert rpts (.2);		0.20	\$ 650.00	\$ 130.00		
1318	671	James V. DeSimone	7/13/11	Jul-11	Corr. W. MM re: testimony/expert rpt (.2)		0.20	\$ 650.00	\$ 130.00		
1319	672	James V. DeSimone	7/14/11	Jul-11	corr. W. BG re: depositions (.2)		0.20	\$ 650.00	\$ 130.00		
1320	673	James V. DeSimone	7/14/11	Jul-11	Corr. W. Expert re: depositions (.2)		0.20	\$ 650.00	\$ 130.00		
1321	674	James V. DeSimone	7/14/11	Jul-11	review of expert Wit report (.5)		0.50	\$ 650.00	\$ 325.00	qu	
1322	162	Gene Feldman	7/14/11	Jul-11	Desimone re deposition of PMK	Phone call	0.20	\$ 450.00	\$ 90.00	ic	
1323	675	James V. DeSimone	7/15/11	Jul-11	corr. W BG re: expert rpt/depo (.2)		0.20	\$ 650.00	\$ 130.00		
1324	676	James V. DeSimone	7/15/11	Jul-11	Emails w. MM (.3) .5 hr.		0.50	\$ 650.00	\$ 325.00		
1325	1137	Kai Valenzuela	7/15/11	Jul-11	Further revise declarations, prepare cover letters and mail to declarants		2.20	\$ 125.00	\$ 275.00		
1326	1138	Kai Valenzuela	7/18/11	Jul-11	Correspond with law clerks re additional word processing declarations to be revised		0.40	\$ 125.00	\$ 50.00	im	
1327	1139	Kai Valenzuela	7/19/11	Jul-11	Receive additional revised declarations ISO Motion for Class Certification, review and save to database		1.30	\$ 125.00	\$ 162.50		
1328	677	James V. DeSimone	7/20/11	Jul-11	mtg. w law clerks re: MSJ research (.3)		0.30	\$ 650.00	\$ 195.00	ic	

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Exhibit B: SDSHHH Legal Bill Review

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#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
1329	678	James V. DeSimone	7/22/11	Jul-11	email from BG		0.10	\$ 650.00	\$ 65.00	qu	
1330	994	Amanda Canning	7/22/11	Jul-11	assist with depo prep		0.30	\$ 375.00	\$ 112.50	qu	
1331	679	James V. DeSimone	7/24/11	Jul-11	corr. W. MM		0.20	\$ 650.00	\$ 130.00	qu	
1332	680	James V. DeSimone	7/25/11	Jul-11	follow up emails w. BR (2)		0.20	\$ 650.00	\$ 130.00	qu	
1333	681	James V. DeSimone	7/25/11	Jul-11	conv. W/ MM re: depo prep (5)		0.50	\$ 650.00	\$ 325.00		
1334	1140	Kai Valenzuela	7/26/11	Jul-11	Scan and save all declarations mailed into database		0.70	\$ 125.00	\$ 87.50		
1335	78	Menaka Fernando	7/28/11	Jul-11	Researched travel compensation for expert's deposition; drafting email to opposing counsel.		3.60	\$ 225.00	\$ 810.00		
1336	682	James V. DeSimone	7/28/11	Jul-11	Meet and conf. Ltr re: MM Depo. (4)		0.40	\$ 650.00	\$ 260.00		
1337	683	James V. DeSimone	7/28/11	Jul-11	emails w. MF re research (3)		0.30	\$ 650.00	\$ 195.00	im	
1338	995	Amanda Canning	7/28/11	Jul-11	email from Greco and review study defendants' discovery responses		0.70	\$ 375.00	\$ 262.50		
1339	164	Gene Feldman	7/28/11	Jul-11	Desimone re: Anaheim ADA coordinator	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	im	
1340	165	Gene Feldman	7/28/11	Jul-11	Desimone to Giddens re cost advance for expert witness deposition	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
1341	684	James V. DeSimone	7/30/11	Jul-11	PMK depo prep/review memos/ Questions (6)		0.60	\$ 650.00	\$ 390.00		
1342	685	James V. DeSimone	7/30/11	Jul-11	email GF and AC (1)		0.10	\$ 650.00	\$ 65.00	im qu	
1343	163	Gene Feldman	7/30/11	Jul-11	Desimone re: Anaheim ADA coordinator	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	im	
1344	686	James V. DeSimone	7/31/11	Jul-11	review Docs for depo prep (1.6)		1.60	\$ 650.00	\$ 1,040.00		
1345	166	Gene Feldman	7/31/11	Jul-11	Documents produced by Angels	Review	1.40	\$ 450.00	\$ 630.00		
1346	687	James V. DeSimone	8/1/11	Aug-11	mtg w. EF for depo prep, review Docs and formulate questions (3.6)		3.60	\$ 650.00	\$ 2,340.00	ic	
1347	1141	Kai Valenzuela	8/1/11	Aug-11	Prepare packet for co-counsel of all of Defendants' produced documents in database, additional copy of C.D.		1.50	\$ 125.00	\$ 187.50	cl	
1348	167	Gene Feldman	8/1/11	Aug-11	Conference with Desimone prepare for PMK deposition	Conference	3.60	\$ 450.00	\$ 1,620.00	ic	
1349	688	James V. DeSimone	8/2/11	Aug-11	review docs and prepare questions (2.6)		2.60	\$ 650.00	\$ 1,690.00		
1350	689	James V. DeSimone	8/2/11	Aug-11	finalize doc review and Depo prep. (1.9hrs)		1.90	\$ 650.00	\$ 1,235.00		
1351	996	Amanda Canning	8/2/11	Aug-11	Review study objection to PMK notice of depo and responses to interrogatories, request for production of documents - 7hrs		0.70	\$ 375.00	\$ 262.50		
1352	997	Amanda Canning	8/2/11	Aug-11	E-mails to/from counsel re PMK depo - 5hrs		0.50	\$ 375.00	\$ 187.50		
1353	998	Amanda Canning	8/2/11	Aug-11	Calls/E-mails from Greco - 3hrs		0.30	\$ 375.00	\$ 112.50	qu	
1354	1142	Kai Valenzuela	8/2/11	Aug-11	Research/locate and print documents for preparation of PMK deposition	Review E Mail	4.50	\$ 125.00	\$ 562.50	cl	
1355	168	Gene Feldman	8/2/11	Aug-11	Desimone re PMK deposition	Legal Research	0.20	\$ 450.00	\$ 90.00	im	
1356	169	Gene Feldman	8/2/11	Aug-11	Bill Beverage		0.20	\$ 450.00	\$ 90.00		
1357	1143	Kai Valenzuela	8/3/11	Aug-11	Research/locate and print additional documents for preparation of PMK deposition		1.50	\$ 125.00	\$ 187.50	cl	
1358	690	James V. DeSimone	8/4/11	Aug-11	finalize depo prep (1.2)		1.20	\$ 650.00	\$ 780.00		Desimone and Feldman both attended deposition of Angels Baseball PMK (Bill Beverage) on 8/4/2011
1359	691	James V. DeSimone	8/4/11	Aug-11	depo of Angels Baseball PMK (6.1)		6.10	\$ 650.00	\$ 3,965.00		
1360	1144	Kai Valenzuela	8/4/11	Aug-11	Research/locate and print additional documents for preparation of PMK deposition; Organize folders; Correspond with counsels and potential mediation schedule		5.50	\$ 125.00	\$ 687.50	cl	
1361	692	James V. DeSimone	8/5/11	Aug-11	emails w. BG re: mediation/MMSJ (.3)		0.30	\$ 650.00	\$ 195.00		
1362	693	James V. DeSimone	8/5/11	Aug-11	Follow up w mediator (2)		0.20	\$ 650.00	\$ 130.00	qu	

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Exhibit B: SDSHHH Legal Bill Review

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#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
1363	1145	Kai Valenzuela	8/5/11	Aug-11	Follow-up re documents provided by Defendants (do not match with Bates numbered documents previously produced); Follow-up with counsels re mediation schedule		3.50	\$ 125.00	\$ 437.50		
1364	170	Gene Feldman	8/5/11	Aug-11	Deposition PMIK Bill Beverage	Deposition	7.40	\$ 450.00	\$ 3,330.00		
1365	171	Gene Feldman	8/5/11	Aug-11	reasonable	Phone Call	0.20	\$ 450.00	\$ 90.00		
1366	172	Gene Feldman	8/5/11	Aug-11	Desimone re: Use of luxury suites as reasonable accommodation	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	im	
1367	694	James V. DeSimone	8/8/11	Aug-11	prep for meet and confer/ review disco issues w. AC (2)		0.20	\$ 650.00	\$ 130.00	ic	
1368	695	James V. DeSimone	8/8/11	Aug-11	review MSI research (.4)		0.40	\$ 650.00	\$ 260.00	ic	
1369	696	James V. DeSimone	8/8/11	Aug-11	telephone conf. w. BG (.4)		0.40	\$ 650.00	\$ 260.00	qu	
1370	697	James V. DeSimone	8/8/11	Aug-11	follow mtg. W AC (.2)		0.20	\$ 650.00	\$ 130.00	ic qu	
1371	698	James V. DeSimone	8/8/11	Aug-11	mtg. W. Paralegal (.1)		0.10	\$ 650.00	\$ 65.00	ic qu	
1372	999	Amanda Canning	8/8/11	Aug-11	Review discovery responses, legal and factual analysis, Draft meet and confer letter - 2.5hrs		2.50	\$ 375.00	\$ 937.50		
1373	1000	Amanda Canning	8/8/11	Aug-11	Review subpoenas and Call to Ticketmaster counsel - .8hrs		0.80	\$ 375.00	\$ 300.00		
1374	58	William Clifton	8/9/11	Aug-11	E-filed Stip and Prop Order to Continue Trial, assoc dates (.3)		0.30	\$ 125.00	\$ 37.50		Stipulation and Order to Continue Trial e filed on 8/9/2011
1375	59	William Clifton	8/9/11	Aug-11	Emailed Word ver. of P.O.(.1)		0.10	\$ 125.00	\$ 12.50	qu	
1376	60	William Clifton	8/9/11	Aug-11	Prepared Chambers Copy of Stipulation (.1)		0.10	\$ 125.00	\$ 12.50	cl	
1377	61	William Clifton	8/9/11	Aug-11	Coordinated mediation date (.2)		0.20	\$ 125.00	\$ 25.00		
1378	62	William Clifton	8/9/11	Aug-11	gathered, provided required info to Mediator Gene Moschovitz (.3)		0.30	\$ 125.00	\$ 37.50		
1379	699	James V. DeSimone	8/9/11	Aug-11	review and file stip to continue deadlines (.3)		0.30	\$ 650.00	\$ 195.00		
1380	700	James V. DeSimone	8/9/11	Aug-11	emails w. BG and AC (.1)		0.10	\$ 650.00	\$ 65.00	im qu	
1381	1001	Amanda Canning	8/9/11	Aug-11	Review documents and Draft stipulation to continue trial, E-mails with counsel re same, file stipulation		3.00	\$ 375.00	\$ 1,125.00		
1382	1146	Kai Valenzuela	8/9/11	Aug-11	Receive additional Declarations ISO Motion for Class Certification, save to database		1.20	\$ 125.00	\$ 150.00		
1383	251	Gene Feldman	8/9/11	Aug-11	Desimone re: mediation scheduling for 10/21/11	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
1384	701	James V. DeSimone	8/10/11	Aug-11	con. W. MM re: scheduling		0.10	\$ 650.00	\$ 65.00		
1385	1002	Amanda Canning	8/11/11	Aug-11	review email and protective order from Ticketmaster attorney		0.30	\$ 375.00	\$ 112.50		
1386	1003	Amanda Canning	8/12/11	Aug-11	Review/study notice of ruling re stipulation, further processing re same		0.30	\$ 375.00	\$ 112.50		
1387	173	Gene Feldman	8/12/11	Aug-11	Review scheduling order from court	Review	0.20	\$ 450.00	\$ 90.00		
1388	1004	Amanda Canning	8/16/11	Aug-11	legal analysis re Ticketmaster protective order		0.70	\$ 375.00	\$ 262.50		
1389	702	James V. DeSimone	8/17/11	Aug-11	corr. Re: transcript		0.10	\$ 650.00	\$ 65.00	qu	
1390	1147	Kai Valenzuela	8/17/11	Aug-11	Review additional signed declarations ISO Motion for Class Certification, save to database		0.80	\$ 125.00	\$ 100.00		
1391	79	Menaka Fernando	8/18/11	Aug-11	Meeting with VID re strategy		0.20	\$ 225.00	\$ 45.00	ic	
1392	703	James V. DeSimone	8/18/11	Aug-11	strategy mtg. w. Menaka Fernando (.2)		0.20	\$ 650.00	\$ 130.00	ic	
1393	704	James V. DeSimone	8/18/11	Aug-11	mtg. W. AC (.3)		0.30	\$ 650.00	\$ 195.00	ic qu	
1394	1005	Amanda Canning	8/18/11	Aug-11	Meeting with VID re protective order		0.30	\$ 375.00	\$ 112.50	ic	
1395	705	James V. DeSimone	8/23/11	Aug-11	mtg. W. AC: review and revise protective order (.3)		0.30	\$ 650.00	\$ 195.00	ic qu	
1396	1006	Amanda Canning	8/23/11	Aug-11	E-mail to Giddens re protective order; Review with VID		0.60	\$ 375.00	\$ 225.00	ic	

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#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
1397	1148	Kai Valenzuela	8/24/11	Aug-11	Organize additional declarations received into database		0.50	\$ 125.00	\$ 62.50	cl	
1398	174	Gene Feldman	8/24/11	Aug-11	Desimone re: discovery	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
1399	1007	Amanda Canning	8/29/11	Aug-11	E-mail to Giddens re protective order - .2		0.20	\$ 375.00	\$ 75.00		
1400	1008	Amanda Canning	8/29/11	Aug-11	review study scheduling order and further processing re same - .2		0.20	\$ 375.00	\$ 75.00		
1401	63	William Clifton	8/30/11	Aug-11	E-filed Stip and Prop Order re Ticketmaster records (.2);		0.20	\$ 125.00	\$ 25.00		Stipulation and Prop Order re Ticketmaster records filed on 8/30/2011
1402	64	William Clifton	8/30/11	Aug-11	Emailed Word ver. Of P.O. (.1);		0.10	\$ 125.00	\$ 12.50	qu	
1403	65	William Clifton	8/30/11	Aug-11	Prepared Chambers Copy of Stipulation (...1)		0.10	\$ 125.00	\$ 12.50		
1404	66	William Clifton	8/30/11	Aug-11	Calendared Motion Cut-off and assoc. deadlines		0.25	\$ 125.00	\$ 31.25	cl	
1405	1009	Amanda Canning	8/30/11	Aug-11	E-mail from Giddens re protective order - .1hrs		0.10	\$ 375.00	\$ 37.50		
1406	1010	Amanda Canning	8/30/11	Aug-11	Research and further processing re calendaring - .3hrs		0.30	\$ 375.00	\$ 112.50	cl	
1407	1011	Amanda Canning	8/31/11	Aug-11	E-mails to/from counsel re protective order		0.30	\$ 375.00	\$ 112.50		
1408	706	James V. DeSimone	9/1/11	Sep-11	strategy email w. AC		0.10	\$ 650.00	\$ 65.00	im	
1409	1012	Amanda Canning	9/1/11	Sep-11	Review study notice from Compex re Ticketmaster subpoena - .2hrs		0.20	\$ 375.00	\$ 75.00		
1410	1013	Amanda Canning	9/9/11	Sep-11	Prepare e-filing of protective order, E-mails from counsel re same - .6		0.60	\$ 375.00	\$ 225.00		
1411	1014	Amanda Canning	9/9/11	Sep-11	review study ticketmaster subpoena and call to attorney re meet and confer - .5		0.50	\$ 375.00	\$ 187.50		
1412	252	Gene Feldman	9/17/11	Sep-11	Desimone re: Mazz conference call scheduling	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
1413	1015	Amanda Canning	9/20/11	Sep-11	E-mails to/from Parks re plaintiffs' motions for summary judgment		0.20	\$ 375.00	\$ 75.00		Ticketmaster Joint Stipulated Protective Order filed on 9/21/2011
1414	1016	Amanda Canning	9/21/11	Sep-11	further processing and e-filing Ticketmaster joint stipulated protective order		0.60	\$ 375.00	\$ 225.00		
1415	1017	Amanda Canning	9/22/11	Sep-11	Research and Draft mediation/msj brief		7.50	\$ 375.00	\$ 2,812.50		
1416	707	James V. DeSimone	9/23/11	Sep-11	meeting w. AC re mediation strategy		0.20	\$ 650.00	\$ 130.00	ic	
1417	1018	Amanda Canning	9/23/11	Sep-11	Research and Draft mediation/msj brief; meeting with VID re mediation strategy		5.20	\$ 375.00	\$ 1,950.00	ic	
1418	1019	Amanda Canning	9/24/11	Sep-11	Deposition summary of Beverage and marshal facts		5.00	\$ 375.00	\$ 1,875.00	dg	
1419	1020	Amanda Canning	9/25/11	Sep-11	Research and Draft mediation brief - 2.5hrs		2.50	\$ 375.00	\$ 937.50		
1420	1021	Amanda Canning	9/25/11	Sep-11	Deposition summary of Beverage - 3.5hrs		3.50	\$ 375.00	\$ 1,312.50	dg	Canning has billed 8.5 hours to summarize Beverage deposition testimony
1421	175	Gene Feldman	9/25/11	Sep-11	Jocelyn Alexander re: mediation information meeting w. AC re: mediation/strategy/ Discovery requests (4)	Prepare E Mail	0.20	\$ 450.00	\$ 90.00		
1422	708	James V. DeSimone	9/26/11	Sep-11	emails w. MM and EF (.1)		0.40	\$ 650.00	\$ 260.00	ic	
1423	709	James V. DeSimone	9/26/11	Sep-11	review and edit Corr. To BG (.2)		0.10	\$ 650.00	\$ 65.00	im qu	
1424	710	James V. DeSimone	9/26/11	Sep-11	Review study discovery an document productions - 2hrs		0.20	\$ 650.00	\$ 130.00	qu	This is the time entry
1425	1022	Amanda Canning	9/26/11	Sep-11	Meeting with VID re mediation - 4		2.00	\$ 375.00	\$ 750.00	qu	
1426	1023	Amanda Canning	9/26/11	Sep-11	Draft meet and confer to Giddens - 3hrs		0.40	\$ 375.00	\$ 150.00	ic	
1427	1024	Amanda Canning	9/26/11	Sep-11	Review revise Beverage depo summary - 5hrs		3.00	\$ 375.00	\$ 1,125.00		
1428	1025	Amanda Canning	9/26/11	Sep-11	calls/E-mails to/from Mazz re mediation - 3hrs		0.50	\$ 375.00	\$ 187.50	dg	
1429	1026	Amanda Canning	9/26/11	Sep-11	site visit of Angels Stadium - 2hrs		0.30	\$ 375.00	\$ 112.50		
1430	1027	Amanda Canning	9/26/11	Sep-11	Charlebois-Jocelyn Alexander re: mediation information		2.00	\$ 375.00	\$ 750.00		
1431	176	Gene Feldman	9/26/11	Sep-11	Jocelyn Alexander re: mediation information	Prepare E Mail	0.20	\$ 450.00	\$ 90.00		
1432	177	Gene Feldman	9/26/11	Sep-11	Amanda Canning re: Mazz conference call	Review E Mail	0.20	\$ 450.00	\$ 90.00	ic	
1433	178	Gene Feldman	9/26/11	Sep-11	Mazz conference call	Phone Call	0.20	\$ 450.00	\$ 90.00	ic	
1434	179	Gene Feldman	9/26/11	Sep-11		Review E Mail	0.20	\$ 450.00	\$ 90.00	qu	

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#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
1435	711	James V. DeSimone	9/27/11	Sep-11	review and edit meet and confer tr/ (.2)		0.20	\$ 650.00	\$ 130.00		
1436	712	James V. DeSimone	9/27/11	Sep-11	mtg. W. AC (.2)		0.20	\$ 650.00	\$ 130.00	ic qu	
1437	1028	Amanda Canning	9/27/11	Sep-11	Review documents and revise discovery letter to Giddens and Call to Giddens-1.3hrs		1.30	\$ 375.00	\$ 487.50		
1438	1029	Amanda Canning	9/27/11	Sep-11	Draft stipulation to continue discovery cut off- .9hrs		0.90	\$ 375.00	\$ 337.50		
1439	1030	Amanda Canning	9/27/11	Sep-11	Review/study Ticketmaster document demand, call to Ticketmaster counsel re same, Draft meet and confer letter re same-1.3hrs		1.30	\$ 375.00	\$ 487.50		
1440	713	James V. DeSimone	9/28/11	Sep-11	Review of Beverage dep/summary (.6 hr)		0.60	\$ 650.00	\$ 390.00		
1441	1149	Kai Valenzuela	9/28/11	Sep-11	Scan deposition transcript of PMK into database, provide to lead counsel for preparation		2.50	\$ 125.00	\$ 312.50	cl	
1442	714	James V. DeSimone	9/29/11	Sep-11	review of Mazz dec/feasibility analysis (.5)		0.50	\$ 650.00	\$ 325.00		
1443	715	James V. DeSimone	9/29/11	Sep-11	conv. w. MM re: feasibility of Changes (.9)		0.90	\$ 650.00	\$ 585.00		
1444	716	James V. DeSimone	9/29/11	Sep-11	email to DG (.1)		0.10	\$ 650.00	\$ 65.00	qu	
1445	717	James V. DeSimone	9/29/11	Sep-11	follow up phone call (.1)		0.10	\$ 650.00	\$ 65.00	qu	
1446	718	James V. DeSimone	9/29/11	Sep-11	review and edit disc. stip. (.3)		0.30	\$ 650.00	\$ 195.00		
1447	719	James V. DeSimone	9/29/11	Sep-11	follow up email to DG (.1)		0.10	\$ 650.00	\$ 65.00	qu	
1448	720	James V. DeSimone	9/29/11	Sep-11	conv. w. ct clerk and follow up (.3)		0.30	\$ 650.00	\$ 195.00	qu	
1449	721	James V. DeSimone	9/29/11	Sep-11	Review MM email re: conclusions (.1)		0.10	\$ 650.00	\$ 65.00		
1450	722	James V. DeSimone	9/29/11	Sep-11	Follow up w. KV re: filing (.2)		0.20	\$ 650.00	\$ 130.00	ic	
1451	1150	Kai Valenzuela	9/29/11	Sep-11	Revise previously filed [Proposed] Protective Order, e-mail to Judge Nakazato		1.20	\$ 125.00	\$ 150.00		
1452	1151	Kai Valenzuela	9/29/11	Sep-11	Revise Joint Stipulation for Discovery Extension, E file, prepare Chambers copy for both Judge Nakazato and Judge Carter		2.50	\$ 125.00	\$ 312.50		
1453	180	Gene Feldman	9/29/11	Sep-11	Desimone re: Mazz conference call	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	im	
1454	1152	Kai Valenzuela	9/30/11	Sep-11	Correspond with Judge Carter's clerk, communicate with Judge Nakazato's clerk		0.80	\$ 125.00	\$ 100.00	qu	
1455	23	William Clifton	10/1/11	Oct-11	Ordered pick and delivery of documents from defense counsel to our expert, Mark Mazz		0.20	\$ 125.00	\$ 25.00		
1456	24	William Clifton	10/1/11	Oct-11	Prepared order for records subpoena to non-party re renovations to stadium (.5)		0.50	\$ 125.00	\$ 62.50		
1457	25	William Clifton	10/1/11	Oct-11	drafted Notice of Taking Deposition (.25)		0.25	\$ 125.00	\$ 31.25		
1458	1153	Kai Valenzuela	10/5/11	Oct-11	Receive Order from Judge Carter, save to database, print to hard file		0.50	\$ 125.00	\$ 62.50	cl	
1459	723	James V. DeSimone	10/6/11	Oct-11	Memo to AC and EF re: mediation brief/settlement Strategy (.7)		0.70	\$ 650.00	\$ 455.00	im	
1460	724	James V. DeSimone	10/6/11	Oct-11	Follow up W F (.2)		0.20	\$ 650.00	\$ 130.00	ic qu	
1461	181	Gene Feldman	10/6/11	Oct-11	Desimone re: settlement proposal	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
1462	182	Gene Feldman	10/6/11	Oct-11	Desimone re: settlement proposal	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	im	
1463	26	William Clifton	10/7/11	Oct-11	Calendared deadline for doc prod by defendants re PMK depositions		0.20	\$ 125.00	\$ 25.00	cl	
1464	1031	Amanda Canning	10/9/11	Oct-11	Research and Draft mediation brief review Confidentiality agreement Re: Ticketmaster (.2)		1.50	\$ 375.00	\$ 562.50		
1465	725	James V. DeSimone	10/10/11	Oct-11	review D's Response and AC charges (.1)		0.20	\$ 650.00	\$ 130.00		
1466	726	James V. DeSimone	10/10/11	Oct-11	Mig. W. AC re: mediation brief (.3)		0.30	\$ 650.00	\$ 195.00	ic	
1467	727	James V. DeSimone	10/10/11	Oct-11	Research and Draft mediation brief - 8.7hrs		8.70	\$ 375.00	\$ 3,262.50		
1468	1032	Amanda Canning	10/10/11	Oct-11	Meeting with VDJ re mediation brief- .3 hrs		0.30	\$ 375.00	\$ 112.50	ic	
1469	1033	Amanda Canning	10/10/11	Oct-11	Review revise stipulation and order re ticketmaster confidentiality agreement, E-mails/Calls to/from counsel and further processing re same -1.1hrs		1.10	\$ 375.00	\$ 412.50		
1470	1034	Amanda Canning	10/10/11	Oct-11							

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#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
1471	1035	Amanda Canning	10/11/11	Oct-11	Research and Draft mediation brief - 11.4hrs		11.40	\$ 375.00	\$ 4,275.00		In 2 consecutive days, Amanda Canning has billed 20.10 hours to "research and draft Mediation Brief"
1472	1036	Amanda Canning	10/11/11	Oct-11	Review revise stipulation and order re ticketmaster confidentiality agreement, E-mails/Calls to/from counsel re same. - 9hrs		0.90	\$ 375.00	\$ 337.50		
1473	183	Gene Feldman	10/11/11	Oct-11	Desimone re: Mazz conference call	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
1474	728	James V. DeSimone	10/12/11	Oct-11	Reviewed BG email and attached Engineering report (1.6 hr)		0.60	\$ 650.00	\$ 390.00		
1475	729	James V. DeSimone	10/12/11	Oct-11	reviewed And edited draft mediation brief (1.4)		1.40	\$ 650.00	\$ 910.00		
1476	730	James V. DeSimone	10/12/11	Oct-11	emails w. EF, NN & AC (1)		0.10	\$ 650.00	\$ 65.00	im, qu	
1477	1037	Amanda Canning	10/12/11	Oct-11	Research and Draft mediation brief - 3.5hrs		3.50	\$ 375.00	\$ 1,312.50		
1478	1038	Amanda Canning	10/12/11	Oct-11	E-mail from Giddens re engineer expert report;		0.80	\$ 375.00	\$ 300.00		
1479	184	Gene Feldman	10/12/11	Oct-11	Review study and analysis of same - .8hrs	Review	0.40	\$ 450.00	\$ 180.00		
1480	731	James V. DeSimone	10/13/11	Oct-11	Review Seating Report from Critical Structures mtg w. AC re: mediation brief (.4 hr)		4.00	\$ 650.00	\$ 2,600.00	ic	
1481	732	James V. DeSimone	10/13/11	Oct-11	Review of report (.3)		0.30	\$ 650.00	\$ 195.00	qu	
1482	733	James V. DeSimone	10/13/11	Oct-11	conv. W. AC Re strategy (.2)		0.20	\$ 650.00	\$ 130.00	ic	
1483	734	James V. DeSimone	10/13/11	Oct-11	conv. W. EF, MM, & AC (.7)		0.70	\$ 650.00	\$ 455.00	ic, qu	
1484	735	James V. DeSimone	10/13/11	Oct-11	Emails w. BG (.2)		0.20	\$ 650.00	\$ 130.00	qu	
1485	1039	Amanda Canning	10/13/11	Oct-11	Call with expert re defense proposal - .7hrs		0.70	\$ 375.00	\$ 262.50		
1486	1040	Amanda Canning	10/13/11	Oct-11	Call to Greco re discovery. E-mails from Greco re same. Review study discovery responses and further processing - 1.1hrs		1.10	\$ 375.00	\$ 412.50		
1487	1041	Amanda Canning	10/13/11	Oct-11	Research and Draft mediation brief - 8.2hrs		8.20	\$ 375.00	\$ 3,075.00		
1488	1042	Amanda Canning	10/13/11	Oct-11	Call with Counsels - 7 hrs		0.70	\$ 375.00	\$ 262.50	qu	
1489	1154	Kai Valenzuela	10/13/11	Oct-11	Research bates stamped documents produced		0.50	\$ 125.00	\$ 62.50	qu	
1490	185	Gene Feldman	10/13/11	Oct-11	Mazz, Canning & Desimone re: defense report	Phone Call	0.60	\$ 450.00	\$ 270.00		Conference call with expert Michael Mazza
1491	736	James V. DeSimone	10/14/11	Oct-11	Reviewed and edited Mediation Brief (1.8)		1.80	\$ 650.00	\$ 1,170.00		
1492	737	James V. DeSimone	10/14/11	Oct-11	follow up team emails Re: strategy (.3)		0.30	\$ 650.00	\$ 195.00	im	
1493	1043	Amanda Canning	10/14/11	Oct-11	Research and draft mediation brief, review documents re same, prepare materials re same (6.8)		6.80	\$ 375.00	\$ 2,550.00		
1494	1044	Amanda Canning	10/14/11	Oct-11	Email re expert from Giddens (1)		0.10	\$ 375.00	\$ 37.50		
1495	1257	Michael D. Seplow	10/14/11	Oct-11	Disc w AC re MST (.1)		0.10	\$ 600.00	\$ 60.00	ic	
1496	253	Gene Feldman	10/14/11	Oct-11	Draft mediation brief section on Angels economic capacity to pay for stadium modifications	Draft	0.30	\$ 450.00	\$ 135.00		
1497	254	Gene Feldman	10/14/11	Oct-11	Canning re: brief action on Angels economic capacity to pay for stadium modifications	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
1498	255	Gene Feldman	10/14/11	Oct-11	Giddens re: expert report questions from Desimone	Review E Mail	0.20	\$ 450.00	\$ 90.00		
1499	738	James V. DeSimone	10/15/11	Oct-11	team emails re: strategy		0.20	\$ 650.00	\$ 130.00	im	
1500	843	Amanda Canning	10/15/11	Oct-11	emails with team re expert visit		0.20	\$ 375.00	\$ 75.00	im	
1501	739	James V. DeSimone	10/16/11	Oct-11	review MS changes to Mediation Brief/ follow up email exchange (.3)		0.30	\$ 650.00	\$ 195.00	im	
1502	1045	Amanda Canning	10/16/11	Oct-11	Research and draft mediation brief		2.50	\$ 375.00	\$ 937.50		
1503	1258	Michael D. Seplow	10/16/11	Oct-11	rev and edit mediation brief (1.5)		1.50	\$ 600.00	\$ 900.00		Michael Seplow has begun to "rev and edit mediation brief"
1504	1259	Michael D. Seplow	10/16/11	Oct-11	em VID, AC, OF re mediation brief (.3)		0.30	\$ 600.00	\$ 180.00	im	
1505	740	James V. DeSimone	10/17/11	Oct-11	Finalize mediation brief		1.30	\$ 650.00	\$ 845.00		
1506	1046	Amanda Canning	10/17/11	Oct-11	Research and draft mediation brief		6.60	\$ 375.00	\$ 2,475.00		

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Exhibit B: SDSHH- Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
1507	1260	Michael D. Seplow	10/17/11	Oct-11	rev mediation brief (.3)		0.30	\$ 600.00	\$ 180.00		
1508	1047	Amanda Canning	10/18/11	Oct-11	Research and draft and finalize mediation brief		5.80	\$ 375.00	\$ 2,175.00		
1509	1261	Michael D. Seplow	10/18/11	Oct-11	revise and edit mediation brief (2.0)		2.00	\$ 600.00	\$ 1,200.00		
1510	1262	Michael D. Seplow	10/18/11	Oct-11	disc w VID and AC (.3)		0.30	\$ 600.00	\$ 180.00	ic qu	
1511	1263	Michael D. Seplow	10/18/11	Oct-11	rev VID em (.1)		0.10	\$ 600.00	\$ 60.00	im qu	
1512	847	Amanda Canning	10/19/11	Oct-11	memo re DOJ guidelines, review documents/research and draft settlement offer		3.10	\$ 375.00	\$ 1,162.50	im	
1513	1264	Michael D. Seplow	10/19/11	Oct-11	letter to Giddens		0.20	\$ 600.00	\$ 120.00	ic	
1514	1265	Michael D. Seplow	10/19/11	Oct-11	Disc w AC re mediation (.2)		0.20	\$ 600.00	\$ 120.00	ic	
1515	1266	Michael D. Seplow	10/20/11	Oct-11	disc w VID re mediation (.3)		0.30	\$ 600.00	\$ 180.00	ic	
1516	1267	Michael D. Seplow	10/20/11	Oct-11	disc w AC re MSI (.3)		0.30	\$ 600.00	\$ 180.00	ic	
1517	112	James V. DeSimone	10/21/11	Oct-11	corr. W. JPC (.2)		0.20	\$ 650.00	\$ 130.00	qu	
1518	113	James V. DeSimone	10/21/11	Oct-11	case and Doc review (.2)		0.20	\$ 650.00	\$ 130.00	qu	
1519	114	James V. DeSimone	10/21/11	Oct-11	finalize letter To Arnie Moreno (.4)		0.40	\$ 650.00	\$ 260.00	qu	
1520	851	Amanda Canning	10/21/11	Oct-11	draft VID declaration for mtr for class cert		0.60	\$ 375.00	\$ 225.00		
1521	89	Jonathan Cotton	11/12/11	Nov-11	Draft list of Declarations used in P's Mediation Brief		0.50	\$ 125.00	\$ 62.50		
1521	1521				subtotals		1325.70	\$ 523,332.50			
1509 entries less 12 expense entries					Check totals/avg. rate		1325.70	\$ 394.76	\$ 523,332.50		
					Avg. time and fee entries		0.88	\$ 346.81			
252					Before complaint filed 6/15/2011		155.60	\$ 76,292.50	\$ 11,895.00	15%	
					im		102.70	\$ 49,850.00			
					ic		240.40	\$ 107,952.50			
					qu		221.60	\$ 92,282.50			
					cl		50.90	\$ 6,882.50			
					ag		9.00	\$ 3,375.00			
					tr		18.30	\$ 11,895.00			
					ic or im		326.70	\$ 151,257.50			
					non blanks		559.50	\$ 233,165.00			
					blanks		766.20	\$ 290,167.50			
							1325.70	\$ 523,332.50			
					depo		88.35	\$ 34,721.25			
					Canning uncoded		298.90	\$ 112,087.50			
					DeSimone uncoded		150.70	\$ 97,955.00			
					DeSimone uncoded at 450		150.70	\$ 450.00	\$ 67,815.00		
					Valenzuela uncoded		162.60	\$ 20,325.00			
					adjusted fees expenses			\$ 200,227.50	\$ 42,440.76		
								\$ 242,668.26			

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Exhibit B: SDSH-HH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Faldman)	Hours	Rate	Fees	Codes	Comments
					claimed fees				\$ 523,332.50		
					percent original claim				38%		

EXHIBIT C

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Exhibit C: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
324	773	Amanda Canning	8/2/10	Aug-10	Review facts, Calls to experts		1.00	\$ 375.00	\$ 375.00	qu	
329	774	Amanda Canning	8/3/10	Aug-10	Call from Mazz (expert), Draft memo - 1hr		1.00	\$ 375.00	\$ 375.00		
330	775	Amanda Canning	8/3/10	Aug-10	Call from Hecker, Draft memo - 5hrs		0.50	\$ 375.00	\$ 187.50	qu	
338	776	Amanda Canning	8/5/10	Aug-10	Call from Marinelli and Beasley and Draft memos for both		2.90	\$ 375.00	\$ 1,087.50		
356	777	Amanda Canning	8/10/10	Aug-10	FP re expert documents - 2hrs		0.20	\$ 375.00	\$ 75.00	qu	This is the time entry
357	778	Amanda Canning	8/10/10	Aug-10	R and DR Request for Recusal and FP re e-filings - 1hrs		1.00	\$ 375.00	\$ 375.00	qu	
358	779	Amanda Canning	8/10/10	Aug-10	RSTR w VID re experts - 6hrs		0.60	\$ 375.00	\$ 225.00	ic	
367	780	Amanda Canning	8/11/10	Aug-10	Review revise Charlebois recusal - 5hrs		0.50	\$ 375.00	\$ 187.50		
368	781	Amanda Canning	8/11/10	Aug-10	Review strategy and Review revise letter to opp counsel - 8hrs		0.80	\$ 375.00	\$ 300.00		
378	782	Amanda Canning	8/12/10	Aug-10	Follow-up with VID		0.20	\$ 375.00	\$ 75.00	ic qu	
389	783	Amanda Canning	8/31/10	Aug-10	Calls from experts Beasley and McGuire		0.20	\$ 375.00	\$ 75.00	qu	
391	784	Amanda Canning	9/1/10	Sep-10	Review study court orders, Research re Rule 26 obligations/Chamber rules - 1.5hrs		1.50	\$ 375.00	\$ 562.50		
392	785	Amanda Canning	9/1/10	Sep-10	Calls from experts - 3hrs		0.30	\$ 375.00	\$ 112.50	qu	
398	786	Amanda Canning	9/8/10	Sep-10	Research re deadlines- 1.1hrs		1.10	\$ 375.00	\$ 412.50		
399	787	Amanda Canning	9/8/10	Sep-10	meeting with VID - 2 hrs		0.20	\$ 375.00	\$ 75.00	ic qu	
406	788	Amanda Canning	9/9/10	Sep-10	Draft stipulation re class certification - 2.1 hrs		2.10	\$ 375.00	\$ 787.50		
407	789	Amanda Canning	9/9/10	Sep-10	Discussion with VID re stipulation- 1 hrs		0.10	\$ 375.00	\$ 37.50	ic	
411	790	Amanda Canning	9/10/10	Sep-10	Meeting with VID re strategy		0.10	\$ 375.00	\$ 37.50	ic	
416	791	Amanda Canning	9/13/10	Sep-10	Preparation for Rule 26(f) conference, Draft and serve discovery, Review strategy with DeSimone		4.80	\$ 375.00	\$ 1,800.00	ic	
418	792	Amanda Canning	9/14/10	Sep-10	Draft stipulation to continue motion for class certification and further processing		1.00	\$ 375.00	\$ 375.00		
422	793	Amanda Canning	9/15/10	Sep-10	Discussion with VID re stipulation		0.20	\$ 375.00	\$ 75.00	ic	
424	794	Amanda Canning	9/16/10	Sep-10	Review/revise stipulation to continue motion for class certification		0.50	\$ 375.00	\$ 187.50		
432	795	Amanda Canning	9/20/10	Sep-10	Draft and Prepare Rule 26 Discovery Plan report, E-mails to/from opposing counsel re same, Review strategy with DeSimone re same		5.50	\$ 375.00	\$ 2,062.50	ic	
434	796	Amanda Canning	9/21/10	Sep-10	E-mails to counsel re Rule 26 report		0.30	\$ 375.00	\$ 112.50		
436	797	Amanda Canning	9/22/10	Sep-10	E-mails to/from counsel re Rule 26 report, Review study defendants' Draft of Rule 26 report, and further processing re same		0.70	\$ 375.00	\$ 262.50		
443	798	Amanda Canning	9/23/10	Sep-10	E-mails/Calls to/from opposing counsel re Joint Rule 26(f) report, Review and revise same, Prepare for e-filing - 2hrs		2.00	\$ 375.00	\$ 750.00		
444	799	Amanda Canning	9/23/10	Sep-10	Review study Order to continue motion for class cert, Review strategy re same - 3hrs		0.30	\$ 375.00	\$ 112.50		
445	800	Amanda Canning	9/23/10	Sep-10	Calls/E-mails to/from Feldman re motion for class cert - 3hrs		0.30	\$ 375.00	\$ 112.50	ic im	
456	801	Amanda Canning	9/24/10	Sep-10	Review strategy with DeSimone, E-mails to Feldman/Harris re PMK depositions, Draft PMK notices of deposition - 4.3hrs		4.30	\$ 375.00	\$ 1,612.50	ic im	
457	802	Amanda Canning	9/24/10	Sep-10	E-mails to/from counsel re motion for class cert - 4hrs		0.40	\$ 375.00	\$ 150.00	im	Counsel referred to in time entry is Gene Feldman
472	803	Amanda Canning	9/27/10	Sep-10	Draft Rule 26(a) report, Review documents to produce in same, Calls to/from Feldman re same - 3.5hrs		3.50	\$ 375.00	\$ 1,312.50	ic	

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Exhibit C: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
473	804	Amanda Canning	9/27/10	Sep-10	Calls to/from E-mails to/from Greco re discovery production and initial disclosures - 3hrs		0.30	\$ 375.00	\$ 112.50		
474	805	Amanda Canning	9/27/10	Sep-10	Research re motion for class certification - 6hrs		0.60	\$ 375.00	\$ 225.00		
475	806	Amanda Canning	9/27/10	Sep-10	Review study class declarations - 3 hrs		0.30	\$ 375.00	\$ 112.50		
476	807	Amanda Canning	9/27/10	Sep-10	E-mails to/from expert re documents - 2hrs		0.20	\$ 375.00	\$ 75.00	qu	
477	808	Amanda Canning	9/27/10	Sep-10	Review study Defendants' initial disclosure report and Draft memor. 4hrs		0.40	\$ 375.00	\$ 150.00	im	
483	809	Amanda Canning	9/28/10	Sep-10	Review study defendant document production, further processing re expert Reviewing documents - 2hrs		2.00	\$ 375.00	\$ 750.00		
484	810	Amanda Canning	9/28/10	Sep-10	Research re motion for class cert - 1.6hrs		1.60	\$ 375.00	\$ 600.00		
485	811	Amanda Canning	9/28/10	Sep-10	Call from Greco re PMK document demands, Research re same, Call to Feldman re same - 1.1hrs		1.10	\$ 375.00	\$ 412.50	lc	
486	812	Amanda Canning	9/28/10	Sep-10	E-mail to Mazz re documents - 1hr		0.10	\$ 375.00	\$ 37.50		
494	813	Amanda Canning	9/29/10	Sep-10	Calls/E-mails to/from Mazz and Feldman re documents, Review strategy re documents, expert retainer, Review study Joint Rule 26(f) report - 2.9hrs		2.90	\$ 375.00	\$ 1,087.50	lc im	
495	814	Amanda Canning	9/29/10	Sep-10	Research re motion for class certification - 2.5hrs		2.50	\$ 375.00	\$ 937.50		
496	815	Amanda Canning	9/29/10	Sep-10	Research re subpoenaing business records and Review strategy - 1.2hrs		1.20	\$ 375.00	\$ 450.00		
506	816	Amanda Canning	9/30/10	Sep-10	E-mails/Calls to/from Feldman re PMKs, motion, documents - 1.4hrs		1.40	\$ 375.00	\$ 525.00	lc im	
507	817	Amanda Canning	9/30/10	Sep-10	Research and Calls re subpoenaing construction company - 1.5hrs		1.50	\$ 375.00	\$ 562.50	qu	
508	818	Amanda Canning	9/30/10	Sep-10	Research and Draft Inspection of Real Property demand, Calls/Emails to/from Mazz re same, Review documents and determine which documents have not been produced, Research and Draft meet and confer letter to Giddens re inspection and documents, Review strategy with DeSimone, Draft memorializing letter - 4hrs		4.00	\$ 375.00	\$ 1,500.00	lc	
509	819	Amanda Canning	9/30/10	Sep-10	Research and Draft motion - 2hrs		2.00	\$ 375.00	\$ 750.00	qu	
510	820	Amanda Canning	9/30/10	Sep-10	Calls from Greco re PMK depositions, Further processing re same - 6hrs		0.60	\$ 375.00	\$ 225.00		
517	821	Amanda Canning	10/1/10	Oct-10	Calls to/from and E-mails to/from experts, Calls to/from Disability Rights center re experts, Review strategy with DeSimone, further processing documents for experts, Calls to/from Greco and E-mails to/from Giddens re documents for experts and PMK depositions - 6.2hrs		6.20	\$ 375.00	\$ 2,325.00	lc qu	
518	822	Amanda Canning	10/1/10	Oct-10	Calls to/from Feldman, Review strategy with DeSimone, direct paralegal re Research and Draft motion for class cert - 1.8hrs		1.80	\$ 375.00	\$ 675.00	lc qu	
533	823	Amanda Canning	10/4/10	Oct-10	Research re ascertainability and memo to DeSimone re same - .7hrs		0.70	\$ 375.00	\$ 262.50	im	
534	824	Amanda Canning	10/4/10	Oct-10	Calls to/from DeSimone re Status Conference hearing, Call to court clerk - .9hrs		0.90	\$ 375.00	\$ 337.50	lc	

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Exhibit C: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
535	825	Amanda Canning	10/4/10	Oct-10	Calls to/from Mazz re site visit/documents. Review strategy with DeSimone re same, E-mails to/from Giddens re same - 1.1		1.10	\$ 375.00	\$ 412.50	ic	
540	826	Amanda Canning	10/5/10	Oct-10	Review study and legal/factual analysis of declaration - 2hrs		2.00	\$ 375.00	\$ 750.00		
541	827	Amanda Canning	10/5/10	Oct-10	E-mails to disability statisticians and advocates re numerosity - .6hrs		0.60	\$ 375.00	\$ 225.00		
544	828	Amanda Canning	10/6/10	Oct-10	Research and Draft Disney subpoena		1.50	\$ 375.00	\$ 562.50		
549	829	Amanda Canning	10/7/10	Oct-10	Call from Greco re document demands and Research re same - .9hrs		0.90	\$ 375.00	\$ 337.50		
550	830	Amanda Canning	10/7/10	Oct-10	Research re mediators, E-mails to Perlman, Renick re same - 2.1hrs		2.10	\$ 375.00	\$ 787.50		
551	831	Amanda Canning	10/7/10	Oct-10	Further processing re Disney subpoena - .3hrs		0.30	\$ 375.00	\$ 112.50		
552	832	Amanda Canning	10/7/10	Oct-10	Review strategy and Draft letter to Giddens re Populus subpoena - .3hrs		0.30	\$ 375.00	\$ 112.50		
557	833	Amanda Canning	10/8/10	Oct-10	Research and Review strategy re Populus subpoena - .6hrs		0.60	\$ 375.00	\$ 225.00		
558	834	Amanda Canning	10/8/10	Oct-10	Research re mediators, Calls to Larson, Haldeman, E-mails to/from opp counsel re same - 4.5hrs		4.50	\$ 375.00	\$ 1,687.50	qu	
559	835	Amanda Canning	10/8/10	Oct-10	Research re Disney subpoena - .9hrs		0.90	\$ 375.00	\$ 337.50		
560	836	Amanda Canning	10/8/10	Oct-10	Review strategy with VID - 2		0.20	\$ 375.00	\$ 75.00	ic	
561	837	Amanda Canning	10/8/10	Oct-10	Research and Draft E-mail to Giddens re documents - .6hrs		0.60	\$ 375.00	\$ 225.00		
565	838	Amanda Canning	10/12/10	Oct-10	E-mails re site visit		0.30	\$ 375.00	\$ 112.50	qu	
569	839	Amanda Canning	10/13/10	Oct-10	Review strategy with DeSimone re discovery		0.40	\$ 375.00	\$ 150.00	ic	
576	840	Amanda Canning	10/14/10	Oct-10	Review strategy with DeSimone and Draft memo with discovery and motion plan - 1.2hrs		1.20	\$ 375.00	\$ 450.00	ic im	
577	841	Amanda Canning	10/14/10	Oct-10	Research re mediators, Calls to/from Larson, Draft E-mail to opp counsel - 1.3		1.30	\$ 375.00	\$ 487.50	qu	
578	842	Amanda Canning	10/14/10	Oct-10	Research and Draft interrogatories; E-mails to/from Mazz - Call from Greco re discovery responses and class action 2		2.00	\$ 375.00	\$ 750.00	qu	
590	844	Amanda Canning	10/18/10	Oct-10	Research DOJ guidelines and standards, Draft letter to Giddens re status of litigation and Plaintiffs demands - 4.5hr		4.50	\$ 375.00	\$ 1,687.50		
591	845	Amanda Canning	10/18/10	Oct-10	Calls to/from Mazz - 1.5hrs		1.50	\$ 375.00	\$ 562.50	qu	
592	846	Amanda Canning	10/18/10	Oct-10	E-mails to/from counsel, Review strategy, Research and Draft Ntr re Private Mediator - 1.3hrs		1.30	\$ 375.00	\$ 487.50		
605	848	Amanda Canning	10/20/10	Oct-10	Call from Jennifer Coleman re extension or subpoena - .2		0.20	\$ 375.00	\$ 75.00		
606	849	Amanda Canning	10/20/10	Oct-10	review documents/research and draft settlement offer letter to Giddens - 2.2		2.20	\$ 375.00	\$ 825.00		
607	850	Amanda Canning	10/20/10	Oct-10	emails to/from Mazz re report - .3		0.30	\$ 375.00	\$ 112.50		
617	852	Amanda Canning	10/23/10	Oct-10	Draft amended PMK notices or deposition, further processing - RS Disney objections to subpoena, Research re Rule 45 and motion to compel - 1.5hrs		1.50	\$ 375.00	\$ 562.50		

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Exhibit C: SDSH-HH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
619	853	Amanda Canning	10/25/10	Oct-10	E-mails to/from Greco re document production, further processing re same - .4hrs		0.40	\$ 375.00	\$ 150.00		
620	854	Amanda Canning	10/25/10	Oct-10	Review study E-mail from Giddens re total WC seating, E-mails to/from Mazz re same, Review strategy, Draft E-mail to Giddens re same - .6hrs		0.60	\$ 375.00	\$ 225.00		
621	855	Amanda Canning	10/25/10	Oct-10	Preparation for PMK depositions - .8hrs		0.80	\$ 375.00	\$ 300.00		
628	856	Amanda Canning	10/26/10	Oct-10	Review documents and preparation for PMK deposition, meeting with VJD re class certification motion.		3.50	\$ 375.00	\$ 1,312.50	ic	
634	857	Amanda Canning	10/27/10	Oct-10	Review strategy with DeSimone re PMK depositions and motion, E-mails to/from counsel re same - .3hrs		0.30	\$ 375.00	\$ 112.50	ic	
635	858	Amanda Canning	10/27/10	Oct-10	E-mails to/from Mazz, Feldman re expert call - .2hrs		0.20	\$ 375.00	\$ 75.00	im	
636	859	Amanda Canning	10/27/10	Oct-10	Calls/E-mails to/from Greco re FMK depositions, production of documents and further processing re same - .6hrs		0.60	\$ 375.00	\$ 225.00		
638	860	Amanda Canning	10/28/10	Oct-10	prep for and conference Call with Mazz/Feldman - 1.8hrs		1.80	\$ 375.00	\$ 675.00		
641	861	Amanda Canning	10/29/10	Oct-10	review strategy with GF re motion for class cert and memo re same		0.40	\$ 375.00	\$ 150.00	ic	
646	862	Amanda Canning	10/30/10	Oct-10	Research and Draft motion		2.00	\$ 375.00	\$ 750.00		
650	863	Amanda Canning	10/31/10	Oct-10	Research and Draft motion		1.30	\$ 375.00	\$ 487.50		
655	864	Amanda Canning	11/1/10	Nov-10	Calls to/from Feldman, Research and Draft motion for class cert - 3.5hrs		3.50	\$ 375.00	\$ 1,312.50	ic qu	
657	865	Amanda Canning	11/1/10	Nov-10	Review study documents produced by Angels/Anahelm, Draft memo re same, Review strategy with Feldman re same - 1.5hrs		1.50	\$ 375.00	\$ 562.50	ic lm	
658	866	Amanda Canning	11/1/10	Nov-10	Review revise introduction - 1hr		1.00	\$ 375.00	\$ 375.00		
659	867	Amanda Canning	11/1/10	Nov-10	Research and Draft letter to counsel re numerosity - 1.5hrs		1.50	\$ 375.00	\$ 562.50		
660	868	Amanda Canning	11/1/10	Nov-10	Call to Mazz re renovation - .4hrs		0.40	\$ 375.00	\$ 150.00		
672	869	Amanda Canning	11/2/10	Nov-10	Review strategy re Chasworth declaration, Review revise declaration, Call/E-mails to Chasworth - 2hrs		2.00	\$ 375.00	\$ 750.00		
673	870	Amanda Canning	11/2/10	Nov-10	Calls to/from Feldman re motion, Research and Draft motion for class cert - 5.2hrs		5.20	\$ 375.00	\$ 1,950.00	ic	
680	871	Amanda Canning	11/3/10	Nov-10	E-mails and calls with Chasworth re numerosity and review study Chasworth report - 2.1hrs		2.10	\$ 375.00	\$ 787.50		
681	872	Amanda Canning	11/3/10	Nov-10	Research and draft motion for class cert - 6.3hrs		6.30	\$ 375.00	\$ 2,362.50		
682	873	Amanda Canning	11/3/10	Nov-10	E-mails with Mazz and review study Mazz report - 1.1hrs		1.10	\$ 375.00	\$ 412.50		
689	874	Amanda Canning	11/4/10	Nov-10	Research and Draft motion, Research and Review strategy with Seplow re penalties, E-mails to/from Klassen re declaration		7.00	\$ 375.00	\$ 2,625.00	ic	

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Exhibit C: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
701	875	Amanda Canning	11/5/10	Nov-10	Review strategy with Seplow, Draft, Research and Review revise motion Calls to Feldman, Draft and finalize Chasworth declaration, Calls to E-mails to/from Chasworth re declaration, Draft and finalize Klassen declaration, E-mails to/from Klassen re same, Draft and finalize declaration, Call to E-mails to/from Charlebois re motion and declaration		10.00	\$ 375.00	\$ 3,750.00	ic	
710	876	Amanda Canning	11/7/10	Nov-10	Research and Review revise motion, Draft, DeSimone declaration		6.00	\$ 375.00	\$ 2,250.00	ic	
723	877	Amanda Canning	11/8/10	Nov-10	Research, Draft, Review revise motion, notice of motion, proposed order, DeSimone declaration, Calls/E-mails to Charlebois, Cam, e-file motion - 11hrs		11.00	\$ 375.00	\$ 4,125.00	ic	
724	878	Amanda Canning	11/8/10	Nov-10	Call from Greco re discovery responses - 2hrs		0.20	\$ 375.00	\$ 75.00		
735	879	Amanda Canning	11/12/10	Nov-10	Call with Greco re motion for class certification and further processing		0.80	\$ 375.00	\$ 300.00		
741	880	Amanda Canning	11/15/10	Nov-10	Meeting with VID re strategy		0.20	\$ 375.00	\$ 75.00	ic	
743	881	Amanda Canning	11/16/10	Nov-10	E-mail to Greco re construction documents		0.30	\$ 375.00	\$ 112.50		
744	882	Amanda Canning	11/17/10	Nov-10	Review study defendants' objections to interrogatories		0.70	\$ 375.00	\$ 262.50		
746	883	Amanda Canning	11/18/10	Nov-10	Calls from Larson's office - 5hrs		0.50	\$ 375.00	\$ 187.50	qu	
747	884	Amanda Canning	11/18/10	Nov-10	Review revise letter to Disney - 3hrs		0.30	\$ 375.00	\$ 112.50		
748	885	Amanda Canning	11/18/10	Nov-10	Review strategy with DeSimone - 5hrs		0.50	\$ 375.00	\$ 187.50	ic	
751	886	Amanda Canning	11/22/10	Nov-10	Review study defendants' opposition to motion for class certification and Review Review Miaz Dedi; review with DeSimone.		1.50	\$ 375.00	\$ 562.50	ic qu	This is the time entry
757	887	Amanda Canning	11/23/10	Nov-10	Meeting with DeSimone re reply brief		0.30	\$ 375.00	\$ 112.50	ic	
759	888	Amanda Canning	11/24/10	Nov-10	Research and Draft reply		7.50	\$ 375.00	\$ 2,812.50	qu	
765	889	Amanda Canning	11/26/10	Nov-10	Research and Draft reply		1.00	\$ 375.00	\$ 375.00	qu	
767	890	Amanda Canning	11/27/10	Nov-10	Research and Draft reply		5.30	\$ 375.00	\$ 1,987.50	qu	
770	891	Amanda Canning	11/28/10	Nov-10	Research and Draft reply		4.00	\$ 375.00	\$ 1,500.00	qu	
773	892	Amanda Canning	11/29/10	Nov-10	Research and Draft reply		5.00	\$ 375.00	\$ 1,875.00	qu	
777	893	Amanda Canning	11/30/10	Nov-10	Discussion with VID re reply brief		0.10	\$ 375.00	\$ 37.50	ic	
781	894	Amanda Canning	12/1/10	Dec-10	Research re reply		2.00	\$ 375.00	\$ 750.00		
785	895	Amanda Canning	12/2/10	Dec-10	Call from Feldman re Motion to Strike evidentiary objections		0.30	\$ 375.00	\$ 112.50	ic	
791	896	Amanda Canning	12/3/10	Dec-10	Research and Draft reply; Review with VID		2.50	\$ 375.00	\$ 937.50	ic	
796	897	Amanda Canning	12/4/10	Dec-10	Research and Draft reply		2.50	\$ 375.00	\$ 937.50	qu	
809	898	Amanda Canning	12/6/10	Dec-10	Research, Draft and Review revise Reply brief, Draft objections to Defendant's declarations, and further processing e-filing, review strategy with VID		6.00	\$ 375.00	\$ 2,250.00	ic	
815	899	Amanda Canning	12/7/10	Dec-10	Call to prospective class member		0.20	\$ 375.00	\$ 75.00		
817	900	Amanda Canning	12/11/10	Dec-10	review court order re class cert		0.30	\$ 375.00	\$ 112.50		
819	901	Amanda Canning	12/15/10	Dec-10	emails with parties' counsel re mediators		0.20	\$ 375.00	\$ 75.00		
823	902	Amanda Canning	12/22/10	Dec-10	Review study Disney documents, Call to Populous, meet and confer re Disney discovery responses, Draft, PMTS depo notices, Prepare Motion for Class Cert binders		5.70	\$ 375.00	\$ 2,137.50	cl	
824	903	Amanda Canning	12/29/10	Dec-10	Call with Disney attorney re subpoena and further processing		1.40	\$ 375.00	\$ 525.00		
829	904	Amanda Canning	1/4/11	Jan-11	E-mails to/from counsel re mediation - 5		0.50	\$ 375.00	\$ 187.50	qu	
830	905	Amanda Canning	1/14/11	Jan-11	oversee preparation of class cert binders - 4		0.40	\$ 375.00	\$ 150.00		

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Exhibit C: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
838	906	Amanda Canning	1/18/11	Jan-11	assist VJD w prep for oral argument for Class Cert - 1		1.00	\$ 375.00	\$ 375.00	lc	
839	907	Amanda Canning	1/18/11	Jan-11	further processing re oral argument materials - 4		0.40	\$ 375.00	\$ 150.00		
843	908	Amanda Canning	1/19/11	Jan-11	E-mails to/from counsel re mediation		0.30	\$ 375.00	\$ 112.50		
850	909	Amanda Canning	1/21/11	Jan-11	prep meeting with VJD re class cert hearing		1.60	\$ 375.00	\$ 600.00	lc	
858	910	Amanda Canning	1/24/11	Jan-11	prep for and appearance at class certification hearing - 6hrs		6.00	\$ 375.00	\$ 2,250.00		
859	911	Amanda Canning	1/24/11	Jan-11	conference Call with Giddens and Pearlman and review strategy w DeSimone - 7hrs		0.70	\$ 375.00	\$ 262.50		
867	912	Amanda Canning	1/25/11	Jan-11	Draft survey		1.20	\$ 375.00	\$ 450.00		
876	913	Amanda Canning	1/26/11	Jan-11	Call from Feldman - 5hrs		0.50	\$ 375.00	\$ 187.50	lc qu	
877	914	Amanda Canning	1/26/11	Jan-11	Draft survey, Draft letter to Giddens, Review strategy with DeSimone - 2.1		2.10	\$ 375.00	\$ 787.50	lc	
883	915	Amanda Canning	1/27/11	Jan-11	email to Giddens re survey		0.10	\$ 375.00	\$ 37.50		
889	916	Amanda Canning	1/31/11	Jan-11	E-mails to/from Mazz		0.30	\$ 375.00	\$ 112.50	qu	
893	917	Amanda Canning	2/1/11	Feb-11	Draft special interrogatories; discussion w VJD re Strategy		0.50	\$ 375.00	\$ 187.50	lc	
899	918	Amanda Canning	2/4/11	Feb-11	E-mails to/from counsel re survey		0.50	\$ 375.00	\$ 187.50		
906	919	Amanda Canning	2/7/11	Feb-11	E-mails to/from counsel and DRLC re survey, analysis of defendants' proposed survey, discussion and memo to DeSimone re same and redraft survey		3.20	\$ 375.00	\$ 1,200.00	lc im	
912	920	Amanda Canning	2/8/11	Feb-11	Review revise survey, E-mails to/from counsel re same		0.80	\$ 375.00	\$ 300.00		
931	921	Amanda Canning	2/18/11	Feb-11	Review strategy with DeSimone re survey, E-mails to/from counsel re same, Review documents and Review/revise survey		2.50	\$ 375.00	\$ 937.50	lc	
938	922	Amanda Canning	2/22/11	Feb-11	Review and revise survey and further processing and Draft meet and confer to Giddens re same; meeting with VJD re survey		2.50	\$ 375.00	\$ 937.50	lc	
941	923	Amanda Canning	2/23/11	Feb-11	review correspondence and survey drafts and emails to/from Giddens re same		0.40	\$ 375.00	\$ 150.00		
958	924	Amanda Canning	3/1/11	Mar-11	Review strategy re contact information and mediation and emails between counsel re same - 4hrs		0.40	\$ 375.00	\$ 150.00		
959	925	Amanda Canning	3/1/11	Mar-11	Review study class certification hearing transcript and draft memo re same - 1.3hrs		1.30	\$ 375.00	\$ 487.50	im	
960	926	Amanda Canning	3/1/11	Mar-11	Emails to/from class members re case status - 3hrs		0.30	\$ 375.00	\$ 112.50		
967	927	Amanda Canning	3/2/11	Mar-11	Call with Glasberg, class member and draft memo - 1.1hrs		1.10	\$ 375.00	\$ 412.50	im	
968	928	Amanda Canning	3/2/11	Mar-11	Research re compelling class information/ex parte application - 3.5hrs		3.50	\$ 375.00	\$ 1,312.50		
969	929	Amanda Canning	3/2/11	Mar-11	Review strategy and emails between counsel re survey questions - 4hrs		0.40	\$ 375.00	\$ 150.00		
975	930	Amanda Canning	3/3/11	Mar-11	motion to compel prep meeting		0.70	\$ 375.00	\$ 262.50	qu	
981	931	Amanda Canning	3/4/11	Mar-11	emails to/from Greco re defendants' discovery and review study same		0.80	\$ 375.00	\$ 300.00		
984	932	Amanda Canning	3/5/11	Mar-11	Research re motion to compel contact info; emails with VJD re strategy		2.00	\$ 375.00	\$ 750.00	im	
986	933	Amanda Canning	3/6/11	Mar-11	Research and Draft ex parte motion to compel contact information		4.00	\$ 375.00	\$ 1,500.00		

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Exhibit C: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
987	934	Amanda Canning	3/7/11	Mar-11	Research and Draft ex parte motion to compel contact info - 2.5		2.50	\$ 375.00	\$ 937.50		
988	935	Amanda Canning	3/7/11	Mar-11	Review study interrogatory responses - .5hrs		0.50	\$ 375.00	\$ 187.50		
990	936	Amanda Canning	3/8/11	Mar-11	Research and Draft ex parte motion to compel contact info- 8.4hrs		8.40	\$ 375.00	\$ 3,150.00		
991	937	Amanda Canning	3/8/11	Mar-11	meeting with VJD re ex parte - .3 hrs		0.30	\$ 375.00	\$ 112.50	ic	
998	938	Amanda Canning	3/9/11	Mar-11	Research and Draft ex parte motion to compel contact info		8.50	\$ 375.00	\$ 3,187.50		
1016	939	Amanda Canning	3/15/11	Mar-11	Call to/from Glasbergen re declaration		0.30	\$ 375.00	\$ 112.50		
1021	940	Amanda Canning	3/16/11	Mar-11	Research and Draft meet and confer letter to Giddens		3.00	\$ 375.00	\$ 1,125.00		
1026	941	Amanda Canning	3/17/11	Mar-11	review and revise and finalize meet and confer letter to Giddens - .9		0.90	\$ 375.00	\$ 337.50		
1027	942	Amanda Canning	3/17/11	Mar-11	call and email to class member and draft declaration - 1.1		1.10	\$ 375.00	\$ 412.50		
1039	943	Amanda Canning	3/21/11	Mar-11	Draft Glasbergen declaration, Review strategy re motion to compel		1.10	\$ 375.00	\$ 412.50		
1042	944	Amanda Canning	3/22/11	Mar-11	E-mail to counsel re survey		0.10	\$ 375.00	\$ 37.50		
1050	945	Amanda Canning	3/29/11	Mar-11	E-mails to/from counsel re survey		0.50	\$ 375.00	\$ 187.50	qu	
1055	946	Amanda Canning	3/30/11	Mar-11	E-mails to/from counsel and Review strategy re ex parte to compel survey		0.50	\$ 375.00	\$ 187.50		
1065	947	Amanda Canning	3/31/11	Mar-11	Research and Draft and Prepare ex parte app to compel survey and declaration; Review w VJD re ex parte application		4.00	\$ 375.00	\$ 1,500.00	ic	
1073	948	Amanda Canning	4/5/11	Apr-11	Review study and analysis of defendant opp to ex parte		0.80	\$ 375.00	\$ 300.00		
1074	949	Amanda Canning	4/7/11	Apr-11	RS correspondence from counsel re survey		0.20	\$ 375.00	\$ 75.00	qu	
1079	950	Amanda Canning	4/8/11	Apr-11	E-mails to/from counsel re survey		0.20	\$ 375.00	\$ 75.00		
1084	951	Amanda Canning	4/11/11	Apr-11	Draft script for outreach, RSTR with Feldman and DeSimone re outreach, Research re organizations, FP outreach efforts - 3.3hrs		3.30	\$ 375.00	\$ 1,237.50	ic	
1085	952	Amanda Canning	4/11/11	Apr-11	E-mails to/from counsel re survey - 5hrs		0.50	\$ 375.00	\$ 187.50		
1086	953	Amanda Canning	4/11/11	Apr-11	RS survey responses - .2hrs		0.20	\$ 375.00	\$ 75.00	qu	
1094	954	Amanda Canning	4/12/11	Apr-11	prep for and meeting re survey outreach - 1hr		1.00	\$ 375.00	\$ 375.00	ic	
1095	955	Amanda Canning	4/12/11	Apr-11	RS Survey response - .2hrs		0.20	\$ 375.00	\$ 75.00	qu	
1097	956	Amanda Canning	4/13/11	Apr-11	E-mails to/from counsel/DRIC re survey distribution - .5hrs		0.50	\$ 375.00	\$ 187.50		
1098	957	Amanda Canning	4/13/11	Apr-11	FP re survey outreach - .5hrs		0.50	\$ 375.00	\$ 187.50	qu	
1107	958	Amanda Canning	4/14/11	Apr-11	Draft and finalize class member outreach materials and research re distribution of survey		1.10	\$ 375.00	\$ 412.50		
1112	959	Amanda Canning	4/15/11	Apr-11	RR survey for Disabilities Expo, FR re same - 1.2hrs		1.20	\$ 375.00	\$ 450.00	qu	
1113	960	Amanda Canning	4/15/11	Apr-11	E-mails to/from counsel re DRIC survey distribution and RSTR re same - .5hrs		0.50	\$ 375.00	\$ 187.50	qu	
1129	961	Amanda Canning	4/25/11	Apr-11	analysis of survey responses		0.50	\$ 375.00	\$ 187.50		
1156	962	Amanda Canning	5/17/11	May-11	Review strategy with VID and emails between counsel re survey		0.40	\$ 375.00	\$ 150.00	ic	
1163	963	Amanda Canning	5/22/11	May-11	RD, Review correspondence, DR letter to Giddens re settlement and PMK depro - .7hr		0.70	\$ 375.00	\$ 262.50	qu	
1164	964	Amanda Canning	5/22/11	May-11	Review revise survey script and DR memo re declaration strategy - .8hrs		0.80	\$ 375.00	\$ 300.00	im	
1170	965	Amanda Canning	5/23/11	May-11	Factual analysis re class member call script and draft same (.7hrs)		0.70	\$ 375.00	\$ 262.50		
1171	966	Amanda Canning	5/23/11	May-11	Law clerk (.1)		0.10	\$ 375.00	\$ 37.50	qu	

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Exhibit C: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
1172	967	Amanda Canning	5/23/11	May-11	Mtg. W team re: survey follow up (1.1)		1.10	\$ 375.00	\$ 412.50	ic	
1177	968	Amanda Canning	5/24/11	May-11	Review and revise class declarations		0.80	\$ 375.00	\$ 300.00		
1216	969	Amanda Canning	6/6/11	Jun-11	Mtg. W VID re: briefing and decs - 3		0.30	\$ 375.00	\$ 112.50	ic	
1217	970	Amanda Canning	6/6/11	Jun-11	Research and draft motion for class cert and review and revise declarations - 2.8		2.80	\$ 375.00	\$ 1,050.00		
1220	971	Amanda Canning	6/7/11	Jun-11	Research and preparation for motion for class certification, review and revise declarations re same - 4.5hrs		4.50	\$ 375.00	\$ 1,687.50		
1221	972	Amanda Canning	6/7/11	Jun-11	Emails to/from expert re hearing - 2hrs		0.20	\$ 375.00	\$ 75.00		
1223	973	Amanda Canning	6/8/11	Jun-11	Research and draft motion for class cert and review and revise declarations		0.90	\$ 375.00	\$ 337.50		
1224	974	Amanda Canning	6/9/11	Jun-11	Research and draft motion for class cert and review and revise declarations		5.50	\$ 375.00	\$ 2,062.50		
1232	975	Amanda Canning	6/10/11	Jun-11	Review and revise declarations		6.20	\$ 375.00	\$ 2,325.00		
1233	976	Amanda Canning	6/10/11	Jun-11	for class cert (6.2)		0.30	\$ 375.00	\$ 112.50	ic	
1234	977	Amanda Canning	6/11/11	Jun-11	Mtg. w. VID re: briefing (3)		4.00	\$ 375.00	\$ 1,500.00		
1237	978	Amanda Canning	6/12/11	Jun-11	Review and revise declarations and Draft motion for class cert		3.00	\$ 375.00	\$ 1,125.00		Motion for Class Certification filed on 6/13/2011
1243	979	Amanda Canning	6/13/11	Jun-11	Draft motion for class cert		3.70	\$ 375.00	\$ 1,387.50		
1249	980	Amanda Canning	6/14/11	Jun-11	finalize and file motion for class cert review strategy with team re additional declarations (4)		0.40	\$ 375.00	\$ 150.00	ic	
1250	981	Amanda Canning	6/14/11	Jun-11	Review study defendants' filing and review strategy with Ort re same		0.70	\$ 375.00	\$ 262.50	qu	This is the time entry, not clear who "Ort"
1255	982	Amanda Canning	6/15/11	Jun-11	review strategy with Pitts and VID re supplemental declarations		0.30	\$ 375.00	\$ 112.50	ic	
1266	983	Amanda Canning	6/17/11	Jun-11	research and review and revise supplemental briefing		2.50	\$ 375.00	\$ 937.50		
1272	984	Amanda Canning	6/18/11	Jun-11	research and assist VID with preparation for oral argument		1.10	\$ 375.00	\$ 412.50		
1280	985	Amanda Canning	6/20/11	Jun-11	preparation for and appearance at motion for class certification - 4.8		4.80	\$ 375.00	\$ 1,800.00		
1281	986	Amanda Canning	6/20/11	Jun-11	prepare notices of deposition - 3		0.30	\$ 375.00	\$ 112.50	qu	
1286	987	Amanda Canning	6/21/11	Jun-11	draft request for production of documents and interrogatories - 2.4		2.40	\$ 375.00	\$ 900.00		
1287	988	Amanda Canning	6/21/11	Jun-11	prepare subpoena to Ticketmaster - 1.5		1.50	\$ 375.00	\$ 562.50		
1292	989	Amanda Canning	6/23/11	Jun-11	further processing Ticketmaster subpoena		0.20	\$ 375.00	\$ 75.00		
1295	990	Amanda Canning	6/24/11	Jun-11	further processing Ticketmaster subpoena		0.20	\$ 375.00	\$ 75.00		
1298	991	Amanda Canning	6/27/11	Jun-11	review study order from court re class cert motion		0.20	\$ 375.00	\$ 75.00		
1300	992	Amanda Canning	6/28/11	Jun-11	draft depo notice and arrange plaintiff's expert deposition		0.30	\$ 375.00	\$ 112.50		
1304	993	Amanda Canning	7/1/11	Jul-11	review study order re class cert, draft factual and legal analysis re same		2.20	\$ 375.00	\$ 825.00		
1330	994	Amanda Canning	7/22/11	Jul-11	assist with depo prep		0.30	\$ 375.00	\$ 112.50	qu	
1338	995	Amanda Canning	7/28/11	Jul-11	email from Greco and review study defendants' discovery responses		0.70	\$ 375.00	\$ 262.50		
1351	996	Amanda Canning	8/2/11	Aug-11	Review study objection to PMK notice of depo and responses to interrogatories, request for production of documents - 7hrs		0.70	\$ 375.00	\$ 262.50		
1352	997	Amanda Canning	8/2/11	Aug-11	E-mails to/from counsel re PMK depo - 5hrs		0.50	\$ 375.00	\$ 187.50		
1353	998	Amanda Canning	8/2/11	Aug-11	Calls/E-mails from Greco - 3hrs		0.30	\$ 375.00	\$ 112.50	qu	

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Exhibit C: SDSHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (feldman)	Hours	Rate	Fees	Codes	Comments
1372	999	Amanda Canning	8/8/11	Aug-11	Review discovery responses, legal and factual analysis, Draft meet and confer letter - 2.5hrs		2.50	\$ 375.00	\$ 937.50		
1373	1000	Amanda Canning	8/8/11	Aug-11	Review subpoenas and Call to Ticketmaster counsel - .8hrs		0.80	\$ 375.00	\$ 300.00		
1381	1001	Amanda Canning	8/9/11	Aug-11	Review documents and Draft stipulation to continue trial, E-mails with counsel re same, file stipulation		3.00	\$ 375.00	\$ 1,125.00		
1385	1002	Amanda Canning	8/11/11	Aug-11	Review email and protective order from Ticketmaster attorney		0.30	\$ 375.00	\$ 112.50		
1386	1003	Amanda Canning	8/12/11	Aug-11	Review/study notice of ruling re stipulation, further processing re same		0.30	\$ 375.00	\$ 112.50		
1388	1004	Amanda Canning	8/16/11	Aug-11	legal analysis re Ticketmaster protective order		0.70	\$ 375.00	\$ 262.50		
1394	1005	Amanda Canning	8/18/11	Aug-11	Meeting with VID re protective order		0.30	\$ 375.00	\$ 112.50	ic	
1396	1006	Amanda Canning	8/23/11	Aug-11	E-mail to Giddens re protective order. Review with VID		0.60	\$ 375.00	\$ 225.00	ic	
1399	1007	Amanda Canning	8/29/11	Aug-11	E-mail to Giddens re protective order - 2		0.20	\$ 375.00	\$ 75.00		
1400	1008	Amanda Canning	8/29/11	Aug-11	review study scheduling order and further processing re same - 2		0.20	\$ 375.00	\$ 75.00		
1405	1009	Amanda Canning	8/30/11	Aug-11	E-mail from Giddens re protective order - .1hrs		0.10	\$ 375.00	\$ 37.50		
1406	1010	Amanda Canning	8/30/11	Aug-11	Research and further processing re calendaring - .3hrs		0.30	\$ 375.00	\$ 112.50	cl	
1407	1011	Amanda Canning	8/31/11	Aug-11	E-mails to/from counsel re protective order		0.30	\$ 375.00	\$ 112.50		
1409	1012	Amanda Canning	9/1/11	Sep-11	Review study notice from Compex re Ticketmaster subpoena - 2hrs		0.20	\$ 375.00	\$ 75.00		
1410	1013	Amanda Canning	9/9/11	Sep-11	Prepare e-filing of protective order, E-mails from counsel re same - .6		0.60	\$ 375.00	\$ 225.00		
1411	1014	Amanda Canning	9/9/11	Sep-11	review study ticketmaster subpoena and call to attorney re meet and confer - .5		0.50	\$ 375.00	\$ 187.50		
1413	1015	Amanda Canning	9/20/11	Sep-11	E-mails to/from Parks re plaintiffs' motions for summary judgment		0.20	\$ 375.00	\$ 75.00		Ticketmaster Joint Stipulated Protective Order filed on 9/21/2011
1414	1016	Amanda Canning	9/21/11	Sep-11	further processing and e-filing Ticketmaster joint stipulated protective order		0.60	\$ 375.00	\$ 225.00		
1415	1017	Amanda Canning	9/22/11	Sep-11	Research and Draft mediation/msj brief		7.50	\$ 375.00	\$ 2,812.50		
1417	1018	Amanda Canning	9/23/11	Sep-11	Research and Draft mediation/msj brief; meeting with VID re mediation strategy		5.20	\$ 375.00	\$ 1,950.00	ic	
1418	1019	Amanda Canning	9/24/11	Sep-11	Deposition summary of Beverage and marital facts		5.00	\$ 375.00	\$ 1,875.00	dg	
1419	1020	Amanda Canning	9/25/11	Sep-11	Research and Draft mediation brief - 2.5hrs		2.50	\$ 375.00	\$ 937.50		
1420	1021	Amanda Canning	9/25/11	Sep-11	Deposition summary of Beverage - 3.5hrs		3.50	\$ 375.00	\$ 1,312.50	dg	Canning has billed 8.5 hours to summarize Beverage deposition testimony
1425	1022	Amanda Canning	9/26/11	Sep-11	Review study discovery an document productions - 2hrs		2.00	\$ 375.00	\$ 750.00	qu	This is the time entry
1426	1023	Amanda Canning	9/26/11	Sep-11	Meeting with VID re mediation - 4		0.40	\$ 375.00	\$ 150.00	ic	
1427	1024	Amanda Canning	9/26/11	Sep-11	Draft meet and confer letter to Giddens - 3hrs		3.00	\$ 375.00	\$ 1,125.00		
1428	1025	Amanda Canning	9/26/11	Sep-11	Review revise Beverage depositions summary - 5hrs		0.50	\$ 375.00	\$ 187.50	dg	
1429	1026	Amanda Canning	9/26/11	Sep-11	Calls/E-mails to/from Mazz re mediation - .3hrs		0.30	\$ 375.00	\$ 112.50		
1430	1027	Amanda Canning	9/26/11	Sep-11	site visit of Angels Stadium - 2hrs		2.00	\$ 375.00	\$ 750.00		
1437	1028	Amanda Canning	9/27/11	Sep-11	Review documents and revise discovery letter to Giddens and Call to Giddens-1.3hrs		1.30	\$ 375.00	\$ 487.50		
1438	1029	Amanda Canning	9/27/11	Sep-11	Draft stipulation to continue discovery cut off - .9hrs		0.90	\$ 375.00	\$ 337.50		

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Exhibit C: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
1439	1030	Amanda Canning	9/27/11	Sep-11	Review/study Ticketmaster document demand, call to Ticketmaster counsel re same, Draft meet and confer letter re same- 1.3hrs		1.30	\$ 375.00	\$ 487.50		
1464	1031	Amanda Canning	10/9/11	Oct-11	Research and Draft mediation brief		1.50	\$ 375.00	\$ 562.50		
1468	1032	Amanda Canning	10/10/11	Oct-11	Research and Draft mediation brief - 8.7hrs		8.70	\$ 375.00	\$ 3,262.50		
1469	1033	Amanda Canning	10/10/11	Oct-11	Meeting with VDJ re mediation brief. .3 hrs		0.30	\$ 375.00	\$ 112.50	ic	
1470	1034	Amanda Canning	10/10/11	Oct-11	Review revise stipulation and order re ticketmaster confidentiality agreement, E-mails/Calls to/from counsel and further processing re same - 1.1hrs		1.10	\$ 375.00	\$ 412.50		In 2 consecutive days, Amanda Canning has billed 20.10 hours to "research and draft Mediation Brief"
1471	1035	Amanda Canning	10/11/11	Oct-11	Research and Draft mediation brief - 11.4hrs		11.40	\$ 375.00	\$ 4,275.00		
1472	1036	Amanda Canning	10/11/11	Oct-11	Review revise stipulation and order re ticketmaster confidentiality agreement, E-mails/Calls to/from counsel re same - .9hrs		0.90	\$ 375.00	\$ 337.50		
1477	1037	Amanda Canning	10/12/11	Oct-11	Research and Draft mediation brief- 3.5hrs		3.50	\$ 375.00	\$ 1,312.50		
1478	1038	Amanda Canning	10/12/11	Oct-11	E-mail from Giddens re engineer expert report; Review study and analysis of same - .8hrs		0.80	\$ 375.00	\$ 300.00		
1485	1039	Amanda Canning	10/13/11	Oct-11	Call with expert re defense proposal - .7hrs		0.70	\$ 375.00	\$ 262.50		
1486	1040	Amanda Canning	10/13/11	Oct-11	Call to Greco re discovery, E-mails from Greco re same, Review study discovery responses and further processing - 1.1hrs		1.10	\$ 375.00	\$ 412.50		
1487	1041	Amanda Canning	10/13/11	Oct-11	Research and Draft mediation brief - 8.2hrs		8.20	\$ 375.00	\$ 3,075.00		
1488	1042	Amanda Canning	10/13/11	Oct-11	Call with Counsels- .7 hrs		0.70	\$ 375.00	\$ 262.50	qu	
1493	1043	Amanda Canning	10/14/11	Oct-11	Research and draft mediation brief, review documents re same, prepare materials re same (6.8)		6.80	\$ 375.00	\$ 2,550.00		
1494	1044	Amanda Canning	10/14/11	Oct-11	Email re expert from Giddens (1)		0.10	\$ 375.00	\$ 37.50		
1500	843	Amanda Canning	10/15/11	Oct-11	emails with team re expert visit		0.20	\$ 375.00	\$ 75.00	lm	
1502	1045	Amanda Canning	10/16/11	Oct-11	Research and draft mediation brief		2.50	\$ 375.00	\$ 937.50		
1506	1046	Amanda Canning	10/17/11	Oct-11	Research and draft mediation brief		6.60	\$ 375.00	\$ 2,475.00		How substantive was Mediation Brief? Amanda Canning alone has billed 57.80 hours to research and draft same from 9/25/2011 to 10/18/2011. Per her time entries, Mediation Brief was finalized on 10/18/2011
1508	1047	Amanda Canning	10/18/11	Oct-11	Research and draft and finalize mediation brief memo re DOJ guidelines, review documents/research and draft settlement offer letter to Giddens		5.80	\$ 375.00	\$ 2,175.00		
1512	847	Amanda Canning	10/19/11	Oct-11			3.10	\$ 375.00	\$ 1,162.50	lm	
1520	851	Amanda Canning	10/21/11	Oct-11	draft VJD declaration for mtg for class cert		0.60	\$ 375.00	\$ 225.00		
		Amanda Canning Total					532.10		\$ 199,537.50		

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Exhibit C: SDSH-HH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
17	67	David Sarnoff	10/7/09	Oct-09	Meeting with JD re: strategy		0.30	\$ 375.00	\$ 112.50	ic qu	
21	68	David Sarnoff	10/13/09	Oct-09	Meeting with JD re: wheelchair access cases and case theory		0.30	\$ 375.00	\$ 112.50	ic	
26	69	David Sarnoff	10/14/09	Oct-09	Meeting with J. Charlebois, E. Feldman, and JD		2.80	\$ 375.00	\$ 1,050.00		Sarnoff, Desimone and Feldman all attend meeting with client on 10/14/09
32	70	David Sarnoff	10/19/09	Oct-09	Read and review letter to Angels Baseball		0.20	\$ 375.00	\$ 75.00		
62	71	David Sarnoff	12/1/09	Dec-09	Draft City of Anaheim Tort Claim; email to JD		0.90	\$ 375.00	\$ 337.50	im qu	
68	72	David Sarnoff	12/4/09	Dec-09	New Draft of Tort Claim; email to JD		0.30	\$ 375.00	\$ 112.50	im qu	
78	73	David Sarnoff	12/15/09	Dec-09	Meeting with JD re: Complaint/CoAs		0.50	\$ 375.00	\$ 187.50	ic	
81	74	David Sarnoff	12/23/09	Dec-09	Begin draft. Complaint; research re: Unruh and ADA claims		4.20	\$ 375.00	\$ 1,575.00		
82	75	David Sarnoff	12/24/09	Dec-09	Research re: B&P 17200, Discrim. by State Funded Program; Disabled Persons Act		3.40	\$ 375.00	\$ 1,275.00		
83	76	David Sarnoff	12/25/09	Dec-09	Finish Draft of Complaint		2.30	\$ 375.00	\$ 862.50		
84	77	David Sarnoff	12/28/09	Dec-09	Meeting with JD re: Complaint		0.30	\$ 375.00	\$ 112.50	ic	
		David Sarnoff Total					15.50	\$	\$ 5,812.50		

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Exhibit C: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
5	186	Gene Feldman	9/10/09	Sep-09	Desimone re: visit to Angels stadium	Review E Mail	0.20	\$ 450.00	\$	90.00 im	
11	187	Gene Feldman	9/26/09	Sep-09	Desimone re: visit to Angels stadium with video camera	Review E Mail	0.20	\$ 450.00	\$	90.00 im	video
13	3	Gene Feldman	9/29/09	Sep-09	Attend Rangers game with counsel Jim Desimone; review case	Meeting	3.00	\$ 450.00	\$ 1,350.00		Desimone and Feldman both attend Rangers game on 9/29/09
14	188	Gene Feldman	9/30/09	Sep-09	Desimone re: follow up on visit to stadium	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
23	189	Gene Feldman	10/13/09	Oct-09	Desimone re: client retainer agreement	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	billing for fee agreement
27	1	Gene Feldman	10/14/09	Oct-09	Conference with client and Jim Desimone	Conference	2.80	\$ 450.00	\$ 1,260.00		
28	190	Gene Feldman	10/14/09	Oct-09	Desimone re: changing meeting time for client meeting	Review E Mail	0.20	\$ 450.00	\$ 90.00	im cl	
30	191	Gene Feldman	10/15/09	Oct-09	Desimone re: client responsibilities document	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	billing for fee agreement
36	192	Gene Feldman	10/19/09	Oct-09	Desimone re: client ready to sign retainer for class action	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	billing for fee agreement
37	2	Gene Feldman	10/20/09	Oct-09	Draft representation letter to Angels	Draft	0.40	\$ 450.00	\$ 180.00		
39	193	Gene Feldman	10/21/09	Oct-09	Desimone re: confirming email to client re signing retainer and related case documents	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	billing for fee agreement
40	194	Gene Feldman	10/21/09	Oct-09	Desimone representation letter to Angels Baseball	Review E Mail	0.30	\$ 450.00	\$ 135.00	im	
41	195	Gene Feldman	10/22/09	Oct-09	Desimone re: architect James Terry	Prepare E Mail	0.40	\$ 450.00	\$ 180.00	im	
42	196	Gene Feldman	10/26/09	Oct-09	Desimone re: MTA complaint and drafting Angels complaint	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	im	
45	197	Gene Feldman	11/2/09	Nov-09	Desimone re: voice mail message from David Cohen of Angels baseball	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
46	198	Gene Feldman	11/3/09	Nov-09	Desimone re: David Cohen of Angels baseball state bar profile	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
54	199	Gene Feldman	11/8/09	Nov-09	Desimone re: email to Scott Schutzman re: incident at stadium	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
58	200	Gene Feldman	11/9/09	Nov-09	Desimone re: email from David Cohen returning phone call	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
64	201	Gene Feldman	12/1/09	Dec-09	Desimone re: email to Brent Giddens/awaiting documents from Angels baseball	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
66	202	Gene Feldman	12/2/09	Dec-09	Desimone forwarding Giddens email on responding to request for documents	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
76	203	Gene Feldman	12/7/09	Dec-09	Desimone re: changes to government claim form against City of Anaheim	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
89	204	Gene Feldman	1/4/10	Jan-10	Desimone re: request to Giddens regarding availability of documents	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
91	205	Gene Feldman	1/8/10	Jan-10	Desimone re: lack of response from Giddens to document request	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
92	206	Gene Feldman	1/20/10	Jan-10	Desimone re: response to government claim against City of Anaheim	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	im	
95	207	Gene Feldman	1/21/10	Jan-10	Bill Clifton re: response to government claim against City of Anaheim	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
103	208	Gene Feldman	2/8/10	Feb-10	Desimone re: request to Giddens meeting postponement	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
106	209	Gene Feldman	3/6/10	Mar-10	Desimone re: case strategy	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
109	5	Gene Feldman	3/8/10	Mar-10	No description	Review E Mail	0.60	\$ 450.00	\$ 270.00	qu	
111	8	Gene Feldman	3/8/10	Mar-10	Review complaint	Review	1.70	\$ 450.00	\$ 765.00		
112	4	Gene Feldman	3/9/10	Mar-10	No description	Review E Mail	0.30	\$ 450.00	\$ 135.00	qu	
113	10	Gene Feldman	3/10/10	Mar-10	Review complaint to/from VJD	Review E Mail	2.40	\$ 450.00	\$ 1,080.00		
116	11	Gene Feldman	3/15/10	Mar-10	Revision of pleadings	Prep Pleadings	1.60	\$ 450.00	\$ 720.00	im qu	
117	12	Gene Feldman	3/15/10	Mar-10	OC	Phone Call	0.30	\$ 450.00	\$ 135.00	ic qu	
119	13	Gene Feldman	3/22/10	Mar-10	Letter to Giddens	Correspondence	1.30	\$ 450.00	\$ 585.00	qu	
120	14	Gene Feldman	3/22/10	Mar-10	VJD	Review E Mail	0.30	\$ 450.00	\$ 135.00	im qu	

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Exhibit C: SDSHH-1 Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
121	15	Gene Feldman	3/24/10	Mar-10	from VID	Review E Mail	0.20	\$ 450.00	\$	90.00 im qu	
124	16	Gene Feldman	3/25/10	Mar-10	VID	Review E Mail	0.20	\$ 450.00	\$	90.00 im qu	
128	17	Gene Feldman	4/13/10	Apr-10	No description	Review E Mail	0.20	\$ 450.00	\$	90.00 qu	
129	18	Gene Feldman	4/13/10	Apr-10	to client	Prepare E Mail	0.20	\$ 450.00	\$	90.00 qu	
130	19	Gene Feldman	4/13/10	Apr-10	call to VID	Phone Call to Co-	0.30	\$ 450.00	\$ 135.00	ic qu	
147	20	Gene Feldman	4/21/10	Apr-10	No description	Review E Mail	0.20	\$ 450.00	\$	90.00 qu	
148	21	Gene Feldman	4/21/10	Apr-10	No description	Phone Call to Co-	0.40	\$ 450.00	\$ 180.00	qu	
176	24	Gene Feldman	5/28/10	May-10	Phone call to client regarding federal complaint	Phone client	0.20	\$ 450.00	\$	90.00	Feldman begins review of draft of federal Complaint
177	210	Gene Feldman	5/28/10	May-10	Draft of federal complaint prepared by Desimone	Review	0.60	\$ 450.00	\$ 270.00		
178	22	Gene Feldman	5/31/10	May-10	Review federal complaint	Review	1.40	\$ 450.00	\$ 630.00		
181	23	Gene Feldman	6/1/10	Jun-10	to VID regarding complaint changes	Prepare E Mail	0.40	\$ 450.00	\$ 180.00	im	
192	25	Gene Feldman	6/2/10	Jun-10	Conference call with VID	Phone Call to Co-	0.70	\$ 450.00	\$ 315.00	ic qu	
193	26	Gene Feldman	6/2/10	Jun-10	emails from VID	Review E Mail	0.20	\$ 450.00	\$	90.00 im qu	Expense entries
194	36	Gene Feldman	6/2/10	Jun-10	Long distance charges	Long Distance	0.00	\$ 450.00	\$ 360.00		
202	27	Gene Feldman	6/3/10	Jun-10	Research 28 CFR 36.402	Legal Research	0.80	\$ 450.00	\$		
203	35	Gene Feldman	6/3/10	Jun-10	Long distance charges	Long Distance	0.00	\$ 450.00	\$		Expense entries
212	28	Gene Feldman	6/4/10	Jun-10	Phone call to client with VID	Phone client	0.60	\$ 450.00	\$ 270.00	qu	
213	29	Gene Feldman	6/4/10	Jun-10	To VID regarding 36.402	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	im	
214	211	Gene Feldman	6/4/10	Jun-10	Desimone re: Angels baseball seating chart	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
258	212	Gene Feldman	6/15/10	Jun-10	Desimone to Canning re: complaint revisions and filing	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
266	30	Gene Feldman	6/16/10	Jun-10	Desimone re: complaint revisions	Review E Mail	0.30	\$ 450.00	\$ 135.00	im	complaint revisions post filing
267	31	Gene Feldman	6/16/10	Jun-10	email to chet cooper	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	qu	
282	32	Gene Feldman	6/18/10	Jun-10	VID re: case strategy	Phone Call to Co-	0.20	\$ 450.00	\$ 90.00	ic	
283	33	Gene Feldman	6/18/10	Jun-10	Research expert witnesses	Research	0.30	\$ 450.00	\$ 135.00		
284	34	Gene Feldman	6/18/10	Jun-10	from VID re experts	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
322	37	Gene Feldman	7/31/10	Jul-10	Desimone re: meeting with Giddens	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
326	38	Gene Feldman	8/2/10	Aug-10	Phone call to client regarding case status	Phone client	0.20	\$ 450.00	\$ 90.00		
333	213	Gene Feldman	8/4/10	Aug-10	Desimone re: conference call with Seplow	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	im	
342	214	Gene Feldman	8/5/10	Aug-10	Desimone re: conference call with Seplow	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
350	39	Gene Feldman	8/6/10	Aug-10	conference call with Jim & Mike	Phone Call to Co-	0.60	\$ 450.00	\$ 270.00	ic qu	"Mike" is internal timekeeper Michael Seplow
373	40	Gene Feldman	8/11/10	Aug-10	Review letter from VID to Giddens re: discovery	Review	0.30	\$ 450.00	\$ 135.00		
374	41	Gene Feldman	8/11/10	Aug-10	Prepare email VID and review reply re letter to Giddens re: discovery	Prepare E Mail	0.30	\$ 450.00	\$ 135.00	im	
375	215	Gene Feldman	8/11/10	Aug-10	Desimone re: draft letter to Giddens	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	im	
381	216	Gene Feldman	8/12/10	Aug-10	Desimone re: finalized letter to Giddens	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
447	42	Gene Feldman	9/23/10	Sep-10	from Jim re: stipulation	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
448	43	Gene Feldman	9/23/10	Sep-10	VID re motion	Phone Call	0.20	\$ 450.00	\$ 90.00	ic	
449	44	Gene Feldman	9/23/10	Sep-10	Court order re: stipulation to file class certification	Review	0.20	\$ 450.00	\$ 90.00		
450	45	Gene Feldman	9/23/10	Sep-10	Legal Research PMK notice	Legal Research	0.40	\$ 450.00	\$ 180.00		
459	46	Gene Feldman	9/24/10	Sep-10	Amanda Canning re discovery	Phone Call to Co-	0.20	\$ 450.00	\$ 90.00	ic	Amanda Canning is an internal timekeeper
463	47	Gene Feldman	9/25/10	Sep-10	Research Stadium remodeling	Research	0.40	\$ 450.00	\$ 180.00		
464	48	Gene Feldman	9/25/10	Sep-10	to VID re: Research Stadium remodeling	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	im	
465	51	Gene Feldman	9/25/10	Sep-10	from charlebois re availability for declaration	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
466	217	Gene Feldman	9/25/10	Sep-10	Desimone re: class certification motion	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
467	49	Gene Feldman	9/26/10	Sep-10	Establish file declaration	Prep Pleadings	0.90	\$ 450.00	\$ 405.00	qu	
478	50	Gene Feldman	9/27/10	Sep-10	Canning re: availability for declaration	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
479	52	Gene Feldman	9/27/10	Sep-10	from Amanda re: declarations	Phone Call	0.20	\$ 450.00	\$ 90.00	ic	
488	53	Gene Feldman	9/28/10	Sep-10	Phone call from client re declaration	Phone client	0.30	\$ 450.00	\$ 135.00		
489	54	Gene Feldman	9/28/10	Sep-10	Review documents produced by defendants	Review	1.90	\$ 450.00	\$ 855.00		
490	55	Gene Feldman	9/28/10	Sep-10	from Amanda re: documents	Phone Call	0.20	\$ 450.00	\$ 90.00	ic	
491	56	Gene Feldman	9/28/10	Sep-10	Defendant's FRCP Rule 26 Disclosures	Review E Mail	0.20	\$ 450.00	\$ 90.00	qu	

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Exhibit C: SDS-IHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
498	57	Gene Feldman	9/29/10	Sep-10	Review ADA document production from defendant	Review	3.10	\$ 450.00	\$ 1,395.00		
499	218	Gene Feldman	9/29/10	Sep-10	Canning re: ADA document production from defendant	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
511	58	Gene Feldman	9/30/10	Sep-10	Amanda re: meet and confer letter	Phone Call	0.40	\$ 450.00	\$ 180.00	ic	
512	59	Gene Feldman	9/30/10	Sep-10	From Jim re: deposition Preparation	Phone Call	0.30	\$ 450.00	\$ 135.00	ic	
513	60	Gene Feldman	9/30/10	Sep-10	Preparation for PMK file review/chart for Jim	Preparation	2.20	\$ 450.00	\$ 990.00		
514	219	Gene Feldman	9/30/10	Sep-10	Canning re: ADA Compliance Coordinator subpoenae City of Anaheim	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
519	61	Gene Feldman	10/1/10	Oct-10	Preparation for PMK file review/chart for Jim	Preparation	1.60	\$ 450.00	\$ 720.00		
520	62	Gene Feldman	10/1/10	Oct-10	Amanda re: expert witness	Phone Call	0.20	\$ 450.00	\$ 90.00	ic	
521	63	Gene Feldman	10/1/10	Oct-10	from Amanda and Jim re: expert witness	Review E Mail	0.30	\$ 450.00	\$ 135.00	im	
522	64	Gene Feldman	10/1/10	Oct-10	from Jeff re: declaration	Review E Mail	0.20	\$ 450.00	\$ 90.00		Jeff is client left Charlebois
523	220	Gene Feldman	10/1/10	Oct-10	from Amanda and Jim re: expert witness	Review E Mail	0.30	\$ 450.00	\$ 135.00	im	
553	221	Gene Feldman	10/7/10	Oct-10	Amanda, Jim and Mike re: possible list of mediators	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
563	222	Gene Feldman	10/8/10	Oct-10	Amanda re: Judge Larson as mediator	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
579	223	Gene Feldman	10/14/10	Oct-10	Amanda re: Mazz site inspection of stadium	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
585	94	Gene Feldman	10/16/10	Oct-10	Long distance charges	Long Distance	0.00	\$ 450.00	\$ -		
593	65	Gene Feldman	10/18/10	Oct-10	Conference Mazz, Desimone & Canning re stadium accessibility inspection	Phone Call	1.00	\$ 450.00	\$ 450.00	ic	
594	224	Gene Feldman	10/18/10	Oct-10	Amanda re: conference call to discuss Mazz site	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
597	66	Gene Feldman	10/19/10	Oct-10	Desimone to Mazz re: accessible seating chart	Review E Mail	0.60	\$ 450.00	\$ 270.00	im	
610	67	Gene Feldman	10/20/10	Oct-10	Revise demand letter from VID	Review	1.40	\$ 450.00	\$ 630.00		
611	68	Gene Feldman	10/20/10	Oct-10	revisions to demand letter from MS	Review	0.30	\$ 450.00	\$ 135.00		Feldman, Desimone and Seplow are all working on revising the demand letter.
612	69	Gene Feldman	10/20/10	Oct-10	MIS revisions to demand letter	Phone Call	0.20	\$ 450.00	\$ 90.00	ic	
616	93	Gene Feldman	10/22/10	Oct-10	Long distance charges	Long Distance	0.00	\$ 450.00	\$ -		
622	70	Gene Feldman	10/25/10	Oct-10	from AC to Mazz re WC seat count	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
623	71	Gene Feldman	10/25/10	Oct-10	from Mazz re WC seat count	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
630	72	Gene Feldman	10/26/10	Oct-10	VID re PMK deposition	Phone Call	0.20	\$ 450.00	\$ 90.00	ic	
639	73	Gene Feldman	10/28/10	Oct-10	Conference call with AC & MM	Conference	1.50	\$ 450.00	\$ 675.00	ic qu	
640	74	Gene Feldman	10/28/10	Oct-10	Telephone call with opposing Attorney settlement agreement revisions	Phone Opp Atty	0.30	\$ 450.00	\$ 135.00		
642	75	Gene Feldman	10/29/10	Oct-10	Amanda re: motion for class cert	Phone Call	1.10	\$ 450.00	\$ 495.00	ic	
643	76	Gene Feldman	10/29/10	Oct-10	MLB/Angels baseball attendance	Research	0.70	\$ 450.00	\$ 315.00		
647	77	Gene Feldman	10/30/10	Oct-10	Canning outline of class certification motion	Review E Mail	0.30	\$ 450.00	\$ 135.00	im	
648	80	Gene Feldman	10/30/10	Oct-10	to AC re class certification	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	im	
651	78	Gene Feldman	10/31/10	Oct-10	Preparation of pleadings motion class certification	Prep Pleadings	1.30	\$ 450.00	\$ 585.00		
652	79	Gene Feldman	10/31/10	Oct-10	to AC re class certification	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	im	
666	81	Gene Feldman	11/1/10	Nov-10	from AC	Phone Call	0.30	\$ 450.00	\$ 135.00	ic qu	
667	82	Gene Feldman	11/1/10	Nov-10	from AC	Review E Mail	0.30	\$ 450.00	\$ 135.00	im qu	
668	95	Gene Feldman	11/1/10	Nov-10	Long distance charges	Long Distance	0.00	\$ 450.00	\$ -		
669	96	Gene Feldman	11/1/10	Nov-10	Long distance charges	Long Distance	0.00	\$ 450.00	\$ -		
670	97	Gene Feldman	11/1/10	Nov-10	Long distance charges	Long Distance	0.00	\$ 450.00	\$ -		
676	83	Gene Feldman	11/2/10	Nov-10	AC re witness declarations	Phone Call	0.20	\$ 450.00	\$ 90.00	ic	
677	85	Gene Feldman	11/2/10	Nov-10	Preparation of pleadings revise class certification motion	Prep Pleadings	1.40	\$ 450.00	\$ 630.00		
678	98	Gene Feldman	11/2/10	Nov-10	Long distance charges	Long Distance	0.00	\$ 450.00	\$ -		
684	84	Gene Feldman	11/3/10	Nov-10	Preparation of pleadings revise class certification motion	Prep Pleadings	2.70	\$ 450.00	\$ 1,215.00		
685	86	Gene Feldman	11/3/10	Nov-10	ADA	Legal Research	0.40	\$ 450.00	\$ 180.00		
686	87	Gene Feldman	11/3/10	Nov-10	AC re revisions to class cert. motion	Phone Call	0.30	\$ 450.00	\$ 135.00	ic	
687	99	Gene Feldman	11/3/10	Nov-10	Long distance charges	Long Distance	0.00	\$ 450.00	\$ -		
691	88	Gene Feldman	11/4/10	Nov-10	AC	Phone Call	0.20	\$ 450.00	\$ 90.00	ic qu	

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Exhibit C: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
692	89	Gene Feldman	11/4/10	Nov-10	Revise class certification	Phone Call	0.20	\$ 450.00	\$ 90.00	qu	
693	90	Gene Feldman	11/4/10	Nov-10	Revise class certification typically	Phone Opp Atty	0.80	\$ 450.00	\$ 360.00		
694	100	Gene Feldman	11/4/10	Nov-10	Long distance charges	Long Distance	0.00	\$ 450.00	\$ -		
713	91	Gene Feldman	11/7/10	Nov-10	VID	Phone Call	0.30	\$ 450.00	\$ 135.00	lc qu	
714	92	Gene Feldman	11/7/10	Nov-10	from AC and WS	Review E Mail	0.20	\$ 450.00	\$ 90.00	im qu	
760	101	Gene Feldman	11/24/10	Nov-10	Review defendants opposition to class certification	Review	3.10	\$ 450.00	\$ 1,395.00		
761	102	Gene Feldman	11/24/10	Nov-10	Evidentiary objection response	Legal Research	1.60	\$ 450.00	\$ 720.00		
762	103	Gene Feldman	11/24/10	Nov-10	to VID	Prepare E Mail	0.30	\$ 450.00	\$ 135.00	im qu	
763	104	Gene Feldman	11/24/10	Nov-10	Amanda re: reply brief	Phone Call	0.30	\$ 450.00	\$ 135.00	lc	
764	105	Gene Feldman	11/25/10	Nov-10	to VID re reply brief declaration analysis	Prepare E Mail	0.60	\$ 450.00	\$ 270.00	im	
769	106	Gene Feldman	11/27/10	Nov-10	from VID re reply brief	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
778	107	Gene Feldman	11/30/10	Nov-10	AC	Phone Call	0.20	\$ 450.00	\$ 90.00	lc qu	
779	108	Gene Feldman	11/30/10	Nov-10	Review defense objection to Mazz declaration	Review	2.00	\$ 450.00	\$ 900.00		
782	109	Gene Feldman	12/1/10	Dec-10	Responses to defense objection to Mazz declaration	Draft	3.70	\$ 450.00	\$ 1,665.00		
783	110	Gene Feldman	12/1/10	Dec-10	from jim	Phone Call	0.30	\$ 450.00	\$ 135.00	lc qu	
784	112	Gene Feldman	12/1/10	Dec-10	Legal Research evidence objections	Legal Research	0.40	\$ 450.00	\$ 180.00		
794	111	Gene Feldman	12/3/10	Dec-10	responses to objections to plaintiff declarations	Preparation	2.40	\$ 450.00	\$ 1,080.00		
798	113	Gene Feldman	12/4/10	Dec-10	Review reply brief	Review	0.70	\$ 450.00	\$ 315.00		
818	114	Gene Feldman	12/11/10	Dec-10	from VID re continuance of class certification	Review E Mail	0.30	\$ 450.00	\$ 135.00	im	
832	115	Gene Feldman	1/14/11	Jan-11	from VID	Review E Mail	0.20	\$ 450.00	\$ 90.00	im qu	
833	116	Gene Feldman	1/14/11	Jan-11	to VID re: mediation	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	im	
841	117	Gene Feldman	1/18/11	Jan-11	VID re: mediation	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
851	118	Gene Feldman	1/21/11	Jan-11	VID re: mediation	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
852	119	Gene Feldman	1/21/11	Jan-11	VID re: status	Phone Call	0.20	\$ 450.00	\$ 90.00	lc	Feldman, Canning and Desimone all appeared at Class Certification Hearing on 1/24/2011
861	120	Gene Feldman	1/24/11	Jan-11	Court Appearance class certification motion	Court	5.00	\$ 450.00	\$ 2,250.00		
862	121	Gene Feldman	1/24/11	Jan-11	No description	mileage	0.00	\$ 450.00	\$ -		
863	122	Gene Feldman	1/24/11	Jan-11	from VID	Review E Mail	0.20	\$ 450.00	\$ 90.00	im qu	
864	123	Gene Feldman	1/24/11	Jan-11	putative class members	Research	0.40	\$ 450.00	\$ 180.00		
868	124	Gene Feldman	1/25/11	Jan-11	VID	Review E Mail	0.20	\$ 450.00	\$ 90.00	im qu	
879	125	Gene Feldman	1/26/11	Jan-11	Review survey	Review	0.30	\$ 450.00	\$ 135.00		Feldman and Desimone both conferred with client (PC) on 1/26/2011
880	126	Gene Feldman	1/26/11	Jan-11	Re survey	Phone client	0.40	\$ 450.00	\$ 180.00		
900	127	Gene Feldman	2/4/11	Feb-11	Amanda re: survey	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
913	225	Gene Feldman	2/8/11	Feb-11	Brent Giddens re: survey	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
923	128	Gene Feldman	2/16/11	Feb-11	Jim Desimone re strategy	Phone Call	0.30	\$ 450.00	\$ 135.00	lc	
924	226	Gene Feldman	2/16/11	Feb-11	Desimone re: survey delay	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
932	129	Gene Feldman	2/18/11	Feb-11	Desimone re: survey	Review E Mail	0.40	\$ 450.00	\$ 180.00	im	
939	130	Gene Feldman	2/22/11	Feb-11	from jim re: survey	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
942	134	Gene Feldman	2/25/11	Feb-11	Desimone to Giddens re survey revisions	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
945	227	Gene Feldman	2/26/11	Feb-11	Desimone to Canning and me re: survey questions	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
951	228	Gene Feldman	2/28/11	Feb-11	Desimone to Canning and me re: survey questions	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
962	131	Gene Feldman	3/1/11	Mar-11	Desimone and Giddens re: survey	Review E Mail	0.40	\$ 450.00	\$ 180.00	im	
963	132	Gene Feldman	3/1/11	Mar-11	Desimone re discovery and survey	Phone Call	0.20	\$ 450.00	\$ 90.00	lc	
964	133	Gene Feldman	3/1/11	Mar-11	Desimone re discovery putative class members	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	im	
977	137	Gene Feldman	3/3/11	Mar-11	Desimone re meet and confer	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
982	136	Gene Feldman	3/4/11	Mar-11	Desimone re meet and confer discovery Angels	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
985	135	Gene Feldman	3/5/11	Mar-11	Desimone re: witness	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
1003	229	Gene Feldman	3/9/11	Mar-11	Desimone to Giddens re: discovery meet and confer-witness contact information	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	end of page 30

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Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
1008	230	Gene Feldman	3/10/11	Mar-11	Plaintiff's motion to compel discovery from Angels	Review	0.30	\$ 450.00	\$ 135.00		
1022	231	Gene Feldman	3/16/11	Mar-11	DOJ/ADA theatre and stadium settlements	Legal Research	0.30	\$ 450.00	\$ 135.00		
1029	232	Gene Feldman	3/17/11	Mar-11	Desimone re: survey outreach efforts	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
1030	233	Gene Feldman	3/17/11	Mar-11	Court order granting motion to compel sampling survey and continuing motion for class certification	Review	0.20	\$ 450.00	\$ 90.00		
1033	234	Gene Feldman	3/18/11	Mar-11	Giddens re: conference call with DRIC	Review E Mail	0.20	\$ 450.00	\$ 90.00		
1034	235	Gene Feldman	3/18/11	Mar-11	Pearlman re: conference call	Review E Mail	0.20	\$ 450.00	\$ 90.00		
1040	236	Gene Feldman	3/21/11	Mar-11	Giddens and Desimone re: conference call	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
1047	138	Gene Feldman	3/23/11	Mar-11	Desimone and Giddens re survey	Review E Mail	0.30	\$ 450.00	\$ 135.00	im	
1048	139	Gene Feldman	3/24/11	Mar-11	VJD and Giddens re survey	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
1049	237	Gene Feldman	3/25/11	Mar-11	Desimone to Giddens re: survey response cut off date	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
1051	238	Gene Feldman	3/29/11	Mar-11	Giddens to Desimone re: survey response cut off date	Review E Mail	0.20	\$ 450.00	\$ 90.00		
1056	239	Gene Feldman	3/30/11	Mar-11	Desimone to Giddens re: email addresses for wheelchair accessible seat purchasers	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
1067	240	Gene Feldman	3/31/11	Mar-11	Giddens to Desimone re: implementation of March 17 court order	Review E Mail	0.20	\$ 450.00	\$ 90.00		Feldman bills to review emails opposing counsel (Giddens) sends to James Desimone
1068	241	Gene Feldman	3/31/11	Mar-11	Desimone to Giddens re: implementation of March 17 court order	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	Feldman bills to review emails Desimone sends to opposing counsel
1069	242	Gene Feldman	4/1/11	Apr-11	Plaintiff's motion to compel witness identification of putative class members	Review	0.30	\$ 450.00	\$ 135.00		
1077	140	Gene Feldman	4/7/11	Apr-11	Desimone re survey	Phone Call	0.20	\$ 450.00	\$ 90.00	ic	
1078	141	Gene Feldman	4/7/11	Apr-11	Defendant opposition to Plaintiff's ex parte discovery motion	Review	0.30	\$ 450.00	\$ 135.00		
1080	243	Gene Feldman	4/10/11	Apr-11	Desimone to Giddens re: wheelchair users seen at Angels game previous night	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	im	
1091	244	Gene Feldman	4/11/11	Apr-11	Canning re: survey outreach to community groups for disabled	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
1115	245	Gene Feldman	4/16/11	Apr-11	Desimone re: putative class member Laker Larry	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
1130	246	Gene Feldman	4/27/11	Apr-11	Desimone re: Angels compliance with court order regarding email addresses of witnesses	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	im	
1134	142	Gene Feldman	4/29/11	Apr-11	Review survey results	Review	0.40	\$ 450.00	\$ 180.00		
1142	143	Gene Feldman	5/8/11	May-11	Desimone re: PMK deposition notice	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
1145	247	Gene Feldman	5/10/11	May-11	Desimone re: Murphy declaration	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	im	
1150	144	Gene Feldman	5/12/11	May-11	Preparation of pleading Murphy declaration	Prep Pleadings	0.40	\$ 450.00	\$ 180.00		
1157	248	Gene Feldman	5/17/11	May-11	Desimone to Giddens re: PMK deposition available dates	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
1161	145	Gene Feldman	5/20/11	May-11	Desimone re survey results and PMK deposition	Review E Mail	0.30	\$ 450.00	\$ 135.00	im	
1179	146	Gene Feldman	5/24/11	May-11	Desimone re: call script for outreach to putative class members	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
1189	147	Gene Feldman	5/28/11	May-11	Review follow up survey	Review	0.50	\$ 450.00	\$ 225.00		
1197	148	Gene Feldman	6/1/11	Jun-11	Review declarations in support of class certification from putative class members	Review	0.50	\$ 450.00	\$ 225.00		
1218	249	Gene Feldman	6/6/11	Jun-11	Desimone re: final Murphy declaration	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	im	
1225	149	Gene Feldman	6/9/11	Jun-11	Send ticket copy to Desimone	Prepare E Mail	0.20	\$ 450.00	\$ 90.00	cl qu	
1226	150	Gene Feldman	6/9/11	Jun-11	Copying cost	Photocopies	0.00	\$ 450.00	\$ -		
1227	250	Gene Feldman	6/9/11	Jun-11	Desimone re: declarations from putative class members	Review E Mail	0.20	\$ 450.00	\$ 90.00	im	
1257	151	Gene Feldman	6/15/11	Jun-11	Review declaration Antoine re: survey results and Angel contact	Review	0.30	\$ 450.00	\$ 135.00		
1262	152	Gene Feldman	6/16/11	Jun-11	Desimone	Review E Mail	0.20	\$ 450.00	\$ 90.00	im qu	
1269	153	Gene Feldman	6/17/11	Jun-11	Legal Research public polic ADA enforcement	Legal Research	0.60	\$ 450.00	\$ 270.00		

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#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
1270	154	Gene Feldman	6/17/11	Jun-11	Desimone re: public polic ADA enforcement	Phone Call	0.20	\$ 450.00	\$	90.00 ic	
1271	155	Gene Feldman	6/17/11	Jun-11	Review Plaintiff response to Angels objections to declaration and Desimone declaration in support of class certification	Review	0.30	\$ 450.00	\$ 135.00		
1276	156	Gene Feldman	6/19/11	Jun-11	Desimone re class certification hearing	Review E Mail	0.30	\$ 450.00	\$ 135.00 im		
1283	157	Gene Feldman	6/20/11	Jun-11	Class certification hearing	Court	5.80	\$ 450.00	\$ 2,610.00		
1307	160	Gene Feldman	7/2/11	Jul-11	Charlebois re: case status	Prepare E Mail	0.20	\$ 450.00	\$ 90.00 qu		
1308	161	Gene Feldman	7/2/11	Jul-11	Class certification order	Review	0.60	\$ 450.00	\$ 270.00		
1309	158	Gene Feldman	7/3/11	Jul-11	Review class certification order	Review	0.90	\$ 450.00	\$ 405.00		
1310	159	Gene Feldman	7/4/11	Jul-11	36 CFR 150 (d)	Legal Research	0.80	\$ 450.00	\$ 360.00		
1322	162	Gene Feldman	7/14/11	Jul-11	Desimone re deposition of PMK	Phone call	0.20	\$ 450.00	\$ 90.00 ic		
1339	164	Gene Feldman	7/28/11	Jul-11	Desimone re: Anaheim ADA coordinator	Prepare E Mail	0.20	\$ 450.00	\$ 90.00 im		
1340	165	Gene Feldman	7/28/11	Jul-11	Desimone to Giddens re cost advance for expert witness deposition	Review E Mail	0.20	\$ 450.00	\$ 90.00 im		
1343	163	Gene Feldman	7/30/11	Jul-11	Desimone re: Anaheim ADA coordinator	Prepare E Mail	0.20	\$ 450.00	\$ 90.00 im		
1345	166	Gene Feldman	7/31/11	Jul-11	Documents produced by Angels	Review	1.40	\$ 450.00	\$ 630.00		
1348	167	Gene Feldman	8/1/11	Aug-11	Conference with Desimone prepare for PMK deposition	Conference	3.60	\$ 450.00	\$ 1,620.00 ic		
1355	168	Gene Feldman	8/2/11	Aug-11	Desimone re PMK deposition	Review E Mail	0.20	\$ 450.00	\$ 90.00 im		
1356	169	Gene Feldman	8/2/11	Aug-11	Bill Beverage	Legal Research	0.20	\$ 450.00	\$ 90.00		
1364	170	Gene Feldman	8/5/11	Aug-11	Deposition PMK Bill Beverage	Deposition	7.40	\$ 450.00	\$ 3,330.00		
1365	171	Gene Feldman	8/5/11	Aug-11	Scott Schutzman re: use of luxury suites as reasonable	Phone Call	0.20	\$ 450.00	\$ 90.00		
1366	172	Gene Feldman	8/5/11	Aug-11	Desimone re: use of luxury suites as reasonable accommodation	Prepare E Mail	0.20	\$ 450.00	\$ 90.00 im		
1383	251	Gene Feldman	8/9/11	Aug-11	Desimone re: mediation scheduling for 10/21/11	Review E Mail	0.20	\$ 450.00	\$ 90.00 im		
1387	173	Gene Feldman	8/12/11	Aug-11	Review scheduling order from court	Review	0.20	\$ 450.00	\$ 90.00		
1398	174	Gene Feldman	8/24/11	Aug-11	Desimone re: discovery	Review E Mail	0.20	\$ 450.00	\$ 90.00 im		
1412	252	Gene Feldman	9/17/11	Sep-11	Desimone re: Mazz conference call scheduling	Review E Mail	0.20	\$ 450.00	\$ 90.00 im		
1421	175	Gene Feldman	9/25/11	Sep-11	Jocelyn Alexander re: mediation information	Prepare E Mail	0.20	\$ 450.00	\$ 90.00		
1431	176	Gene Feldman	9/26/11	Sep-11	Information	Prepare E Mail	0.20	\$ 450.00	\$ 90.00		
1432	177	Gene Feldman	9/26/11	Sep-11	Jocelyn Alexander re: mediation information	Review E Mail	0.20	\$ 450.00	\$ 90.00 ic		
1433	178	Gene Feldman	9/26/11	Sep-11	Amanda Canning re: Mazz conference call	Phone Call	0.20	\$ 450.00	\$ 90.00 ic		
1434	179	Gene Feldman	9/26/11	Sep-11	Mazz conference call	Review E Mail	0.20	\$ 450.00	\$ 90.00 qu		
1453	180	Gene Feldman	9/29/11	Sep-11	Desimone re: Mazz conference call	Prepare E Mail	0.20	\$ 450.00	\$ 90.00 im		
1451	181	Gene Feldman	10/6/11	Oct-11	Desimone re: settlement proposal	Review E Mail	0.20	\$ 450.00	\$ 90.00 im		
1452	182	Gene Feldman	10/6/11	Oct-11	Desimone re: settlement proposal	Prepare E Mail	0.20	\$ 450.00	\$ 90.00 im		
1473	183	Gene Feldman	10/11/11	Oct-11	Desimone re: Mazz conference call	Review E Mail	0.20	\$ 450.00	\$ 90.00 im		
1479	184	Gene Feldman	10/12/11	Oct-11	Review Seating Report from Critical Structures	Review	0.40	\$ 450.00	\$ 180.00		
1490	185	Gene Feldman	10/13/11	Oct-11	Mazz, Canning & Desimone re: defense report	Phone Call	0.60	\$ 450.00	\$ 270.00		Conference call with expert: Michael Mazza
1496	253	Gene Feldman	10/14/11	Oct-11	Draft mediation brief section on Angels economic capacity to pay for stadium modifications	Draft	0.30	\$ 450.00	\$ 135.00		
1497	254	Gene Feldman	10/14/11	Oct-11	Canning re: brief action on Angels economic capacity to pay for stadium modifications	Review E Mail	0.20	\$ 450.00	\$ 90.00 im		
1498	255	Gene Feldman	10/14/11	Oct-11	Giddens re: expert report questions from Desimone	Review E Mail	0.20	\$ 450.00	\$ 90.00		
		Gene Feldman Total					128.40		\$ 57,780.00		

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Exhibit C: SDSHHH Legal Bill Review

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#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
1	90	James V. DeSimone	9/9/09	Sep-09	Discussion with Eugene Feldman ("EG") Angel Stadium wheelchair access, client J. Paul Charlebois ("JPC") (.7 hr)		0.70	\$ 650.00	\$ 455.00		
2	91	James V. DeSimone	9/9/09	Sep-09	review Caselaw. Colorado Rockies case documents, Justice Dept. Regulations (2.6 hrs)		2.60	\$ 650.00	\$ 1,690.00	qu	
3	92	James V. DeSimone	9/9/09	Sep-09	Emails w/ EF re: case options, (3)		0.30	\$ 650.00	\$ 195.00	im	EF is Gene (Eugene) Feldman
4	93	James V. DeSimone	9/10/09	Sep-09	follow up corr. w/ EF (3)		0.30	\$ 650.00	\$ 195.00	im	
6	94	James V. DeSimone	9/19/09	Sep-09	review on-line Angel Baseball Information (.7)		0.70	\$ 650.00	\$ 455.00		
7	95	James V. DeSimone	9/19/09	Sep-09	memo to file (.2)		0.20	\$ 650.00	\$ 130.00	im qu	
8	96	James V. DeSimone	9/19/09	Sep-09	emails w/ EF (.2)		0.20	\$ 650.00	\$ 130.00	im qu	
9	97	James V. DeSimone	9/26/09	Sep-09	case law review (.8)		0.80	\$ 650.00	\$ 520.00	qu	
10	98	James V. DeSimone	9/26/09	Sep-09	emails w/ EF re: stadium options (.2)		0.20	\$ 650.00	\$ 130.00	im	
12	99	James V. DeSimone	9/29/09	Sep-09	attend Angel Game/take photographs Survey disabled access seating		3.00	\$ 650.00	\$ 1,950.00		
15	100	James V. DeSimone	10/6/09	Oct-09	emails w/ EF (.2)		0.20	\$ 650.00	\$ 130.00	im qu	
16	101	James V. DeSimone	10/6/09	Oct-09	review of Taco Bell case (.3)		0.30	\$ 650.00	\$ 195.00	qu	
18	102	James V. DeSimone	10/7/09	Oct-09	review of Angel wheelchair seating Options (.3)		0.30	\$ 650.00	\$ 195.00		
19	103	James V. DeSimone	10/7/09	Oct-09	meeting w. David Sarnoff Re: case information/strategy (.6 hr)		0.60	\$ 650.00	\$ 390.00	ic	
20	104	James V. DeSimone	10/7/09	Oct-09	emails w/ EF re: seating issues (3)		0.30	\$ 650.00	\$ 195.00	im	
24	105	James V. DeSimone	10/13/09	Oct-09	Read cases and statutes re: Wheelchair access (3.1)		3.10	\$ 650.00	\$ 2,015.00		
25	106	James V. DeSimone	10/13/09	Oct-09	emails w. DS re: case theory (.3)		0.30	\$ 650.00	\$ 195.00	im	
29	107	James V. DeSimone	10/14/09	Oct-09	mtg. w/ JPC, EF, and DS (2.8 hrs)		2.00	\$ 650.00	\$ 1,300.00		meeting with client (JCP)
31	108	James V. DeSimone	10/15/09	Oct-09	corr. w. JPC (.2)		0.20	\$ 650.00	\$ 130.00		
33	109	James V. DeSimone	10/19/09	Oct-09	review and edit ltr to Angel Baseball (.3)		0.30	\$ 650.00	\$ 195.00		
34	110	James V. DeSimone	10/19/09	Oct-09	discussion w. JPC (.3)		0.30	\$ 650.00	\$ 195.00	qu	JPC is client Jeff Charlebois
35	111	James V. DeSimone	10/19/09	Oct-09	read case law (.3)		0.30	\$ 650.00	\$ 195.00	qu	
43	115	James V. DeSimone	11/2/09	Nov-09	reviewed case law/wrote list of Talking points re: conv. w. David Cohen ("DC") (.8 hr)		0.80	\$ 650.00	\$ 520.00		DC is associated with Angels Baseball team
44	116	James V. DeSimone	11/2/09	Nov-09	Tc to DC, message (.1 hr)		0.10	\$ 650.00	\$ 65.00	qu	
47	117	James V. DeSimone	11/6/09	Nov-09	conv. w. DC (.3 hr)		0.30	\$ 650.00	\$ 195.00	qu	
48	118	James V. DeSimone	11/6/09	Nov-09	conv. w. Eugene Feldman (EF) (.3 hr)		0.30	\$ 650.00	\$ 195.00	ic qu	
49	119	James V. DeSimone	11/6/09	Nov-09	Memo to file (.2 hr)		0.20	\$ 650.00	\$ 130.00	im qu	
51	120	James V. DeSimone	11/8/09	Nov-09	prepared ltr. To DC (.8 hr)		0.80	\$ 650.00	\$ 520.00	qu	
52	121	James V. DeSimone	11/8/09	Nov-09	Email to EF (.1 hr)		0.10	\$ 650.00	\$ 65.00	im qu	
53	122	James V. DeSimone	11/8/09	Nov-09	email to Scott Sheutzman (.2 hr)		0.20	\$ 650.00	\$ 130.00	qu	Scott Sheutzmann (SS) is not an Schonbrunn/internal timekeeper
55	123	James V. DeSimone	11/9/09	Nov-09	finalized letter to DC (2)		0.20	\$ 650.00	\$ 130.00	qu	
56	124	James V. DeSimone	11/9/09	Nov-09	email To SS (.1)		0.10	\$ 650.00	\$ 65.00	im	
59	125	James V. DeSimone	11/17/09	Nov-09	telephone all w. Brent Giddens (BG) (.3)		0.30	\$ 650.00	\$ 195.00	qu	
60	126	James V. DeSimone	11/17/09	Nov-09	email EF, DS and Mike Seplow (MS) .1		0.10	\$ 650.00	\$ 65.00	im qu	
61	127	James V. DeSimone	12/1/09	Dec-09	email w. BG (.1)		0.10	\$ 650.00	\$ 65.00	qu	BG is Brent Giddens
63	128	James V. DeSimone	12/1/09	Dec-09	corr. w. BG re: documents. Settlement (.3)		0.30	\$ 650.00	\$ 195.00		
65	129	James V. DeSimone	12/2/09	Dec-09	email for BG (.1)		0.10	\$ 650.00	\$ 65.00	qu	
67	130	James V. DeSimone	12/3/09	Dec-09	review and edit City of Anaheim tort claim next draft of tort claim (.2 hr)		0.40	\$ 650.00	\$ 260.00		
69	131	James V. DeSimone	12/4/09	Dec-09	email JC and EF (.2 Hr)		0.20	\$ 650.00	\$ 130.00	im qu	
70	132	James V. DeSimone	12/4/09	Dec-09	email JC and EF (.2 Hr)		0.20	\$ 650.00	\$ 130.00	im qu	
71	133	James V. DeSimone	12/4/09	Dec-09	conv. w. Brent Giddens (.3)		0.30	\$ 650.00	\$ 195.00	im	
72	134	James V. DeSimone	12/6/09	Dec-09	emails w. JPC and EF re: Strategy (.3)		0.30	\$ 650.00	\$ 195.00	im	
73	135	James V. DeSimone	12/7/09	Dec-09	Finalize tort claim (.2 Hr)		0.20	\$ 650.00	\$ 130.00	qu	
74	136	James V. DeSimone	12/7/09	Dec-09	email to JC (.1 hr)		0.10	\$ 650.00	\$ 65.00	qu	
75	137	James V. DeSimone	12/7/09	Dec-09	further review and emails (.2 hr)		0.20	\$ 650.00	\$ 130.00	qu	
77	138	James V. DeSimone	12/9/09	Dec-09	Finalize tort claim (.4)		0.40	\$ 650.00	\$ 260.00		
79	139	James V. DeSimone	12/15/09	Dec-09	read cases (.5)		0.50	\$ 650.00	\$ 325.00	qu	
80	140	James V. DeSimone	12/15/09	Dec-09	mtg w. DS re: Complaint/causes of action (.5)		0.50	\$ 650.00	\$ 325.00	ic	

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Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
85	141	James V. DeSimone	12/28/09	Dec-09	review of risk letters from City of Anaheim (1)		0.10	\$ 650.00	\$ 65.00		
86	142	James V. DeSimone	12/28/09	Dec-09	mtg. W. DS re: Complaint (3)		0.30	\$ 650.00	\$ 195.00	ic	
87	143	James V. DeSimone	12/28/09	Dec-09	Corr. W. BG (2)		0.20	\$ 650.00	\$ 130.00	qu	
88	144	James V. DeSimone	1/4/10	Jan-10	File review and email to BG Re: documents (3)		0.30	\$ 650.00	\$ 195.00		BC is internal timekeeper Bill Clifton
89	145	James V. DeSimone	1/18/10	Jan-10	Con. W. BC re: documents/ Status (3)		0.30	\$ 650.00	\$ 195.00	ic	
94	146	James V. DeSimone	1/21/10	Jan-10	emails w. paralegal EF, JPC re: Denial of tort claim		0.20	\$ 650.00	\$ 130.00	im	
97	147	James V. DeSimone	1/27/10	Jan-10	review and edit draft Complaint		1.80	\$ 650.00	\$ 1,170.00		
99	148	James V. DeSimone	2/3/10	Feb-10	review prior corr. (2 Br)		0.20	\$ 650.00	\$ 130.00	qu	
100	149	James V. DeSimone	2/3/10	Feb-10	corr. To Brent Giddens (2)		0.20	\$ 650.00	\$ 130.00	qu	
101	150	James V. DeSimone	2/5/10	Feb-10	review Corr. BG		0.10	\$ 650.00	\$ 65.00	qu	
102	151	James V. DeSimone	2/8/10	Feb-10	corr. To BG		0.10	\$ 650.00	\$ 65.00	qu	
104	152	James V. DeSimone	2/16/10	Feb-10	follow up corr. W. BG (2)		0.20	\$ 650.00	\$ 130.00	qu	
107	153	James V. DeSimone	3/7/10	Mar-10	email w. EF re: strategy		0.20	\$ 650.00	\$ 130.00	im	
108	154	James V. DeSimone	3/8/10	Mar-10	review BG email/email w. EF Re: strategy, review and email Complaint		0.60	\$ 650.00	\$ 390.00	im	
114	155	James V. DeSimone	3/15/10	Mar-10	review and edit Complaint (6)		0.60	\$ 650.00	\$ 390.00		
115	156	James V. DeSimone	3/15/10	Mar-10	Emails w. EF re: strategy (1)		0.10	\$ 650.00	\$ 65.00	im	
118	157	James V. DeSimone	3/22/10	Mar-10	review BG email/ email EF		0.20	\$ 650.00	\$ 130.00	im qu	
122	158	James V. DeSimone	3/25/10	Mar-10	review ADA regs (4)		0.40	\$ 650.00	\$ 260.00		
123	159	James V. DeSimone	3/25/10	Mar-10	prepared ltr. To BG (8)		0.80	\$ 650.00	\$ 520.00		
125	160	James V. DeSimone	4/5/10	Apr-10	conv. W. GF re: wheelchair access		0.60	\$ 650.00	\$ 390.00	ic	GF is Gene Feldman
126	161	James V. DeSimone	4/13/10	Apr-10	conv. W. EF re: strategy/community Resources (3)		0.30	\$ 650.00	\$ 195.00	ic	
127	162	James V. DeSimone	4/13/10	Apr-10	email contacts re: Outreach (3)		0.30	\$ 650.00	\$ 195.00		
131	163	James V. DeSimone	4/15/10	Apr-10	tc and email to Disability Legal rights Center (2)		0.20	\$ 650.00	\$ 130.00	qu	
132	164	James V. DeSimone	4/15/10	Apr-10	review of Complaint (3 hr)		0.30	\$ 650.00	\$ 195.00		
133	165	James V. DeSimone	4/19/10	Apr-10	review and edit Complaint (8 hr)		0.80	\$ 650.00	\$ 520.00		
134	166	James V. DeSimone	4/19/10	Apr-10	conv. W. Mike Seplow (MS) re: final complaint (1)		0.10	\$ 650.00	\$ 65.00	ic	
135	167	James V. DeSimone	4/19/10	Apr-10	review MS memo and Emails (2)		0.20	\$ 650.00	\$ 130.00	im qu	
141	168	James V. DeSimone	4/21/10	Apr-10	review DLRC federal complaint (4)		4.00	\$ 650.00	\$ 2,600.00		
142	169	James V. DeSimone	4/21/10	Apr-10	Email w. WH re: strategy (1)		0.10	\$ 650.00	\$ 65.00		WH is not an internal timekeeper
143	170	James V. DeSimone	4/21/10	Apr-10	mtg. W. MS re: strategy re: complaint/ Filing/remedies (4)		0.40	\$ 650.00	\$ 260.00	ic	
144	171	James V. DeSimone	4/21/10	Apr-10	tc. W. MS and EF re: filing strategy (4)		0.40	\$ 650.00	\$ 260.00	ic	
149	172	James V. DeSimone	4/23/10	Apr-10	mtg. W. MS re: strategy (2)		0.20	\$ 650.00	\$ 130.00	ic	
150	173	James V. DeSimone	4/23/10	Apr-10	emails W. EF and MS (2)		0.20	\$ 650.00	\$ 130.00	im qu	
151	174	James V. DeSimone	4/23/10	Apr-10	mtg. W. AC And MS re: case strategy (1)		0.10	\$ 650.00	\$ 65.00	ic	
158	175	James V. DeSimone	5/12/10	May-10	conv. w. EF re: Complaint/strategy (2)		0.20	\$ 650.00	\$ 130.00	ic	
159	176	James V. DeSimone	5/12/10	May-10	Emails w. AC re: Complaint (2)		0.20	\$ 650.00	\$ 130.00	im	
163	177	James V. DeSimone	5/26/10	May-10	review and edit Federal Court Complaint (1.1 hr)		1.10	\$ 650.00	\$ 715.00		
164	178	James V. DeSimone	5/26/10	May-10	email AC (1)		0.10	\$ 650.00	\$ 65.00	im qu	
165	179	James V. DeSimone	5/26/10	May-10	Mtg. W. AC re: complaint (5)		0.50	\$ 650.00	\$ 325.00	ic	
167	180	James V. DeSimone	5/27/10	May-10	discussions w. AC re: complaint (3)		0.30	\$ 650.00	\$ 195.00	ic	
168	181	James V. DeSimone	5/27/10	May-10	Emails w. MS re: complaint (1)		0.10	\$ 650.00	\$ 65.00	im	
172	182	James V. DeSimone	5/28/10	May-10	review and edit final draft of Complaint (.8 hr)		0.80	\$ 650.00	\$ 520.00		
173	183	James V. DeSimone	5/28/10	May-10	email EF (1)		0.10	\$ 650.00	\$ 65.00	im qu	
174	184	James V. DeSimone	5/28/10	May-10	Email JPC (1)		0.10	\$ 650.00	\$ 65.00	im qu	
179	185	James V. DeSimone	6/1/10	Jun-10	email exchange w. EF re: Complaint (3 hr)		0.30	\$ 650.00	\$ 195.00	im	
180	186	James V. DeSimone	6/1/10	Jun-10	email w. MS re: strategy (1)		0.10	\$ 650.00	\$ 65.00	im	
182	187	James V. DeSimone	6/2/10	Jun-10	mtg w. MS re: Complaint/strategy (.3 hr)		0.30	\$ 650.00	\$ 195.00	ic	
183	188	James V. DeSimone	6/2/10	Jun-10	mtg. W. MIM re: complaint Strategy (1)		0.10	\$ 650.00	\$ 65.00	ic	
184	189	James V. DeSimone	6/2/10	Jun-10	tc. w. EF, AC & MS (7 hr)		0.70	\$ 650.00	\$ 455.00	ic	

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#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
185	190	James V. DeSimone	6/2/10	Jun-10	email to JC (1.1)		0.10	\$ 650.00	\$	65.00 im qu	
186	191	James V. DeSimone	6/2/10	Jun-10	review AC memo re: law and email questions (4)		0.40	\$ 650.00	\$ 260.00	im	
195	192	James V. DeSimone	6/3/10	Jun-10	conv. w. EF re: strategy (3)		0.30	\$ 650.00	\$ 195.00	ic	
196	193	James V. DeSimone	6/3/10	Jun-10	conv. W. AC re: complaint revisions (2)		0.20	\$ 650.00	\$ 130.00	ic	
197	194	James V. DeSimone	6/3/10	Jun-10	conv. W. EF (2)		0.20	\$ 650.00	\$ 130.00	ic qu	
198	195	James V. DeSimone	6/3/10	Jun-10	conv w. JC (1)		0.10	\$ 650.00	\$ 65.00	ic qu	
204	196	James V. DeSimone	6/4/10	Jun-10	conv. W. EF re: research/strategy (2)		0.20	\$ 650.00	\$ 130.00	ic	Feldman also billed for conference call with client on 6/4/2010
205	197	James V. DeSimone	6/4/10	Jun-10	conv. W. JC and EF re: lawsuit/strategy (7)		0.70	\$ 650.00	\$ 455.00		
206	198	James V. DeSimone	6/4/10	Jun-10	mtg. w. AC re: changes to lawsuit (2)		0.20	\$ 650.00	\$ 130.00	ic	
207	199	James V. DeSimone	6/4/10	Jun-10	mtg. W. MS re: strategy (1)		0.10	\$ 650.00	\$ 65.00	ic	
208	200	James V. DeSimone	6/4/10	Jun-10	email W. EF and AC (1)		0.10	\$ 650.00	\$ 65.00	im qu	
216	201	James V. DeSimone	6/7/10	Jun-10	emails w. AC and MS re: complaint (2)		0.20	\$ 650.00	\$ 130.00	im	
217	202	James V. DeSimone	6/7/10	Jun-10	mtg. W. AC re: complaint Allegations (2)		0.30	\$ 650.00	\$ 195.00	ic	
218	203	James V. DeSimone	6/7/10	Jun-10	conf. W. MS re: Revised complaint (3)		0.40	\$ 650.00	\$ 260.00		
223	204	James V. DeSimone	6/8/10	Jun-10	review case law/complaint		0.40	\$ 650.00	\$ 260.00		
226	205	James V. DeSimone	6/9/10	Jun-10	conv. W. AC re: complaint (2);		0.20	\$ 650.00	\$ 130.00	ic	
227	206	James V. DeSimone	6/9/10	Jun-10	Emails w. MS: re complaint (1)		0.10	\$ 650.00	\$ 65.00	im	
230	207	James V. DeSimone	6/10/10	Jun-10	review and edit complaint for Injunctive relief (1.2 hr)		1.20	\$ 650.00	\$ 780.00		
231	208	James V. DeSimone	6/10/10	Jun-10	email team (1.1 hr)		0.10	\$ 650.00	\$ 65.00	im qu	
232	209	James V. DeSimone	6/10/10	Jun-10	disc. W. MS (1)		0.10	\$ 650.00	\$ 65.00	ic qu	
233	210	James V. DeSimone	6/10/10	Jun-10	mtg. W. AC (2)		0.20	\$ 650.00	\$ 130.00	ic qu	
240	211	James V. DeSimone	6/14/10	Jun-10	review attachments to Complaint (2)		0.20	\$ 650.00	\$ 130.00		
241	212	James V. DeSimone	6/14/10	Jun-10	review Complaint and email Team re: issues (2)		0.20	\$ 650.00	\$ 130.00	im	
242	213	James V. DeSimone	6/14/10	Jun-10	review AC Memo (1)		0.10	\$ 650.00	\$ 65.00	im qu	
243	214	James V. DeSimone	6/14/10	Jun-10	email w. EF (1)		0.10	\$ 650.00	\$ 65.00	im qu	
244	215	James V. DeSimone	6/14/10	Jun-10	Disc. W. MS (1)		0.10	\$ 650.00	\$ 65.00	ic qu	
245	216	James V. DeSimone	6/14/10	Jun-10	disc. W. AC (1)		0.10	\$ 650.00	\$ 65.00	ic qu	
246	217	James V. DeSimone	6/14/10	Jun-10	Disc. W. Paralegal (2)		0.20	\$ 650.00	\$ 130.00	ic qu	
247	218	James V. DeSimone	6/14/10	Jun-10	email to BG (1)		0.10	\$ 650.00	\$ 65.00	qu	
254	219	James V. DeSimone	6/15/10	Jun-10	Finalize Complaint for filing (4)		0.40	\$ 650.00	\$ 260.00	cl	
255	220	James V. DeSimone	6/15/10	Jun-10	Review of legal research (4)		0.40	\$ 650.00	\$ 260.00	qu	
259	221	James V. DeSimone	6/16/10	Jun-10	doc. Review and legal research (5)		0.50	\$ 650.00	\$ 325.00	qu	
260	222	James V. DeSimone	6/16/10	Jun-10	Email w. EF (1)		0.10	\$ 650.00	\$ 65.00	im qu	
261	223	James V. DeSimone	6/16/10	Jun-10	Research re: Judge (5)		0.50	\$ 650.00	\$ 325.00	qu	Judge research
270	224	James V. DeSimone	6/17/10	Jun-10	review Docs (1)		0.10	\$ 650.00	\$ 65.00	ic qu	
271	225	James V. DeSimone	6/17/10	Jun-10	Mtg. W. Paralegal re: tasks (1)		0.10	\$ 650.00	\$ 65.00	qu	
273	226	James V. DeSimone	6/18/10	Jun-10	conv/ W. EF re: strategy (6 hr)		0.60	\$ 650.00	\$ 390.00	ic	
274	227	James V. DeSimone	6/18/10	Jun-10	expert Research (3)		0.30	\$ 650.00	\$ 195.00	qu	
275	228	James V. DeSimone	6/18/10	Jun-10	tc to expert (1)		0.10	\$ 650.00	\$ 65.00	qu	
276	229	James V. DeSimone	6/18/10	Jun-10	email Review and contact witnesses (2)		0.20	\$ 650.00	\$ 130.00	qu	
277	230	James V. DeSimone	6/18/10	Jun-10	speak W. Expert (5)		0.50	\$ 650.00	\$ 325.00	qu	
278	231	James V. DeSimone	6/18/10	Jun-10	memo re conversation (2)		0.20	\$ 650.00	\$ 130.00	qu	
279	232	James V. DeSimone	6/18/10	Jun-10	Follow up w. witnesses (2)		0.20	\$ 650.00	\$ 130.00	qu	
289	233	James V. DeSimone	7/2/10	Jul-10	message from David Greco (1)		0.10	\$ 650.00	\$ 65.00	qu	
290	234	James V. DeSimone	7/2/10	Jul-10	emails W. BG re status (2)		0.20	\$ 650.00	\$ 130.00		
291	235	James V. DeSimone	7/2/10	Jul-10	Rev. Ext. Of time to respond (2)		0.20	\$ 650.00	\$ 130.00		
293	236	James V. DeSimone	7/7/10	Jul-10	email w. MS RE: City of Anaheim Response (2)		0.20	\$ 650.00	\$ 130.00	im	
295	237	James V. DeSimone	7/8/10	Jul-10	conv.DG (2)		0.20	\$ 650.00	\$ 130.00	qu	
296	238	James V. DeSimone	7/9/10	Jul-10	execute stip and email DG (2)		0.20	\$ 650.00	\$ 130.00	qu	
297	239	James V. DeSimone	7/9/10	Jul-10	review witness Statement and email AC Re:		0.20	\$ 650.00	\$ 130.00	im	
298	240	James V. DeSimone	7/9/10	Jul-10	witness contact (2)		0.10	\$ 650.00	\$ 65.00	im	
					Email EF re: update						

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#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (feldman)	Hours	Rate	Fees	Codes	Comments
305	241	James V. DeSimone	7/27/10	Jul-10	conv. W. EF re: New ADA guidelines/ Strategy (.3)		0.30	\$ 650.00	\$ 195.00	ic	
306	242	James V. DeSimone	7/27/10	Jul-10	review guidelines (.3)		0.30	\$ 650.00	\$ 195.00	ic	
307	243	James V. DeSimone	7/27/10	Jul-10	Email MS and AC re: status (.1)		0.10	\$ 650.00	\$ 65.00	im	
310	244	James V. DeSimone	7/28/10	Jul-10	emails w. BG re: mtg of counsel (.2);		0.20	\$ 650.00	\$ 130.00		
311	245	James V. DeSimone	7/28/10	Jul-10	Review and edit decs prepared by AC (.6)		0.60	\$ 650.00	\$ 390.00	qu	
312	246	James V. DeSimone	7/28/10	Jul-10	conv. W. AC		0.10	\$ 650.00	\$ 65.00	ic qu	
315	247	James V. DeSimone	7/30/10	Jul-10	reviewed decs. case law and guidelines in prep for mtg w. BG (.9 hr)		0.90	\$ 650.00	\$ 585.00		Desimone and Seplow meet with Brent Giddens on 7/30/2010
316	248	James V. DeSimone	7/30/10	Jul-10	mtg w. BG and MS (1 hr)		1.00	\$ 650.00	\$ 650.00		
317	249	James V. DeSimone	7/30/10	Jul-10	memo to file re: mtg w. BG and Action Items(.3)		0.30	\$ 650.00	\$ 195.00	im	
320	250	James V. DeSimone	7/31/10	Jul-10	emails and conv.w. EF and MS re: strategy (.3)		0.30	\$ 650.00	\$ 195.00	ic im	
323	251	James V. DeSimone	8/2/10	Aug-10	emails w. EF and MS re: strategy		0.30	\$ 650.00	\$ 195.00	im	
327	252	James V. DeSimone	8/3/10	Aug-10	review BG's email and documents; (.4)		0.40	\$ 650.00	\$ 260.00	qu	
328	253	James V. DeSimone	8/3/10	Aug-10	emails w. AC re: experts (.1)		0.10	\$ 650.00	\$ 65.00	im	
335	254	James V. DeSimone	8/5/10	Aug-10	review AC memo re: expert witnesses; CV's, experience (.4)		0.40	\$ 650.00	\$ 260.00	im	
336	255	James V. DeSimone	8/5/10	Aug-10	emails w. AC, MS and EF re: strategy (.2)		0.20	\$ 650.00	\$ 130.00	im	
337	256	James V. DeSimone	8/5/10	Aug-10	disc w. MS (.3)		0.30	\$ 650.00	\$ 195.00	ic qu	
345	257	James V. DeSimone	8/6/10	Aug-10	mtg. w MS re strategy (.3)		0.30	\$ 650.00	\$ 195.00	ic	
346	258	James V. DeSimone	8/6/10	Aug-10	to conf. W. MS & EF re: strategy (.6)		0.60	\$ 650.00	\$ 390.00	ic	
352	259	James V. DeSimone	8/8/10	Aug-10	conv. W. DG (.1)		0.10	\$ 650.00	\$ 65.00	qu	
354	260	James V. DeSimone	8/9/10	Aug-10	corr. w. DG (.2)		0.20	\$ 650.00	\$ 130.00	qu	
355	261	James V. DeSimone	8/10/10	Aug-10	mtg w. AC re: strategy/experts, T/C w MS and GF (.9)		1.50	\$ 650.00	\$ 975.00	ic qu	
362	262	James V. DeSimone	8/11/10	Aug-10	correspondence and notes review (.2)		0.20	\$ 650.00	\$ 130.00	qu	
363	263	James V. DeSimone	8/11/10	Aug-10	draft letter to BG (.6)		0.60	\$ 650.00	\$ 390.00	qu	
364	264	James V. DeSimone	8/11/10	Aug-10	review MS and AC changes/mtg/revise (.3)		0.30	\$ 650.00	\$ 195.00	ic qu	
365	265	James V. DeSimone	8/11/10	Aug-10	review recusal mtn. (.2)		0.20	\$ 650.00	\$ 130.00		
366	266	James V. DeSimone	8/11/10	Aug-10	Emails w. AC re: tasks (.1)		0.10	\$ 650.00	\$ 65.00	im	
376	267	James V. DeSimone	8/12/10	Aug-10	Finalize Giddens letter (.3);		0.30	\$ 650.00	\$ 195.00	qu	
377	268	James V. DeSimone	8/12/10	Aug-10	Follow up w AC (.2)		0.20	\$ 650.00	\$ 130.00	ic qu	
383	269	James V. DeSimone	8/24/10	Aug-10	review recusal order (.1)		0.10	\$ 650.00	\$ 65.00		
385	270	James V. DeSimone	8/26/10	Aug-10	review Calendaring order/ Judge David Carter (.2)		0.20	\$ 650.00	\$ 130.00	cl	
386	271	James V. DeSimone	8/26/10	Aug-10	follow up on deadlines, rules review (.3)		0.30	\$ 650.00	\$ 195.00	qu	
387	272	James V. DeSimone	8/26/10	Aug-10	Emails w MS, AC, & MS, Bill Clifton ("BC") Re:Tasks (.2)		0.20	\$ 650.00	\$ 130.00	im	
394	273	James V. DeSimone	9/8/10	Sep-10	mtg. w. AC re: deadlines (.2)		0.20	\$ 650.00	\$ 130.00	ic	
395	274	James V. DeSimone	9/8/10	Sep-10	Review of file/trs/obligations (.2)		0.20	\$ 650.00	\$ 130.00	qu	
396	275	James V. DeSimone	9/8/10	Sep-10	Tc to BG (.1)		0.10	\$ 650.00	\$ 65.00	qu	
397	276	James V. DeSimone	9/8/10	Sep-10	emails w. Paula Pearlman ("pp") (.2)		0.20	\$ 650.00	\$ 130.00	qu	Paula Pearlman is not an internal timekeeper
401	277	James V. DeSimone	9/9/10	Sep-10	review and edit stip (.2)		0.20	\$ 650.00	\$ 130.00	qu	
402	278	James V. DeSimone	9/9/10	Sep-10	email To BG (.2)		0.20	\$ 650.00	\$ 195.00	qu	
403	279	James V. DeSimone	9/9/10	Sep-10	review expert info. (.3)		0.30	\$ 650.00	\$ 195.00	qu	
404	280	James V. DeSimone	9/9/10	Sep-10	tc to PP (.1)		0.10	\$ 650.00	\$ 65.00	ic	
405	281	James V. DeSimone	9/9/10	Sep-10	disc. W. AC Re stip. (.1)		0.10	\$ 650.00	\$ 65.00	ic	
409	282	James V. DeSimone	9/10/10	Sep-10	mtg. W. AC re: strategy (.1)		0.10	\$ 650.00	\$ 65.00	ic	
410	283	James V. DeSimone	9/10/10	Sep-10	Email w. BG (.1)		0.10	\$ 650.00	\$ 65.00	qu	
412	284	James V. DeSimone	9/13/10	Sep-10	review of Rule 26 memo/docs. in prep for conf (.6)		0.60	\$ 650.00	\$ 390.00		
413	285	James V. DeSimone	9/13/10	Sep-10	mtg. W. AC (.2)		0.20	\$ 650.00	\$ 130.00	ic qu	
414	286	James V. DeSimone	9/13/10	Sep-10	conf. W. AC, BG & DG (.5)		0.50	\$ 650.00	\$ 325.00	qu	
415	287	James V. DeSimone	9/13/10	Sep-10	review and edit disco Requests (.4)		0.40	\$ 650.00	\$ 260.00		
417	288	James V. DeSimone	9/14/10	Sep-10	review and edit stip. (.2)		0.20	\$ 650.00	\$ 130.00		

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#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
420	289	James V. DeSimone	9/15/10	Sep-10	emails w. BG re: stp (.3)		0.30	\$ 650.00	\$ 195.00		
421	290	James V. DeSimone	9/15/10	Sep-10	Follow up w. AC (.2)		0.20	\$ 650.00	\$ 130.00	ic qu	
422	291	James V. DeSimone	9/16/10	Sep-10	review and edit amd. Stp. Email to BG (.2)		0.20	\$ 650.00	\$ 130.00		
423	292	James V. DeSimone	9/17/10	Sep-10	Email w. PP re: status (.1)		0.10	\$ 650.00	\$ 65.00		
424	293	James V. DeSimone	9/19/10	Sep-10	follow up w. PP (.2)		0.20	\$ 650.00	\$ 130.00	qu	
425	294	James V. DeSimone	9/20/10	Sep-10	mtg. w. AC re: deadlines (.1)		0.10	\$ 650.00	\$ 65.00	ic	
426	295	James V. DeSimone	9/20/10	Sep-10	Emails. w BG and AC re: Joint report (.4)		0.40	\$ 650.00	\$ 260.00	im	
427	296	James V. DeSimone	9/20/10	Sep-10	review and edit joint report (.4)		0.40	\$ 650.00	\$ 260.00		
428	297	James V. DeSimone	9/21/10	Sep-10	follow up on joint stp. W. BG (.2)		0.20	\$ 650.00	\$ 130.00		
429	298	James V. DeSimone	9/22/10	Sep-10	finalize joint report (.3)		0.30	\$ 650.00	\$ 195.00		
430	299	James V. DeSimone	9/23/10	Sep-10	review of court order (.1)		0.10	\$ 650.00	\$ 65.00		
431	300	James V. DeSimone	9/23/10	Sep-10	Tc to EF (.2)		0.20	\$ 650.00	\$ 130.00	ic qu	
432	301	James V. DeSimone	9/23/10	Sep-10	conf. And emails W. MS and AC re plan (.4)		0.40	\$ 650.00	\$ 260.00	ic im	
433					telephoned resources and expert Witnesses, research (.4)						
434	302	James V. DeSimone	9/24/10	Sep-10			0.40	\$ 650.00	\$ 260.00	qu	
435	303	James V. DeSimone	9/24/10	Sep-10	conv. W. Expert (.4)		0.40	\$ 650.00	\$ 260.00	qu	
436	304	James V. DeSimone	9/24/10	Sep-10	mtg. W. AC (.3)		0.30	\$ 650.00	\$ 195.00	ic qu	
437	305	James V. DeSimone	9/24/10	Sep-10	review and edit PMK Notice (.3)		0.30	\$ 650.00	\$ 195.00		
438	306	James V. DeSimone	9/25/10	Sep-10	memo re: expert witness convs. (.3)		0.30	\$ 650.00	\$ 195.00	im	
439	307	James V. DeSimone	9/25/10	Sep-10	emails w. EF, MS and AC (.2)		0.20	\$ 650.00	\$ 130.00	im qu	
440	308	James V. DeSimone	9/27/10	Sep-10	emails w. AC re: doc production (.2)		0.20	\$ 650.00	\$ 130.00	im	
441	309	James V. DeSimone	9/27/10	Sep-10	review and edit Rule 26 disclosures (.2)		0.20	\$ 650.00	\$ 130.00		
442	310	James V. DeSimone	9/27/10	Sep-10	review docs to be produced (.2)		0.20	\$ 650.00	\$ 130.00	qu	
443	311	James V. DeSimone	9/28/10	Sep-10	review JPC dec. (.1)		0.10	\$ 650.00	\$ 65.00		
444					memo to team re: PMK Depo/class cert. motion (.3)						
445	312	James V. DeSimone	9/28/10	Sep-10			0.30	\$ 650.00	\$ 195.00	im	
446	313	James V. DeSimone	9/28/10	Sep-10	emails w. BC re: Docs to Expert (.1)		0.10	\$ 650.00	\$ 65.00	ic	
447					review AC memo re: docs produced/ Expert wit, update (.1)						
448	314	James V. DeSimone	9/29/10	Sep-10			0.10	\$ 650.00	\$ 65.00	im	
449	315	James V. DeSimone	9/29/10	Sep-10	conv. W. AC Re: follow up (.2)		0.20	\$ 650.00	\$ 130.00	ic qu	
450					Review and edit ltr. To BG re: Docs produced (.2)						
451	316	James V. DeSimone	9/30/10	Sep-10			0.20	\$ 650.00	\$ 130.00		
452	317	James V. DeSimone	9/30/10	Sep-10	Follow up emails W. AC and BG (.1)		0.40	\$ 650.00	\$ 260.00	im qu	
453	318	James V. DeSimone	9/30/10	Sep-10	review and edit JPC Dec (.2)		0.20	\$ 650.00	\$ 130.00		
454	319	James V. DeSimone	9/30/10	Sep-10	follow up emails w. JPC And EF (.1)		0.10	\$ 650.00	\$ 65.00	im qu	
455	320	James V. DeSimone	9/30/10	Sep-10	mtg. W. AC (.3)		0.30	\$ 650.00	\$ 195.00	ic qu	
456					emails w. BG re: PMK Depo/ Docs/settlement (.2)						
457	321	James V. DeSimone	10/1/10	Oct-10			0.20	\$ 650.00	\$ 130.00		
458	322	James V. DeSimone	10/1/10	Oct-10	mtg. w. AC re: tasks (.2)		0.20	\$ 650.00	\$ 130.00	ic	
459					review and edit draft dec and Portions of class cert mtn. (.7)						
460	323	James V. DeSimone	10/3/10	Oct-10			0.70	\$ 650.00	\$ 455.00		
461	324	James V. DeSimone	10/3/10	Oct-10	Prepare for status conf. (5)		0.50	\$ 650.00	\$ 325.00		
462	325	James V. DeSimone	10/4/10	Oct-10	travel to and from Court (2.4 hrs)		2.40	\$ 650.00	\$ 1,560.00	tr	
463	326	James V. DeSimone	10/4/10	Oct-10	Court appearance (1.3 hrs)		1.30	\$ 650.00	\$ 845.00		
464	327	James V. DeSimone	10/4/10	Oct-10	mtg. W. BG (.4 hrs)		0.20	\$ 650.00	\$ 130.00	qu	
465	328	James V. DeSimone	10/4/10	Oct-10	conv. W. AC and MS (.2)		0.20	\$ 650.00	\$ 130.00	ic qu	
466	329	James V. DeSimone	10/4/10	Oct-10	review of mt and conf. Re: site visit (.1)		0.10	\$ 650.00	\$ 65.00		
467	330	James V. DeSimone	10/4/10	Oct-10	conv. W. Paula Pearlman re: mediators/ Strategy (.4)		0.40	\$ 650.00	\$ 260.00		
468					follow up emails W. BG re: site visit/doc pro (.3)						
469	331	James V. DeSimone	10/4/10	Oct-10			0.30	\$ 650.00	\$ 195.00		
470	332	James V. DeSimone	10/5/10	Oct-10	review and edit numerosity Declaration (.2)		0.20	\$ 650.00	\$ 130.00		
471	333	James V. DeSimone	10/5/10	Oct-10	follow up W expert (.2)		0.20	\$ 650.00	\$ 130.00	qu	
472	334	James V. DeSimone	10/5/10	Oct-10	follow up Emails w. BG (.1)		0.10	\$ 650.00	\$ 65.00		
473	335	James V. DeSimone	10/6/10	Oct-10	review and edit Disney subpoena (.2)		0.20	\$ 650.00	\$ 130.00		
474	336	James V. DeSimone	10/6/10	Oct-10	emails w. BG re: subpoena (.2)		0.20	\$ 650.00	\$ 130.00		

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#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
547	337	James V. DeSimone	10/7/10	Oct-10	email to team re: mediators/research (.7)		0.70	\$ 650.00	\$	455.00 im	
548	338	James V. DeSimone	10/7/10	Oct-10	follow up re: Disney subpoena (2)		0.20	\$ 650.00	\$	130.00 qu	
554	339	James V. DeSimone	10/8/10	Oct-10	mtg. W. AC re: strategy (.2)		0.20	\$ 650.00	\$	130.00 ic	
555	340	James V. DeSimone	10/8/10	Oct-10	emails W. BG (.2)		0.20	\$ 650.00	\$	130.00 qu	
556	341	James V. DeSimone	10/8/10	Oct-10	emails w. EF and AC re mediators /discovery (.3)		0.30	\$ 650.00	\$	195.00 im	MM is expert Michael Mazz
564	342	James V. DeSimone	10/12/10	Oct-10	emails w. MM re: site visit (.3)		0.30	\$ 650.00	\$	195.00	
566	343	James V. DeSimone	10/13/10	Oct-10	site visit to Angels Stadium w. Travel time (8.2 hrs)		8.20	\$ 650.00	\$	5,330.00 tr	
567	344	James V. DeSimone	10/13/10	Oct-10	conv. W. MM (.3)		0.30	\$ 650.00	\$	195.00 qu	
568	345	James V. DeSimone	10/13/10	Oct-10	conv. W. AC re follow up disco (.4)		0.40	\$ 650.00	\$	260.00 ic	
573	346	James V. DeSimone	10/14/10	Oct-10	Memo to file re: site visit/emails W. EF and AC (.3)		0.30	\$ 650.00	\$	195.00 im	
574	347	James V. DeSimone	10/14/10	Oct-10	emails w. BG re: mediators (.4)		0.40	\$ 650.00	\$	260.00	
575	348	James V. DeSimone	10/14/10	Oct-10	follow up W AC (.4)		0.40	\$ 650.00	\$	260.00 ic qu	
580	349	James V. DeSimone	10/15/10	Oct-10	Emails re mediator selection (.3)		0.30	\$ 650.00	\$	195.00 qu	
581	350	James V. DeSimone	10/15/10	Oct-10	Emails w. BG re: settlement (.2)		0.20	\$ 650.00	\$	130.00 qu	
582	351	James V. DeSimone	10/15/10	Oct-10	Corr. W. MS, EF and AC re response (.3)		0.30	\$ 650.00	\$	195.00 im	
583	352	James V. DeSimone	10/15/10	Oct-10	email from BG re: PMK depo (.1)		0.10	\$ 650.00	\$	65.00	
586	353	James V. DeSimone	10/18/10	Oct-10	corr. W. BG re: mediation (.3)		0.30	\$ 650.00	\$	195.00	
587	354	James V. DeSimone	10/18/10	Oct-10	mtg. W. AC re strategy (.2)		0.20	\$ 650.00	\$	130.00 ic	
588	355	James V. DeSimone	10/18/10	Oct-10	conf. Call W. MM, EF & AC (1 hr)		1.00	\$ 650.00	\$	650.00 ic	
589	356	James V. DeSimone	10/18/10	Oct-10	review Of mediator filing (.2)		0.10	\$ 650.00	\$	65.00	
595	357	James V. DeSimone	10/19/10	Oct-10	review of demand ltr. (.3)		0.30	\$ 650.00	\$	195.00	
596	358	James V. DeSimone	10/19/10	Oct-10	emails To AC re: strategy (.4)		0.40	\$ 650.00	\$	260.00 im	
598	359	James V. DeSimone	10/20/10	Oct-10	adited demand ltr (.5)		0.50	\$ 650.00	\$	325.00	
599	360	James V. DeSimone	10/20/10	Oct-10	emails to BG re: PMK (.1)		0.10	\$ 650.00	\$	65.00	
600	361	James V. DeSimone	10/20/10	Oct-10	mtg. W. AC Re: strategy on Mtn for class Cert. (3)		0.30	\$ 650.00	\$	195.00 ic	
601	362	James V. DeSimone	10/20/10	Oct-10	mtg. W. MS re: Demands (.2)		0.20	\$ 650.00	\$	130.00 ic	
603	363	James V. DeSimone	10/20/10	Oct-10	email EF re: Demand ltr (.1)		0.10	\$ 650.00	\$	65.00 im	
604	364	James V. DeSimone	10/20/10	Oct-10	emails w. MM re: Seating issues (.3)		0.30	\$ 650.00	\$	195.00	MM is expert M. Mazz
604	365	James V. DeSimone	10/20/10	Oct-10	reviewed and edit Demand ltr (.4)		0.40	\$ 650.00	\$	260.00	
614	366	James V. DeSimone	10/22/10	Oct-10	review Disney objection to subpoena Follow up w BG (.2)		0.20	\$ 650.00	\$	130.00	
615	367	James V. DeSimone	10/22/10	Oct-10	emails w. AC Re: PMK depo (.2)		0.20	\$ 650.00	\$	130.00 im	
618	368	James V. DeSimone	10/25/10	Oct-10	follow up emails W BG re: demand Letter (.2)		0.20	\$ 650.00	\$	130.00	
624	369	James V. DeSimone	10/26/10	Oct-10	mtg. w AC re: class cert motion./ PMK depo (.4 hr)		0.40	\$ 650.00	\$	260.00 ic	
625	370	James V. DeSimone	10/26/10	Oct-10	tc w. EF re: Strategy (.2 hr)		0.20	\$ 650.00	\$	130.00 ic	
626	371	James V. DeSimone	10/26/10	Oct-10	conv. W. MS (.1)		0.10	\$ 650.00	\$	65.00 ic qu	
627	372	James V. DeSimone	10/26/10	Oct-10	Emails w. MM (.1)		0.10	\$ 650.00	\$	65.00 qu	
631	373	James V. DeSimone	10/27/10	Oct-10	email to BG re: PMK depo (.1)		0.10	\$ 650.00	\$	65.00	
632	374	James V. DeSimone	10/27/10	Oct-10	Mtg. W AC re: class cert. Mtn(.2)		0.20	\$ 650.00	\$	130.00 ic	
633	375	James V. DeSimone	10/27/10	Oct-10	Follow up team emails (.1)		0.10	\$ 650.00	\$	65.00 im qu	
637	376	James V. DeSimone	10/28/10	Oct-10	email BG re: settlement inquiry/ info requested (.3)		0.30	\$ 650.00	\$	195.00	
644	377	James V. DeSimone	10/30/10	Oct-10	review draft motion for class cert (.1.2)		1.20	\$ 650.00	\$	780.00	
645	378	James V. DeSimone	10/30/10	Oct-10	emails w. AC re: mtn (.1)		0.10	\$ 650.00	\$	65.00 im	
649	379	James V. DeSimone	10/31/10	Oct-10	emails w. MS re: class cert mtn.		0.20	\$ 650.00	\$	130.00 im	
653	380	James V. DeSimone	11/1/10	Nov-10	review AC Memo re: docs produced (.2)		0.20	\$ 650.00	\$	130.00 im qu	
654	381	James V. DeSimone	11/1/10	Nov-10	follow up emails w. team (.2)		0.20	\$ 650.00	\$	130.00 im	
655	382	James V. DeSimone	11/1/10	Nov-10	Emails w. MS and AC re: class cert Motion (.2)		0.20	\$ 650.00	\$	130.00 qu	
671	383	James V. DeSimone	11/2/10	Nov-10	review emails re: docs and class Cert mtn.		0.30	\$ 650.00	\$	195.00 im	
679	384	James V. DeSimone	11/3/10	Nov-10	review docs re: class cert		0.50	\$ 650.00	\$	325.00	
699	385	James V. DeSimone	11/5/10	Nov-10	tc w. MS re: motion for class cert (.2)		0.20	\$ 650.00	\$	130.00 ic	
700	386	James V. DeSimone	11/5/10	Nov-10	Review draft motion (.7)		0.70	\$ 650.00	\$	455.00 qu	

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#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
704	387	James V. DeSimone	11/7/10	Nov-10	review and edit mtn for class cert (1.7)		1.70	\$ 650.00	\$ 1,105.00		
705	388	James V. DeSimone	11/7/10	Nov-10	Review Mark Mazz dec. (4)		0.40	\$ 650.00	\$ 260.00		
706	389	James V. DeSimone	11/7/10	Nov-10	mtg. w. AC and MS re: remaining tasks for Mtn. (3)		0.30	\$ 650.00	\$ 195.00	ic	
707	390	James V. DeSimone	11/7/10	Nov-10	tc w EF re: research motion (3)		0.30	\$ 650.00	\$ 195.00	ic	
708	391	James V. DeSimone	11/7/10	Nov-10	emails re: mtn and strategy w. AC, EF & MS (3)		0.30	\$ 650.00	\$ 195.00	im	
709	392	James V. DeSimone	11/7/10	Nov-10	review and edit Next draft of motion (8)		0.80	\$ 650.00	\$ 520.00		
717	393	James V. DeSimone	11/8/10	Nov-10	review and edit DeSimone dec. (8)		0.80	\$ 650.00	\$ 520.00		
718	394	James V. DeSimone	11/8/10	Nov-10	review and edit next draft of mtn (7)		0.70	\$ 650.00	\$ 455.00	qu	
719	395	James V. DeSimone	11/8/10	Nov-10	Mtgs w. AC re: finalizing Mtn. (4)		0.40	\$ 650.00	\$ 260.00	ic	
720	396	James V. DeSimone	11/8/10	Nov-10	review of docs. For filing (5)		0.50	\$ 650.00	\$ 325.00		
721	397	James V. DeSimone	11/8/10	Nov-10	review order/final motion (1.5);		1.50	\$ 650.00	\$ 975.00		
722	398	James V. DeSimone	11/8/10	Nov-10	Final dec review (9)		0.90	\$ 650.00	\$ 585.00		
732	399	James V. DeSimone	11/10/10	Nov-10	review depo notices/follow up emails		0.20	\$ 650.00	\$ 130.00	qu	
733	400	James V. DeSimone	11/12/10	Nov-10	email BG re: depositions (1)		0.10	\$ 650.00	\$ 65.00		
734	401	James V. DeSimone	11/12/10	Nov-10	review Response email/follow up (1)		0.10	\$ 650.00	\$ 65.00	qu	This is the time entry
736	402	James V. DeSimone	11/14/10	Nov-10	review and edit mt, and confer ltr To Disney re: subpoena		0.40	\$ 650.00	\$ 260.00		
737	403	James V. DeSimone	11/15/10	Nov-10	mtg. w AC re: strategy/mt and conf ltr (2)		0.20	\$ 650.00	\$ 130.00	ic	
738	404	James V. DeSimone	11/15/10	Nov-10	review and edit final letter (2)		0.20	\$ 650.00	\$ 130.00		
739	405	James V. DeSimone	11/15/10	Nov-10	Mtg. w. AC (1)		0.10	\$ 650.00	\$ 65.00	ic qu	
740	406	James V. DeSimone	11/15/10	Nov-10	follow up emails w. Team (1)		0.10	\$ 650.00	\$ 65.00	im qu	
742	407	James V. DeSimone	11/16/10	Nov-10	review AC corr. To DG re: doc pro		0.20	\$ 650.00	\$ 130.00		
749	408	James V. DeSimone	11/22/10	Nov-10	review opp. To class cert motion (9)		0.90	\$ 650.00	\$ 585.00		
750	409	James V. DeSimone	11/22/10	Nov-10	Mtg. w. AC re: errata (2)		0.20	\$ 650.00	\$ 130.00	ic	
756	410	James V. DeSimone	11/23/10	Nov-10	mtgs. w. AC re: reply brf. (3)		0.30	\$ 650.00	\$ 195.00	ic	
766	411	James V. DeSimone	11/27/10	Nov-10	emails w. AC and EF re: reply brf. Strategy, class definition .		0.40	\$ 650.00	\$ 260.00	im	
771	412	James V. DeSimone	11/29/10	Nov-10	review and edit class cert reply brf. (1.4)		1.40	\$ 650.00	\$ 910.00		
772	413	James V. DeSimone	11/29/10	Nov-10	email EF and AC re: strategy (1)		0.10	\$ 650.00	\$ 65.00	im	
774	414	James V. DeSimone	11/30/10	Nov-10	conv. W. AC re: reply brf (1)		0.40	\$ 650.00	\$ 260.00	ic	
775	415	James V. DeSimone	11/30/10	Nov-10	Tc w. EF re: evidence obj/strategy On brief (2)		0.20	\$ 650.00	\$ 130.00	ic	
776	416	James V. DeSimone	11/30/10	Nov-10	email AC (1)		0.10	\$ 650.00	\$ 65.00	im qu	
780	417	James V. DeSimone	12/1/10	Dec-10	email to EF re: reply brief (1)		0.10	\$ 650.00	\$ 65.00	im	
788	418	James V. DeSimone	12/3/10	Dec-10	review and edit reply brf (1.4)		1.40	\$ 650.00	\$ 910.00		
789	419	James V. DeSimone	12/3/10	Dec-10	Cons. W. AC re: next draft (2)		0.20	\$ 650.00	\$ 130.00	ic	
790	420	James V. DeSimone	12/3/10	Dec-10	Response to objections (3)		0.30	\$ 650.00	\$ 195.00	qu	
795	421	James V. DeSimone	12/4/10	Dec-10	rev. and edit reply brf draft (6)		0.60	\$ 650.00	\$ 390.00		
799	422	James V. DeSimone	12/5/10	Dec-10	strateg w. EF (2)		0.20	\$ 650.00	\$ 130.00	ic	
800	423	James V. DeSimone	12/5/10	Dec-10	emails w. AC re: brief (2)		0.20	\$ 650.00	\$ 130.00	im	
801	424	James V. DeSimone	12/5/10	Dec-10	draft of response To dec. objections (1.2)		1.20	\$ 650.00	\$ 780.00		
802	425	James V. DeSimone	12/5/10	Dec-10	legal research Re brief (7)		0.70	\$ 650.00	\$ 455.00		
805	426	James V. DeSimone	12/6/10	Dec-10	Finalize response to objections to Declaration (2.3 hrs)		2.30	\$ 650.00	\$ 1,495.00		
806	427	James V. DeSimone	12/6/10	Dec-10	review and edit objis to decs. (2)		0.20	\$ 650.00	\$ 130.00		
807	428	James V. DeSimone	12/6/10	Dec-10	cons. W. AC re: Research (1)		0.10	\$ 650.00	\$ 65.00	ic	
808	429	James V. DeSimone	12/6/10	Dec-10	finalize reply brief Draft (7)		0.70	\$ 650.00	\$ 455.00		
820	430	James V. DeSimone	12/17/10	Dec-10	emails w. MM re: follow up (2)		0.20	\$ 650.00	\$ 130.00	qu	
821	431	James V. DeSimone	12/22/10	Dec-10	tc w. MM (3)		0.30	\$ 650.00	\$ 195.00	qu	MM is expert Michael Mazz
822	432	James V. DeSimone	12/22/10	Dec-10	follow up memo (1)		0.10	\$ 650.00	\$ 65.00	im qu	
825	433	James V. DeSimone	1/2/11	Jan-11	review AC Memo re: Charlebois Tasks and strategy/ follow up Response		0.30	\$ 650.00	\$ 195.00	im qu	
826	434	James V. DeSimone	1/7/11	Jan-11	Review ADA case law/new cases		0.70	\$ 650.00	\$ 455.00		
827	435	James V. DeSimone	1/14/11	Jan-11	email from BG re: mediation/ Class cert motion (2)		0.20	\$ 650.00	\$ 130.00		
828	436	James V. DeSimone	1/14/11	Jan-11	email w. Team re response (3)		0.30	\$ 650.00	\$ 195.00	im	

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#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
834	437	James V. DeSimone	1/17/11	Jan-11	Review mtr/opp and reply bris Re class certification (2.2)		2.20	\$ 650.00	\$ 1,430.00		
835	438	James V. DeSimone	1/17/11	Jan-11	email To BG re: mediation (.2)		0.20	\$ 650.00	\$ 130.00		
836	439	James V. DeSimone	1/18/11	Jan-11	mtg. W AC re: oral arg for class Cert (1 hr)		1.00	\$ 650.00	\$ 650.00	ic	
837	440	James V. DeSimone	1/18/11	Jan-11	further prep (.3)		0.30	\$ 650.00	\$ 195.00	qu	
842	441	James V. DeSimone	1/19/11	Jan-11	emails W EF re: class cert hrng. Strategy/ outline oral argument		1.30	\$ 650.00	\$ 845.00	im	
847	442	James V. DeSimone	1/21/11	Jan-11	Case law review for hrng (1.9 hr)		1.90	\$ 650.00	\$ 1,235.00		
848	443	James V. DeSimone	1/21/11	Jan-11	mtg. W AC re: hrng Prep. (1.6)		1.60	\$ 650.00	\$ 1,040.00	ic	
849	444	James V. DeSimone	1/21/11	Jan-11	emails w. BG re: Mediation/class cert hrng (.2)		0.20	\$ 650.00	\$ 130.00		
853	445	James V. DeSimone	1/23/11	Jan-11	Read cases for hrng/prepare outline For oral argument		4.10	\$ 650.00	\$ 2,665.00		
854	446	James V. DeSimone	1/24/11	Jan-11	appearing at class cert motion hrng: (2.4) travel time, including prep time, Strategy, And tc w. Paula Periman (2.1)		2.10	\$ 650.00	\$ 1,365.00	qu tr	
855	447	James V. DeSimone	1/24/11	Jan-11	Follow up emails w. PP (.2)		0.20	\$ 650.00	\$ 130.00	qu	
856	448	James V. DeSimone	1/24/11	Jan-11	Conf. call BG, AC and PP (.5)		0.50	\$ 650.00	\$ 325.00		
857	449	James V. DeSimone	1/24/11	Jan-11	Revise survey (.3);		0.30	\$ 650.00	\$ 195.00		
865	450	James V. DeSimone	1/25/11	Jan-11	email w. EF re: Organizations (.3)		0.30	\$ 650.00	\$ 195.00	im	
866	451	James V. DeSimone	1/25/11	Jan-11	Outreach re contacts re: class members (.5)		0.50	\$ 650.00	\$ 325.00		
869	452	James V. DeSimone	1/26/11	Jan-11	review reviewed survey (.2)		0.20	\$ 650.00	\$ 130.00		
870	453	James V. DeSimone	1/26/11	Jan-11	Conf. W AC (.2)		0.20	\$ 650.00	\$ 130.00	ic qu	
871	454	James V. DeSimone	1/26/11	Jan-11	client emails (.2)		0.20	\$ 650.00	\$ 130.00	qu	
872	455	James V. DeSimone	1/26/11	Jan-11	Conf. W JPC and EF re: status and plan (.6)		0.60	\$ 650.00	\$ 390.00		conference with client
873	456	James V. DeSimone	1/26/11	Jan-11	follow up w. AC re BG ltr and Survey (.4)		0.40	\$ 650.00	\$ 260.00	ic	
874	457	James V. DeSimone	1/26/11	Jan-11	email contacts re: outreach (.3)		0.30	\$ 650.00	\$ 195.00	qu	
875	458	James V. DeSimone	1/26/11	Jan-11	emails with Kai Valenzuela ("KY" re: Survey (.2)		0.20	\$ 650.00	\$ 130.00	im	
881	459	James V. DeSimone	1/27/11	Jan-11	corr. W BG re: survey (.2)		0.20	\$ 650.00	\$ 130.00		
882	460	James V. DeSimone	1/27/11	Jan-11	emails w. BG re: survey (.2)		0.20	\$ 650.00	\$ 130.00		
885	461	James V. DeSimone	1/28/11	Jan-11	emails w. JPC re: survey		0.10	\$ 650.00	\$ 65.00		
886	462	James V. DeSimone	1/29/11	Jan-11	follow up emails w. JPC (.1)		0.10	\$ 650.00	\$ 65.00		
887	463	James V. DeSimone	1/31/11	Jan-11	community Outreach (.2)		0.20	\$ 650.00	\$ 130.00	qu	
888	464	James V. DeSimone	1/31/11	Jan-11	conf. W AC re: strategy (.2)		0.20	\$ 650.00	\$ 130.00	ic	
891	465	James V. DeSimone	2/1/11	Feb-11	emails to BG re: survey (.2)		0.20	\$ 650.00	\$ 130.00		
892	466	James V. DeSimone	2/1/11	Feb-11	corr. W BG re: survey (.2)		0.20	\$ 650.00	\$ 130.00		
894	467	James V. DeSimone	2/4/11	Feb-11	mtg w. AC Re: strategy (.2)		0.20	\$ 650.00	\$ 130.00	ic	
895	468	James V. DeSimone	2/4/11	Feb-11	emails w. EF re: strategy (.2)		0.20	\$ 650.00	\$ 130.00	im	
896	469	James V. DeSimone	2/4/11	Feb-11	tc to wits. (.2)		0.20	\$ 650.00	\$ 130.00	qu	This is the time entry
897	470	James V. DeSimone	2/4/11	Feb-11	follow up memo (.1)		0.10	\$ 650.00	\$ 65.00	im qu	
898	471	James V. DeSimone	2/4/11	Feb-11	email to Paula Periman re: survey (.2)		2.00	\$ 650.00	\$ 1,300.00		
901	472	James V. DeSimone	2/7/11	Feb-11	Corr. W BG (.2)		0.20	\$ 650.00	\$ 130.00	qu	
902	473	James V. DeSimone	2/7/11	Feb-11	review and edited New survey (.5)		0.50	\$ 650.00	\$ 325.00		
903	474	James V. DeSimone	2/7/11	Feb-11	corr. W BG (.3)		0.30	\$ 650.00	\$ 195.00	qu	
904	475	James V. DeSimone	2/7/11	Feb-11	mtg W AC (.1)		0.10	\$ 650.00	\$ 65.00	ic qu	
905	476	James V. DeSimone	2/7/11	Feb-11	conv. W BG re: survey (.2)		0.20	\$ 650.00	\$ 130.00		
908	477	James V. DeSimone	2/8/11	Feb-11	follow up Revise survey (.3)		0.30	\$ 650.00	\$ 195.00	qu	
909	478	James V. DeSimone	2/8/11	Feb-11	corr. W BG (.2)		0.20	\$ 650.00	\$ 130.00	qu	
910	479	James V. DeSimone	2/8/11	Feb-11	corr. W EF and AC (.2)		0.20	\$ 650.00	\$ 130.00	im qu	
914	481	James V. DeSimone	2/14/11	Feb-11	corr. W BG re: mediation and survey		0.20	\$ 650.00	\$ 130.00	im	
915	482	James V. DeSimone	2/16/11	Feb-11	email BG(.1)		0.10	\$ 650.00	\$ 65.00	qu	
916	483	James V. DeSimone	2/16/11	Feb-11	Strategy disc. W MS (.3)		0.30	\$ 650.00	\$ 195.00	ic	
917	484	James V. DeSimone	2/16/11	Feb-11	conv. W EF re: Strategy (.3 hr)		0.30	\$ 650.00	\$ 195.00	ic	
918	485	James V. DeSimone	2/16/11	Feb-11	email to witness (.1)		0.10	\$ 650.00	\$ 65.00	qu	
919	486	James V. DeSimone	2/16/11	Feb-11			0.10	\$ 650.00	\$ 65.00	qu	

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#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
920	487	James V. DeSimone	2/16/11	Feb-11	Discussion w, Nick Cohan (NC) lawyer W.		0.30	\$ 650.00	\$ 195.00		
921	488	James V. DeSimone	2/16/11	Feb-11	Wheelchair access friends (3) follow up email (1)		0.10	\$ 650.00	\$ 65.00	qu	
925	489	James V. DeSimone	2/17/11	Feb-11	review of prior correspondence/outline Talking points (2)		0.20	\$ 650.00	\$ 130.00		
926	490	James V. DeSimone	2/17/11	Feb-11	to BG (1)		0.10	\$ 650.00	\$ 65.00	qu	
927	491	James V. DeSimone	2/18/11	Feb-11	email to BG (1)		0.10	\$ 650.00	\$ 65.00	qu	
928	492	James V. DeSimone	2/18/11	Feb-11	review of revised Survey (3)		0.30	\$ 650.00	\$ 195.00		
929	493	James V. DeSimone	2/18/11	Feb-11	corr. W. BG re: survey (5)		0.50	\$ 650.00	\$ 325.00		
930	494	James V. DeSimone	2/18/11	Feb-11	Mtg. W. AC re: new survey (4)		0.40	\$ 650.00	\$ 260.00	ic	
933	495	James V. DeSimone	2/21/11	Feb-11	review of revised survey (2)		0.20	\$ 650.00	\$ 130.00		
934	496	James V. DeSimone	2/21/11	Feb-11	emails W. AC and EF re: response (3)		0.20	\$ 650.00	\$ 195.00	im	
935	497	James V. DeSimone	2/22/11	Feb-11	Emails w. EF and AC re: survey (2)		0.20	\$ 650.00	\$ 130.00	im	
936	498	James V. DeSimone	2/22/11	Feb-11	Meeting w. AC re: survey (2)		0.20	\$ 650.00	\$ 130.00	ic	
937	499	James V. DeSimone	2/22/11	Feb-11	corr. W. BG (2)		0.20	\$ 650.00	\$ 130.00	qu	
940	500	James V. DeSimone	2/23/11	Feb-11	emails w. BG re: follow-up		0.10	\$ 650.00	\$ 65.00		
943	501	James V. DeSimone	2/26/11	Feb-11	reviewed revised survey (3)		0.30	\$ 650.00	\$ 195.00		
944	502	James V. DeSimone	2/26/11	Feb-11	emails w AC and EF (2)		0.20	\$ 650.00	\$ 130.00	im qu	
945	503	James V. DeSimone	2/28/11	Feb-11	survey comparison (2)		0.20	\$ 650.00	\$ 130.00	qu	
946	504	James V. DeSimone	2/28/11	Feb-11	email paralegal Re: survey changes (1)		0.10	\$ 650.00	\$ 65.00	im	
948	505	James V. DeSimone	2/28/11	Feb-11	conv. W. JPC (2)		0.20	\$ 650.00	\$ 130.00	qu	
949	506	James V. DeSimone	2/28/11	Feb-11	Emails w. BG and team (2)		0.20	\$ 650.00	\$ 130.00	im qu	
952	507	James V. DeSimone	3/1/11	Mar-11	finalized survey and emailed BG (2)		0.20	\$ 650.00	\$ 130.00		
953	508	James V. DeSimone	3/1/11	Mar-11	prepared for mtg. W. BG (2)		0.20	\$ 650.00	\$ 130.00		
954	509	James V. DeSimone	3/1/11	Mar-11	tc w. BG (3)		0.30	\$ 650.00	\$ 195.00	qu	
955	510	James V. DeSimone	3/1/11	Mar-11	Memo to file re: conversation (2)		0.20	\$ 650.00	\$ 130.00	im	
956	511	James V. DeSimone	3/1/11	Mar-11	conv. W. EF re: strategy (2)		0.20	\$ 650.00	\$ 130.00	ic	
957	512	James V. DeSimone	3/1/11	Mar-11	conv. W. AC Re: tasks (2)		0.20	\$ 650.00	\$ 130.00	ic	
965	513	James V. DeSimone	3/2/11	Mar-11	emails w. BG re: survey/meeting (3)		0.30	\$ 650.00	\$ 195.00		
966	514	James V. DeSimone	3/2/11	Mar-11	Team corr. Re: strategy (2)		0.20	\$ 650.00	\$ 130.00	im	
970	515	James V. DeSimone	3/3/11	Mar-11	Prepared mt and confer letter re: Survey (1.8 hr)		1.80	\$ 650.00	\$ 1,170.00		
971	516	James V. DeSimone	3/3/11	Mar-11	prepared for mt and Confer (3 hr)		0.30	\$ 650.00	\$ 195.00		
972	517	James V. DeSimone	3/3/11	Mar-11	travel time (8 hr)		0.80	\$ 650.00	\$ 520.00	tr	
973	518	James V. DeSimone	3/3/11	Mar-11	Mt. and confer (.5 hr)		0.50	\$ 650.00	\$ 325.00		
974	519	James V. DeSimone	3/3/11	Mar-11	follow up Emails w. AC and EF (2)		0.20	\$ 650.00	\$ 130.00	ic qu	
978	520	James V. DeSimone	3/4/11	Mar-11	emails w. BG re: proposal (2)		0.20	\$ 650.00	\$ 130.00		
979	521	James V. DeSimone	3/4/11	Mar-11	Emails w. MS, EF and AC re: Proposal (2 hr)		0.20	\$ 650.00	\$ 130.00	im	
980	522	James V. DeSimone	3/4/11	Mar-11	mtg. W. AC Re: ex parte (2)		0.20	\$ 650.00	\$ 130.00	ic	
983	523	James V. DeSimone	3/5/11	Mar-11	Emails w. AC re: ex parte/ Strategy		0.20	\$ 650.00	\$ 130.00	im	
989	524	James V. DeSimone	3/8/11	Mar-11	mtg. W. AC re ex parte		0.30	\$ 650.00	\$ 195.00	ic	
992	525	James V. DeSimone	3/9/11	Mar-11	review and edit ex parte Application (.6 hr)		0.60	\$ 650.00	\$ 390.00		
993	526	James V. DeSimone	3/9/11	Mar-11	mtg. W. AC (2)		0.20	\$ 650.00	\$ 130.00	ic qu	
994	527	James V. DeSimone	3/9/11	Mar-11	email w BG (1)		0.10	\$ 650.00	\$ 65.00	qu	
995	528	James V. DeSimone	3/9/11	Mar-11	Review And edit next ex parte Draft declaration (1.6 hr)		1.60	\$ 650.00	\$ 1,040.00		
996	529	James V. DeSimone	3/9/11	Mar-11	Mtg w. AC and exhibit Review (4)		0.40	\$ 650.00	\$ 260.00	ic	
997	530	James V. DeSimone	3/9/11	Mar-11	email to witness (1)		0.10	\$ 650.00	\$ 65.00	qu	
1004	531	James V. DeSimone	3/10/11	Mar-11	revised individual survey/set up account (.5)		0.50	\$ 650.00	\$ 325.00		
1005	532	James V. DeSimone	3/10/11	Mar-11	emails w. KV and AC (2)		0.20	\$ 650.00	\$ 130.00	im qu	
1006	533	James V. DeSimone	3/10/11	Mar-11	emails w. EF and JPC (2)		0.20	\$ 650.00	\$ 130.00	im qu	
1009	534	James V. DeSimone	3/11/11	Mar-11	outreach to Public Justice (3)		0.30	\$ 650.00	\$ 195.00	qu	
1010	535	James V. DeSimone	3/11/11	Mar-11	email To disability lawyer (2)		0.20	\$ 650.00	\$ 130.00	qu	
1011	536	James V. DeSimone	3/11/11	Mar-11	follow up Team outreach (2)		0.20	\$ 650.00	\$ 130.00	qu	
1012	537	James V. DeSimone	3/14/11	Mar-11	emails w. disability lawyer (1)		0.10	\$ 650.00	\$ 65.00	qu	
1013	538	James V. DeSimone	3/14/11	Mar-11	website Set up re: survey (2)		0.20	\$ 650.00	\$ 130.00	qu	

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#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
1014	539	James V. DeSimone	3/15/11	Mar-11	conv. W. Public Justice disability lawyer (4)		0.40	\$ 650.00	\$ 260.00	qu	
1015	540	James V. DeSimone	3/15/11	Mar-11	follow up emails (2)		0.20	\$ 650.00	\$ 130.00	qu	
1018	541	James V. DeSimone	3/16/11	Mar-11	email w. AC re: tasks (1)		0.10	\$ 650.00	\$ 65.00	lm	
1019	542	James V. DeSimone	3/16/11	Mar-11	review mt and Con. Ltr (2)		0.20	\$ 650.00	\$ 130.00	qu	
1020	543	James V. DeSimone	3/16/11	Mar-11	follow up w. AC (1)		0.10	\$ 650.00	\$ 65.00	ic qu	
1023	544	James V. DeSimone	3/17/11	Mar-11	Review ct. order on ex parte (3)		0.30	\$ 650.00	\$ 195.00	qu	
1024	545	James V. DeSimone	3/17/11	Mar-11	mtg. W AC (2)		0.20	\$ 650.00	\$ 130.00	ic	
1025	546	James V. DeSimone	3/17/11	Mar-11	emails w. BG and PP (2)		0.20	\$ 650.00	\$ 130.00	qu	
1031	547	James V. DeSimone	3/18/11	Mar-11	emails w. BG and PP (1)		0.10	\$ 650.00	\$ 65.00	qu	
1032	548	James V. DeSimone	3/18/11	Mar-11	conv. W. Atty for class member, follow up emails (3)		0.30	\$ 650.00	\$ 195.00	qu	
1035	549	James V. DeSimone	3/21/11	Mar-11	emails w. BG re: mtg (1)		0.10	\$ 650.00	\$ 65.00	qu	
1036	550	James V. DeSimone	3/21/11	Mar-11	mt and con. W. BG re: contact info (3)		0.30	\$ 650.00	\$ 195.00	qu	Meet and confer on 3/21/2011
1037	551	James V. DeSimone	3/21/11	Mar-11	conf. Call w. BG, PP and John Villardlongoria (V)		0.30	\$ 650.00	\$ 195.00	qu	
1038	552	James V. DeSimone	3/21/11	Mar-11	follow up w. AC (1)		0.10	\$ 650.00	\$ 65.00	ic qu	
1041	553	James V. DeSimone	3/22/11	Mar-11	review BG email (1)		0.10	\$ 650.00	\$ 65.00	qu	
1043	554	James V. DeSimone	3/23/11	Mar-11	email W. EF re: strategy (3 hr)		0.30	\$ 650.00	\$ 195.00	lm	
1044	555	James V. DeSimone	3/23/11	Mar-11	review Survey monkey/email (1)		0.10	\$ 650.00	\$ 65.00	qu	
1045	556	James V. DeSimone	3/23/11	Mar-11	email to BG (1)		0.10	\$ 650.00	\$ 65.00	qu	
1046	557	James V. DeSimone	3/23/11	Mar-11	Follow up emails re: survey (2)		0.20	\$ 650.00	\$ 130.00	qu	
1052	558	James V. DeSimone	3/30/11	Mar-11	emails w. BG (6 hr)		0.60	\$ 650.00	\$ 390.00	qu	
1054	560	James V. DeSimone	3/30/11	Mar-11	Follow up strategy w. team (2)		0.20	\$ 650.00	\$ 130.00	qu	
1060	561	James V. DeSimone	3/31/11	Mar-11	conv. W. BG (3 hr)		0.30	\$ 650.00	\$ 195.00	ic	
1061	562	James V. DeSimone	3/31/11	Mar-11	review BG email And response (4 hr)		0.40	\$ 650.00	\$ 260.00	qu	
1062	563	James V. DeSimone	3/31/11	Mar-11	conv. W AC re: Ex parte application (3)		0.30	\$ 650.00	\$ 195.00	ic	
1063	564	James V. DeSimone	3/31/11	Mar-11	review and edit Ex parte application (6)		0.60	\$ 650.00	\$ 390.00	qu	
1064	565	James V. DeSimone	3/31/11	Mar-11	prepare dec and Ct order. (7)		0.70	\$ 650.00	\$ 455.00	qu	
1070	566	James V. DeSimone	4/4/11	Apr-11	review ex parte application opp. (4)		0.40	\$ 650.00	\$ 260.00	qu	
1071	567	James V. DeSimone	4/4/11	Apr-11	Emails w. AC re: strategy (2)		0.20	\$ 650.00	\$ 130.00	lm	
1072	568	James V. DeSimone	4/5/11	Apr-11	Review and edit draft dec. (3)		0.30	\$ 650.00	\$ 195.00	qu	
1081	569	James V. DeSimone	4/11/11	Apr-11	Review and edit talking points for Outreach		0.40	\$ 650.00	\$ 260.00	qu	
1082	570	James V. DeSimone	4/11/11	Apr-11	telephone calls (4)		0.40	\$ 650.00	\$ 260.00	qu	
1083	571	James V. DeSimone	4/11/11	Apr-11	follow up mtg and emails w. Team (3)		0.30	\$ 650.00	\$ 195.00	lm qu	
1104	572	James V. DeSimone	4/14/11	Apr-11	Review community groups (2)		0.20	\$ 650.00	\$ 130.00	qu	
1105	573	James V. DeSimone	4/14/11	Apr-11	Mtg W. KV re abilities expo (3)		0.30	\$ 650.00	\$ 195.00	ic	KV is internal timekeeper Kai Valenzuela
1106	574	James V. DeSimone	4/14/11	Apr-11	emails w. AC and EF re: Outreach/survey (2);		0.20	\$ 650.00	\$ 130.00	lm	
1109	575	James V. DeSimone	4/15/11	Apr-11	finalize Talking points (3)		0.30	\$ 650.00	\$ 195.00	qu	
1110	576	James V. DeSimone	4/15/11	Apr-11	emails w. class members (2);		0.20	\$ 650.00	\$ 130.00	qu	
1111	577	James V. DeSimone	4/15/11	Apr-11	Surveys review (2)		0.20	\$ 650.00	\$ 130.00	qu	
1112	578	James V. DeSimone	4/15/11	Apr-11	team emails (1)		0.10	\$ 650.00	\$ 65.00	lm qu	
1128	579	James V. DeSimone	4/22/11	Apr-11	emails w class members (3)		0.30	\$ 650.00	\$ 195.00	qu	
1131	580	James V. DeSimone	4/28/11	Apr-11	review of constant contact responses		0.80	\$ 650.00	\$ 520.00	qu	
1132	581	James V. DeSimone	4/28/11	Apr-11	conference call re: responses (4)		0.40	\$ 650.00	\$ 260.00	qu	
1135	582	James V. DeSimone	5/2/11	May-11	Emails w. Team re: follow-up(2)		0.20	\$ 650.00	\$ 130.00	lm qu	
1137	583	James V. DeSimone	5/6/11	May-11	review survey responses (1.3)		1.30	\$ 650.00	\$ 845.00	qu	
1138	584	James V. DeSimone	5/6/11	May-11	review KV Memo re: witness interviews (2)		0.20	\$ 650.00	\$ 130.00	lm	
1139	585	James V. DeSimone	5/6/11	May-11	follow up w Team (2)		0.20	\$ 650.00	\$ 130.00	qu	DeSimone, Feldman and Canning all bill to review "survey responses"
1143	586	James V. DeSimone	5/9/11	May-11	review new surveys (5)		0.50	\$ 650.00	\$ 325.00	qu	
1147	587	James V. DeSimone	5/12/11	May-11	follow up w KV and AC (3)		0.30	\$ 650.00	\$ 195.00	ic qu	
1148	588	James V. DeSimone	5/12/11	May-11	email From BG (1)		0.10	\$ 650.00	\$ 65.00	qu	
1151	589	James V. DeSimone	5/16/11	May-11	mtg w. AC Re response (2)		0.20	\$ 650.00	\$ 130.00	ic	
1152	590	James V. DeSimone	5/16/11	May-11	mtg w. law clerk re: research project(3)		0.30	\$ 650.00	\$ 195.00	ic qu	
1154	591	James V. DeSimone	5/17/11	May-11	Follow up team emails (2)		0.20	\$ 650.00	\$ 130.00	lm qu	
					mtg. W AC (2)		0.20	\$ 650.00	\$ 130.00	ic qu	

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Exhibit C: SDOSSH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Fieldman)	Hours	Rate	Fees	Codes	Comments
1155	592	James V. DeSimone	5/17/11	May-11	file review/email BG (2)		0.20	\$ 650.00	\$ 130.00	qu	
1158	593	James V. DeSimone	5/18/11	May-11	update conv. w. JPC (2)		0.20	\$ 650.00	\$ 130.00		call with client
1159	594	James V. DeSimone	5/19/11	May-11	mtg. w. Law clerk re: research/ survey follow up		0.40	\$ 650.00	\$ 260.00	ic qu	
1162	595	James V. DeSimone	5/22/11	May-11	review AC Memo: re: research (3)		0.30	\$ 650.00	\$ 195.00	im	
1165	596	James V. DeSimone	5/23/11	May-11	review prior correspondence (2)		0.20	\$ 650.00	\$ 130.00	qu	
1166	597	James V. DeSimone	5/23/11	May-11	Revise corr. To BG (2)		0.20	\$ 650.00	\$ 130.00	qu	
1167	598	James V. DeSimone	5/23/11	May-11	mtg. w. Law clerk (1)		0.10	\$ 650.00	\$ 65.00	ic qu	
1168	599	James V. DeSimone	5/23/11	May-11	mtg. w. team re: survey follow up (1.1)		1.10	\$ 650.00	\$ 715.00	ic	
1169	600	James V. DeSimone	5/23/11	May-11	email To BG (2)		0.20	\$ 650.00	\$ 130.00	qu	
1174	601	James V. DeSimone	5/24/11	May-11	Edit survey follow up questions (3)		0.30	\$ 650.00	\$ 195.00	im	
1175	602	James V. DeSimone	5/24/11	May-11	follow up emails w. team re: decs (3)		0.30	\$ 650.00	\$ 195.00	im	
1176	603	James V. DeSimone	5/24/11	May-11	emails w. EF re: Outreach (1)		0.10	\$ 650.00	\$ 65.00	im	
1180	604	James V. DeSimone	5/25/11	May-11	strategy memo to team (3)		0.30	\$ 650.00	\$ 195.00	im	
1181	605	James V. DeSimone	5/25/11	May-11	Emails re: settlement w. BG (2)		0.20	\$ 650.00	\$ 130.00		
1183	606	James V. DeSimone	5/26/11	May-11	review and edit class member Declarations (2.9)		2.90	\$ 650.00	\$ 1,885.00		
1184	607	James V. DeSimone	5/26/11	May-11	emails to Team re: decs (7)		0.70	\$ 650.00	\$ 455.00	im	
1186	608	James V. DeSimone	5/27/11	May-11	review and edit class member Declaration (1.7)		1.70	\$ 650.00	\$ 1,105.00		
1187	609	James V. DeSimone	5/27/11	May-11	emails to team re: decs (5)		0.50	\$ 650.00	\$ 325.00	im	
1190	610	James V. DeSimone	5/31/11	May-11	review and edit class member Decs (6)		0.60	\$ 650.00	\$ 390.00		
1191	611	James V. DeSimone	5/31/11	May-11	emails w. law clerks re outreach (3)		0.30	\$ 650.00	\$ 195.00	im	
1193	612	James V. DeSimone	6/1/11	Jun-11	review and edit class member decs. (1.9)		1.90	\$ 650.00	\$ 1,235.00		
1194	613	James V. DeSimone	6/1/11	Jun-11	outreach to organizations and Emails (5)		0.50	\$ 650.00	\$ 325.00	qu	
1195	614	James V. DeSimone	6/1/11	Jun-11	emails to team (3)		0.30	\$ 650.00	\$ 195.00	im qu	
1198	615	James V. DeSimone	6/2/11	Jun-11	tc to wits (2)		0.20	\$ 650.00	\$ 130.00	qu	
1199	616	James V. DeSimone	6/2/11	Jun-11	email to wits (2)		0.20	\$ 650.00	\$ 130.00	qu	
1200	617	James V. DeSimone	6/2/11	Jun-11	Review and edit decs (1.1)		1.10	\$ 650.00	\$ 715.00	qu	
1201	618	James V. DeSimone	6/2/11	Jun-11	emails To team (2)		0.20	\$ 650.00	\$ 130.00	im qu	
1202	619	James V. DeSimone	6/2/11	Jun-11	mtg. w. KV (2)		0.40	\$ 650.00	\$ 260.00	qu	
1204	620	James V. DeSimone	6/3/11	Jun-11	Telephone calls and outreach (4)		0.40	\$ 650.00	\$ 260.00	qu	
1205	621	James V. DeSimone	6/3/11	Jun-11	Review and edit decs (1.7)		1.70	\$ 650.00	\$ 1,105.00	qu	
1206	622	James V. DeSimone	6/3/11	Jun-11	Emails w. BG: settlement/PMK depo (2)		0.20	\$ 650.00	\$ 130.00	ic	
1209	623	James V. DeSimone	6/6/11	Jun-11	mtg. w. AC re: briefing and decs (3)		0.30	\$ 650.00	\$ 195.00	qu	
1210	624	James V. DeSimone	6/6/11	Jun-11	spoke with witness (3)		0.30	\$ 650.00	\$ 195.00	qu	
1211	625	James V. DeSimone	6/6/11	Jun-11	prepared Dec (4)		0.40	\$ 650.00	\$ 260.00	qu	
1212	626	James V. DeSimone	6/6/11	Jun-11	reviewed and edited decs (2)		0.20	\$ 650.00	\$ 130.00	qu	
1213	627	James V. DeSimone	6/6/11	Jun-11	spoke. W witness (4)		0.40	\$ 650.00	\$ 260.00	qu	
1214	628	James V. DeSimone	6/6/11	Jun-11	prepared Dec. (3)		0.30	\$ 650.00	\$ 195.00		
1215	629	James V. DeSimone	6/6/11	Jun-11	conv. W. EF re: decs. Strategy (2)		0.20	\$ 650.00	\$ 130.00	ic	
1219	630	James V. DeSimone	6/7/11	Jun-11	follow up w. law clerks re decs (2)		0.20	\$ 650.00	\$ 130.00	ic	
1222	631	James V. DeSimone	6/8/11	Jun-11	dec. review and edits (7)		0.70	\$ 650.00	\$ 455.00	qu	Per time entries, Motion for Class Certification and edits/revisions to declarations continue throughout June 2011
1229	632	James V. DeSimone	6/10/11	Jun-11	mtg. w. AC re: briefing (3)		0.30	\$ 650.00	\$ 195.00	ic	
1230	633	James V. DeSimone	6/10/11	Jun-11	Review and edit decs (3)		0.30	\$ 650.00	\$ 195.00		
1231	634	James V. DeSimone	6/10/11	Jun-11	Follow Up mtg. W. Law clerks (2)		0.20	\$ 650.00	\$ 130.00	ic qu	
1235	635	James V. DeSimone	6/12/11	Jun-11	review and edit supplemental briefing (1.6 hr)		1.60	\$ 650.00	\$ 1,040.00		
1236	636	James V. DeSimone	6/12/11	Jun-11	review and edit decs. (5)		0.50	\$ 650.00	\$ 325.00	qu	
1238	637	James V. DeSimone	6/13/11	Jun-11	mtg. W law clerks re: briefing (2)		0.20	\$ 650.00	\$ 130.00	ic	
1239	638	James V. DeSimone	6/13/11	Jun-11	Prepare declaration (9)		0.90	\$ 650.00	\$ 585.00		
1240	639	James V. DeSimone	6/13/11	Jun-11	Write Final draft of supplemental brief (4.5 hrs)		4.50	\$ 650.00	\$ 2,925.00		
1241	640	James V. DeSimone	6/13/11	Jun-11	review of D's report (1.5)		0.50	\$ 650.00	\$ 325.00	qu	
1242	641	James V. DeSimone	6/13/11	Jun-11	emails w. BG re: declarations		0.50	\$ 650.00	\$ 325.00		
1248	642	James V. DeSimone	6/14/11	Jun-11	Notice PMK Depo (2)		0.20	\$ 650.00	\$ 130.00		

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Exhibit C: SDSHH Legal Bill Review

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#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
1252	643	James V. DeSimone	6/15/11	Jun-11	review of decs. in support of mtn (5 hr)		0.50	\$ 650.00	\$ 325.00		
1253	644	James V. DeSimone	6/15/11	Jun-11	finalize filing (1.2)		1.20	\$ 650.00	\$ 780.00	qu	
1254	645	James V. DeSimone	6/15/11	Jun-11	mtg. W. AC and law clerks (3)		0.30	\$ 650.00	\$ 195.00	ic qu	
1258	646	James V. DeSimone	6/16/11	Jun-11	review of D's opposition to filing (5)		0.50	\$ 650.00	\$ 325.00		
1259	647	James V. DeSimone	6/16/11	Jun-11	prepared declaration in response to opposition (9 hr)		0.90	\$ 650.00	\$ 585.00		
1260	648	James V. DeSimone	6/16/11	Jun-11	research on Responsive brief (1.9 hr)		1.90	\$ 650.00	\$ 1,235.00		
1263	649	James V. DeSimone	6/17/11	Jun-11	write reply to opposition to decs (3.7 hrs)		3.70	\$ 650.00	\$ 2,405.00		
1264	650	James V. DeSimone	6/17/11	Jun-11	prepare for hrg, pleading Review (5)		0.50	\$ 650.00	\$ 325.00		
1285	651	James V. DeSimone	6/17/11	Jun-11	tc w. EF re: hrg prep (2)		0.20	\$ 650.00	\$ 130.00	ic	
1273	652	James V. DeSimone	6/19/11	Jun-11	Preparation for hrg/review of all Pleadings and declarations, including Original mtn/tentative (2.6 hr)		2.60	\$ 650.00	\$ 1,690.00		
1274	653	James V. DeSimone	6/19/11	Jun-11	legal Research/review D's cases cited in brief (1.7 hr)		1.70	\$ 650.00	\$ 1,105.00		
1275	654	James V. DeSimone	6/19/11	Jun-11	outline oral argument (2.1)		2.10	\$ 650.00	\$ 1,365.00		
1277	655	James V. DeSimone	6/20/11	Jun-11	Hrg. On Motion for class certification (including travel time, with FF and AC, strategy discussions) (4.8 hrs)		4.80	\$ 650.00	\$ 3,120.00	ic tr	Feldman, DeSimone and Canning all bill to attend Hearing on Motion for Class Certification on 6/20/2011
1278	656	James V. DeSimone	6/20/11	Jun-11	Depo notice (1)		0.10	\$ 650.00	\$ 65.00	qu	
1279	657	James V. DeSimone	6/20/11	Jun-11	Memo to file (2)		0.20	\$ 650.00	\$ 130.00	im qu	
1284	658	James V. DeSimone	6/21/11	Jun-11	mtg. W. AC (2)		0.20	\$ 650.00	\$ 130.00	ic qu	
1285	659	James V. DeSimone	6/21/11	Jun-11	Review and edit RFP's and Special Rogs (8)		0.80	\$ 650.00	\$ 520.00		
1290	660	James V. DeSimone	6/22/11	Jun-11	review and respond to BG email		0.20	\$ 650.00	\$ 130.00	qu	
1294	661	James V. DeSimone	6/24/11	Jun-11	review and respond BG corr.		0.20	\$ 650.00	\$ 130.00	qu	
1296	662	James V. DeSimone	6/27/11	Jun-11	email BG re: depositions (2)		0.20	\$ 650.00	\$ 130.00	qu	
1297	663	James V. DeSimone	6/27/11	Jun-11	follow up W team (2)		0.40	\$ 650.00	\$ 260.00	qu	
1299	664	James V. DeSimone	6/28/11	Jun-11	team emails re: depo schedule		0.20	\$ 650.00	\$ 130.00	im	
1301	665	James V. DeSimone	6/29/11	Jun-11	PMK Depo Notice		0.10	\$ 650.00	\$ 65.00	qu	
1302	666	James V. DeSimone	7/1/11	Jul-11	receive and review granting of class Cert motion (6 hr)		0.60	\$ 650.00	\$ 390.00		
1303	667	James V. DeSimone	7/1/11	Jul-11	follow up emails W. Team re: strategy (5)		0.50	\$ 650.00	\$ 325.00	im	
1313	668	James V. DeSimone	7/13/11	Jul-11	email w. BG re: depositions		0.20	\$ 650.00	\$ 130.00		
1315	669	James V. DeSimone	7/12/11	Jul-11	follow up w law clerks/KV re: additional Docs		0.30	\$ 650.00	\$ 195.00	ic	
1317	670	James V. DeSimone	7/13/11	Jul-11	emails w. BG re: depositions/expert rpts (2); corr. W. MM re: testimony/expert rpt (2)		0.20	\$ 650.00	\$ 130.00		
1318	671	James V. DeSimone	7/13/11	Jul-11	corr. W. BG re: depositions (2)		0.20	\$ 650.00	\$ 130.00		
1319	672	James V. DeSimone	7/14/11	Jul-11	corr. W. Expert re: depositions (2)		0.20	\$ 650.00	\$ 130.00		
1320	673	James V. DeSimone	7/14/11	Jul-11	review of expert Wit report (5)		0.50	\$ 650.00	\$ 325.00	qu	
1321	674	James V. DeSimone	7/14/11	Jul-11	corr. W. BG re: expert rpt/depo (2)		0.20	\$ 650.00	\$ 130.00		
1323	675	James V. DeSimone	7/15/11	Jul-11	corr. W. BG re: expert rpt/depo (2)		0.20	\$ 650.00	\$ 130.00		
1324	676	James V. DeSimone	7/15/11	Jul-11	Emails w. MM (3) .5 hr.		0.50	\$ 650.00	\$ 325.00		
1328	677	James V. DeSimone	7/20/11	Jul-11	mtg. W law clerks re: MSJ research (3)		0.30	\$ 650.00	\$ 195.00	ic	
1329	678	James V. DeSimone	7/22/11	Jul-11	email from BG		0.10	\$ 650.00	\$ 65.00	qu	
1331	679	James V. DeSimone	7/24/11	Jul-11	corr. W. MM		0.20	\$ 650.00	\$ 130.00	qu	
1332	680	James V. DeSimone	7/25/11	Jul-11	follow up emails w. BR (2)		0.20	\$ 650.00	\$ 130.00	qu	
1333	681	James V. DeSimone	7/25/11	Jul-11	conv. W MM re: depo prep (1.5)		0.50	\$ 650.00	\$ 325.00		
1336	682	James V. DeSimone	7/28/11	Jul-11	Meet and conf. Lit re: MM Depo. (4)		0.40	\$ 650.00	\$ 260.00		
1337	683	James V. DeSimone	7/28/11	Jul-11	emails w. MF re research (3)		0.30	\$ 650.00	\$ 195.00	im	
1341	684	James V. DeSimone	7/30/11	Jul-11	PMK depo prep/review memos/ Questions (6)		0.60	\$ 650.00	\$ 390.00		
1342	685	James V. DeSimone	7/30/11	Jul-11	email GF and AC (1)		0.10	\$ 650.00	\$ 65.00	im qu	
1344	686	James V. DeSimone	7/31/11	Jul-11	review Docs for depo prep (1.6)		1.60	\$ 650.00	\$ 1,040.00		
1346	687	James V. DeSimone	8/1/11	Aug-11	mtg w. EF for depo prep, review Docs and formulate questions (3.6)		3.60	\$ 650.00	\$ 2,340.00	ic	
1349	688	James V. DeSimone	8/2/11	Aug-11	review docs and prepare questions (2.6)		2.60	\$ 650.00	\$ 1,690.00		
1350	689	James V. DeSimone	8/2/11	Aug-11	finalize doc review and Depo prep. (1.9hrs)		1.90	\$ 650.00	\$ 1,235.00		
1358	690	James V. DeSimone	8/4/11	Aug-11	finalize depo prep (1.2)		1.20	\$ 650.00	\$ 780.00		

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Exhibit C: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Faldman)	Hours	Rate	Fees	Codes	Comments
1359	691	James V. DeSimone	8/4/11	Aug-11	depo of Angels Baseball PMK (6.1)		6.10	\$ 650.00	\$ 3,965.00		DeSimone and Feldman both attended deposition of Angels Baseball PMK (Bill Beverage) on 8/4/2011
1361	692	James V. DeSimone	8/5/11	Aug-11	emails w. BG re: mediation/MSI (3)		0.30	\$ 650.00	\$ 195.00		
1362	693	James V. DeSimone	8/5/11	Aug-11	Follow up w mediator (2)		0.20	\$ 650.00	\$ 130.00	qu	
1367	694	James V. DeSimone	8/8/11	Aug-11	prep for meet and confer/ review disco issues w. AC (2)		0.20	\$ 650.00	\$ 130.00	ic	
1368	695	James V. DeSimone	8/8/11	Aug-11	review MSI research (-4)		0.40	\$ 650.00	\$ 260.00		
1369	696	James V. DeSimone	8/8/11	Aug-11	telephone conf. w. BG (4)		0.40	\$ 650.00	\$ 260.00	qu	
1370	697	James V. DeSimone	8/8/11	Aug-11	follow mtg. w AC (2)		0.20	\$ 650.00	\$ 130.00	ic qu	
1371	698	James V. DeSimone	8/8/11	Aug-11	mtg. W. Paralegal (1)		0.10	\$ 650.00	\$ 65.00	ic qu	
1379	699	James V. DeSimone	8/9/11	Aug-11	review and file stip to continue deadlines (3)		0.30	\$ 650.00	\$ 195.00		
1380	700	James V. DeSimone	8/9/11	Aug-11	emails w. BG and AC (1)		0.10	\$ 650.00	\$ 65.00	im qu	
1384	701	James V. DeSimone	8/10/11	Aug-11	con. W. MM re: scheduling		0.10	\$ 650.00	\$ 65.00	qu	
1389	702	James V. DeSimone	8/17/11	Aug-11	corr. Re: transcript		0.20	\$ 650.00	\$ 130.00	ic	
1392	703	James V. DeSimone	8/18/11	Aug-11	strategy mtg. w. Menaka Fernando (2)		0.30	\$ 650.00	\$ 195.00	ic qu	
1393	704	James V. DeSimone	8/18/11	Aug-11	mtg. W. AC (3)		0.30	\$ 650.00	\$ 195.00	ic qu	
1395	705	James V. DeSimone	8/23/11	Aug-11	mtg. W. AC; review and revise protective order (3)		0.10	\$ 650.00	\$ 65.00	im	
1408	706	James V. DeSimone	9/1/11	Sep-11	strategy email w. AC		0.20	\$ 650.00	\$ 130.00	ic	
1416	707	James V. DeSimone	9/23/11	Sep-11	meeting w. AC re: mediation/strategy/ Discovery		0.40	\$ 650.00	\$ 260.00	ic	
1422	708	James V. DeSimone	9/26/11	Sep-11	requests (4)		0.10	\$ 650.00	\$ 65.00	im qu	
1423	709	James V. DeSimone	9/26/11	Sep-11	emails w. MM and EF (1)		0.20	\$ 650.00	\$ 130.00	qu	
1424	710	James V. DeSimone	9/26/11	Sep-11	review and edit Corr. To BG (2)		0.20	\$ 650.00	\$ 130.00	ic qu	
1435	711	James V. DeSimone	9/27/11	Sep-11	review and edit meet and confer ltr/ (2)		0.20	\$ 650.00	\$ 130.00	ic qu	
1436	712	James V. DeSimone	9/27/11	Sep-11	mtg. W. AC (2)		0.60	\$ 650.00	\$ 390.00		
1440	713	James V. DeSimone	9/28/11	Sep-11	Review of Beverage dep/summary (6 hr)		0.90	\$ 650.00	\$ 585.00		
1442	714	James V. DeSimone	9/29/11	Sep-11	Review of Mazz dec/feasibility analysis (5)		0.10	\$ 650.00	\$ 65.00	qu	
1443	715	James V. DeSimone	9/29/11	Sep-11	conv. w. MM re: feasibility of Changes (9)		0.10	\$ 650.00	\$ 65.00	qu	
1444	716	James V. DeSimone	9/29/11	Sep-11	email to DG (1)		0.10	\$ 650.00	\$ 65.00	qu	
1445	717	James V. DeSimone	9/29/11	Sep-11	follow up phone call (1)		0.30	\$ 650.00	\$ 195.00		
1446	718	James V. DeSimone	9/29/11	Sep-11	review and edit disc. stip. (3)		0.10	\$ 650.00	\$ 65.00	qu	
1447	719	James V. DeSimone	9/29/11	Sep-11	follow up email to DG (1)		0.30	\$ 650.00	\$ 195.00	qu	
1448	720	James V. DeSimone	9/29/11	Sep-11	conv. w. ct clerk and follow up (3)		0.10	\$ 650.00	\$ 65.00	ic	
1449	721	James V. DeSimone	9/29/11	Sep-11	Review MM email re: conclusions (1)		0.20	\$ 650.00	\$ 130.00	ic	
1450	722	James V. DeSimone	9/29/11	Sep-11	Follow up w. KV re: filing (2)		0.70	\$ 650.00	\$ 455.00	im	
1459	723	James V. DeSimone	10/6/11	Oct-11	Memo to AC and EF re: mediation brief/ settlement Strategy (7)		0.20	\$ 650.00	\$ 130.00	ic qu	
1460	724	James V. DeSimone	10/6/11	Oct-11	follow up w EF (2)		0.20	\$ 650.00	\$ 130.00	ic qu	
1465	725	James V. DeSimone	10/10/11	Oct-11	review Confidentiality agreement Re: Ticketmaster (2)		0.10	\$ 650.00	\$ 65.00		
1466	726	James V. DeSimone	10/10/11	Oct-11	review D's response and AC changes (1)		0.30	\$ 650.00	\$ 195.00	ic	
1467	727	James V. DeSimone	10/10/11	Oct-11	Mtg. W. AC re: mediation brief (3)		0.60	\$ 650.00	\$ 390.00		
1474	728	James V. DeSimone	10/12/11	Oct-11	Reviewed BG email and attached Engineering report (6 hr)		1.40	\$ 650.00	\$ 910.00		
1475	729	James V. DeSimone	10/12/11	Oct-11	reviewed And edited draft mediation brief (1.4)		0.10	\$ 650.00	\$ 65.00	im qu	
1476	730	James V. DeSimone	10/12/11	Oct-11	emails w. EF, NN & AC (1)		4.00	\$ 650.00	\$ 2,600.00	ic	
1480	731	James V. DeSimone	10/13/11	Oct-11	mtg w. AC re: mediation brief (4 hr)		0.30	\$ 650.00	\$ 195.00	qu	
1481	732	James V. DeSimone	10/13/11	Oct-11	Review of report (3)		0.70	\$ 650.00	\$ 455.00	ic qu	
1482	733	James V. DeSimone	10/13/11	Oct-11	conv. W. AC Re strategy (2)		0.20	\$ 650.00	\$ 130.00	qu	
1483	734	James V. DeSimone	10/13/11	Oct-11	conv. W. EF, MM, & AC (7)		1.80	\$ 650.00	\$ 1,170.00	im	
1484	735	James V. DeSimone	10/13/11	Oct-11	Emails w. BG (2)		0.30	\$ 650.00	\$ 195.00	im	
1491	736	James V. DeSimone	10/14/11	Oct-11	Reviewed and edited Mediation Brief (1.8)		0.20	\$ 650.00	\$ 130.00	ic qu	
1492	737	James V. DeSimone	10/14/11	Oct-11	Follow up team emails Re: strategy (3)		0.30	\$ 650.00	\$ 195.00	im	
1499	738	James V. DeSimone	10/15/11	Oct-11	team emails re: strategy		0.20	\$ 650.00	\$ 130.00	im	

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Exhibit C: SDSH-H Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
1501	739	James V. DeSimone	10/16/11	Oct-11	review M/S changes to Mediation Brief/ follow up email exchange (.3)		0.30	\$ 650.00	\$ 195.00	im	
1505	740	James V. DeSimone	10/17/11	Oct-11	Finalize mediation brief		1.30	\$ 650.00	\$ 845.00		
1517	112	James V. DeSimone	10/21/11	Oct-11	corr. W. JPC (.2)		0.20	\$ 650.00	\$ 130.00	qu	
1518	113	James V. DeSimone	10/21/11	Oct-11	case and Doc review (.2)		0.20	\$ 650.00	\$ 130.00	qu	
1519	114	James V. DeSimone	10/21/11	Oct-11	finalize letter To Artie Moreno (.4)		0.40	\$ 650.00	\$ 260.00	qu	
		James V. DeSimone Total					292.80		\$ 190,320.00		

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Exhibit C: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
468	80	Jonathan Cotton	9/27/10	Sep-10	Serve P's Rule 26a Report		0.50	\$ 125.00	\$ 62.50		
698	81	Jonathan Cotton	11/5/10	Nov-10	Draft tables for Plaintiffs Motion for Class Cert		2.50	\$ 125.00	\$ 312.50		
716	82	Jonathan Cotton	11/8/10	Nov-10	E-File Plaintiffs Motion for Class Cert and related Documents		8.00	\$ 125.00	\$ 1,000.00		
731	83	Jonathan Cotton	11/10/10	Nov-10	Draft and Serve Second Amended PMK Depo Notices		1.50	\$ 125.00	\$ 187.50		
745	84	Jonathan Cotton	11/18/10	Nov-10	Scan and file letter from Myers		0.25	\$ 125.00	\$ 31.25	cl	
804	85	Jonathan Cotton	12/6/10	Dec-10	E-File Reply and Related Documents in Response to Defendants' Opp to Plaintiff's Motion for Class Cert		3.00	\$ 125.00	\$ 375.00		
890	86	Jonathan Cotton	2/1/11	Feb-11	Draft and Serve P's Second Set of Interrogatories		1.00	\$ 125.00	\$ 125.00		
907	87	Jonathan Cotton	2/8/11	Feb-11	Format survey to send to DRLC		1.25	\$ 125.00	\$ 156.25	cl	
1228	88	Jonathan Cotton	6/10/11	Jun-11	Draft tables to Plaintiffs Supplemental Memo in Support of Plaintiffs Motion for Class Cert		1.75	\$ 125.00	\$ 218.75		
1521	89	Jonathan Cotton	11/12/11	Nov-11	Draft list of Declarations used in P's Mediation Brief		0.50	\$ 125.00	\$ 62.50		
		Jonathan Cotton Total					20.25	\$	\$ 2,581.25		

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Exhibit C: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Faldman)	Hours	Rate	Fees	Codes	Comments
22	1048	Kai Valenzuela	10/13/09	Oct-09	Revise retainer agreement and association of counsel		0.20	\$ 125.00	\$ 25.00		
38	1049	Kai Valenzuela	10/21/09	Oct-09	Create initial case files, create database folders		0.40	\$ 125.00	\$ 50.00	cl	
50	1050	Kai Valenzuela	11/16/09	Nov-09	Receive potential expert information to be saved in database, organize case file		0.20	\$ 125.00	\$ 25.00	cl	
57	1051	Kai Valenzuela	11/19/09	Nov-09	Format correspondence, prepare mailing to Director of Legal Affairs Angels Baseball LLP		0.40	\$ 125.00	\$ 50.00		
170	1052	Kai Valenzuela	5/27/10	May-10	Format Charlebois Federal Complaint		0.80	\$ 125.00	\$ 100.00		
175	1053	Kai Valenzuela	5/28/10	May-10	Further revisions to Federal Complaint		0.20	\$ 125.00	\$ 25.00		
235	1054	Kai Valenzuela	6/10/10	Jun-10	Research contact information for press release		0.30	\$ 125.00	\$ 37.50		
251	1055	Kai Valenzuela	6/14/10	Jun-10	Further revise Federal Complaint		0.20	\$ 125.00	\$ 25.00		
257	1056	Kai Valenzuela	6/15/10	Jun-10	Further research/update contact list for press release, correspond with co-paralegals re P.R.		0.50	\$ 125.00	\$ 62.50	im	press release
263	1057	Kai Valenzuela	6/16/10	Jun-10	Receive documents via ECF to print and save to database		0.80	\$ 125.00	\$ 100.00	cl qu	
359	1058	Kai Valenzuela	8/10/10	Aug-10	Draft Request of Recusal Motion		0.40	\$ 125.00	\$ 50.00		
360	1059	Kai Valenzuela	8/10/10	Aug-10	E-File Request of Recusal Motion, prepare Chambers copy		0.60	\$ 125.00	\$ 75.00		
369	1060	Kai Valenzuela	8/11/10	Aug-10	Draft Notice of Change of Attorney		0.40	\$ 125.00	\$ 50.00		
370	1061	Kai Valenzuela	8/11/10	Aug-10	E-file Notice of Change of Attorney, prepare Chambers copy		0.60	\$ 125.00	\$ 75.00		
379	1062	Kai Valenzuela	8/12/10	Aug-10	Prepare correspondence for Defense counsel		0.30	\$ 125.00	\$ 37.50	qu	
380	1063	Kai Valenzuela	8/12/10	Aug-10	Review DRLC e-mail		0.30	\$ 125.00	\$ 37.50	qu	
384	1064	Kai Valenzuela	8/24/10	Aug-10	Receive Order via ECF re Judge Recusal, save to database		0.20	\$ 125.00	\$ 25.00		
419	1065	Kai Valenzuela	9/14/10	Sep-10	Review e-mail correspondence re Joint Stipulation re Continuance		0.30	\$ 125.00	\$ 37.50		
425	1066	Kai Valenzuela	9/16/10	Sep-10	Revise Joint Stipulation, E-file and prepare Chambers copy		1.80	\$ 125.00	\$ 225.00		
683	1067	Kai Valenzuela	11/3/10	Nov-10	Draft TOC/JOA for Motion for Class Certification		0.40	\$ 125.00	\$ 50.00		
725	1068	Kai Valenzuela	11/8/10	Nov-10	Prepare/revise Declarations in Support of Motion for Class Certification		3.50	\$ 125.00	\$ 437.50		
726	1069	Kai Valenzuela	11/8/10	Nov-10	Revise/format Motion for Class Certification		2.50	\$ 125.00	\$ 312.50		
727	1070	Kai Valenzuela	11/8/10	Nov-10	E-file Motion for Class Certification		1.40	\$ 125.00	\$ 175.00		
758	1071	Kai Valenzuela	11/23/10	Nov-10	Receive Defense opposition docs, review		1.20	\$ 125.00	\$ 150.00		Motion for Class Certification filed on 11/8/2010
786	1072	Kai Valenzuela	12/2/10	Dec-10	Receive Defendants' Opposition documents and save to database, prepare file for lead counsel		0.80	\$ 125.00	\$ 100.00		
787	1073	Kai Valenzuela	12/2/10	Dec-10	Draft Response to Objections to Mazz Declaration		6.50	\$ 125.00	\$ 812.50		
792	1074	Kai Valenzuela	12/3/10	Dec-10	Draft Response to Evidentiary Objections to Motion for Class Certification		5.40	\$ 125.00	\$ 675.00		
793	1075	Kai Valenzuela	12/3/10	Dec-10	Draft Response to Objections of Remaining Declarations		2.60	\$ 125.00	\$ 325.00		
810	1076	Kai Valenzuela	12/6/10	Dec-10	Revise Response to Objections to Mazz Declaration		3.40	\$ 125.00	\$ 425.00		
811	1077	Kai Valenzuela	12/6/10	Dec-10	Draft Table of Authorities to Reply Brief to Defendants' Opposition for Motion for Class Certification		1.50	\$ 125.00	\$ 187.50		
812	1078	Kai Valenzuela	12/6/10	Dec-10	Revise Response to Evidentiary Objections to Motion for Class Certification		3.50	\$ 125.00	\$ 437.50		
813	1079	Kai Valenzuela	12/6/10	Dec-10	E-file Reply to Defendants' Opposition, Response to Objections, Response to Declarations in Opposition, Prepare Chamber copies		2.20	\$ 125.00	\$ 275.00		Reply to Defendants' Opposition, Response to Objections, Response to Declarations in Opposition, filed on 12/6/2010

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Exhibit C: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feidman)	Hours	Rate	Fees	Codes	Comments
816	1080	Kai Valenzuela	12/7/10	Dec-10	Revise Response to Objections to Charlebois Declaration		2.40	\$ 125.00	\$ 300.00		
840	1081	Kai Valenzuela	1/18/11	Jan-11	Prepare binders for lead counsel for Motion for Class Certification Hearing		4.60	\$ 125.00	\$ 575.00		
844	1082	Kai Valenzuela	1/19/11	Jan-11	Research cases from Defendants' Opposition to Class Certification, Prepare binder		3.40	\$ 125.00	\$ 425.00		
846	1083	Kai Valenzuela	1/20/11	Jan-11	Complete binders for lead counsel		2.40	\$ 125.00	\$ 300.00		
884	1084	Kai Valenzuela	1/27/11	Jan-11	Research Survey Monkey, correspond with counsels re logistics		1.40	\$ 125.00	\$ 175.00		
950	1085	Kai Valenzuela	2/28/11	Feb-11	Revise survey from Defense counsel, correspond with attorneys		2.60	\$ 125.00	\$ 325.00	qu	
961	1086	Kai Valenzuela	3/1/11	Mar-11	Further revise survey		1.80	\$ 125.00	\$ 225.00		
976	1087	Kai Valenzuela	3/3/11	Mar-11	Format correspondence to Defense counsel, forward to all counsel		0.60	\$ 125.00	\$ 75.00	cl qu	
999	1088	Kai Valenzuela	3/9/11	Mar-11	Format Declaration of V. James DeSimone		0.60	\$ 125.00	\$ 75.00		
1000	1089	Kai Valenzuela	3/9/11	Mar-11	Draft Table of Authorities re Ex Parte Application, Research/organize Exhibits		3.20	\$ 125.00	\$ 400.00		
1001	1090	Kai Valenzuela	3/9/11	Mar-11	& file Ex Parte Application to Compel Survey, Prepare Chambers copy		0.80	\$ 125.00	\$ 100.00		Ex Parte Application to Compel Survey filed on 3/9/2011
1007	1091	Kai Valenzuela	3/10/11	Mar-11	Further revise Survey		0.80	\$ 125.00	\$ 100.00		
1087	1092	Kai Valenzuela	4/1/11	Apr-11	Review correspondence re DRLC survey		0.30	\$ 125.00	\$ 37.50		
1088	1093	Kai Valenzuela	4/1/11	Apr-11	Research organizations for Declarant ISO Class Certification		2.60	\$ 125.00	\$ 325.00		
1089	1094	Kai Valenzuela	4/1/11	Apr-11	Revise script re calls to organizations		0.40	\$ 125.00	\$ 50.00		
1090	1095	Kai Valenzuela	4/1/11	Apr-11	Contact organizations for survey distributor		4.20	\$ 125.00	\$ 525.00	qu	
1096	1096	Kai Valenzuela	4/12/11	Apr-11	Contact organizations for survey distributor		7.50	\$ 125.00	\$ 937.50	qu	
1099	1097	Kai Valenzuela	4/13/11	Apr-11	Contact organizations for survey distributor		6.50	\$ 125.00	\$ 812.50	qu	
1100	1098	Kai Valenzuela	4/13/11	Apr-11	Further revise survey, prepare survey packet for organizations, further contact organizations for distribution		1.30	\$ 125.00	\$ 162.50		
1108	1099	Kai Valenzuela	4/14/11	Apr-11	Prepare packet for distribution at Abilities Expo, interview survey respondents		4.50	\$ 125.00	\$ 562.50	qu	
1114	1100	Kai Valenzuela	4/15/11	Apr-11	Interview survey respondents		7.50	\$ 125.00	\$ 937.50		
1116	1101	Kai Valenzuela	4/18/11	Apr-11	Contact organizations, review survey responses from conference, revise Survey Monkey, correspond with counsel re responses		6.50	\$ 125.00	\$ 812.50	qu	
1121	1102	Kai Valenzuela	4/19/11	Apr-11	Contact organizations for survey distribution, correspond with counsel re responses		3.50	\$ 125.00	\$ 437.50	qu	
1122	1103	Kai Valenzuela	4/19/11	Apr-11	Follow-up with organizations from conference re survey responses		2.30	\$ 125.00	\$ 287.50		
1125	1104	Kai Valenzuela	4/21/11	Apr-11	Review responses from conference, save information to our database		1.50	\$ 125.00	\$ 187.50	cl	
1133	1105	Kai Valenzuela	4/29/11	Apr-11	Review further responses from Survey Monkey		0.80	\$ 125.00	\$ 100.00		
1140	1106	Kai Valenzuela	5/6/11	May-11	Continue to review additional survey responses from Survey Monkey		0.40	\$ 125.00	\$ 50.00		
1141	1107	Kai Valenzuela	5/6/11	May-11	Receive survey responses from DRLC, review/sort for contact information and save to our database		4.60	\$ 125.00	\$ 575.00		
1144	1108	Kai Valenzuela	5/9/11	May-11	Contact DRLC re survey respondents spreadsheet, create spreadsheet via GMAIL, contact survey respondents for declarations		3.50	\$ 125.00	\$ 437.50		
1146	1109	Kai Valenzuela	5/11/11	May-11	Revise survey respondent spreadsheet, contact respondents		2.50	\$ 125.00	\$ 312.50		

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Exhibit C: SDSHHH Legal Bill Review

Angels / Charabois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
1149	1110	Kai Valenzuela	5/12/11	May-11	Contact survey respondents, continue to upload respondent information to spreadsheet from DRLC		4.50	\$ 125.00	\$ 562.50		
1153	1111	Kai Valenzuela	5/16/11	May-11	Update survey responses to spreadsheet, save to J-Drive		2.50	\$ 125.00	\$ 312.50	cl	
1160	1112	Kai Valenzuela	5/20/11	May-11	Update additional survey respondent data into spreadsheet, scan surveys to J-Drive, correspond with counsel re updates		3.50	\$ 125.00	\$ 437.50		
1173	1113	Kai Valenzuela	5/23/11	May-11	Update additional survey data from DRLC to spreadsheet		5.50	\$ 125.00	\$ 687.50	cl	
1178	1114	Kai Valenzuela	5/24/11	May-11	Continue to upload individual survey data from DRLC to spreadsheet		4.50	\$ 125.00	\$ 562.50	cl	
1182	1115	Kai Valenzuela	5/25/11	May-11	Contact survey respondents for potential declarations		6.50	\$ 125.00	\$ 812.50		
1185	1116	Kai Valenzuela	5/26/11	May-11	Contact survey respondents for potential declarations		6.50	\$ 125.00	\$ 812.50		
1188	1117	Kai Valenzuela	5/27/11	May-11	Input additional survey data from DRLC to spreadsheet, contact survey respondents for potential declarations		4.50	\$ 125.00	\$ 562.50	cl	
1192	1118	Kai Valenzuela	5/31/11	May-11	Contact survey respondents, prepare declarations		5.50	\$ 125.00	\$ 687.50		
1196	1119	Kai Valenzuela	6/1/11	Jun-11	Contact survey respondents, prepare declarations, contact organizations for follow-up		6.50	\$ 125.00	\$ 812.50	qu	
1203	1120	Kai Valenzuela	6/2/11	Jun-11	Contact survey respondents, prepare declarations, contact organizations for follow-up; meeting with VID		7.50	\$ 125.00	\$ 937.50	ic qu	
1207	1121	Kai Valenzuela	6/3/11	Jun-11	Contact survey respondents, prepare declarations, contact organizations for follow-up		7.50	\$ 125.00	\$ 937.50		
1208	1122	Kai Valenzuela	6/4/11	Jun-11	Contact potential declarants		1.50	\$ 125.00	\$ 187.50		
1244	1123	Kai Valenzuela	6/13/11	Jun-11	Organize declarations and statements for putative class members, Prepare Table of Authorities, Prepare additional documents for E-filing, E-file and prepare Chambers copy		10.50	\$ 125.00	\$ 1,312.50		
1251	1124	Kai Valenzuela	6/14/11	Jun-11	Receive additional signed declarations, forward Defendants response to co-counsel		2.50	\$ 125.00	\$ 312.50	im	
1256	1125	Kai Valenzuela	6/15/11	Jun-11	Organize and E-file Supplement to Motion for Class Certification, Additional declarations		2.50	\$ 125.00	\$ 312.50		
1267	1126	Kai Valenzuela	6/17/11	Jun-11	Prepare folders for Motion for Class Certification hearing		2.20	\$ 125.00	\$ 275.00	cl	
1268	1127	Kai Valenzuela	6/17/11	Jun-11	Prepare E-filing re Plaintiff's response to Defendants' Objections		2.50	\$ 125.00	\$ 312.50		
1282	1128	Kai Valenzuela	6/20/11	Jun-11	Review correspondence from interns re additional putative class member declarations		0.80	\$ 125.00	\$ 100.00	im	
1288	1129	Kai Valenzuela	6/21/11	Jun-11	Research discovery cut-off, contact First Legal for discovery production to be personally served and Federal proof of service prepared		1.40	\$ 125.00	\$ 175.00		
1289	1130	Kai Valenzuela	6/21/11	Jun-11	Revise discovery production [second set of RFPD and third set of Rgs], Prepare POS, scan and prepare for mailing		1.80	\$ 125.00	\$ 225.00	cl	
1291	1131	Kai Valenzuela	6/22/11	Jun-11	Receive additional revised declaration, review and save to database		0.80	\$ 125.00	\$ 100.00		
1293	1132	Kai Valenzuela	6/23/11	Jun-11	Save additional DRLC surveys to database		2.40	\$ 125.00	\$ 300.00	cl	

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Exhibit C: SDSHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Fieldman)	Hours	Rate	Fees	Codes	Comments
1305	1133	Kai Valenzuela	7/1/11	Jul-11	Review District Judge's Order re Motion for Class Certification, forward to all participants on case, save to database; Receive Federal POS from First Legal, save to database		1.50	\$ 125.00	\$ 187.50		
1311	1134	Kai Valenzuela	7/5/11	Jul-11	Forward press release to contacts, review putative declarations and revise language		1.60	\$ 125.00	\$ 200.00		
1314	1135	Kai Valenzuela	7/11/11	Jul-11	Further revise declarations, prepare cover letters and mail to declarants		2.50	\$ 125.00	\$ 312.50		
1316	1136	Kai Valenzuela	7/12/11	Jul-11	Further revise declarations, prepare cover letters and mail to declarants		1.50	\$ 125.00	\$ 187.50		
1325	1137	Kai Valenzuela	7/15/11	Jul-11	Further revise declarations, prepare cover letters and mail to declarants		2.20	\$ 125.00	\$ 275.00		
1326	1138	Kai Valenzuela	7/18/11	Jul-11	Correspond with law clerks re additional word processing declarations to be revised		0.40	\$ 125.00	\$ 50.00	im	
1327	1139	Kai Valenzuela	7/19/11	Jul-11	Receive additional revised declarations ISO Motion for Class Certification, review and save to database		1.30	\$ 125.00	\$ 162.50		
1334	1140	Kai Valenzuela	7/26/11	Jul-11	Scan and save all declarations mailed into database		0.70	\$ 125.00	\$ 87.50		
1347	1141	Kai Valenzuela	8/1/11	Aug-11	Prepare packet for co-counsel of all of Defendants' produced documents in database, additional copy of C.D.		1.50	\$ 125.00	\$ 187.50	cl	
1354	1142	Kai Valenzuela	8/2/11	Aug-11	Research/locate and print documents for preparation of FMK deposition		4.50	\$ 125.00	\$ 562.50	cl	
1357	1143	Kai Valenzuela	8/3/11	Aug-11	Research/locate and print additional documents for preparation of PMK deposition		1.50	\$ 125.00	\$ 187.50	cl	
1360	1144	Kai Valenzuela	8/4/11	Aug-11	Research/locate and print additional documents for preparation of PMK deposition; Organize folders; Correspond with counsels and potential mediation schedule		5.50	\$ 125.00	\$ 687.50	cl	
1363	1145	Kai Valenzuela	8/5/11	Aug-11	Follow-up re documents provided by Defendants (do not match with Bates numbered documents previously produced); Follow-up with counsels re mediation schedule		3.50	\$ 125.00	\$ 437.50		
1382	1146	Kai Valenzuela	8/9/11	Aug-11	Receive additional declarations ISO Motion for Class Certification, save to database		1.20	\$ 125.00	\$ 150.00		
1390	1147	Kai Valenzuela	8/17/11	Aug-11	Review additional signed declarations ISO Motion for Class Certification, save to database		0.80	\$ 125.00	\$ 100.00		
1397	1148	Kai Valenzuela	8/24/11	Aug-11	Organize additional declarations received into database		0.50	\$ 125.00	\$ 62.50	cl	
1441	1149	Kai Valenzuela	9/28/11	Sep-11	Scan deposition transcript of PMK into database, provide to lead counsel for preparation		2.50	\$ 125.00	\$ 312.50	cl	
1451	1150	Kai Valenzuela	9/29/11	Sep-11	Revise previously filed [Proposed] Protective Order, e-mail to Judge Nakazato		1.20	\$ 125.00	\$ 150.00		
1452	1151	Kai Valenzuela	9/29/11	Sep-11	Revise Joint Stipulation for Discovery Extension, E file, prepare Chambers copy for both Judge Nakazato and Judge Carter		2.50	\$ 125.00	\$ 312.50		
1454	1152	Kai Valenzuela	9/30/11	Sep-11	Correspond with Judge Carter's clerk, communicate with Judge Nakazato's clerk		0.80	\$ 125.00	\$ 100.00	qu	
1458	1153	Kai Valenzuela	10/5/11	Oct-11	Receive Order from Judge Carter, save to database, print to hard file		0.50	\$ 125.00	\$ 62.50	cl	
1489	1154	Kai Valenzuela	10/13/11	Oct-11	Research Bates stamped documents produced		0.50	\$ 125.00	\$ 62.50	qu	
		Kai Valenzuela Total					261.40		\$ 32,675.00		

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Exhibit C: SDSHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
1335	78	Menaka Fernando	7/28/11	Jul-11	Researched travel compensation for expert's deposition, drafting email to opposing counsel.		3.60	\$ 225.00	\$ 810.00		
1391	79	Menaka Fernando	8/18/11	Aug-11	Meeting with V/D re strategy		0.20	\$ 225.00	\$ 45.00	ic	
		Menaka Fernando Total					3.80		\$ 855.00		

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Exhibit C: SDSH-HH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
136	1156	Michael D. Seplow	4/19/10	Apr-10	Rsh re draft complaint (.5)		0.50	\$ 600.00	\$ 300.00	ic qu	
137	1157	Michael D. Seplow	4/19/10	Apr-10	disc w VID (.1)		0.10	\$ 600.00	\$ 60.00	ic qu	
138	1158	Michael D. Seplow	4/19/10	Apr-10	Review draft complaint and send em to team re changes etc (1.5)		1.50	\$ 600.00	\$ 900.00	im	
139	1159	Michael D. Seplow	4/20/10	Apr-10	Rev, rsh and revise draft complaint, revise complaint (1.2)		1.20	\$ 600.00	\$ 720.00	ic qu	
140	1160	Michael D. Seplow	4/20/10	Apr-10	disc w VID (.2)		0.20	\$ 600.00	\$ 120.00	ic qu	
145	1161	Michael D. Seplow	4/21/10	Apr-10	Rev complaint & rsh (.5)		0.50	\$ 600.00	\$ 300.00	qu	
146	1162	Michael D. Seplow	4/21/10	Apr-10	disc w VID & GF (.4)		0.40	\$ 600.00	\$ 240.00	ic qu	
154	1163	Michael D. Seplow	4/23/10	Apr-10	Rsh UCL claims (.5)		0.50	\$ 600.00	\$ 300.00		
155	1164	Michael D. Seplow	4/23/10	Apr-10	rev draft complaint & em re changes to complaint (.5)		0.50	\$ 600.00	\$ 300.00	im qu	
156	1165	Michael D. Seplow	4/23/10	Apr-10	disc w VID and AC (1.0)		1.00	\$ 600.00	\$ 600.00	ic qu	
171	1166	Michael D. Seplow	5/27/10	May-10	Review-revise draft complaint (.4)		0.40	\$ 600.00	\$ 240.00		
189	1167	Michael D. Seplow	6/2/10	Jun-10	TC w VID, AC, GF re complaint (.8)		0.80	\$ 600.00	\$ 480.00	ic	
190	1168	Michael D. Seplow	6/2/10	Jun-10	tc w WJH re complaint and injunctive relief (.2)		0.20	\$ 600.00	\$ 120.00		
191	1169	Michael D. Seplow	6/2/10	Jun-10	rev ems and disc w VID re complaint (.4)		0.40	\$ 600.00	\$ 240.00	ic im	
210	1170	Michael D. Seplow	6/4/10	Jun-10	rev GF em (.1)		0.10	\$ 600.00	\$ 60.00	im qu	
211	1171	Michael D. Seplow	6/4/10	Jun-10	meeting with VID re strategy (.1)		0.10	\$ 600.00	\$ 60.00	ic	
220	1172	Michael D. Seplow	6/7/10	Jun-10	Rev draft complaint (.5)		0.50	\$ 600.00	\$ 300.00		
221	1173	Michael D. Seplow	6/7/10	Jun-10	rsh class issues re complaint and draft em re same (1.2)		1.20	\$ 600.00	\$ 720.00	im	
222	1174	Michael D. Seplow	6/7/10	Jun-10	disc w AC, VID (.3)		0.30	\$ 600.00	\$ 180.00	ic qu	
225	1175	Michael D. Seplow	6/8/10	Jun-10	Rev case law (.2)		0.20	\$ 600.00	\$ 120.00	qu	
229	1176	Michael D. Seplow	6/9/10	Jun-10	rev draft complaint, em intro (.8)		0.80	\$ 600.00	\$ 480.00	im	
236	1177	Michael D. Seplow	6/10/10	Jun-10	disc w VID (.1)		0.10	\$ 600.00	\$ 60.00	ic qu	
252	1178	Michael D. Seplow	6/14/10	Jun-10	em and disc w VID (.2)		0.20	\$ 600.00	\$ 120.00	ic im qu	
264	1179	Michael D. Seplow	6/16/10	Jun-10	rev em re service (.1)		0.10	\$ 600.00	\$ 60.00	im	
265	1180	Michael D. Seplow	6/16/10	Jun-10	rev filled docs (.1)		0.10	\$ 600.00	\$ 60.00	qu	
272	1181	Michael D. Seplow	6/17/10	Jun-10	em re service (.1)		1.00	\$ 600.00	\$ 600.00	im qu	
280	1182	Michael D. Seplow	6/18/10	Jun-10	rev VID em re experts (.2)		0.20	\$ 600.00	\$ 120.00	qu	
281	1183	Michael D. Seplow	6/18/10	Jun-10	re em re status of service (.1)		0.10	\$ 600.00	\$ 60.00	im qu	
286	1184	Michael D. Seplow	6/23/10	Jun-10	rev pos (.1)		0.20	\$ 600.00	\$ 120.00	im	
294	1185	Michael D. Seplow	7/7/10	Jul-10	Draft em re call from Counsel for Anaheim (.2)		0.10	\$ 600.00	\$ 60.00	im qu	
299	1186	Michael D. Seplow	7/9/10	Jul-10	rev VID em (.1)		0.10	\$ 600.00	\$ 60.00	qu	
300	1187	Michael D. Seplow	7/23/10	Jul-10	rev e filing (.1)		0.10	\$ 600.00	\$ 60.00	im qu	
309	1188	Michael D. Seplow	7/27/10	Jul-10	rev VID em (.1)		0.80	\$ 600.00	\$ 480.00		
318	1189	Michael D. Seplow	7/30/10	Jul-10	prep for meeting w BG (.8)		1.00	\$ 600.00	\$ 600.00	im qu	
319	1190	Michael D. Seplow	7/30/10	Jul-10	meeting with Brent Giddens and VID (1.0)		0.30	\$ 600.00	\$ 180.00	im qu	
321	1191	Michael D. Seplow	7/31/10	Jul-10	Rev em re meeting and strategy (.3)		0.30	\$ 600.00	\$ 180.00	im	
325	1192	Michael D. Seplow	8/2/10	Aug-10	ems w VID and GF re strategy (1)		0.10	\$ 600.00	\$ 60.00	im	
331	1193	Michael D. Seplow	8/3/10	Aug-10	rev em re experts (.1)		0.10	\$ 600.00	\$ 60.00	im	
332	1194	Michael D. Seplow	8/3/10	Aug-10	rev em re judge issue (.1)		0.10	\$ 600.00	\$ 60.00	im	
339	1195	Michael D. Seplow	8/5/10	Aug-10	rev ct minutes (.1)		0.10	\$ 600.00	\$ 60.00	ic qu	
340	1196	Michael D. Seplow	8/5/10	Aug-10	disc w VID (.3)		0.30	\$ 600.00	\$ 180.00	ic qu	
341	1197	Michael D. Seplow	8/5/10	Aug-10	rev Ds Answer (.2)		0.20	\$ 600.00	\$ 120.00	qu	
347	1198	Michael D. Seplow	8/6/10	Aug-10	Rev Ct order (.1)		0.10	\$ 600.00	\$ 60.00	ic qu	
348	1199	Michael D. Seplow	8/6/10	Aug-10	conf w VID (.3)		0.30	\$ 600.00	\$ 180.00	ic qu	
349	1200	Michael D. Seplow	8/10/10	Aug-10	TC VID GF (.6)		0.60	\$ 600.00	\$ 360.00	ic qu	
361	1201	Michael D. Seplow	8/10/10	Aug-10	TC w VID and GF (.9)		0.90	\$ 600.00	\$ 540.00	ic qu	
371	1202	Michael D. Seplow	8/11/10	Aug-10	review and revise letter to defense counsel (.6)		0.60	\$ 600.00	\$ 360.00	qu	
372	1203	Michael D. Seplow	8/11/10	Aug-10	em re judge recusal (.2)		0.20	\$ 600.00	\$ 120.00	qu	
382	1204	Michael D. Seplow	8/19/10	Aug-10	rev ct order (.1)		0.10	\$ 600.00	\$ 60.00	qu	
388	1205	Michael D. Seplow	8/26/10	Aug-10	rev ct order (.1)		0.10	\$ 600.00	\$ 60.00	qu	
393	1206	Michael D. Seplow	9/1/10	Sep-10	Rev Judge's rules-procedures (.1)		0.10	\$ 600.00	\$ 60.00	qu	
400	1207	Michael D. Seplow	9/8/10	Sep-10	rev em (.1)		0.10	\$ 600.00	\$ 60.00	qu	

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Exhibit C: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feidman)	Hours	Rate	Fees	Codes	Comments
408	1208	Michael D. Seplow	9/9/10	Sep-10	Rev drt stip and em (.2)		0.20	\$ 600.00	\$ 120.00	qu	
426	1209	Michael D. Seplow	9/16/10	Sep-10	Rev ct filing (1)		0.10	\$ 600.00	\$ 60.00	ic	
446	1210	Michael D. Seplow	9/23/10	Sep-10	em, disc v VID re strategy (.3)		0.30	\$ 600.00	\$ 180.00	ic	
458	1211	Michael D. Seplow	9/24/10	Sep-10	rev pmk depo notices (.2)		0.20	\$ 600.00	\$ 120.00	im	
462	1212	Michael D. Seplow	9/25/10	Sep-10	rev em re expert (.2)		0.20	\$ 600.00	\$ 120.00	im	
487	1213	Michael D. Seplow	9/28/10	Sep-10	rev drat dec (.2)		0.20	\$ 600.00	\$ 120.00	qu	
497	1214	Michael D. Seplow	9/29/10	Sep-10	rev m&c ltr and em (.2)		0.20	\$ 600.00	\$ 120.00	ic	
536	1215	Michael D. Seplow	10/4/10	Oct-10	tc VID & AC (.2)		0.10	\$ 600.00	\$ 60.00	ic	
545	1216	Michael D. Seplow	10/6/10	Oct-10	disc w VID (.1)		0.10	\$ 600.00	\$ 60.00	qu	
546	1217	Michael D. Seplow	10/6/10	Oct-10	rev ct order (1)		0.10	\$ 600.00	\$ 60.00	ic	
562	1218	Michael D. Seplow	10/8/10	Oct-10	rev em re mediators (1)		0.10	\$ 600.00	\$ 60.00	qu	
584	1219	Michael D. Seplow	10/16/10	Oct-10	em w cc re settlement position (.3)		0.30	\$ 600.00	\$ 180.00	ic	
608	1220	Michael D. Seplow	10/20/10	Oct-10	Revise demand letter (9)		0.90	\$ 600.00	\$ 540.00	ic	
629	1222	Michael D. Seplow	10/26/10	Oct-10	TC w GF (.2)		0.20	\$ 600.00	\$ 120.00	ic	
661	1223	Michael D. Seplow	11/1/10	Nov-10	disc w VID (.1)		0.10	\$ 600.00	\$ 60.00	ic	
662	1224	Michael D. Seplow	11/1/10	Nov-10	em VID re class cert issues (.2)		0.20	\$ 600.00	\$ 120.00	im	
663	1225	Michael D. Seplow	11/1/10	Nov-10	Disc w AC re class cert and numerosity (.4)		0.40	\$ 600.00	\$ 240.00	ic	
664	1226	Michael D. Seplow	11/1/10	Nov-10	rev docs re seating (.2)		0.20	\$ 600.00	\$ 120.00	im	
665	1227	Michael D. Seplow	11/1/10	Nov-10	ems w AC re class cert issues (.2)		0.20	\$ 600.00	\$ 120.00	im	
674	1228	Michael D. Seplow	11/2/10	Nov-10	ems w AC re class cert and numerosity (.2)		0.20	\$ 600.00	\$ 120.00	im	
675	1229	Michael D. Seplow	11/2/10	Nov-10	disc w AC (.3)		0.30	\$ 600.00	\$ 180.00	ic	
690	1230	Michael D. Seplow	11/4/10	Nov-10	Review and revise MCC, disc same w AC (3.0)		3.00	\$ 600.00	\$ 1,800.00	ic	
702	1231	Michael D. Seplow	11/5/10	Nov-10	Review and revise MCC, disc same w AC (3.8)		3.80	\$ 600.00	\$ 2,280.00	ic	
711	1232	Michael D. Seplow	11/7/10	Nov-10	Rev and revise MCC and supporting docs (3.2)		3.20	\$ 600.00	\$ 1,920.00	ic	
712	1233	Michael D. Seplow	11/7/10	Nov-10	disc w AC, GF VID (.4)		0.40	\$ 600.00	\$ 240.00	ic	
728	1234	Michael D. Seplow	11/8/10	Nov-10	Rev and revise MCC and VID dec (1.8)		1.80	\$ 600.00	\$ 1,080.00	ic	
729	1235	Michael D. Seplow	11/8/10	Nov-10	em re mth (.1)		0.10	\$ 600.00	\$ 60.00	qu	
730	1236	Michael D. Seplow	11/8/10	Nov-10	disc w AC (.8)		0.80	\$ 600.00	\$ 480.00	ic	
752	1237	Michael D. Seplow	11/22/10	Nov-10	Rev DS opp (.4)		0.40	\$ 600.00	\$ 240.00	qu	
768	1238	Michael D. Seplow	11/27/10	Nov-10	ems re class definition (.2)		0.20	\$ 600.00	\$ 120.00	qu	
797	1239	Michael D. Seplow	12/4/10	Dec-10	Rev drft reply and discuss same with AC (1.8)		1.80	\$ 600.00	\$ 1,080.00	ic	
803	1240	Michael D. Seplow	12/5/10	Dec-10	Rev drft reply and em disc w VID re same (.6)		0.60	\$ 600.00	\$ 360.00	im	This is the time entry
814	1241	Michael D. Seplow	12/6/10	Dec-10	Finalize reply (.3)		0.30	\$ 600.00	\$ 180.00	ic	
831	1242	Michael D. Seplow	1/14/11	Jan-11	rev vid em re mediation (.1)		0.10	\$ 600.00	\$ 60.00	im	
860	1243	Michael D. Seplow	1/24/11	Jan-11	rev tentative order, disc w VID (.3)		0.30	\$ 600.00	\$ 180.00	ic	
878	1244	Michael D. Seplow	1/26/11	Jan-11	rev vid em and article (.1)		0.10	\$ 600.00	\$ 60.00	im	
922	1245	Michael D. Seplow	2/16/11	Feb-11	Discussion with VID re strategy		0.30	\$ 600.00	\$ 180.00	ic	
1002	1246	Michael D. Seplow	3/9/11	Mar-11	Rev ex parte app (.3)		0.30	\$ 600.00	\$ 180.00	ic	
1017	1247	Michael D. Seplow	3/15/11	Mar-11	rev opp to ex parte (.2)		0.20	\$ 600.00	\$ 120.00	qu	
1028	1248	Michael D. Seplow	3/17/11	Mar-11	rev ct minutes (.1)		0.10	\$ 600.00	\$ 60.00	qu	
1066	1249	Michael D. Seplow	3/31/11	Mar-11	rev ex parte (.3)		0.30	\$ 600.00	\$ 180.00	qu	
1075	1250	Michael D. Seplow	4/7/11	Apr-11	Rev DS opp (.1)		0.10	\$ 600.00	\$ 60.00	qu	
1076	1251	Michael D. Seplow	4/7/11	Apr-11	Rev ct order (.1)		0.10	\$ 600.00	\$ 60.00	qu	
1245	1252	Michael D. Seplow	6/13/11	Jun-11	Rev and revise supp motion re class cert. (2.2)		2.20	\$ 600.00	\$ 1,320.00	qu	
1246	1253	Michael D. Seplow	6/13/11	Jun-11	Rev DS dec (.2)		0.20	\$ 600.00	\$ 120.00	qu	
1261	1254	Michael D. Seplow	6/16/11	Jun-11	Rev DS objection (.2)		0.20	\$ 600.00	\$ 120.00	qu	
1306	1255	Michael D. Seplow	7/1/11	Jul-11	rev order re class cert (.3)		0.30	\$ 600.00	\$ 180.00	qu	
1312	1256	Michael D. Seplow	7/5/11	Jul-11	em vid (.1)		0.10	\$ 600.00	\$ 60.00	im	
1495	1257	Michael D. Seplow	10/14/11	Oct-11	Disc w AC re MST (.1)		0.10	\$ 600.00	\$ 60.00	ic	Michael Seplow has begun to "rev and edit mediation brief"
1503	1258	Michael D. Seplow	10/16/11	Oct-11	rev and edit mediation brief (1.5)		1.50	\$ 600.00	\$ 900.00	ic	
1504	1259	Michael D. Seplow	10/16/11	Oct-11	em VID, AC, OF re mediation brief (.3)		0.30	\$ 600.00	\$ 180.00	im	
1507	1260	Michael D. Seplow	10/17/11	Oct-11	rev mediation brief (.3)		0.30	\$ 600.00	\$ 180.00	im	
1509	1261	Michael D. Seplow	10/18/11	Oct-11	revise and edit mediation brief (2.0)		2.00	\$ 600.00	\$ 1,200.00	ic	
1510	1262	Michael D. Seplow	10/18/11	Oct-11	disc w VID and AC (.3)		0.30	\$ 600.00	\$ 180.00	ic	

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#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feidman)	Hours	Rate	Fees	Codes	Comments
1511	1263	Michael D. Seplow	10/18/11	Oct-11	rev VJD em (.1)		0.10	\$ 600.00	\$ 60.00	im qu	
1513	1264	Michael D. Seplow	10/19/11	Oct-11	Disc w AC re mediation (.2)		0.20	\$ 600.00	\$ 120.00	ic	
1514	1265	Michael D. Seplow	10/19/11	Oct-11	disc w VJD re mediation (.2)		0.20	\$ 600.00	\$ 120.00	ic	
1515	1266	Michael D. Seplow	10/20/11	Oct-11	Disc w AC re MSI (.3)		0.30	\$ 600.00	\$ 180.00	ic	
1516	1267	Michael D. Seplow	10/20/11	Oct-11	disc w VJD and AC re MSI and mediation (.3)		0.30	\$ 600.00	\$ 180.00	ic	
		Michael D. Seplow Total					52.40		\$ 31,440.00		

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Exhibit C: SDSHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
93	1	William Clifton	1/21/10	Jan-10	Located and emailed City of Anaheim Risk Management letter to Attorney Feldman		0.20	\$ 125.00	\$	25.00 cl	
96	2	William Clifton	1/22/10	Jan-10	Calendared deadline for filing civil complaint		0.10	\$ 125.00	\$	12.50 cl	
237	3	William Clifton	6/14/10	Jun-10	Drafted Summons (1)		0.10	\$ 125.00	\$	12.50	
238	4	William Clifton	6/14/10	Jun-10	Civil Cover Sheet (2)		0.20	\$ 125.00	\$	25.00 qu	
239	5	William Clifton	6/14/10	Jun-10	Notice of Interested Parties (2) for filing for ally service to file		0.20	\$ 125.00	\$	25.00	This is the time entry
253	6	William Clifton	6/15/10	Jun-10	Prepared init case documents for filing and order		0.75	\$ 125.00	\$	93.75 cl	complaint filed
268	7	William Clifton	6/17/10	Jun-10	Determined agents for process for defy (3); Prepared and transmitted orders to atty service for service of init case docs (5)		0.30	\$ 125.00	\$	37.50	
269	8	William Clifton	6/17/10	Jun-10	Calendared extension of time for Defendants' to file Answer		0.50	\$ 125.00	\$	62.50 cl	
292	9	William Clifton	7/6/10	Jul-10	Filed Proofs of Service of Returned Summons and Complaint (3);		0.10	\$ 125.00	\$	12.50 cl	
301	10	William Clifton	7/24/10	Jul-10	Elifed Proofs of Service of Returned Summons and Complaint (3);		0.30	\$ 125.00	\$	37.50	Summons and Complaint filed on 7/24/2010
302	11	William Clifton	7/24/10	Jul-10	Prepared Chambers Copies for Fedex delivery (1)		0.10	\$ 125.00	\$	12.50 cl	
334	12	William Clifton	8/5/10	Aug-10	Researched re holiday and calendared 30 day deadline re recusal of Judge Guilford		0.25	\$ 125.00	\$	31.25 cl	
343	13	William Clifton	8/6/10	Aug-10	calendared scheduling conference with Judge Guilford		0.10	\$ 125.00	\$	12.50 cl	
344	14	William Clifton	8/6/10	Aug-10	Set up computer files re: potential experts, saved docs re experts		0.30	\$ 125.00	\$	37.50 cl	
351	15	William Clifton	8/7/10	Aug-10	Added further expert witness docs re Mark Mazz to computer case file		0.10	\$ 125.00	\$	12.50 cl	
353	16	William Clifton	8/9/10	Aug-10	Added further expert witness docs re Kim Beasley to computer case file		0.10	\$ 125.00	\$	12.50 cl	
390	17	William Clifton	9/1/10	Sep-10	Downloaded and saved Judge Carter's Chambers Rules, FAQs		0.20	\$ 125.00	\$	25.00	
437	18	William Clifton	9/23/10	Sep-10	Drafted Joint Rule 26(f) Report in federal pleading format		0.50	\$ 125.00	\$	62.50	
438	19	William Clifton	9/23/10	Sep-10	Filed Joint Rule 26(f) Report (2);		0.20	\$ 125.00	\$	25.00	
439	20	William Clifton	9/23/10	Sep-10	Prepared Chambers Copy for Fedex delivery (1)		0.10	\$ 125.00	\$	12.50	
451	21	William Clifton	9/24/10	Sep-10	Prepared PMK Deposition Notices to both Defendants		0.50	\$ 125.00	\$	62.50	
500	22	William Clifton	9/30/10	Sep-10	Researched preparation of non-party business records subpoena		0.60	\$ 125.00	\$	75.00	
570	27	William Clifton	10/14/10	Oct-10	Researched address for service to Walt Disney Co (25);		0.25	\$ 125.00	\$	31.25	
571	28	William Clifton	10/14/10	Oct-10	Prepared order for subpoena to Disney Co. re renovations (5);		0.50	\$ 125.00	\$	62.50	
572	29	William Clifton	10/14/10	Oct-10	drafted Notice of Taking Deposition (25)		0.25	\$ 125.00	\$	31.25	
613	30	William Clifton	10/22/10	Oct-10	Prepared Amended PMK Deposition Notices to both Defendants		0.25	\$ 125.00	\$	31.25	
688	31	William Clifton	11/4/10	Nov-10	Reviewed Chambers rules re e-filing of Motions, chambers copies		0.20	\$ 125.00	\$	25.00	
695	32	William Clifton	11/5/10	Nov-10	Formatted, correct typos in draft of dcl of J. Paul Charlebois for Mtn Class Cert		0.50	\$ 125.00	\$	62.50 cl	
696	33	William Clifton	11/5/10	Nov-10	Formatted draft of deal of Gene Feldman for Mtn Class Cert		0.20	\$ 125.00	\$	25.00	
697	34	William Clifton	11/5/10	Nov-10	Partially Drafted TOC, TOA for Mtn for Class Cert		2.50	\$ 125.00	\$	312.50	
703	35	William Clifton	11/7/10	Nov-10	Prepared Caption pages for 7 Decs ISO Mtn for Class Cert		0.50	\$ 125.00	\$	62.50	
715	36	William Clifton	11/8/10	Nov-10	Prepared Chambers copies of all efiled docs Mtn for Class Cert		0.75	\$ 125.00	\$	93.75 cl	

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Exhibit C: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feidman)	Hours	Rate	Fees	Codes	Comments
753	37	William Clifton	11/23/10	Nov-10	Researched procedure re e-filing Ntc of Errata and replacement doc		0.30	\$ 125.00	\$ 37.50		
754	38	William Clifton	11/23/10	Nov-10	E-filed Ntc of Errata, Corrected Dec of Mark Mazzy (-3);		0.30	\$ 125.00	\$ 37.50		
755	39	William Clifton	11/23/10	Nov-10	prep. Chambers copies (1)		0.10	\$ 125.00	\$ 12.50	cl	
845	40	William Clifton	1/20/11	Jan-11	Contacted Judge Larson's office re mediation fees, procedures, avail dates		0.30	\$ 125.00	\$ 37.50		Motion to Compel Contact info to DRILC efiled on 3/31/2011
1057	41	William Clifton	3/31/11	Mar-11	E-filed Wfn to Compel re Contact info to DRILC (-3);		0.30	\$ 125.00	\$ 37.50		
1058	42	William Clifton	3/31/11	Mar-11	Prepared Chambers Copy for Fedex delivery (1);		0.10	\$ 125.00	\$ 12.50	cl	
1059	43	William Clifton	3/31/11	Mar-11	emailed WP version order to Chambers (1)		0.10	\$ 125.00	\$ 12.50	cl	
1092	44	William Clifton	4/12/11	Apr-11	Attended Staff planning msg (5)		0.50	\$ 125.00	\$ 62.50	ic	
1093	45	William Clifton	4/12/11	Apr-11	Researched contact info for outreach to 6 disabled organizations (75)		0.75	\$ 125.00	\$ 93.75		
1101	46	William Clifton	4/14/11	Apr-11	Contacted: Disabled Am Vets of LA, left msg for Dir. (-1);		0.10	\$ 125.00	\$ 12.50		
1102	47	William Clifton	4/14/11	Apr-11	Disabled Am Vets O.C., spoke to Dan (2);		0.20	\$ 125.00	\$ 25.00	qu	
1103	48	William Clifton	4/14/11	Apr-11	Prepared and mailed survey copies to Dan (-3)		0.30	\$ 125.00	\$ 37.50		
1117	49	William Clifton	4/19/11	Apr-11	Contacted ADA Coord at Rancho Los Amigos Rehab Ctr, discussed survey (2)		0.20	\$ 125.00	\$ 25.00		
1118	50	William Clifton	4/19/11	Apr-11	emailed survey to coord (-1)		0.10	\$ 125.00	\$ 12.50		
1119	51	William Clifton	4/19/11	Apr-11	Contacted Vets Center of O.C., left msg		0.10	\$ 125.00	\$ 12.50		
1120	52	William Clifton	4/19/11	Apr-11	Contacted Paralyzed Veterans of America, Long Beach, left msg		0.10	\$ 125.00	\$ 12.50		
1123	53	William Clifton	4/20/11	Apr-11	Contacted Disabled Am Vets of Long Beach, left msg		0.10	\$ 125.00	\$ 12.50		
1124	54	William Clifton	4/20/11	Apr-11	Contacted Disabled Am Vets of LA, left msg for Dir		0.10	\$ 125.00	\$ 12.50		
1126	55	William Clifton	4/22/11	Apr-11	Sent follow up email to ADA Coord at Ranchc		0.10	\$ 125.00	\$ 12.50		
1136	56	William Clifton	5/6/11	May-11	Prepared 3rd Amnd PMK Ntc to Angels		0.20	\$ 125.00	\$ 25.00		
1247	57	William Clifton	6/14/11	Jun-11	Prepared 4th Amnd PMK Ntc to Angels		0.20	\$ 125.00	\$ 25.00		
1374	58	William Clifton	8/9/11	Aug-11	E-filed Stip and Prop Order to Continue Trial, assoc dates (-3);		0.30	\$ 125.00	\$ 37.50		Stipulation and Order to Continue Trial e filed on 8/9/2011
1375	59	William Clifton	8/9/11	Aug-11	Emailed Word ver. of P.O. (-1);		0.10	\$ 125.00	\$ 12.50	qu	
1376	60	William Clifton	8/9/11	Aug-11	Prepared Chambers Copy of Stipulation (1)		0.10	\$ 125.00	\$ 12.50	cl	
1377	61	William Clifton	8/9/11	Aug-11	Coordinated mediation date (2)		0.20	\$ 125.00	\$ 25.00		
1378	62	William Clifton	8/9/11	Aug-11	gathered, provided required info to Mediator Gene Moschovitz (3)		0.30	\$ 125.00	\$ 37.50		
1401	63	William Clifton	8/30/11	Aug-11	E-filed Stip and Prop Order re Ticketmaster		0.20	\$ 125.00	\$ 25.00		Stipulation and Prop Order re Ticketmaster
1402	64	William Clifton	8/30/11	Aug-11	Emailed Word ver. Of P.O. (-1);		0.10	\$ 125.00	\$ 12.50	qu	
1403	65	William Clifton	8/30/11	Aug-11	Prepared Chambers Copy of Stipulation (-1)		0.10	\$ 125.00	\$ 12.50		
1404	66	William Clifton	8/30/11	Aug-11	Calendared Motion Cut-off and assoc. deadlines		0.25	\$ 125.00	\$ 31.25	cl	
1455	23	William Clifton	10/1/11	Oct-11	Ordered pick and delivery of documents from		0.20	\$ 125.00	\$ 25.00		
1456	24	William Clifton	10/1/11	Oct-11	Prepared order for records subpoena to non-party		0.50	\$ 125.00	\$ 62.50		
1457	25	William Clifton	10/1/11	Oct-11	drafted Notice of Taking Deposition (-25)		0.25	\$ 125.00	\$ 31.25		
1463	26	William Clifton	10/7/11	Oct-11	Calendared deadline for doc prod by defendants re PMK depo ntics		0.20	\$ 125.00	\$ 25.00	cl	
		William Clifton Total					19.05	\$ 2,381.25	\$		
		Grand Total					1325.70	\$ 523,332.50	\$		

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Exhibit C: SDSHHH Legal Bill Review

Angels / Charlebois

#	Seq. #	Timekeeper	Date	Month	Description	Internal Description Code (Feldman)	Hours	Rate	Fees	Codes	Comments
	1521				subtotals		1325.70		\$ 523,332.50		
	1509	entries less 12 expense entries			Check totals/avg. rate		1325.70	\$ 394.76	\$ 523,332.50		
					Avg. time and fee entries		0.88		\$ 346.81		
	252				Before complaint filed 6/15/2010		155.60	12%	\$ 76,292.50	15%	
					im		102.70		\$ 49,850.00		
					lc		240.40		\$ 107,952.50		
					qu		221.60		\$ 92,282.50		
					cl		50.90		\$ 6,882.50		
					dg		9.00		\$ 3,375.00		
					tr		18.30		\$ 11,895.00		
					lc or im		326.70		\$ 151,257.50		
					non blanks		559.50		\$ 233,165.00		
					blanks		766.20		\$ 290,167.50		
							1325.70	\$	\$ 523,332.50		
					depo		88.35		\$ 34,721.25		
					Canning uncoded		298.90		\$ 112,087.50		
					DeSimone uncoded		150.70		\$ 97,955.00		
					DeSimone uncoded at 450		150.70	\$ 450.00	\$ 67,815.00		
					Valenzuela uncoded		162.60		\$ 20,325.00		
					adjusted fees				\$ 200,227.50		
					expenses				\$ 42,440.76		
									\$ 242,668.26		
					claimed fees				\$ 523,332.50		
					percent original claim				38%		

EXHIBIT D

DA Client: Angels Baseball LP				
Legal Bill Review: Schonbrun DeSimone Seplow Harris Hoffman & Harrison LLP and Feldman				
Matter: Charlebois v. Angels Baseball LP, Case # 10-853 (C.D. Cal.)				
Filters				
Seq. #	Filter Term	Hours	Fees	% Fees
	rev (abbreviation used for review and/or			
1	revise)	471.6	\$ 199,070.00	38%
2	review	382.7	\$ 170,457.50	33%
3	draft	419.4	\$ 155,381.25	30%
4	Legal research	350.6	\$ 127,078.75	24%
5	motion	222.4	\$ 76,667.50	15%
6	em (for email); does not contain "memo"	139.8	\$ 67,870.00	13%
7	declaration	212.8	\$ 59,640.00	11%
8	revise	174.5	\$ 57,735.00	11%
9	Motion and class cert	145.2	\$ 47,071.25	9%
10	survey	185.0	\$ 41,613.75	8%
11	mediation	100.8	\$ 39,775.00	8%
12	email	73.4	\$ 39,727.50	8%
13	Desimone	99.5	\$ 39,640.00	8%
14	BG or Giddens)	75.6	\$ 36,857.50	7%
15	Complaint	77.2	\$ 35,665.00	7%
16	depo*	88.4	\$ 34,721.25	7%
17	class certif*	98.9	\$ 31,275.00	6%
18	mediation brief	72.5	\$ 30,702.50	6%
19	VJD	70.2	\$ 28,125.00	5%
20	contact	127.1	\$ 23,491.25	4%
21	PMK	59.6	\$ 22,973.75	4%
22	Feldman	57.6	\$ 21,775.00	4%
23	confer*	59.5	\$ 21,762.50	4%
24	mediation brief (Amanda Canning time entries			
	only)	57.8	\$ 21,675.00	4%
25	PMK and depo*	52.1	\$ 19,836.25	4%
26	Giddens	48.4	\$ 19,217.50	4%
27	draft and Complaint	42.2	\$ 18,085.00	3%
28	EF (only Eugene Feldman's initials)	25.9	\$ 16,825.00	3%
29	ex parte	42.1	\$ 16,227.50	3%
30	memo	36.9	\$ 15,196.25	3%
31	follow up	45.0	\$ 14,367.50	3%
32	Mazz, Michael (expert)	39.9	\$ 13,387.50	3%
33	travel	21.9	\$ 12,705.00	2%
34	motion to compel	29.5	\$ 11,122.50	2%
35	objections	43.9	\$ 10,615.00	2%
36	Review E Mail (Feldman internal description			
	column)	22.5	\$ 10,125.00	2%
37	conv (abbreviation used by DeSimone for			
	"conversation")	14.8	\$ 9,620.00	2%
38	meet and confer	24.8	\$ 9,485.00	2%
39	class and member	26.2	\$ 9,460.00	2%
40	discuss	17.4	\$ 8,722.50	2%
41	Rule 26	23.4	\$ 8,710.00	2%
42	stadium	15.2	\$ 8,347.50	2%
43	Review E Mail (Feldman internal description			
	column) and .20 hours billed (\$90.00)	16.8	\$ 7,560.00	1%
44	Beverage (Bill)	17.2	\$ 7,185.00	1%

Seq. #	Filter Term	Hours	Fees	% Fees
45	demand	16.3	\$ 6,925.00	1%
46	contact organizations	54.2	\$ 6,775.00	1%
47	Opposition	19.1	\$ 6,545.00	1%
48	stip. (abbreviation for stipulation)	18.6	\$ 6,275.00	1%
49	Greco	16.4	\$ 6,177.50	1%
50	access	9.8	\$ 5,927.50	1%
51	MSJ	14.3	\$ 5,772.50	1%
52	DRLC	35.8	\$ 5,583.75	1%
53	ADA	12.8	\$ 5,515.00	1%
54	mediator	12.6	\$ 5,362.50	1%
55	Disney	13.4	\$ 5,093.75	1%
56	pleading	9.6	\$ 4,840.00	1%
57	outreach	10.7	\$ 4,786.25	1%
58	ex parte and app (application)	13.7	\$ 4,727.50	1%
59	stipulation	15.3	\$ 4,567.50	1%
60	reply and brief	10.5	\$ 3,917.50	1%
61	JPC	5.8	\$ 3,770.00	1%
62	survey and responses	22.6	\$ 3,682.50	1%
63	wheelchair	5.7	\$ 3,542.50	1%
64	Ticketmaster	8.7	\$ 3,267.50	1%
65	document production	7.7	\$ 3,135.00	1%
66	client	6.2	\$ 2,970.00	1%
67	script	9.3	\$ 2,805.00	1%
68	interrog*	7.8	\$ 2,675.00	1%
69	database	20.6	\$ 2,575.00	0%
70	numerosity	5.0	\$ 2,065.00	0%
71	evidentiary	10.8	\$ 1,945.00	0%
72	Canning	3.9	\$ 1,755.00	0%
73	recusal	5.0	\$ 1,621.25	0%
74	Phone call	2.7	\$ 1,395.00	0%
75	retainer	3.7	\$ 1,382.50	0%
76	tort claim	2.6	\$ 1,360.00	0%
77	survey and monkey	9.2	\$ 1,202.50	0%
78	declarants	7.7	\$ 962.50	0%
79	ex parte and opp	1.7	\$ 815.00	0%
80	Pearlman (Paula Pearlman)	1.5	\$ 742.50	0%
81	BC (William or Bill Clifton)	0.8	\$ 480.00	0%
82	calendar	1.5	\$ 367.50	0%
	Total fees		\$ 523,332.50	
	Note: A given entry may appear in several filters so subtotals cannot be added without potential double counting.			

EXHIBIT E

Exhibit E

Exhibit E: SDSHHH Legal Bill Review

Angels/Charlebois

Confidential

DA Client: Angels Baseball LP		Legal Bill Review: Schonbrun DeSimone Seplow Harris Hoffman & Harrison LLP and Feldman Matter: Charlebois v. Angels Baseball LP, Case # 10-853 (C.D. Cal.)		Expenses	
Seq. #	Expense Source	Expense Date	Expense Type	Expense Total	Comments
1	Eugene Feldman	6/3/10	Long distance charges	\$ 0.10	Question long distance charges as overhead, flat contract
2	Eugene Feldman	10/18/10	Long distance charges	\$ 4.82	
3	Eugene Feldman	10/22/10	Long distance charges	\$ 0.18	
4	Eugene Feldman	11/1/10	Long distance charges	\$ 0.10	
5	Eugene Feldman	11/1/10	Long distance charges	\$ 0.66	
6	Eugene Feldman	11/1/10	Long distance charges	\$ 0.10	
7	Eugene Feldman	11/2/10	Long distance charges	\$ 0.18	
8	Eugene Feldman	11/3/10	Long distance charges	\$ 0.98	
9	Eugene Feldman	1/4/10	Long distance charges	\$ 0.50	
10	Eugene Feldman	1/24/11	Mileage	\$ 42.00	
11	Eugene Feldman	6/9/11	Copying Cost	\$ 0.15	Feldman expenses do not reconcile--\$53.31 charged (overcharged by \$3.54)
12	Schonbrun DeSimone et al.	12/31/09	Westlaw Legal Research Charges for December 2009	\$ 9.70	Question Westlaw as overhead, flat contract
13	Schonbrun DeSimone et al.	4/1/10	Pacer Service Center	\$ 0.32	
14	Schonbrun DeSimone et al.	5/31/10	Westlaw Legal Research Charges for May 2010	\$ 29.46	
15	Schonbrun DeSimone et al.	6/14/10	US Legal Management Services, Inc. charges in connection with USDC Filing.	\$ 49.10	
16	Schonbrun DeSimone et al.	6/15/10	US Legal Management Services, Inc. charges in connection with USDC Filing.	\$ 85.16	
17	Schonbrun DeSimone et al.	6/17/10	US Legal Management Services, Inc. charges in connection with service of process; Angels Baseball LP	\$ 191.23	
18	Schonbrun DeSimone et al.	6/17/10	US Legal Management Services, Inc. charges in connection with service of process; City of Anaheim.	\$ 182.48	
19	Schonbrun DeSimone et al.	6/30/10	Westlaw Legal Research Charges for June 2010	\$ 118.75	
20	Schonbrun DeSimone et al.	7/23/10	FedEx charges in connection with documents to Hon. Andrew J. Guilford	\$ 13.59	
21	Schonbrun DeSimone et al.	8/1/10	Postage charges for August 2010	\$ 0.44	
22	Schonbrun DeSimone et al.	8/11/10	FedEx charges in connection with documents to Hon. Andrew J. Guilford	\$ 13.52	
23	Schonbrun DeSimone et al.	8/31/10	Westlaw Legal Research Charges for August 2010	\$ 1.54	

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Exhibit E: SDSHHH Legal Bill Review

Angels/Charlebois

Seq. #	Expense Source	Expense Date	Expense Type	Expense Total	Comments
24	Schonbrun DeSimone et al.	9/16/10	FedEx charges in connection with documents to Hon. Andrew J. Guilford	\$ 13.46	
25	Schonbrun DeSimone et al.	9/23/10	FedEx charges in connection with documents to Hon. Andrew J. Guilford	\$ 13.46	
26	Schonbrun DeSimone et al.	9/30/10	Postage charges for September 2010	\$ 1.93	
27	Schonbrun DeSimone et al.	9/30/10	Westlaw Legal Research Charges for September 2010	\$ 37.89	
28	Schonbrun DeSimone et al.	9/30/10	Pacer Service Center Records Retrieval Fee	\$ 2.64	
29	Schonbrun DeSimone et al.	9/30/10	Complex Legal Services, Inc. Invoice No : 18912159; Records from Populous	\$ 124.80	
30	Schonbrun DeSimone et al.	10/1/10	FedEx charges in connection with documents to Mark Mazz	\$ 62.38	
31	Schonbrun DeSimone et al.	10/1/10	US Legal Management Services, Inc. charges in connection with delivery to Mark J. Mazz	\$ 15.50	
32	Schonbrun DeSimone et al.	10/8/10	Complex Legal Services, Inc. Invoice No : 18932706; Records from Walt Disney Company	\$ 238.45	note relatively small copying charges indicate case not document intense
33	Schonbrun DeSimone et al.	10/18/10	FedEx charges in connection with documents to Hon. David O'Carter	\$ 13.59	
34	Schonbrun DeSimone et al.	10/31/10	Postage charges through October 31, 2010	\$ 1.66	
35	Schonbrun DeSimone et al.	10/31/10	Postage charges through October 2010	\$ 1.39	
36	Schonbrun DeSimone et al.	10/31/10	Westlaw Legal Research Charges for October, 2010	\$ 38.01	
37	Schonbrun DeSimone et al.	11/9/10	US Legal Management Services, Inc. charges in connection with USDC Filing.	\$ 312.50	
38	Schonbrun DeSimone et al.	11/23/10	FedEx charges in connection with documents to Hon. David O'Carter	\$ 13.65	
39	Schonbrun DeSimone et al.	11/30/10	Fax Charges (15 faxes X \$1.00 per page).	\$ 15.00	
40	Schonbrun DeSimone et al.	11/30/10	Postage charges for November 2010	\$ 6.00	
41	Schonbrun DeSimone et al.	11/30/10	Westlaw Legal Research Charges for November 2010	\$ 91.13	
42	Schonbrun DeSimone et al.	11/30/10	Fax Charges for November 2010 [5 pages @ \$.25 per page]. Expert Fees Paid to Mark J. Mazz, AIA;	\$ 1.25	
43	Schonbrun DeSimone et al.	12/1/10	Partial Payment on Services Rendered through November 30, 2010. Payment No. 1	\$ 2,500.00	
44	Schonbrun DeSimone et al.	12/6/10	FedEx charges in connection with documents to Hon. David O'Carter	\$ 13.84	
45	Schonbrun DeSimone et al.	12/31/10	Westlaw Legal Research Charges for December 2010	\$ 47.22	

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Exhibit E: SDSHHH Legal Bill Review

Angels/Charlebois

Seq. #	Expense Source	Expense Date	Expense Type	Expense Total	Comments
46	Schonbrun DeSimone et al.	12/31/10	Pacer Service Center Records Retrieval Fee for 4th Quarter 2010.	\$ 19.28	
47	Schonbrun DeSimone et al.	1/11/11	Expert Witness Fees Paid to Phillips Fractor Gorman, Consultants in Economics Statistics Management, Invoice No.: 1011-SDSH10	\$ 2,000.00	
48	Schonbrun DeSimone et al.	1/26/11	Expert Fees Paid to Mark J. Mazz, AIA; Partial Payment on Services Rendered through November 30, 2010, Payment No.2	\$ 1,000.00	
49	Schonbrun DeSimone et al.	1/31/11	Westlaw Legal Research Charges for January 2011	\$ 184.64	
50	Schonbrun DeSimone et al.	1/31/11	Postage charges for January 2011	\$ 0.88	
51	Schonbrun DeSimone et al.	2/8/11	Payment to Debbie Gale, CSR; PDF and Hard Copy of 1/24/11 Motion.	\$ 47.04	hearing transcript
52	Schonbrun DeSimone et al.	2/28/11	Postage charges for February 2011	\$ 0.44	
53	Schonbrun DeSimone et al.	3/31/11	Expert Fees Paid to Mark J. Mazz, AIA; Partial Payment on Services Rendered through November 30, 2010, Payment No. 3.	\$ 2,500.00	
54	Schonbrun DeSimone et al.	3/31/11	Postage charges for March 2011	\$ 1.76	
55	Schonbrun DeSimone et al.	3/31/11	Pacer Service Center Records Retrieval Fee.	\$ 10.00	
56	Schonbrun DeSimone et al.	3/31/11	Westlaw Legal Research Charges for March 2011	\$ 105.18	
57	Schonbrun DeSimone et al.	3/31/11	FedEx charges in connection with documents to Hon. David O'Carter	\$ 14.66	Charges for specialty paper for filers to distribute to potential class members at L.A. Convention Center on 4/15/2011
58	Schonbrun DeSimone et al.	4/15/11	Specialty Paper for Filers	\$ 40.76	Charges for parking to solicit class members at L.A. Convention Center on 4/15/2011
59	Schonbrun DeSimone et al.	4/15/11	Parking Charges at L.A. Convention Center to Pass Out Filers	\$ 12.00	Charges for mileage to go to L.A. Convention Center on 4/15/2011 to solicit class members
60	Schonbrun DeSimone et al.	4/15/11	Mileage to L.A. Convention Center to Pass Out Filers	\$ 16.32	
61	Schonbrun DeSimone et al.	4/27/11	Expert Fees Paid to Mark J. Mazz, AIA; Partial Payment on Service Rendered through November 30, 2010, Payment No. 4.	\$ 2,500.00	
62	Schonbrun DeSimone et al.	4/30/11	Postage charges for April 2011	\$ 4.97	
63	Schonbrun DeSimone et al.	5/12/11	Surveymonkey.com Subscription Renewal	\$ 23.99	Subscription renewal charges for surveymonkey.com

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Exhibit E: SDSHHH Legal Bill Review

Angels/Charlebois

Seq. #	Expense Source	Expense Date	Expense Type	Expense Total	Comments
64	Schonbrun DeSimone et al.	5/23/11	Expert Fees Paid to Mark J. Mazz, AIA; Partial Payment on Services Rendered through November 30, 2010. Payment No. 5.	\$ 2,500.00	
65	Schonbrun DeSimone et al.	5/31/11	Postage charges for May 2011	\$ 3.04	
66	Schonbrun DeSimone et al.	6/13/11	FedEx charges in connection with documents to Hon. David O'Carter	\$ 20.27	
67	Schonbrun DeSimone et al.	6/15/11	FedEx charges in connection with documents to Hon. David O'Carter	\$ 15.39	
68	Schonbrun DeSimone et al.	6/17/11	FedEx charges in connection with documents to Hon. David O'Carter	\$ 15.39	
69	Schonbrun DeSimone et al.	6/20/11	Expert Fees Paid to Mark J. Mazz, AIA; Partial Payment on Services Rendered through November 30, 2010. Payment No. 6.	\$ 2,500.00	
70	Schonbrun DeSimone et al.	6/21/11	US Legal Management Service, Inc., charges in connection with Carlton, DiSante & Freudenberger	\$ 137.98	
71	Schonbrun DeSimone et al.	6/30/11	Westlaw Legal Research Charges for June 2011	\$ 226.25	
72	Schonbrun DeSimone et al.	6/30/11	Pacer Service Center Records Retrieval Fee.	\$ 15.36	
73	Schonbrun DeSimone et al.	6/30/11	Postage charges for June 2011	\$ 35.52	
74	Schonbrun DeSimone et al.	7/5/11	Fax Charges (22 pages @ \$.25 per page).	\$ 5.50	Charge for faxes
75	Schonbrun DeSimone et al.	7/6/11	Website Charges: Vocus PRW Holdings.	\$ 200.00	website?
76	Schonbrun DeSimone et al.	7/11/11	Expert Fees Paid to Mark J. Mazz, AIA; Partial Payment on Services Rendered through November 30, 2010. Payment No. 7. Total Paid to Date: \$15,000.00	\$ 1,500.00	
77	Schonbrun DeSimone et al.	7/31/11	Westlaw Legal Research Charges for July 2011	\$ 12.72	
78	Schonbrun DeSimone et al.	7/31/11	Postage charges for July 2011	\$ 10.08	
79	Schonbrun DeSimone et al.	7/31/11	Outstanding Fees on Invoice from Mark J. Mazz, AIA; Services Rendered through November 30, 2010. (Total Invoice : \$29,089.93; \$15,000.00 paid)	\$ 14,089.93	
80	Schonbrun DeSimone et al.	8/4/11	Network Deposition Services, Inc. Invoice No.: A1108243; Deposition of Billy Beverage, Volume 1.	\$ 2,915.60	
81	Schonbrun DeSimone et al.	8/9/11	FedEx charges in connection with documents to Hon. David O'Carter	\$ 15.19	

Seq. #	Expense Source	Expense Date	Expense Description	Expense Total	Comments
82	Schonbrun DeSimone et al.	8/17/11	Transcript Cost Paid to Sharon Seffens @ U.S. District Courthouse	\$ 100.00	
83	Schonbrun DeSimone et al.	8/31/11	Westlaw Legal Research Charges for August 2011	\$ 10.28	
84	Schonbrun DeSimone et al.	8/31/11	Postage charges for August 2011	\$ 0.64	small survey charge expenses indicate lack of complexity
85	Schonbrun DeSimone et al.	9/12/11	Surveymonkey.com Charges	\$ 23.99	small copy charge indicates not document intensive
86	Schonbrun DeSimone et al.	9/16/11	Complex Legal Services, Inc. Invoice No.: 19290428; Ticketmaster Records.	\$ 116.70	
87	Schonbrun DeSimone et al.	9/22/11	FedEx charges in connection with documents to Hon. David O'Carter.	\$ 15.26	
88	Schonbrun DeSimone et al.	9/27/11	Mediation Fees Paid to PMA Dispute Resolution; October 21st, 2011 Mediation.	\$ 3,400.00	
89	Schonbrun DeSimone et al.	9/29/11	FedEx charges in connection with documents to Hon. A. Nakazato; Package 1	\$ 15.26	
90	Schonbrun DeSimone et al.	9/29/11	FedEx charges in connection with documents to Hon. David O'Carter	\$ 15.26	
91	Schonbrun DeSimone et al.	9/29/11	FedEx charges in connection with documents to Hon. A. Nakazato; Package 2	\$ 15.26	
92	Schonbrun DeSimone et al.	9/30/11	Westlaw Legal Research Charges for September 2011	\$ 2.78	
93	Schonbrun DeSimone et al.	9/30/11	Pacer Service Center Records Retrieval Fee; Third Quarter 2011	\$ 3.44	
94	Schonbrun DeSimone et al.	10/24/11	FedEx charges in connection with documents to Hon. A. Nakazato	\$ 15.13	
95	Schonbrun DeSimone et al.	10/28/11	FedEx charges in connection with documents to Hon. D. O'Carter	\$ 13.12	
96	Schonbrun DeSimone et al.	10/31/11	In-house Copy and Print Charges (13,965 pages @ \$.10 per page)	\$ 1,396.50	
97	Schonbrun DeSimone et al.	10/31/11	In-house Scan Charges (2,090 pages @ \$.05 per page)	\$ 104.50	
98	Schonbrun DeSimone et al.	10/31/11	Surveymonkey.com Charges	\$ 23.99	Schonbrun, DeSimone expenses reconcile
99	Schonbrun DeSimone et al.	10/31/11	Westlaw Legal Research Charges for October 2011	\$ 157.70	
			Check total expenses	\$ 42,440.76	
			fees	\$ 523,332.50	
			total	\$ 565,773.26	

EXHIBIT F

DA Client: Angels Baseball LP					
Legal Bill Review: Schonbrun DeSimone Seplow Harris Hoffman & Harrison LLP and Feldman					
Matter: Charlebois v. Angels Baseball LP, Case # 10-853 (C.D. Cal.)					
Samples of Duplication, Etc.					
"Depo" References	Date	Description	Hours	Rate	Fees
Amanda Canning	9/24/10	Review strategy with DeSimone, E-mails to Feldman/Harris re PMK depositions, Draft PMK notices of deposition - 4.3hrs	4.30	\$ 375.00	\$ 1,612.50
Amanda Canning	9/30/10	Calls from Greco re PMK depositions, Further processing re same - .6hrs	0.60	\$ 375.00	\$ 225.00
		Calls to/from and E-mails to/from experts, Calls to/from Disability Rights center re experts, Review strategy with DeSimone, further processing documents for experts, Calls to/from Greco and E-mails to/from Giddens re documents for experts and PMK depositions - 6.2hrs	6.20	\$ 375.00	\$ 2,325.00
Amanda Canning	10/1/10	Draft amended PMK notices or deposition, further processing - RS Disney objections to subpoena, Research re Rule 45 and motion to compel - 1.5hrs	1.50	\$ 375.00	\$ 562.50
Amanda Canning	10/23/10	Preparation for PMK depositions - .8hrs	0.80	\$ 375.00	\$ 300.00
Amanda Canning	10/25/10	Review documents and preparation for PMK deposition, meeting with VJD re class certification motion.	3.50	\$ 375.00	\$ 1,312.50
Amanda Canning	10/26/10	Review strategy with DeSimone re PMK depositions and motion, Emails to/from counsel re same - .3hrs	0.30	\$ 375.00	\$ 112.50
Amanda Canning	10/27/10	Calls/emails to/from Greco re PMK depositions and further production of documents and further processing re same - .6hrs	0.60	\$ 375.00	\$ 225.00

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Exhibit F: SDSHHH Legal Bill Review

Angels / Charlebois

Timekeeper	Date	Description	Hours	Rate	Fees
Amanda Canning	12/22/10	Review study Disney documents, Call to Populous, meet and confer re Disney discovery responses, Draft PMTS depo notices, Prepare Motion for Class Cert binders	5.70	\$ 375.00	\$ 2,137.50
Amanda Canning	5/22/11	RD, Review correspondence, DR letter to Giddens re settlement and PMK depo - .7hr	0.70	\$ 375.00	\$ 262.50
Amanda Canning	6/20/11	prepare notices of deposition - .3	0.30	\$ 375.00	\$ 112.50
Amanda Canning	6/28/11	draft depo notice and arrange plaintiff's expert deposition	0.30	\$ 375.00	\$ 112.50
Amanda Canning	7/22/11	assist with depo prep	0.30	\$ 375.00	\$ 112.50
Amanda Canning	8/2/11	Review study objection to PMK notice of depo and responses to interrogatories, request for production of documents - .7hrs	0.70	\$ 375.00	\$ 262.50
Amanda Canning	8/2/11	E-mails to/from counsel re PMK depo - .5hrs	0.50	\$ 375.00	\$ 187.50
Amanda Canning	9/24/11	Deposition summary of Beverage and marshal facts	5.00	\$ 375.00	\$ 1,875.00
Amanda Canning	9/25/11	Deposition summary of Beverage - 3.5hrs	3.50	\$ 375.00	\$ 1,312.50
Amanda Canning	9/26/11	Review revise Beverage depo summary - .5hrs	0.50	\$ 375.00	\$ 187.50
Gene Feldman	9/30/10	from Jim re: deposition Preparation	0.30	\$ 450.00	\$ 135.00
Gene Feldman	10/26/10	VJD re PMK deposition	0.20	\$ 450.00	\$ 90.00
Gene Feldman	5/8/11	Desimone re: PMK deposition notice	0.20	\$ 450.00	\$ 90.00
Gene Feldman	5/17/11	Desimone to Giddens re: PMK deposition available dates	0.20	\$ 450.00	\$ 90.00
Gene Feldman	5/20/11	DeSimone re survey results and PMK deposition	0.30	\$ 450.00	\$ 135.00
Gene Feldman	7/14/11	Desimone re deposition of PMK	0.20	\$ 450.00	\$ 90.00
Gene Feldman	7/28/11	Desimone to Giddens re cost advance for expert witness deposition	0.20	\$ 450.00	\$ 90.00
Gene Feldman	8/1/11	Conference with Desimone prepare for PMK deposition	3.60	\$ 450.00	\$ 1,620.00
Gene Feldman	8/2/11	Desimone re PMK deposition	0.20	\$ 450.00	\$ 90.00

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Exhibit F: SDSHHH Legal Bill Review

Angels / Charlebois

Timekeeper	Date	Description	Hours	Rate	Fees
Gene Feldman	8/5/11	Deposition PMK Bill Beverage	7.40	\$ 450.00	\$ 3,330.00
James V. DeSimone	9/28/10	memo to team Re: PMK Depo/class cert motion (.3)	0.30	\$ 650.00	\$ 195.00
James V. DeSimone	10/1/10	emails w. BG re: PMK Depo/ Docs/settlement (.2)	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	10/15/10	email from BG re: PMK depo (.1)	0.10	\$ 650.00	\$ 65.00
James V. DeSimone	10/22/10	emails w. AC Re: PMK depo (.2)	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	10/26/10	mgt. w AC re: class cert motion./ PMK depo (.4 hr)	0.40	\$ 650.00	\$ 260.00
James V. DeSimone	10/27/10	email to BG re: PMK depo (.1)	0.10	\$ 650.00	\$ 65.00
James V. DeSimone	11/10/10	review depo notices/follow up emails	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	11/12/10	email BG re: depositions (.1)	0.10	\$ 650.00	\$ 65.00
James V. DeSimone	6/3/11	Emails w. BG: settlement/PMK depo (.2)	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	6/14/11	Notice PMK Depo (.2)	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	6/20/11	Depo notice (.1)	0.10	\$ 650.00	\$ 65.00
James V. DeSimone	6/27/11	email BG re: depos (.2)	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	6/28/11	team emails re: depo schedule	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	6/29/11	PMK Depo Notice	0.10	\$ 650.00	\$ 65.00
James V. DeSimone	7/11/11	email w. BG re: depos	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	7/13/11	emails w. BG re: depos/expert rpts (.2);	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	7/14/11	corr. W. BG re: depos (.2)	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	7/14/11	Corr. W. Expert re: depos (.2)	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	7/15/11	corr. W BG re: expert rpt/depo (.2)	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	7/25/11	conv. W MM re: depo prep (.5)	0.50	\$ 650.00	\$ 325.00
James V. DeSimone	7/28/11	Meet and conf. Ltr re: MM Depo. (.4)	0.40	\$ 650.00	\$ 260.00
James V. DeSimone	7/30/11	PMK depo prep/review memos/ Questions (.6)	0.60	\$ 650.00	\$ 390.00
James V. DeSimone	7/31/11	review Docs for depo prep (1.6)	1.60	\$ 650.00	\$ 1,040.00
James V. DeSimone	8/1/11	mtg w. EF for depo prep, review Docs and formulate questions (3.6)	3.60	\$ 650.00	\$ 2,340.00
James V. DeSimone	8/2/11	finalize doc review and Depo prep. (1.9hrs)	1.90	\$ 650.00	\$ 1,235.00
James V. DeSimone	8/4/11	finalize depo prep (1.2)	1.20	\$ 650.00	\$ 780.00
James V. DeSimone	8/4/11	depo of Angels Baseball PMK (6.1)	6.10	\$ 650.00	\$ 3,965.00
Jonathan Cotton	11/10/10	Draft and Serve Second Amended PMK Depo Notices	1.50	\$ 125.00	\$ 187.50
Kai Valenzuela	8/2/11	Research/locate and print documents for preparation of FMK deposition	4.50	\$ 125.00	\$ 562.50

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Timekeeper	Date	Description	Hours	Rate	Fees
Kai Valenzuela	8/3/11	Research/locate and print additional documents for preparation of PMK deposition	1.50	\$ 125.00	\$ 187.50
Kai Valenzuela	8/4/11	Research/locate and print additional documents for preparation of PMK deposition; Organize folders; Correspond with counsels and potential mediation schedule	5.50	\$ 125.00	\$ 687.50
Kai Valenzuela	9/28/11	Scan deposition transcript of PMK into database, provide to lead counsel for preparation	2.50	\$ 125.00	\$ 312.50
Menaka Fernando	7/28/11	Researched travel compensation for expert's deposition; drafting email to opposing counsel.	3.60	\$ 225.00	\$ 810.00
Michael D. Seplow	9/24/10	rev pmk depo notices (.2)	0.20	\$ 600.00	\$ 120.00
William Clifton	9/24/10	Prepared PMK Deposition Notices to both Defendants	0.50	\$ 125.00	\$ 62.50
William Clifton	10/14/10	drafted Notice of Taking Deposition (.25)	0.25	\$ 125.00	\$ 31.25
William Clifton	10/22/10	Prepared Amended PMK Deposition Notices to both Defendants	0.25	\$ 125.00	\$ 31.25
William Clifton	10/1/11	drafted Notice of Taking Deposition (.25)	0.25	\$ 125.00	\$ 31.25
William Clifton	10/7/11	Calendared deadline for doc prod by defendants re PMK depo ntics	0.20	\$ 125.00	\$ 25.00
Grand Total		Depo references	88.35		\$ 34,721.25

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Exhibit F: SDSHHH Legal Bill Review

Angels / Charlebois

Timekeeper	Date	Description	Hours	Rate	Fees
Review Entries					
James V. DeSimone	9/9/09	review Caselaw. Colorado Rockies case documents, Justice Dept. Regulations (2.6 hrs)	2.60	\$ 650.00	\$ 1,690.00
James V. DeSimone	9/19/09	review on-line Angel Baseball Information (.7)	0.70	\$ 650.00	\$ 455.00
James V. DeSimone	9/26/09	case law review (.8)	0.80	\$ 650.00	\$ 520.00
Gene Feldman	9/29/09	Attend Rangers game with counsel Jim DeSimone; review case	3.00	\$ 450.00	\$ 1,350.00
James V. DeSimone	10/6/09	review of Taco Bell case (.3)	0.30	\$ 650.00	\$ 195.00
James V. DeSimone	10/7/09	review of Angel wheelchair seating Options (.3)	0.30	\$ 650.00	\$ 195.00
David Sarnoff	10/19/09	Read and review letter to Angels Baseball	0.20	\$ 375.00	\$ 75.00
James V. DeSimone	10/19/09	review and edit ltr to Angel Baseball (.3)	0.30	\$ 650.00	\$ 195.00
James V. DeSimone	11/2/09	reviewed case law/wrote list of Talking points re: conv. W. David Cohen ("DC") (.8 hr)	0.80	\$ 650.00	\$ 520.00
James V. DeSimone	12/3/09	review and edit City of Anaheim tort claim	0.40	\$ 650.00	\$ 260.00
James V. DeSimone	12/7/09	further review and emails (.2 hr)	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	12/28/09	review of risk letters from City of Anaheim (.1)	0.10	\$ 650.00	\$ 65.00
James V. DeSimone	1/4/10	File review and email to BG Re: documents (.3)	0.30	\$ 650.00	\$ 195.00
James V. DeSimone	1/27/10	review and edit draft Complaint	1.80	\$ 650.00	\$ 1,170.00
Gene Feldman	1/28/10	File Review	0.30	\$ 450.00	\$ 135.00
James V. DeSimone	2/3/10	review prior corr. (.2 Br)	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	2/5/10	review Corr. BG	0.10	\$ 650.00	\$ 65.00
James V. DeSimone	3/8/10	review BG email/email w. EF Re: strategy, review and email Complaint	0.60	\$ 650.00	\$ 390.00
Gene Feldman	3/8/10	Review complaint	1.70	\$ 450.00	\$ 765.00
Gene Feldman	3/9/10	Review complaint	2.40	\$ 450.00	\$ 1,080.00
James V. DeSimone	3/15/10	review and edit Complaint (.6)	0.60	\$ 650.00	\$ 390.00
James V. DeSimone	3/22/10	review BG email/ email EF	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	3/25/10	review ADA regs (.4)	0.40	\$ 650.00	\$ 260.00
James V. DeSimone	4/15/10	review of Complaint (.3 hr)	0.30	\$ 650.00	\$ 195.00
James V. DeSimone	4/19/10	review and edit Complaint (.8 hr)	0.80	\$ 650.00	\$ 520.00

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Exhibit F: SDSHHH Legal Bill Review

Angels / Charlebois

Timekeeper	Date	Description	Hours	Rate	Fees
James V. DeSimone	4/19/10	review MS memo and Emails (.2)	0.20	\$ 650.00	\$ 130.00
Michael D. Seplow	4/19/10	Review draft complaint and send em to team re changes etc (1.5)	1.50	\$ 600.00	\$ 900.00
James V. DeSimone	4/21/10	review DLRC federal complaint (.4)	4.00	\$ 650.00	\$ 2,600.00
Amanda Canning	4/23/10	Review strategy re complaint, Research and legal analysis re same - 4hrs	4.00	\$ 375.00	\$ 1,500.00
Amanda Canning	4/23/10	Review facts and Review strategy with DeSimone and Seplow- 1 hr	1.00	\$ 375.00	\$ 375.00
Amanda Canning	4/27/10	Review documents	0.30	\$ 375.00	\$ 112.50
James V. DeSimone	5/26/10	review and edit Federal Court Complaint (1.1 hr)	1.10	\$ 650.00	\$ 715.00
Amanda Canning	5/26/10	Review strategy with DeSimone	0.50	\$ 375.00	\$ 187.50
Amanda Canning	5/27/10	Review revise complaint	4.00	\$ 375.00	\$ 1,500.00
Michael D. Seplow	5/27/10	Review-revise draft complaint (.4)	0.40	\$ 600.00	\$ 240.00
James V. DeSimone	5/28/10	review and edit final draft of Complaint (.8 hr)	0.80	\$ 650.00	\$ 520.00
Gene Feldman	5/31/10	Review federal complaint	1.40	\$ 450.00	\$ 630.00
James V. DeSimone	6/2/10	review AC memo re: law and email questions (.4)	0.40	\$ 650.00	\$ 260.00
Amanda Canning	6/2/10	Call from Feldman and Review strategy with DeSimone and Seplow - .8hrs	0.80	\$ 375.00	\$ 300.00
James V. DeSimone	6/8/10	review case law/complaint	0.40	\$ 650.00	\$ 260.00
James V. DeSimone	6/10/10	review and edit complaint for Injunctive relief (1.2 hr)	1.20	\$ 650.00	\$ 780.00
Amanda Canning	6/10/10	Review revise complaint, Review strategy with DeSimone	0.60	\$ 375.00	\$ 225.00
James V. DeSimone	6/14/10	review attachments to Complaint (.2)	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	6/14/10	review Complaint and email Team re: issues (.2)	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	6/14/10	review AC Memo (.1)	0.10	\$ 650.00	\$ 65.00
Amanda Canning	6/14/10	Draft press release and Review revise complaint - 2.4hrs	2.40	\$ 375.00	\$ 900.00
James V. DeSimone	6/15/10	Review of legal research (.4)	0.40	\$ 650.00	\$ 260.00
Amanda Canning	6/15/10	Review revise press release and further processing	2.00	\$ 375.00	\$ 750.00

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Exhibit F: SDSHHH Legal Bill Review

Angels / Charlebois

Timekeeper	Date	Description	Hours	Rate	Fees
James V. DeSimone	6/16/10	doc. Review and legal research (.5)	0.50	\$ 650.00	\$ 325.00
James V. DeSimone	6/17/10	review Docs (.1)	0.10	\$ 650.00	\$ 65.00
James V. DeSimone	6/18/10	email Review and contact witnesses (.2)	0.20	\$ 650.00	\$ 130.00
Amanda Canning	6/23/10	Review study correspondence from prospective plaintiff	0.30	\$ 375.00	\$ 112.50
Amanda Canning	6/24/10	Review study Weirich survey	0.50	\$ 375.00	\$ 187.50
James V. DeSimone	7/9/10	review witness Statement and email AC Re: witness contact (.2)	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	7/27/10	review guidelines (.3)	0.30	\$ 650.00	\$ 195.00
Amanda Canning	7/27/10	Research re regulations, Draft Cane declaration, Calls to/from and E- mails to Cane re declaration, Review strategy with DeSimone	2.10	\$ 375.00	\$ 787.50
James V. DeSimone	7/28/10	Review and edit decs prepared by AC (.6)	0.60	\$ 650.00	\$ 390.00
Amanda Canning	7/29/10	Research re recusal and ADA regus and Review strategy and provide instructions to paralegal reviewed decs, case law and guidelines in prep for mtg w. BG (.9 hr)	1.50	\$ 375.00	\$ 562.50
James V. DeSimone	7/30/10	Review facts, Calls to experts	0.90	\$ 650.00	\$ 585.00
Amanda Canning	8/2/10	Review BG's email and documents; (.4)	1.00	\$ 375.00	\$ 375.00
James V. DeSimone	8/3/10	review AC memo re: expert witnesses; CV's, experience (.4)	0.40	\$ 650.00	\$ 260.00
James V. DeSimone	8/5/10	correspondence and notes review (.2)	0.40	\$ 650.00	\$ 260.00
James V. DeSimone	8/11/10	review MS and AC changes/mtg/revise (.3)	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	8/11/10	review recusal mtn. (.2)	0.50	\$ 375.00	\$ 187.50
Amanda Canning	8/11/10	Review revise Charlebois recusal - .5hrs	0.80	\$ 375.00	\$ 300.00
Amanda Canning	8/11/10	Review strategy and Review revise letter to opp counsel - .8hrs	0.60	\$ 600.00	\$ 360.00
Michael D. Seplow	8/11/10	review and revise letter to defense counsel (.6)	0.30	\$ 450.00	\$ 135.00
Gene Feldman	8/11/10	Review letter from VJD to Giddens re: discovery	0.30	\$ 450.00	\$ 135.00
Gene Feldman	8/11/10	Prepare email VJD and review reply re letter to Giddens re: discovery	0.30	\$ 450.00	\$ 135.00

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Exhibit F: SDSHHH Legal Bill Review

Angels / Charlebois

Timekeeper	Date	Description	Hours	Rate	Fees
Kai Valenzuela	8/12/10	Review DRLC e-mail	0.30	\$ 125.00	\$ 37.50
James V. DeSimone	8/24/10	review recusal order (.1)	0.10	\$ 650.00	\$ 65.00
James V. DeSimone	8/26/10	review Calendaring order/ Judge David Carter (.2)	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	8/26/10	follow up On deadlines, rules review (.3)	0.30	\$ 650.00	\$ 195.00
Amanda Canning	9/1/10	Review study court orders, Research re Rule 26 obligations/Chamber rules - 1.5hrs	1.50	\$ 375.00	\$ 562.50
James V. DeSimone	9/8/10	Review of file/ltrs/obligations (.2)	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	9/9/10	review and edit stip (.2)	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	9/9/10	review expert info. (.3)	0.30	\$ 650.00	\$ 195.00
James V. DeSimone	9/13/10	review of Rule 26 memo/docs. In prep for conf (.6)	0.60	\$ 650.00	\$ 390.00
James V. DeSimone	9/13/10	review and edit disco Requests (.4)	0.40	\$ 650.00	\$ 260.00
Amanda Canning	9/13/10	Preparation for Rule 26(f) conference, Draft and serve discovery, Review strategy with DeSimone	4.80	\$ 375.00	\$ 1,800.00
James V. DeSimone	9/14/10	review and edit stip. (.2)	0.20	\$ 650.00	\$ 130.00
Kai Valenzuela	9/14/10	Review e-mail correspondence re Joint Stipulation re Continuance	0.30	\$ 125.00	\$ 37.50
James V. DeSimone	9/16/10	review and edit amd. Stip. Email to BG (.2)	0.20	\$ 650.00	\$ 130.00
Amanda Canning	9/16/10	Review/revise stipulation to continue motion for class certification	0.50	\$ 375.00	\$ 187.50
James V. DeSimone	9/20/10	review and Edit joint report (.4)	0.40	\$ 650.00	\$ 260.00
Amanda Canning	9/20/10	Draft and Prepare Rule 26 Discovery Plan report, E-mails to/from opposing counsel re same, Review strategy with DeSimone re same	5.50	\$ 375.00	\$ 2,062.50
Amanda Canning	9/22/10	E-mails to/from counsel re Rule 26 report, Review study defendants' Draft of Rule 26 report, and further processing re same	0.70	\$ 375.00	\$ 262.50
James V. DeSimone	9/23/10	review of court order (.1)	0.10	\$ 650.00	\$ 65.00
Amanda Canning	9/23/10	E-mails/Calls to/from opposing counsel re Joint Rule 26(f) report, Review and revise same, Prepare for e-filing - 2hrs	2.00	\$ 375.00	\$ 750.00

Timekeeper	Date	Description	Hours	Rate	Fees
Amanda Canning	9/23/10	Review study Order to continue motion for class cert, Review strategy re same - .3hrs	0.30	\$ 375.00	\$ 112.50
James V. DeSimone	9/24/10	review and edit PMK Notice (.3)	0.30	\$ 650.00	\$ 195.00
Amanda Canning	9/24/10	Review strategy with DeSimone, E-mails to Feldman/Harris re PMK depositions, Draft PMK notices of deposition - 4.3hrs	4.30	\$ 375.00	\$ 1,612.50
James V. DeSimone	9/27/10	review and edit Rule 26 disclosures (.2)	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	9/27/10	review docs to be produced (.2)	0.20	\$ 650.00	\$ 130.00
Amanda Canning	9/27/10	Draft Rule 26(a) report, Review documents to produce in same, Calls to/from Feldman re same - 3.5hrs	3.50	\$ 375.00	\$ 1,312.50
Amanda Canning	9/27/10	Review study class declarations- .3 hrs	0.30	\$ 375.00	\$ 112.50
Amanda Canning	9/27/10	Review study Defendants' initial disclosure report and Draft memo- .4hrs	0.40	\$ 375.00	\$ 150.00
James V. DeSimone	9/28/10	review JPC dec. (.1)	0.10	\$ 650.00	\$ 65.00
Amanda Canning	9/28/10	Review study defendant document production, further processing re expert Reviewing documents - 2hrs	2.00	\$ 375.00	\$ 750.00
Gene Feldman	9/28/10	Review documents produced by defendants review AC memo re: docs produced/ Expert wit, update (.1)	1.90	\$ 450.00	\$ 855.00
James V. DeSimone	9/29/10	Calls/E-mails to/from Mazz and Feldman re documents, Review strategy re documents, expert retainer, Review study Joint Rule 26(f) report - 2.9hrs	0.10	\$ 650.00	\$ 65.00
Amanda Canning	9/29/10	Research re subpoenaing business records and Review strategy -1.2hrs	2.90	\$ 375.00	\$ 1,087.50
Amanda Canning	9/29/10	Review ADA document production from defendant	1.20	\$ 375.00	\$ 450.00
Gene Feldman	9/29/10	Review and edit ltr. To BG re: Docs produced (.2)	3.10	\$ 450.00	\$ 1,395.00
James V. DeSimone	9/30/10	review and edit JPC Dec (.2)	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	9/30/10	review and edit JPC Dec (.2)	0.20	\$ 650.00	\$ 130.00

Timekeeper	Date	Description	Hours	Rate	Fees
Amanda Canning	9/30/10	Research and Draft Inspection of Real Property demand, Calls/E-mails to/from Mazz re same, Review documents and determine which documents have not been produced, Research and Draft meet and confer letter to Giddens re inspection and documents, Review strategy with DeSimone, Draft memorializing letter- 4hrs	4.00	\$ 375.00	\$ 1,500.00
Gene Feldman	9/30/10	Preparation for PMK file review/chart for Jim Calls to/from and E-mails to/from experts, Calls to/from Disability Rights center re experts, Review strategy with DeSimone, further processing documents for experts, Calls to/from Greco and E-mails to/from Giddens re documents for experts and PMK depositions - 6.2hrs	2.20	\$ 450.00	\$ 990.00
Amanda Canning	10/1/10		6.20	\$ 375.00	\$ 2,325.00
Amanda Canning	10/1/10	Calls to/from Feldman, Review strategy with DeSimone, direct paralegal re Research and Draft motion for class cert - 1.8hrs	1.80	\$ 375.00	\$ 675.00
Gene Feldman	10/1/10	Preparation for PMK file review/chart for Jim review and edit draft dec and Portions of class cert mtn. (.7)	1.60	\$ 450.00	\$ 720.00
James V. DeSimone	10/3/10	review of mt and conf. Re: site visit (.1)	0.70	\$ 650.00	\$ 455.00
James V. DeSimone	10/4/10		0.10	\$ 650.00	\$ 65.00
Amanda Canning	10/4/10	Calls to/from Mazz re site visit/documents, Review strategy with DeSimone re same, E-mails to/from Giddens re same - 1.1	1.10	\$ 375.00	\$ 412.50
James V. DeSimone	10/5/10	review and edit numerosity Declaration (.2)	0.20	\$ 650.00	\$ 130.00
Amanda Canning	10/5/10	Calls/E-mails to/from Chasworth re declaration, Review study and legal/factual analysis of declaration - 2hrs	2.00	\$ 375.00	\$ 750.00

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Exhibit F: SDSHHH Legal Bill Review

Angels / Charlebois

Timekeeper	Date	Description	Hours	Rate	Fees
James V. DeSimone	10/6/10	review and edit Disney subpoena (.2)	0.20	\$ 650.00	\$ 130.00
Amanda Canning	10/7/10	Review strategy and Draft letter to Giddens re Populus subpoena -.3hrs	0.30	\$ 375.00	\$ 112.50
Amanda Canning	10/8/10	Research and Review strategy re Populus subpoena -.6hrs	0.60	\$ 375.00	\$ 225.00
Amanda Canning	10/8/10	Review strategy with VJD- .2	0.20	\$ 375.00	\$ 75.00
Amanda Canning	10/13/10	Review strategy with DeSimone re discovery	0.40	\$ 375.00	\$ 150.00
Amanda Canning	10/14/10	Review strategy with DeSimone and Draft memo with discovery and motion plan - 1.2hrs	1.20	\$ 375.00	\$ 450.00
James V. DeSimone	10/18/10	review Of mediator filing (.2)	0.10	\$ 650.00	\$ 65.00
Amanda Canning	10/18/10	E-mails to/from counsel, Review strategy, Research and Draft Ntc re Private Mediator - 1.3hrs	1.30	\$ 375.00	\$ 487.50
James V. DeSimone	10/19/10	review of demand ltr. (.3)	0.30	\$ 650.00	\$ 195.00
James V. DeSimone	10/20/10	reviewed and edit Demand ltr (.4)	0.40	\$ 650.00	\$ 260.00
Amanda Canning	10/20/10	review documents/research and draft settlement offer letter to Giddens - 2.2	2.20	\$ 375.00	\$ 825.00
James V. DeSimone	10/22/10	review Disney objection to subpoena Follow up w BG (.2)	0.20	\$ 650.00	\$ 130.00
Amanda Canning	10/25/10	Review study E-mail from Giddens re total WC seating, E-mails to/from Mazz re same, Review strategy, Draft E-mail to Giddens re same -.6hrs	0.60	\$ 375.00	\$ 225.00
Amanda Canning	10/26/10	Review documents and preparation for PMK deposition, meeting with VJD re class certification motion.	3.50	\$ 375.00	\$ 1,312.50
Amanda Canning	10/27/10	Review strategy with DeSimone re PMK depositions and motion, Emails to/from counsel re same -.3hrs	0.30	\$ 375.00	\$ 112.50
Amanda Canning	10/29/10	review strategy with GF re motion for class cert and memo re same	0.40	\$ 375.00	\$ 150.00
James V. DeSimone	10/30/10	review draft motion for class cert (1.2)	1.20	\$ 650.00	\$ 780.00
James V. DeSimone	11/1/10	review AC Memo re: docs produced (.2)	0.20	\$ 650.00	\$ 130.00

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Timekeeper	Date	Description	Hours	Rate	Fees
Amanda Canning	11/1/10	Review study documents produced by Angels/Anaheim, Draft memo re same, Review strategy with Feldman re same - 1.5hrs	1.50	\$ 375.00	\$ 562.50
Amanda Canning	11/1/10	Review revise introduction - 1hr	1.00	\$ 375.00	\$ 375.00
Michael D. Seplow	11/1/10	Review and revise intro to MCC (.5),	0.50	\$ 600.00	\$ 300.00
James V. DeSimone	11/2/10	review emails re: decs and class Cert mtg.	0.30	\$ 650.00	\$ 195.00
Amanda Canning	11/2/10	Review strategy re Chasworth declaration, Review revise declaration, Call/E-mails to Chasworth - 2hrs	2.00	\$ 375.00	\$ 750.00
James V. DeSimone	11/3/10	review decs re: class cert	0.50	\$ 650.00	\$ 325.00
Amanda Canning	11/3/10	Emails and calls with Chasworth re numerosity and review study Chasworth report - 2.1hrs	2.10	\$ 375.00	\$ 787.50
Amanda Canning	11/3/10	Emails with Mazz and review study Mazz report - 1.1hrs	1.10	\$ 375.00	\$ 412.50
William Clifton	11/4/10	Reviewed Chambers rules re e-filing of Motions, chambers copies	0.20	\$ 125.00	\$ 25.00
Amanda Canning	11/4/10	Research and Draft motion, Research and Review strategy with Seplow re penalties, E-mails to/from Klassen re declaration	7.00	\$ 375.00	\$ 2,625.00
Michael D. Seplow	11/4/10	Review and revise MCC, disc same w AC (3.0)	3.00	\$ 600.00	\$ 1,800.00
James V. DeSimone	11/5/10	Review draft motion (.7)	0.70	\$ 650.00	\$ 455.00
Amanda Canning	11/5/10	Review strategy with Seplow, Draft, Research and Review revise motion Calls to Feldman, Draft and finalize Chasworth declaration, Calls to/E-mails to/from Chasworth re declaration, Draft and finalize Klassen declaration, E-mails to/from Klassen re same, Draft and finalize declaration, Call to/E-mails to/from Charlebois re motion and declaration	10.00	\$ 375.00	\$ 3,750.00
Michael D. Seplow	11/5/10	Review and revise MCC, dic same w AC (3.8)	3.80	\$ 600.00	\$ 2,280.00

Timekeeper	Date	Description	Hours	Rate	Fees
James V. DeSimone	11/7/10	review and edit mtn for class cert (1.7)	1.70	\$ 650.00	\$ 1,105.00
James V. DeSimone	11/7/10	Review Mark Mazz dec. (.4)	0.40	\$ 650.00	\$ 260.00
James V. DeSimone	11/7/10	review and edit Next draft of motion (.8)	0.80	\$ 650.00	\$ 520.00
Amanda Canning	11/7/10	Review strategy with DeSimone and Seplow, Draft, Research and Review revise motion, Draft DeSimone declaration	6.00	\$ 375.00	\$ 2,250.00
James V. DeSimone	11/8/10	review and edit DeSimone dec. (.8)	0.80	\$ 650.00	\$ 520.00
James V. DeSimone	11/8/10	review and edit next draft of mtn (.7)	0.70	\$ 650.00	\$ 455.00
James V. DeSimone	11/8/10	review of docs. For filing (.5)	0.50	\$ 650.00	\$ 325.00
James V. DeSimone	11/8/10	review order/final motion (1.5);	1.50	\$ 650.00	\$ 975.00
James V. DeSimone	11/8/10	Final dec review (.9)	0.90	\$ 650.00	\$ 585.00
Amanda Canning	11/8/10	Review strategy with DeSimone, Seplow, Feldman, Research, Draft, Review revise motion, notice of motion, proposed order, DeSimone declaration, Calls/E-mails to Charlebois, Cam, e-file motion - 11hrs	11.00	\$ 375.00	\$ 4,125.00
James V. DeSimone	11/10/10	review depo notices/follow up emails	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	11/12/10	review Response email/follow up (.1)	0.10	\$ 650.00	\$ 65.00
James V. DeSimone	11/14/10	review and edit mt, and confer ltr To Disney re: subpoena	0.40	\$ 650.00	\$ 260.00
James V. DeSimone	11/15/10	review and edit final letter (.2)	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	11/16/10	review AC corr. To DG re: doc pro	0.20	\$ 650.00	\$ 130.00
Amanda Canning	11/17/10	Review study defendants' objections to Interrogatories	0.70	\$ 375.00	\$ 262.50
Amanda Canning	11/18/10	Review revise letter to Disney - .3hrs	0.30	\$ 375.00	\$ 112.50
Amanda Canning	11/18/10	Review strategy with DeSimone - .5hrs	0.50	\$ 375.00	\$ 187.50
James V. DeSimone	11/22/10	review opp. To class cert motion (.9)	0.90	\$ 650.00	\$ 585.00
Amanda Canning	11/22/10	Review study defendants' opposition to motion for class certification and Review Review Mazz Decl; review with DeSimone.	1.50	\$ 375.00	\$ 562.50
Kai Valenzuela	11/23/10	Receive Defense opposition docs, review Review defendants opposition to class certification	1.20	\$ 125.00	\$ 150.00
Gene Feldman	11/24/10	review and edit class cert reply brf. (1.4)	3.10	\$ 450.00	\$ 1,395.00
James V. DeSimone	11/29/10	review and edit class cert reply brf (1.4)	1.40	\$ 650.00	\$ 910.00
Gene Feldman	11/30/10	Review defense objection to Mazz declaration	2.00	\$ 450.00	\$ 900.00
James V. DeSimone	12/3/10	review and edit reply brf (1.4)	1.40	\$ 650.00	\$ 910.00

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Exhibit F: SDSHHH Legal Bill Review

Angels / Charlebois

Timekeeper	Date	Description	Hours	Rate	Fees
Amanda Canning	12/3/10	Research and Draft reply; Review with VJD	2.50	\$ 375.00	\$ 937.50
Gene Feldman	12/4/10	Review reply brief	0.70	\$ 450.00	\$ 315.00
James V. DeSimone	12/6/10	review and edit objs.to decs. (.2)	0.20	\$ 650.00	\$ 130.00
Amanda Canning	12/6/10	Research, Draft and Review revise Reply brief, Draft objections to Defendant's declarations, and further processing e-filing, review strategy with VJD	6.00	\$ 375.00	\$ 2,250.00
Amanda Canning	12/11/10	review court order re class cert	0.30	\$ 375.00	\$ 112.50
Amanda Canning	12/22/10	Review study Disney documents, Call to Populous, meet and confer re Disney discovery responses, Draft PMTS depo notices, Prepare Motion for Class Cert binders	5.70	\$ 375.00	\$ 2,137.50
James V. DeSimone	1/2/11	review AC Memo re: Charlebois Tasks and strategy/ follow up Response	0.30	\$ 650.00	\$ 195.00
James V. DeSimone	1/7/11	Review ADA case law/new cases	0.70	\$ 650.00	\$ 455.00
James V. DeSimone	1/17/11	Review mtn/opp and reply brfs Re class certification (2.2)	2.20	\$ 650.00	\$ 1,430.00
James V. DeSimone	1/21/11	Case law review for hrng (1.9 hr)	1.90	\$ 650.00	\$ 1,235.00
Amanda Canning	1/24/11	conference Call with Giddens and Pearlman and Review strategy w DeSimone - .7hrs	0.70	\$ 375.00	\$ 262.50
James V. DeSimone	1/26/11	review reviewed survey (.2)	0.20	\$ 650.00	\$ 130.00
Amanda Canning	1/26/11	Draft survey, Draft letter to Giddens, Review strategy with DeSimone - 2.1	2.10	\$ 375.00	\$ 787.50
Gene Feldman	1/26/11	Review survey	0.30	\$ 450.00	\$ 135.00
James V. DeSimone	2/7/11	review and edited New survey (.5)	0.50	\$ 650.00	\$ 325.00
Amanda Canning	2/8/11	Review revise survey, E-mails to/from counsel re same	0.80	\$ 375.00	\$ 300.00
James V. DeSimone	2/17/11	review of prior correspondence/outline Talking points (.2)	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	2/18/11	review of revised Survey (.3)	0.30	\$ 650.00	\$ 195.00
Amanda Canning	2/18/11	Review strategy with DeSimone re survey, E-mails to/from counsel re same, Review documents and Review/revise survey	2.50	\$ 375.00	\$ 937.50
James V. DeSimone	2/21/11	review of revised survey (.2)	0.20	\$ 650.00	\$ 130.00

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Timekeeper	Date	Description	Hours	Rate	Fees
Amanda Canning	2/22/11	Review and revise survey and further processing and Draft meet and confer to Giddens re same; meeting with VJD re survey	2.50	\$ 375.00	\$ 937.50
Amanda Canning	2/23/11	review correspondence and survey drafts and emails to/from Giddens re same	0.40	\$ 375.00	\$ 150.00
James V. DeSimone	2/26/11	reviewed revised survey (.3)	0.30	\$ 650.00	\$ 195.00
Amanda Canning	3/1/11	Review strategy re contact information and mediation and emails between counsel re same - .4hrs	0.40	\$ 375.00	\$ 150.00
Amanda Canning	3/1/11	Review study class certification hearing transcript and draft memo re same - 1.3hrs	1.30	\$ 375.00	\$ 487.50
Amanda Canning	3/2/11	Review strategy and emails between counsel re survey questions -.4hrs	0.40	\$ 375.00	\$ 150.00
Amanda Canning	3/4/11	emails to/from Greco re defendants' discovery and review study same	0.80	\$ 375.00	\$ 300.00
Amanda Canning	3/7/11	Review study interrogatory responses - .5hrs	0.50	\$ 375.00	\$ 187.50
James V. DeSimone	3/9/11	review and edit ex parte Application (.6 hr)	0.60	\$ 650.00	\$ 390.00
James V. DeSimone	3/9/11	Review And edit next ex parte Draft declaration (1 .6 hr)	1.60	\$ 650.00	\$ 1,040.00
James V. DeSimone	3/9/11	Mtg w. AC and exhibit Review (.4)	0.40	\$ 650.00	\$ 260.00
James V. DeSimone	3/16/11	review mt and Con. Ltr (.2)	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	3/17/11	Review ct. order on ex parte (.3)	0.30	\$ 650.00	\$ 195.00
Amanda Canning	3/17/11	review and revise and finalize meet and confer letter to Giddens - .9	0.90	\$ 375.00	\$ 337.50
Amanda Canning	3/21/11	Draft Glasbergen declaration, Review strategy re motion to compel	1.10	\$ 375.00	\$ 412.50
James V. DeSimone	3/22/11	review BG email (.1)	0.10	\$ 650.00	\$ 65.00
James V. DeSimone	3/23/11	review Survey monkey/email (.1)	0.10	\$ 650.00	\$ 65.00
Amanda Canning	3/30/11	E-mails to/from counsel and Review strategy re ex parte to compel survey	0.50	\$ 375.00	\$ 187.50
James V. DeSimone	3/31/11	review BG email And response (.4 hr)	0.40	\$ 650.00	\$ 260.00
James V. DeSimone	3/31/11	review and edit Ex parte application (.6)	0.60	\$ 650.00	\$ 390.00

Timekeeper	Date	Description	Hours	Rate	Fees
Amanda Canning	3/31/11	Research and Draft and Prepare ex parte app to compel survey and declaration; Review w	4.00	\$ 375.00	\$ 1,500.00
James V. DeSimone	4/4/11	VJD re ex parte application	0.40	\$ 650.00	\$ 260.00
James V. DeSimone	4/5/11	review ex parte application opp. (.4)	0.30	\$ 650.00	\$ 195.00
Amanda Canning	4/5/11	Review and edit draft dec. (.3)	0.80	\$ 375.00	\$ 300.00
James V. DeSimone	4/11/11	Review study and analysis of defendant opp to ex parte	0.40	\$ 650.00	\$ 260.00
James V. DeSimone	4/11/11	Review and edit talking points for Outreach telephone calls (.4)	0.20	\$ 650.00	\$ 130.00
Kai Valenzuela	4/11/11	Review community groups (.2)	0.30	\$ 125.00	\$ 37.50
James V. DeSimone	4/15/11	Review correspondence re DRLC survey	0.20	\$ 650.00	\$ 130.00
Kai Valenzuela	4/18/11	Surveys review (.2)	6.50	\$ 125.00	\$ 812.50
Kai Valenzuela	4/21/11	Contact organizations, review survey responses from conference, revise Survey Monkey, correspond with counsel re responses	1.50	\$ 125.00	\$ 187.50
James V. DeSimone	4/25/11	Review responses from conference, save information to our database	0.80	\$ 650.00	\$ 520.00
Kai Valenzuela	4/29/11	review of constant contact responses	0.80	\$ 125.00	\$ 100.00
Gene Feldman	4/29/11	Review further responses from Survey Monkey	0.40	\$ 450.00	\$ 180.00
James V. DeSimone	5/2/11	Review survey results	1.30	\$ 650.00	\$ 845.00
James V. DeSimone	5/6/11	review survey responses (1.3)	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	5/6/11	review KV Memo re: witness Interviews (.2)	0.50	\$ 650.00	\$ 325.00
Kai Valenzuela	5/6/11	review new surveys (.5)	0.40	\$ 125.00	\$ 50.00
Kai Valenzuela	5/6/11	Continue to review additional survey responses from Survey Monkey	4.60	\$ 125.00	\$ 575.00
James V. DeSimone	5/17/11	Receive survey responses from DRLC, review/sort for contact information and save to our database	0.20	\$ 650.00	\$ 130.00
Amanda Canning	5/17/11	file review/email BG (.2)	0.40	\$ 375.00	\$ 150.00
James V. DeSimone	5/22/11	Review strategy with VJD and emails between counsel re survey	0.30	\$ 650.00	\$ 195.00
James V. DeSimone	5/22/11	review AC Memo: re: research (.3)			

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Exhibit F: SDSHHH Legal Bill Review

Angels / Charlebois

Timekeeper	Date	Description	Hours	Rate	Fees
Amanda Canning	5/22/11	RD, Review correspondence, DR letter to Giddens re settlement and PMK depo - .7hr	0.70	\$ 375.00	\$ 262.50
Amanda Canning	5/22/11	Review revise survey script and DR memo re declaration strategy - .8hrs	0.80	\$ 375.00	\$ 300.00
James V. DeSimone	5/23/11	review prior correspondence (.2)	0.20	\$ 650.00	\$ 130.00
Amanda Canning	5/24/11	Review and revise class declarations	0.80	\$ 375.00	\$ 300.00
James V. DeSimone	5/26/11	review and edit class member Declarations (2.9)	2.90	\$ 650.00	\$ 1,885.00
James V. DeSimone	5/27/11	review and edit class member Declaration (1.7)	1.70	\$ 650.00	\$ 1,105.00
Gene Feldman	5/28/11	Review follow up survey	0.50	\$ 450.00	\$ 225.00
James V. DeSimone	5/31/11	review and edit class member Decs (.6)	0.60	\$ 650.00	\$ 390.00
James V. DeSimone	6/1/11	review and edit class member decs. (1.9)	1.90	\$ 650.00	\$ 1,235.00
Gene Feldman	6/1/11	Review declarations in support of class certification from putative class members	0.50	\$ 450.00	\$ 225.00
James V. DeSimone	6/2/11	Review and edit decs (1.1)	1.10	\$ 650.00	\$ 715.00
James V. DeSimone	6/3/11	Review and edit decs. (1.7)	1.70	\$ 650.00	\$ 1,105.00
James V. DeSimone	6/6/11	reviewed and edited decs (.2)	0.20	\$ 650.00	\$ 130.00
Amanda Canning	6/6/11	Research and draft motion for class cert and review and revise declarations - 2.8	2.80	\$ 375.00	\$ 1,050.00
Amanda Canning	6/7/11	Research and preparation for motion for class certification, review and revise declarations re same - 4.5hrs	4.50	\$ 375.00	\$ 1,687.50
James V. DeSimone	6/8/11	dec. review and edits (.7)	0.70	\$ 650.00	\$ 455.00
Amanda Canning	6/8/11	Research and draft motion for class cert and review and revise declarations	0.90	\$ 375.00	\$ 337.50
Amanda Canning	6/9/11	Research and draft motion for class cert and review and revise declarations	5.50	\$ 375.00	\$ 2,062.50
James V. DeSimone	6/10/11	Review and edit decs (.3)	0.30	\$ 650.00	\$ 195.00
Amanda Canning	6/10/11	Review and revise declarations and draft motion for class cert (6.2)	6.20	\$ 375.00	\$ 2,325.00
Amanda Canning	6/11/11	Review and revise declarations and Draft motion for class cert	4.00	\$ 375.00	\$ 1,500.00

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Exhibit F: SDSHHH Legal Bill Review

Angels / Charlebois

Timekeeper	Date	Description	Hours	Rate	Fees
James V. DeSimone	6/12/11	review and edit supplemental briefing (1.6 hr)	1.60	\$ 650.00	\$ 1,040.00
James V. DeSimone	6/12/11	review and edit decs. (.5)	0.50	\$ 650.00	\$ 325.00
James V. DeSimone	6/13/11	review of D's report (.5)	0.50	\$ 650.00	\$ 325.00
		review strategy with team re additional declarations (.4)			
Amanda Canning	6/14/11		0.40	\$ 375.00	\$ 150.00
Amanda Canning	6/14/11	Review study defendants' filing and review strategy with Ort re same	0.70	\$ 375.00	\$ 262.50
James V. DeSimone	6/15/11	review of decs. In support of mtn (.5 hr)	0.50	\$ 650.00	\$ 325.00
Amanda Canning	6/15/11	review strategy with Pitts and VJD re supplemental declarations	0.30	\$ 375.00	\$ 112.50
		Review declaration Antoine re: survey results and Angel contact	0.30	\$ 450.00	\$ 135.00
Gene Feldman	6/15/11		0.50	\$ 650.00	\$ 325.00
James V. DeSimone	6/16/11	review of D's opposition to filing (.5)	0.50	\$ 650.00	\$ 325.00
James V. DeSimone	6/17/11	prepare for hrng, pleading Review (.5) research and review and revise supplemental briefing	2.50	\$ 375.00	\$ 937.50
Amanda Canning	6/17/11	Review Plaintiff response to Angels objections to declaration and Desimone declaration in support of class certification	0.30	\$ 450.00	\$ 135.00
Gene Feldman	6/17/11	Preparation for hrng/review of all Pleadings and declarations, including Original mtn/tentative (2.6)	2.60	\$ 650.00	\$ 1,690.00
James V. DeSimone	6/19/11	legal Research/review D's cases cited in brief (1.7 hr)	1.70	\$ 650.00	\$ 1,105.00
		Review correspondence from interns re additional putative class member declarations	0.80	\$ 125.00	\$ 100.00
Kai Valenzuela	6/20/11		0.80	\$ 650.00	\$ 520.00
James V. DeSimone	6/21/11	Review and edit RFP's and Special Rogs (.8)	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	6/22/11	review and respond to BG email			
		Receive additional revised declaration, review and save to database	0.80	\$ 125.00	\$ 100.00
Kai Valenzuela	6/22/11		0.20	\$ 650.00	\$ 130.00
James V. DeSimone	6/24/11	review and respond BG corr.			
		review study order from court re class cert motion	0.20	\$ 375.00	\$ 75.00
Amanda Canning	6/27/11				

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Exhibit F: SDSHHH Legal Bill Review

Angels / Charlebois

Timekeeper	Date	Description	Hours	Rate	Fees
James V. DeSimone	7/1/11	receive and review granting of class Cert motion (.6 hr)	0.60	\$ 650.00	\$ 390.00
Amanda Canning	7/1/11	review study court order re class cert, draft factual and legal analysis re same	2.20	\$ 375.00	\$ 825.00
Kai Valenzuela	7/1/11	Review District Judge's Order re Motion for Class Certification, forward to all participants on case, save to database; Receive Federal POS from First Legal, save to database	1.50	\$ 125.00	\$ 187.50
Gene Feldman	7/3/11	Review class certification order	0.90	\$ 450.00	\$ 405.00
Kai Valenzuela	7/5/11	Forward press release to contacts, review putative declarations and revise language	1.60	\$ 125.00	\$ 200.00
James V. DeSimone	7/14/11	review of expert Wit report (.5)	0.50	\$ 650.00	\$ 325.00
Kai Valenzuela	7/19/11	Receive additional revised declarations ISO Motion for Class Certification, review and save to database	1.30	\$ 125.00	\$ 162.50
Amanda Canning	7/28/11	email from Greco and review study defendants' discovery responses	0.70	\$ 375.00	\$ 262.50
James V. DeSimone	7/30/11	PMK depo prep/review memos/ Questions (.6)	0.60	\$ 650.00	\$ 390.00
James V. DeSimone	7/31/11	review Docs for depo prep (1.6)	1.60	\$ 650.00	\$ 1,040.00
James V. DeSimone	8/1/11	mtg w. EF for depo prep, review Docs and formulate questions (3.6)	3.60	\$ 650.00	\$ 2,340.00
James V. DeSimone	8/2/11	review docs and prepare questions (2.6)	2.60	\$ 650.00	\$ 1,690.00
James V. DeSimone	8/2/11	finalize doc review and Depo prep. (1.9hrs)	1.90	\$ 650.00	\$ 1,235.00
Amanda Canning	8/2/11	Review study objection to PMK notice of depo and responses to interrogatories, request for production of documents - .7hrs	0.70	\$ 375.00	\$ 262.50
James V. DeSimone	8/8/11	prep for meet and confer/ review disco issues w. AC (2)	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	8/8/11	review MSJ research (.4)	0.40	\$ 650.00	\$ 260.00
Amanda Canning	8/8/11	Review discovery responses, legal and factual analysis, Draft meet and confer letter - 2.5hrs	2.50	\$ 375.00	\$ 937.50

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Exhibit F: SDSHHH Legal Bill Review

Angels / Charlebois

Timekeeper	Date	Description	Hours	Rate	Fees
Amanda Canning	8/8/11	Review subpoenas and Call to Ticketmaster counsel - .8hrs	0.80	\$ 375.00	\$ 300.00
James V. DeSimone	8/9/11	review and file stip to continue deadlines (.3)	0.30	\$ 650.00	\$ 195.00
Amanda Canning	8/9/11	Review documents and Draft stipulation to continue trial, E-mails with counsel re same, file stipulation	3.00	\$ 375.00	\$ 1,125.00
Amanda Canning	8/11/11	review email and protective order from Ticketmaster attorney	0.30	\$ 375.00	\$ 112.50
Amanda Canning	8/12/11	Review/study notice of ruling re stipulation, further processing re same	0.30	\$ 375.00	\$ 112.50
Gene Feldman	8/12/11	Review scheduling order from court	0.20	\$ 450.00	\$ 90.00
Kai Valenzuela	8/17/11	Review additional signed declarations ISO Motion for Class Certification, save to database	0.80	\$ 125.00	\$ 100.00
James V. DeSimone	8/23/11	mtg. W. AC; review and revise protective order (.3)	0.30	\$ 650.00	\$ 195.00
Amanda Canning	8/23/11	E-mail to Giddens re protective order; Review with VJD	0.60	\$ 375.00	\$ 225.00
Amanda Canning	8/29/11	review study scheduling order and further processing re same - .2	0.20	\$ 375.00	\$ 75.00
Amanda Canning	9/1/11	Review study notice from Compex re Ticketmaster subpoena - .2hrs	0.20	\$ 375.00	\$ 75.00
Amanda Canning	9/9/11	review study ticketmaster subpoena and call to attorney re meet and confer - .5	0.50	\$ 375.00	\$ 187.50
James V. DeSimone	9/26/11	review and edit Corr. To BG (.2)	0.20	\$ 650.00	\$ 130.00
Amanda Canning	9/26/11	Review study discovery an document productions - 2hrs	2.00	\$ 375.00	\$ 750.00
Amanda Canning	9/26/11	Review revise Beverage depo summary - .5hrs	0.50	\$ 375.00	\$ 187.50
James V. DeSimone	9/27/11	review and edit meet and confer ltr/ (.2)	0.20	\$ 650.00	\$ 130.00
Amanda Canning	9/27/11	Review documents and revise discovery letter to Giddens and Call to Giddens-1.3hrs	1.30	\$ 375.00	\$ 487.50

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Exhibit F: SDSHHH Legal Bill Review

Angels / Charlebois

Timekeeper	Date	Description	Hours	Rate	Fees
Amanda Canning	9/27/11	Review/study Ticketmaster document demand, call to Ticketmaster counsel re same,	1.30	\$ 375.00	\$ 487.50
James V. DeSimone	9/28/11	Draft meet and confer letter re same- 1.3hrs	0.60	\$ 650.00	\$ 390.00
James V. DeSimone	9/29/11	Review of Beverage dep/summary (.6 hr)	0.50	\$ 650.00	\$ 325.00
James V. DeSimone	9/29/11	review of Mazz dec/feasibility analysis (.5)	0.30	\$ 650.00	\$ 195.00
James V. DeSimone	9/29/11	review and edit disc. stip. (.3)	0.10	\$ 650.00	\$ 65.00
James V. DeSimone	10/10/11	Review MM email re: conclusions (.1)	0.20	\$ 650.00	\$ 130.00
James V. DeSimone	10/10/11	review Confidentiality agreement Re: Ticketmaster (.2)	0.10	\$ 650.00	\$ 65.00
James V. DeSimone	10/10/11	review D's Response and AC changes (.1)			
Amanda Canning	10/10/11	Review revise stipulation and order re ticketmaster confidentiality agreement, E-mails/Calls to/from counsel and further processing re same - 1.1hrs	1.10	\$ 375.00	\$ 412.50
Amanda Canning	10/11/11	Review revise stipulation and order re ticketmaster confidentiality agreement, E-mails/Calls to/from counsel re same - .9hrs	0.90	\$ 375.00	\$ 337.50
James V. DeSimone	10/12/11	Reviewed BG email and attached Engineering report (.6 hr)	0.60	\$ 650.00	\$ 390.00
James V. DeSimone	10/12/11	reviewed And edited draft mediation brief (1.4)	1.40	\$ 650.00	\$ 910.00
Amanda Canning	10/12/11	E-mail from Giddens re engineer expert report; Review study and analysis of same - .8hrs	0.80	\$ 375.00	\$ 300.00
Gene Feldman	10/12/11	Review Seating Report from Critical Structures	0.40	\$ 450.00	\$ 180.00
James V. DeSimone	10/13/11	Review of report (.3)	0.30	\$ 650.00	\$ 195.00
Amanda Canning	10/13/11	Call to Greco re discovery, E-mails from Greco re same, Review study discovery responses and further processing - 1.1hrs	1.10	\$ 375.00	\$ 412.50
James V. DeSimone	10/14/11	Reviewed and edited Mediation Brief (1.8)	1.80	\$ 650.00	\$ 1,170.00
Amanda Canning	10/14/11	Research and draft mediation brief, review documents re same, prepare materials re same (6.8)	6.80	\$ 375.00	\$ 2,550.00

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Exhibit F: SDSHHH Legal Bill Review

Angels / Charlebois

Timekeeper	Date	Description	Hours	Rate	Fees
James V. DeSimone	10/16/11	review MS changes to Mediation Brief/ follow up email exchange (.3)	0.30	\$ 650.00	\$ 195.00
Amanda Canning	10/19/11	memo re DOJ guidelines, review documents/research and draft settlement offer letter to Giddens	3.10	\$ 375.00	\$ 1,162.50
James V. DeSimone	10/21/11	case and Doc review (.2)	0.20	\$ 650.00	\$ 130.00
	subtotals	Review entries	382.70		\$ 170,457.50

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Exhibit F: SDSHHH Legal Bill Review

Angels / Charlebois

Timekeeper	Date	Description	Hours	Rate	Fees
Draft Entries					
Timekeeper	Date	Description	Hours	Rate	Fees
Gene Feldman	10/20/09	Draft representation letter to Angels	0.40	\$ 450.00	\$ 180.00
Gene Feldman	10/26/09	Desimone re MTA complaint and drafting Angels complaint	0.20	\$ 450.00	\$ 90.00
David Sarnoff	12/1/09	Draft City of Anaheim Tort Claim; email to JD	0.90	\$ 375.00	\$ 337.50
David Sarnoff	12/4/09	New Draft of Tort Claim; email to JD	0.30	\$ 375.00	\$ 112.50
James V. DeSimone	12/4/09	next draft of tort claim (.2 hr)	0.20	\$ 650.00	\$ 130.00
David Sarnoff	12/23/09	Begin draft Complaint; research re: Unruh and ADA claims	4.20	\$ 375.00	\$ 1,575.00
David Sarnoff	12/25/09	Finish Draft of Complaint	2.30	\$ 375.00	\$ 862.50
James V. DeSimone	1/27/10	review and edit draft Complaint	1.80	\$ 650.00	\$ 1,170.00
Michael D. Seplow	4/19/10	Rsh re draft complaint (.5), Review draft complaint and send em to team	0.50	\$ 600.00	\$ 300.00
Michael D. Seplow	4/19/10	re changes etc (1.5)	1.50	\$ 600.00	\$ 900.00
Michael D. Seplow	4/20/10	Rev, rsh and revise draft complaint, revise complaint (1.2)	1.20	\$ 600.00	\$ 720.00
Michael D. Seplow	4/23/10	rev draft complaint & em re changes to complaint (.5),	0.50	\$ 600.00	\$ 300.00
Amanda Canning	5/18/10	Research and Draft complaint	9.20	\$ 375.00	\$ 3,450.00
Amanda Canning	5/24/10	Research and Draft complaint	3.90	\$ 375.00	\$ 1,462.50
Michael D. Seplow	5/27/10	Review-revise draft complaint (.4)	0.40	\$ 600.00	\$ 240.00
James V. DeSimone	5/28/10	review and edit final draft of Complaint (.8 hr)	0.80	\$ 650.00	\$ 520.00
Gene Feldman	5/28/10	Draft of federal complaint prepared by Desimone	0.60	\$ 450.00	\$ 270.00
Amanda Canning	6/2/10	Research re incentive award and Draft memo - 6.4hrs	6.40	\$ 375.00	\$ 2,400.00
Amanda Canning	6/3/10	Draft complaint - .8hrs	0.80	\$ 375.00	\$ 300.00
Amanda Canning	6/6/10	Draft complaint	2.80	\$ 375.00	\$ 1,050.00
Amanda Canning	6/7/10	Research and Draft complaint; Discussion with MS and VJD re revised Complaint	4.10	\$ 375.00	\$ 1,537.50
Michael D. Seplow	6/7/10	Rev draft complaint (.5), rsh class issues re complaint and draft em re same (1.2),	0.50	\$ 600.00	\$ 300.00
Michael D. Seplow	6/7/10	same (1.2),	1.20	\$ 600.00	\$ 720.00

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Exhibit F: SDSHHH Legal Bill Review

Angels / Charlebois

Timekeeper	Date	Description	Hours	Rate	Fees
Amanda Canning	6/8/10	Research and Draft complaint	2.50	\$ 375.00	\$ 937.50
Michael D. Seplow	6/9/10	rev draft complaint, em intro (.8)	0.80	\$ 600.00	\$ 480.00
William Clifton	6/14/10	Drafted Summons (.1), Draft press release and Review revise complaint - 2.4hrs	0.10	\$ 125.00	\$ 12.50
Amanda Canning	6/14/10	complaint - 2.4hrs	2.40	\$ 375.00	\$ 900.00
Amanda Canning	6/25/10	Call to Klassen and Draft declaration	2.00	\$ 375.00	\$ 750.00
Michael D. Seplow	7/7/10	Draft em re call from Counsel for Anaheim (.2)	0.20	\$ 600.00	\$ 120.00
Amanda Canning	7/26/10	Draft Klassen declaration, E-mail to Klassen - 2.5hrs	2.50	\$ 375.00	\$ 937.50
Amanda Canning	7/26/10	Draft Cane declaration - 2.5hrs	2.50	\$ 375.00	\$ 937.50
Amanda Canning	7/27/10	Research re regulations, Draft Cane declaration, Calls to/from and E- mails to Cane re declaration, Review strategy with DeSimone	2.10	\$ 375.00	\$ 787.50
Amanda Canning	8/3/10	Call from Mazz (expert), Draft memo - 1hr	1.00	\$ 375.00	\$ 375.00
Amanda Canning	8/3/10	Call from Hecker, Draft memo - .5hrs	0.50	\$ 375.00	\$ 187.50
Amanda Canning	8/5/10	Call from Marinelli and Beasley and Draft memos for both	2.90	\$ 375.00	\$ 1,087.50
Kai Valenzuela	8/10/10	Draft Request of Recusal Motion	0.40	\$ 125.00	\$ 50.00
James V. DeSimone	8/11/10	draft letter to BG (.6)	0.60	\$ 650.00	\$ 390.00
Kai Valenzuela	8/11/10	Draft Notice of Change of Attorney	0.40	\$ 125.00	\$ 50.00
Gene Feldman	8/11/10	Desimone re: draft letter to Giddens	0.20	\$ 450.00	\$ 90.00
Amanda Canning	9/9/10	Draft stipulation re class certification - 2.1 hrs Preparation for Rule 26(f) conference, Draft and serve discovery, Review strategy with DeSimone	2.10	\$ 375.00	\$ 787.50
Amanda Canning	9/13/10	Draft stipulation to continue motion for class certification and further processing	4.80	\$ 375.00	\$ 1,800.00
Amanda Canning	9/14/10	Draft and Prepare Rule 26 Discovery Plan report, E-mails to/from opposing counsel re same, Review strategy with DeSimone re same	5.50	\$ 375.00	\$ 2,062.50
Amanda Canning	9/20/10	E-mails to/from counsel re Rule 26 report, Review study defendants' Draft of Rule 26 report, and further processing re same	0.70	\$ 375.00	\$ 262.50

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Timekeeper	Date	Description	Hours	Rate	Fees
William Clifton	9/23/10	Drafted Joint Rule 26(f) Report in federal pleading format	0.50	\$ 125.00	\$ 62.50
Amanda Canning	9/24/10	Review strategy with DeSimone, E-mails to Feldman/Harris re PMK depositions, Draft PMK notices of deposition - 4.3hrs	4.30	\$ 375.00	\$ 1,612.50
Amanda Canning	9/27/10	Draft Rule 26(a) report, Review documents to produce in same, Calls to/from Feldman re same - 3.5hrs	3.50	\$ 375.00	\$ 1,312.50
Amanda Canning	9/27/10	Review study Defendants' initial disclosure report and Draft memo- .4hrs	0.40	\$ 375.00	\$ 150.00
Michael D. Seplov	9/28/10	rev draft dec (.2)	0.20	\$ 600.00	\$ 120.00
Amanda Canning	9/30/10	Research and Draft Inspection of Real Property demand, Calls/Emails to/from Mazz re same, Review documents and determine which documents have not been produced, Research and Draft meet and confer letter to Giddens re inspection and documents, Review strategy with DeSimone, Draft memorializing letter- 4hrs	4.00	\$ 375.00	\$ 1,500.00
Amanda Canning	9/30/10	Research and Draft motion- 2hrs	2.00	\$ 375.00	\$ 750.00
Amanda Canning	10/1/10	Calls to/from Feldman, Review strategy with DeSimone, direct paralegal re Research and Draft motion for class cert - 1.8hrs	1.80	\$ 375.00	\$ 675.00
James V. DeSimone	10/3/10	review and edit draft dec and Portions of class cert mtn. (.7)	0.70	\$ 650.00	\$ 455.00
Amanda Canning	10/6/10	Research and Draft Disney subpoena	1.50	\$ 375.00	\$ 562.50
Amanda Canning	10/7/10	Review strategy and Draft letter to Giddens re Populus subpoena -3hrs	0.30	\$ 375.00	\$ 112.50
Amanda Canning	10/8/10	Research and Draft E-mail to Giddens re documents - .6hrs	0.60	\$ 375.00	\$ 225.00
William Clifton	10/14/10	drafted Notice of Taking Deposition (.25)	0.25	\$ 125.00	\$ 31.25
Amanda Canning	10/14/10	Review strategy with DeSimone and Draft memo with discovery and motion plan - 1.2hrs	1.20	\$ 375.00	\$ 450.00

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Exhibit F: SDSHHH Legal Bill Review

Angels / Charlebois

Timekeeper	Date	Description	Hours	Rate	Fees
Amanda Canning	10/14/10	Research re mediators, Calls to/from Larson, Draft E-mail to opp counsel - 1.3	1.30	\$ 375.00	\$ 487.50
Amanda Canning	10/14/10	Research and Draft interrogatories, E-mails to/front Mazz - Call from Greco re discovery responses and class action 2	2.00	\$ 375.00	\$ 750.00
Amanda Canning	10/18/10	Research DOJ guidelines and standards, Draft letter to Giddens re status of litigation and Plaintiffs demands - 4.5hr	4.50	\$ 375.00	\$ 1,687.50
Amanda Canning	10/18/10	E-mails to/from counsel, Review strategy, Research and Draft Ntc re Private Mediator - 1.3hrs	1.30	\$ 375.00	\$ 487.50
Amanda Canning	10/20/10	review documents/research and draft settlement offer letter to Giddens - 2.2	2.20	\$ 375.00	\$ 825.00
Amanda Canning	10/23/10	Draft amended PMK notices or deposition, further processing - RS Disney objections to subpoena, Research re Rule 45 and motion to compel - 1.5hrs	1.50	\$ 375.00	\$ 562.50
Amanda Canning	10/25/10	Review study E-mail from Giddens re total WC seating, E-mails to/from Mazz re same, Review strategy, Draft E-mail to Giddens re same - .6hrs	0.60	\$ 375.00	\$ 225.00
James V. DeSimone	10/30/10	review draft motion for class cert (1.2)	1.20	\$ 650.00	\$ 780.00
Amanda Canning	10/30/10	Research and Draft motion	2.00	\$ 375.00	\$ 750.00
Amanda Canning	10/31/10	Research and Draft motion	1.30	\$ 375.00	\$ 487.50
Amanda Canning	11/1/10	Calls to/from Feldman, Research and Draft motion for class cert - 3.5hrs	3.50	\$ 375.00	\$ 1,312.50
Amanda Canning	11/1/10	Review study documents produced by Angels/Anaheim, Draft memo re same, Review strategy with Feldman re same - 1.5hrs	1.50	\$ 375.00	\$ 562.50
Amanda Canning	11/1/10	Research and Draft letter to counsel re numerosity - 1.5hrs	1.50	\$ 375.00	\$ 562.50
Amanda Canning	11/2/10	Calls to/from Feldman re motion, Research and Draft motion for class cert - 5.2hrs	5.20	\$ 375.00	\$ 1,950.00

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Exhibit F: SDSHHH Legal Bill Review

Angels / Charlebois

Timekeeper	Date	Description	Hours	Rate	Fees
Amanda Canning	11/3/10	Research and draft motion for class cert - 6.3hrs	6.30	\$ 375.00	\$ 2,362.50
Kai Valenzuela	11/3/10	Draft TOC/TOA for Motion for Class Certification	0.40	\$ 125.00	\$ 50.00
Amanda Canning	11/4/10	Research and Draft motion, Research and Review strategy with Seplow re penalties, E-mails to/from Klassen re declaration	7.00	\$ 375.00	\$ 2,625.00
William Clifton	11/5/10	Formatted, correct typos in draft of decl of J. Paul Charlebois for Mtn Class Cert	0.50	\$ 125.00	\$ 62.50
William Clifton	11/5/10	Formatted draft of deal of Gene Feldman for Mtn Class Cert	0.20	\$ 125.00	\$ 25.00
William Clifton	11/5/10	Partially Drafted TOC, TOA for Mtn for Class Cert	2.50	\$ 125.00	\$ 312.50
Jonathan Cotton	11/5/10	Draft tables for Plaintiffs Motion for Class Cert	2.50	\$ 125.00	\$ 312.50
James V. DeSimone	11/5/10	Review draft motion (.7)	0.70	\$ 650.00	\$ 455.00
Amanda Canning	11/5/10	Review strategy with Seplow, Draft, Research and Review revise motion Calls to Feldman, Draft and finalize Chasworth declaration, Calls to/E-mails to/from Chasworth re declaration, Draft and finalize Klassen declaration, E-mails to/from Klassen re same, Draft and finalize declaration, Call to/E-mails to/from Charlebois re motion and declaration	10.00	\$ 375.00	\$ 3,750.00
James V. DeSimone	11/7/10	review and edit Next draft of motion (.8)	0.80	\$ 650.00	\$ 520.00
Amanda Canning	11/7/10	Review strategy with DeSimone and Seplow, Draft, Research and Review revise motion, Draft DeSimone declaration	6.00	\$ 375.00	\$ 2,250.00
James V. DeSimone	11/8/10	review and edit next draft of mtn (.7)	0.70	\$ 650.00	\$ 455.00
Amanda Canning	11/8/10	Review strategy with DeSimone, Seplow, Feldman, Research, Draft, Review revise motion, notice of motion, proposed order, DeSimone declaration, Calls/E-mails to Charlebois, Cam, e-file motion - 11hrs	11.00	\$ 375.00	\$ 4,125.00
Jonathan Cotton	11/10/10	Draft and Serve Second Amended PMK Depo Notices	1.50	\$ 125.00	\$ 187.50

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Exhibit F: SDSHHH Legal Bill Review

Angels / Charlebois

Timekeeper	Date	Description	Hours	Rate	Fees
Amanda Canning	11/24/10	Research and Draft reply	7.50	\$ 375.00	\$ 2,812.50
Amanda Canning	11/26/10	Research and Draft reply	1.00	\$ 375.00	\$ 375.00
Amanda Canning	11/27/10	Research and Draft reply	5.30	\$ 375.00	\$ 1,987.50
Amanda Canning	11/28/10	Research and Draft reply	4.00	\$ 375.00	\$ 1,500.00
Amanda Canning	11/29/10	Research and Draft reply	5.00	\$ 375.00	\$ 1,875.00
Kai Valenzuela	12/2/10	Draft Response to Objections to Mazz Declaration	6.50	\$ 125.00	\$ 812.50
James V. DeSimone	12/3/10	Cons. W. AC re: next draft (.2)	0.20	\$ 650.00	\$ 130.00
Amanda Canning	12/3/10	Research and Draft reply; Review with VJD	2.50	\$ 375.00	\$ 937.50
Kai Valenzuela	12/3/10	Draft Response to Evidentiary Objections to Motion for Class Certification	5.40	\$ 125.00	\$ 675.00
Kai Valenzuela	12/3/10	Draft Response to Objections of Remaining Declarations	2.60	\$ 125.00	\$ 325.00
James V. DeSimone	12/4/10	rev.. and edit reply brf draft (.6)	0.60	\$ 650.00	\$ 390.00
Amanda Canning	12/4/10	Research and Draft reply	2.50	\$ 375.00	\$ 937.50
James V. DeSimone	12/5/10	draft of response To dec. objections (1.2)	1.20	\$ 650.00	\$ 780.00
James V. DeSimone	12/6/10	finalize reply brief Draft (.7)	0.70	\$ 650.00	\$ 455.00
Amanda Canning	12/6/10	Research, Draft and Review revise Reply brief, Draft objections to Defendant's declarations, and further processing e-filing, review strategy with VJD	6.00	\$ 375.00	\$ 2,250.00
Kai Valenzuela	12/6/10	Draft Table of Authorities to Reply Brief to Defendants' Opposition for Motion for Class Certification	1.50	\$ 125.00	\$ 187.50
Amanda Canning	12/22/10	Review study Disney documents, Call to Populous, meet and confer re Disney discovery responses, Draft PMTS depo notices, Prepare Motion for Class Cert binders	5.70	\$ 375.00	\$ 2,137.50
Amanda Canning	1/25/11	Draft survey	1.20	\$ 375.00	\$ 450.00
Amanda Canning	1/26/11	Draft survey, Draft letter to Giddens, Review strategy with DeSimone - 2.1	2.10	\$ 375.00	\$ 787.50
Jonathan Cotton	2/1/11	Draft and Serve P's Second Set of Interrogatories	1.00	\$ 125.00	\$ 125.00
Amanda Canning	2/1/11	Draft special interrogatories; discussion w VJD re Strategy	0.50	\$ 375.00	\$ 187.50

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Timekeeper	Date	Description	Hours	Rate	Fees
Amanda Canning	2/7/11	Emails to/from counsel and DRLC re survey, analysis of defendants' proposed survey, discussion and memo to DeSimone re same and redraft survey	3.20	\$ 375.00	\$ 1,200.00
Amanda Canning	2/22/11	Review and revise survey and further processing and Draft meet and confer to Giddens re same; meeting with VJD re survey	2.50	\$ 375.00	\$ 937.50
Amanda Canning	2/23/11	review correspondence and survey drafts and emails to/from Giddens re same	0.40	\$ 375.00	\$ 150.00
Amanda Canning	3/1/11	Review study class certification hearing transcript and draft memo re same - 1.3hrs	1.30	\$ 375.00	\$ 487.50
Amanda Canning	3/2/11	Call with Glasberg, class member and draft memo - 1.1hrs	1.10	\$ 375.00	\$ 412.50
Amanda Canning	3/6/11	Research and Draft ex parte motion to compel contact information	4.00	\$ 375.00	\$ 1,500.00
Amanda Canning	3/7/11	Research and Draft ex parte motion to compel contact info - 2.5	2.50	\$ 375.00	\$ 937.50
Amanda Canning	3/8/11	Research and Draft ex parte motion to compel contact info- 8.4hrs	8.40	\$ 375.00	\$ 3,150.00
James V. DeSimone	3/9/11	Review And edit next ex parte Draft declaration (1.6 hr)	1.60	\$ 650.00	\$ 1,040.00
Amanda Canning	3/9/11	Research and Draft ex parte motion to compel contact info	8.50	\$ 375.00	\$ 3,187.50
Kal Valenzuela	3/9/11	Draft Table of Authorities re Ex Parte Application, Research/organize Exhibits	3.20	\$ 125.00	\$ 400.00
Amanda Canning	3/16/11	Research and Draft meet and confer letter to Giddens	3.00	\$ 375.00	\$ 1,125.00
Amanda Canning	3/17/11	call and email to class member and draft declaration - 1.1	1.10	\$ 375.00	\$ 412.50
Amanda Canning	3/21/11	Draft Glasenbergen declaration, Review strategy re motion to compel	1.10	\$ 375.00	\$ 412.50
Amanda Canning	3/31/11	Research and Draft and Prepare ex parte app to compel survey and declaration; Review w VJD re ex parte application	4.00	\$ 375.00	\$ 1,500.00

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Exhibit F: SDSHHH Legal Bill Review

Angels / Charlebois

Timekeeper	Date	Description	Hours	Rate	Fees
James V. DeSimone	4/5/11	Review and edit draft dec. (.3)	0.30	\$ 650.00	\$ 195.00
Amanda Canning	4/11/11	Draft script for outreach, RSTR with Feldman and DeSimone re outreach, Research re organizations, FP outreach efforts - 3.3hrs	3.30	\$ 375.00	\$ 1,237.50
Amanda Canning	4/14/11	Draft and finalize class member outreach materials and research re distribution of survey	1.10	\$ 375.00	\$ 412.50
Amanda Canning	5/23/11	Factual analysis re class member call script and draft same (.7hrs)	0.70	\$ 375.00	\$ 262.50
Amanda Canning	6/6/11	Research and draft motion for class cert and review and revise declarations - 2.8	2.80	\$ 375.00	\$ 1,050.00
Amanda Canning	6/8/11	Research and draft motion for class cert and review and revise declarations	0.90	\$ 375.00	\$ 337.50
Amanda Canning	6/9/11	Research and draft motion for class cert and review and revise declarations	5.50	\$ 375.00	\$ 2,062.50
Jonathan Cotton	6/10/11	Draft tables to Plaintiffs Supplemental Memo in Support of Plaintiffs Motion for Class Cert	1.75	\$ 125.00	\$ 218.75
Amanda Canning	6/10/11	Review and revise declarations and draft motion for class cert (6.2)	6.20	\$ 375.00	\$ 2,325.00
Amanda Canning	6/11/11	Review and revise declarations and Draft motion for class cert	4.00	\$ 375.00	\$ 1,500.00
Amanda Canning	6/12/11	Draft motion for class cert	3.00	\$ 375.00	\$ 1,125.00
James V. DeSimone	6/13/11	Write Final draft of supplemental brief (4.5 hrs)	4.50	\$ 650.00	\$ 2,925.00
Amanda Canning	6/21/11	draft request for production of documents and interrogatories - 2.4	2.40	\$ 375.00	\$ 900.00
Amanda Canning	6/28/11	draft depo notice and arrange plaintiff's expert deposition	0.30	\$ 375.00	\$ 112.50
Amanda Canning	7/1/11	review study court order re class cert, draft factual and legal analysis re same	2.20	\$ 375.00	\$ 825.00
Menaka Fernando	7/28/11	Researched travel compensation for expert's deposition; drafting email to opposing counsel.	3.60	\$ 225.00	\$ 810.00

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Timekeeper	Date	Description	Hours	Rate	Fees
Amanda Canning	8/8/11	Review discovery responses, legal and factual analysis, Draft meet and confer letter - 2.5hrs	2.50	\$ 375.00	\$ 937.50
Amanda Canning	8/9/11	Review documents and Draft stipulation to continue trial, E-mails with counsel re same, file stipulation	3.00	\$ 375.00	\$ 1,125.00
Amanda Canning	9/22/11	Research and Draft mediation/msj brief	7.50	\$ 375.00	\$ 2,812.50
Amanda Canning	9/23/11	Research and Draft mediation/msj brief; meeting with VJD re mediation strategy	5.20	\$ 375.00	\$ 1,950.00
Amanda Canning	9/25/11	Research and Draft mediation brief - 2.5hrs	2.50	\$ 375.00	\$ 937.50
Amanda Canning	9/26/11	Draft meet and confer letter to Giddens - 3hrs	3.00	\$ 375.00	\$ 1,125.00
Amanda Canning	9/27/11	Draft stipulation to continue discovery cut off- .9hrs	0.90	\$ 375.00	\$ 337.50
Amanda Canning	9/27/11	Review/study Ticketmaster document demand, call to Ticketmaster counsel re same,			
Amanda Canning	9/27/11	Draft meet and confer letter re same- 1.3hrs	1.30	\$ 375.00	\$ 487.50
William Clifton	10/1/11	drafted Notice of Taking Deposition (.25)	0.25	\$ 125.00	\$ 31.25
Amanda Canning	10/9/11	Research and Draft mediation brief	1.50	\$ 375.00	\$ 562.50
Amanda Canning	10/10/11	Research and Draft mediation brief - 8.7hrs	8.70	\$ 375.00	\$ 3,262.50
Amanda Canning	10/11/11	Research and Draft mediation brief - 11.4hrs	11.40	\$ 375.00	\$ 4,275.00
James V. DeSimone	10/12/11	reviewed And edited draft mediation brief (1.4)	1.40	\$ 650.00	\$ 910.00
Amanda Canning	10/12/11	Research and Draft mediation brief- 3.5hrs	3.50	\$ 375.00	\$ 1,312.50
Amanda Canning	10/13/11	Research and Draft mediation brief - 8.2hrs	8.20	\$ 375.00	\$ 3,075.00
Amanda Canning	10/14/11	Research and draft mediation brief, review documents re same, prepare materials re same (6.8)	6.80	\$ 375.00	\$ 2,550.00

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Exhibit F: SDSHHH Legal Bill Review

Angels / Charlebois

Timekeeper	Date	Description	Hours	Rate	Fees
Gene Feldman	10/14/11	Draft mediation brief section on Angels economic capacity to pay for stadium modifications	0.30	\$ 450.00	\$ 135.00
Amanda Canning	10/16/11	Research and draft mediation brief	2.50	\$ 375.00	\$ 937.50
Amanda Canning	10/17/11	Research and draft mediation brief	6.60	\$ 375.00	\$ 2,475.00
Amanda Canning	10/18/11	Research and draft and finalize mediation brief	5.80	\$ 375.00	\$ 2,175.00
Amanda Canning	10/19/11	memo re DOJ guidelines, review documents/research and draft settlement offer letter to Giddens	3.10	\$ 375.00	\$ 1,162.50
Amanda Canning	10/21/11	draft VJD declaration for mtn for class cert	0.60	\$ 375.00	\$ 225.00
Jonathan Cotton	11/12/11	Draft list of Declarations used in P's Mediation Brief	0.50	\$ 125.00	\$ 62.50
	subtotals	Draft Entries	419.35		\$ 155,381.25

EXHIBIT C

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF WYOMING

In re:

NATURAL GAS ROYALTIES
QUI TAM LITIGATION

MDL Docket No. 1:99-MD-01293-SWS

Declaration of John W. Toothman, Esq.
Regarding Defendants' Claims for Legal Fees & Expenses

I, John W. Toothman, depose and state as follows:

1. I am an attorney admitted to practice in the District of Columbia and Virginia, as well as various federal and other courts. This declaration is based on my personal knowledge and information I find to be reliable. All my expert opinions are expressed to a reasonable degree of professional certainty. I am over the age of 21.

2. My firm was retained by the Relator ("Grynberg") to review legal fee and expense claims arising in *In re Natural Gas Royalties Qui Tam Litigation*, 99-MD-1293 (MDL D. Wyo.). This is my summary report on our analysis of approximately \$26 million in legal fees and \$2.1 million more in expenses submitted by 33 clusters of defendants (with related companies represented by the same or overlapping groups of firms), plus an additional combined submission on behalf of the "Joint Defense Committee."¹ (The combined Joint Committee submission

¹ The ten firms on the Joint Defense Committee have submitted claims for \$9.7 million in fees plus \$1.4 million in expenses. (The actual fee total is \$9.8 million as submitted, Exhibit D.) The Joint Committee claim is for 48,180.20 hours. Ex. D. Including these joint committee amounts, plus claims for other (non-joint) fees and expenses of these firms, plus additional firms not on the joint committee, the total sought is said to be \$21.3 million in fees plus \$1.2 million in costs. We could not confirm that total from the defendants' actual submissions, which exceeded that by millions of dollars for unexplained reasons. The claims, as submitted, actually total \$26,074,123.30 for fees and \$2,134,162.38 in expenses as best we can tell.

(continued...)

includes submissions by law firms that also made one or more submissions on behalf of individual defendants.) Many, but not all of the defendants have submitted claims for fees and expenses pursuant to an Order Granting Motion for Fees and Expenses Pursuant to 31 U.S.C. § 3730(d)(4), entered July 22, 2011, which Relator opposes.

3. These fees and expenses are not sought pursuant to a typical fee-shifting situation. They are, instead, a predicate for setting an amount to be found by the Court as the sanction. This report addresses whether these predicate submissions and the fees and expenses they are designed to prove are reasonable or instead inappropriate, unnecessary, or excessive in one or more ways. There are limits on what constitute *reasonable* fees and expenses. To assess the reasonableness of legal fees and expenses, courts normally start with a lodestar analysis (considering the reasonableness of the time claimed to have been expended, multiplied by reasonable hourly rates). Other factors are typically considered as well, depending on the relevant standard and circumstances. This report provides expert analysis and information to assist the Court in making that assessment, but not in establishing the sanction, *i.e.*, our opinions do not indicate, for example, that an appropriate sanction would be whatever amount we believe to be the ceiling on reasonable fees and expenses.

¹(...continued)

It appears that some firms submitted bills for amounts in excess of the claims they made or made duplicate or partially duplicate claims for their fees. There are also excess amounts caused by submission of bills that were written off, discounted, or the like. Sometimes the firm submitted bills for an individual client claim, but expressed an overlapping claim to the joint defense fees and expenses. In that instance, there would be duplicative or excess claims by the joint defense firms who claimed they did the work for the committee and the other clients or firms apparently seeking to claim reimbursement for their prior payments to these joint defense firms. Payment of both amounts would therefore constitute a double payment, with quantities in the millions of dollars.

4. *Fee & Case Management*: To manage the Grynberg Qui Tam case, a committee of ten law firms, many of them large firms with offices in Denver or Washington, DC, for example, who billed for many timekeepers and millions of dollars, were appointed to coordinate the defense. That committee, in turn, appointed Holland & Hart as "coordinating counsel" and Mr. Schultz has served as that coordinating counsel, as well as defendants' liaison counsel. *Affidavit of Donald I. Schultz in Support of Defendants' Claims for Jointly-incurred Attorney's Fees and Expenses*, Para. 2 - 8 (Doc. No. 2200-1, Filed Oct. 7, 2011) ("Schultz Affidavit"). Mr. Schultz has managed, for example, "joint defense project work" and "supervised issued bills" to pay the various law firms assigned tasks by the committee. (I am not addressing the appropriateness of the allocation they made of work or payments among the defendants and law firms, just the net effect on fees and expenses.)

5. I found nothing to explain why so many firms billed so much for a case resolved on preliminary jurisdictional motions without extensive discovery, for example. While the deposition of Mr. Grynberg, for example, took many days and he would not consent to attending in any defense counsel's office – a common problem – the deposition was still just a deposition and defendants took it for weeks. This is one of a small number of anecdotes defendants have to explain their enormous fees and blame them on Grynberg, but they do not amount to a foundation for \$22 million or more in fees and expenses.

6. Nor did we find any explanation why the joint committee billed \$11 million in fees and expenses, yet the residual defendants are claiming an even larger number, including additional bills from the joint committee firms, who should already have been well-informed by the joint committee financed work. Paragraph 19 of the Schultz Affidavit talks about the Court's

efforts to have defendants coordinate filings and limit the number of lawyers billing for "oral arguments and scheduling conferences." This coordination apparently occurred at a cost of \$11 million: Yet the bills show numerous firms (including joint committee members already involved in making assignments) still working on each project, reviewing the same documents, and billing enormous amounts of time for communications. Exhibit D. Exhibit C, which filtered for various terms in the coded bills shows that 44.8% of all entries (by percent of fees) have one or more references to "review." The intent of the Appointment Order was to make fees actually go down, which they did not, as comparing the substantive filings and activities in the case with the bills now submitted makes plain. You can burn a tank of gas driving a few hundred miles, or the same tank idling in the driveway – there was a massive amount of idling in this case.

7. And, if the joint defense committee fees were being checked as thoroughly as Mr. Schultz's affidavit claims at the time they were paid, defendants should have had no trouble submitting a coherent fee claim here. (We saw no telltale signs that the fees were being managed effectively, such as reductions in hourly rates, reductions in staff, substantial write-offs or write-downs.)² Nor are there any records demonstrating the fee management defendants claim.

8. Moreover, given Mr. Schultz's most recent requests to submit modified fees, including a submission he rendered unusable through his inability to generate complete entries

² Mr. Schultz, Affidavit at Para. 80 - 81 states that the Fulbright firm and the largest "brunt" of the write offs, followed by Holland & Hart and the Beatty firms. These do not appear to be true writeoffs but, especially with Fulbright, an attempt to collect hourly fees in excess of a fee cap (flat fee). The other two firms claim writeoffs over \$100K each, but there is no apparent documentation. Mr. Schultz, Para. 89, further explains that Fulbright, "whose commitments to fee caps and fixed prices for some parts of the work caused it to take over \$1.3 million in writeoffs while billing just over \$4.2 million in fees." Getting paid what you agreed to be paid is not a basis for claiming a "write off" of other types of billing opportunities.

using Microsoft Excel (while refusing to produce the underlying spreadsheet to us), I cannot conclude that the management of joint fees or expenses occurred, let alone minimized the fees and expenses. These bills submitted suggest more of a feeding frenzy, first on each firm's client(s), and now on Relator.

9. Defendants' statements about the lack of in-fighting and harmony among competing law firms and defendants, and their objectives, Schultz Aff. Para. 23-24, belie the absence of effective fee management.³ The lawyers were not making any objections because they were paid well for what little role they actually had – partly by doing less substantive work and billing for "review" and communications, so the return on their actual investment was low. *See* Exhibit D and C (filter terms). The description of some defendants being concerned about costs, while other defendants wanted a "vigorous defense" against Grynberg personally, is a concern because Mr. Schultz vouches that everyone wanted efficiency in the end and the joint committee reached an "acceptable balance." These goals (cost-effectiveness versus scorched earth litigation) are not equally valid when the issue is reasonable and *necessary* fees – reasonable fees are not a compromise between reasonable fees and excessive fees. It is the lack of necessity for

³ From Paragraph 53, a description of how the work on the first motion to dismiss was distributed: "Douglas G. Robinson, a senior partner in the Washington, D.C. office of Skadden, Arps, Slate, Meagher & Flom LLP, was asked by his client to perform this work and, through the Committee, other defendants *were offered the opportunity to join and share in the fees and expenses* for what became an "all cases" joint motion." Noted in the next paragraph is that Mr. Robinson had worked on similar prior litigation by the Relator, indicating that most of the preparation could be recycled. This begs the question why the preparation of a basic motion to dismiss became such a major undertaking, though it certainly explains how it did. And then, in Paragraph 56, Mr. Schultz describes another round of coordination to select Mr. Beatty to present the *oral argument of the same motion, thereby duplicating much of the work done already*. Using two firms plus this entire process to turn the preparation of a basic paper motion, plus the oral argument thereof, into two major tasks demonstrates both why the fees are so excessive and why the fee management process itself exacerbated this problem.

these many layers of time spent to observe, review, and communicate about a small number of necessary projects that reveals their unreasonableness. As Exhibit D shows in detail, and Exhibit C summarizes, 45% of the time entries had time billed for “review,” 33.5% working on briefs, 31% drafting, 25% each on conferences and motions, 18% on calls, and so on: 25% of these bills is over \$6 million.

10. While the Schultz Affidavit describes in general terms a plan to manage fees, Para. 25-38, they proposed to do this through yet another committee, which acted on “proposals, ... fee budgets, fee caps,” and followed the “direction and management of the work.” We did not see these documents, especially the “caps,” “budgets,” and “proposals.” Para. 27 & 28. Most especially, this description does not explain how the process, which led to filing several basic motions – like those filed routinely in such cases, with little novelty or real complexity – became a \$22 million plus adventure. We did not, for example see bills indicating they were capped or fixed fee engagements that cost Fulbright, for example, over \$1 million – we cannot confirm that these excess fees outside the scope of the engagement have not been folded back into this submission. *Id.*

11. While describing it as a management effort, Schultz Affidavit Paragraph 29's list of the steps taken for each project is a formula for unlimited, duplicative, and excessive work on every task.⁴ We did not find evidence that firms made “adjustments” or their bills were “reviewed.” Para. 30-33. Nor did we see the “pre-bills” shared with Mr. Schultz by some firms

⁴ See, e.g., Exhibits F3 and F4, which show instances where several firms worked on the same project and where one firm (in this example Beatty) had multiple people attending the same meetings or other events. Beyond one timekeeper, the firms need to justify these extra personnel because this sort of overkill is the primary cause of excessive hours.

– sharing pre-bills, which firms use to camouflage time entries, make write-offs, and the like would also be unusual activity more likely to involve massaging time entries to avoid management, not managing fees. Again, while defendants certainly expended great effort to provide the appearance of fee management, there are no byproducts of that process and, had this management been effective, their submission now should not have been so large nor so botched.

12. Starting at Paragraph 53, Mr. Schultz describes how work was shared among several firms, including assigning preparation of the first motion to dismiss and the oral argument thereof into two, duplicative, projects. There is also an elaborate description of a “Rule 11 Project,” Para. 57, et seq., that evolved into this submission, but started as a two firm project to draft a Rule 11 demand letter template. In most instances, the description shows how the work was doled out, mostly among the Joint Defense Committee members, with no accounting for the cost of each project. Such projects included a motion for reconsideration of the original dismissal motion, the ultimately successful jurisdictional motions to dismiss and discovery related thereto,⁵ and include this project (separate from the redundant Rule 11 project) (Para. 70). Altogether, Mr. Schultz lists just seven projects, including the appeal, a reconsideration of the initial dismissal denial (separate from that motion), and two iterations of sanctions (raising the

⁵ Schultz Aff. Para; 62: “The *largest* amounts of joint fees were incurred for the *enormous investigation, discovery, research, and writing efforts* required for the successful jurisdictional motions to dismiss that have resulted in final judgments of dismissal for all defendants in all cases. This project work was performed for the Joint Defendants primarily by the partners, associates and paralegals in two firms, Fulbright & Jaworski and The Beatty Firm.” Assigning two whole firms’ worth of lawyers to a routine motion suggests excessive fees in and of itself. They even had meetings and communications just to decide who would ask questions at the handful of depositions taken.

question of duplication and “fees on fees.”). That works out to about \$3 million per project, even for the projects that duplicate one another in large part.⁶

13. This was the defense bar's version of the scramble for control and ultimately fees one sees among plaintiffs' class action lawyers, *e.g.*, in the Toyota Products Liability litigation and the BP Oil Spill litigation.

14. *Fee Claims:* This is a large, complicated, and disorganized legal bill submission. In microcosm these submissions illustrate why the fees and expenses they are supposed to support became so excessive due to inefficient and counter-productive case management. (While some of the lawyers have extensive resumes, the key skill to manage this sort of case is more likely to be possessed by a good court clerk or paralegal keeping track of the data – throwing timekeepers at these matters only increases the bills geometrically.) As discussed below, and in Exhibit B2, there were over 550 timekeepers, few of whom were identified let alone a basis provided for their role or rate. There are essentially 34 packages of materials, no two alike, one for the claim of each defendant seeking fees, with some firms overlapping several defendants, as well as a separate package for the joint committee of ten firms, which firms also appear in the packages for some other defendants. There were over 300 nominal defendants, but many are gone or in clusters of related companies. The firms have submitted anywhere from a few dozen

⁶ Some of the support for the assertion that “Joint Defense Fees [were] Low,” beginning at paragraph 93 are to note that some lawyers “volunteered” to work with the committee, adding more billable hours to this claim, but they did not bill the Joint Committee for this – presumably because it defeats the purpose of centralized fee management if everyone can still join every project. While this may have lowered the joint committee claim – assuming it did not actually increase it as is likely because more participants means more review and communication time – it just added more fees for redundant personnel on the remaining defense bills, which exceed the joint defense bills, even though the joint defense was supposed to be handling the bulk of the defense.

pages to thousands of pages of time printouts and related documentation. Firms were still filing substantially altered claims earlier this month, presenting us with a “moving target” just to determine what constituted the definitive version of each claim.

15. As we have analyzed these claims, we encountered various issues. Many of the submissions were created for this sanctions litigation: They are not business records, *e.g.*, invoices as issued to and paid by the clients. Nor do we have verification that these amounts were paid in full or in part by the clients – inflating the claims beyond amounts actually billed and paid would be highly inappropriate. Some of the firms have submitted bills in excess of the amounts claimed, without identifying the entries for which they make claims. Others have made overlapping claims including a claim for reimbursement from the joint defense committee’s claims – that is between them, but the effect, from our perspective, is that they have filed duplicate (or overlapping) claims for the same amounts.

16. *Claim Formats:* There were additional problems created by the formats of these submissions, which were submitted by defendants in adobe acrobat file formats, not their original electronic formats as created by the firms and from which they created these acrobat files for this submission. These submissions are therefore electronic images, not electronic data capable of transfer into and actual analysis by the standard excel spreadsheet program we use. It is clear most defendants had this electronic data available and that they intentionally converted it into adobe acrobat images for their submissions, then ignored our requests to provide the documentation underlying their summaries. Reasonable fee standards call for a reduction of the fee award if the documentation is inadequate. These submissions were not only incomplete, varying, and disorganized, but the defendants intentionally made them so to impede full review.

This alone is a sufficient ground for denying all or a substantial part of the fees and expenses claimed.

17. As is standard for such submissions, we were conducting an analysis of the bills (or portions thereof), plus analysis of other aspects using electronic tools in the spreadsheets. We understand that defendants declined to submit their actual electronic data or to remedy any of the many problems caused by the format of their submissions, even though defendants used the same data we sought to generate several more iterations of acrobat images to make late “supplements” to their original submissions (typically without identifying the items being changed or why), requiring us to review several of the largest bills multiple times, including submissions made within the last few weeks. Defendants’ refusal to submit their original electronic data underlying their submissions significantly delayed and complicated our review.

18. The formats used by the firms included redactions, truncated entries, “highlighting” that effectively redacted time entries, and other anomalies which made it impossible for us to review all the entries line by line, nor could we therefore reconcile the total fees and expenses claimed by most firms with the amounts they stated. *See, e.g.*, Exhibit F5 (samples of these problems and other problems we coded for within entries.) Here are examples of problems exhibited by various firms’ submissions:

- a. Beatty: "highlighted" many of its entries in shades of grey (apparently the "original" has shades of green, which we never saw). This has the same effect as redacting the entries. (Redacted entries are disallowed and may result in disallowing all the bill.) It also slows down the process of converting the bills to electronic form.

- i. Many of the Beatty bills for which we have electronic data do not reconcile – the total shown on the invoice or an invoice summary does not equal the total of the individual time entries.
 - ii. We understand Grynberg asked Beatty, through channels, to provide clean copies of these bills. We received a second disk on January 19, 2012, but it only included a few more clean pages, jumbled at least as much as the original submission. These new pages do not reconcile arithmetically with the pages they are replacing.
- b. Fulbright & Jaworski: Bills have some entries (frequent, but much less than a majority) which have the last line(s) truncated. This problem was also referred to liaison counsel, but we received no replacement pages. Many of the bills appear to be printed from microfiche.
- c. Schulz & Belcher + Schultz & Schultz: Columns of data are not separated, causing adjacent data to merge into one column.
- d. Miller & Chevalier: Underlined notes on hours billed, causing entries to require manual entry.
- e. About \$1.4 million in Beatty & Wozniak bills in folders 24 and 25 appear to be duplicates although the amounts, number of pages, and so forth do not reconcile.
- f. Roughly \$322K in Baker & Botts bills are missing timekeeper rate data so the invoices cannot be reconciled or the totals calculated.
- g. Akin Gump: Invoices have been heavily redacted and time amounts were removed and changed.

These are not all the problems, just examples. *See* Exhibit F5. Where we were unable to review each submission line by line, we instead reviewed a sample, manually, and extrapolated results from the sample to the full bill. We have found that extrapolation leads to results within a percent or two of the final percentage. This method is still superior to anecdotal or qualitative analysis.

19. Even for the data we could convert into electronic formats, there were many additional problems that are not found in standard legal bills, including arithmetic and accounting errors, and apparently an evolution in the numbers in the bills from one version of the same invoice to another, so many invoices do not reconcile with the data therein or summaries thereof. That the computer-prepared invoices do not reconcile is usually indicative of accounting or clerical errors, missing pages, lack of supervision or the like, but it can also be a telltale sign that the invoices have been “massaged” or, in rare cases, that there has been billing fraud. We have no final conclusion based on these incomplete and inconsistent submissions.

20. Due to the size of the files involved in these changes (almost half of the total reviewed) and inadequate time available to respond, we have not been able to incorporate some

of these recent submissions into this report.⁷ Our observations of the new submissions indicate, however, that they do not change our conclusions in any apparent way.

21. *Mixed/Block/Lumped Time Entries*: Some of the firms' submissions have task-based entries, with one task per entry per timekeeper (meaning that someone working several tasks in the same day might have two or more entries). This is standard for time records where counsel expect to shift or recover fees and there are cases in which block or lumped time entries are disallowed on that ground alone. These mixed entries, lumping together various tasks, obscure the cost per task and make calculation of an accurate total cost for each project impossible.

22. *Time Description Anomalies*: In addition to having cryptic or vague entries, some timekeepers, there are time entries with extremely wordy descriptions, often in the hundreds of words, most of which convey any indication of productive work. Examples are included in Exhibit D and F1. This type of behavior usually indicates an attempt to overwhelm or shortcircuit fee management, with another concern being that for many of the shorter entries, the actual time was spent primarily on creating the entry.

⁷ In addition to recently giving defendants leave to make another round of substantial submissions just before the current deadline for this report, the Court set the due date for this report substantially earlier than the date requested to accommodate delays caused by earlier untimely submissions by the defendants, over Grynberg's objection. In picking a random date for this report to be due, the Court scheduled for a week after I had major surgery requiring several months of pre-operative steps and months of post-operative recuperation. There were complications in my surgery, so I was in the hospital longer than expected, including two days in the intensive care unit. I am currently under doctors' orders not to work for several weeks and to take pain medications. Because of this deadline, I have had to ignore those orders to complete this project by the Court's deadline.

23. *Segregation of Time:* The sanctions statute is a limited exception to the American Rule against fee shifting. Defendants have made submissions indicative of an attempt to shift all their fees and expenses, treating the sanctions statute as an unlimited waiver to the American Rule. Defendants apparently include in their time records most if not all time billed to the various matters (often substantially more than they claim now), regardless of whether it is causally linked to the allegedly sanctionable conduct identified in the sanction order. There are even amounts included for preparation of the sanction motions themselves (raising the issue of whether “fees on fees” are allowed), appellate activity fees, and issues upon which Grynberg prevailed, *e.g.*, on the CO2 claims. *See* Exhibit F2 for examples from many firms.

24. These are “kitchen sink” dumps, apparently in the expectation that Relator, without the benefit of complete electronic data, or the Court would meet defendants’ burden for them. Splitting out this time is also complicated because of mixing or block entries, the large number of cryptic entries, whether vague to begin with or rendered so by redactions, “highlighting,” and the like. Part of the firms’ burden is to segregate irrelevant time, time spent on unsuccessful projects, and the like. Defendants and their firms have not eliminated this time.

25. *Problem Time Entries:* Starting with the Joint Committee fee claims, we conducted a line by line review of many, but not all, of the submissions, as time, the condition of the submission, and changes to the submissions by defendants allowed. To estimate problems with submissions we could not convert to spreadsheets (whether because they were recent or had flaws impeding electronic conversion), we used the averages calculated from the entries we did review. *See* Exhibit D hereto. The codes appear in one of the columns to the right. Examples taken directly from the submissions of several firms are contained in Exhibit F5.

26. On average, we found one or more problems with at least 49% of the entries in terms of fees for the bills we were able to review line by line.⁸ Even before considering issues with the high hourly rates, overstaffing, duplication, and other factors, my opinion is that a reasonable fee cannot exceed 51% of the claimed fees because of these problems based on the content of the time entries. The coded problems are the types of problems that cause courts to eliminate time from the lodestar before reaching questions about staffing, duplication of effort, and whether the time spent was excessive and necessary.

Problem Time by Sample	% Hours	% Fees
Internal Conf or Memo (ic, im)	22.6%	24.6%
Cryptic (qu)	15.7%	20.3%
Long Days (Hours > 8.0)	4.5%	5.7%
Clerical (cl)	7.1%	4.6%
Travel (tr)	3.3%	4.3%
Administrative (ao)	0.7%	0.4%
Entries w 1 or more codes	43.2%	49.2%
Uncoded Time	56.8%	50.8%
Total Time	100.0%	100.0%

Problem Time Estimate Summary

27. Some time entries exhibited two or more of these issues and have been coded for each, in full. (We do not attempt to speculate about the portion of undivided time entries attributable to tasks within time entries. If the timekeeper broke down the time entry, using task-based entries, we would segregate the problem-coded fees accordingly.) For this reason, the

⁸ Of the \$26 million in fees from all defendants, we used some samples to arrive at a figure of \$10.9 million in coded or problem time. Exhibit B.

subtotal of each problem cannot be added with others – adding them causes double or triple counting of the entries with more than one problem.

28. *Internal Conference & Memorandum Entries:* Internal communications, whether orally (internal conferences, coded ic) or in writing (internal memoranda such as emails, coded im), are a major issue with these fees. Exhibit D. Overall we estimated that 24.6% in fees for one type or another of internal communications. This is just for communications within a given firm and does not include the many, many more such communications among firms. Samples can be found in Exhibits D and F5.

- a. While some internal communication may be necessary, these amounts are unreasonable, caused by the large number of timekeepers (even though the people actually assigned the projects were supposed to be one or two, not dozens) and poor management of the staff. This is largely unproductive time, especially when there is so little productive effort about which to talk in a case eliminated on jurisdictional grounds. Some of this is undoubtedly caused by the dispersion of timekeepers from one end of the country to the other and across scores of firms. (The Schultz Affidavit refers to an online depository of documents and an email system of communication that should have been sufficient to get the word out, with documents, without the dozens or hundreds of communications about every little thing.)
- b. Inefficient, inexperienced, or pressured timekeepers may, for example, procrastinate and waste the time of others with communications, including written memoranda, that serve the convenience (and financial interest) of the firm, but are

not productive professional services and have little real value to the client's interest.

- c. Most clients (and alert firms) would disallow such time altogether, allow only one timekeeper to bill, or discount the entry. The firms should also be writing some of this off.

29. *Cryptic & Vague Time Entries*: Entries without sufficient detail undermine the ability to know what the firm was actually doing, probably the most important step to determining whether the fees were reasonable, plus allowing us to catch outright billing mistakes and duplication of effort. Overall we estimate cryptic (code qu) fees at 20.3%. Examples are in Exhibits D and F5.

- a. Beyond identifying the timekeeper and giving the amount of time and the date, necessary details include the (1) subject and nature of the work, *e.g.*, communications regarding Mr. X's testimony schedule or research regarding XYZ issue for ABC brief, (2) identification of other participants, *e.g.*, in calls or conferences, and (3) the purpose for doing the work. In other words, they should provide the who, what, where, when, why, and how. Purposely making one's entries cryptic is a means to inflate or pad time entries, hide non-billable time, or worse.
- b. Entries that were incomplete, redacted, not visible, or the like were considered cryptic, too.

30. *Travel Time*: One of the extra costs of using out of state lawyers is the rise in travel expenses and fees billed while traveling. We calculate the travel time entries at 4.3%, code

“tr”). *See, e.g.*, Exhibit D & E (expenses). There was substantial travel time identified as such. Travel time is typically managed closely (with travel expenses) and billed at reduced rates because it is not billed for productive professional services. Rather, it compensates the lawyer for necessary travel in service to the client that could have been billed to other clients or on productive work for this client. Very often, as here, the first question is why the firm had to travel at all, let alone this much. Choosing a law firm from out of the area of the court increases travel expenses, travel time, adds the cost of local counsel, plus triggers lots of additional research and other time to make up for lack of familiarity with the strange jurisdiction. (If, as here, the firm is from a locality with higher hourly rates, the remedy is often to lower them to rates for equivalent local lawyers.) The burden is on the law firm to explain why any of this is reasonable and necessary.

31. *Clerical Time*: Overall, we found approximately 4.6% of the entries were clerical time. Non-billable clerical time is concentrated in the time billed by non-attorneys, including paralegals. The items are coded “cl” and samples are in Exhibit D.

- a. Legal fees for professional services already compensate law firms for the lawyer’s or paralegal’s salary, plus overhead and profit of the firm, including clerical services. Therefore a firm may not attempt to charge separately for overhead – let alone make a profit thereon. Overhead is included in the reasonable hourly rates of proper timekeepers doing professional, properly billable work.
- b. The test is whether the entry indicates that professional services are being rendered, *i.e.*, services that would normally be performed by a lawyer. The point of allowing paralegal time to be billable is that, overall, the client should benefit

by receiving lower bills from delegating more routine professional services to personnel with lower hourly rates.

- c. In the course of describing the management of the defense law firms, Mr. Schultz's Affidavit, Para. 44, provides a description of instances in which the defendants evidently billed for clerical services by "paralegals" and "document clerks."⁹ He also describes a "small team" of two paralegals, two "project assistants," a secretary, and an office manager he used to handle administrative work, all of which is non-billable, clerical work. Para. 92 (for the three of these people he named, the total fees billed are over \$75,000).

32. *Long Days*: Another symptom of runaway billing or lax management is billing for long days when there is no apparent emergency. We define the long day as over 8.0 hours, though there are cases drawing the line higher or lower. To bill that much time, one would have to be at work far longer because the unproductive or non-billable time must be eliminated. This

⁹ None of the described services would be billable because they are clerical services, part of overhead: "Paralegals and document clerks working under my supervision worked diligently over the years these cases were pending to populate [upload or copy], label, organize and update this [extranet] site with the literally tens of thousands of pleadings, documents, research materials, discovery documents, discovery data bases, and work product drafts, associated with defense of these cases. The extranet site proved to be an extremely valuable tool that dramatically reduce hard copy management and retrieval costs and enhanced the efficiency of defense work." We did not discover any such impact in these bills.

Similarly, from Paragraph 45: "I also supervised paralegals and an IT technician to create, adapt and maintain over time a set of relational Access data bases we used to keep track of the hundreds of defendants, the cases they were associated with, their affiliate and parent relationships, their inside and outside contacts, the projects they participated in, and the committees they participated in. We periodically produced and published contact directories and committee directories from these data bases to the extranet site as a resource to all participants."

These are not professional legal services.

can be another symptom of billable hours pressure or inexperience. We estimate the time billed over 8.0 hours for a single person in a single day at 5.7% of the fees. This is unusual particularly because of the pace of the case (no emergency deadlines or trials) – tending to suggest this is due to lack of fee management and billing pressure.

33. *Hourly Rates:* The second factor used to calculate lodestar fees is the reasonable hourly rate for each timekeeper (not just lawyers). This rate is supposed to be based on several factors, sometimes expressed in slightly different ways, aimed at determining the prevailing *market rate for similar services* by lawyers of *reasonably comparable skill, experience, and reputation* in the relevant community, which would be no larger than Wyoming (the Court's jurisdiction), if not smaller. The experience should also be from similar litigation – the hourly rate should be less for lawyers working outside of the area of experience that justifies their fee. Prevailing market rate does not mean the highest local rate, but the common or typical rates.

34. One of the paradoxes of hourly rates is that lawyers who claim to be worth more per hour because of their experience and skill typically also travel in larger packs, requiring larger pyramids of comparatively expensive lawyers and others to support them. The higher hourly rate is supposed to be justified, in part, by the tendency of people who know what they are doing to spend less time doing it.

35. Just establishing the number of timekeepers has been complicated by the format and cryptic nature of the submissions. By our estimate, and attempting to exclude duplicate personnel who changed firms or firm names, there are 565 distinct timekeepers who billed time on this matter and now seek fees. Here is a breakdown by firm:

Firm	Timekeepers
Fulbright & Jaworski	138
Holland & Hart	78
Beatty & Wozniak	51
Akin Gump	47
McKinney & Stringer	42
Vinson & Elkins	30
Holland & Knight	30
Skadden & Arps	27
Foley & Lardner	24
Brown Drew Massey	12
Baker Botts	11
Schiff Hardin	10
Greenberg Traurig	9
Locke Liddell & Sapp	8
Williams Porter Day & Neville	8
Zevnik Horton	8
Andrews & Kurth	5
Lemle & Kelleher	5
Dorsey & Whitney	5
Conner & Winters	5
Thompson & Knight	4
Locke Lord	4
Jenkins & Gilchrist	3
Miller Chevalier	3
Carrington Coleman	3
Rothberger Johnson & Lyons	3
Clanahan Tanner	3
Ryan Whaley & Coldiron	3
Schultz & Belcher	2
Schultz & Schultz	2
Everett & Wales	2
Holmes Roberts & Owen	1
Thompson Stout	1
Thompson Law Firm	1
Hugh V. Schaefer	1
Total	589
Approx total w/o duplicates	565

Timekeepers by Firm

Exhibit B2 summarizes the timekeepers we found and provides average or estimated hourly rates if they were available. There are about twenty timekeepers who billed at or above \$500 per hour, with several just under \$700.

36. While defendants here generally provide some details of experience and standard hourly rates, these are generally for lawyers alone, not the other non-lawyer timekeepers, for

whom there is no support or even proof that they exist or are not simply clerical personnel billing for nonbillable overhead.

37. The rates quoted are, apparently, the suggested retail rates or so-called “standard” rates as set unilaterally by the firms and quoted to potential clients, not the “as paid” rates actually collected from clients. Suggested retail rates are routinely discounted by substantial amounts to obtain lucrative business, like this.

38. The Schultz Affidavit and support provided by the lawyers making each submission generally seem to accept that their rates are well above standard Wyoming rates, even for complex federal litigation.¹⁰ This apparent admission by omission is consistent with my review of recent Wyoming cases, where the prevailing market rates for similar services are much lower.¹¹ (Other than conclusory assumptions, there is no evidence that local lawyers or lawyers

¹⁰ Mr. Schultz’s Affidavit, Para. 82, et seq., makes the novel and unprecedented argument that, because Relator sued some of the defendants in other litigation in Washington, DC, Washington DC rates (among the highest in the country) should prevail. That is not the standard. Schultz fails to address the threshold question of whether there are sufficient, skilled Wyoming lawyers at Wyoming fee rates. There are False Claims Act lawyers all over the country, nor is False Claims Act work particularly specialized. (I have worked on such claims and reviewed such bills.) The “bet the company” rubric, Schultz Aff. at Para. 83, does not ring true – the unpaid royalties were a fraction of income – and bet the company language is what law firms use to make small cases into huge ones by detaching clients’ cost-effectiveness from reality. As the balance of the Schultz Affidavit makes plain, this was a case with modest discovery, several motions, and lots of bystanders billing by the hour.

¹¹ I have reviewed the 2007 and 2009 Bar Member Survey Results Summaries published by the Wyoming State Bar. These surveys tend to overstate rates, *e.g.*, by not segregating the rates by years or type of experience, let alone attorney skill or reputation. They also normally include the suggested retail rates, not “as paid” rates. Rates charged by defendants here were also charged further in the past, *i.e.*, due to inflation, the survey data would be inflated since the years when most of the work was done here. While this survey is somewhat crude, it is sufficiently detailed to indicate to me that the rates defendants’ seek are far higher than local rates and, as noted below, even indicate that at least 22% of the Wyoming Bar concentrates its practices in

(continued...)

with relevant expertise but not located in expensive metropolitan areas were not available to handle this case at local or substantially lower rates.) The firms instead imply that their rates, again without expressly arguing that this is the relevant standard, are reasonable for the work they do in their home jurisdictions, which are several of the most expensive legal fee locations anywhere. They do not, generally, provide the normal support required to show that their fees are even reasonable by their home jurisdiction standards, considering factors like fees in similar or analogous matters, as well as each timekeeper's skill, experience, and reputation.

39. Based on the cases I observed, the Wyoming Bar surveys (which tend to be high), and considering the legal fee market when these activities were billed, I cannot find that defendants met their burden or provided any support for rates over \$250 for partners and \$150 for associates, with amounts under \$100 for non-lawyer timekeepers performing professional services. If anything, using lawyers with more reasonable expectations might have save many layers of expensive duplication and wasted effort.

¹¹(...continued)

relevant areas and should have been capable of handling a case dismissed on subject matter jurisdictional grounds with minimal discovery after several motions.

In the 2007 survey, item #36 has percentages of lawyers charging rates in certain ranges, with the highest group billing at more than \$250, which included 2.7% of the sample. Of those responding, over 50% were charging \$150 or less. These are far above the defendants' claimed rates.

In the 2009 survey, item #16 had similar data for lawyers rates, which I would have similar concerns about. Lawyers charging over \$300 per hour were 3.2% of the sample and over \$200 were 14.4%. Of those giving rate data, approximately one-third of the lawyers were charging less than \$150 and well over 50% were charging less than \$200.

The 2009 survey also breaks down lawyers by the largest areas of their practice (Item #25). There are 5.3% who claim Oil & Gas as their primary practice, 8.9% in "litigation," and 8.4% for "government law." These statistics undermine any assumption or conclusory allegation that there were insufficient local lawyers available to handle this matter at the much lower hourly rates available in Wyoming.

40. *Case Activity & Complexity*: Although the case was handled using multi-district litigation procedures, has lasted for years, and the number of defendants is quite large, the actual level of substantive activity was surprisingly modest, confined to several substantive motions and some discovery disputes, and none of the questions were evidently novel or precedent-setting. Mr. Schultz's descriptions of the various "projects" identifies just one or two key workers in each task: Where all the extra work came from or why it was ever necessary is not explained. Schultz Aff. Para 53, et seq. The case never went to trial and was terminated on subject matter jurisdictions grounds, so most of the "activity" was caused by having multiple law firms duplicating one another's work (especially with endless internal review and communications about the same things or just to "keep up" whether anything happened or not).

41. We found the following events to be the most significant in the docket, which is not to say that these should have cost that much. The items include more events than Mr. Schultz's list of "projects."

- a. Motions to Dismiss (lack of subject matter jurisdiction, etc.) (Grynberg prevailed)
- b. Motion to Dismiss CO2 royalty claims based on first-to-file rule (Grynberg prevailed)
- c. Discovery: Motions to compel production of documents
- d. Discovery: Motion to compel sufficient interrogatory answers (Mixed result)
- e. Discovery: Motion for protective order re: Relator's first set of interrogatories and document requests
- f. Discovery: Motion to compel Grynberg to produce Aspen Conference Transcript

- g. Discovery: Grynberg's Motion to serve remaining 3 proposed interrogatories and requests for production of documents
- h. Discovery: Motion for disclosure pursuant to FRCP 37 (a) (Mixed result)
- i. Discovery: Motion to compel Grynberg to produce missing documents (Moot)
- j. Motion to dismiss based on public disclosure/original source bar of the False Claims Act (Moot)
- k. Sanctions against Relator re: correspondence with counsel
- l. Motion to dismiss based on disclosure and seal requirements of the FCA (Moot)
- m. Discovery: Sanctions against Grynberg for failure to produce and destruction of documents (Moot)
- n. Current Motions for Fees and Expenses (which raises the issue of seeking “fees on fees” through the sanctions statute).

Grynberg also settled with many defendants along the way.

42. By our count, the MDL docket contains 53 filings for substantive matters (including the original motions and any oppositions and replies), plus roughly another 100 items of some substance, out of a docket with over 2,200 entries. (As with most cases, but especially cases with this many lawyers, these other entries relate to court housekeeping matters.) In discovery, there were apparently five depositions. The parties exchanged one set of interrogatories for each side.

43. The divergence between the actual limited substantive complexity of this case, which is comparable to cases where the fees are more like \$1 million, and the much higher amount now claimed is explained primarily by the heavy staffing, high rates, inefficient

supervision and communication, and excessive billing habits of the firms, *e.g.*, billing unlimited amounts for layers of unproductive “review” and internal communications. Even if these motions would reasonably entail between \$25,000 (for discovery motions) or up to \$100,000 (for the most complex, substantive motions), with a generous allowance (beyond reasonable or necessary) for the other productive activities, the fees should have been no more than \$2 - \$3 million.¹²

44. *Factors Beyond the Lodestar:* The time and expense analysis above, including elimination of unnecessary time and waste, such as duplicated effort and overstaffing, deals with “time and labor required.” Regarding the remaining reasonable fee factors, many of which are subjective, I have the following observations: The questions presented were neither novel or difficult (indeed there seems to be a large body of precedent for this sort of litigation), the employment was spread out over years, not particularly intense, and could not have precluded other employment, the fees claimed are far beyond the high end for the locality or nationally, the amount involved was nominally large, the results obtained are positive from defendants’ perspective, there were no significant time limitations, there is no material impact due to the

¹² A particularly concise example of how the fees became so excessive, despite the limited productive legal activity necessary can be found beginning at Paragraph 57 of the Schultz Affidavit, describing “The Rule 11 Project.” For example, as the defendants were waiting for oral argument of the initial motion to dismiss, at the proposal of the Joint Committee, committed to by many defendants, the defendants began the process of seeking Rule 11 sanctions. Since they were seeking fee reimbursement, this project raises the question of whether these are therefore fees on fees, *i.e.*, fees charged to collect fees, not litigate the necessary merits of the case. The Joint Committee assigned dual leads to what is again a basic litigation task – including Skadden Arps, which had just prepared the papers for the first motion to dismiss. Together these teams of lawyers worked to create a “template” of a Rule 11 letter.

nature or length of any professional relationship, and the reputations of the lawyers appear to be exceptional (their number and rates are the question).

45. *Expenses:* The joint committee firms billed over \$1.4 million in expenses, but the documentation is deficient or even absent on most of them (\$829,481 for the joint with no description), with other inappropriate expenses including legal research like Lexis (an overhead item the firm pays a lump sum for), personal items like meals, overhead like clerical time, puzzling or mistaken expenses like a trademark search, personal fees to renew bar memberships, and something called “outside fees” at over \$122K. Exhibit E has more expense information. Thus, over 75% of the expenses are either unsupported or improper.

46. For all the defense submissions, we found \$2,134,162.38 for expenses. Exhibit B1.

47. Moreover, there are heavy travel expenses, some discovery expenses, but these expenses also reveal the lack of real litigation progress and the research expenses show lots of duplicated work but not the kind of research effort a novel case would trigger. And, despite the expenditures on modern document handling technology, there are still heavy charges for mail, FedEx, faxing, and postage.

48. Expenses must be passed through at actual cost, without profit to the firm. Personal or overhead items cannot be passed through as expenses.

49. *Expert Qualifications:* I am an attorney admitted to practice in several jurisdictions, starting with the District of Columbia (1981), as well as federal courts in several jurisdictions. A copy of my current resume is attached as Exhibit A.¹³

50. I graduated from Harvard Law School, cum laude, in 1981. Before that, I graduated with honors from the University of Virginia with a B.S. and M.S. in chemical engineering.

51. Initially, I practiced with two major, national law firms, handling many types of complex litigation around the United States, ranging from million dollar cases up to a case approaching \$1 billion in potential value, plus appellate work and cases involving legal fee claims. I served as a trial attorney in the Federal Programs Branch of the US Department of Justice for several years, earning various commendations and awards, including litigation involving legal fee claims against the United States, and litigation involving organized crime, major constitutional issues, representing presidential appointees and law enforcement personnel, training attorneys and presidential appointees, and acting as lead trial counsel for so-called *Teamster* hearings arising from two government employment class actions. For example, I had high level security clearances and represented the NSA in the first case ever tried against it.

52. I returned to private practice in Alexandria, Virginia, eventually becoming a name partner in one firm and then opening a Virginia office for a regional law firm where I was also co-chair of the commercial litigation practice. I was active in the local bar, argued appellate cases in several federal and state appellate courts, and tried numerous cases in Maryland, DC,

¹³ Note that I was an associate attorney at Akin, Gump, one of the firms seeking fees here. I have also been hired as an expert by one or more of the firms seeking fees. Over the years I have represented several petroleum companies. I have no conflict of interest.

and Virginia. For example, I was court-appointed counsel for the Small Business Administration in the largest receivership it ever brought.

53. I opened my own firm in 1993, in conjunction with my consulting practice described below. I continued to try cases in Maryland, DC, and Virginia, as well as argue appellate cases. For example, I was appointed as counsel to a receivership in Virginia. I also tried the longest civil trial in DC Superior Court history. I was active in various aspects of local and Virginia state bar activities. Altogether I have tried over sixty cases.

54. I have extensive experience, skill, training, education, and knowledge of the subjects of legal fees, litigation, and related ethical and professional standards. I am the author, with Professor William G. Ross, of *Legal Fees: Law & Management* (Carolina Academic Press 2003). I am also the author, with Douglas Danner, of *Trial Practice Checklists 2d* (West Group 2001). I have written over 25 articles on the subjects of legal fees, examinations of legal fees, legal fee management, legal ethics, litigation, and related subjects. I have spoken regularly on these subjects and regularly taught national, state, local, and private continuing legal education seminars on these subjects as well – examples of these are contained in my resume.

55. Founded in 1993, my firm, known as The Devil's Advocate and TLF Consulting, has examined over \$1 billion in legal bills and consulted with hundreds of clients on the subjects, for example, of legal fees, litigation strategy and tactics, legal ethics, attorney performance, and work product quality. I am regularly consulted as an expert in these fields by, for example, business and professional publications as well as by law firms and clients.

56. I have testified as an expert witness as to legal fees, examinations of legal fees, legal fee management, litigation, and related subjects (both challenging and supporting petitions

for legal fees) in courts around the country, including the U.S. District Courts for the District of Columbia, Eastern District of Virginia, Eastern District of Pennsylvania, Middle District of Pennsylvania, Southern District of New York, Central District of California, Northern District of Ohio, Western District of Michigan, and the Northern District of Alabama; the U.S. Bankruptcy Courts for Delaware and Maryland; state or local courts in the District of Columbia, Maryland, California, Virginia, Illinois, Nevada, Florida, and Pennsylvania; and also arbitrations in various jurisdictions. Altogether I have testified and qualified as an expert on sixty or more occasions. I have testified as an expert retained by one or more of the defendants' law firms here.

57. I have served as an arbitrator of legal fee disputes for bar organizations in Virginia and the District of Columbia.

58. *Methods:* Our role is to review, to the extent practicable, the fee submissions made in a given case. When possible, we convert the invoices or billing information into spreadsheets by electronically scanning the time and expense entries and converting them to Excel spreadsheets. We reviewed and coded time entries according to various types of issues (or potential problems) as described above. This data is then sorted and filtered for my analysis using tools included in the spreadsheet program and techniques we have developed over the years. This data is presented in Exhibit D, organized in chronological order.

59. The various categories of problems with time entries for which we code are based on the rationale used by court decisions and other authorities to deny payment of legal fees in published cases. The general standard is whether the fees and expenses are necessary and reasonable, under the circumstances.

60. Where time or the submissions did not allow us to review every line of a submission, we used a sample to estimate the problems, then extrapolated them to the entire submission.

61. *Materials Reviewed:* We reviewed the following materials in conducting our bill review and preparing this report:

- a. Electronic “folders” submitted by all the defendants seeking fees and expenses from Relator, including the joint committee. This included, in various forms, summaries of the fees and expenses, plus affidavits/declarations submitted by law firms seeking to substantiate their claims. As time permitted, we also reviewed various subsequent (more recent) submissions by some of the defendants.
- b. Information regarding legal fee standards in Wyoming, particularly the US District Court and the Tenth Circuit. These do not vary from general standards in most other jurisdictions in any material way.
- c. Information regarding hourly rates submitted by the firms and located through our research, including two published studies from the Wyoming Bar. These studies contained useful information setting the high end of Wyoming hourly rates, but without necessary information regarding experience, types of matters, and locale, they are incomplete.
- d. We sampled work product from the case, plus reviewed the docket itself. We also reviewed relevant orders.

- e. From the firms' websites, we gathered information for some timekeepers, usually from their firm biographies. These biographies are advertising materials which tend to be vague about actual experience, for example.

We have not had access to underlying documentation supporting the time entries, hourly rates, or expenses. As noted before, the firms have electronic data available, which they used to create submissions, but which were not made available to us.

62. *Burden*: The burden is always on the law firm to document its time and expenses and to demonstrate that the fees, hours and hourly rates, and expenses are reasonable both in terms of value and extent. In part this allocation of the burden of persuasion is pragmatic: Only the lawyer has the opportunity to promptly and fully document time and expenses and the factual justifications therefor. Hourly time entries, in particular, are ultimately an honor system. This is particularly appropriate where the firm has been on notice that there is a dispute regarding its fees and expenses.

63. *Audit Disclaimer*: We have not performed an audit comparable to a financial audit subject to GAAP following GAAS. Without full firm cooperation and more detailed, contemporaneous, underlying information, such an audit would be impossible. We cannot, for example, perform tests for fraud – hourly time entries, hourly rates, timekeeper identity, and even some of the expenses cannot be verified by us. Instead, we performed a legal bill review, closer to a review or an operational or performance audit.

64. *Supplements*: This report may be modified and supplemented if additional material information becomes available or if we have the opportunity to complete our review.

65. *Expert Compensation:* Our flat fee to prepare this report and provide related services has been \$247,500, not including out of pocket expenses and any post-report work. My current hourly rate is \$400.

I DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE TO THE BEST OF MY KNOWLEDGE AND INFORMATION.



John W. Toothman, Esq.

Dated: March 20, 2012

EXHIBIT D

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11 and DEWIND, INC.

12 UNITED STATES DISTRICT COURT
13 CENTRAL DISTRICT OF CALIFORNIA
14 WESTERN DIVISION

15 FKI PLC and FKI ENGINEERING,
16 LTD.,

17 Petitioners,

18 v.

19 COMPOSITE TECHNOLOGY
20 CORPORATION and DEWIND, INC.,

21 Respondents.

Case No. CV-09-05975-FMC-E

Assigned for all purposes to:
Judge Florence Marie Cooper
Magistrate Judge Charles F. Eick
Courtroom: 20

DECLARATION OF JOHN W.
TOOTHMAN IN RESPONSE TO
PETITIONERS' AFFIDAVITS
CONCERNING THE AMOUNT OF
ATTORNEY FEES AND EXPENSES
CLAIMED FOR SANCTIONS AWARD

Hearing Date: Hearing Date & Time
 Requested

22
23 DECLARATION OF JOHN W. TOOTHMAN

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DECLARATION OF JOHN W. TOOTHMAN

I, John W. Toothman, declare as follows under oath:

1. At the request of counsel for Respondents Composite Technology Corp. and Dewind, Inc., I have reviewed the Petitioner’s Declaration of Bronwyn F. Pollock Regarding Petitioners’ Costs And Fees in Support of Motion For Sanctions, dated November 12, 2009, (the “Pollock Declaration”) and attachments thereto as submitted by Petitioner’s counsel, Mayer Brown, LLP (“MB”), in this case.

2. This declaration is prepared for submission in opposition to the Plaintiffs’ request for reimbursement of fees and expenses alleged to have been incurred in recent proceedings before this Court. My knowledge of the claims made by MB is based on the Pollock Declaration and exhibits thereto, upon which I rely without being able to verify or confirm the facts alleged. If called to testify as a witness, I would testify to the facts and opinions competently under oath. The opinions stated herein are expressed to a reasonable degree of professional certainty and are based on my observations, analysis, and experience.

Qualifications

3. I am an attorney admitted to practice in several jurisdictions, starting with the District of Columbia, as well as federal courts in several jurisdictions. (I am not admitted in California, though I have practiced pro hac vice in federal and state courts in California, as well as testified in California state and federal courts.) A copy of my current resume is attached as Exhibit A.

4. I graduated from Harvard Law School, *cum laude*, in 1981. Before that, I graduated with honors from the University of Virginia with a B.S. and M.S. in chemical engineering.

5. I have extensive experience, skill, training, education, and knowledge of the subjects of legal fees, litigation, and related ethical and professional standards. I am the author, with Professor William G. Ross, of *Legal Fees: Law & Management* (Carolina Academic Press 2003). I am also the author, with Douglas Danner, of *Trial*

1 *Practice Checklists 2d* (West Group 2001). I have published over twenty-five articles
2 on the subjects of legal fees, examinations of legal fees, legal fee management,
3 litigation, and related subjects. I have given interviews, made speeches, and taught
4 many continuing legal education seminars on these subjects as well – a sample listing
5 of these is contained in my resume.

6 6. My firm, known as TLF Consulting or by its trademark, “The Devil’s
7 Advocate,” has examined over a billion dollars in legal fees and consulted with
8 numerous clients on the subjects, for example, of legal fees, litigation strategy and
9 tactics, attorney performance, and work product quality. I am regularly consulted as
10 an expert in these fields by, for example, business and professional publications as
11 well as by federal, state, and local government agencies, law firms, insurance
12 companies, and clients.

13 7. I have testified as an expert witness as to legal fees, examinations of legal
14 fees, legal fee management, litigation, and related subjects (both challenging and
15 supporting petitions for legal fees) in courts around the country, including the U.S.
16 District Courts for the District of Columbia, Eastern District of Virginia, Eastern
17 District of Pennsylvania, Middle District of Pennsylvania, Southern District of New
18 York, Central District of California, Northern District of Ohio, Northern District of
19 Alabama, and the Western District of Michigan; the U.S. Bankruptcy Courts for
20 Delaware and Maryland; state or local courts in the District of Columbia, Maryland,
21 California, Virginia, Illinois, Nevada, Ohio, Florida, and Pennsylvania; and also
22 arbitrations in various jurisdictions.

23 8. I served as an arbitrator of legal fee disputes in Virginia and the District
24 of Columbia.

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1 Analysis & Opinions

2 9. Based on the Pollock Declaration, the fees apparently claimed are
3 \$31,891.25 for a motion to compel, \$51,440 for a sanctions motion, plus \$502.85
4 in costs, for a total of \$83,834.10.

5 10. *Magnitude of the Fees & Expenses:* This was a \$32K motion to
6 compel, followed by a \$51K motion for sanctions employing five attorneys and a
7 paralegal. Just the size of the claim, close to \$84K, is questionable in the context
8 of a motion to compel and follow-on motion for sanctions.

9 11. The typical factors in assessing whether this fee is reasonable are
10 (1) the time and labor required, the novelty and difficulty of the
11 questions involved, and the skill requisite to perform the legal service
12 properly ... (3) the fee customarily charged in the locality for similar
13 legal services; (4) the amount involved and the results obtained; (5)
14 the time limitations imposed by the client or by the circumstances; ...
15 (7) the experience, reputation, and ability of the lawyer or lawyers
16 performing the services; and (8) whether the fee is fixed or contingent.

17 ABA Model Rule of Professional Conduct 1.5 (irrelevant or ambiguous factors
18 omitted). These standards appear in many, many federal and state cases.

19 12. To assess time and labor *required*, one starts with the detailed time
20 records, after eliminating defective time entries, such as those with are cryptic, *i.e.*,
21 insufficiently detailed to confirm that the tasks were necessary or belong on this
22 matter or are too vague or ambiguous to substantiate the time claimed.

23 a. These are not actual or original time records as billed to a client -- MB
24 created Pollock Exhibits A and B for this task. As discussed below, I
25 strongly suspect that MB has edited these time entries, *e.g.*, by
26 obscuring internal conferences. Once the defective entries are
27 eliminated, the rest would normally be examined for signs that there
28 was excessive time spent, duplication of effort, clerical time,
excessive communications, and the like to be eliminated.

- 1 b. MB evidently relies on alleged complexity as an excuse for this large
2 fee claim, which MB’s excuses implicitly concede this to be. Pollock
3 Dec. Para. 4. While parties always assert novelty and difficulty of the
4 questions involved, whether this was really a factor (as opposed to
5 inefficiency and overstaffing, for example) depends on analyzing the
6 time entries and the legal context.
- 7 c. MB also talks about this as a multinational matter, that only a few
8 firms with offices in many countries could handle. Pollock Dec. Para.
9 4. These days there are multinational elements in many, many cases –
10 this was, at bottom, a motion to compel discovery and a motion for
11 sanctions with delusions of grandeur. “Multinationality” is not a
12 factor in setting a fee – indeed, the whole concept is controversial
13 within traditional state-based bar ethics.
- 14 d. Skill requisite to perform the legal service properly and the
15 experience, reputation, and ability of the lawyer or lawyers
16 performing the services are generally based on comparing the nature
17 of the matter with the experience of the actual timekeepers, not firm-
18 wide aspirations to be “multinational” or claims to “lead” the
19 profession. Pollock Dec. Para. 4.

20 13. The amount in controversy and results obtained are two more fee-
21 setting factors. This was a discovery dispute with unknown value, but MB
22 achieved, *arguendo*, a good result for its clients. The concern is that the fees
23 should be related to the import of the case or, in this instance, a tangential
24 discovery foray. The amount claimed for this discovery motion (with sanctions) is,
25 for example, over the federal jurisdictional amount for diversity cases, *i.e.*, many
26 times what entire federal cases must be tried for on a regular basis.

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1 14. A major issue here is how to assess the *fee* customarily charged in this
2 locality for similar legal services. MB avoids the question of the fee and argues
3 instead for its admittedly high rates. MB is arguing for the highest rates of the
4 largest, most expensive law firms in the country, not just Los Angeles, out of
5 context -- this is not, or at least should not have been, the largest, most expensive
6 discovery exercise in the country.

7 a. MB suggests that only the largest, most expensive law firms are
8 capable of handling “complex multinational litigation.” *E.g.*, Pollock
9 Dec. Para 28. Putting to one side the unproven assumption that MB is
10 capable of handling such litigation, there is no such exclusivity.
11 Many, many firms, of all sizes, handle multinational matters on a
12 regular basis, either internally or by associating with other firms or
13 local counsel, as well as by acquiring lawyers in other countries as
14 MB has done. Moreover, MB’s actual staff on this matter consisted of
15 lawyers all in Los Angeles, with the assistance of a fresh law school
16 graduate in New York.

17 b. The implicit standard offered by MB -- the highest possible rates at
18 other giant law firms regardless of context -- is not even relevant.
19 Firm size is not, under any circumstance, a factor relevant to
20 establishing a reasonable fee. Nor is the firm’s effort to market itself
21 as a “multinational” firm relevant. Reasonableness of rates, for
22 example, is lawyer by lawyer, experience, reputation, and ability
23 versus experience, reputation, and ability.

24 c. In mapping the tip of the iceberg, MB has, for example, overlooked
25 the 99.9% or so lawyers regularly appearing in this Court who bill at
26 far lower rates and are quite capable of performing the same steps
27 using just one experienced lawyer for a small fraction of the claimed

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1 amount. The issue is rates and fees charged by Los Angeles
2 timekeepers, with similar experience, regardless of the size of the law
3 firm or where else it might practice.

4 15. *Staffing*: The staff MB assigned to this matter was excessive. There
5 are fees claimed by a senior partner, a junior partner, two senior associates, a junior
6 associate, and a paralegal. Five attorneys and a paralegal is a team large enough to
7 try most federal cases, even complex ones. I have seen current MB biographical
8 entries for the attorneys on the firm's website.

9 a. The senior partner, Mr. Soltman, has a rate of \$800/hour (which is
10 well over even the skewed survey rates MB offers, Pollock Dec. Para.
11 26). He billed a little over one hour, supporting the notion that this
12 was not a particularly complex matter.

13 b. Ms. Pollock, author of the declaration, has been practicing law since
14 2000 and is a junior partner, claiming a rate of \$540, well over the
15 median proffered by MB. She was the top biller over both matters,
16 with over \$30K.

17 c. MB also assigned two senior associates to the matter, Pastrana (8
18 years, \$530/hour, just under the junior partner) and Ochoa (7 years,
19 \$520/hour). Ms. Pastrana apparently specializes in insurance-related
20 litigation, although she took a year off to clerk for a state court judge
21 after several years at MB -- her actual practice years are therefore less
22 than claimed. Mr. Ochoa is a general litigator, claiming experience in
23 a variety of civil matters, plus administrative and criminal matters.
24 Their rates are over the skewed median claimed by MB.

25 d. Including Ms. Pollock, there were thus three experienced lawyers
26 performing the work of one. Ms. Pollock admits that the "bulk" of the
27 fees were billed by Pastrana, Ochoa, and Pollock. Pollock Dec. Para
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1 27. No explanation is given for this unusually inefficient and
2 duplicative staff.

3 i. The duplication of effort is obvious when the time entries are
4 reviewed. For example, Pollock, Ochoa, and Pastrana are all
5 working on the same reply on the motion for sanctions, starting
6 October 11, 2009, Pollock Dec. Ex. B.

7 ii. The same pattern occurs, e.g., with Pastrana and Pollock editing
8 Schildcrout's motion to compel. Pollock Dec. Ex. A, *e.g.*,
9 beginning 7/20.

10 iii. This pattern occurs with two or more timekeepers at each task.

11 e. In addition, MB assigned Mr. Schildcrout, admitted less than a year,
12 billing at \$335 (a rate well over even the skewed data provided by
13 MB). Mr. Schildcrout is in the firm's New York office. His firm
14 biography lists no experience. This is an example of a firm attempting
15 to bill a junior lawyer's on the job training. Stated another way, if
16 this is a matter for which a first year associate's expertise is sufficient,
17 MB cannot suggest that this was in any way complex or novel to
18 justify either the extraordinarily high fees or hourly rates.

19 f. The only rate presented that is below the skewed median is for Mr.
20 Taylor, a paralegal billing at \$230 per hour. Without having more
21 data on Mr. Taylor, I cannot assess whether he is even a true paralegal
22 (as opposed to a clerical worker in disguise). Moreover, the MB
23 quoted rates for paralegals are absurdly high – even higher than rates
24 of many highly qualified lawyers in Los Angeles. Paralegal rates
25 reach a market maximum very early in their careers – they do not
26 increase every year no matter how much the bottom lines of law firms
27 would wish otherwise.

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- g. One experienced senior associate or junior partner would be able to handle this matter, perhaps with minimal supervision by a senior partner and the assistance of a paralegal performing professional, non-clerical, services. The additional personnel increase the bill unnecessarily and unreasonably, plus they have a similar effect on the time of necessary personnel with, *e.g.*, extraneous communications.
- h. Large teams generally cause excessive fees, duplication of effort, and excessive internal conferences, for example. With too many lawyers or other staff, there is excessive time spent briefing the extra people, reviewing the same issues and documents, and so on. This would normally be addressed by simplifying the staff or writing down fees.
- i. Part of the justification for higher hourly rates is supposed to be that the lawyers have special expertise and efficiency, which should, in turn, translate into a smaller team, not a larger one, as well as more efficient billing.

16. *Hourly Rate Surveys*: MB attempts to justify its extraordinarily high rates using skewed surveys prepared on behalf of the largest law firms in the country to justify their excessive rates by comparing themselves to one another, overlooking, for example, the subject matter of the expertise, actual experience (as opposed to mere years in practice), rates for similar services in Los Angeles, and the vast majority of the profession equally capable of performing the same services for far less.

- a. That the largest law firms selectively publish information to bolster their retail rates does not make those rates reasonable. The reasonable price of a hamburger is not determined by polling Morton's, the Palm, and other "leading" restaurants – Carl's Jr. is closer to the standard for the locale.

1 b. The rates relied upon are “suggested retail” rates, not as-billed or as-
2 collected rates. In these economic times, with many large law firms
3 shedding staff and losing money, actual rates are falling even if the
4 firms still quote their aspirational retail rates.

5 c. Skewing a survey by surveying only the most expensive law firms,
6 with a vested interest in excusing their higher rates, is not evidence of
7 reasonable rates (experience, reputation, and ability are the factors)
8 nor of the “fee customarily charged in the locality for similar legal
9 services.” Rule 1.5.

10 d. MB has withheld some of the alleged documentation supporting these
11 rates, apparently seeking to file it under seal as Exhibit D. I have
12 therefore not been able to verify MB’s assertions, nor can one have
13 much confidence in secret data.

14 e. In Pollock Exhibit E, MB presents some unscientific survey data from
15 a National Law Journal poll of the largest firms, again skewed for
16 size. This data is from all over the country and breaks rates into very
17 broad experience categories, unrelated to speciality or expertise.

18 i. There are, however, three greater LA-area firms in MB’s
19 “leading firm” data, Buchalter, Knobbe (Irvine), and Luce (San
20 Diego). Their *average* partner rates are all under \$500 – an
21 average that includes all the most senior partners, not just the
22 first year partners like Ms. Pollock.

23 ii. I estimate based on this unverifiable data that Ms. Pollock’s
24 rate, for example, would be approximately \$400 at these firms
25 (well over the average associate rates, under \$300, but under the
26 average partner rate, ranging from \$448 to \$483 per hour).
27 (Ms. Pollock’s rate is most relevant to my conclusions, but the

1 other rates estimated by Respondent's counsel using this same
2 data are also closer to relevant local rates, in my opinion.)

3 f. The data on which MB's assertions rely is hearsay, demonstrating
4 why hearsay is generally inadmissible – I have no means to verify the
5 underlying data. The survey methodology and resulting data are
6 unreliable and unverifiable, skewed toward the highest rates in the
7 country and provided by firms with a financial incentive to “hold the
8 line” on their retail rates. Such surveys clump data from many
9 subjects and experience levels together, into broad ranges. These are
10 not rates most lawyers charge in the locality, nor is the data based on
11 actual experience, reputation, and ability of the lawyer or lawyers
12 performing the services. As noted before, these are not rates as-
13 collected, but instead are “suggested retail” rates.

14 17. *Absence of Write-Offs or Write-Downs*: The absence of write-downs
15 is inappropriate and unusual, especially given the size of the staff and high hourly
16 rates. Attorneys are required to present their time after exercising billing
17 judgment, which did not occur here. (It is also possible that MB has resurrected
18 entries written down or off for the client, which is also inappropriate or worse.)

19 a. I understand that MB disclosed in documents I cannot verify that its
20 *minimum* billable hour requirement is 2,000 annual hours, which is
21 probably well below the *average* hours billed, likely to be around 200
22 hours per month or 2,400 per year.

23 b. I further understand the MB disclosed information, which I have not
24 seen, indicating that average fee realization is roughly two-thirds of
25 the amounts recorded. In other words, the firm is writing off
26 approximately one-third of the hours initial recorded by its
27 timekeepers. This confirms my suspicion that MB's records presented

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1 to this Court have been “adjusted” to fold write-downs back into the
2 claim.

3 c. Using this data, amounts billed by MB timekeepers should be reduced
4 by one-third to approximate the firm’s normal adjustments.

5 18. *Absence of Underlying Documentation*: There are no original time
6 records or even the invoices actually sent to the client. I am concerned that these
7 entries have been massaged, *e.g.*, to eliminate or amend language to mask
8 questionable entries, like internal conferences. These records were not prepared in
9 the ordinary course of MB’s business but instead with an eye toward this litigation.

10 19. *Cryptic Entries*: Time entries must provide enough detail for the firm
11 to carry its burden to prove that the work was necessary and the time reasonable.
12 Many of the MB entries lack such details.

13 a. For example, Pollock’s 7/20 entry says she “provide[d] input re
14 motion to compel” without mentioning to whom or what. The same
15 day, Schildcourt begins “compiling necessary information” and
16 drafting the motion, with no reference to Pollock – both are cryptic
17 entries. Pollock might be inputting with someone else or MB has
18 edited time entries to avoid the hot button issue of internal conference
19 time. Pollock has cryptic input again on 7/23.

20 b. In Exhibit B to the Pollock Declaration, Ms. Ochoa, for example,
21 researches unidentified issues, 9/11, and “reviews” unidentified
22 documents, 10/6. Ms. Ochoa, who bills at over \$500 per hour and is
23 alleged to be among the very best lawyers in the world, spends over
24 ten hours researching a sanctions motion.

25 20. *Evidence of Unreasonable or Inappropriate Fees*: The entries have
26 been massaged, but some problems still show through:

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- 1 a. Schildcrout spends many days, dozens of hours, drafting the motion to
2 compel, starting 7/20. Pollock Dec. Exhibit A. Then Pastrana spends
3 many more hours revising the motion, starting 7/25, which is one of
4 the problems with using such inexperienced associates in the first
5 place. And Pollock is also editing the same documents, *e.g.*, 7/27.
- 6 b. This continues with a supplemental filing, starting 8/13. *Id.*
- 7 c. Except for a few hours to prepare for and attend the hearing, the firm
8 had three attorneys working on one motion to compel, claiming 68.5
9 hours for a fee of \$31,891.25. This was a motion to compel, handled
10 for more than litigating many actual, somewhat cases to or through
11 trial.
- 12 d. Demonstrating why sanctions motions often exacerbate the
13 inefficiencies of litigation, MB claims another \$51,440, over 100
14 hours billed by four attorneys and a paralegal, to litigate the sanctions
15 claimed for the \$31K, three-attorney motion to compel.
- 16 e. Almost all the sanctions time was billed by Ochoa and Pollock, who
17 have comparable litigation experience and duplicate one another's
18 work. Apparently Ochoa does the first draft, *e.g.*, 9/16, then Pollock
19 edits her work, *e.g.*, 9/17. They both prepare for and attend the
20 hearing on 10/30.
- 21 f. Mr. Taylor, the paralegal, is performing mostly clerical, *i.e.*,
22 nonbillable, tasks. *E.g.*, 10/16 ("retrieve and organize exhibits...,
23 assist with filing...") These are not billable because they are part of
24 the firm's overhead, not performance of professional services at a
25 discount from attorney rates.

26 21. *Absence of Client Fee Agreement:* The actual arrangement between
27 client and firm establishes a ceiling on what may be reimbursed. I have seen

EXHIBIT E

UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF PENNSYLVANIA
HARRISBURG DIVISION

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FEESERS, INC.,
Plaintiff,

v.

MICHAEL FOODS, INC. and
SODEXHO, INC.,
Defendants.

Case No. 1:CV-04-576
(Judge Rambo)

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DECLARATION OF JOHN W. TOOTHMAN

I, John W. Toothman, declare as follows under oath:

1. At the request of counsel for Sodexo, Inc., I have reviewed the Plaintiff's May 28, 2009, Motion for Reasonable Attorney's Fees & Costs ("Fee Motion") and attachments thereto as submitted by Plaintiffs' counsel, Dewey & LeBoeuf LLP ("D&L"), in *Feesers, Inc. v. Michael Foods, Inc. and Sodexo, Inc.*, No. 1:CV-04-576 (M.D. Pa.).

2. This declaration is prepared for submission in opposition to the Plaintiffs' Fee Motion. I have personal information of the facts stated and, if called to testify as a witness, I would testify to the facts and opinions competently under oath. The opinions stated herein are expressed to a reasonable degree of professional certainty and are based on my observations, analysis, and experience.

3. I have reviewed the Feesers motion for legal fees and expenses, plus the memorandum in support, the bill of costs, three affidavits, and other exhibits thereto. An exception is the recent submission of additional expense documentation which D&L submitted this week. I have also seen information D&L makes available on its website.

Qualifications

4. I am an attorney admitted to practice in several jurisdictions, starting with the District of Columbia, as well as federal courts in several jurisdictions. A copy of my current resume is attached as Exhibit A.

5. I graduated from Harvard Law School, *cum laude*, in 1981. Before that, I graduated with honors from the University of Virginia with a B.S. and M.S. in chemical engineering.

6. I have extensive experience, skill, training, education, and knowledge of the subjects of legal fees, litigation, and related ethical and professional standards. I am the author, with Professor William G. Ross, of *Legal Fees: Law & Management* (Carolina Academic Press 2003). I am also the author, with Douglas Danner, of *Trial Practice Checklists 2d* (West Group 2001). I have published over 25 articles on the subjects of legal fees, examinations of legal fees, legal fee management, litigation, and related subjects. I have spoken many times on these

subjects and taught many continuing legal education seminars on these subjects as well – a sample listing of these is contained in my resume.

7. My firm, known as TLF Consulting or The Devil’s Advocate, has examined over a billion dollars in legal fees and consulted with numerous clients on the subjects, for example, of legal fees, litigation strategy and tactics, attorney performance, and work product quality. I am regularly consulted as an expert in these fields by, for example, business and professional publications as well as by federal, state, and local government agencies, law firms, insurance companies, and clients.

8. I have testified as an expert witness as to legal fees, examinations of legal fees, legal fee management, litigation, and related subjects (both challenging and supporting petitions for legal fees) in courts around the country, including the U.S. District Courts for the District of Columbia, Eastern District of Virginia, Eastern District of Pennsylvania, Middle District of Pennsylvania, Southern District of New York, Central District of California, Northern District of Ohio, Northern District of Alabama, and the Western District of Michigan; the U.S. Bankruptcy Courts for Delaware and Maryland; state or local courts in the District of Columbia, Maryland, California, Virginia, Illinois, Nevada, Ohio, Florida, and Pennsylvania; and also arbitrations in various jurisdictions.

9. I served as an arbitrator of legal fee disputes in Virginia and the District of Columbia.

10. I began my legal career as an antitrust trial lawyer, also handling other types of trade regulation and business litigation, and I am familiar with the issues and dynamics of such litigation.

Legal Bill Review Steps

11. We have examined bills from hundreds or thousands of law firms, large and small, from around the country and in many types of cases where fees and expenses may be shifted either by contract or by law. Though the issues sometimes vary, we invariably begin with an examination of the detailed time entries and expenses submitted by the firm(s) seeking to shift their fees. This includes cases in which we have been retained to testify in *support* of the petition, as well as to object to it.

12. The procedure we would follow to assess fees is the same procedure that most state and federal courts try to use because it is expected by appellate courts describing the burden that fee shifting puts on the finder of fact. Although D&L did not produce its time entries, I estimate that there are likely to be several thousand time entries – just reading them one time through would be exhausting, let alone trying to consider each entry in different contexts. For example, a time

entry of 2 hours to review documents may or may not be reasonable on its own, but twenty such entries in a month or time spent by five others also reviewing the same documents raises issues that cannot be spotted just by reviewing the original bill in its original order.

- a. Our reports have invariably been recognized as useful by courts because we have the resources to do the meticulous line-by-line analysis, plus the sorting and filtering that the law logically requires. We have scanners, software, and experience converting bills from thousands of firms into spreadsheets that make it much easier not only to identify issues, but to total the numbers and avoid double counting, for example. We have the additional advantages of focusing on this subject and years of experience, but the most practical advantage from a court's perspective is that we, using our tools, alleviate the impact on already heavy dockets and overworked staff. We then present a transparent report with all underlying data so that opposing parties may stipulate or object as they see fit and the court may adopt all or part of our data and recommendations as it chooses.
- b. Our first step is usually to review each time entry (there should be at least one per day for each timekeeper billing time), looking for

various types of problems that may indicate each individual entry does not belong on the bill or represents unreasonable or unnecessary effort. Common issues at this stage include inadequate or vague descriptions, internal conferences, clerical (overhead) or other non-professional services, long days (8 or more hours billed by one person in a day), and full rates charged for travel time, to name a few issues regularly raised by courts examining fees.

- c. The second step is usually to examine the reasonableness of the hourly rates, using information about the rates as actually billed and collected (not just “suggested retail” rates), the relevant experience and expertise of the lawyers, and comparing the rates claimed against rates for similarly experienced lawyers working on comparable cases in the same locale. The court may already have experience with relevant rates, but analyzing rates and the impact of staffing becomes more difficult when there are dozens of timekeepers, including not just lawyers but also paralegals and, in this instance, “litigation support staff.” We can also search public records to confirm licenses, admission dates, and other information relevant to setting a rate. Another issue in this case, for example, is the reasonableness of

hourly rate changes over time – some of the D&L rates increased by hundreds of dollars or doubled or tripled in the course of the litigation.

- d. The third step is to combine the time entries with the hourly rates to see what the actual fee claimed may be – even if the time appears accurate and the rate reasonable, the amount billed has to be reasonable under the circumstances. Two attorneys might bill five hours to prepare for and take a deposition – that might be a reasonable amount – but charging for two people to do the same task would be duplicative. We also look for examples of waste, like on the job training, heavy staff turnover, overstaffing, and so on.
- e. There may be additional steps depending on applicable law or the issues in the case.
- f. A similar process of line-by-line review of the itemized claim also applies for cost items, though the typical issues with costs are somewhat different. In addition to vague entries or excessive amounts, firms sometimes attempt to pass through overhead items (like rent, overtime, or fixed expenses, like computerized research) or personal items (like meals, commuting expenses, or the like).

g. We adapt our scope of examination to the demands of the case. We have, for example, provided special printouts or calculations according to criteria requested by a court.

13. We cannot perform these services here, as to hourly rates, staffing, hours, fees, or most of the costs because D&L has not produced its time records, most of the itemized costs, and most of the support for its hourly rates. *Time and labor required* is the most prominent factor in setting a reasonable fee, but that factor cannot be applied without the time records. Detailed entries also allow an opponent to conduct an independent assessment and make focused objections. The absence of itemized time records and relevant information to support most of the hourly rates is unique in my experience.¹

Indications of Questionable Fees & Expenses

14. Based on the Fee Motion, the total fees expended on this case are \$9,255,624.39, plus \$33,023.95 in local counsel fees, and plus \$1,565,218.38 in costs, including expert fees. In addition to its argument for fees, D&L submits three affidavits and a bill of costs. The affidavits are from Eamon O’Kelly (D&L

¹ In a sense this is an extreme example of vague, insufficient, or generic time entries, which are normally disallowed on that ground alone because the inadequate time entry makes it impossible for the court to assess whether the time is reasonable, excessive, redundant, or the like. The firm making the time record has the ability and therefore the burden to record its time accurately and in detail.

partner), George E. Mastoris (D&L associate), and Stephen M. Williams (Feeser local counsel). Notably absent are itemized daily time records by timekeeper or actual detailed invoices, experience of the timekeepers (except three partners), and specific hourly rates or support therefore for the timekeepers.

15. Without the actual, detailed time entries or experience data, I cannot conduct the detailed analysis of the fees and expenses I described above. To catalog the prejudice to Sodexo from the missing information and demonstrate the practical reasons why itemized information is normally produced, I will describe issues, or potential issues, which I have noted in the materials D&L has provided. I cannot verify or quantify them without the missing evidence.

16. *Magnitude of the Fees & Expenses:* Just the size of the claim, close to \$11 million, is remarkable. That claim contrasts with the more routine dimensions of the case, which are more consistent with a much smaller fee.

- a. An \$11 million fee and expense claim is far out of proportion with 200,000 pages of documents, 25 depositions, one expert per side, a number of motions, an appeal, and a nine or ten day trial. Calling the case “complex,” “hotly disputed,” or blaming the opposition is, unfortunately, what almost everyone says in every case. Mr. O’Kelly’s Affidavit contains a summary of the case – a sort of

speaking docket and a monthly commentary. Para. 7, 21 et seq. To me, however, this does not describe an \$11 million fee and cost case – these statistics can be generated in cases tried for a small fraction of the amount claimed.

- b. Another oddity is that the fees claimed in the motion for D&L are \$9,255,624.39, echoed at Paragraph 4 of the O’Kelly Affidavit, but the fees in the table at Paragraph 9 of the O’Kelly Affidavit total \$9,091,263.75, a difference over \$150,000. *See also* Para. 10 (lower number and stating this is what “Dewey accrued”). That table is the only breakdown, though partial, of some of the fees by timekeeper, but with several catchall categories totaling roughly \$1 million. This may indicate, for example, that the detailed time entries cannot be reconciled with the fee claim – a major issue with implications beyond \$150,000.
- c. After taking out the 3.5% write-off and \$23,000 that did not belong on these bills in the first place, discussed below and *see* O’Kelly Aff. Para. 11, the total fee claim through April 2009 is even lower – \$8,749,365.64. I cannot verify this amount, but these discrepancies

just to arrive at the amount sought are hundreds of thousands of dollars.

17. *Other Important Reasonable Fee Standards:* We usually look for the concrete examples of issues raised by the standards courts use to assess the reasonableness of fees.

- a. As noted before, time and labor *required* is usually the first factor considered, which is entirely dependent on seeing the time entries, then backing out what is not “required.” This is generally where excessive time, duplication, clerical time, excessive communications, and the like are trimmed or eliminated.
- b. While parties always assert novelty and difficulty of the questions involved – D&L refers to complexity – whether this was really a factor (as opposed to inefficiency, for example) depends on analyzing the time entries.
- c. Skill requisite to perform the legal service properly and the experience, reputation, and ability of the lawyer or lawyers performing the services are generally based on comparing the nature of the matter with the experience of the timekeepers. We have some of this for the top three D&L partners, but not the rest.

- d. The amount in controversy and results obtained are two important fee-setting factors, but there were no damages sought or awarded here. The concern is that the fees should be relate to the import of the case. With such a large fee claim and an uncertain value to the case, this relationship is unclear.
- e. A major issue here is how to assess the fee customarily charged in the locality of the case for similar legal services. D&L is arguing for New York rates – actually rates at the high end even for New York City – selectively pointing to the rates Latham & Watkins charged for other lawyers in a New York case. Parity with opposing counsel is not, however, the issue. The issue is experience of the timekeepers matched up with rates for comparable Harrisburg timekeepers. D&L does not provide this information.

18. *Minimal Burden of Producing Time & Rate Data:* I do not understand why D&L has withheld basic time details and support for its hourly rate, which should be readily accessible – they were apparently billed to Feeser and Mr. O’Kelly, at least, recently looked them all over. O’Kelly Aff. at Para. 7. D&L has, for example, provided details for several costs and, only recently, for other expenses. To produce the cost data, D&L had to segregate it from the hourly fee

data. Moreover, the O’Kelly Affidavit has hundreds of paragraphs just summarizing the bills – it would have been easier just to produce them.²

19. *Staffing*: The disclosed team is quite large, but there are an unknown number of additional personnel with unknown, undocumented rates.

- a. D&L names thirteen timekeepers – apparently lawyers – who billed most of the fees on the matter. O’Kelley Aff. at Para. 9. But D&L also lists “other associates,” “paralegals,” and “litigation support staff,” billing almost 6,000 more hours and almost \$1 million. (The summary table also leaves out some additional timekeepers, called “other” in Mr. O’Kelly’s monthly summaries.) Many of these people are anonymous, their hours are unknown, and their individual rates are not substantiated.
- b. The documentation to support the fees and rates for the three senior partners is more detailed than the rest, closer to what firms seeking

² I saw veiled references suggesting the bills are privileged communications or work product in the O’Kelly Affidavit, presumably to justify withholding these records, which are the data underlying summaries submitted to the Court. Legal bills rarely, if ever, contain or disclose anything confidential, since opponents inevitably know what the issues and facts of the case are and, by this point, work product is on the table, the record is closed, and all issues have been aired. Moreover, in my experience, parties seeking to use privilege claims as a sword must either elect to disclose the documentation or waive the claim for fees. (Even partial redactions in exchange for a write-off of the redacted entries deprive us of the context in which the work was done.) I have never seen a party successfully claim a fee of any size, let alone one this large, while withholding the underlying data.

fees normally provide to prove their claim. For most of the remaining lawyers, we have a name, years of service, and a line about their general duties. But there are more, unidentified associates, let alone the paralegals, support staff, and others, for whom we just have at most a reference in a table, perhaps a rate, and a total we cannot verify.

- c. Large teams generally cause excessive fees, duplication of effort, and excessive internal conferences, for example. Time entries may reveal unproductive and disorganized effort. Without the time entries and itemized expenses, we cannot make a specific, principled analysis of the claim to narrow the issues and yield a reasonable lodestar.
- d. Turnover of staff is another source of substantial waste due to lost investments of time to bring team members up to speed and keep them there. Conceding that this is an important issue, Mr. O’Kelly admits that there was “inevitable” “turnover” especially among Dewey associates. O’Kelly Aff. Para. 17. We would need to see the details – even if “inevitable,” turnover is normally mitigated with write-downs.
- e. Putting three senior partners, especially two with over thirty years of experience, on the same case is unusual. The usual staffing structure

has fewer members at the top and is a pyramid so that work is delegated down to the lowest level of experience necessary to do the work cost-effectively, expecting the senior lawyers to spend less time on routine tasks but using their experience to supervise and guide the process efficiently. With too many lawyers, there is excessive time spent briefing the extra lawyers, reviewing the same issues and documents, and so on. This would normally be addressed by simplifying the staff or writing down fees.

- f. The table in the O’Kelly Affidavit, Para. 9, also shows that the three senior partners each billed hundreds or thousands of hours on this matter, which is unusual. Mr. Kessler billed over 700 and Mr. Collins billed over 1,400 (a person-year in typical firms). Mr. O’Kelly billed over 4,200 (over \$2.3 million for one timekeeper), almost three billable-years for typical lawyers. (Normally the heaviest hours on a case come from associates, not experienced, busy partners whose experience is spread over more matters and non-billable administrative activities.) Five more junior timekeepers billed roughly a person-year each, which is also remarkable, especially in a case of this magnitude.

g. There is a reference to “hiring temporary paralegals,” O’Kelly Aff. Para. 307. This is apparently included under expenses. My concern is that, since paralegals who billed time as part of the fees are anonymous, they could also have “fees” billed. There should be no fees from temporary or contract personnel – a firm may not mark up an expense to make a profit – but this cannot be confirmed with the data produced thus far.

20. *Expert Expenses:* The claim includes reimbursement for D&L’s expert, Dr. Larner. The amount is \$894,278.43, including \$83,261.43 in expenses, which is quite large for just one expert. (That there was only one expert is also unusual, especially if the case were complex.) Another concern raised by comparing the expert bills, Exhibit A to the O’Kelly Affidavit, with statements about what D&L timekeepers were doing, *e.g.*, O’Kelly Aff. Para. 7 (g) (“assistance to ... prepare expert report and rebuttal”), is that there was waste and duplication in dealing with the expert. The expert had his own staff, at least 15 more people identified by name in his bills, plus a couple of anonymous categories, billing hundreds of dollars per hour, as disclosed by the summary invoices presented thus far – we do not have billing details here, either. The reference to D&L timekeepers also “providing assistance to Feesers’ expert” suggests that the

true cost of the expert and his report may be well over \$1 million when those fees are considered, plus the chances for waste and duplication increase with these extra personnel involved. O’Kelly Aff. Para. 7 (g).

21. *Contrast Between Local Counsel and D&L Fees:* There is a marked disproportionality between D&L’s fees and those of its experienced local counsel. This applies not just to their hourly rates, but also to the minimal use of local counsel as revealed by their fees, which are less than \$40,000. Normally local counsel could handle routine depositions and motions, along with other aspects of discovery. I am looking for some explanation why this was reasonable and necessary. Using out of town lawyers (at higher rates) increases fees in many ways, including time in transit, the inefficiency of working on the road, and the travel costs, plus more subtle effects like the impact of their unfamiliarity with local practices.

22. *Hourly Rates:* D&L has not provided documentation to support hourly rates except for the rates of Messrs. Kessler, Collins, and O’Kelly. That documentation is thin, but probative, in marked contrast with the absence of documentation for the ten other named timekeepers and unknown number of anonymous or undocumented timekeepers, who represent thousands of hours and roughly \$1 million of the claim.

- a. The hourly rates D&L presents are not just New York City rates, but among the highest rates in New York City, which is, in turn, one of the highest hourly rate areas in the country.
- b. The normal issue is not whether, for example, these rates would fit in among the top rates in New York or whether some of them might be lower than the rates of opposing counsel. The issue is whether they would be reasonable for necessary services by comparably experienced lawyers in Harrisburg.
- c. The only Harrisburg rate I have seen was for local counsel, Mr. Williams, billing between \$185 and \$285 per hour, and his associates.³

³ Mr. O’Kelly makes a passing reference to privileged communications, activities, and work product, apparently to justify withholding original billing records and instead presenting unverifiable “summar[ies]” of the actual data. O’Kelly Aff. Para. 22. This does not conform with privilege claims I have seen, nor for the reasons described in my Declaration would *in camera* review be efficient or provide Sodexo necessary access to underlying documentation. Mr. Williams also withholds the underlying documentation for his fees, though he admits that these are the “billing records,” which he offers to provide to the Court for *in camera* inspection. Williams Aff. at Para. 6, 7. Implicit in a suggestion of *in camera* review is the notion that the underlying records should be subject to review and verification, just not by the party with the resources to conduct that review and who is expected to pay them. In my experience, *ex parte in camera* review is a step in the process of establishing a privilege, not proving a claim, especially one for \$11 million, *ex parte* and off the record. I leave the legal issues to the Court, but I have never seen such a proceeding, especially on something as routine or time-consuming as a fee petition. *In camera* inspection would deprive Sodexo of access to the underlying documentation and of the opportunity to verify Feeser’s claim and make its own analysis, as well as to assist the Court’s analysis with our expertise and experience.

- d. The affidavit of Mr. Mastoris, admitted in 2004 and a D&L associate, presents the case for D&L's expertise⁴ by attaching generic information about the firm and its litigation and antitrust departments, documented with hearsay from the firm's website. The only timekeeper details are from firm biographies for Kessler, Collins, and O'Kelly. Firm resumes and the size of a firm are irrelevant to setting a particular lawyer's fee – each lawyer's rate is based on personal experience, reputation, and ability, the skill required by the matter, and comparison with rates for local lawyers with similar experience.
- i. To provide documentation regarding D&L's argument that its fees and unknown rates are supported by the resumes of its opponents, Mr. Mastoris also presents selections from the websites of Leonard, Street, and Deinard, Latham & Watkins, and Cooley Manion, plus material about Latham rates from another case in New York. These materials are not relevant to the normal or standard analysis of the reasonableness of D&L's own rates, staffing, and fees.

⁴ Actually, he did not vouch for anything other than the authenticity of the documents he attached. This is not the usual foundation for proving reasonable fees, rates, hours, or expenses.

- ii. The extract from a Valeo Partners survey of attorney rates is a type of material I have encountered many times before and which I have found to be wholly unreliable. Mastoris Aff. Para. 17 and Exhibit P. The survey methodology and resulting data are unreliable and unverifiable, skewed toward the highest rates in the country. Such surveys clump data from many subjects and experience levels together, into broad ranges. These are not rates most lawyers charge in the locality, nor is the data based on actual experience, reputation, and ability of the lawyer or lawyers performing the services. These are not reasonable rates for any locale or particular case.

- e. The hourly rates also increased substantially from beginning to end, though there were years in some categories where ranges went up or stayed flat. Except for Messrs Kessler, Collins, and O’Kelly, the rate information is presented in ranges by category (associates, paralegals, and “litigation support”). O’Kelly Aff. Para. 13. The summary data shows that some rates, even for senior attorneys whose rates should have reached a plateau, went up by hundreds of dollars or two or three times the initial rate. (This included years when the largest recession

in decades had hit the economy,⁵ taking many law firms with it.)

Changing rates is an issue attracting substantial judicial attention, but

I cannot trace these changes to particular timekeepers nor assess the reasonableness of these large rate increases without detailed entries.

23. *Spontaneous Write-Downs*: The absence of write-downs would be inappropriate and unusual, especially given the size of the staff and high hourly rates. The Memorandum implies this was a post hoc adjustment, to support this claim, but elsewhere it seems D&L made the write-downs of its bills as issued, which is more typical, though these write-downs are small with such high fees. (Any write-downs for the client should be carried through to the petition – Sodexo stands in the same shoes and reimbursement of the reasonable component of actual fees. Putting them back in would be objectionable.)

- a. D&L voluntarily reduced its fees by 3.5%, or \$318,041.86, “to avoid any possible inefficiency or duplication of effort,” an assertion which we cannot test because D&L did not produce the actual time records

⁵ The impact of the recession on D&L is reflected, for example, in the apparent termination of several associates from this case in April 2008. O’Kelly Aff. Para. 17 (d), (e), (f). All three were working on, for example, the post-trial briefing until the end of their tenure – that indicates to me they may have felt substantial billing pressure well before that, the indicia of which can sometimes be found in detailed time records.

or other data to document the fees. Mem. in Support of Fee Motion at 2.

- b. Where the 3.5% came from is not explained, but the amount is small given the large amount claimed. (In the O’Kelly Affidavit, Para. 10, the explanation is that these write-offs were made “from time to time,” and not billed to Feesers – but we cannot verify any of this without detailed records. With the detailed records we could also verify whether there are more entries meeting the same criteria that caused the 3.5% write-down.)
- c. Nor are inefficiency and duplication of effort the only grounds on which to deny all or part of a fee claim. Redundant staff or staff turnover, wasted effort by junior staff, internal communications within the team, inexperienced staff, and dubious projects are some of the reasons for write-downs, which we cannot trace without the time entries.
 - i. A write-off of 3.5% is far less than, for example, the typical courtesy discount firms give to paying clients on similar matters.

d. D&L also voluntarily reduced its bill by \$23,856.25 from the amount paid by Feeser because “those fees were not reasonably related to the prosecution of this lawsuit.” Mem. in Support of Fee Motion at 2. Mr. O’Kelly’s Affidavit says these were billed to Feesers but were “not sufficiently necessary for the prosecution of this lawsuit to warrant inclusion [here].” Para. 11. This is not an adjustment or write-down because the time never belonged there in the first place. But this raises a very serious concern that irrelevant time was commingled in the bill, and there may be more. Without knowing the criteria used to remove these entries and all the detailed entries, specifically identifying those which meet the criteria, we cannot verify that D&L eliminated all such time, nor can we tell if there is likely to be much more, hidden perhaps by vague descriptions.⁶

24. *Commingling of Defendant-Specific Issues*: It is apparent that D&L did not segregate or identify separately the time ascribable to work done on issues unique to Michael Foods, *e.g.*, early dealings with Michael Foods, the motion for contempt. O’Kelly Aff. Para. 7(t) & (u), 26, 28. The legal issue is for the Court to

⁶ The O’Kelly Affidavit states that “only time spent on matters related to the Feesers lawsuit” were billed to this billing file. Para. 6. In Paragraph 7, Mr. O’Kelly says he checked all the entries himself. This \$23,000 item, though a small percentage because the claim is very large, contradicts these assurances. This is one reason why my firm reviews fee petitions.

decide, but I would need the time entries to quantify this – assuming the records were detailed.

25. *Concessions That Fees are High:* D&L admits that “the hours expended by Dewey lawyers ... were higher than they might otherwise have been,” which it blames on defendants’ “hardball” tactics. Mem. in Support of Fee Motion at 13; *see also* O’Kelly Aff. Para. 6. All parties blame one another, but at least part of the explanation for high fees and cost lies inside the firm’s own staffing, rates, and hours.

26. *Telltale Signs of Excessive Fees:* We have very limited information on fees billed by timekeeper or month, O’Kelly Aff. Para. 9 & 10. As noted elsewhere, the staffing is large and major groups of timekeepers are anonymous. The monthly breakdown shows, for example, over \$2 million billed in the weeks leading up to and through trial – it was a nine day trial. Another \$1 million was evidently billed in the weeks after the trial, for post-trial briefing, presumably. These all seem quite high under the circumstances – detailed records should allow me to understand why.

27. *Evidence of Non-Billable Clerical Time:* The assertion that this was a 200,000 *page* document case was used to explain the high fees, but some of the activities described are non-professional, non-billable overhead activities:

paralegals and litigation support staff had to “process” them, “copy” them, “index” them, and convert them into “electronic formats.” Mem. in Support of Fee Motion at 14. Mr. O’Kelly’s description of their activities confirms that they are non-billable clerical services, at least in substantial part: “assisted with document production ... “maintained internal document databases, prepared mailings, organized trial exhibits [etc.]” O’Kelly Aff. Para 19. I cannot estimate the fees attributable to such time entries without the detailed bills.

- a. The table at Paragraph 9 of the O’Kelly Affidavit includes over \$580,000 (3,800 hours) in fees for an unknown number of unnamed paralegals with unknown rates – often a source of non-billable clerical time.
- b. Another major issue would be the “litigation support staff,” also unnamed and unknown in number, totaling over \$200,000. Even the title of the category suggests that these services are on the clerical borderline. Mr. O’Kelly says they provided “technical support” for “document discovery and [maintained] internal databases.” Aff. Para. 20. These are largely or totally overhead and non-billable clerical services.

- c. Nor can I, without the detailed time entries, locate other time that courts generally cut or eliminate from fee petitions, including cryptic or vague entries, internal conferences, long days (more, say, than 8 billed hours in one day by one timekeeper), travel time, and other indications of excessive fees.

28. *Absence of Client Fee Agreement*: The arrangement between client and firm establishes a ceiling on what may be reimbursed. I have seen instances, for example, where a firm has altered or enhanced hourly rates, reversed write-downs, or made other adjustments to increase the recoverable universe, to limit the net impact of any adjustments by the court. In practical terms, this means that we need to examine the terms of the engagement for, *e.g.*, discounts (express and de facto), hourly rates, staffing restrictions, expense limitations, and the like.

29. *Unilateral Access to Billing Details*: D&L's submission, though lacking the underlying documentation, includes selections from that information, such as details about some of the timekeepers and totals for some categories of time as calculated by D&L. O'Kelly Aff. at Para. 9 (table of timekeepers with fees and hours, but including generic timekeeper categories). Mr. O'Kelly avers that he "reviewed the entries ... and [he] confirm[s] that the fees sought pertain to the instant action." *Id.* at Para. 7. Paragraph 8 elaborates that he (or someone for

D&L) “reviewed” “each daily entry on each monthly statement was reviewed to determine whether it pertained [to the “general conduct” of this case].” *Id.*

- a. I cannot verify those assertions or present counterpoints or rebuttal without equal access. I am concerned, however, that D&L felt the need to review its entries to make sure they even relate to this matter – suggesting an unreliable timekeeping process – not, for example, to write-down excessive time, duplication, or vague entries as a firm normally would before filing a fee petition.
- b. Another example of the selective, unilateral use of underlying data which I cannot verify is Mr. O’Kelly’s monthly, general narrative of D&L’s fees and activities, which are apparently submitted in place of the underlying detailed records which are normally produced to support a fee petition. *Aff. Para. 23, et seq.* For example, I cannot verify the hours by timekeeper, hourly rates, fee amounts, or activities described. These are an advocate’s sanitized summary of the underlying, more contemporaneous itemized time details.
- c. These summaries drawn from the actual time records do raise questions, however. For example, in December 2003, D&L participated in one call with its client, billing almost \$4,000. In

November 2006, the only activity was to correspond about oral argument dates, with a bill of \$5,156.25. O’Kelly Aff. Para. 224, 225. In most months the identified staff changes – and we cannot penetrate the generic labels for “other associates,” “paralegals,” or “litigation support.” Most of the months, however, mix several general tasks together so one cannot tell what any particular task cost, let alone who worked on it and whether the charges are duplicative or excessive. And, as noted elsewhere, these summaries do not describe a particularly unusual or complex case commensurate with an \$11 fee and expense claim.

30. *Business Records & Summaries*: The documentation submitted by D&L was specially prepared for this litigation, *i.e.*, it is not a business record of D&L created contemporaneously in the normal course of business, based on my experience with the record keeping of numerous law firms and lawyers. Instead, this is apparently a summary prepared to advocate D&L’s position in this litigation. The underlying documentation for this summary includes the original time and expense records, which have not been produced. Normally, as an expert for a party objecting to the fees and expenses, I would have access to the underlying documentation to verify and rebut a summary.

31. *Absence of Fee Management Activity:* There is no evidence of normal supervision or management by Feeser or D&L of the fees and expenses, *e.g.*, with write-offs of wasted or excessive fees and expenses. It is expected that a firm (or the party seeking the fee) will exclude from the fee request hours that are excessive, redundant, or otherwise unnecessary, for example. Even if the firm avers that it did so, we cannot verify such an assertion unless we are given access to the underlying fee and expense documentation, including time entries, expense receipts, and the like. The 3.5% arbitrary write-off is small and the basis unclear. Indeed, D&L admits Feeser paid irrelevant fees that did not belong here – we cannot verify this without the time detail, but this alone suggests that the time records are tainted with improper charges.

32. *Expenses:* Actual, necessary out-of-pocket expenses incurred by a lawyer in the course of representing a client can be passed through to clients, assuming the client has agreed (or there is no agreement to the contrary). Whether they can be shifted to an opponent is a legal matter for this Court. From my perspective, our review seeks to verify the amount, type, and appropriateness of the charge, in case the Court allows it – if it could not be charged to the client, it cannot be shifted. The itemized costs here allow us to check the arithmetic, but we do not have the justification for the expenses. A firm cannot mark-up expenses or

charge personal or overhead items as an expense. These expenses totaled \$506,258.75 in allegedly taxable costs (though the bill of costs only totals \$232,535.67), plus \$667,287.50 in additional D&L expenses, and plus \$894,278.43. O’Kelly Aff. at Para. 305, 306, 309.

- a. As noted before, the cost documentation from D&L for some cost items is in marked contrast with the fee documentation, and closer to what is normally provided in fee petitions. The documented costs are for court fees, subpoenas, transcripts, witness fees, and some outside copying.
- b. I will not express an opinion on whether a particular cost item is a legally taxable cost or appropriately shifted to an opponent – that is a legal issue for the parties and the Court ultimately to decide.
- c. The following expenses are, however, apparently either non-billable in the first place or unreasonable given the information provided:
 - i. We cannot tell whether the fax, phone charges and reproduction are at actual, reasonable cost – I do not even know what D&L is charging per page or minute for these internal expenses -- but markups are not allowed and given the flat fee plans now almost universally employed by these vendors, they are likely

to be overhead, not a variable expenses ascribable to just one client. The same is true for computerized legal research – the firm pays a flat amount per month or year, making it overhead for which the firm is not out of pocket to this or any other individual client.

- ii. Word processing is clerical work, part of the firm's overhead recovered in proper hourly rates, so this is not an appropriate expense item.
- iii. Meals and other personal expenses are not appropriate expenses either. Travel, at reasonable actual rates when the trip is necessary can be reimbursed, but there cannot be duplication (multiple travelers) nor are first class upgrades necessary. If we had time records, we could see who billed for each event, with more than one traveler being duplicative or excessive in most cases – the burden is on D&L to prove why an exception should be made. And, if the trip serves the interest of other clients, then it should be apportioned, at least. We cannot tell from the information provided whether the travel is necessary, but any local meals are a personal expense.

- iv. There is not typically an expense category for “trial,” so this needs to be itemized for what it actually represents. D&L says this included rent for a Harrisburg office, furniture, and computers – these are non-billable overhead items.⁷ With the necessity for or reasonableness of D&L’s role, coming from New York with a huge price tag already attached, the cost of opening a special office in Harrisburg is a symptom of the problem, compounding the expense.
- v. “Miscellaneous,” by definition, is not a documented, reasonable, or necessary expense category.
- d. D&L only presents expenses of \$667,287.50, but elsewhere it seeks far more, \$1,561,565.93. This discrepancy is substantial and explained by a \$894,278.43 line item for one expert, Dr. Larner, and “related costs.” Mem. in Support of Fee Motion at 22. As noted above, we have not seen details for these bills either, so we cannot even verify the arithmetic – which raises the same issues raised by D&L’s missing time records.

⁷ The firm also apparently billed hourly professional fees for “readying courtroom technology” and “preparing our temporary office space.” O’Kelly Aff. Para. 267. This is non-billable time.

e. D&L says the reasonableness of its expenses is “self-evident.” Mem. in Support of Fee Motion at 21. I would normally look behind the receipts for an explanation of why the expense was necessary and reasonable.

33. *Preliminary Opinion:* Though I cannot present a final opinion or estimate a reasonable amount (or, at least, a ceiling on such an amount), my review of the Fee Motion and related materials has convinced me that the requested fees and expenses are unreasonable and excessive to a significant degree – many times 3.5% most likely.

New Information & Authority

34. If material new information becomes available, I may revise or supplement this declaration and my opinions accordingly. This declaration is based on all relevant information available to date.

35. I am an independent expert, not an agent or attorney representing Sodexo. None of my statements is made as a representative of Sodexo nor am I authorized to waive or release anything on its behalf.

36. My hourly rate is \$400 for this project.

I declare under penalty of perjury under the laws of the Commonwealth of Virginia that the foregoing is true and correct.



By

John W. Toothman

Attachments:

Exhibit A

Current Resume of John Toothman

* * * * *

EXHIBIT A

TLF Consulting

P.O. Box 8
Great Falls, VA 22066

(703) 684-6996
(703) 759-2388 (fax)

RESUME OF JOHN W. TOOTHMAN

Employment

TLF Consulting (1993-present): Founder of legal fee management and litigation consulting firm, also known as The Devil's Advocate. From 1993-2008, the predecessor law firm, The Toothman Law Firm, P.C., also engaged in civil litigation and trial practice in federal and state courts, including appeals.

LitWatch, Inc. (1999-present): Publisher and Editor-in-Chief of litigation news service.

Shulman, Rogers, Gandal, Pordy & Ecker, P.A. (1989-1993): Partner in charge of the firm's Alexandria, Virginia office. Commercial litigation practice in federal and state, trial and appellate courts, including litigation against the United States. Represented the U.S. Small Business Administration in receivership proceedings.

Grad, Toothman, Logan & Chabot, P.C. (1986-1989): Associate, then partner in firm eventually known as Grad, Toothman, Logan & Chabot, P.C. Commercial and tort litigation and trial practice in state and federal court (trial and appellate), as well as litigation against the United States.

U.S. Department of Justice, Civil Division, Federal Programs Branch (1984-1986): Trial attorney with wide array of client agencies and issues, including constitutional, statutory, and administrative law, ERISA, FOIA, employment discrimination, boycott, and other substantive issues. Top Secret, SI, and SCI security clearances.

Akin, Gump, Strauss, Hauer & Feld (1983-1984): Associate attorney in antitrust litigation section.

Howrey & Simon (1981-1983): Associate attorney, primarily in antitrust and intellectual property. Representation of an industrial trade association.

Education

Harvard Law School, J.D., cum laude (1981)

Ames Moot Court Competition Semi-Finalist

Research Assistant supplementing H. Hart, H. Wechsler, P. Bator, P. Mishkin
& D. Shapiro, THE FEDERAL COURTS & THE FEDERAL SYSTEM (2d ed. 1977)

Cambridge & Somerville Legal Services (clinical education)

"Complex Civil Litigation" (third-year paper)

University of Virginia, M.S., Chem. Eng. (1979); *B.S., Chem. Eng., with honors* (1977)

National Science Foundation Fellowship, Memminger Fellowship, Tau Beta Pi, Sigma Xi, Alpha Chi Sigma, AICHE Scholarship Award, Dean's List, Intermediate Honors

Other Relevant Experience & Publications

Arbitrator, Fee Arbitration Service Panel, DC Bar Attorney/Client Arbitration Board (1994-1998)

Arbitrator, Virginia State Bar, Fee Dispute Resolution Program, 18th Cir. Comm. (June 1995 to present)

Co-author, with Douglas Danner, TRIAL PRACTICE CHECKLISTS 2d (West Group 2001;
3 vols. supplemented annually)

Co-author, with William G. Ross, LEGAL FEES: LAW & MANAGEMENT (Carolina Academic Press 2003)

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Management Ass'n)

Guest Lecturer, Trial Advocacy, National Law Center at George Washington University (Spring 1988)

Lecture, Georgetown University CLE, "Receiverships" (May 1991)

Lecture, Alexandria Bar Ass'n CLE, "Witness Preparation" (June 1992)

Lecture, Alexandria Bar Ass'n CLE, "Beyond Rambo: Effective Civil Litigation Tactics" (March 1993)

Panel Member, Alexandria Bar Ass'n CLE, "Ethics for the Trial Attorney" (March 1993)

Lecture, Alexandria Bar Ass'n CLE, "What's All This Nonsense About TQM, Value Billing, And
Legal Bill Audits?" (Oct. 1993)

Panel Member, "Law Firm Governance 1994," (BDA program; Feb. 1994)

Moderator, Alexandria Bar Ass'n CLE, "Practice Before the Virginia Court of Appeals" (April 1994)

Panel Member, ABA Section of Litigation, "Roundtable for In-House & Outside Counsel" (Oct. 1994)

Lecture, Alexandria Bar Ass'n CLE, "An Ounce of Prevention: Billing Problems That Drive Clients
Crazy" (Jan. 1995)

Lecture, North Carolina Ass'n of CPAs, "Legal Cost Containment Trends" (Sept. 1995)

Lecture, Alexandria Bar Ass'n CLE, "Attorney Fees: Law & Practice in Virginia" (Jan. 1996)

Lecture, Fairfax Bar Ass'n CLE, "Billing & Collection Practices" (May 1996)

Lecture, Int'l Munic. Lawyers Ass'n, "Managing Litigation Costs" (April 1997)

Moderator, RIMS, "Managing Legal Fees" (May 1997)

Panel Member, ABA Health Law Section & Am. Ass'n of Health Plans, "In-House Counsel Workshop"
(April 1998)

Moderator, RIMS, "Warning Signs" (April 1998)

Moderator, RIMS, "Legal Fee Audit Guidelines" (April 1999)

Panel Member, American Ass'n of Law Libraries, "Getting the Client to Value Legal Research" (July 1999)

Moderator, RIMS, "Legal Fee Management" (May 2000)

Recipient, Ross Essay Award, American Bar Association (1995)

Bar & Related Affiliations

Admitted to practice law in the District of Columbia (1981), Maryland (1990) (inactive), and Virginia (1987).

Also admitted to practice before the U.S. District Courts for the Eastern District of Virginia (and Bankruptcy Court), District of Columbia (inactive), Colorado, and Maryland (inactive); U.S. Court of Federal Claims (Claims Court); U.S. Courts of Appeals for the Federal, District of Columbia, and Fourth Circuits; and, U.S. Supreme Court.

Testimony

Matter	Month & Year	Testimony Form
County Utilities Corp. v. Crofton Lending Corp. (Anne Arundel Cir. Ct., Md.)	April 2003	Deposition and Hearing
Luzerne County v. Luzerne County Retirement Board (Luzerne Cty Ct. Common Pleas, Penn.)	January 2004	Hearing
Bayer AG, et al. v. Housey Pharmaceuticals, Inc. (D. Del.)	March 2004	Affidavit
Hargrave v. Vermont (D. Vermont)	September 2004	Affidavit
Chase, et al. v. County of Nassau, NY (AAA Arb.)	September, October 2004	Hearing
Maximo v. Merchants Building Maintenance LLC (and related cases) (LA Sup. Ct., Cal.)	January 2005	Affidavits
Wright & Sielaty PC v. Burlington Bio-Medical Corp. (E.D. Va.)	March 2005	Deposition
Blitz Holdings Corp. v. Locke Liddell & Sapp, LLP (Montgomery Cty Dist. Ct., Tex.)	April 2005	Deposition
Howrey, LLP v. Oakwood Laboratories (AAA Arb.)	September, November 2006	Deposition and Hearing
GTown 1 LLC v. Commerce Bank NA (DC Sup. Ct.)	December 2006, January 2007	Affidavits
deSaad v. Banco Industrial de Venezuela, C.A., Miami Agency (Dade Cty Cir. Ct., Fla)	April, May 2007	Deposition and Hearing
Rice v. Fox (E.D. Va.)	May 2007	Deposition
James v. Sheehy Ford (Montgomery Cty Cir. Ct., Md.)	May 2008	Hearing
Chau v. Starbucks Corp. (San Diego Cty Sup. Ct., Cal.)	July 2008	Affidavit
Fox v. Tyson Foods, Inc. (N.D. Ala.)	July, September 2008	Affidavit and Deposition
Advanced Magnetic Closures Inc. v. Rome Fastener Corp. (S.D.N.Y.)	September 2008	Affidavit
American Chemical Society v. Leadscope, Inc. (Franklin Cty, Ohio, Ct. Common Pleas)	September, October 2008	Deposition and Hearing
Kubbany v. Trans Union LLC (N.D. Cal.)	February 2009	Affidavit

Does not include earlier testimony and affidavits.

EXHIBIT F

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Attorneys for Trans Union LLC

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA**

THOMAS HASSAN KUBBANY and
NANCY KUBBANY,

Plaintiffs,

vs.

TRANS UNION LLC, a Delaware
Corporation, LANDSAFE CREDIT
INC., a California Corporation,
CENTRAL PACIFIC MORTGAGE
COMPANY dba NORTH COAST
MORTGAGE, a California
Corporation, and DOES I through XX,

Defendants.

Case No. 4:08-cv-00320-WDB

[Assigned to The Hon. Claudia Wilken]

Complaint Filed: January 17, 2008

**DECLARATION OF JOHN W.
TOOTHMAN IN SUPPORT OF
TRANS UNION LLC'S OPPOSITION
TO PLAINTIFFS' MOTION FOR
ATTORNEYS' FEES AND EXPENSES**

Date: February 26, 2009
Time: 2:00 p.m.
Crtrm.: 2

DECLARATION OF JOHN W. TOOTHMAN

I, John W. Toothman, certify and declare as follows:

1. At the request of counsel for Defendant Trans Union LLC (“Trans Union”), my firm has reviewed the Plaintiffs’ January 13, 2009, Motion for Attorneys’ Fees & Expenses (“Fee Motion”) submitted by Plaintiffs’ counsel, the Law Offices of Amitai Schwartz (“Schwartz”) in *Kubbany v. Trans Union, LLC*, No. CV 08 0320 CW (N.D. Cal.).

2. This declaration is prepared for submission in opposition to the Plaintiffs’ Fee Motion. I have personal information of the facts stated and, if called to testify as a witness, I would testify to the facts and opinions competently under oath. The opinions and conclusions stated herein are expressed to a reasonable degree of professional certainty and are based on my observations, analysis, and experience.

Qualifications

3. I am an attorney admitted to practice in several jurisdictions, starting with the District of Columbia, as well as federal courts in several jurisdictions. A copy of my current resume is attached as Exhibit A.

4. I graduated from Harvard Law School, *cum laude*, in 1981. Before that, I had graduated with honors from the University of Virginia with a B.S. and M.S. in chemical engineering.

5. I have extensive experience, skill, training, education, and knowledge of the subjects of legal fees, litigation, and related ethical and professional standards. I am the author, with Professor William G. Ross, of *Legal Fees: Law & Management* (Carolina Academic Press 2003). I am also the author, with Douglas Danner, of *Trial Practice Checklists 2d* (West Group 2001). I have written over 25 articles on the subjects of legal fees, examinations of legal fees, legal fee management, litigation, and related subjects. I have spoken regularly on these subjects and regularly taught continuing legal education seminars on these subjects as well – a sample of these is contained in my resume.

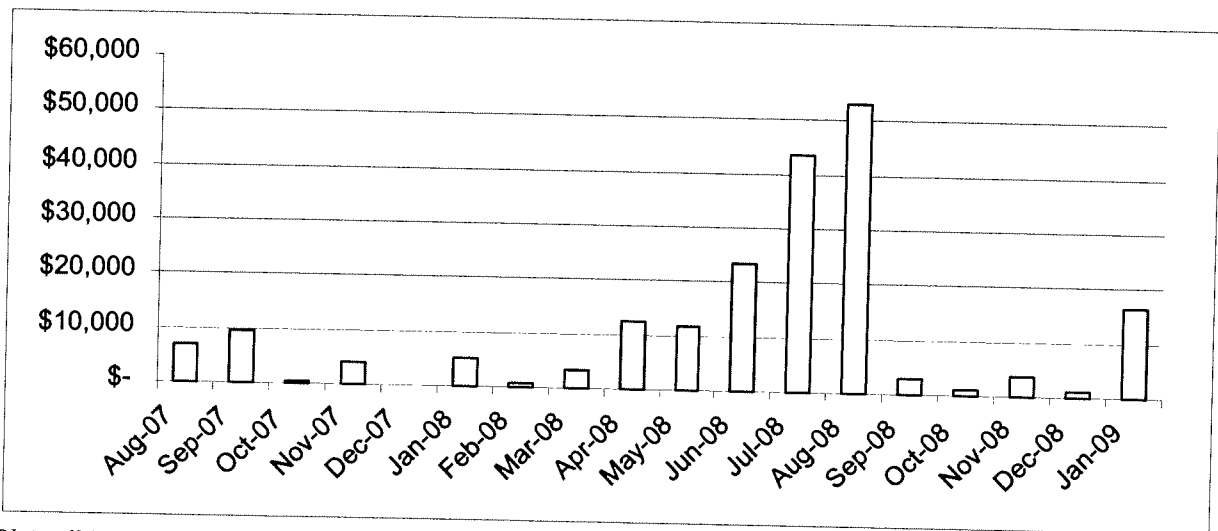
My firm, known as The Devil’s Advocate, has examined hundreds of millions of dollars in legal fees and consulted with numerous clients on the subjects, for example, of legal fees, litigation strategy and tactics, attorney performance, and work product quality. I am regularly consulted as an expert in these fields by, for example, business and professional publications as well as by federal, state, and local government agencies, law firms, insurance companies, and clients.

6. I have testified as an expert witness as to legal fees, examinations of legal fees, legal fee management, litigation, and related subjects (both challenging and supporting petitions for legal fees) in courts around the country, including the U.S. District Courts for the District of Columbia, Eastern District of Virginia, Eastern District of Pennsylvania, Middle District of Pennsylvania, Southern District of New York, Central District of California, Northern District of Ohio, Northern District of Alabama, and the Western District of Michigan; the U.S. Bankruptcy Courts for Delaware and Maryland; state or local courts in the District of Columbia, Maryland, California, Virginia, Illinois, Nevada, Ohio, Florida, and Pennsylvania; and also arbitrations in various jurisdictions.

7. I served as an arbitrator of legal fee disputes in Virginia and the District of Columbia.

Background

8. *Summary of the Fee Motion:* Based on the data in the fee motion, the total fees alleged to have been expended on this case are \$199,715 for 489.2 hours, before a 20% voluntary reduction of “merits” fees by plaintiffs. There are 406 time entries, although three have been “no charged” or written off. The first entry was on August 6, 2007, and the last on January 13, 2009. The average time entry is 1.2 hours, with an average fee per entry of \$491.91. Exhibit C. The petitioners also seek \$1,710.07 in expenses. Exhibit D. The following graph summarizes the fees by month (Exhibit B1&2):



Plaintiffs' Fees by Month

9. *Voluntary Adjustment:* Anticipating Trans Union’s objection to be charged all the fees and expenses allegedly incurred on a three defendant case, Plaintiffs’ counsel have voluntarily reduced

1 their claim by 20%, while arguing that, if the time expended on each defendant is approximately equal,
 2 no apportionment is required. Fee Motion at 12.

3 a. Because plaintiffs provided hopelessly cryptic and incomplete documentation, there is no
 4 way to know the proportion of time related to each defendant, hence no way to confirm
 5 the alleged proportionality plaintiffs assert.

6 b. The proportionality concept is also illogical: If there were 30 or 300 defendants, would
 7 the assertion be that, if the portions ascribable to each were *more or less equal*, a
 8 defendant with 1/30th or 1/300th of culpability becomes liable for another 29 or 299
 9 shares of the fees? But, were the portions *not more or less equal*, the same defendant
 10 would be liable for just the small fraction, saving itself from liability for 30 or 300 times
 11 the fees? Without authority, plaintiffs also suggest an arbitrary 20% reduction to “avoid
 12 quarrels.” *Id.*¹ Twenty percent is one part in five, leaving 4/5ths for Trans Union.

13 c. Plaintiffs also assert, without factual support, that Trans Union was the “focus” of the
 14 case because it defended itself and “was relatively more culpable,” though I noted that
 15 plaintiffs conceded elsewhere that Trans Union had voluntarily corrected any error before
 16 the suit was filed. Fee Motion at 13.

17 d. Plaintiffs would have avoided these issues by accurately recording their time. But if one
 18 were picking percentages, the logical ceiling for Trans Union must be, at most, one third.

19 10. *Summary of the Timekeepers & Hourly Rates:* There are fees sought for a total of four
 20 timekeepers. The timekeepers, their rates, hours, and fees sought are distributed as follows (Exhibit B3):

Timekeeper	Hours	Rate	Fees	% Fees
Amitai Schwartz	204.60	\$ 600	\$ 122,760.00	61.5%
Moira Feeney	204.10	\$ 250	\$ 51,025.00	25.5%
Lisa Sitkin	59.60	\$ 400	\$ 23,840.00	11.9%
Caitlin Barth	20.90	\$ 100	\$ 2,090.00	1.0%
Total	489.20	\$ 408	\$ 199,715.00	100.0%

26 ¹ Plaintiffs press the 20% voluntary reduction into double and triple duty to cover all their deficiencies
 27 in documentation and proof, including “minor billing errors” and “non-compensable time.” Fee Motion
 28 at 12, n. 3. If this were successful, fee claimants could submit entirely fictional, padded claims including
 a 20% cushion, coupled with a proposal to drop 20% to avoid examination and burdens of proof.

1
2 11. *Other Fee Breakdowns:* The plaintiffs’ submission does segregate work on the merits of
3 the case from work on this fee motion, with 69.8 hours or \$24,380 claimed for fee motion work and
4 419.40 hours and \$175,335 in fees (pre-reduction) for work on the merits. This means that 12.2 % of the
5 fee claim is for the preparation of the fee motion itself, an amount approaching the entire amount of the
6 Trans Union judgment. Given that Plaintiffs should have known from the beginning that there was a
7 potential for a fee claim, the documentation of which is normally an administrative and routine matter,
8 this amount is apparently quite high.

- 9 a. In terms of segregating the fees and expenses, an even greater concern is the firm’s
10 election not to record sufficiently detailed entries to allow accurate segregation of the
11 time spent as to the other defendants, LandSafe and Central Pacific Mortgage, an issue
12 that a prudent, reasonable attorney should have recognized from the outset and recorded
13 time accordingly.
- 14 b. We attempted to segregate this time based on the content of the time entries, effectively
15 attempting to meet plaintiffs’ burden for them. We found 53.9 hours or \$26,455 that refer
16 to LandSafe (code “ls” in Exhibit C) and 5.6 hours or \$1,920 that refer to Central Pacific
17 (code “cp” in Exhibit C). The LandSafe number is 13% of the unreduced fees and the
18 Central Pacific number is 1% of the same total.
- 19 c. It is for the parties to argue and the court to decide whether these numbers are reasonable
20 in the circumstances of this case, but my understanding is that Trans Union was arguably
21 the least culpable of the three defendants. Indeed, plaintiffs’ rendition of the relevant
22 facts, Fee Motion at 2-3, at most seems to suggest that Trans Union was one of three
23 credit reporting companies (not including the two other defendants in the information
24 chain) that may have been obliged to track alerts from the US Office of Foreign Asset
25 Control (“OFAC”) – how the error was made is unclear, nor how this was ascribed solely
26 to Trans Union. The primary complaint against Trans Union now seems to be that it took
27 “several months and several written requests” to correct the error, Fee Motion at 3,
28 though it was apparently corrected before the complaint was filed on January 17, 2008 –

1 by which time plaintiffs had expended over \$24,000 (or three quarters of the ultimate
 2 recovery from Trans Union). Moreover, plaintiffs settled with one of the other two
 3 defendants, LandSafe, which should also have included at least partial recovery of fees
 4 and expenses, and Central Pacific Mortgage defaulted. It is apparent to me that the
 5 motion seeks, in part, duplicative recovery of an unknown portion of the same fees and
 6 expenses ascribable to other defendants, which plaintiffs could have remedied with
 7 proper, contemporaneous record keeping.

- 8 d. Under the circumstances, plaintiffs have an economic incentive to maximize this fee
 9 claim, *e.g.*, to include every scrap of time as well as time not necessarily relating to Trans
 10 Union. Moreover, many of the time entries are vague or ambiguous, masking the true
 11 nature of the work being done. If anything, my estimates relying on the anemic content of
 12 the entries to time spent on other defendants are undoubtedly quite low. One third of the
 13 net claimed by plaintiffs would be \$55,452.69 (a ceiling on the reasonable claim, before
 14 adjustment for other issues discussed below). By producing such poor records, plaintiffs
 15 are attempting to shift their burden to Trans Union and ultimately the court, rewarding
 16 them for failing to meet their burden to document their fees and expenses properly.

17 *Opinions & Conclusions*

18 12. The fees claimed are excessive and unreasonable for a number of reasons. The primary
 19 causes are poor record-keeping, inclusion of fees for work relating to other defendants (but largely
 20 masked by cryptic entries), a relatively large and overlapping staff with high rates for routine work,
 21 duplication of effort, fees that are over five times the results achieved in a nuisance suit settled early on,
 22 and excessive fees to prepare what should have been a simple, documented fee motion.

- 23 a. Exhibit B10 hereto contains a calculation of a reasonable fee, based on my analysis of the
 24 entries and other information, concessions by plaintiffs, and information provided by
 25 defendant's counsel. The net fee thereby calculated is \$13,244.67 and the net expenses
 26 are \$456.01, for a net total of \$13,700.68, which is a reasonable amount to take a one-
 27 incident, fact bound matter this far to a \$30,000 resolution.

- 28 b. Plaintiffs admit that they are entitled, at most, to compensation for "hours reasonably

1 *expended against defendant Trans Union, LLC,”* Fee Motion at 9 (emphasis supplied).
2 Plaintiffs apparently concede that they cannot segregate the time spent on other
3 defendants, namely LandSafe and Central Pacific. It was their burden to prepare
4 documentation for a proper claim, not propose an arbitrary and minor adjustment to shift
5 their burden to Defendant Trans Union. (The lack of detail in the time entries made it
6 impossible for us to carry plaintiffs’ burden for them.)

7 c. Based on the content of the time entries, we found one or more problems or issues with
8 46% of the time entries on their face. Exhibits B4 & B5, C. Aside from entries referring
9 to another defendant, the most common problem was entries with inadequate or vague
10 detail, followed by travel time, excessive internal conferences and memoranda, and some
11 clerical time billed as professional services.

12 d. The plaintiffs’ team consisted of four timekeepers, with the most expensive attorney, Mr.
13 Schwartz, billing at \$600 per hour for just over 200 hours, almost exactly the same
14 number of hours billed by the least expensive attorney, Ms. Feeney, at \$250 per hour.
15 Exhibit B3. Given the modest level of work required over time, it is unclear why several
16 attorneys were necessary – they are duplicating each other’s work. One junior attorney,
17 with modest supervision time, should have been able to handle this straightforward fact-
18 based matter. This is particularly true given that, as plaintiffs concede, the Lawyers
19 Committee for Civil Rights had already blazed this path. The highest month was 144.8
20 hours in August 2008, for the mediation (with that total almost entirely a function of
21 duplication of effort among two and sometimes three lawyers, including two at mediation
22 itself). This level of activity is well within the capacity of one attorney, sparing all this
23 duplication. *See, e.g.*, Exhibits B7 & B8. The next highest month is under 100 hours,
24 with the average month under 29 hours. Adding extra people also increased the internal
25 communication time exponentially.

26 e. The hourly rates of the team members were high, particularly when considered in light of
27 the top heavy staffing with senior personnel doing routine work and duplicating one
28 another’s efforts. Nor have plaintiffs met their burden to prove their rates are reasonable.

1 The declarations they offer are from the world of complex litigation, not nuisance
2 resolutions of single-incident cases. My alternative calculation is based on more realistic
3 rates proposed by Trans Union. Exhibit B10.

4 f. The amount now sought, even after the voluntary adjustment, is roughly 5 ½ times the
5 amount of the resolution with Trans Union. The magnitude of these fees is even more
6 puzzling since the Schwartz firm admits it was handed a “complete file from plaintiffs’
7 previous counsel at the Lawyers Committee for Civil Rights,” Fee Motion at 4, *i.e.*, the
8 lawyers who resolved the problem a year before this suit was filed. The results obtained
9 are an important factor in setting a reasonable fee, even if there are instances in which
10 fees may approach or exceed a result for public policy reasons. This is no complex or
11 precedent-setting case. At best, this is a nuisance suit resolved on nuisance terms: The
12 case settled for less than 7% of the amount plaintiffs demanded days before at mediation.

13 g. The fees claimed thus far just for preparing this Fee Motion itself, apart from the
14 litigation fees, are approaching the amount recovered for the clients. That fact shows that
15 this routine case has revolved all along around attorney fees. For this reason, my opinion
16 is that all but a small amount of the fees allegedly spent preparing this motion should be
17 disallowed as unreasonable and unnecessary, having been multiplied by plaintiffs’ own
18 negligence in documenting their fees.

19 h. My opinions and conclusions are supported by the observations in this report, my
20 experience and training, and the exhibits contained in the appendices hereto.

21 13. *Application of Standard Fee Factors:* Viewed in comparison with typical legal fee
22 factors, *e.g.*, Calif. Rule of Prof. Conduct 4-200(B), including the amount in controversy, proportion to
23 the fee, novelty and difficulty, skill requisite, the results obtained, and the time and labor required, plus
24 the experience, reputation, and ability of the timekeepers, the amount billed is high and disproportionate
25 with what legal fees in such a matter would normally be, especially if they are charged to a paying client
26 with an incentive to obtain cost-effective representation. The results obtained are positive for the client,
27 but not exceptional – far less than the fees now sought. The case was not particularly complex or novel,
28 either legally or factually, with most of the work relating to routine discovery and resulting in resolution

1 by Rule 68 offer of judgment immediately after mediation, well before heavy discovery, motions
2 practice, trial preparation.

3 14. *Staffing & Duplication:* This is a case with almost no real litigation activity, one
4 deposition, a mediation, then settlement on nuisance terms. The plaintiffs' team consisted of four
5 timekeepers, including Mr. Schwartz, billing at \$600 per hour for just over 200 hours (\$122,760), almost
6 exactly the same number of hours billed by the least expensive attorney, Ms. Feeney, at \$250 per hour
7 (\$51,025). Exhibit B3. Another relatively expensive attorney, Ms. Sitkin, billed almost \$24,000 at \$400
8 per hour to perform the same tasks as the other two, including research, drafting the complaint and
9 various memos, and reviewing the incoming submissions of the defendants, like everyone else.

- 10 a. The highest month was 144.8 hours in August 2008, for the mediation – this is well
11 within the capacity of one attorney. The next highest month is under 100 hours, with the
12 average month under 29 hours.
- 13 b. Given the modest level of work required over time, it is unclear why several attorneys
14 were necessary – they seem to be duplicating one another's work. One junior attorney,
15 with some supervision time, should have been able to handle this straightforward fact-
16 based matter.
- 17 c. Adding extra people also increased the internal communication time exponentially. There
18 are over \$15,000 in internal conference entries and another \$10,695 for internal memos,
19 often cryptically described.
- 20 d. Here are examples of duplication for FCRA research by all three attorneys:
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Date	Timekeeper	Tkpr	Description	Hours	Rate	Fees
9/19/2007	Lisa Sitkin	LS	Research re: Cortez case and venue under FCRA	1.3	\$ 400	\$ 520.00
9/25/2007	Lisa Sitkin	LS	Draft memo; research re: FCRA preemption	6.2	\$ 400	\$ 2,480.00
6/12/2008	Moira Feeney	MF	Research notice requirements of Mortgage brokers under FCRA	2.2	\$ 250	\$ 550.00
6/13/2008	Moira Feeney	MF	Research memo re: Mortgage Scoring Notice under FCRA	2	\$ 250	\$ 500.00
6/13/2008	Moira Feeney	MF	Research re: FCRA	4.5	\$ 250	\$ 1,125.00
7/3/2008	Moira Feeney	MF	Research on FCRA liability for damages	0.5	\$ 250	\$ 125.00
7/3/2008	Moira Feeney	MF	Research on FCRA liability/damages	1.6	\$ 250	\$ 400.00
7/3/2008	Moira Feeney	MF	Research on damages under FCRA	4	\$ 250	\$ 1,000.00
8/4/2008	Moira Feeney	MF	Research re: reseller liability under FCRA in prep for mediation	3	\$ 250	\$ 750.00
8/4/2008	Moira Feeney	MF	Research re: reseller liability under FCRA in prep for mediation	3.8	\$ 250	\$ 950.00
8/7/2008	Amitai Schwartz	AS	Research re: predicates for FCRA liability	2.1	\$ 600	\$ 1,260.00
8/11/2008	Moira Feeney	MF	Research re: standing of spouse under FCRA	0.3	\$ 250	\$ 75.00
				31.5		\$ 9,735.00

Of course, we cannot know how many of the cryptic entries are masking more time. See Exhibit B7 (all “research” entries).

e. Another example of duplication occurs with mediation (and “ADR”) time. Exhibit B8 has all such time, but here is a sample showing how Mr. Schwartz and Ms. Feeney are duplicating one another, including sending two lawyers to the mediation itself:

Date	Timekeeper	Tkpr	Description	Hours	Rate	Fees
8/6/2008	Moira Feeney	MF	Draft language re: Landsafe for mediation statement	1.5	\$ 250	\$ 375.00
8/7/2008	Amitai Schwartz	AS	Draft mediation statement	7.1	\$ 600	\$ 4,260.00
8/7/2008	Moira Feeney	MF	Further draft of section on Landsafe liability for the mediation statement	2.0	\$ 250	\$ 500.00
8/7/2008	Moira Feeney	MF	Call to clients re: release forms and mediation	0.4	\$ 250	\$ 100.00
8/7/2008	Moira Feeney	MF	Revise draft on Landsafe for mediation statement	1.5	\$ 250	\$ 375.00
8/8/2008	Amitai Schwartz	AS	Revise and edit mediation statement; confer with MF re: same.	4.4	\$ 600	\$ 2,640.00
8/8/2008	Amitai Schwartz	AS	Review Trans Union and Landsafe mediation statements	0.7	\$ 600	\$ 420.00
8/8/2008	Amitai Schwartz	AS	Correspondence to mediator	0.2	\$ 600	\$ 120.00
8/8/2008	Moira Feeney	MF	Edit of mediation statement	1.2	\$ 250	\$ 300.00
8/8/2008	Moira Feeney	MF	Review of Defendants' mediation statements; confer with AS regarding mediation	1.5	\$ 250	\$ 375.00
8/11/2008	Amitai Schwartz	AS	Correspondence to Johnson re: mediation attendance - Trans Union	0.2	\$ 600	\$ 120.00
8/12/2008	Moira Feeney	MF	Call with clients re: mediation	0.5	\$ 250	\$ 125.00
8/14/2008	Amitai Schwartz	AS	Confer with clients re: discovery and mediation	0.8	\$ 600	\$ 480.00
8/15/2008	Amitai Schwartz	AS	Meet with clients, travel to SF for mediation at Michael Bien's office; meet with clients; travel to office	6.0	\$ 600	\$ 3,600.00
8/15/2008	Moira Feeney	MF	Travel and Attend Mediation Session	7.0	\$ 250	\$ 1,750.00
				35.0		\$15,540.00

f. Here is a further example of duplication in the process of preparing discovery responses:

Date	Timekeeper	Tkpr	Description	Hours	Rate	Fees
8/20/2008	Moira Feeney	MF	Edit responses to Trans Union's 1st set of interrogatories	2.2	\$ 250	\$ 550.00
8/21/2008	Moira Feeney	MF	Edit responses to discovery requests 1 st set - Trans Union	3.2	\$ 250	\$ 800.00
8/21/2008	Amitai Schwartz	AS	Review draft responses to Trans Union discovery; edit same; confer with MF re:same	2.3	\$ 600	\$ 1,380.00
8/22/2008	Moira Feeney	MF	Assemble docs for doc requests from Trans Union; Edit responses to interrogatories from Trans Union	3.5	\$ 250	\$ 875.00
8/22/2008	Moira Feeney	MF	Edit and assemble responses to Trans Unions 1st set of discovery requests	3.2	\$ 250	\$ 800.00
8/22/2008	Amitai Schwartz	AS	Final edits to Trans Union discovery responses	0.3	\$ 600	\$ 180.00
8/22/2008	Amitai Schwartz	AS	Review and edit second draft of responses to Trans Union first sets of interrogatories	1.7	\$ 600	\$ 1,020.00

15. *Hourly Rates:* While such high rates have recently become available, at least in a few metropolitan areas for lawyers handling complicated litigation, Mr. Schwartz’s rate of \$600 is quite high for a matter this routine, resolved relatively early in the process with a nuisance offer of judgment.

- a. The objective is to find a reasonable fee for comparable work by attorneys of similar expertise and experience in the locale – \$600 per hour is in the stratosphere, near the top of rates ever awarded, and not relevant under these circumstances. Nor is this rate justified when Mr. Schwartz was duplicating efforts of two other lawyers, not acting in a more limited capacity as lawyers with such high rates would – he billed the most hours on the matter and 61.5% of the fees.
- b. Mr. Schwartz’s rate is justified by his extensive experience with “administrative law, public agencies, appellate advocacy, and complex civil litigation,” Fee Motion at 11, which are four things this case is not. (Plaintiffs seek \$400 per hour for a 1997 law graduate with litigation experience and \$250 per hour for a 2004 law graduate with little experience, if any.) The declaration from plaintiffs’ expert, Steven Mayer, also comes from another world, *i.e.*, “complex litigation.”² The declaration of Richard Pearl has the same fundamentally flawed premise, drawing rates for class actions and the like, which

² While there are, indeed, some inherently complex cases, when it comes time to justify their fees, every lawyer claims his or her case was “complex,” which they also blame on the court, its rules, their opponents, and so on, just as here. Typically, what makes cases “complex” is the inefficiency and denial of the labeling lawyer. Setting fees at many times the value of a case sends the wrong signal.

1 are not similar or even comparable. This case is just a small consumer law case, with
2 delusions of grandeur, resolved at the election of plaintiffs for less than seven percent of
3 what plaintiffs claimed it was worth, nothing like the realm described by plaintiffs and
4 their experts.

5 c. The modest activity and simplicity of this case is confirmed by plaintiffs' Fee Motion, in
6 which plaintiffs summarize the play-by-play of the litigation. Fee Motion 4-7. Plaintiffs
7 counsel, for example, filed a complaint after reviewing the "complete file" inherited from
8 the Lawyers Committee for Civil Rights. *Id.* at 4. Defendants answered, except Central
9 Pacific. *Id.* at 4-5. There was a Joint Case Management Statement, things were
10 negotiated, there was research, some mandatory initial disclosures, a round of paper
11 discovery, some more research, and then a deposition (of a "key witness"), for which
12 there was extensive preparation. *Id.* at 5-6. Then there was mediation, which "did not
13 resolve" the case, until the mail yielded an Offer of Judgment for \$30,000 from Trans
14 Union, less than 7% of the amount plaintiffs demanded in mediation (\$451,000), which
15 plaintiffs accepted on August 29, 2008. *Id.* at 6-7. After that date, another 73.2 hours
16 were still billed, for fees of \$26,280, *i.e.*, 87.6% of the offer. Exhibit C.

17 d. Trans Union proposes alternative rates as follows: Schwartz, \$300; Sitkin, \$250; Feeney,
18 \$175; Barth, \$100. These rates seem closer to being consistent with hourly rates I see for
19 typical litigation in many parts of the country, including metropolitan areas. I used these
20 rates to make the fee ceiling calculation in Exhibit B10.

21 16. *Absence of Fee Management Activity:* There are no significant write-offs or write-downs
22 of any time or expenses nor any other evidence that these fees and expenses were subjected to normal
23 supervision or management, either internally by the firms or by a vigilant client. (There were three no-
24 charged items, but no time or fee amounts are provided.) The US Supreme Court explained that lawyers
25 are "ethically obligated" to "make a good-faith effort to exclude from a fee request hours that are
26 excessive, redundant, or otherwise unnecessary, just as a lawyer in private practice is ethically obligated
27 to exclude such hours from his fee submission." *Hensley v. Eckerhart*, 461 U.S. 424, 434 (1988). From
28 what I can see, these clients were "absent," *i.e.*, they had no incentive to manage their lawyers, their

tactics and strategy, their staffing, their hourly rates, their expenses, or the like, otherwise they surely would have been shocked by such high bills given the relatively light work done.

17. *Individual Problem Time Entries:* In reviewing the bills and expenses in detail, we found many indications in individual time and expense entries that the entries failed to meet normal billing format and content requirements. In sum, we found problems with 45% of the time entries (by dollar amount), the most common of which are discussed in more detail below (Exhibits B4, B5):

Problem Code	Hours	Fees	% Hours	% Fees
LandSafe (ls)	53.9	\$ 26,455.00	11%	13%
Cryptic (qu)	50.5	\$ 22,450.00	10%	11%
travel (tr)	32	\$ 16,750.00	7%	8%
Internal Conference (ic)	33.3	\$ 15,480.00	7%	8%
Internal Memorandum (im)	35.2	\$ 10,695.00	7%	5%
Clerical (cl)	28.5	\$ 6,495.00	6%	3%
Central Pacific (cp)	5.6	\$ 1,920.00	1%	1%
Coded Time	223	\$ 92,860.00	46%	46%
Uncoded Time	266.2	\$ 106,855.00	54%	54%
Total Time	489.2	\$ 199,715.00	100%	100%
long days	18.4	\$ 8,135.00	4%	4%

Note that time entries exhibiting more than one issue are included fully in each.³

18. *Cryptic & Vague Time Entries:* The largest problem with these entries is the failure by the timekeepers to provide complete descriptions of their tasks, which also hinders us from segregating time spent on the other defendants, for example. Timekeepers must provide sufficient detail to demonstrate the reasonableness of a time entry, including, *e.g.*, the subject of communications or of work done. Failure to provide detail not only makes it difficult to assess the reasonableness of entries, but also to catch outright billing mistakes and duplication of effort. Purposely making one’s entries cryptic would be a means to inflate time entries or defraud a client.

a. In these bills, 11% of the fees billed were in cryptic, incomplete time entries, totaling

³ The reference at the foot of the table to “long days” is to entries where more than 8.0 hours are billed in the same day by one person. Case law and common sense suggest that such time may be excessive and unreasonable, and should often be written down, but I determined that this issue was not necessary to raise in this instance.

1 \$22,450. These entries are coded “qu” in Exhibit C hereto.

2 b. As noted before, we found enough detail to flag 13% of the fees, \$26,455, as relating to
3 Defendant LandSafe but just 1% of the entries, \$1,920 as relating to Defendant Central
4 Pacific, which is itself suspicious. These are coded “ls” and “cp” respectively in Exhibit
5 C hereto.

6 19. *Internal and Team Conferences & Memoranda:* 8% of the fees, \$16,750, include internal
7 conferences, and another 5%, \$10,695, are for internal memoranda. These are coded “ic” and “im” in
8 Exhibit C. While some internal communication is necessary if a matter necessarily requires more than
9 one person, as I have noted above, I do not see any such necessity here. This is one of the symptoms of
10 having an absent client, with no incentive to monitor staffing or bills – a paying client would be quite
11 concerned about such a heavy expense for a routine matter.

12 20. *Travel:* There are \$16,750 in time entries reflecting travel-related time, which is 7% of
13 the total fee claim. By time, this is 32 hours. These items were coded “tr” in Exhibit C. Aside from the
14 legal issues under California law, the issue with determining reasonableness of travel fees and expenses
15 is that they do not entail direct delivery of professional services. Instead, they are payments for moving
16 timekeepers around, which is not generally productive professional time.

17 21. *Clerical Time:* The last appreciable problem with individual time entries are entries
18 seeking professional fees for clerical services. We identified \$6,495 in such entries, which is 1% of
19 total, and 28.5 hours. These are coded “cl” in Exhibit C. Legal fees for professionals already
20 compensate law firms for the lawyer’s or paralegal’s salary, plus overhead and profit of the firm,
21 including clerical services. Therefore a firm may not attempt to charge separately for overhead – it is
22 included in the reasonable hourly rates of proper timekeepers.

23 22. *Expenses:* Actual, necessary out-of-pocket expenses incurred by a lawyer in the course of
24 representing a client can be passed through to clients, assuming the client has agreed (or there is no
25 agreement to the contrary). A firm cannot mark-up expenses or charge personal or overhead items as an
26 expense. *See, e.g.,* ABA Formal Ethics Opinion 93-379. These expenses totaled \$1,710.07. Exhibit D
27 has all the expense detail in a spreadsheet. (There is a credit of \$183 for copying that could be recovered
28 as a normal court cost.) It appears, for example, that the firm was charging 20 cents per page, which

1 would be high. If anything, the total of the expenses confirms my opinion that this was a routine
2 litigation matter resolved early in the process. The expenses are for postage, phone calls, copying,
3 messengers, some factual investigation, and travel expenses for one deposition. These do not reflect
4 intense or complicated litigation activity. Then too, there is no documentation to link any of these
5 expenses to Trans Union (or to this case, for that matter). I cannot tell, for example, the cost charged per
6 item or page.

7 Methods & Materials Reviewed

8 23. Under my supervision, an employee of my firm converted the fee and expense entries into
9 electronic spreadsheets for our analysis. We reviewed and coded time entries according to various types
10 of problems (or potential problems) as described above. This data is then sorted and filtered for my
11 analysis using tools included in the spreadsheet program. This data is presented in Exhibit C, organized
12 in chronological order. This chronological spreadsheet contains all the raw fee data upon which our
13 tables and charts, Exhibit B and herein, and my conclusions, are based. Exhibit D is the expense data.

14 24. *Legal Bill Review Analytical Stages:* Because they are issued by legal professionals,
15 subject to requirements beyond those imposed on most commercial vendors, there are several layers of
16 analysis to be conducted for any hourly legal bill.

- 17 a. The burden of preparing billing records and proving the time spent, as well as that the
18 time was reasonable and necessary, is on the law firm, which creates the records in the
19 first place. Hourly fees are based on an honor system.
- 20 b. First, and most fundamentally, the bill's content and format must provide the basic
21 details, such as the subject of communications or research, to inform the client – or a
22 judge – what was being done so that one can determine that the work itself, as well as the
23 charge for it, was reasonable and necessary.
- 24 c. Second, there are some types of time entry meeting this content requirement, but which
25 appear inappropriate, unreasonable or unnecessary from reviewing that time entry. (An
26 obvious example would be a 25 hour time entry.)
- 27 d. Third, one must look beyond the face of the bill to determine whether the fees meet the
28 legal standards contained in statutory and case law. This requires consideration of the bill

1 in its legal context, *i.e.*, not just on its face alone, to determine whether it meets external
2 standards for what is reasonable and necessary. (Examples include common concerns
3 about excessive internal conferences, duplication of effort, and clerical work.

4 Comparison with the amount in controversy and results achieved is also appropriate.

5 Here, too, there is the question of segregating the time spent on other defendants and for
6 avoiding a duplicate payment.)

7 e. Fourth, there are various grounds upon which otherwise reasonable, necessary, and
8 properly documented fees and expenses may be forfeited, such as ethical infractions by
9 the lawyer or other legal rulings, which I do not address here.

10 25. The various categories of problems with time entries for which we code are based on the
11 rationale used by court decisions and other authorities to deny payment of legal fees in comparable
12 cases. The general standard is whether the fees and expenses are necessary and reasonable, under the
13 circumstances.

14 26. We have prepared various summary tables of data and graphs to illustrate several aspects
15 of the bills. These tables and charts are attached to this declaration as Exhibit B.

16 27. *Mixed Time Entries*: Although some of the entries are broken down by task, many of
17 these timekeepers employed “block billing,” *i.e.*, billing all tasks for a day in a single entry for each
18 timekeeper, thereby effectively mixing the time each spent on different tasks, without breaking down the
19 time by task. Experienced counsel should have anticipated the need for keeping accurate,
20 contemporaneous, and detailed time records for all entries, not just some of them.

21 a. When we reviewed the individual time entries, an entire time entry was coded for each
22 problem noted, even if only one part exhibited a problem. Because the tasks were mixed
23 together, the time spent on each is unknown and we cannot segregate the time spent on
24 individual tasks without making arbitrary or speculative guesses about time spent on each
25 task.

26 b. Time entries evidencing more than one problem were coded for each problem and, unless
27 the timekeeper segregated his time into discrete task entries, entries mixing, blocking, or
28 lumping more than one code are counted in full for each problem category total. If part of

1 the time entry indicated a problem, but the balance indicated no problem, the entire entry
2 is still coded and counted in full for the problem exhibited by a portion of the entry,
3 unless the timekeeper segregated his or her time by task. Our inability to speculate about
4 the allocation of time within an undifferentiated entry is a necessary consequence of so-
5 called lumping, blocking, or mixing of time entries, which precludes accurate segregation
6 of time devoted to each discrete task.

7 28. *Inadequate documentation:* This claim for hourly legal fees and expenses is not
8 adequately documented when compared with the quality, content, and extent of records normally kept by
9 attorneys expecting to bill clients for their time, or seek payment from a common fund, let alone
10 attorneys expecting to facilitate a client's effort to obtain reimbursement from insurance companies for
11 payment of their fees and expenses.

12 a. Failure of an attorney to accurately, timely, and completely record time in an hourly bill is
13 a basis for denying all or part of a fee, even if it is obvious that the attorney must have
14 worked some time. This is because the attorney always has the burden not only to record
15 his or her time accurately, but to provide sufficient detail to demonstrate that the fee is
16 reasonable and necessary.

17 b. To determine whether a fee is reasonable, anyone, including a court or a client, must be
18 able to examine the time entries and determine from their face (or with other supporting
19 information provided by the firm) whether the amounts billed are reasonable for the tasks
20 performed.

21 29. Because we did not have full access to underlying documentation and background
22 information from the timekeepers, as well as details for the expenses, we have not performed a financial
23 audit of these petitions in the sense that the term is used by accountants or any tests for, *e.g.*, fraud.
24 Instead we performed what accountants and auditors would typically refer to as a *review* or *performance*
25 *audit*. We have assumed that the submissions by the plaintiffs are accurate and contain all the
26 information they have to support the reasonableness of their fees and expenses.

27 30. In addition to reviewing the fee petitions of the four firms, I have seen information on
28 timekeepers from current websites and pleadings and other filings in the case. I have also seen and

1 relied upon information from Starbucks' other consultant regarding reasonable hourly rates.


2 New Information & Authority

3 31. If material new information becomes available, we may revise or supplement our report
4 and opinions accordingly. This declaration is based on all relevant information the plaintiffs have
5 provided to date.

6 32. I am an independent expert, not an agent or attorney representing Trans Union. None of
7 my statements is made as a representative of Trans Union nor am I authorized to waive or release
8 anything on its behalf.

9
10 I declare under penalty of perjury under the laws of the State of California that the foregoing is
11 true and correct.

12 Executed on this 5th day of February, 2009, in Great Falls, Virginia.

13
14 By  by John Toothman, Esq.
2009.02.05 11:58:31 -05'00'

15 John W. Toothman

16
17
18 Attachments:

- 19
20 Exhibit A Current Resume of John Toothman
21 Exhibit B1-10 Charts and Tables Prepared from bills & related data
22 Exhibit C Chronological Printout of Legal Fee Data, including coded time
23 Exhibit D Expense Data

24
25 * * * * *

CERTIFICATE OF SERVICE

STATE OF CALIFORNIA
COUNTY OF ORANGE

I am employed in the County of Orange, State of California. I am over the age of 18 and not a party to the within entitled action; my business address is 650 Town Center Drive, Suite 1200, Costa Mesa, California 92626-1925.

On February 5, 2009, I served the foregoing document(s) described as **DECLARATION OF JOHN W. TOOTHMAN IN SUPPORT OF TRANS UNION LLC'S OPPOSITION TO PLAINTIFFS' MOTION FOR ATTORNEYS' FEES AND EXPENSES** on the interested parties in this action as follows:

See Attached List

- BY PERSONAL DELIVERY.** I delivered such envelope by hand to the offices of the addressee.
- BY MAIL.** I caused such envelope with postage thereon fully prepaid to be placed in the U.S. Mail at Costa Mesa, California. I am "readily familiar" with the firm's practice of collection and processing correspondence for mailing. Under that practice, it would be deposited with the U.S. postal service on that same day with postage thereon fully prepaid at Costa Mesa, California in the ordinary course of business. I am aware that on motion of the party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in affidavit.
- BY FACSIMILE TRANSMISSION.** I caused such document to be transmitted to the addressee(s) facsimile number(s) noted herein. I caused the machine to print a transmission record of the transmission. No errors were reported.
- BY FEDERAL EXPRESS.** I caused such envelope to be deposited at the Federal Express office at Costa Mesa, California for guaranteed one/two day delivery with delivery charges prepaid. I am "readily familiar" with the firm's practice of collection and processing correspondence for delivery by Federal Express delivery service. Under that practice, it would be deposited with the delivery service on that same day with delivery charges thereon fully prepaid at Costa Mesa, California in the ordinary course of business for delivery to the addressee.
- BY ECF.** I caused such documents to be e-filed with the Court which were then served via the ECF filing system.
- BY EMAIL.** I emailed such documents to the addressees at their email addresses on the attached list.

Executed on February 5, 2009, at Costa Mesa, California.

(Federal) I declare that I am employed in the office of a member of the bar of this Court at whose direction the service was made. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

/s/ Karen S. Reisner
Karen S. Reisner

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SERVICE LIST

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Emeryville, CA 94608
Phone: 510-597-1775
Fax: 510-597-0957
amitai@schwartzlaw.com

EXHIBIT A

The Devil's Advocate

P.O. Box 8
Great Falls, VA 22066

(703) 684-6996
(703) 759-2388 (fax)

RESUME OF JOHN W. TOOTHMAN

Employment

The Devil's Advocate (1993-present): Founder of legal fee management and litigation consulting firm. From 1993-2008, The Toothman Law Firm, P.C., also engaged in civil litigation and trial practice in federal and state courts, including appeals.

LitWatch, Inc. (1999-present): Publisher and Editor-in-Chief of litigation news service.

Shulman, Rogers, Gandal, Pordy & Ecker, P.A. (1989-1993): Partner in charge of the firm's Alexandria, Virginia office. Commercial litigation practice in federal and state, trial and appellate courts, including litigation against the United States. Represented the U.S. Small Business Administration in receivership proceedings.

Grad, Toothman, Logan & Chabot, P.C. (1986-1989): Associate, then partner in firm eventually known as Grad, Toothman, Logan & Chabot, P.C. Commercial and tort litigation and trial practice in state and federal court (trial and appellate), as well as litigation against the United States.

U.S. Department of Justice, Civil Division, Federal Programs Branch (1984-1986): Trial attorney with wide array of client agencies and issues, including constitutional, statutory, and administrative law, ERISA, FOIA, employment discrimination, boycott, and other substantive issues. Top Secret, SI, and SCI security clearances.

Akin, Gump, Strauss, Hauer & Feld (1983-1984): Associate attorney in antitrust litigation section.

Howrey & Simon (1981-1983): Associate attorney, primarily in antitrust and intellectual property. Representation of an industrial trade association.

Education

Harvard Law School, J.D., *cum laude* (1981)

Ames Moot Court Competition Semi-Finalist

Research Assistant supplementing H. Hart, H. Wechsler, P. Bator, P. Mishkin
& D. Shapiro, *THE FEDERAL COURTS & THE FEDERAL SYSTEM* (2d ed. 1977)

Cambridge & Somerville Legal Services (clinical education)

"Complex Civil Litigation" (third-year paper)

University of Virginia, M.S., Chem. Eng. (1979); B.S., Chem. Eng., with honors (1977)

National Science Foundation Fellowship, Memminger Fellowship, Tau Beta Pi, Sigma Xi, Alpha Chi
Sigma, AICHE Scholarship Award, Dean's List, Intermediate Honors

Other Relevant Experience & Publications

Arbitrator, Fee Arbitration Service Panel, DC Bar Attorney/Client Arbitration Board (1994-1998)

Arbitrator, Virginia State Bar, Fee Dispute Resolution Program, 18th Cir. Comm. (June 1995 to present)

Co-author, with Douglas Danner, *TRIAL PRACTICE CHECKLISTS* 2d (West Group 2001;
3 vols. supplemented annually)

Co-author, with William G. Ross, *LEGAL FEES: LAW & MANAGEMENT* (Carolina Academic Press 2003)

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- Author, Chapters 11-13, *Fifth Annual Litigation Management Supercourse, Volume I* 575-594 (PLI March 1994)
- Article, "For Trials, Get A Trial Attorney," 14(51) *National Law Journal* 17-18 (Aug. 24, 1992)
- Article, "Ways To Counter The Down Side of Litigation," *Wash. Bus. Journal* 43 (Nov. 2, 1992), republished in *Newstrack* (Dec. 15, 1992)
- Article, "10 Things Clients Can Do To Strengthen Later Suits," *Wash. Bus. Journal* 33 (Jan. 1, 1993)
- Article, "Greasing the Wheels for Civil-Justice Reform," 15(34) *Legal Times* 43 (Jan. 18, 1993)
- Article, "Justice May Justify Name Again," 15(30) *National Law Journal* 15-16 (March 29, 1993)
- Article, "Attorney Fees: The Case for 'Value Billing,'" *Wash. Bus. Journal* 57 (June 18, 1993), republished in *Newstrack* (April 6, 1993)
- Article, "Getting to the Heart of Excessive Attorney Fees," *Newstrack* (Aug. 3, 1993)
- Article, "A No-Nonsense Approach to Monitoring Those Legal Bills," *Wash. Bus. Journal* 36 (Dec. 17, 1993)
- Article, "Hire Trial Lawyers, Not Litigators, Say General Counsel," 4(27) *Corporate Legal Times* 39 (Feb. 1994)
- Article, "Second Opinions May Trim Legal Bills," 16(27) *National Law Journal* 17 (Feb. 14, 1994)
- Article, "Alternative Billing: Living With the Uncorked Genie," 7(3) *Accounting for Law Firms* 3-4 (March 1994)
- Article, "Billing: Considering Alternatives That Work & Others That Don't," 7(4) *Accounting for Law Firms* 4-6 (April 1994)
- Article, "In Litigation, It's Usually the Fall That Kills the Client," *Wash. Bus. Journal* 15 (May 13, 1994)
- Article, "Ten Tips for Lawyers' Clients," *Nation's Business* 44 (Oct. 1994)
- Article, "Legal Fees: You Can Keep Them In Check," 21(4) *Directorship* 8 (April 1995)
- Article, "Creating a Retainer Agreement That's Fair to Both Sides," 8(7) *Accounting for Law Firms* 6-7 (July 1995)
- Article, "Standard Hourly Litigation Retainer Agreement," 8(8) *Accounting for Law Firms* 5-8 (August 1995)
- Article, "Real Reform," 81 *ABA Journal* 80 (September 1995)
- Article, "Audit Your Firm's Bills Before Your Client Does," 9(11) *Accounting for Law Firms* 1, 6-7 (Nov. 1996)
- Article, "Integrated Legal Management: A Checklist," *WMACCA Counselor* 4 (July 1997)
- Article, "Estimating Legal Fees: A Primer for Law Firms," 10(11) *Accounting for Law Firms* 1-6 (Nov. 1997)
- Article, "Surviving a Legal Bill Audit," 15(1) *The Compleat Lawyer* 45-50, 62 (ABA Winter 1998)

Article, "Cost-Conscious Clients," 114(86) *Los Angeles Daily Journal* 8 (May 4, 2001)

Article, "Accurate Accounting," 114(103) *Los Angeles Daily Journal* 8 (May 29, 2001)

Note, "Like It or Not, the Law is Now a Business," 16(3) *National Law Journal* 16 (Sept. 20, 1993)

Note, "We Three Kings of Corporate Law," 17(17) *National Law Journal* A21 (Dec. 26, 1994 - Jan. 2, 1995)

Note, "O Little Firm of Bethlehem (PA)," 18(17) *National Law Journal* A19 (Dec. 25, 1995 - Jan. 1, 1996)

Report, "Regarding Department of Energy Management of Contractor Litigation Expenses,"
U.S. House Subcommittee on Oversight & Investigations of the Committee on Energy & Commerce (July
13, 1994), and related reports for the U.S. General Accounting Office.

Report, "Managing Legal Services," 27(12) *MIS Report* (Dec. 1995) (International City/County
Management Ass'n)

Guest Lecturer, Trial Advocacy, National Law Center at George Washington University (Spring 1988)

Lecture, Georgetown University CLE, "Receiverships" (May 1991)

Lecture, Alexandria Bar Ass'n CLE, "Witness Preparation" (June 1992)

Lecture, Alexandria Bar Ass'n CLE, "Beyond Rambo: Effective Civil Litigation Tactics" (March 1993)

Panel Member, Alexandria Bar Ass'n CLE, "Ethics for the Trial Attorney" (March 1993)

Lecture, Alexandria Bar Ass'n CLE, "What's All This Nonsense About TQM, Value Billing, And
Legal Bill Audits?" (Oct. 1993)

Panel Member, "Law Firm Governance 1994," (BDA program; Feb. 1994)

Moderator, Alexandria Bar Ass'n CLE, "Practice Before the Virginia Court of Appeals" (April 1994)

Panel Member, ABA Section of Litigation, "Roundtable for In-House & Outside Counsel" (Oct. 1994)

Lecture, Alexandria Bar Ass'n CLE, "An Ounce of Prevention: Billing Problems That Drive Clients
Crazy" (Jan. 1995)

Lecture, North Carolina Ass'n of CPAs, "Legal Cost Containment Trends" (Sept. 1995)

Lecture, Alexandria Bar Ass'n CLE, "Attorney Fees: Law & Practice in Virginia" (Jan. 1996)

Lecture, Fairfax Bar Ass'n CLE, "Billing & Collection Practices" (May 1996)

Lecture, Int'l Munic. Lawyers Ass'n, "Managing Litigation Costs" (April 1997)

Moderator, RIMS, "Managing Legal Fees" (May 1997)

Panel Member, ABA Health Law Section & Am. Ass'n of Health Plans, "In-House Counsel Workshop"
(April 1998)

Moderator, RIMS, "Warning Signs" (April 1998)

Moderator, RIMS, "Legal Fee Audit Guidelines" (April 1999)

Panel Member, American Ass'n of Law Libraries, "Getting the Client to Value Legal Research" (July 1999)

Moderator, RIMS, "Legal Fee Management" (May 2000)

Recipient, Ross Essay Award, American Bar Association (1995)

Bar & Related Affiliations

Admitted to practice law in the District of Columbia (1981), Maryland (1990) (inactive), and Virginia (1987).

Also admitted to practice before the U.S. District Courts for the Eastern District of Virginia (and Bankruptcy Court), District of Columbia (inactive), Colorado, and Maryland (inactive); U.S. Court of Federal Claims (Claims Court); U.S. Courts of Appeals for the Federal, District of Columbia, and Fourth Circuits; and, U.S. Supreme Court.

Testimony

Matter	Month & Year	Testimony Form
County Utilities Corp. v. Crofton Lending Corp. (Anne Arundel Cir. Ct., Md.)	April 2003	Deposition and Hearing
Luzerne County v. Luzerne County Retirement Board (Luzerne Cty Ct. Common Pleas, Penn.)	January 2004	Hearing
Bayer AG, et al. v. Housey Pharmaceuticals, Inc. (D. Del.)	March 2004	Affidavit
Hargrave v. Vermont (D. Vermont)	September 2004	Affidavit
Chase, et al. v. County of Nassau, NY (AAA Arb.)	September, October 2004	Hearing
Maximo v. Merchants Building Maintenance LLC (and related cases) (LA Sup. Ct., Cal.)	January 2005	Affidavits
Wright & Sielaty PC v. Burlington Bio-Medical Corp. (E.D. Va.)	March 2005	Deposition
Blitz Holdings Corp. v. Locke Liddell & Sapp, LLP (Montgomery Cty Dist. Ct., Tex.)	April 2005	Deposition
Howrey, LLP v. Oakwood Laboratories (AAA Arb.)	September, November 2006	Deposition and Hearing
GTown I LLC v. Commerce Bank NA (DC Sup. Ct.)	December 2006, January 2007	Affidavits
deSaad v. Banco Industrial de Venezuela, C.A., Miami Agency (Dade Cty Cir. Ct., Fla)	April, May 2007	Deposition and Hearing
Rice v. Fox (E.D. Va.)	May 2007	Deposition
James v. Sheehy Ford (Montgomery Cty Cir. Ct., Md.)	May 2008	Hearing
Chau v. Starbucks Corp. (San Diego Cty Sup. Ct., Cal.)	July 2008	Affidavit
Fox v. Tyson Foods, Inc. (N.D. Ala.)	July, September 2008	Affidavit and Deposition
Advanced Magnetic Closures Inc. v. Rome Fastener Corp. (S.D.N.Y.)	September 2008	Affidavit
American Chemical Society v. Leadscope, Inc. (Franklin Cty, Ohio, Ct. Common Pleas)	September, October 2008	Deposition and Hearing

Does not include earlier testimony and affidavits.

EXHIBIT B1

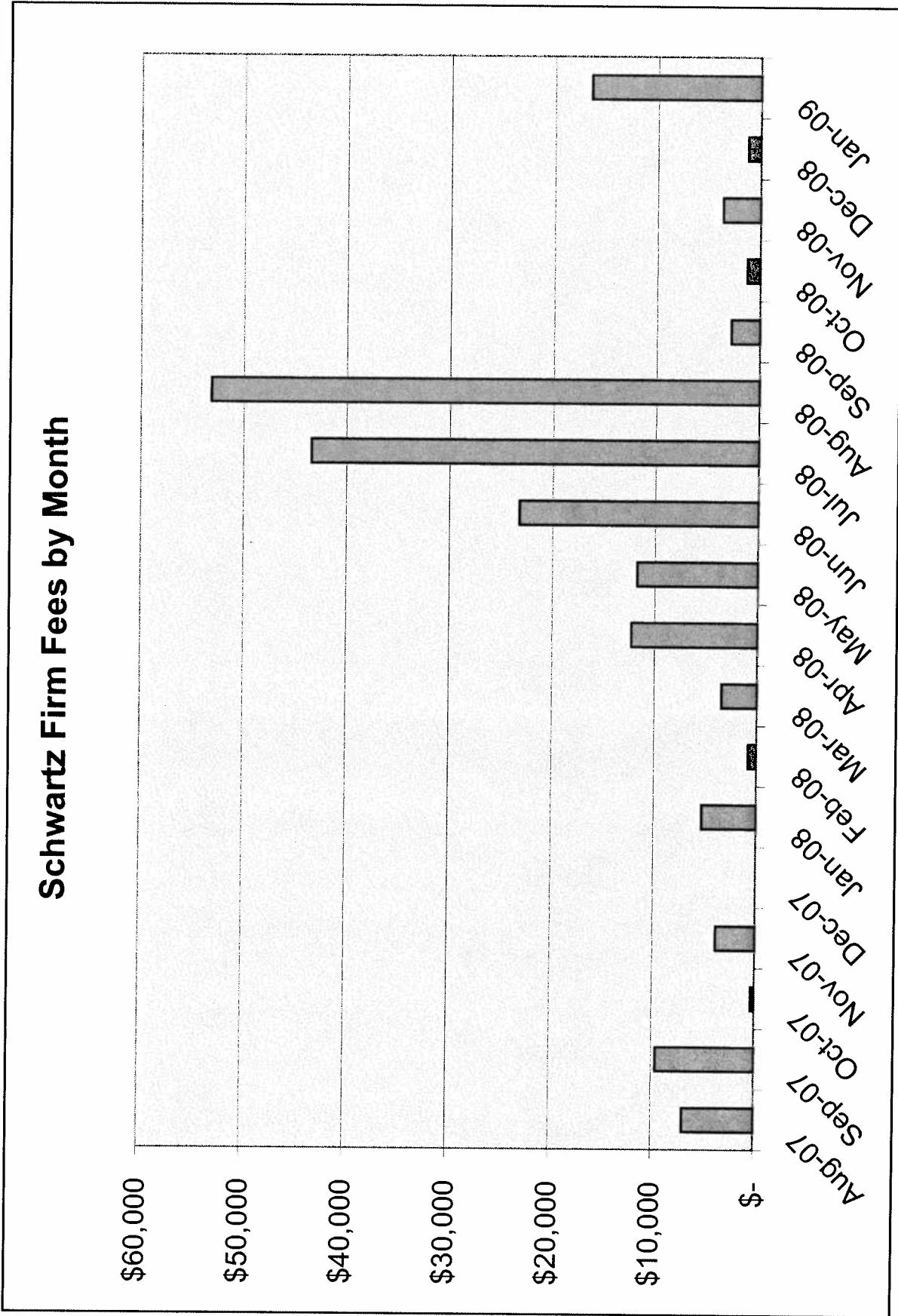


EXHIBIT B2

Trans Union LLC / Kubbany			
Amitai Schwartz Legal Bill Reivew			
Monthly Fees			
Month	Hours	Fees	
Aug-07	11.60	\$	6,960.00
Sep-07	23.40	\$	9,620.00
Oct-07	0.60	\$	360.00
Nov-07	9.30	\$	3,860.00
Jan-08	13.20	\$	5,290.00
Feb-08	1.90	\$	800.00
Mar-08	7.00	\$	3,450.00
Apr-08	26.10	\$	12,300.00
May-08	22.50	\$	11,750.00
Jun-08	61.00	\$	23,250.00
Jul-08	96.20	\$	43,440.00
Aug-08	144.80	\$	53,175.00
Sep-08	4.70	\$	2,820.00
Oct-08	2.10	\$	1,260.00
Nov-08	10.50	\$	3,675.00
Dec-08	3.50	\$	1,225.00
Jan-09	50.80	\$	16,480.00
Grand Total	489.20	\$	199,715.00
Avg. Hrs. per Month	28.78		391.36

EXHIBIT B3

Trans Union LLC / Kubbany				
Amitai Schwartz Legal Bill Reivew				
Timekeepers				
Timekeeper	Hours	Rate	Fees	% Fees
Amitai Schwartz	204.60	\$ 600	\$ 122,760.00	61.5%
Maira Feeney	204.10	\$ 250	\$ 51,025.00	25.5%
Lisa Sitkin	59.60	\$ 400	\$ 23,840.00	11.9%
Caitlin Barth	20.90	\$ 100	\$ 2,090.00	1.0%
Total	489.20	\$ 408	\$ 199,715.00	100.0%

EXHIBIT B4

**Kubbany v. Trans Union
Law Offices of Amitai Schwartz
All Matters/Problem Codes**

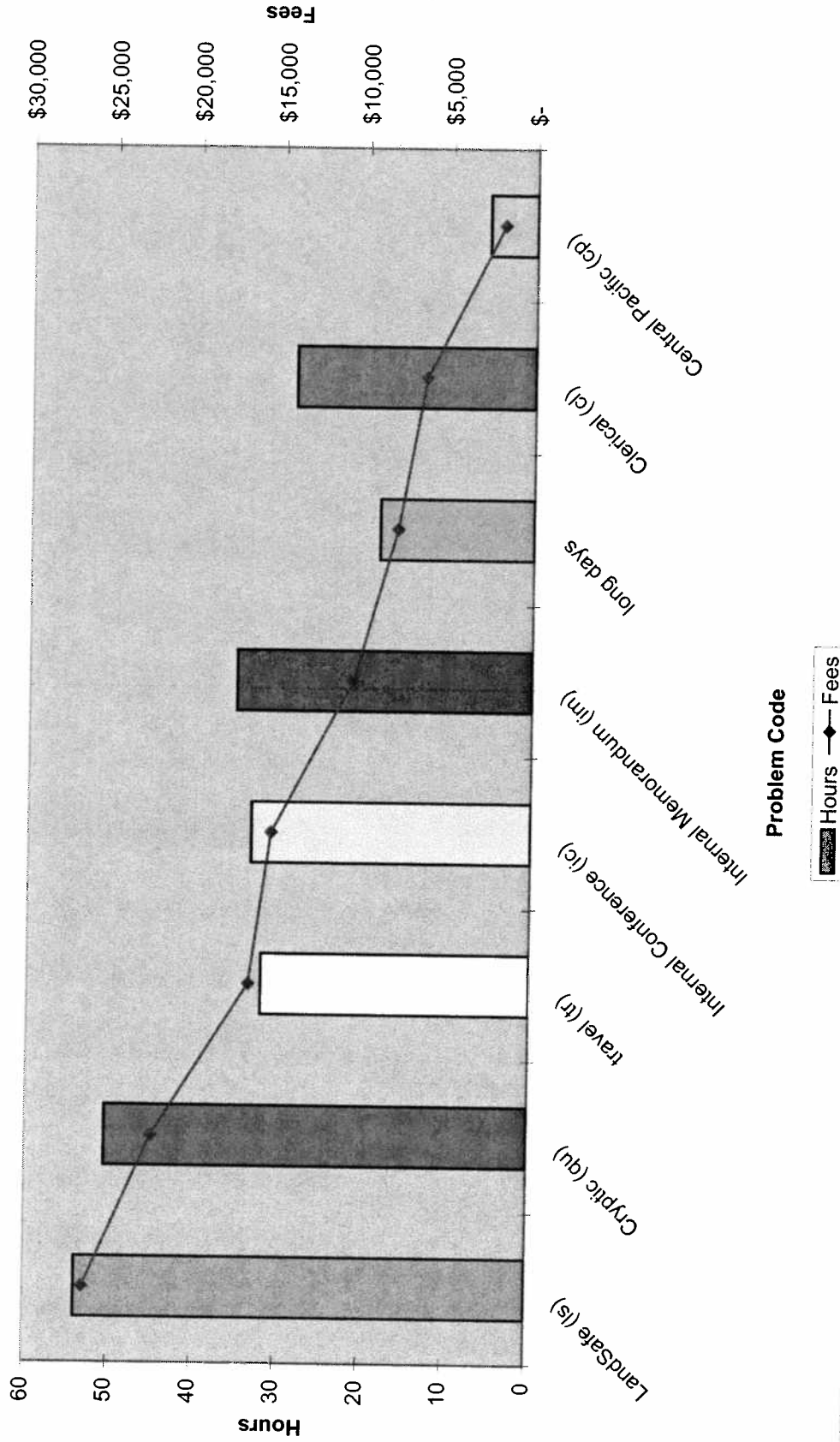


EXHIBIT B5

Trans Union LLC / Kubbany				
Amitai Schwartz Legal Bill Reivew				
Problem Fees				
Problem Code	Hours	Fees	% Hours	% Fees
LandSafe (ls)	53.9	\$ 26,455.00	11%	13%
Cryptic (qu)	50.5	\$ 22,450.00	10%	11%
travel (tr)	32	\$ 16,750.00	7%	8%
Internal Conference (ic)	33.3	\$ 15,480.00	7%	8%
Internal Memorandum (im)	35.2	\$ 10,695.00	7%	5%
Clerical (cl)	28.5	\$ 6,495.00	6%	3%
Central Pacific (cp)	5.6	\$ 1,920.00	1%	1%
Coded Time	223	\$ 92,860.00	46%	46%
Uncoded Time	266.2	\$ 106,855.00	54%	54%
Total Time	489.2	\$ 199,715.00	100%	100%
long days	18.4	\$ 8,135.00	4%	4%
One third of uncoded fees		\$ 35,614.77		
One third of uncoded, less 20%		\$ 28,491.82		
Note: To avoid counting initial 8.0 hours, Long Days are not "coded" as problem time; see: separate worksheet for details. Entries may be flagged for one or more issues, with each entry included in each problem total -- totals cannot be added without double-counting.				

EXHIBIT B6

Trans Union LLC / Kubbany				
Amitai Schwartz Legal Bill Reivew				
Filters				
Seq #	Filter Term	Hours	Fees	% Fees
1	research	157.3	\$ 61,410.00	30.7%
2	review	119.3	\$ 60,005.00	30.0%
3	draft	142.6	\$ 55,485.00	27.8%
4	Trans and Union	140.5	\$ 47,970.00	24.0%
5	edit	79.7	\$ 34,175.00	17.1%
6	Landsafe (Co-defendant in case)	53.9	\$ 26,455.00	13.2%
	Vici Gordon (per Fees Motion, a loan broker			
7	employed by North Coast Mortgage)	41.4	\$ 20,950.00	10.5%
8	mediation	44.2	\$ 18,460.00	9.2%
9	client	37	\$ 18,000.00	9.0%
10	travel	32	\$ 16,750.00	8.4%
11	correspond	28.1	\$ 15,750.00	7.9%
12	depo*	29.5	\$ 15,040.00	7.5%
13	T/c	22.7	\$ 11,135.00	5.6%
14	meet and confer	27	\$ 10,250.00	5.1%
15	Rule 68	14.4	\$ 7,835.00	3.9%
16	offer	12.8	\$ 7,505.00	3.8%
17	declaration	14.9	\$ 6,280.00	3.1%
18	CMC	12.9	\$ 5,740.00	2.9%
19	confer with AS	13.6	\$ 4,255.00	2.1%
20	subpoena	8.6	\$ 3,760.00	1.9%
	Adam Johnson (per time entries, attorney for			
21	TransUnion)	5.9	\$ 3,540.00	1.8%
22	Kubbany	5.3	\$ 3,180.00	1.6%
23	assemble	12.6	\$ 3,150.00	1.6%
24	Gantvoort	4.7	\$ 2,820.00	1.4%
25	protective order	3.8	\$ 2,240.00	1.1%
26	Bradley	4.4	\$ 2,180.00	1.1%
27	ADR	4.3	\$ 2,060.00	1.0%
28	credit report	3.7	\$ 1,970.00	1.0%
29	Central Pacific (Co-defendant in case)	5.6	\$ 1,920.00	1.0%
30	organiz*	7.3	\$ 1,870.00	0.9%
31	t/c and Kubbany	3.1	\$ 1,860.00	0.9%
32	fumisher and liability	7.3	\$ 1,825.00	0.9%
33	exhibit	7.3	\$ 1,825.00	0.9%
34	ECOA	3.5	\$ 875.00	0.4%
35	correspond and Kubbany	1.4	\$ 840.00	0.4%
36	settlement	1	\$ 600.00	0.3%
37	work on	5.5	\$ 550.00	0.3%
	Total fees		\$ 199,715.00	
Note	These are filters of the time descriptions for the identified words and phrases.			

EXHIBIT B7

Research entries						
Date	Timekeeper	Tkpr	Description	Hours	Rate	Fees
8/6/2007	Amitai Schwartz	AS	Review initial material from clients; research re: statute of limitations	0.8	\$600.00	\$ 480.00
8/16/2007	Amitai Schwartz	AS	Research re: credit reports; Fair Credit Reporting Act	1.2	\$600.00	\$ 720.00
8/31/2007	Amitai Schwartz	AS	Legal research re: claims and damages; review portions of Cortez case files	3.5	\$600.00	\$ 2,100.00
9/12/2007	Lisa Sitkin	LS	Confer with AS re: research projects	0.2	\$400.00	\$ 80.00
9/19/2007	Lisa Sitkin	LS	Research re: Cortez case and venue under FCRA	1.3	\$400.00	\$ 520.00
9/20/2007	Lisa Sitkin	LS	Research re: possible defendants; review file; prepare chronology of correspondence re: inaccurate information	1.8	\$400.00	\$ 720.00
9/21/2007	Lisa Sitkin	LS	Further review of file; research re: user agreements; legal research	5.1	\$400.00	\$ 2,040.00
9/24/2007	Lisa Sitkin	LS	Draft memo; research re: causes of action; draft questions	4.2	\$400.00	\$ 1,680.00
9/25/2007	Lisa Sitkin	LS	Draft memo; research re: FCRA preemption	6.2	\$400.00	\$ 2,480.00
9/26/2007	Lisa Sitkin	LS	Review Dennis decision; draft summary for memo; research re: vendors and brokers	2.6	\$400.00	\$ 1,040.00
10/2/2007	Amitai Schwartz	AS	Review initial research memo from LS re: claims, defenses, venue	0.4	\$600.00	\$ 240.00
11/6/2007	Lisa Sitkin	LS	Research re: defendants; research for complaint; draft complaint	2.3	\$400.00	\$ 920.00
11/7/2007	Lisa Sitkin	LS	Research for complaint	2.5	\$400.00	\$ 1,000.00
11/8/2007	Lisa Sitkin	LS	Draft complaint; research re: defendants and other litigation against them	2.9	\$400.00	\$ 1,160.00
1/15/2008	Amitai Schwartz	AS	Review, edit and research re: complaint	1.6	\$600.00	\$ 960.00
1/15/2008	Amitai Schwartz	AS	Confer with LS re: revision to complaint and research	0.2	\$600.00	\$ 120.00
2/27/2008	Lisa Sitkin	LS	Confer with AS and research re: discovery hold	0.2	\$400.00	\$ 80.00
3/6/2008	Caitlin Barth	CB	Research re: Central Pacific Mortgage. T/c to Folsom # (disconnected); T/c to Yuba City #, talk with man re: association with Folsom office	0.7	\$100.00	\$ 70.00
3/6/2008	Lisa Sitkin	LS	Correspondence re: meet and confer teleconference; research re: same	0.3	\$400.00	\$ 120.00
3/6/2008	Lisa Sitkin	LS	Research re: statutes of Central Pacific Mortgage and Vici Gordon business	0.2	\$400.00	\$ 80.00
3/28/2008	Amitai Schwartz	AS	Research review new opinion in <u>Dennis v. BEH-1 LLC</u>	0.3	\$600.00	\$ 180.00
4/16/2008	Lisa Sitkin	LS	Confer with AS re: initial disclosures; research re: witnesses; finalize witness section	0.8	\$400.00	\$ 320.00
4/29/2008	Amitai Schwartz	AS	Review file, research in preparation for CMC	1.1	\$600.00	\$ 660.00
4/29/2008	Amitai Schwartz	AS	Research circuit law on protective orders	1.3	\$600.00	\$ 780.00
5/1/2008	Amitai Schwartz	AS	Research and draft document subpoena to North Coast Mortgage	2.5	\$600.00	\$ 1,500.00
5/15/2008	Caitlin Barth	CB	Internet research re: OFAC database interface with Trans Union Report	3.3	\$100.00	\$ 330.00
6/5/2008	Amitai Schwartz	AS	Research re: Central Pacific Mortgage; V/m message from Vici Gordon; research re: Vici Gordon; T/c with Vici Gordon	1.3	\$600.00	\$ 780.00
6/12/2008	Moira Feeney	MF	Review of research file	0.4	\$250.00	\$ 100.00
6/12/2008	Moira Feeney	MF	Research notice requirements of Mortgage brokers under FCRA	2.2	\$250.00	\$ 550.00
6/13/2008	Moira Feeney	MF	Research on 15 USC § 1681g	0.8	\$250.00	\$ 200.00
6/13/2008	Moira Feeney	MF	Research memo re: Mortgage Scoring Notice under FCRA	2.0	\$250.00	\$ 500.00
6/13/2008	Moira Feeney	MF	Research of fictitious business name - NorthCoast Mortgage, Humboldt County	0.5	\$250.00	\$ 125.00
6/13/2008	Moira Feeney	MF	Research re: FCRA	4.5	\$250.00	\$ 1,125.00
6/16/2008	Amitai Schwartz	AS	Research re: relation between mortgage lending, credit reports, and Patriot Act	1.8	\$600.00	\$ 1,080.00
6/16/2008	Moira Feeney	MF	Research on ECOA and CCCRA	2.5	\$250.00	\$ 625.00
6/16/2008	Moira Feeney	MF	Draft research memo re: Vici Gordon	1.8	\$250.00	\$ 450.00
6/16/2008	Moira Feeney	MF	Draft research memo re: Vici Gordon	1.3	\$250.00	\$ 325.00
6/17/2008	Moira Feeney	MF	Research on Cal equivalent of ECOA	1.0	\$250.00	\$ 250.00
6/18/2008	Moira Feeney	MF	Research on corporate status of Central Pacific	2.2	\$250.00	\$ 550.00
6/27/2008	Amitai Schwartz	AS	Review discovery; review articles on interdiction software; research re: experts; research re: Accuity	5.4	\$600.00	\$ 3,240.00
7/3/2008	Amitai Schwartz	AS	Confer with MF re: liability and damages research	0.3	\$600.00	\$ 180.00
7/3/2008	Amitai Schwartz	AS	Prep for Gordon depo; review files, research re: licensing and obligations of mortgage brokers	4.5	\$600.00	\$ 2,700.00

Research entries						
Date	Timekeeper	Tkpr	Description	Hours	Rate	Fees
7/3/2008	Moira Feeney	MF	Research on FCRA liability for damages	0.5	\$250.00	\$ 125.00
7/3/2008	Moira Feeney	MF	Research re: mortgage brokers	0.4	\$250.00	\$ 100.00
7/3/2008	Moira Feeney	MF	Research on FCRA liability/damages	1.6	\$250.00	\$ 400.00
7/3/2008	Moira Feeney	MF	Research on damages under FCRA	4.0	\$250.00	\$ 1,000.00
7/5/2008	Moira Feeney	MF	Research on USA Patriot Act	2.2	\$250.00	\$ 550.00
7/7/2008	Moira Feeney	MF	Research into furnisher liability	0.5	\$250.00	\$ 125.00
7/7/2008	Moira Feeney	MF	Research on furnisher liability	1.5	\$250.00	\$ 375.00
7/8/2008	Moira Feeney	MF	Research on furnisher liability	2.1	\$250.00	\$ 525.00
7/22/2008	Moira Feeney	MF	Research on damages	2.2	\$250.00	\$ 550.00
7/23/2008	Moira Feeney	MF	Research and survey of cases and damages awards	3.2	\$250.00	\$ 800.00
8/1/2008	Amitai Schwartz	AS	Confer with MF re: strategy and further research	0.2	\$600.00	\$ 120.00
8/1/2008	Moira Feeney	MF	Research of responsible person at City of Arcata Community Development Department in order to obtain clients' file; Draft release forms and letter to City	1.8	\$250.00	\$ 450.00
8/4/2008	Moira Feeney	MF	Research on debt-to-income ratio	0.4	\$250.00	\$ 100.00
8/4/2008	Moira Feeney	MF	Research re: reseller liability under FCRA in prep for mediation	3.0	\$250.00	\$ 750.00
8/4/2008	Moira Feeney	MF	Research re: reseller liability under FCRA in prep for mediation	3.8	\$250.00	\$ 950.00
8/6/2008	Amitai Schwartz	AS	Review memo re; Landsafe liability; research' confer with NW re: same	2.0	\$600.00	\$ 1,200.00
8/7/2008	Amitai Schwartz	AS	Research re: predicates for FCRA liability	2.1	\$600.00	\$ 1,260.00
8/11/2008	Moira Feeney	MF	Research re: standing of spouse under FCRA	0.3	\$250.00	\$ 75.00
8/25/2008	Amitai Schwartz	AS	Review Trans Union offer of judgment; research re: same	1.4	\$600.00	\$ 840.00
8/25/2008	Moira Feeney	MF	Research location of Accuity for subpoena/attorney service in area; draft records request to attach to subpoena	2.5	\$250.00	\$ 625.00
8/26/2008	Amitai Schwartz	AS	Research re: Rule 68 offer	1.4	\$600.00	\$ 840.00
8/27/2008	Moira Feeney	MF	Research of past litigation re: OFAC SDN list	0.3	\$250.00	\$ 75.00
8/27/2008	Moira Feeney	MF	Review of Rule 68 - research on when judgment is final	1.0	\$250.00	\$ 250.00
8/28/2008	Amitai Schwartz	AS	Research re: Trans Union Rule 68 offer and waiver	7.5	\$600.00	\$ 4,500.00
8/29/2008	Amitai Schwartz	AS	Research re: Trans Union Rule 68 offer	1.0	\$600.00	\$ 600.00
9/3/2008	Amitai Schwartz	AS	Research re: deadlines for fee motion in light of Rule 68 acceptance without formal entry of judgment	1.1	\$600.00	\$ 660.00
9/4/2008	Amitai Schwartz	AS	Research procedure for motion to extend time to file motion for fees; prepare motion, declaration and proposed order to extend time to file motion for attorneys' fees	2.1	\$600.00	\$ 1,260.00
9/6/2008	Amitai Schwartz	AS	Research re: apportionment of fees; Joint and Several Liability	0.7	\$600.00	\$ 420.00
11/6/2008	Moira Feeney	MF	Research apportionment of attorneys' fees. Confer with AS	1.0	\$250.00	\$ 250.00
11/7/2008	Moira Feeney	MF	Research attorney fees issue	2.5	\$250.00	\$ 625.00
11/9/2008	Moira Feeney	MF	Research memo re: apportionment of fees	4.0	\$250.00	\$ 1,000.00
11/10/2008	Amitai Schwartz	AS	Review memo from MF re: apportionment issues for fees; research re: same	0.8	\$600.00	\$ 480.00
1/5/2009	Moira Feeney	MF	Research attorney fee motion against defendant TransUnion	0.8	\$250.00	\$ 200.00
1/5/2009	Moira Feeney	MF	Research and draft points and authorities in support of fee motion against defendant TransUnion	1.7	\$250.00	\$ 425.00
1/6/2009	Moira Feeney	MF	Further research and draft of declaration in support of fee motion against TransUnion	1.0	\$250.00	\$ 250.00
1/8/2009	Moira Feeney	MF	Research and draft memorandum in support of motion for fees against TransUnion	4.0	\$250.00	\$ 1,000.00
1/8/2009	Moira Feeney	MF	Research and revise apportionment issue in fee motion against TransUnion	3.5	\$250.00	\$ 875.00
1/8/2009	Moira Feeney	MF	Research market rates for fee motion against TransUnion	2.0	\$250.00	\$ 500.00
1/12/2009	Amitai Schwartz	AS	Correspondence with Mayer; revise Mayer Declaration; correspondence with Pearl; edit Declaration of AS; research and edit memorandum in support of fee motion	5.2	\$600.00	\$ 3,120.00
				157.3		\$61,410.00

EXHIBIT B8

Mediation and ADR						
Date	Timekeeper	Tkpr	Description	Hours	Rate	Fees
3/20/2008	Amitai Schwartz	AS	Review ADR responsibilities; draft letter to clients; further file review in prep for Rule 26 conf.	1.5	\$ 600	\$ 900.00
3/24/2008	Amitai Schwartz	AS	ADR certifications from clients	0.2	\$ 600	\$ 120.00
4/1/2008	Lisa Sitkin	LS	Calendar new CMC/ADR dates; draft letter re: CMC deadlines and meet and confer results; prepare ADR certification	1.5	\$ 400	\$ 600.00
4/2/2008	Lisa Sitkin	LS	Edit letter to defendants' counsel re: case management and finalize and e-file ADR certificates and ADR stipulation re: mediation	1.1	\$ 400	\$ 440.00
4/8/2008	Amitai Schwartz	AS	Review Order for Mediation	0.2	\$ 600	\$ 120.00
5/14/2008	Amitai Schwartz	AS	Notice of Appointment of Mediator	0.2	\$ 600	\$ 120.00
5/19/2008	Amitai Schwartz	AS	Correspondence from Pien (mediator) re:pre-mediation conference call	0.2	\$ 600	\$ 120.00
5/28/2008	Amitai Schwartz	AS	Pre-Mediation conference call	0.5	\$ 600	\$ 300.00
5/30/2008	Amitai Schwartz	AS	Correspondence to clients re: mediation	0.2	\$ 600	\$ 120.00
7/21/2008	Amitai Schwartz	AS	Correspondence to counsel re: mediation date	0.2	\$ 600	\$ 120.00
7/21/2008	Amitai Schwartz	AS	Correspondence from Don Bradley re: mediation	0.2	\$ 600	\$ 120.00
8/4/2008	Moira Feeney	MF	Research re: reseller liability under FCRA in prep for mediation	3.0	\$ 250	\$ 750.00
8/4/2008	Moira Feeney	MF	Research re: reseller liability under FCRA in prep for mediation	3.8	\$ 250	\$ 950.00
8/6/2008	Moira Feeney	MF	Draft language re: Landsafe for mediation statement	1.5	\$ 250	\$ 375.00
8/7/2008	Amitai Schwartz	AS	Draft mediation statement	7.1	\$ 600	\$ 4,260.00
8/7/2008	Moira Feeney	MF	Further draft of section on Landsafe liability for the mediation statement	2.0	\$ 250	\$ 500.00
8/7/2008	Moira Feeney	MF	Call to clients re: release forms and mediation	0.4	\$ 250	\$ 100.00
8/7/2008	Moira Feeney	MF	Revise draft on Landsafe for mediation statement	1.5	\$ 250	\$ 375.00
8/8/2008	Amitai Schwartz	AS	Revise and edit mediation statement; confer with MF re: same.	4.4	\$ 600	\$ 2,640.00
8/8/2008	Amitai Schwartz	AS	Review Trans Union and Landsafe mediation statements	0.7	\$ 600	\$ 420.00
8/8/2008	Amitai Schwartz	AS	Correspondence to mediator	0.2	\$ 600	\$ 120.00
8/8/2008	Moira Feeney	MF	Edit of mediation statement	1.2	\$ 250	\$ 300.00
8/8/2008	Moira Feeney	MF	Review of Defendants' mediation statements; confer with AS regarding mediation	1.5	\$ 250	\$ 375.00
8/11/2008	Amitai Schwartz	AS	Correspondence to Johnson re: mediation attendance - Trans Union	0.2	\$ 600	\$ 120.00
8/12/2008	Moira Feeney	MF	Call with clients re: mediation	0.5	\$ 250	\$ 125.00
8/14/2008	Amitai Schwartz	AS	Confer with clients re: discovery and mediation	0.8	\$ 600	\$ 480.00
8/15/2008	Amitai Schwartz	AS	Meet with clients, travel to SF for mediation at Michael Bien's office; meet with clients; travel to office	6.0	\$ 600	\$ 3,600.00
8/15/2008	Moira Feeney	MF	Travel and Attend Mediation Session	7.0	\$ 250	\$ 1,750.00
				47.8		\$20,320.00

EXHIBIT B9

Trans Union LLC / Kubbany		
Amitai Schwartz Legal Bill Reivew		
Seq. #	Matter Name	Time Period
1	Kubbany v. TransUnion Merits Work	September 2007 through August 29, 2008
2	Kubbany v. TransUnion Merits Work	September 2007 through August 29, 2008
3	Kubbany v. TransUnion Merits Work	September 2007 through August 29, 2008
4	Kubbany v. TransUnion Merits Work	September 2007 through August 29, 2008
5	Kubbany v. TransUnion Merits Work	September 2007 through August 29, 2008

Expense Type	Expense Amount		
Postage	\$ 77.83		
Telephone	\$ 48.56		
In-house Photocopy	\$ 889.40		
Messenger	\$ 138.12		
Other	\$ 556.16		
	\$ 1,710.07	confirmed JKM	

EXHIBIT B10

Trans Union LLC / Kubbany Amitai Schwartz Legal Bill Review					
Reasonable Fee & Expense Ceiling Calculation					
Item	Basis	Net Fees	Net Expenses		
Gross fees claimed by plaintiffs	Time entries and hourly rates produced by plaintiffs with fee motion	\$ 199,715.00			
Adjustment for problem time entries	Line by line review of fee submission, Exhibits B4, B5, C. Reduction by 46% based on expert analysis.	\$ 92,860.00			
Hourly rate adjustment	Trans Union fee opposition (Schwartz, \$300; Sitkin, \$250; Feeney, \$175; Barth, \$100)	\$ 49,667.50			
20% voluntary adjustment by plaintiffs	Plaintiffs' fee motion (result is 80% of problem-adjusted time, including fee motion time, which suffers from the same issues)	\$ 39,734.00			
Adjustment to reflect multi-defendant case	Apportion fees based on number of defendants, including settlement. Result is one-third of Net Fee balance.	\$ 13,244.67			
Gross expenses claimed by plaintiffs	Expenses in motion		\$ 1,710.07		
20% adjustment	Problems with fees exist in expenses, too, though plaintiffs did not apply their adjustment here.		\$ 1,368.06		
Adjustment to reflect multi-defendant case	Apportion expenses based on number of defendants, including settlement. Result is one-third of Net Expense balance.		\$ 456.01		
Total fees plus expenses				\$ 13,700.68	
Note: For purposes of this calculation, I have assumed that the numbers provided by plaintiffs are accurate and documented.					
Adjusted rates per Trans Union (after deduction of problem time)					
	Amitai Schwartz	101.4	\$ 300.00		\$ 30,420.00
	Caitlin Barth	1.6	\$ 250.00		\$ 400.00
	Lisa Sitkin	33.7	\$ 175.00		\$ 5,897.50
	Maira Feeney	129.5	\$ 100.00		\$ 12,950.00
	Adjusted Net Total	266.2	\$ 186.58		\$ 49,667.50

EXHIBIT C

Seq. #	Matter Description	Matter Category	Month	Date	Timekeeper	Tkpr	Description	Hours	Rate	Fees	Codes	Comments
Trans Union LLC / Kubbany												
Amital Schwartz Legal Bill Review												
Fees												
1	Expended by Amital Schwartz	Merits Work	Aug-07	8/6/2007	Amital Schwartz	AS	Review initial material from clients; research re: statute of limitations	0.80	\$ 600.00	\$ 480.00		
2	Expended by Amital Schwartz	Merits Work	Aug-07	8/9/2007	Amital Schwartz	AS	T/c with former attorney	0.30	\$ 600.00	\$ 180.00	qu	
3	Expended by Amital Schwartz	Merits Work	Aug-07	8/9/2007	Amital Schwartz	AS	T/c with Thomas Kubbany	0.20	\$ 600.00	\$ 120.00	qu	
4	Expended by Amital Schwartz	Merits Work	Aug-07	8/16/2007	Amital Schwartz	AS	Research re: credit reports; Fair Credit Reporting Act	1.20	\$ 600.00	\$ 720.00		
5	Expended by Amital Schwartz	Merits Work	Aug-07	8/16/2007	Amital Schwartz	AS	T/c with Nancy Kubbany	0.20	\$ 600.00	\$ 120.00	qu	
6	Expended by Amital Schwartz	Merits Work	Aug-07	8/20/2007	Amital Schwartz	AS	Correspondence from Kubbany	0.20	\$ 600.00	\$ 120.00	qu	
7	Expended by Amital Schwartz	Merits Work	Aug-07	8/20/2007	Amital Schwartz	AS	Correspondence with Kubbany	0.20	\$ 600.00	\$ 120.00	qu	
8	Expended by Amital Schwartz	Merits Work	Aug-07	8/24/2007	Amital Schwartz	AS	Meeting with clients, notes	2.50	\$ 600.00	\$ 1,500.00		
9	Expended by Amital Schwartz	Merits Work	Aug-07	8/30/2007	Amital Schwartz	AS	Review material from clients; review Cortez case materials	2.50	\$ 600.00	\$ 1,500.00		
10	Expended by Amital Schwartz	Merits Work	Aug-07	8/31/2007	Amital Schwartz	AS	Legal research re: claims and damages; review portions of Cortez case files	3.50	\$ 600.00	\$ 2,100.00		
11	Expended by Amital Schwartz	Merits Work	Sep-07	9/2/2007	Amital Schwartz	AS	Correspondence with clients	0.20	\$ 600.00	\$ 120.00	qu	
12	Expended by Amital Schwartz	Merits Work	Sep-07	9/7/2007	Amital Schwartz	AS	Initial review of Lawyer's Committee File	0.80	\$ 600.00	\$ 480.00		
13	Expended by Amital Schwartz	Merits Work	Sep-07	9/11/2007	Amital Schwartz	AS	Review additional papers from clients	0.30	\$ 600.00	\$ 180.00	qu	
14	Expended by Lisa Sitkin	Merits Work	Sep-07	9/12/2007	Lisa Sitkin	LS	Confer with AS re: research projects	0.20	\$ 400.00	\$ 80.00	ic	
15	Expended by Lisa Sitkin	Merits Work	Sep-07	9/19/2007	Lisa Sitkin	LS	Research re: Cortez case and venue under FCRA	1.30	\$ 400.00	\$ 520.00		
16	Expended by Lisa Sitkin	Merits Work	Sep-07	9/20/2007	Lisa Sitkin	LS	Research re: possible defendants; review file; prepare chronology of correspondence re: inaccurate information	1.80	\$ 400.00	\$ 720.00		
17	Expended by Lisa Sitkin	Merits Work	Sep-07	9/21/2007	Lisa Sitkin	LS	Further review of file; research re: user agreements; legal research	5.10	\$ 400.00	\$ 2,040.00		
18	Expended by Lisa Sitkin	Merits Work	Sep-07	9/24/2007	Lisa Sitkin	LS	Draft memo; research re: causes of action; draft questions	4.20	\$ 400.00	\$ 1,680.00	im	
19	Expended by Lisa Sitkin	Merits Work	Sep-07	9/25/2007	Lisa Sitkin	LS	Draft memo; research re: FCRA preemption	6.20	\$ 400.00	\$ 2,480.00	im	
20	Expended by Lisa Sitkin	Merits Work	Sep-07	9/26/2007	Lisa Sitkin	LS	Review Dennis decision; draft summary for memo; research re: vendors and brokers	2.60	\$ 400.00	\$ 1,040.00	im	
21	Expended by Lisa Sitkin	Merits Work	Sep-07	9/27/2007	Lisa Sitkin	LS	Edit memo	0.70	\$ 400.00	\$ 280.00	im qu	
22	Expended by Amital Schwartz	Merits Work	Oct-07	10/2/2007	Amital Schwartz	AS	Review initial research memo from LS re: claims, defenses, venue	0.40	\$ 600.00	\$ 240.00	im	
23	Expended by Amital Schwartz	Merits Work	Oct-07	10/16/2007	Amital Schwartz	AS	T/c from Nancy Kubbany	0.20	\$ 600.00	\$ 120.00	qu	
24	Expended by Lisa Sitkin	Merits Work	Nov-07	11/5/2007	Lisa Sitkin	LS	Draft complaint	0.70	\$ 400.00	\$ 280.00		
26	Expended by Lisa Sitkin	Merits Work	Nov-07	11/6/2007	Lisa Sitkin	LS	Confer with AS re: complaint	0.20	\$ 400.00	\$ 80.00	ic	
25	Expended by Lisa Sitkin	Merits Work	Nov-07	11/6/2007	Lisa Sitkin	LS	Research re: defendants; research for complaint; draft complaint	2.30	\$ 400.00	\$ 920.00		
27	Expended by Lisa Sitkin	Merits Work	Nov-07	11/7/2007	Lisa Sitkin	LS	Research for complaint	2.50	\$ 400.00	\$ 1,000.00	qu	
28	Expended by Lisa Sitkin	Merits Work	Nov-07	11/8/2007	Lisa Sitkin	LS	Draft complaint; research re: defendants and other litigation against them	2.90	\$ 400.00	\$ 1,160.00		
29	Expended by Amital Schwartz	Merits Work	Nov-07	11/28/2007	Amital Schwartz	AS	Correspondence to clients	0.20	\$ 600.00	\$ 120.00	qu	
30	Expended by Amital Schwartz	Merits Work	Nov-07	11/28/2007	Amital Schwartz	AS	T/c with Tom Kubbany	0.30	\$ 600.00	\$ 180.00	qu	
31	Expended by Amital Schwartz	Merits Work	Nov-07	11/29/2007	Amital Schwartz	AS	Correspondence from Bank of America re: prequalification for loan	0.20	\$ 600.00	\$ 120.00		

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34	Kubbany v. Trans Union et al, Time Expended by Lisa Sitkin	Mentis Work	Jan-08	1/15/2008	Lisa Sitkin	LS	Confer with AS re: complaint; revise same	2.40	\$ 400.00	\$ 960.00	ic	
33	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Mentis Work	Jan-08	1/15/2008	Amital Schwartz	AS	Confer with LS re: revision to complaint and research	0.20	\$ 600.00	\$ 120.00	ic	
32	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Mentis Work	Jan-08	1/15/2008	Amital Schwartz	AS	Review, edit and research re: complaint	1.60	\$ 600.00	\$ 960.00		
35	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Mentis Work	Jan-08	1/16/2008	Amital Schwartz	AS	Edit complaint	0.30	\$ 600.00	\$ 180.00		
36	Kubbany v. Trans Union et al, Time Expended by Lisa Sitkin	Mentis Work	Jan-08	1/16/2008	Lisa Sitkin	LS	Revise complaint; draft memo re: remedies, new claims; prepare summons, civil cover sheet	3.20	\$ 400.00	\$ 1,280.00		
37	Kubbany v. Trans Union et al, Time Expended by Lisa Sitkin	Mentis Work	Jan-08	1/17/2008	Lisa Sitkin	LS	Finalize complaint for filing and file in SF	1.30	\$ 400.00	\$ 520.00		Complaint filed on 1/17/08
38	Kubbany v. Trans Union et al, Time Expended by Lisa Sitkin	Mentis Work	Jan-08	1/17/2008	Lisa Sitkin	LS	Send pdf of complaint to Judge Brazzi per Local/ECF rules	0.20	\$ 400.00	\$ 80.00		
39	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Mentis Work	Jan-08	1/18/2008	Amital Schwartz	AS	Correspondence to clients	0.20	\$ 600.00	\$ 120.00	qu	
41	Kubbany v. Trans Union et al, Time Expended by Lisa Sitkin	Mentis Work	Jan-08	1/18/2008	Lisa Sitkin	LS	Draft and file certificate re: interested entities/persons	0.40	\$ 400.00	\$ 160.00		
40	Kubbany v. Trans Union et al, Time Expended by Lisa Sitkin	Mentis Work	Jan-08	1/18/2008	Lisa Sitkin	LS	Review new FCRA decision (Spano) and USSC case re: same issues	0.50	\$ 400.00	\$ 200.00		
42	Kubbany v. Trans Union et al, Time Expended by Lisa Sitkin	Mentis Work	Jan-08	1/22/2008	Lisa Sitkin	LS	Oversee service	0.40	\$ 400.00	\$ 160.00	qu	
43	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Mentis Work	Jan-08	1/24/2008	Amital Schwartz	AS	Instructions to paralegal re: downloading info from Landsafe, Trans Union, Central Pacific/Mortgage websites	0.20	\$ 600.00	\$ 120.00	cp ic ls	
45	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Mentis Work	Jan-08	1/25/2008	Amital Schwartz	AS	Review Escrow agreement for new home-faxed by broker re: mitigation of damages	0.20	\$ 600.00	\$ 120.00		
44	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Mentis Work	Jan-08	1/25/2008	Amital Schwartz	AS	T/c with Tom Kubbany	0.20	\$ 600.00	\$ 120.00	qu	
48	Kubbany v. Trans Union et al, Time Expended by Caitlin Barth	Mentis Work	Jan-08	1/28/2008	Caitlin Barth	CB	Search for North Coast Mortgage website.	0.40	\$ 100.00	\$ 40.00	cl	
47	Kubbany v. Trans Union et al, Time Expended by Caitlin Barth	Mentis Work	Jan-08	1/28/2008	Caitlin Barth	CB	Take screenshots of Landsafe's website. Save pamphlets posted on their website to disk.	0.50	\$ 100.00	\$ 50.00	ls cl	Caitlin Barth is identified as office staff somewhere in the documents filed with the court
46	Kubbany v. Trans Union et al, Time Expended by Caitlin Barth	Mentis Work	Jan-08	1/28/2008	Caitlin Barth	CB	Take screenshots of relevant pages on Trans Union website	1.00	\$ 100.00	\$ 100.00	cl	
49	Kubbany v. Trans Union et al, Time Expended by Lisa Sitkin	Mentis Work	Feb-08	2/12/2008	Lisa Sitkin	LS	Review answer; edit annotated complaint	1.20	\$ 400.00	\$ 480.00		
50	Kubbany v. Trans Union et al, Time Expended by Lisa Sitkin	Mentis Work	Feb-08	2/13/2008	Lisa Sitkin	LS	T/c from Landsafe Credit attorney; review correspondence and slip re: extension	0.30	\$ 400.00	\$ 120.00	ls	
51	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Mentis Work	Feb-08	2/25/2008	Amital Schwartz	AS	T/c with Tom Kubbany re: status	0.20	\$ 600.00	\$ 120.00		
52	Kubbany v. Trans Union et al, Time Expended by Lisa Sitkin	Mentis Work	Feb-08	2/27/2008	Lisa Sitkin	LS	Confer with AS and research re: discovery hold	0.20	\$ 400.00	\$ 80.00	ic	
53	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Mentis Work	Mar-08	3/4/2008	Amital Schwartz	AS	Review Landsafe answer	0.20	\$ 600.00	\$ 120.00	ls	
54	Kubbany v. Trans Union et al, Time Expended by Lisa Sitkin	Mentis Work	Mar-08	3/4/2008	Lisa Sitkin	LS	Review Landsafe answer	0.20	\$ 400.00	\$ 80.00	ls	
55	Kubbany v. Trans Union et al, Time Expended by Lisa Sitkin	Mentis Work	Mar-08	3/5/2008	Lisa Sitkin	LS	Review annotated complaint; confer with AS re: deadlines; correspondence to defendants' counsel re: meet and confer dates	0.30	\$ 400.00	\$ 120.00	ic	
57	Kubbany v. Trans Union et al, Time Expended by Lisa Sitkin	Mentis Work	Mar-08	3/6/2008	Lisa Sitkin	LS	Correspondence re: meet and confer teleconference; research re: same	0.30	\$ 400.00	\$ 120.00	qu	
56	Kubbany v. Trans Union et al, Time Expended by Caitlin Barth	Mentis Work	Mar-08	3/6/2008	Caitlin Barth	CB	Research re: Central Pacific Mortgage. T/c to Folsom # (disconnected); T/c to Yuba City #; talk with man re: association with Folsom office	0.70	\$ 100.00	\$ 70.00	cp	
58	Kubbany v. Trans Union et al, Time Expended by Lisa Sitkin	Mentis Work	Mar-08	3/6/2008	Lisa Sitkin	LS	Research re: statutes of Central Pacific Mortgage and Vici Gordon business	0.20	\$ 400.00	\$ 80.00	cp	
62	Kubbany v. Trans Union et al, Time Expended by Lisa Sitkin	Mentis Work	Mar-08	3/20/2008	Lisa Sitkin	LS	Correspondence to/from all counsel re: teleconference	0.20	\$ 400.00	\$ 80.00		

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61	Kubbany v. Trans Union et al. Time Expended by Amital Schwartz	Merits Work	Mar-08	3/20/2008	Amital Schwartz	AS	Review ADR responsibilities; draft letter to clients; further file review in prep for Rule 26 conf.	1.50	\$ 600.00	\$ 900.00		
60	Expended by Amital Schwartz	Merits Work	Mar-08	3/20/2008	Amital Schwartz	AS	Review files and pleadings	1.10	\$ 600.00	\$ 660.00	qu	
59	Kubbany v. Trans Union et al. Time Expended by Amital Schwartz	Merits Work	Mar-08	3/21/2008	Amital Schwartz	AS	T/c from Nancy Kubbany	0.20	\$ 600.00	\$ 120.00	qu	
63	Expended by Amital Schwartz	Merits Work	Mar-08	3/21/2008	Amital Schwartz	AS	T/c Meet and Confer conference with attorneys for Trans Union and Landsafe ADR certifications from clients	0.40	\$ 600.00	\$ 240.00	is	
64	Kubbany v. Trans Union et al. Time Expended by Amital Schwartz	Merits Work	Mar-08	3/24/2008	Amital Schwartz	AS	Draft and file consent to magistrate judge; review TransUnion declination; review notice from clerk; oversee courtesy copy transmittal	0.20	\$ 600.00	\$ 120.00	qu	
65	Expended by Lisa Sitkin	Merits Work	Mar-08	3/27/2008	Lisa Sitkin	LS	Correspondence from Nancy Kubbany	0.60	\$ 400.00	\$ 240.00	cl	
66	Kubbany v. Trans Union et al. Time Expended by Amital Schwartz	Merits Work	Mar-08	3/28/2008	Amital Schwartz	AS	Correspondence to clients	0.20	\$ 600.00	\$ 120.00	qu	
67	Expended by Amital Schwartz	Merits Work	Mar-08	3/28/2008	Amital Schwartz	AS	Correspondence to clients	0.20	\$ 600.00	\$ 120.00	qu	
68	Kubbany v. Trans Union et al. Time Expended by Amital Schwartz	Merits Work	Mar-08	3/28/2008	Amital Schwartz	AS	Research review new opinion in Dennis v.BEH. LLC	0.30	\$ 600.00	\$ 180.00		
69	Expended by Lisa Sitkin	Merits Work	Mar-08	3/31/2008	Lisa Sitkin	LS	Review notice of reassignment; review Judge Wilken's Standing Orders	0.20	\$ 400.00	\$ 80.00		
71	Kubbany v. Trans Union et al. Time Expended by Lisa Sitkin	Merits Work	Apr-08	4/1/2008	Lisa Sitkin	LS	Calendar new CMC/ADR dates; draft letter re: CMC deadlines and meet and confer results; prepare ADR certification	1.50	\$ 400.00	\$ 600.00	cl	
70	Expended by Amital Schwartz	Merits Work	Apr-08	4/1/2008	Amital Schwartz	AS	Review CMC order for reassigned case	0.20	\$ 600.00	\$ 120.00		
72	Kubbany v. Trans Union et al. Time Expended by Lisa Sitkin	Merits Work	Apr-08	4/2/2008	Lisa Sitkin	LS	Edit letter to defendants' counsel re: case management and finalize and e-file ADR certificates and ADR stipulation re: mediation	1.10	\$ 400.00	\$ 440.00		
73	Expended by Amital Schwartz	Merits Work	Apr-08	4/8/2008	Amital Schwartz	AS	Review Order for Mediation	0.20	\$ 600.00	\$ 120.00		
75	Expended by Lisa Sitkin	Merits Work	Apr-08	4/14/2008	Lisa Sitkin	LS	Draft Joint CMC statement; review file re: initial disclosures	5.50	\$ 400.00	\$ 2,200.00		
74	Expended by Amital Schwartz	Merits Work	Apr-08	4/14/2008	Amital Schwartz	AS	Edit joint CMC statement	0.40	\$ 600.00	\$ 240.00		
76	Expended by Lisa Sitkin	Merits Work	Apr-08	4/14/2008	Lisa Sitkin	LS	Revise Joint CMC statement per AS comments	0.50	\$ 400.00	\$ 200.00		
79	Expended by Amital Schwartz	Merits Work	Apr-08	4/15/2008	Amital Schwartz	AS	Confer with LS re: initial disclosures	0.20	\$ 600.00	\$ 120.00	ic	
77	Expended by Amital Schwartz	Merits Work	Apr-08	4/15/2008	Amital Schwartz	AS	Confer with LS re: revision to joint case management statement	0.20	\$ 600.00	\$ 120.00	ic	
78	Expended by Trans Union et al. Time Expended by Amital Schwartz	Merits Work	Apr-08	4/15/2008	Amital Schwartz	AS	Edit joint CMC statement; correspondence to defense counsel with draft CMC statement	0.60	\$ 600.00	\$ 360.00		
80	Expended by Lisa Sitkin	Merits Work	Apr-08	4/15/2008	Lisa Sitkin	LS	Review files and draft initial disclosures; complete docs for disclosures	4.40	\$ 400.00	\$ 1,760.00		
83	Expended by Lisa Sitkin	Merits Work	Apr-08	4/16/2008	Lisa Sitkin	LS	Confer with AS re: initial disclosures; research re: witnesses; finalize witness section	0.80	\$ 400.00	\$ 320.00	ic	
82	Expended by Lisa Sitkin	Merits Work	Apr-08	4/16/2008	Lisa Sitkin	LS	Review documents for initial disclosures; organize same	0.30	\$ 400.00	\$ 120.00	cl	
81	Expended by Trans Union et al. Time Expended by Amital Schwartz	Merits Work	Apr-08	4/16/2008	Amital Schwartz	AS	Review draft initial disclosures; add witnesses; review and advise re: documents to be produced	1.10	\$ 600.00	\$ 660.00		
64	Expended by Amital Schwartz	Merits Work	Apr-08	4/17/2008	Amital Schwartz	AS	Final review and edit of initial disclosures	0.20	\$ 600.00	\$ 120.00		
85	Expended by Lisa Sitkin	Merits Work	Apr-08	4/17/2008	Lisa Sitkin	LS	Review TransUnion comments re: draft joint CMC statement	0.20	\$ 400.00	\$ 80.00		
86	Expended by Amital Schwartz	Merits Work	Apr-08	4/18/2008	Amital Schwartz	AS	Confer with LS re: defendants' position on joint CMC statement	0.20	\$ 600.00	\$ 120.00	ic	
87	Expended by Trans Union et al. Time Expended by Lisa Sitkin	Merits Work	Apr-08	4/18/2008	Lisa Sitkin	LS	Review Landsafe Credit comments re: CMC statement; confer with AS; revise CMC statement; T/c to J. Jackson, D. Bradley re: same; correspondence to D. Bradley re: same	1.60	\$ 400.00	\$ 640.00	ic is qu	

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88	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Mentis Work	Apr-08	4/21/2008	Amitai Schwartz	AS	Confer with LS re: final CMC statement	0.20	\$ 600.00	\$ 120.00	ic	
89	Kubbany v. Trans Union et al. Time Expended by Lisa Sitkin	Mentis Work	Apr-08	4/21/2008	Lisa Sitkin	LS	T/c to/from D. Bradley; finalize CMC statement; correspondence to all counsel; e-file CMC statement	0.70	\$ 400.00	\$ 280.00		
90	Kubbany v. Trans Union et al. Time Expended by Lisa Sitkin	Mentis Work	Apr-08	4/24/2008	Lisa Sitkin	LS	T/c from J. Jackson re: protective order; confer with AS re: same.	0.20	\$ 400.00	\$ 80.00	ic	
91	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Mentis Work	Apr-08	4/25/2008	Amitai Schwartz	AS	Review draft protective order; correspondence to counsel	0.70	\$ 600.00	\$ 420.00	qu	
93	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Mentis Work	Apr-08	4/28/2008	Amitai Schwartz	AS	Correspondence from Amy Gantvoort re: protective order	0.20	\$ 600.00	\$ 120.00		
92	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Mentis Work	Apr-08	4/29/2008	Amitai Schwartz	AS	Correspondence from Trans Union counsel re: phone attendance @ CMC	0.20	\$ 600.00	\$ 120.00		
97	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Mentis Work	Apr-08	4/29/2008	Amitai Schwartz	AS	Correspondence to/from Gantvoort re: protective order issue	0.20	\$ 600.00	\$ 120.00		
95	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Mentis Work	Apr-08	4/29/2008	Amitai Schwartz	AS	Research circuit law on protective orders	1.30	\$ 600.00	\$ 780.00		
94	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Mentis Work	Apr-08	4/29/2008	Amitai Schwartz	AS	Review file, research in preparation for CMC	1.10	\$ 600.00	\$ 660.00	qu	
98	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Mentis Work	Apr-08	4/29/2008	Amitai Schwartz	AS	Review Landsafe initial disclosures	0.40	\$ 600.00	\$ 240.00	is	
96	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Mentis Work	Apr-08	4/29/2008	Amitai Schwartz	AS	Travel and appear at Case Management Conference	1.30	\$ 600.00	\$ 780.00	tr	
100	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Mentis Work	Apr-08	4/30/2008	Amitai Schwartz	AS	Correspondence from Bradley re: client credit report	0.20	\$ 600.00	\$ 120.00		
99	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Mentis Work	Apr-08	4/30/2008	Amitai Schwartz	AS	Correspondence with Bradley and Gantvoort re: protective order	0.20	\$ 600.00	\$ 120.00		
101	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Mentis Work	May-08	5/1/2008	Amitai Schwartz	AS	Correspondence to clients	0.20	\$ 600.00	\$ 120.00		
104	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Mentis Work	May-08	5/1/2008	Amitai Schwartz	AS	Draft subpoena to North Coast Mortgage and Vici Gordon	0.80	\$ 600.00	\$ 480.00		
102	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Mentis Work	May-08	5/1/2008	Amitai Schwartz	AS	Research and draft document subpoena to North Coast Mortgage	2.50	\$ 600.00	\$ 1,500.00		
103	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Mentis Work	May-08	5/1/2008	Amitai Schwartz	AS	Review Trans Union Initial Disclosures	1.00	\$ 600.00	\$ 600.00		
105	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Mentis Work	May-08	5/2/2008	Amitai Schwartz	AS	T/c conference with Amy Gantvoort and Don Bradley re: protective order	0.40	\$ 600.00	\$ 240.00		
107	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Mentis Work	May-08	5/5/2008	Amitai Schwartz	AS	Review files; draft rogs to Trans Union and Landsafe; draft RFP's to Trans Union and Landsafe	6.50	\$ 600.00	\$ 3,900.00	is	
106	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Mentis Work	May-08	5/5/2008	Amitai Schwartz	AS	T/c with clients	0.30	\$ 600.00	\$ 180.00	qu	
108	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Mentis Work	May-08	5/6/2008	Amitai Schwartz	AS	Correspondence to Gantvoort re: protective order	0.20	\$ 600.00	\$ 120.00		
111	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Mentis Work	May-08	5/6/2008	Amitai Schwartz	AS	Edit RFA, RFP, Rogs to Landsafe and Trans Union	0.80	\$ 600.00	\$ 480.00	is	
110	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Mentis Work	May-08	5/6/2008	Amitai Schwartz	AS	Review draft protective order- final; correspondence to Gantvoort with signature	0.40	\$ 600.00	\$ 240.00		
109	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Mentis Work	May-08	5/6/2008	Amitai Schwartz	AS	Review files; draft discovery to defendants	1.90	\$ 600.00	\$ 1,140.00		
112	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Mentis Work	May-08	5/8/2008	Amitai Schwartz	AS	Correspondence from Gantvoort re: location of witness	0.20	\$ 600.00	\$ 120.00		
113	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Mentis Work	May-08	5/12/2008	Amitai Schwartz	AS	Correspondence from/to clients	0.20	\$ 600.00	\$ 120.00		
114	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Mentis Work	May-08	5/13/2008	Amitai Schwartz	AS	Review confidential initial disclosures from Landsafe; notes re: same	0.20	\$ 600.00	\$ 120.00	qu	
116	Kubbany v. Trans Union et al. Time Expended by Caitlin Barth	Mentis Work	May-08	5/14/2008	Caitlin Barth	CB	Confer with AS re: Trans Union/OFAC internet search	1.90	\$ 600.00	\$ 1,140.00	is	
115	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Mentis Work	May-08	5/14/2008	Amitai Schwartz	AS	Notice of Appointment of Mediator	0.20	\$ 100.00	\$ 20.00	ic cl	
117	Kubbany v. Trans Union et al. Time Expended by Caitlin Barth	Mentis Work	May-08	5/15/2008	Caitlin Barth	CB	Internet research re: OFAC database interface with Trans Union Report	0.20	\$ 600.00	\$ 120.00	qu	
118	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Mentis Work	May-08	5/19/2008	Amitai Schwartz	AS	Correspondence from client	3.30	\$ 100.00	\$ 330.00	cl	
119	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Mentis Work	May-08	5/19/2008	Amitai Schwartz	AS	Correspondence from Pien (mediator) re: pre-mediation conference call	0.20	\$ 600.00	\$ 120.00		

Seq. #	Matter Description	Matter Category	Month	Date	Timekeeper	Tkpr	Description	Hours	Rate	Fees	Codes	Comments
120	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Mentis Work	May-08	5/19/2008	Amital Schwartz	AS	Correspondence to/from Nancy Kubbany	0.20	\$ 600.00	\$ 120.00	qu	
121	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Mentis Work	May-08	5/20/2008	Amital Schwartz	AS	Correspondence from/to Nancy Kubbany	0.20	\$ 600.00	\$ 120.00	qu	
122	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Mentis Work	May-08	5/28/2008	Amital Schwartz	AS	Pre-Mediation conference call	0.50	\$ 600.00	\$ 300.00		
123	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Mentis Work	May-08	5/30/2008	Amital Schwartz	AS	Correspondence to clients re: mediation	0.20	\$ 600.00	\$ 120.00		
125	Kubbany v. Trans Union et al, Time Expended by Caitlin Barth	Mentis Work	Jun-08	6/2/2008	Caitlin Barth	CB	More internet searches re: OFAC interdiction software, false positives, etc.	1.20	\$ 100.00	\$ 120.00	cl	
124	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Mentis Work	Jun-08	6/2/2008	Amital Schwartz	AS	T/c with Amy Gantvoort re: discovery extension	0.20	\$ 600.00	\$ 120.00		
126	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Mentis Work	Jun-08	6/3/2008	Amital Schwartz	AS	Correspondence from: Amy Gantvoort re: Slip to extend time to respond to discovery	0.20	\$ 600.00	\$ 120.00		
127	Kubbany v. Trans Union et al, Time Expended by Caitlin Barth	Mentis Work	Jun-08	6/3/2008	Caitlin Barth	CB	Work on memo re: OFAC interdiction software	1.00	\$ 100.00	\$ 100.00	im	
128	Kubbany v. Trans Union et al, Time Expended by Caitlin Barth	Mentis Work	Jun-08	6/3/2008	Caitlin Barth	CB	Work on memo re: OFAC interdiction software	2.00	\$ 100.00	\$ 200.00	im	
129	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Mentis Work	Jun-08	6/4/2008	Amital Schwartz	AS	Correspondence to all counsel re: status of North Coast Mortgage Subpoena	0.20	\$ 600.00	\$ 120.00		
131	Kubbany v. Trans Union et al, Time Expended by Caitlin Barth	Mentis Work	Jun-08	6/4/2008	Caitlin Barth	CB	Finish memo on OFAC interdiction software. Proof and edit.	2.50	\$ 100.00	\$ 250.00	im	
130	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Mentis Work	Jun-08	6/4/2008	Amital Schwartz	AS	T/c to Vici Gordon @ North Coast Mortgage(L/m)	0.20	\$ 600.00	\$ 120.00	qu	
132	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Mentis Work	Jun-08	6/5/2008	Amital Schwartz	AS	Research re: Central Pacific Mortgage; V/m message from Vici Gordon; research re: Vici Gordon; T/c with Vici Gordon	1.30	\$ 600.00	\$ 780.00	cp qu	
133	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Mentis Work	Jun-08	6/5/2008	Amital Schwartz	AS	T/c Chuck Nugent, attorney for North Coast re: documents	0.50	\$ 600.00	\$ 300.00		
134	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Mentis Work	Jun-08	6/6/2008	Amital Schwartz	AS	T/c from Chuck Nugent, attorney for Vici Gordon	0.20	\$ 600.00	\$ 120.00	qu	
135	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Mentis Work	Jun-08	6/11/2008	Amital Schwartz	AS	Review file from Vici Gordon	0.50	\$ 600.00	\$ 300.00		
136	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Mentis Work	Jun-08	6/11/2008	Amital Schwartz	AS	Review files; plan strategy re: Vici Gordon	2.00	\$ 600.00	\$ 1,200.00		
137	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Mentis Work	Jun-08	6/12/2008	Amital Schwartz	AS	Confer with MF re: potential claims against Gordon	0.20	\$ 600.00	\$ 120.00	ic	
141	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Mentis Work	Jun-08	6/12/2008	Moira Feeney	MF	Conference with AS	0.20	\$ 250.00	\$ 50.00	ic qu	
138	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Mentis Work	Jun-08	6/12/2008	Amital Schwartz	AS	Correspondence from Adam Johnson re: Gordon Depo.	0.20	\$ 600.00	\$ 120.00		
139	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Mentis Work	Jun-08	6/12/2008	Amital Schwartz	AS	Correspondence to clients	0.20	\$ 600.00	\$ 120.00	qu	
144	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Mentis Work	Jun-08	6/12/2008	Moira Feeney	MF	Research notice requirements of Mortgage brokers under FCRA	2.20	\$ 250.00	\$ 550.00		
142	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Mentis Work	Jun-08	6/12/2008	Moira Feeney	MF	Review of FCRA - National Consumers Law Center	0.70	\$ 250.00	\$ 175.00		
143	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Mentis Work	Jun-08	6/12/2008	Moira Feeney	MF	Review of research file	0.40	\$ 250.00	\$ 100.00	qu	
140	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Mentis Work	Jun-08	6/12/2008	Amital Schwartz	AS	T/c with Amy Gantvoort	0.20	\$ 600.00	\$ 120.00	qu	
146	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Mentis Work	Jun-08	6/13/2008	Amital Schwartz	AS	Confer with MF re: claims against Gordon	0.30	\$ 600.00	\$ 180.00	ic	
153	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Mentis Work	Jun-08	6/13/2008	Moira Feeney	MF	Conference with AS	0.40	\$ 250.00	\$ 100.00	ic qu	long day
149	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Mentis Work	Jun-08	6/13/2008	Amital Schwartz	AS	Correspondence to Adam Johnson re: Trans Union discovery	0.20	\$ 600.00	\$ 120.00		
151	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Mentis Work	Jun-08	6/13/2008	Moira Feeney	MF	Research memo re: Mortgage Scoring Notice under FCRA	2.00	\$ 250.00	\$ 500.00	im	long day
152	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Mentis Work	Jun-08	6/13/2008	Moira Feeney	MF	Research of fictitious business name - NorthCoast Mortgage, Humboldt County	0.50	\$ 250.00	\$ 125.00		long day
150	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Mentis Work	Jun-08	6/13/2008	Moira Feeney	MF	Research on 15 USC § 1681g	0.80	\$ 250.00	\$ 200.00		long day
154	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Mentis Work	Jun-08	6/13/2008	Moira Feeney	MF	Research re: FCRA	4.50	\$ 250.00	\$ 1,125.00		long day
148	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Mentis Work	Jun-08	6/13/2008	Amital Schwartz	AS	Review Trans Union discovery responses	0.70	\$ 600.00	\$ 420.00		long day

Seq. #	Matter Description	Matter Category	Month	Date	Timekeeper	Tkpr	Description	Hours	Rate	Fees	Codes	Comments
145	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Merits Work	Jun-08	6/13/2008	Amitai Schwartz	AS	Scheduling depo of Vic Gordon. T/c with Gantvoort; correspondence to counsel; transmittal of Gordon documents to counsel	0.50	\$ 600.00	\$ 300.00		
147	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Merits Work	Jun-08	6/13/2008	Amitai Schwartz	AS	T/c's with Tom and Nancy Kubbany re: Gordon and status	0.60	\$ 600.00	\$ 360.00		
157	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Merits Work	Jun-08	6/16/2008	Amitai Schwartz	AS	Confer with MF re: potential amended complaint	0.30	\$ 600.00	\$ 180.00	ic	
162	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Merits Work	Jun-08	6/16/2008	Moira Feeney	MF	Conference with AS	0.30	\$ 250.00	\$ 75.00	ic qu	
155	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Merits Work	Jun-08	6/16/2008	Amitai Schwartz	AS	Correspondence from Adam Johnson - Trans Union	0.20	\$ 600.00	\$ 120.00	qu	
163	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Merits Work	Jun-08	6/16/2008	Moira Feeney	MF	Draft research memo re: Vic Gordon	1.80	\$ 250.00	\$ 450.00	im	
164	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Merits Work	Jun-08	6/16/2008	Moira Feeney	MF	Draft research memo re: Vic Gordon	1.30	\$ 250.00	\$ 325.00	im	
159	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Merits Work	Jun-08	6/16/2008	Amitai Schwartz	AS	Prep for meet and confer session with Adam Johnson re: Trans Union discovery responses	1.00	\$ 600.00	\$ 600.00		
156	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Merits Work	Jun-08	6/16/2008	Amitai Schwartz	AS	Prepare subpoena and document production for Vic Gordon	0.50	\$ 600.00	\$ 300.00		
161	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Merits Work	Jun-08	6/16/2008	Moira Feeney	MF	Research on ECOA and CCCRA	2.50	\$ 250.00	\$ 625.00		
160	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Merits Work	Jun-08	6/16/2008	Amitai Schwartz	AS	Research re: relation between mortgage lending, credit reports, and Patriot Act	1.80	\$ 600.00	\$ 1,080.00		
158	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Merits Work	Jun-08	6/16/2008	Amitai Schwartz	AS	Review Trans Union discovery for meet and confer	0.50	\$ 600.00	\$ 300.00		
172	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Merits Work	Jun-08	6/17/2008	Moira Feeney	MF	Check on license status of Gordon - find regs for "salesperson"	0.30	\$ 250.00	\$ 75.00		
174	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Merits Work	Jun-08	6/17/2008	Moira Feeney	MF	Conference with AS	0.20	\$ 250.00	\$ 50.00	ic qu	
176	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Merits Work	Jun-08	6/17/2008	Moira Feeney	MF	Conference with AS	0.20	\$ 250.00	\$ 50.00	ic qu	
175	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Merits Work	Jun-08	6/17/2008	Moira Feeney	MF	Draft letter to opposing counsel Trans Union re: meet and confer	0.50	\$ 250.00	\$ 125.00		
168	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Merits Work	Jun-08	6/17/2008	Amitai Schwartz	AS	Edtl meet and confer letter to Adam Johnson	0.20	\$ 600.00	\$ 120.00		
177	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Merits Work	Jun-08	6/17/2008	Moira Feeney	MF	Edit to meet and confer letter	0.40	\$ 250.00	\$ 100.00		
173	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Merits Work	Jun-08	6/17/2008	Moira Feeney	MF	Meet and confer with opposing counsel from Trans Union	0.50	\$ 250.00	\$ 125.00		
169	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Merits Work	Jun-08	6/17/2008	Amitai Schwartz	AS	Memo to file	0.30	\$ 600.00	\$ 180.00	im qu	
170	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Merits Work	Jun-08	6/17/2008	Moira Feeney	MF	Research on Cal equivalent of ECOA	1.00	\$ 250.00	\$ 250.00		
166	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Merits Work	Jun-08	6/17/2008	Amitai Schwartz	AS	Review memo re: Gordon issues from MF	0.40	\$ 600.00	\$ 240.00	im	
171	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Merits Work	Jun-08	6/17/2008	Moira Feeney	MF	Review of Trans Union's Answers to Discovery	0.60	\$ 250.00	\$ 150.00		
165	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Merits Work	Jun-08	6/17/2008	Amitai Schwartz	AS	Revision to Gordon subpoena, instructions re: service	0.40	\$ 600.00	\$ 240.00	qu	
167	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Merits Work	Jun-08	6/17/2008	Amitai Schwartz	AS	T/c meet and confer with Adam Johnson re: Trans Union discovery responses	0.50	\$ 600.00	\$ 300.00		
178	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Merits Work	Jun-08	6/18/2008	Amitai Schwartz	AS	Confer with CB re: Central Pacific issues	0.20	\$ 600.00	\$ 120.00	op ic	
179	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Merits Work	Jun-08	6/18/2008	Moira Feeney	MF	Research on corporate status of Central Pacific	2.20	\$ 250.00	\$ 550.00	op	
180	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Merits Work	Jun-08	6/20/2008	Moira Feeney	MF	Conference with AS and CB re: Secretary of State Business records	0.40	\$ 250.00	\$ 100.00	ic	
181	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Merits Work	Jun-08	6/23/2008	Moira Feeney	MF	Review Records from Secretary of State's Business Records for Central Pacific	0.80	\$ 250.00	\$ 200.00	op	
183	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Merits Work	Jun-08	6/24/2008	Amitai Schwartz	AS	Correspondence from Adam Johnson (TransUnion) re: verification of answers to interrogatories	0.20	\$ 600.00	\$ 120.00		
182	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Merits Work	Jun-08	6/24/2008	Amitai Schwartz	AS	Initial review of Landsafe discovery	0.20	\$ 600.00	\$ 120.00	is	
164	Kubbany v. Trans Union et al. Time Expended by Amitai Schwartz	Merits Work	Jun-08	6/24/2008	Amitai Schwartz	AS	Review Humboldt County dba's for Vic Gordon	0.20	\$ 600.00	\$ 120.00		

Sq. #	Matter Description	Matter Category	Month	Date	Timekeeper	Tkpr	Description	Hours	Rate	Fees	Codes	Comments
185	Kubbany v. Trans Union et al., Time Expended by Moira Feeney	Merits Work	Jun-08	6/25/2008	Moira Feeney	MF	Memo re: records	0.30	\$ 250.00	\$ 75.00	im	
187	Kubbany v. Trans Union et al., Time Expended by Amitai Schwartz	Merits Work	Jun-08	6/26/2008	Amitai Schwartz	AS	Correspondence to clients	0.20	\$ 600.00	\$ 120.00	qu	
188	Kubbany v. Trans Union et al., Time Expended by Amitai Schwartz	Merits Work	Jun-08	6/26/2008	Amitai Schwartz	AS	Review Landsafe's Answers to Interrogatories, Responses to Requests for Admissions, and Document Responses; Review discovery from Landsafe to Plaintiffs	1.50	\$ 600.00	\$ 900.00	is	
188	Kubbany v. Trans Union et al., Time Expended by Amitai Schwartz	Merits Work	Jun-08	6/26/2008	Amitai Schwartz	AS	T/c with Tom Kubbany	0.20	\$ 600.00	\$ 120.00	qu	
189	Kubbany v. Trans Union et al., Time Expended by Amitai Schwartz	Merits Work	Jun-08	6/27/2008	Amitai Schwartz	AS	Confer with CB re: creation of timeline of events	0.30	\$ 600.00	\$ 180.00	ic	
190	Kubbany v. Trans Union et al., Time Expended by Amitai Schwartz	Merits Work	Jun-08	6/27/2008	Amitai Schwartz	AS	Correspondence to Amy Gantvoort re: discovery	0.20	\$ 600.00	\$ 120.00		
191	Kubbany v. Trans Union et al., Time Expended by Amitai Schwartz	Merits Work	Jun-08	6/27/2008	Amitai Schwartz	AS	Review discovery; review articles on interdicition software; research re: experts; research re: Accuity	5.40	\$ 600.00	\$ 3,240.00		
192	Kubbany v. Trans Union et al., Time Expended by Caitlin Barth	Merits Work	Jun-08	6/27/2008	Caitlin Barth	CB	Work on timeline	2.50	\$ 100.00	\$ 250.00	qu	
193	Kubbany v. Trans Union et al., Time Expended by Amitai Schwartz	Merits Work	Jun-08	6/30/2008	Amitai Schwartz	AS	Correspondence from clients	0.20	\$ 600.00	\$ 120.00	qu	
197	Kubbany v. Trans Union et al., Time Expended by Amitai Schwartz	Merits Work	Jun-08	6/30/2008	Amitai Schwartz	AS	Draft additional discovery to Trans Union; RFPs, RFA, letter to Johnson	2.30	\$ 600.00	\$ 1,380.00		
194	Kubbany v. Trans Union et al., Time Expended by Amitai Schwartz	Merits Work	Jun-08	6/30/2008	Amitai Schwartz	AS	T/c to potential expert	0.40	\$ 600.00	\$ 240.00	qu	
195	Kubbany v. Trans Union et al., Time Expended by Amitai Schwartz	Merits Work	Jun-08	6/30/2008	Amitai Schwartz	AS	T/c with Amy Gantvoort re: meet and confer re: discovery; correspondence re: same	0.40	\$ 600.00	\$ 240.00		
198	Kubbany v. Trans Union et al., Time Expended by Amitai Schwartz	Merits Work	Jun-08	6/30/2008	Amitai Schwartz	AS	T/c with Charles Nugent, attorney for Vic Gordon	0.20	\$ 600.00	\$ 120.00	qu	
196	Kubbany v. Trans Union et al., Time Expended by Amitai Schwartz	Merits Work	Jun-08	6/30/2008	Amitai Schwartz	AS	T/c with Gantvoort re: extension for adding new parties	0.20	\$ 600.00	\$ 120.00		
199	Kubbany v. Trans Union et al., Time Expended by Amitai Schwartz	Merits Work	Jul-08	7/1/2008	Amitai Schwartz	AS	Correspondence from clients; correspondence to clients re: papers	0.30	\$ 600.00	\$ 180.00	qu	
201	Kubbany v. Trans Union et al., Time Expended by Amitai Schwartz	Merits Work	Jul-08	7/1/2008	Amitai Schwartz	AS	Correspondence to/from clients	0.20	\$ 600.00	\$ 120.00	qu	
202	Kubbany v. Trans Union et al., Time Expended by Amitai Schwartz	Merits Work	Jul-08	7/1/2008	Amitai Schwartz	AS	Correspondence with potential consultant	0.20	\$ 600.00	\$ 120.00	qu	
200	Kubbany v. Trans Union et al., Time Expended by Amitai Schwartz	Merits Work	Jul-08	7/1/2008	Amitai Schwartz	AS	Prepare letter to potential consultant	0.80	\$ 600.00	\$ 480.00	qu	
205	Kubbany v. Trans Union et al., Time Expended by Amitai Schwartz	Merits Work	Jul-08	7/2/2008	Amitai Schwartz	AS	Correspondence from Amy Gantvoort	0.20	\$ 600.00	\$ 120.00	qu	
204	Kubbany v. Trans Union et al., Time Expended by Amitai Schwartz	Merits Work	Jul-08	7/2/2008	Amitai Schwartz	AS	T/c to Adam Johnson re: extending time to name new party	0.20	\$ 600.00	\$ 120.00		
203	Kubbany v. Trans Union et al., Time Expended by Amitai Schwartz	Merits Work	Jul-08	7/2/2008	Amitai Schwartz	AS	T/c with Amy Gantvoort re: Slip to extend time to name new parties and re: discovery	0.20	\$ 600.00	\$ 120.00		
206	Kubbany v. Trans Union et al., Time Expended by Amitai Schwartz	Merits Work	Jul-08	7/3/2008	Amitai Schwartz	AS	Confer with MF re: liability and damages research	0.30	\$ 600.00	\$ 180.00	ic	
215	Kubbany v. Trans Union et al., Time Expended by Caitlin Barth	Merits Work	Jul-08	7/3/2008	Caitlin Barth	CB	Continue timeline	4.00	\$ 100.00	\$ 400.00	qu	
210	Kubbany v. Trans Union et al., Time Expended by Amitai Schwartz	Merits Work	Jul-08	7/3/2008	Amitai Schwartz	AS	Correspondence from/to Adam Johnson re: Gordon depo	0.20	\$ 600.00	\$ 120.00		
207	Kubbany v. Trans Union et al., Time Expended by Amitai Schwartz	Merits Work	Jul-08	7/3/2008	Amitai Schwartz	AS	Prep for Gordon depo	0.30	\$ 600.00	\$ 180.00	qu	
208	Kubbany v. Trans Union et al., Time Expended by Amitai Schwartz	Merits Work	Jul-08	7/3/2008	Amitai Schwartz	AS	Prep for Gordon depo; review files; research re: licensing and obligations of mortgage brokers	4.50	\$ 600.00	\$ 2,700.00		
214	Kubbany v. Trans Union et al., Time Expended by Moira Feeney	Merits Work	Jul-08	7/3/2008	Moira Feeney	MF	Research on damages under FCRA	4.00	\$ 250.00	\$ 1,000.00		
211	Kubbany v. Trans Union et al., Time Expended by Moira Feeney	Merits Work	Jul-08	7/3/2008	Moira Feeney	MF	Research on FCRA liability for damages	0.50	\$ 250.00	\$ 125.00		
213	Kubbany v. Trans Union et al., Time Expended by Moira Feeney	Merits Work	Jul-08	7/3/2008	Moira Feeney	MF	Research on FCRA liability/damages	1.60	\$ 250.00	\$ 400.00		
212	Kubbany v. Trans Union et al., Time Expended by Moira Feeney	Merits Work	Jul-08	7/3/2008	Moira Feeney	MF	Research re: mortgage brokers	0.40	\$ 250.00	\$ 100.00		

Seq. #	Matter Description	Matter Category	Month	Date	Timekeeper	Tkpr	Description	Hours	Rate	Fees	Codes	Comments
209	Kubbany v. Trans Union et al, Time Expended by Amitai Schwartz	Merits Work	Jul-08	7/3/2008	Amitai Schwartz	AS	Review Trans Union Supplemental responses to Discovery, draft meet and confer letter to Adam Johnson	1.20	\$ 600.00	\$ 720.00		
216	Expended by Moira Feeney	Merits Work	Jul-08	7/15/2008	Moira Feeney	MF	Research on USA Patriot Act	2.20	\$ 250.00	\$ 550.00		
217	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Merits Work	Jul-08	7/16/2008	Moira Feeney	MF	Checklist of disclosure requirements- prep for Vici Gordon depo	3.10	\$ 250.00	\$ 775.00		
224	Expended by Moira Feeney	Merits Work	Jul-08	7/17/2008	Moira Feeney	MF	Checklist of disclosure requirements- prep for Vici Gordon depo	4.50	\$ 250.00	\$ 1,125.00		
218	Kubbany v. Trans Union et al, Time Expended by Amitai Schwartz	Merits Work	Jul-08	7/17/2008	Amitai Schwartz	AS	Edit meet and confer letter to Adam Johnson re: discovery - Trans Union	0.30	\$ 600.00	\$ 180.00		long day
221	Expended by Amitai Schwartz	Merits Work	Jul-08	7/17/2008	Amitai Schwartz	AS	Issues review, law re: disclosures, confer with MF re: third party liability	0.90	\$ 600.00	\$ 540.00	ic	long day
219	Kubbany v. Trans Union et al, Time Expended by Amitai Schwartz	Merits Work	Jul-08	7/17/2008	Amitai Schwartz	AS	Prep for Gordon depo	0.40	\$ 600.00	\$ 240.00	qu	long day
220	Expended by Amitai Schwartz	Merits Work	Jul-08	7/17/2008	Amitai Schwartz	AS	Prep for Gordon depo	4.20	\$ 600.00	\$ 2,520.00	qu	long day
225	Expended by Moira Feeney	Merits Work	Jul-08	7/17/2008	Moira Feeney	MF	Research into furnisher liability	0.50	\$ 250.00	\$ 125.00		
226	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Merits Work	Jul-08	7/17/2008	Moira Feeney	MF	Research on furnisher liability	1.50	\$ 250.00	\$ 375.00		
222	Expended by Amitai Schwartz	Merits Work	Jul-08	7/17/2008	Amitai Schwartz	AS	T/c with clients	0.20	\$ 600.00	\$ 120.00	qu	long day
223	Expended by Amitai Schwartz	Merits Work	Jul-08	7/17/2008	Amitai Schwartz	AS	Travel to Eureka for Gordon depo	6.00	\$ 600.00	\$ 3,600.00	tr	long day
227	Expended by Amitai Schwartz	Merits Work	Jul-08	7/18/2008	Amitai Schwartz	AS	Prep for Gordon depo	1.10	\$ 600.00	\$ 660.00	qu	long day
232	Expended by Moira Feeney	Merits Work	Jul-08	7/18/2008	Moira Feeney	MF	Prepare memo on furnisher liability	3.20	\$ 250.00	\$ 800.00	im	
231	Expended by Moira Feeney	Merits Work	Jul-08	7/18/2008	Moira Feeney	MF	Research on furnisher liability	2.10	\$ 250.00	\$ 525.00		
230	Expended by Amitai Schwartz	Merits Work	Jul-08	7/18/2008	Amitai Schwartz	AS	Travel to Bay Area	5.40	\$ 600.00	\$ 3,240.00	tr	
228	Expended by Amitai Schwartz	Merits Work	Jul-08	7/18/2008	Amitai Schwartz	AS	Travel to court reporter and depo of Vici Gordon	4.50	\$ 600.00	\$ 2,700.00	tr	long day
229	Expended by Amitai Schwartz	Merits Work	Jul-08	7/18/2008	Amitai Schwartz	AS	Travel to meet with clients; meet with clients; photos of homes	1.80	\$ 600.00	\$ 1,080.00	tr	long day
234	Expended by Amitai Schwartz	Merits Work	Jul-08	7/19/2008	Amitai Schwartz	AS	Correspondence to clients	0.20	\$ 600.00	\$ 120.00	qu	
233	Expended by Amitai Schwartz	Merits Work	Jul-08	7/19/2008	Amitai Schwartz	AS	Correspondence with Nancy Kubbany	0.20	\$ 600.00	\$ 120.00	qu	
235	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Merits Work	Jul-08	7/15/2008	Moira Feeney	MF	Review discovery requests. Computing/calendaring due date for response	0.40	\$ 250.00	\$ 100.00	cl	
237	Expended by Amitai Schwartz	Merits Work	Jul-08	7/21/2008	Amitai Schwartz	AS	Correspondence from Don Bradley re: mediation	0.20	\$ 600.00	\$ 120.00		
236	Expended by Amitai Schwartz	Merits Work	Jul-08	7/21/2008	Amitai Schwartz	AS	Correspondence to counsel re: mediation date	0.20	\$ 600.00	\$ 120.00		
238	Kubbany v. Trans Union et al, Time Expended by Amitai Schwartz	Merits Work	Jul-08	7/21/2008	Amitai Schwartz	AS	Review letter from Adam Johnson re:discovery; review Trans Union supplemental discovery responses	0.50	\$ 600.00	\$ 300.00		
240	Expended by Moira Feeney	Merits Work	Jul-08	7/22/2008	Moira Feeney	MF	Research on damages	2.20	\$ 250.00	\$ 550.00	qu	
239	Expended by Amitai Schwartz	Merits Work	Jul-08	7/22/2008	Amitai Schwartz	AS	Review purchase documents for new home loan from clients	0.60	\$ 600.00	\$ 360.00		
241	Expended by Amitai Schwartz	Merits Work	Jul-08	7/23/2008	Amitai Schwartz	AS	Correspondence to Amy Gantvoort re: Landsafe discovery	0.20	\$ 600.00	\$ 120.00	is	
244	Expended by Amitai Schwartz	Merits Work	Jul-08	7/23/2008	Amitai Schwartz	AS	Correspondence with Amy Gantvoort re:discovery	0.20	\$ 600.00	\$ 120.00		
243	Kubbany v. Trans Union et al, Time Expended by Amitai Schwartz	Merits Work	Jul-08	7/23/2008	Amitai Schwartz	AS	Draft meet and confer letter to Adam Johnson	0.20	\$ 600.00	\$ 120.00		
248	Expended by Moira Feeney	Merits Work	Jul-08	7/23/2008	Moira Feeney	MF	Draft memo re: damages in FCRA cases	1.50	\$ 250.00	\$ 375.00	im	
246	Expended by Moira Feeney	Merits Work	Jul-08	7/23/2008	Moira Feeney	MF	Research and survey of cases and damages awards	3.20	\$ 250.00	\$ 800.00	qu	
245	Expended by Amitai Schwartz	Merits Work	Jul-08	7/23/2008	Amitai Schwartz	AS	Review jury verdicts; correspondence to counsel re: settlements	0.60	\$ 600.00	\$ 360.00		

Seq. #	Matter Description	Matter Category	Month	Date	Timekeeper	Tkpr	Description	Hours	Rate	Fees	Codes	Comments
247	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Merits Work	Jul-08	7/23/2008	Moira Feeney	MF	Survey on damages awards	0.50	\$ 250.00	\$ 125.00	qu	
248	Kubbany v. Trans Union et al. Time Expended by Amital Schwartz	Merits Work	Jul-08	7/23/2008	Amital Schwartz	AS	T/c to Tom Kubbany	0.30	\$ 600.00	\$ 180.00	qu	
249	Kubbany v. Trans Union et al. Time Expended by Amital Schwartz	Merits Work	Jul-08	7/25/2008	Amital Schwartz	AS	Draft responses to Landsafe interrogatories	2.80	\$ 600.00	\$ 1,680.00	is	
250	Kubbany v. Trans Union et al. Time Expended by Amital Schwartz	Merits Work	Jul-08	7/25/2008	Amital Schwartz	AS	Draft responses to Landsafe interrogatories to THK	1.20	\$ 600.00	\$ 720.00	is	
251	Kubbany v. Trans Union et al. Time Expended by Amital Schwartz	Merits Work	Jul-08	7/28/2008	Amital Schwartz	AS	Draft responses to Landsafe discovery	4.20	\$ 600.00	\$ 2,520.00	is	
252	Kubbany v. Trans Union et al. Time Expended by Caitlin Barth	Merits Work	Jul-08	7/29/2008	Caitlin Barth	CB	Look up SDN listing for Ali Saddam Hussein. Find out what "8187" means. Search for the date added to the list. Revise chrono accordingly.	1.10	\$ 100.00	\$ 110.00		
253	Kubbany v. Trans Union et al. Time Expended by Amital Schwartz	Merits Work	Jul-08	7/29/2008	Amital Schwartz	AS	Review documents for document productions; edit responses to Landsafe discovery	5.30	\$ 600.00	\$ 3,180.00	is	
254	Kubbany v. Trans Union et al. Time Expended by Caitlin Barth	Merits Work	Jul-08	7/29/2008	Caitlin Barth	CB	Search for credit report that mentions inquiries mentioned in Trans Union interrogatories	0.50	\$ 100.00	\$ 50.00		
255	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Merits Work	Jul-08	7/30/2008	Moira Feeney	MF	Confer with AS to follow up on T/c	0.40	\$ 250.00	\$ 100.00	ic qu	
256	Kubbany v. Trans Union et al. Time Expended by Amital Schwartz	Merits Work	Jul-08	7/30/2008	Amital Schwartz	AS	Edit draft responses to Landsafe discovery	0.70	\$ 600.00	\$ 420.00	is	
257	Kubbany v. Trans Union et al. Time Expended by Amital Schwartz	Merits Work	Jul-08	7/30/2008	Amital Schwartz	AS	Further edits to Landsafe discovery responses; correspondence to clients; T/c with clients; correspondence to clients	2.30	\$ 600.00	\$ 1,380.00	is qu	
258	Kubbany v. Trans Union et al. Time Expended by Amital Schwartz	Merits Work	Jul-08	7/30/2008	Amital Schwartz	AS	Review additional material from clients; T/c with clients	0.50	\$ 600.00	\$ 300.00	qu	
259	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Merits Work	Jul-08	7/30/2008	Moira Feeney	MF	T/c with clients	1.00	\$ 250.00	\$ 250.00	qu	
260	Kubbany v. Trans Union et al. Time Expended by Amital Schwartz	Merits Work	Jul-08	7/31/2008	Amital Schwartz	AS	Review documents for Landsafe document request; edit discovery responses for Landsafe	3.60	\$ 600.00	\$ 2,160.00	is	
261	Kubbany v. Trans Union et al. Time Expended by Amital Schwartz	Merits Work	Jul-08	7/31/2008	Amital Schwartz	AS	T/c with attorney @ Lawyer's Committee; correspondence with attorney	0.40	\$ 600.00	\$ 240.00	qu	
262	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Merits Work	Aug-08	8/1/2008	Moira Feeney	MF	Confer with AS and check of file re: release forms	0.40	\$ 250.00	\$ 100.00	ic	
263	Kubbany v. Trans Union et al. Time Expended by Amital Schwartz	Merits Work	Aug-08	8/1/2008	Amital Schwartz	AS	Confer with MF re: strategy and further research	0.20	\$ 600.00	\$ 120.00	ic	
264	Kubbany v. Trans Union et al. Time Expended by Amital Schwartz	Merits Work	Aug-08	8/1/2008	Amital Schwartz	AS	Correspondence to Adam Johnson	0.20	\$ 600.00	\$ 120.00	qu	
265	Kubbany v. Trans Union et al. Time Expended by Amital Schwartz	Merits Work	Aug-08	8/1/2008	Amital Schwartz	AS	Edit Responses to Landsafe interrogatories	0.30	\$ 600.00	\$ 180.00	is	
266	Kubbany v. Trans Union et al. Time Expended by Amital Schwartz	Merits Work	Aug-08	8/1/2008	Amital Schwartz	AS	Final edit and assembly of responses to Landsafe discovery	1.00	\$ 600.00	\$ 600.00	is	
267	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Merits Work	Aug-08	8/1/2008	Moira Feeney	MF	Research of responsible person at City of Arcata Community Development Department in order to obtain clients' file; Draft release forms and letter to City	1.80	\$ 250.00	\$ 450.00		
268	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Merits Work	Aug-08	8/1/2008	Moira Feeney	MF	Search for info on "reseller" liability	0.50	\$ 250.00	\$ 125.00		
269	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Merits Work	Aug-08	8/4/2008	Moira Feeney	MF	Research on debt-income ratio	0.40	\$ 250.00	\$ 100.00		
270	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Merits Work	Aug-08	8/4/2008	Moira Feeney	MF	Research re: reseller liability under FCRA in prep for mediation	3.00	\$ 250.00	\$ 750.00		
271	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Merits Work	Aug-08	8/4/2008	Moira Feeney	MF	Research re: reseller liability under FCRA in prep for mediation	3.80	\$ 250.00	\$ 950.00		
272	Kubbany v. Trans Union et al. Time Expended by Amital Schwartz	Merits Work	Aug-08	8/5/2008	Amital Schwartz	AS	Correspondence with Nancy Kubbany	0.20	\$ 600.00	\$ 120.00	qu	
273	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Merits Work	Aug-08	8/5/2008	Moira Feeney	MF	Review of discovery from Landsafe - Draft memo re: Landsafe liability	4.00	\$ 250.00	\$ 1,000.00	is	
274	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Merits Work	Aug-08	8/5/2008	Moira Feeney	MF	Review of Landsafe Disclosures; draft of evidence chart	3.50	\$ 250.00	\$ 875.00	is	
275	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Merits Work	Aug-08	8/6/2008	Moira Feeney	MF	Confer with AS re: memo re: Landsafe liability	0.40	\$ 250.00	\$ 100.00	ic is	
276	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Merits Work	Aug-08	8/6/2008	Moira Feeney	MF	Draft language re: Landsafe for mediation statement	1.50	\$ 250.00	\$ 375.00	is	

Seq. #	Matter Description	Matter Category	Month	Date	Timekeeper	TkPr	Description	Hours	Rate	Fees	Codes	Comments
281	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Merits Work	Aug-08	8/6/2008	Moira Feeney	MF	Draft meet and confer letter in response to 2nd set of discovery requests	1.50	\$ 250.00	\$ 375.00		
278	Expended by Moira Feeney	Merits Work	Aug-08	8/6/2008	Moira Feeney	MF	Draft memo on Landsafe liability	2.00	\$ 250.00	\$ 500.00	Is	
277	Expended by Amital Schwartz	Merits Work	Aug-08	8/6/2008	Amitai Schwartz	AS	Plan strategy re: defendants' defenses	0.30	\$ 600.00	\$ 180.00	qu	
276	Expended by Amital Schwartz	Merits Work	Aug-08	8/6/2008	Amitai Schwartz	AS	Review memo re: Landsafe liability; research confer with NW re: same	2.00	\$ 600.00	\$ 1,200.00	ic Is	
279	Expended by Moira Feeney	Merits Work	Aug-08	8/6/2008	Moira Feeney	MF	Review of responses from Trans Union to 2nd set of discovery requests; Draft meet and confer letter	1.20	\$ 250.00	\$ 300.00		
275	Expended by Amital Schwartz	Merits Work	Aug-08	8/6/2008	Amitai Schwartz	AS	Review Trans Union responses to second set of discovery, discuss meet and confer letter with MF	0.90	\$ 600.00	\$ 540.00	ic	long day
286	Expended by Moira Feeney	Merits Work	Aug-08	8/7/2008	Moira Feeney	MF	Call to clients re: release forms and mediation	0.40	\$ 250.00	\$ 100.00		long day
284	Expended by Amital Schwartz	Merits Work	Aug-08	8/7/2008	Amitai Schwartz	AS	Draft mediation statement	7.10	\$ 600.00	\$ 4,260.00		long day
288	Expended by Moira Feeney	Merits Work	Aug-08	8/7/2008	Moira Feeney	MF	Draft meet and confer letter to Trans Union	5.00	\$ 250.00	\$ 1,250.00		long day
285	Expended by Moira Feeney	Merits Work	Aug-08	8/7/2008	Moira Feeney	MF	Further draft of section on Landsafe liability for the mediation statement	2.00	\$ 250.00	\$ 500.00	Is	long day
283	Expended by Amital Schwartz	Merits Work	Aug-08	8/7/2008	Amitai Schwartz	AS	Research re: predicates for FCRA liability	2.10	\$ 600.00	\$ 1,260.00		long day
287	Expended by Moira Feeney	Merits Work	Aug-08	8/7/2008	Moira Feeney	MF	Revise draft on Landsafe for mediation statement	1.50	\$ 250.00	\$ 375.00	Is	long day
292	Expended by Amital Schwartz	Merits Work	Aug-08	8/8/2008	Amitai Schwartz	AS	Correspondence to mediator	0.20	\$ 600.00	\$ 120.00	qu	
293	Expended by Moira Feeney	Merits Work	Aug-08	8/8/2008	Moira Feeney	MF	Draft meet and confer letter to Trans Union re second set of Discovery requests	3.40	\$ 250.00	\$ 850.00		
290	Expended by Amital Schwartz	Merits Work	Aug-08	8/8/2008	Amitai Schwartz	AS	Edit meet and confer letter to Trans Union	0.80	\$ 600.00	\$ 480.00		
295	Expended by Moira Feeney	Merits Work	Aug-08	8/8/2008	Moira Feeney	MF	Edit meet and confer letter to Trans Union re: 2nd set of Discovery requests	0.70	\$ 250.00	\$ 175.00		
294	Expended by Moira Feeney	Merits Work	Aug-08	8/8/2008	Moira Feeney	MF	Edit of mediation statement	1.20	\$ 250.00	\$ 300.00		
296	Expended by Moira Feeney	Merits Work	Aug-08	8/8/2008	Moira Feeney	MF	Review of Defendants' mediation statements; confer with AS regarding mediation	1.50	\$ 250.00	\$ 375.00	ic	
291	Expended by Amital Schwartz	Merits Work	Aug-08	8/8/2008	Amitai Schwartz	AS	Review Trans Union and Landsafe mediation statements	0.70	\$ 600.00	\$ 420.00	Is	
289	Expended by Amital Schwartz	Merits Work	Aug-08	8/8/2008	Amitai Schwartz	AS	Revise and edit mediation statement; confer with MF re: same.	4.40	\$ 600.00	\$ 2,640.00	ic	
302	Expended by Moira Feeney	Merits Work	Aug-08	8/11/2008	Moira Feeney	MF	Assemble docs for discovery requests from Trans Union	2.10	\$ 250.00	\$ 525.00	ic	
303	Expended by Moira Feeney	Merits Work	Aug-08	8/11/2008	Moira Feeney	MF	Assemble list of documents in response to Trans Union discovery requests; T/c clients re: discovery requests	1.50	\$ 250.00	\$ 375.00	ic	
299	Expended by Amital Schwartz	Merits Work	Aug-08	8/11/2008	Amitai Schwartz	AS	Confer with MF re: responses to Trans Union	0.30	\$ 600.00	\$ 180.00	ic	
298	Expended by Amital Schwartz	Merits Work	Aug-08	8/11/2008	Amitai Schwartz	AS	Correspondence to Johnson re: mediation attendance - Trans Union	0.20	\$ 600.00	\$ 120.00		
300	Expended by Moira Feeney	Merits Work	Aug-08	8/11/2008	Moira Feeney	MF	Discovery responses to Trans Union- organize and assemble	0.50	\$ 250.00	\$ 125.00	ic	
297	Expended by Amital Schwartz	Merits Work	Aug-08	8/11/2008	Amitai Schwartz	AS	Edit meet and confer letter to Trans Union	0.30	\$ 600.00	\$ 180.00		
301	Expended by Moira Feeney	Merits Work	Aug-08	8/11/2008	Moira Feeney	MF	Edit Meet and Confer letter to Trans Union	1.10	\$ 250.00	\$ 275.00		
304	Expended by Moira Feeney	Merits Work	Aug-08	8/11/2008	Moira Feeney	MF	Research re: standing of spouse under FCRA	0.30	\$ 250.00	\$ 75.00		
307	Expended by Moira Feeney	Merits Work	Aug-08	8/12/2008	Moira Feeney	MF	Call with clients re: mediation	0.50	\$ 250.00	\$ 125.00		
306	Expended by Amital Schwartz	Merits Work	Aug-08	8/12/2008	Amitai Schwartz	AS	Review case re: Nancy Kubbany standing to seek damages	0.80	\$ 600.00	\$ 480.00		
305	Expended by Amital Schwartz	Merits Work	Aug-08	8/12/2008	Amitai Schwartz	AS	T/c from Arty. Gantvoort re: settlement	0.20	\$ 600.00	\$ 120.00		
309	Expended by Moira Feeney	Merits Work	Aug-08	8/13/2008	Moira Feeney	MF	Prep docs for client visit and discovery review	0.30	\$ 250.00	\$ 75.00		

Seq. #	Matter Description	Matter Category	Month	Date	Timekeeper	Tkpr	Description	Hours	Rate	Fees	Codes	Comments
308	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Merits Work	Aug-08	8/13/2008	Amital Schwartz	AS	Review subpoena to Humboldt Home Loans from Trans Union	0.20	\$ 600.00	\$ 120.00		
310	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Merits Work	Aug-08	8/14/2008	Amital Schwartz	AS	Confer with clients re: discovery and mediation	0.80	\$ 600.00	\$ 480.00		
311	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Merits Work	Aug-08	8/14/2008	Amital Schwartz	AS	Confer with MF re: Trans Union discovery response prep and confer with clients	0.40	\$ 600.00	\$ 240.00	ic	
312	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Merits Work	Aug-08	8/14/2008	Moira Feeney	MF	Meeting with clients re: discovery requests of Trans Union	4.50	\$ 250.00	\$ 1,125.00		
313	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Merits Work	Aug-08	8/15/2008	Amital Schwartz	AS	Meet with clients, travel to SF for mediation at Michael Bien's office; meet with clients; travel to office	6.00	\$ 600.00	\$ 3,600.00	tr	Moira Feeney also billed to attend mediation on 8/15/08
314	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Merits Work	Aug-08	8/15/2008	Moira Feeney	MF	Travel and Attend Mediation Session	7.00	\$ 250.00	\$ 1,750.00	tr	
315	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Merits Work	Aug-08	8/19/2008	Amital Schwartz	AS	Confer with MF re: responses to Trans Union discovery	0.40	\$ 600.00	\$ 240.00	ic	
317	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Merits Work	Aug-08	8/19/2008	Moira Feeney	MF	Draft Responses to Trans Union Interrogatories	3.50	\$ 250.00	\$ 875.00		long day
318	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Merits Work	Aug-08	8/19/2008	Moira Feeney	MF	Draft Responses to Trans Union Interrogatories	2.60	\$ 250.00	\$ 650.00		long day
319	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Merits Work	Aug-08	8/19/2008	Moira Feeney	MF	Preparation of discovery responses to Trans Union	2.00	\$ 250.00	\$ 500.00		long day
316	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Merits Work	Aug-08	8/19/2008	Moira Feeney	MF	Draft responses to Trans Union and 1st set of RFFs and RfAs	1.80	\$ 250.00	\$ 450.00		long day
323	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Merits Work	Aug-08	8/20/2008	Moira Feeney	MF	Draft responses, to Trans Union discovery requests	3.30	\$ 250.00	\$ 825.00		long day
320	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Merits Work	Aug-08	8/20/2008	Moira Feeney	MF	Edit responses to Trans Union's 1st set of interrogatories	4.00	\$ 250.00	\$ 1,000.00		long day
322	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Merits Work	Aug-08	8/20/2008	Moira Feeney	MF	T/c with clients re: interrogatory responses to Trans Union	2.20	\$ 250.00	\$ 550.00		long day
321	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Merits Work	Aug-08	8/20/2008	Moira Feeney	MF	Confer with AS re: discovery responses to Trans Union	1.10	\$ 250.00	\$ 275.00		long day
325	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Merits Work	Aug-08	8/21/2008	Moira Feeney	MF	Confer with AS re: discovery responses to Trans Union	1.20	\$ 250.00	\$ 300.00	ic	
326	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Merits Work	Aug-08	8/21/2008	Moira Feeney	MF	Edit responses to discovery requests 1 st set - Trans Union	3.20	\$ 250.00	\$ 800.00		
324	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Merits Work	Aug-08	8/21/2008	Amital Schwartz	AS	Review draft responses to Trans Union discovery; edit same; confer with MF re same	2.30	\$ 600.00	\$ 1,380.00	ic	
331	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Merits Work	Aug-08	8/22/2008	Moira Feeney	MF	Assemble docs for doc requests from Trans Union; Edit responses to interrogatories from Trans Union	3.50	\$ 250.00	\$ 875.00	cl	long day
332	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Merits Work	Aug-08	8/22/2008	Moira Feeney	MF	Edit and assemble responses to Trans Unions 1st set of discovery requests	3.20	\$ 250.00	\$ 800.00	cl	long day
328	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Merits Work	Aug-08	8/22/2008	Amital Schwartz	AS	Final edits to Trans Union discovery responses	0.30	\$ 600.00	\$ 180.00		
333	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Merits Work	Aug-08	8/22/2008	Moira Feeney	MF	Organize documents for production to Trans Union for file	1.00	\$ 250.00	\$ 250.00	cl	long day
327	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Merits Work	Aug-08	8/22/2008	Amital Schwartz	AS	Review and edit second draft of responses to Trans Union first sets of interrogatories	1.70	\$ 600.00	\$ 1,020.00		
330	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Merits Work	Aug-08	8/22/2008	Amital Schwartz	AS	Review letter from Don Bradley, re: meet and confer over Trans Union discovery responses	0.30	\$ 600.00	\$ 180.00		
334	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Merits Work	Aug-08	8/22/2008	Moira Feeney	MF	Review of meet and confer response from Trans Union; Confer with AS re: motion or subpoena	1.50	\$ 250.00	\$ 375.00	ic	long day
329	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Merits Work	Aug-08	8/22/2008	Amital Schwartz	AS	T/c to Judge Wilken clerk re: scheduling discovery motion	0.20	\$ 600.00	\$ 120.00		
336	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Merits Work	Aug-08	8/25/2008	Moira Feeney	MF	Research location of Accuity for subpoena/attorney service in area; draft records request to attach to subpoena	2.50	\$ 250.00	\$ 625.00		
335	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Merits Work	Aug-08	8/25/2008	Amital Schwartz	AS	Review Trans Union offer of judgment; research re: same	1.40	\$ 600.00	\$ 840.00		
339	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Merits Work	Aug-08	8/26/2008	Amital Schwartz	AS	Correspondence to clients re: Trans Union Rule 68 offer	0.20	\$ 600.00	\$ 120.00		
337	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Merits Work	Aug-08	8/26/2008	Amital Schwartz	AS	Research re: Rule 68 offer	1.40	\$ 600.00	\$ 840.00		

Seq. #	Matter Description	Matter Category	Month	Date	Timekeeper	Tkpr	Description	Hours	Rate	Fees	Codes	Comments
341	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Merits Work	Aug-08	8/26/2008	Moira Feeney	MF	T/c with clients re: Rule 66 offer	0.50	\$ 250.00	\$ 125.00		
338	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Merits Work	Aug-08	8/26/2008	Amital Schwartz	AS	T/c with clients re: Trans Union Rule 68 offer	0.30	\$ 600.00	\$ 180.00		
340	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Merits Work	Aug-08	8/26/2008	Amital Schwartz	AS	T/c with clients re: Trans Union Rule 68 offer	0.30	\$ 600.00	\$ 180.00		
345	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Merits Work	Aug-08	8/27/2008	Amital Schwartz	AS	Correspondence to Bradley re: settlement	0.20	\$ 600.00	\$ 120.00		
342	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Merits Work	Aug-08	8/27/2008	Amital Schwartz	AS	Correspondence to Johnson re: Trans Union offer	0.20	\$ 600.00	\$ 120.00		
343	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Merits Work	Aug-08	8/27/2008	Amital Schwartz	AS	Further correspondence with Bradley	0.20	\$ 600.00	\$ 120.00		
346	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Merits Work	Aug-08	8/27/2008	Moira Feeney	MF	Research of past litigation re: OFAC SDN list	0.30	\$ 250.00	\$ 75.00		
347	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Merits Work	Aug-08	8/27/2008	Moira Feeney	MF	Review of Rule 68 - research on when judgment is final	1.00	\$ 250.00	\$ 250.00		
344	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Merits Work	Aug-08	8/27/2008	Amital Schwartz	AS	T/c with client, Tom Kubbany	0.20	\$ 600.00	\$ 120.00	qu	
349	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Merits Work	Aug-08	8/28/2008	Amital Schwartz	AS	Draft notice of acceptance of Trans Union Rule 68 offer	0.30	\$ 600.00	\$ 180.00		long day
348	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Merits Work	Aug-08	8/28/2008	Amital Schwartz	AS	Research re: Trans Union Rule 68 offer and waiver	7.50	\$ 600.00	\$ 4,500.00		long day
350	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Merits Work	Aug-08	8/28/2008	Amital Schwartz	AS	T/c with Nancy Kubbany; T/c with Tom Kubbany	0.30	\$ 600.00	\$ 180.00	qu	long day
353	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Merits Work	Aug-08	8/29/2008	Moira Feeney	MF	Call with City of Arcata re copies of clients file	0.40	\$ 250.00	\$ 100.00		
351	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Merits Work	Aug-08	8/29/2008	Amital Schwartz	AS	Research re: Trans Union Rule 68 offer	1.00	\$ 600.00	\$ 600.00		
352	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Merits Work	Aug-08	8/29/2008	Amital Schwartz	AS	T/c with client	0.20	\$ 600.00	\$ 120.00	qu	
355	Kubbany v. Trans Union et al, Time Expended by LOAS	Fee Claim	Sep-08	9/3/2008	Amital Schwartz	AS	Correspondence to Don Bradley re: fee stipulation	0.20	\$ 600.00	\$ 120.00		
354	Kubbany v. Trans Union et al, Time Expended by LOAS	Fee Claim	Sep-08	9/3/2008	Amital Schwartz	AS	Research re: deadlines for fee motion in light of Rule 68 acceptance without formal entry of judgment	1.10	\$ 600.00	\$ 660.00		
357	Kubbany v. Trans Union et al, Time Expended by LOAS	Fee Claim	Sep-08	9/4/2008	Amital Schwartz	AS	Correspondence with Donald Bradley, (several) T/c with Donald Bradley re: potential stipulation to extend time to file motion for fees	0.20	\$ 600.00	\$ 120.00		
356	Kubbany v. Trans Union et al, Time Expended by LOAS	Fee Claim	Sep-08	9/4/2008	Amital Schwartz	AS	Research procedure for motion to extend time to file motion for fees; prepare motion, declaration and proposed order to extend time to file motion for attorneys' fees	2.10	\$ 600.00	\$ 1,260.00		
358	Kubbany v. Trans Union et al, Time Expended by LOAS	Fee Claim	Sep-08	9/5/2008	Amital Schwartz	AS	Review TUC opposition to motion to continue time to file fee motion	0.20	\$ 600.00	\$ 120.00		
359	Kubbany v. Trans Union et al, Time Expended by LOAS	Fee Claim	Sep-08	9/6/2008	Amital Schwartz	AS	Research re: apportionment of fees; Joint and Several Liability	0.70	\$ 600.00	\$ 420.00		
360	Kubbany v. Trans Union et al, Time Expended by LOAS	Fee Claim	Sep-08	9/11/2008	Amital Schwartz	AS	Order denying motion for EOT as moot re: fees motion	0.20	\$ 600.00	\$ 120.00	qu	
361	Kubbany v. Trans Union et al, Time Expended by LOAS	Fee Claim	Oct-08	10/28/2008	Amital Schwartz	AS	Review file and prepare meet and confer demand to TUC for attorneys' fees and expenses	2.10	\$ 600.00	\$ 1,260.00		
362	Kubbany v. Trans Union et al, Time Expended by LOAS	Fee Claim	Nov-08	11/6/2008	Amital Schwartz	AS	Correspondence with Adam Johnson	0.20	\$ 600.00	\$ 120.00	qu	
363	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Fee Claim	Nov-08	11/6/2008	Moira Feeney	MF	Research apportionment of attorneys' fees. Confer with AS	1.00	\$ 250.00	\$ 250.00	ic qu	
364	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Fee Claim	Nov-08	11/7/2008	Moira Feeney	MF	Research attorney fees issue	2.50	\$ 250.00	\$ 625.00		
365	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Fee Claim	Nov-08	11/9/2008	Moira Feeney	MF	Research memo re: apportionment of fees	4.00	\$ 250.00	\$ 1,000.00	im	
366	Kubbany v. Trans Union et al, Time Expended by LOAS	Fee Claim	Nov-08	11/10/2008	Amital Schwartz	AS	Review memo from MF re: apportionment issues for fees; research re: same	0.80	\$ 600.00	\$ 480.00	im	
367	Kubbany v. Trans Union et al, Time Expended by Amital Schwartz	Merits Work	Nov-08	11/13/2008	Amital Schwartz	AS	Prepare motion for entry of judgment against Trans Union; associated proposed order and judgment; e-file same.	1.60	\$ 600.00	\$ 960.00		
368	Kubbany v. Trans Union et al, Time Expended by LOAS	Fee Claim	Nov-08	11/14/2008	Amital Schwartz	AS	Correspondence from/to Adam Johnson	0.20	\$ 600.00	\$ 120.00	qu	

Seq. #	Matter Description	Matter Category	Month	Date	Timekeeper	Tkpr	Description	Hours	Rate	Fees	Codes	Comments
369	Kubbany v. Trans Union et al. Time Expended by LOAS	Fee Claim	Nov-08	11/21/2008	Amital Schwartz	AS	Correspondence from Adam Johnson TUC re: fee demand	0.20	\$ 600.00	\$ 120.00		
370	Kubbany v. Trans Union et al. Time Expended by LOAS	Fee Claim	Dec-08	12/8/2008	Amital Schwartz	AS	Correspondence from Bradley - TUC (NIC)	0.00	\$ 600.00	\$ -		
372	Kubbany v. Trans Union et al. Time Expended by LOAS	Fee Claim	Dec-08	12/10/2008	Amital Schwartz	AS	Correspondence to Bradley re: time extension to file fee motion (NIC)	0.00	\$ 600.00	\$ -		
371	Kubbany v. Trans Union et al. Time Expended by Amital Schwartz	Merits Work	Dec-08	12/10/2008	Amital Schwartz	AS	Review order granting Rule 54(b) judgment re: Trans Union	0.20	\$ 600.00	\$ 120.00		
							Correspondence from Adam Johnson; prepare and file stipulation and proposed order extending time to file motion for fees (NIC)					
373	Kubbany v. Trans Union et al. Time Expended by LOAS	Fee Claim	Dec-08	12/11/2008	Amital Schwartz	AS	Prepare cost bill	0.00	\$ 600.00	\$ -		
374	Kubbany v. Trans Union et al. Time Expended by LOAS	Fee Claim	Dec-08	12/18/2008	Amital Schwartz	AS	Confer with MF re: outline and strategy for fee motion	0.20	\$ 600.00	\$ 120.00		
375	Kubbany v. Trans Union et al. Time Expended by LOAS	Fee Claim	Dec-08	12/23/2008	Amital Schwartz	AS	Draft points and authorities in support of fee motion against TransUnion	0.60	\$ 600.00	\$ 360.00		
376	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Fee Claim	Dec-08	12/24/2008	Moira Feeney	MF	Confer with AS re: AS declaration in support of fee motion against TransUnion	2.50	\$ 250.00	\$ 625.00		
380	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Fee Claim	Jan-09	1/5/2009	Moira Feeney	MF	Confer with MF re: fees motion	0.40	\$ 250.00	\$ 100.00		
377	Kubbany v. Trans Union et al. Time Expended by LOAS	Fee Claim	Jan-09	1/5/2009	Amital Schwartz	AS	Draft points and authorities in support of Fee Motion against TransUnion	0.40	\$ 600.00	\$ 240.00		
379	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Fee Claim	Jan-09	1/5/2009	Moira Feeney	MF	Draft Schwartz declaration in support of fee motion against defendant TransUnion	2.50	\$ 250.00	\$ 625.00		
381	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Fee Claim	Jan-09	1/5/2009	Moira Feeney	MF	Research and draft points and authorities in support of fee motion against defendant TransUnion	1.50	\$ 250.00	\$ 375.00		
382	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Fee Claim	Jan-09	1/5/2009	Moira Feeney	MF	Research attorney fee motion against defendant TransUnion	1.70	\$ 250.00	\$ 425.00		
378	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Fee Claim	Jan-09	1/5/2009	Moira Feeney	MF	Confer with MF re: fees motion	0.80	\$ 250.00	\$ 200.00		
383	Kubbany v. Trans Union et al. Time Expended by LOAS	Fee Claim	Jan-09	1/6/2009	Amital Schwartz	AS	Further drafting of declaration in support of fee motion against TransUnion	0.30	\$ 600.00	\$ 180.00		
384	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Fee Claim	Jan-09	1/6/2009	Moira Feeney	MF	Further research and draft of declaration in support of fee motion against TransUnion	1.50	\$ 250.00	\$ 375.00		
385	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Fee Claim	Jan-09	1/6/2009	Moira Feeney	MF	Assemble exhibits for fee motion against TransUnion	1.00	\$ 250.00	\$ 250.00		
386	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Fee Claim	Jan-09	1/7/2009	Moira Feeney	MF	Draft proposed order granting motion for fees against TransUnion	1.80	\$ 250.00	\$ 450.00		
388	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Fee Claim	Jan-09	1/7/2009	Moira Feeney	MF	Edit declaration in support of fee motion against TransUnion	1.00	\$ 250.00	\$ 250.00		
387	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Fee Claim	Jan-09	1/7/2009	Moira Feeney	MF	Correspondence to Steven Mayer and Richard Pearl re: rates	1.70	\$ 250.00	\$ 425.00		
389	Kubbany v. Trans Union et al. Time Expended by LOAS	Fee Claim	Jan-09	1/8/2009	Amital Schwartz	AS	Research and draft memorandum in support of motion for fees against TransUnion	0.30	\$ 600.00	\$ 180.00		
390	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Fee Claim	Jan-09	1/8/2009	Moira Feeney	MF	Research and revise apportionment issue in fee motion against TransUnion	4.00	\$ 250.00	\$ 1,000.00		long day
391	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Fee Claim	Jan-09	1/8/2009	Moira Feeney	MF	Research market rates for fee motion against TransUnion	3.50	\$ 250.00	\$ 875.00		long day
392	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Fee Claim	Jan-09	1/8/2009	Moira Feeney	MF	Confer with AS re: fee motion against TransUnion	2.00	\$ 250.00	\$ 500.00		long day
395	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Fee Claim	Jan-09	1/9/2009	Moira Feeney	MF	Confer with NW re: issues raised in fees memo and strategy	0.50	\$ 250.00	\$ 125.00		
397	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Fee Claim	Jan-09	1/9/2009	Moira Feeney	MF	Confer with AS re: fee motion against TransUnion	0.20	\$ 250.00	\$ 50.00		
393	Kubbany v. Trans Union et al. Time Expended by LOAS	Fee Claim	Jan-09	1/9/2009	Amital Schwartz	AS	Correspondence with declarants in support of fee motion against TransUnion	0.30	\$ 600.00	\$ 180.00		
398	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Fee Claim	Jan-09	1/9/2009	Moira Feeney	MF	Review and edit draft fee motion; confer with MF	0.20	\$ 250.00	\$ 50.00		
394	Kubbany v. Trans Union et al. Time Expended by LOAS	Fee Claim	Jan-09	1/9/2009	Amital Schwartz	AS	Review declarations in support of fee motion against TransUnion; incorporate into body of motion	1.80	\$ 600.00	\$ 1,080.00		ic qu
396	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Fee Claim	Jan-09	1/9/2009	Moira Feeney	MF	Edit AS declaration in support of motion for fees against TransUnion	1.00	\$ 250.00	\$ 250.00		
400	Kubbany v. Trans Union et al. Time Expended by Moira Feeney	Fee Claim	Jan-09	1/11/2009	Moira Feeney	MF		0.50	\$ 250.00	\$ 125.00		

Seq. #	Matter Description	Matter Category	Month	Date	Timekeeper	Tkpr	Description	Hours	Rate	Fees	Codes	Comments
399	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Fee Claim	Jan-09	1/11/2009	Moira Feeney	MF	Edit memorandum of points and authorities in support of fees against TransUnion	4.50	\$ 250.00	\$ 1,125.00		
402	Kubbany v. Trans Union et al, Time Expended by LOAS	Fee Claim	Jan-09	1/12/2009	Amital Schwartz	AS	Correspondence with Mayer; revise Mayer Declaration; correspondence with Pearl; edit Declaration of AS; research and edit memorandum in support of fee motion	5.20	\$ 600.00	\$ 3,120.00		
404	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Fee Claim	Jan-09	1/12/2009	Moira Feeney	MF	Edit fee motion against TransUnion; organize exhibits.	5.50	\$ 250.00	\$ 1,375.00		
403	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Fee Claim	Jan-09	1/12/2009	Moira Feeney	MF	Edit memorandum of points and authorities in support of fee motion against TransUnion	2.20	\$ 250.00	\$ 550.00		
401	Kubbany v. Trans Union et al, Time Expended by LOAS	Fee Claim	Jan-09	1/12/2009	Amital Schwartz	AS	T/c with Steven. Mayer	0.20	\$ 600.00	\$ 120.00		qu
405	Kubbany v. Trans Union et al, Time Expended by LOAS	Fee Claim	Jan-09	1/13/2009	Amital Schwartz	AS	Final review and edit of all moving and supporting papers; final edits of same.	2.30	\$ 600.00	\$ 1,380.00		
406	Kubbany v. Trans Union et al, Time Expended by Moira Feeney	Fee Claim	Jan-09	1/13/2009	Moira Feeney	MF	Final review and edit of motion papers.	2.00	\$ 250.00	\$ 500.00		
								489.2		\$ 199,715.00		
							Check total	489.2		\$ 199,715.00		
							Per entry	1.20		\$ 491.91		
							20% voluntary reduction applied to all fees			\$ 159,772.00		
							1/3 of total fees			\$ 66,565.01		

EXHIBIT D

EXHIBIT G

IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ALABAMA
MIDDLE DIVISION

M. H. FOX, TERESA BROTHERS,)
and ANGELA HATCHETT,)
)
Plaintiffs,)
)
v.)
)
TYSON FOODS, INC.,)
)
Defendant.)
_____)

Case No. 4:99-CV-1612-VEH
Case No. 4:06-CV-4676-VEH
Case No. 4:06-CV-4677-VEH

DECLARATION OF JOHN W. TOOTHMAN

COMMONWEALTH OF VIRGINIA)

COUNTY OF FAIRFAX)

I, John W. Toothman, depose and state the following under oath:

1. I am an attorney licensed to practice law in several jurisdictions, not including Alabama. In 1993 I founded The Devil’s Advocate, a legal fee management and litigation consulting firm. Our services include legal bill reviews, which are sometimes referred to as legal bill audits. Tyson Foods, Inc., through its counsel, retained me to provide expert analysis and opinions regarding the fee petitions submitted by counsel for the plaintiffs. Based on a review of the plaintiffs’ fee submissions and other information from the record of this case, I have personal or reliable knowledge of the facts upon which my opinions are based. The opinions and conclusions stated herein are expressed to a reasonable degree of professional certainty and are based on my observations, analysis, and experience. This declaration is prepared for submission in opposition to the fee petitions submitted by counsel for the plaintiffs.

Qualifications

2. I am an attorney admitted to practice in several jurisdictions, starting with the District of Columbia, as well as federal courts in several jurisdictions. A copy of my current resume is attached as Exhibit A.

3. I graduated from Harvard Law School, *cum laude*, in 1981. Before that, I graduated with honors from the University of Virginia with a B.S. and M.S. in chemical engineering.

4. I have extensive experience, skill, training, education, and knowledge of the subjects of legal fees, litigation, and related ethical and professional standards. I am the author, with Professor William G. Ross, of *Legal Fees: Law & Management* (Carolina Academic Press 2003). I am also the author, with Douglas Danner, of *Trial Practice Checklists 2d* (West Group 2001). I have written over 25 articles on the subjects of legal fees, examinations of legal fees, legal fee management, litigation, and related subjects. My resume includes more than fifteen years of such publications. I have spoken regularly on these subjects and regularly taught continuing legal education seminars on these subjects as well – examples of these are contained in my resume.

5. My firm, known as The Devil's Advocate, has examined hundreds of millions of dollars in legal fees and consulted with numerous clients on the subjects, for example, of legal fees, litigation strategy and tactics, attorney performance, and work product quality. I am regularly consulted as an expert in these fields by, for example, business and professional publications as well as by law firms and clients.

6. I have testified as an expert witness as to legal fees, examinations of legal fees, legal fee management, litigation, and related subjects (both challenging and supporting petitions for legal fees) in courts around the country, including the U.S. District Courts for the District of Columbia, Eastern District of Virginia, Eastern District of Pennsylvania, Middle District of Pennsylvania, Southern District of New York, Central District of California, Northern District of Ohio, and the Western District of Michigan; the U.S. Bankruptcy Courts for Delaware and Maryland; state or local courts in the District of Columbia, Maryland, California, Virginia, Illinois, Nevada, Florida, and Pennsylvania; and also arbitrations in various jurisdictions. My resume includes a list of recent testimony. Altogether I have testified and qualified as an expert on fifty or more occasions, including declarations or affidavits such as this.

7. I have served as an arbitrator of legal fee disputes for bar organizations in Virginia and the District of Columbia.

Background

8. Plaintiffs' counsel seek fees and expenses for the remnants of a case some of them filed in June 1999 on behalf of several employees of Tyson Foods who were generally paid based on the time they spent on the production line processing chicken, *i.e.*, they were not paid for time spent "donning and doffing" clothes or washing. As recounted in the exhibits to the fee petition, "donning and doffing" claims have been brought against many employers under the Fair Labor Standards Act ("FLSA"), 29 U.S.C. §201, *et seq.* When the case began, plaintiffs were seeking to represent approximately 50,000 Tyson employees at over 50 plants. Plaintiffs' motion to certify a collective action was first made in October 1999 and was denied on November 15, 2006. In the interim, plaintiffs' documentation claims they incurred at least 4,798.28 hours for gross

fees of \$1,730,896.25, over half the gross documented fees, not including other undocumented time they have said they excluded. That left these three individual plaintiffs' claims for trial in this Court. On August 31, 2007, the Court granted partial summary judgment limiting plaintiffs' claims, Tyson dropped most of its defenses, and the cases proceeded to trial beginning in October 2007. Including an accepted offer of judgment for Fox, the total award on the merits for Hatchett, Brothers, and Fox is \$4,937.20. As already reflected in plaintiffs' fee claim documentation, appeals of the two contested cases were pending but were then dismissed by Tyson and plaintiffs have turned their attention to this fee claim, submitting time through mid-June.

9. *Summary of the Fee Petitions:* Based on the data in the fee motion and exhibits thereto, the total fees compiled by the seven firms or entities submitting a claim¹ are \$3,414,365.35. Through various adjustments made by the plaintiffs, they reduced this amount to a claimed lodestar of \$2,198,575.93, by our calculation based on the actual data submitted. Although plaintiffs' brief in support of their motion presents a table summarizing the lodestar by firm, which totals to a number near ours, no total or fee subtotal lodestar is presented.² The total hours claimed are 8,855.77. Exhibit C.

¹ I understand that there is a question whether all these claims were properly submitted. Resolution of that issue is beyond the scope of my analysis, although my calculations of net fees and expenses take that and other issues into account to present the calculation of the maximum net reasonable fee.

² We were unable to reconcile the plaintiffs' documentation with their calculation of the total numbers presented for some of the firms. *See* Exhibit B1. The difference is ultimately not material, but was indicative of poor and inconsistent record keeping and documentation. Given that plaintiffs' counsel should, from the outset, have recognized the necessity to document their claims, in detail, this was remarkable.

- a. The first time entry is June 30, 1998. The last is June 15, 2008. There are fees claimed in 109 months. The average fee per month is \$20,170. There are 4,346 time entries in the compiled submissions, some of which have been redacted or garbled. Exhibit C.
- b. There were no documented time entries that were written down or off, although the submissions from several firms state that there were millions of dollars in fees not claimed (or documented) among several firms and there was just a single zero time entry among thousands. There were no signs that such time had been pulled out, however – no apparent gaps or discontinuities in the entries, no “missing” timekeepers.³ The firms all stated that they had exercised billing discretion, paraphrasing the case law. We saw no evidence of this in the documentation, however. *See* Exhibit C. This was an instance where the plaintiffs had no financial stake in the cost of the litigation, they were not provided timely billing information, and there was no management of the lawyers by their lay clients.
- c. The average time entry is a fraction over two hours, with an average fee per entry of \$248.26. The largest single entry is 20.5 hours for \$8,200 before adjustment. There is one zero hour entry (McGowan, 3/28/2003), but no other documented write-offs.
- d. Because several timekeepers presented more than one time entry for some days, often spreading them across two or three of the client fee lists. If one adds each

³ Indeed, there is instead a claim of 2 hours for Jonathan Karmel without any record of such time. Apparently his time was simply included under Jairus Gildea's name.

person's total time for each day, some of them total more than 24 hours. For example, the largest cumulative time entries for one day were over 40 hours for a single timekeeper in a single 24 hour day. *See, e.g.*, Robert Wiggins, 10/19/2007, 42.6 hours for \$23,430 for that day (or more than four times the results achieved). Exhibit C. The manner in which Wiggins, Childs presented its time, *i.e.*, by splitting it into several lists which therefore split time entries for the same timekeeper and day, made this difficult to spot from their submission until we converted them to spreadsheets sorted by date.

e. This table summarizes the fees⁴ sought by each of the seven firms or entities:

Firm	Fees				
	Lodestar Fees Claimed (Pl. Br. At 15)	Analysis of Petition Exhibits			Fees Lodestar v. Doc Divergence
		Hours	Gross Fees	Net Fees	
Wiggins, Childs	\$1,444,883.60	3,139.79	\$1,324,311.60	\$1,324,311.60	(\$120,572.00)
Cohen, Milstein	\$654,482.93	4,615.20	\$1,670,756.25	\$654,484.88	\$1.94
Doolittle	\$23,650.00	45.80	\$22,900.00	\$22,900.00	(\$750.00)
Karmel, Gilden	\$20,553.75				(\$20,553.75)
Metcalef, Kaspari et al.		120.50	\$42,175.00	\$20,553.75	\$20,553.75
Public Justice Center	\$35,065.75	200.00	\$68,654.00	\$35,065.20	(\$0.55)
Gardner, Middlebrooks	\$20,378.50	642.58	\$249,069.50	\$130,013.50	\$109,635.00
"Candis McGowan's prior firm"					
John D. Saxon, P.C.		91.90	\$36,499.00	\$11,247.00	\$11,247.00
Total	\$2,199,014.53	8,855.77	\$3,414,365.35	\$2,198,575.93	(\$438.60)

f. The petitioners also seek \$ 155,227.40 in expenses. Exhibits B7 & D.

⁴ Lodestar fees claimed are plaintiffs' net claim. Gross fees are the fees we found in plaintiffs' documentation and "net fees" are the adjustment to those fees by plaintiffs' 30% percentage factor or the adjustment we used to reconcile Ms. McGowan's claimed fee with her documentation, as explained elsewhere in this declaration.

10. *Summary of the Timekeepers & Hourly Rates:* There are documented fees sought for a total of 46 timekeepers, summarized in the table that follows.⁵ The timekeepers were distributed among seven firms or entities as follows: Cohen Milstein, 20; Gardner Middlebrooks, 10; Wiggins Childs, 9; Public Justice Center, 6; Saxon, 2; Metcalf Kaspari, 1; and, Doolittle, 1. See Exhibits B4, B5.

⁵ Even this is complicated by plaintiffs' confused submission. According to Mr. Gilden's Declaration, Exhibit 5 at Para. 4, there are 2 hours for Jonathan Karmel, at \$350, somewhere in his claim, but there are no such time entries disclosed. Including Mr. Karmel, whose involvement is undocumented, there are 47 timekeepers. Mr. Gilden also claims, at Para. 5, to have "completely excluded \$130,000 thousand [sic] worth of time which was identified as relating to other plaintiffs or plants, to the collective actions issues, or otherwise not directly benefitting [sic]" plaintiffs. There is nothing to substantiate this assertion. As with several other firms, this claim is discounted to 30% of gross to convert time spent for the original ten plaintiff case into a fee claim for the remaining three plaintiffs.

Timekeeper	Firm	Hours	Rate	Gross Fee Claim	Net Fee Claim
Robert L. Wiggins, Jr.	Wiggins, Childs et. al.	1,383.60	\$ 550.00	\$ 760,980.00	\$ 760,980.00
Candis A. McGowan	Wiggins, Childs et. al.	1,152.30	\$ 400.00	\$ 460,920.00	\$ 460,920.00
Christine E. Webber	Cohen Milstein et al.	1,279.05	\$ 465.00	\$ 594,758.25	\$ 261,088.20
Charles E Tompkins	Cohen Milstein et al.	1,042.70	\$ 400.00	\$ 417,080.00	\$ 152,760.00
Joseph M. Sellers	Cohen Milstein et al.	685.15	\$ 580.00	\$ 397,387.00	\$ 140,713.80
Candis A. McGowan	Gardner, Middlebrooks	571.20	\$ 400.00	\$ 228,480.00	\$ 109,424.00
EM Ouellette	Cohen Milstein et al.	676.25	\$ 165.00	\$ 111,581.25	\$ 36,968.25
Katrina Washington	Wiggins, Childs et. al.	306.39	\$ 110.00	\$ 33,702.90	\$ 33,702.90
Roger K. Doolittle	Roger K. Doolittle	45.80	\$ 500.00	\$ 22,900.00	\$ 22,900.00
Ann K. Wiggins	Wiggins, Childs et. al.	56.25	\$ 400.00	\$ 22,500.00	\$ 22,500.00
Robert F. Childs, Jr.	Wiggins, Childs et. al.	39.25	\$ 550.00	\$ 21,587.50	\$ 21,587.50
Jairus M. Gilden	Metcafe, Kaspari et al.	120.50	\$ 350.00	\$ 42,175.00	\$ 20,553.75
Kimberly D. Hooks	Wiggins, Childs et. al.	184.57	\$ 110.00	\$ 20,302.70	\$ 20,302.70
Debra Lynn Gardner	Public Justice Center	91.70	\$ 400.00	\$ 36,680.00	\$ 19,908.00
Christine F. Vaughn	Cohen Milstein et al.	189.50	\$ 165.00	\$ 31,267.50	\$ 12,845.25
Candis A. McGowan	John D. Saxon, P.C.	91.00	\$ 400.00	\$ 36,400.00	\$ 11,148.00
Pamela Macker	Cohen Milstein et al.	64.75	\$ 180.00	\$ 11,655.00	\$ 9,544.50
Sahar Aziz	Cohen Milstein et al.	43.30	\$ 220.00	\$ 9,526.00	\$ 9,526.00
Deborah Eisenberg	Public Justice Center	63.30	\$ 300.00	\$ 18,990.00	\$ 7,692.00
D.W. Grimsley	Gardner, Middlebrooks	23.35	\$ 250.00	\$ 5,837.50	\$ 5,837.50
Frederick T. Kuykendall	Gardner, Middlebrooks	10.90	\$ 500.00	\$ 5,450.00	\$ 5,450.00
Michelle Exline	Cohen Milstein et al.	86.00	\$ 140.00	\$ 12,040.00	\$ 5,400.50
Tara Andrews	Public Justice Center	24.00	\$ 250.00	\$ 6,000.00	\$ 5,370.00
RC Smits	Cohen Milstein et al.	89.75	\$ 180.00	\$ 16,155.00	\$ 4,846.50
SB Dolezal	Cohen Milstein et al.	120.00	\$ 130.00	\$ 15,600.00	\$ 4,680.00
Jennifer A. Gundlach	Cohen Milstein et al.	65.25	\$ 220.00	\$ 14,355.00	\$ 4,306.50
S.D. Middlebrooks	Gardner, Middlebrooks	8.33	\$ 500.00	\$ 4,165.00	\$ 4,165.00
JH Ginsberg	Cohen Milstein et al.	64.50	\$ 130.00	\$ 8,385.00	\$ 2,515.50
Jake A. Kiser	Wiggins, Childs et. al.	10.68	\$ 200.00	\$ 2,136.00	\$ 2,136.00
Herman Johnson, Jr.	Wiggins, Childs et. al.	6.00	\$ 350.00	\$ 2,100.00	\$ 2,100.00
J Santos	Cohen Milstein et al.	43.00	\$ 145.00	\$ 6,235.00	\$ 1,870.50
David Hodge	Gardner, Middlebrooks	7.10	\$ 250.00	\$ 1,775.00	\$ 1,775.00
BW Landau	Cohen Milstein et al.	32.25	\$ 180.00	\$ 5,805.00	\$ 1,741.50
Jonathan Smith	Public Justice Center	13.40	\$ 400.00	\$ 5,360.00	\$ 1,608.00
MVM (Gardner paralegal)	Gardner, Middlebrooks	12.50	\$ 110.00	\$ 1,375.00	\$ 1,375.00
JS Devore	Cohen Milstein et al.	24.75	\$ 180.00	\$ 4,455.00	\$ 1,336.50
Sam Heldman	Gardner, Middlebrooks	2.50	\$ 500.00	\$ 1,250.00	\$ 1,250.00
Y Al-Keliddar	Cohen Milstein et al.	30.75	\$ 135.00	\$ 4,151.25	\$ 1,245.38
M Fink	Cohen Milstein et al.	24.25	\$ 165.00	\$ 4,001.25	\$ 1,200.38
TL Kirby	Cohen Milstein et al.	21.75	\$ 140.00	\$ 3,045.00	\$ 913.50
L Byun	Cohen Milstein et al.	14.25	\$ 135.00	\$ 1,923.75	\$ 577.13
SPS (Gardner paralegal)	Gardner, Middlebrooks	4.50	\$ 110.00	\$ 495.00	\$ 495.00
Marc Steinberg	Public Justice Center	6.00	\$ 240.00	\$ 1,440.00	\$ 432.00
RH Hale	Cohen Milstein et al.	18.00	\$ 75.00	\$ 1,350.00	\$ 405.00
JRG (Gardner paralegal)	Gardner, Middlebrooks	1.40	\$ 110.00	\$ 154.00	\$ 154.00
Katrina Washington	John D. Saxon, P.C.	0.90	\$ 110.00	\$ 99.00	\$ 99.00
EH (Gardner paralegal)	Gardner, Middlebrooks	0.80	\$ 110.00	\$ 88.00	\$ 88.00
Traci Wiggins	Wiggins, Childs et. al.	0.75	\$ 110.00	\$ 82.50	\$ 82.50
Jennifer Temchine	Public Justice Center	1.60	\$ 115.00	\$ 184.00	\$ 55.20
		8,855.77		\$ 3,414,365.35	\$ 2,198,575.93

- a. I saw no explanation why so many timekeepers or firms were necessary or reasonable and there are many instances of duplication of effort, inter-firm communications, and the like. From the resumes and discussion I saw in the exhibits to the petition, several of these firms seemed to be capable of handling these cases alone at far more reasonable amounts. I saw no attempts to adjust the fees, for example, to eliminate the duplication of effort to bring and keep each firm up to speed.
- b. Overall, the claimed 2008 hourly rates range from \$75 to \$580, with a weighted average hourly rate of \$385.55 (total fees before adjustments divided by total hours). This is a high average rate, reflecting heavy billing by higher rate individuals than is typical for litigation.
- c. All the rates are a single rate per timekeeper, with no variation over time. My understanding is that these timekeepers usually bill on a contingent fee basis, so the fees were set specially for this case at the time the petition was filed, based on asserted current, local rates (applied to all 109 months spanned by the petitions) that have not actually been billed to or paid by any clients.
- d. The documentation for several of the top timekeepers (in terms of hourly rates) includes resumes and declarations by themselves and others of their experience and local rates for similarly experienced and skilled lawyers. For many of the remaining timekeepers, however, the only information provided is their years of experience or since becoming licensed, often in the form of a table in one of the

declarations. *See* Exhibit B6. For nine timekeepers, there is no documentation of experience at all, even in a table. For many of the timekeepers, even some who are vouched for in at least one declaration, there are no names, no information about experience, and no explanation of their necessary role. This is especially true for law clerks and paralegals.

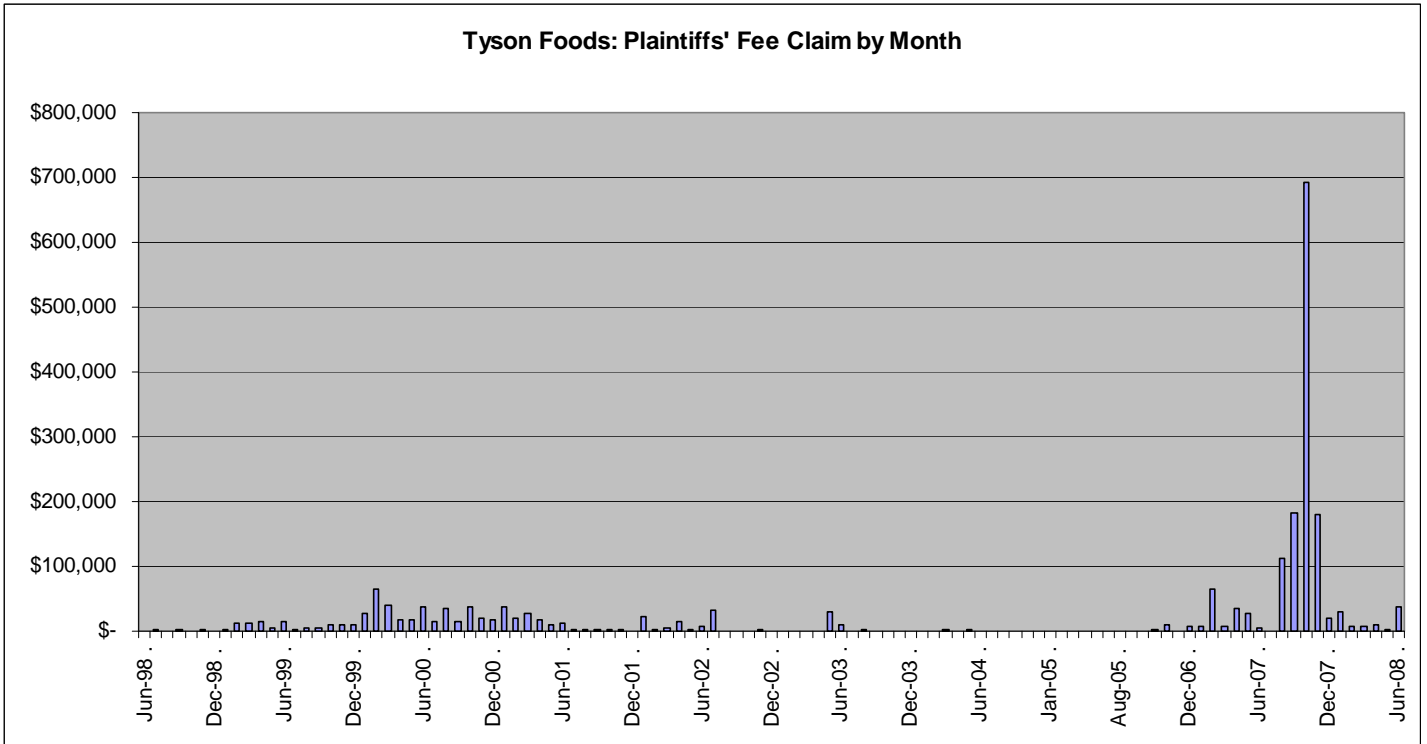
- i. Cohen Milstein seeks compensation at rates ranging from \$130 to \$180, for law clerks. The Public Justice Center had one at \$115. The gross fee for these people is \$40,664. These rates are extraordinarily high, even higher than one of the attorneys (Exline, \$140). Normally law clerks are law students, without licenses or relevant experience. Such time is rarely productive when experienced lawyers are involved (otherwise their hourly rates cannot be justified). Law clerks generally perform redundant busy work, as part of the firm's attempt to market itself to new hires, wasting billable time of others as well.
- ii. As noted, there is also a contract attorney, at Cohen Milstein, Michelle Exline, billing a gross fee of \$12,040 at \$140/hour. As independent contractors who are not part of the firm, contract attorneys should be treated as an expense, billed at actual cost, with no profit to the firm. A contract attorney is, at least, a licensed lawyer, unlike paralegals and law clerks. Tyson therefore used this person's rate as a ceiling for non-lawyer rates.

- iii. Paralegals can be a cost-effective addition to the paper-intensive litigation. To be part of the reasonable fee, they should be taking work away from higher rate attorneys and performing that billable work for a lower net fee. Cohen Milstein claims time for seven paralegals and two “paralegal assistants,” whatever that may be. The paralegals have hourly rates ranging from \$135 to \$180, with gross fees over \$180,000. Paralegal assistants account for another \$4,000 plus in gross fees, with rates of \$75 and \$140, the latter exceeding the firm’s own rate for some full-fledged paralegals. Many of their time entries demonstrated they were performing non-billable clerical work. Instead of reducing the net fee to the client by delegating billable tasks, these paralegals, for the most part, were an attempt to convert non-billable time into a profit center.
- iv. Tyson compiled its own data on relevant hourly rates in three declarations from Birmingham-area practitioners. I relied upon these declarations to establish more reasonable hourly rates for most of the timekeepers. These rates appeared reasonable and consistent with my information.

Declarations of J. Fredric Ingram, John W. Hargrove, and David J. Middlebrooks.

11. *Summary of the Fees Over Time:* As noted before, the entries span 109 months, from June 30, 1998, to June 15, 2008. The average fee per month is \$20,170, for all months. There are 4,346 time entries in the compiled submissions, some of which have been redacted or garbled. Exhibit C. Fees averaged \$180,000 per month in November and September 2007, with

over \$690,000 in fees for October 2007. In those three months alone, devoted largely to the three trials and preparation therefore, the fees exceeded \$1 million, all included in the lodestar without adjustment by plaintiffs. The fees claimed for those three months alone are 213 times the recovery. The following graph shows how the fees varied over time.



12. *Summary of Tyson’s Objections:* Tyson challenges \$1,676,382.77 of the lodestar of \$2,198,575.93 or 76.25%. The balance is 1,994.25 hours which, at the adjusted reasonable rates stipulated by Tyson is no more than \$522,193.16 in fees, or 23.75% of the lodestar claimed.

Tyson challenges \$146,945.07 or 94.66% of the expenses and does not object to \$8,282.33 or 5.34%.⁶

Opinions & Conclusions

13. In my opinion, the fees are excessive, unnecessary, and unreasonable for a number of reasons. The primary cause appears to be the large number of firms and ultimately timekeepers working on the matter, at high hourly rates for the relatively routine FLSA work being performed.

- a. Although commenced as a putative class or collective action, the issue at this point is the reasonable, necessary fee for three individual cases, with minimal amounts in controversy and, though modestly successful, achieved minimal results, especially when compared with the very substantial fees and expenses now sought. (The three cases were consolidated except for trial, which should have allowed for more efficient handling.)
- b. In short, plaintiffs are seeking to rationalize cramming fees and expenses incurred by seven firms or entities employing 46 timekeepers to mount a much larger, more complex, but unsuccessful class action through the tiny keyhole of the few remaining individual cases. That this is an exercise in rationalization is made obvious by arbitrary attempts to include, at lower percentages designed to camouflage the sleight of hand, time that could not be directly ascribed to these particular plaintiffs. While much effort was expended by plaintiffs' exhibits to

⁶ Some of these objections to fees or expenses are based on legal arguments, not my opinions. I have, however, assisted Tyson to quantify the amounts implicated by some of those issues.

rationalize their high hourly rates, I saw no explanation for the top-heavy and massive staffing (not just the large number of timekeepers but seven firms), nor an application of the factors for reasonable fees to these fees.⁷

- c. The reasons plaintiffs provided for their high rates, plus the fact that they failed to explain the staffing or resulting fees, could just as well have been mis-applied to justify a fee of \$10 million, \$50 million, or more. In other words, plaintiffs' analysis recognizes no ceiling to their fees. Rather than finding ways to rationalize massive fees and expenses incurred in a failed effort, the real issue for plaintiffs, on which they have the burden of proof, is to establish a reasonable fee for litigating the three individual cases on which they actually prevailed, without regard to circuitous path they took to get there.

14. *Application of Fee Standards:* Plaintiffs identify the so-called *Johnson* factors as the legal standard for assessing the reasonableness of legal fees. *E.g.* Pl. Br. at 8, citing *Johnson v. Georgia Highway Express*, 488 F.2d 714, 717-19 (5th Cir. 1974). Plaintiffs misapply the factors, however, by arguing that all the factors apply to assessing the “hourly rate”, not the time or whole fee, Pl. Br. at 8. Actually, the factors apply to the whole lodestar fee, not just the rates. There are several *Johnson* factors that do apply most directly to the rates – “the experience, reputation, and ability of the attorney” – but offering proof that the rates are reasonable does not make the net fee reasonable unless the hours worked and the staffing are reasonable and necessary. By failing to make this distinction, plaintiffs avoid having to confront the questions of

⁷ Plaintiffs applied the *Johnson* factors to justify their *rates*, alone, when the factors are actually supposed to be applied to establish the entire *fee*, *i.e.*, reasonable rates multiplied by reasonable hours.

why the whole fee is so high, especially when the seven firms are combined, and why all those timekeepers and their thousands of hours were reasonable and necessary.

- a. Viewed in comparison with typical legal fee factors, including the amount in controversy and results obtained (*de minimis*), novelty and difficulty (largely absent here from the three cases actually prevailed on), skill requisite, the results obtained, and the time and labor *required* (not just those expended), plus the experience, reputation, and ability of the timekeepers, the amount claimed, after plaintiffs' adjustments, \$2,198,575.93, is high and disproportionate with what legal fees in such a matter would normally be.⁸ The results obtained are not exceptional and the amount in controversy was, at most, thousands of dollars, or 0.22% of the claimed fees.

15. *Analytical Steps:* In analyzing the fee petition, I focused on several factors to uncover the reasonable fees and expenses within plaintiffs' claim. First, my firm conducted a line by line review of the time entries to identify time entries which either lacked necessary documentation, which we labeled as cryptic entries, or which exhibited common billing flaws, such as clerical or duplicative time. Second, using information on the course and scope of the proceedings, we identified entries associated with irrelevant or unsuccessful issues. Third, we identified firms or timekeepers whose participation was redundant or unnecessary, making their

⁸ The other factors really do not apply or have little relevance. The contingent risk factor is discussed below. There was, for example, no preclusion of employment – these are “employee plaintiff” lawyers who are not conflicted out by bringing suit against Tyson. That working on one case takes one away from others is not what the preclusion factor is about. Similarly, it makes no sense to suggest this was an undesirable case, other than the undesirability in an economic sense of a low return case – this was not a notorious case and seven firms suggests no dearth of attention from lawyers.

fees extraneous (along with communications by others with them), as well as improper fee claims, as argued separately by Tyson's counsel. Fourth, we eliminated time billed before March 29, 1999, which was incurred on behalf of the United Food & Commercial Workers International Union before any individual plaintiff retained counsel. Fifth, we eliminated the scaled time (both McGowan-scaled entries and the 30% factored entries some firms used) for time that was not directly related to these plaintiffs or cases. Finally, using information from Tysons' other expert declarants, we inserted more reasonable hourly rates for most of the timekeepers.

- a. These steps are explained below. The first three steps were implemented through codes inserted into the columns marked Codes, Filters, and Extraneous Firms in Exhibit C. Earlier dates and percentage claims less than 100% were removed through filters in those columns of Exhibit C. Hourly rates were added to a column labeled adjusted rates and multiplied by hours to create the adjusted fees column of Exhibit C.
- b. Some time entries exhibited two or more of these issues and have been coded for each, in full. (We do not attempt to speculate about the portion of time entries attributable to tasks within time entries. If the timekeeper broke down the time entry, we do segregate the fees accordingly.) For this reason, the subtotal of each problem cannot be added with others, to avoid double counting.
- c. The maximum reasonable fee based on the materials submitted by plaintiffs is \$522,193.16, or 23.75% of the lodestar claimed. This represents 1,994.25 hours at adjusted hourly rates. In my opinion, this represents a ceiling on the reasonable fee, with any amount beyond that being unreasonable.

d. This is still 105 times the amount actually recovered, which is one reason why I describe this as a ceiling on a reasonable fee, not per se reasonable.

i. It is within the discretion of the Court to further reduce the lodestar.

While that is not my role, my opinion is that the disparity between the results achieved and the lodestar, even after my adjustments, justifies a further reduction in the fee award. Ultimately, one question for the Court is whether it wishes to send a message that a dispute over \$5,000 may yield six or seven figure legal fees. While a fee more than the amount received might be appropriate, a single digit multiple would be well within even the most generous typical multiplier.

ii. Also, there are authorities suggesting that even documented, otherwise appropriate fees may be disallowed, *e.g.*, (1) as fees forfeited for inappropriate conduct, a category into which I would place the attempts to obtain compensation for excessive hours, especially more than 24 hours in a day for one timekeeper,⁹ and (2) redaction of some of the time entries, without explanation, which obscures the reasonableness of all of the entries.

16. *Coded Time*: Based on the content of the time entries produced in the exhibits to the fee petition, we found one or more problems or issues with 33.4% of the original time entries on their face. The most common problem was entries with inadequate or vague detail in the

⁹ There are over 25 such instances, plus many more where the total is less than 24 but no less suspicious. The entries over 24 hours all come from Robert Wiggins or Candis McGowan.

descriptions. The other problems were duplicated entries – two or more entries by the same person on the same day for the same or similar tasks – and clerical work.

- a. *Cryptic & Vague Time Entries:* The largest problem with these entries is the failure by the timekeepers to provide complete descriptions of their tasks. Timekeepers must provide sufficient detail to demonstrate the reasonableness of a time entry, including, *e.g.*, the subject of communications or of work done and identification of other participants in calls or conferences. Failure to provide detail not only makes it difficult to assess the reasonableness of entries, but also to catch outright billing mistakes and duplication of effort. There were 1,882.78 hours of such entries, totaling \$513,945.76 in fees. (These items are identified with a “qu” in the Codes column in Exhibit C.) Purposely making one’s entries cryptic would be a means to inflate time entries or defraud a client.
 - i. Some of these entries are redacted, without explanation, *i.e.*, petitioners have intentionally withheld information to establish the reasonableness of their fees. There were 80 such time entries (and some expense items), totaling 174.98 hours and \$40,262.86 in fees. (These items are identified with a caret, ^, in Exhibit C.) Some authorities have ruled that any redaction negates the entire fee claim, even for unredacted entries, because the redaction contradicts the implicit waiver caused by petitioning for fees and the redacted entries deprive the court and opposing part of contextual information for the unredacted entries. In that case, my opinion is that the reasonable fee and expense figure would be zero dollars.

ii. Here are examples of cryptic entries:

Cryptic Entries				
Name	Description	Hours	Rate	Fees
Michelle Exline	Legal research.	8.00	\$ 140.00	\$1,120.00
Candis A. McGowan	Participating in conference call; telephone call with SCM left message; Review statements and complaint.	1.30	\$ 400.00	\$ 520.00
Deborah Eisenberg	Conf Call w/co-counsel	1.00	\$ 300.00	\$ 300.00
Christine E. Webber	Conference call with co-counsel	0.50	\$ 465.00	\$ 232.50
Christine E. Webber	Prepare for and participate in conference call with co-counsel	0.75	\$ 465.00	\$ 348.75
Christine E. Webber	Conference call with co-counsel and post call fax re: next call	0.50	\$ 465.00	\$ 232.50
Charles E Tompkins	Conf. call re: case status and complaint strategy.	0.50	\$ 400.00	\$ 200.00
Jairus M. Gilden	Conf call re 3(o) issues	0.75	\$ 350.00	\$ 262.50
Christine E. Webber	Research re: 30(b)(6) [should be 203(o)] issues - read Gilden memo and circulate all research to date; research line time, draft memo on walk/wait ti ^	1.50	\$ 465.00	\$ 697.50
Christine E. Webber	Conference call with co-counsel	0.75	\$ 465.00	\$ 348.75
MVM (Gardner paralegal)	Preparation of memo	2.00	\$ 110.00	\$ 220.00
MVM (Gardner paralegal)	Preparation of memo	0.25	\$ 110.00	\$ 27.50
MVM (Gardner paralegal)	Preparation of memo	1.00	\$ 110.00	\$ 110.00

b. *Clerical Time*: The next appreciable problem with individual time entries is attempts to bill professional fees for clerical services. We identified \$31,975.22 in such entries, which is 1.5% of total, and 378.6 hours. These are coded “cl” in Exhibit C.

i. Legal fees for professional services already compensate law firms for the lawyer’s or paralegal’s salary, plus overhead and profit of the firm, including clerical services. Therefore a firm may not attempt to charge separately for overhead – it is included in the reasonable hourly rates of proper timekeepers.

ii. Here are samples of clerical time:

Clerical Entries				
Name	Description	Hours	Rate	Fees
EM Ouellette	Tyson case room - file & make new boxes/folders/labels; organize Tyson disks/videos.	3.50	\$ 165.00	\$ 577.50
EM Ouellette	finished pulling docs together for Brothers & Mitchel depo; searched for timecards	1.00	\$ 165.00	\$ 165.00
EM Ouellette	organized & filed Tyson docs; imputed bates labeled docs in the computer; worked w/ Tyson database	5.00	\$ 165.00	\$ 825.00
Christine E. Webber	Meeting with Eta re: ID documents for deposition; meeting with CET re: location, travel arrangements and preparation of clients	1.75	\$ 465.00	\$ 813.75
EM Ouellette	filed docs	0.75	\$ 165.00	\$ 123.75
EM Ouellette	booked conference room for depo; set up court reporter; called about video fees.	1.00	\$ 165.00	\$ 165.00
EM Ouellette	talk to CEW about projects; file docs from finished projects	1.00	\$ 165.00	\$ 165.00
EM Ouellette	organize docs	1.50	\$ 165.00	\$ 247.50
EM Ouellette	search database for certain docs regarding case; pulled many docs & made copies	3.00	\$ 165.00	\$ 495.00
EM Ouellette	made copies & organized docs for Tyson depo	5.00	\$ 165.00	\$ 825.00
EM Ouellette	helped prepare docs for Tyson deposition	2.50	\$ 165.00	\$ 412.50

c. *Duplicative Entries:* With so many timekeepers and entries, there are many examples where five or more timekeepers are working on the same project. But a special subset of those examples are where the same timekeeper is duplicating his or her own work on the same day, often with identical time entries. We have identified \$523,136.81 in such entries, which is 23.8% of the total and 1,143.37 hours. These are coded “du” in Exhibit C.

i. Many of these entries appear to be caused by the practice of some Wiggins, Childs timekeepers of putting two or three copies of their entries,

including full time entries, on two or three of the three individual plaintiff compilations they submitted. Pl. Ex. 1. Because some of the entries are 8 hours or more, making the daily total over 24 hours, *i.e.*, more hours than there are in a day, it appears that each such entry has all the time worked, making the second and third entries misrepresentations of fact. While an attorney may bill for all of his or her time actually worked on professional services, he or she may not claim more hours than actually worked, even if worked for more than one client.

ii. Here are samples of duplicative time:

Duplicative Entries					
Date	Name	Description	Hours	Rate	Fees
10/19/2007	Robert L. Wiggins, Jr.	Revise motions in limine; continue trial prep and review of defendant's trial exhibits; draft objection to defendant's expert and motion to exclude; teleconference with court; respond to court's orders and requests entered from teleconference; review items being submitted to court; work on electronic aspects of blow-ups; revise parts of cross-exam outline of Phillips	14.20	\$ 550.00	\$7,810.00
10/19/2007	Robert L. Wiggins, Jr.	Revise motions in limine; continue trial prep and review of defendant's trial exhibits; draft objection to defendant's expert and motion to exclude; teleconference with court; respond to court's orders and requests entered from teleconference; review items being submitted to court; work on electronic aspects of blow-ups; revise parts of cross-exam outline of Phillips	14.20	\$ 550.00	\$7,810.00
10/19/2007	Robert L. Wiggins, Jr.	Revise motions in limine; continue trial prep and review of defendant's trial exhibits; draft objection to defendant's expert and motion to exclude; teleconference with court; respond to court's orders and requests entered from teleconference; review items being submitted to court; work on electronic aspects of blow-ups; revise parts of cross-exam outline of Phillips	14.20	\$ 550.00	\$7,810.00
6/15/2008	Candis A. McGowan	Drafting my declaration; editing time records for last 2 months; drafting and 9.50 editing brief to support Fee Petition, etc	9.50	\$ 400.00	\$3,800.00
6/15/2008	Candis A. McGowan	Drafting my declaration; editing time records for last 2 months; drafting and editing brief to support Fee Petition, etc	9.50	\$ 400.00	\$3,800.00
6/15/2008	Candis A. McGowan	Drafting my declaration; editing time records for last 2 months; drafting and editing brief to support Fee Petition, etc	9.50	\$ 400.00	\$3,800.00

17. *Filters Based on Success (or Lack Thereof)*: Based on the course of the proceedings, we identified time entries associated with events in the case that either were not successful (*i.e.*, plaintiffs did not prevail), which are not part of compensable activities, or which are not relevant to the cases of the three plaintiffs. Of the claimed lodestar, \$167,468.55 or 7.6%, indicated one or more of these problems. These items are coded into Exhibit C through the “Filters” column. (These entries may exhibit other problems, too.)

- a. These issues include time associated with the seven former plaintiffs and their cases (not Fox, Hatchett or Brothers) (code “expl”), time spent with plaintiffs’ experts relating to the failed collective action issues (code “collect”),¹⁰ class certification time (code “cert”), time associated with clothes changing upon which Tyson prevailed on summary judgment (the “Section 3(o)” issues) (code “clothes”),¹¹ time spent on 11th circuit appeals (code “circuit”),¹² and time spent on Federal Rule of Civil Procedure 30(b)(6) depositions relating to other Tyson facilities besides Albertville (code “30b6”).¹³
- b. Fees for irrelevant, unsuccessful or unnecessary activities are normally disallowed.

¹⁰ There are 87.85 hours of such time, totaling \$14,532.02 in fees before November 15, 2006, and 119.22 hours and \$55,877.95 after.

¹¹ There are 164.3 hours of such time, with a claim for \$37,461.49 in fees.

¹² Plaintiffs include 59.2 hours of such time, with a claim for \$23,248 in such fees.

¹³ There are 65.95 hours of such time, for a fee claim of \$15,519.02.

18. *Extraneous Firms or Timekeepers:* There were 46 timekeepers working on this matter, in seven firms or entities, which is a large number even for a major class action, let alone three single-plaintiff cases, which were consolidated for most purposes except the actual trials. Of these, four billed over one thousand hours, two more billed over six hundred, and another five over one hundred.

- a. The timekeepers billing the largest number of hours are also among the highest rate timekeepers. The five highest billers all claim rates of \$400 per hour to \$580. With so many junior attorneys, paralegals, and even law clerks on the claim, there should be more delegation, with the usual pattern being that these lower rate timekeepers tend to bill more time in civil litigation in the familiar pyramidal staffing model.
- b. Twenty-one timekeepers billed 25 hours or less. Why plaintiffs did not simply write some or all of these high amounts down and low amounts off is not apparent.
- c. We identified several extraneous or otherwise unnecessary timekeepers, coded “extra” in the column of Exhibit C. These include Doolittle, Gilden, and Karmel, whose necessity is not apparent or explained. We also coded “extra” for communications by others with these timekeepers. Entries for Kuykendall, Middlebrooks, Heldman, Hodge and Grimsley were coded “extra” because, I understand, Tyson argues their fee submission was late or otherwise inappropriate. Other questionable timekeepers were handled through hourly rate adjustments, discussed below.

- d. Of the \$2.199 million sought for the lodestar, 4.6% of the entries, totaling \$100,616.84, are for entries by the extraneous timekeepers themselves or by others in communication with Doolittle, Gilden, and Karmell.

19. *Early Entries:* To reach a reasonable fee, we eliminated time incurred before March 29, 1999, because this time was expended on behalf of the United Food & Commercial Workers International Union, which retained counsel to investigate bringing an FLSA action against Tyson. None of the individual plaintiffs retained counsel until March 29, 1999. This totaled \$30,898.85 in pre-complaint time, or 1.4% of the lodestar claimed. These are calculated by filtering the date column in Exhibit C.

20. *Time Not Directly Related to the Three Actual Cases:* Plaintiffs claim a substantial portion of their lodestar at reduced percentages, as discussed above, which I refer to as their indirect fee claims. There are two indirect fee claim components: (1) Ms. McGowan's documented time, which exceeds the time she purports to claim (which is still excessive for the reasons discuss herein). To allow her time entries to equal the amount she claims, we scaled the entries to equal her claim by the percentages noted in the "percent claim" column of Exhibit C. (2) Several firms, including Milstein and the Public Justice Center, admitted that they could not directly connect their time to work for the three prevailing plaintiffs, so they used a 30% scaling factor to convert their gross time into net time claimed in the lodestar. This is also included in the "percent claim" column of Exhibit C.

- a. As noted above, rather than representing discounts or write-offs, these are attempts to fit irrelevant time into this fee petition, which is one reason why the lodestar is hundreds of times the result achieved.

- b. Tyson is objecting to the portion of the lodestar claimed at these reduced percentages. At most, Tyson's liability for fees and expense must be limited to the fees and expenses reasonably and necessarily incurred on the actual cases, not the portions on which these plaintiffs did not prevail.
- c. By filtering the column in Exhibit C denoted "percent claim," we calculate that \$579,778.33 of the lodestar fees are percentages other than 100%. This is 26.4% of the lodestar.

21. *Hourly Rates:* We adjusted hourly rates relying on declarations from other consultants to Tyson, as discussed above. We also used plaintiffs' own rate information to determine reasonable rates for timekeepers for whom plaintiffs failed to provide any, or sufficient, information about experience. We compared claimed rates for the poorly documented timekeepers with the rates plaintiffs claimed for other identified timekeepers. Rates of the extraneous timekeepers mentioned above were zeroed out, too. These are summarized in Exhibit B6 and incorporated in the "adjusted rates" column of Exhibit C. These adjustments result in reducing the lodestar claimed by 67% to \$1.46 million.

- a. The claimed hourly rates range from \$75 to \$580 per hour. Plaintiffs acknowledge that the proper hourly rate depends on assessing rates for similar services by lawyers of comparable skill, experience, and reputation in the relevant legal community. Pl. Br. at 6. The hourly rates claimed by petitioners for most of the time are quite high, an issue that is exacerbated by the top-heavy staffing. In other words, the hourly rates are themselves high, but using higher rate personnel

to perform tasks normally pushed down to lower rate personnel compounds the problem.

- b. The case was litigated in Alabama, but several of the firms or entities are from other, more expensive jurisdictions in terms of their hourly rates. Rates from the District of Columbia, for example, are much higher than rates in most other parts of the country for similarly experienced lawyers. They also make suggestions that national rates should apply – without apparent basis, but thereby admitting their rates are high. “National rates,” is code for higher than local rates, though true national rates would have to consider all rates, not just the highest ones. (Nor is there any database of such rates.) They also suggest that it may be hard to locate competent counsel in Alabama without higher than local rates. As the seven firms and 46 timekeepers on this case confirm, I am aware of no shortage of qualified lawyers in Alabama willing to work for a contingent fee.
- c. Normally, it is the actual rates of qualified, local attorneys that establish the reasonable hourly rate. A common misconception is to assume that the rates of the largest or most expensive firms in the locale control, but these are the ceiling for reasonable rates, or often above the ceiling. Rather, the reasonable rate is the average or typical rate for comparable work in that locale. Then too, even a very experienced attorney, in one locale or field, may have a much lower reasonable hourly rate when working out of his or her normal field or locale, *e.g.*, because he or she is not working at full “value” and may be less experienced and efficient in relevant tasks.

- d. The weighted average hourly rate is \$ 385.55 which, as noted before, is quite high. For litigation in which much of the time-consuming projects are normally performed by associates or paralegals, or non-billing clerical staff, the high average hourly rate reflects that high rate personnel were performing tasks normally delegated and the consequences of having multiple sets of partners from seven firms “managing” the matter.
- e. With a few exceptions noted in plaintiffs’ declarations, there is no evidence that most of the hourly rates have ever been billed to or collected from a paying client, which is why plaintiffs presented declarations not just from themselves (Plaintiffs’ Exhibits 1-6), but also from other Alabama lawyers (Plaintiffs’ Exhibits 7-9). This is not uncommon for plaintiffs’ contingent fee lawyers and public interest organizations, but it means that the hourly rates they quote are artificial and have not been tested or confirmed by the marketplace. Indeed, it is not uncommon for lawyers billing by the hour to quote high rates to reflect how they wish to be perceived, which we call vanity rates, then effectively discount them with the client in advance or through write-downs.
- f. Tyson has provided other evidence regarding reasonable rates (and the unreasonableness of the claimed rates), upon which I have relied to calculate more reasonable rates and a net fee under the circumstances. Exhibit B6 and C.
 - i. Tyson has also stipulated to rates for some personnel for whom I found no documentation in plaintiffs’ submissions (noted in Exhibit B6) and for law

clerks, whose contributions were questionable given their lack of experience or a license to practice law.

- ii. These stipulated rates were derived by establishing rates for plaintiffs' lead Alabama lawyers (Robert Wiggins and Candis McGowan) based on declarations from other Alabama practitioners submitted by Tyson. Lawyers from outside Alabama, including Sellers and Gardner, were understood to be, at most, equivalent in rate to these senior Alabama lawyers. Ms. Webber was similarly equivalent to Ms. McGowan, with similar experience. For other timekeepers as to whom plaintiffs provided no information, or close to none, their rates were scaled using these senior personnel as benchmarks, comparing their years of experience, then scaling their rates to maintain the structure of proportional rates within each firm. (If someone's rate were half a more senior attorney's rate in the original claim, this proportion was maintained if the senior attorney's Alabama-equivalent rate were reduced.) As an example, Ms. Webber's rate of \$465 was reduced in line with Ms. McGowan's rate to \$300, then Mr. Tompkin's rate was scaled from \$400 to 86% of Ms. Webber's new rate, resulting in his more reasonable rate of \$258.
- iii. The presence of so many law clerks suggests that the case was used as a marketing activity for the firm's recruitment process, with the entries reflecting their lack of productive value. The notion that unlicensed law

students would provide value in a case where plaintiffs' counsel claim to have so much experience is counter-intuitive.

22. *Absence of Fee Management Activity:* Aside from issues having a direct impact on our calculation of a more reasonable fee, there are issues raised by plaintiffs which I address. As alluded to before, one of these is the absence of any true fee management activity. There are no significant write-offs or write-downs of any time or expenses, no discounts, nor any other evidence that these fees and expenses were subjected to normal supervision or management, either internally by the firms or by a vigilant client. Plaintiffs said they exercised billing judgment, but I saw no evidence that they did and plenty that they did not, from staffing (not just the number but the use of "paralegal assistants," a contract lawyer, and law clerks), to rates, to unproductive activity, to duplication of effort, and so on. Rather than simply averring their dedication to exercising billing judgment, plaintiffs should have been able to document it.

- a. Before issuing a bill, lawyers are expected to consider things like wasted or inefficient efforts, inexperience of timekeepers, overstaffing, and the like to adjust the raw bill to a reasonable amount before issuing it to the client (or including it in a petition). These redundancies and inefficiencies are supposed to be corrected through write-offs and discounts, all of which were absent here.
- b. There were two instances where percentages or amounts were "cut" from the gross amount submitted. The first is the 30% factor applied to most of the older time by several firms or entities. The second is that McGowan submitted historical time that far exceeded the amount apparently claimed, without identifying which time was sought and which was not. We therefore scaled her

time for Saxon and Gardner Middlebrooks so that the amounts for her time entries would total the amount she apparently claims.

- i. The scaling factors plaintiffs used do not represent a discount, but rather an attempt to fully recover for “general” efforts for the original collective action or ten plaintiff case in proportion to the three remaining plaintiffs.
 - ii. This is an arbitrary number – the whole theory of consolidating cases or creating a class action, for example, is that two or twenty or two hundred cases can be tried for less time and expense per case. Instead of using a fraction of 3 in 10, based on the number of named plaintiffs, an arbitrary fact, it would make as much sense or more to use a fraction of 3 in 50,000, based on the original estimates of the putative class’s size.
 - iii. The 30% factor and scaling of McGowan’s time are not a discount, but an enhancement to the fees plaintiffs can comfortably claim were directly expended for each plaintiff. Because of this implicit admission that the time cannot be shown to relate necessarily and directly to the actual plaintiffs, my understanding is that Tyson is objecting to all the scaled time on this basis, too.
- c. The US Supreme Court explained that lawyers are “ethically obligated” to “make a good-faith effort to exclude from a fee request hours that are excessive, redundant, or otherwise unnecessary, just as a lawyer in private practice is ethically obligated to exclude such hours from his fee submission.” *Hensley v. Eckerhart*, 461 U.S. 424, 434 (1988).

d. These clients were “absent,” *i.e.*, they had no incentive to manage their lawyers, their tactics and strategy, their staffing, their hourly rates, their expenses, or the like. Nor did these clients have the sophistication in such affairs that many clients paying fees of this magnitude would have, nor has there been any informed consent to the rates.

23. *Travel:* There are \$106,553.05 of travel time in the claimed lodestar, which is 4.85% of the total fee claim.

a. The issue with determining reasonableness of travel fees and expenses is that they do not entail direct delivery of professional services. Instead, they are payments for moving timekeepers around, which is not generally productive professional time. These plaintiffs did not pick these lawyers, nor was there anyone in a position to manage these expenses. These travel fees and expenses are a direct result of the attorneys choosing themselves.

b. The time and expenses devoted to travel reflect another impact of staffing the case with attorneys from out of town. Alabama has an extensive, experienced legal community capable of handling such matters. The cost of importing lawyers for their own convenience, not out of necessity, is neither reasonable nor necessary, considering not only the higher hourly rates of these particular attorneys, but also the time spent in travel and travel expenses.

c. Cases suggest that all or half of the travel-related fees may be deducted in setting a reasonable fee.

24. *Expenses:* Actual, necessary out-of-pocket expenses incurred by a lawyer in the course of representing a client can be passed through to clients, assuming the client has agreed (or there is no agreement to the contrary). It is a legal issue, however, whether such amounts can be shifted, assuming a party has “prevailed,” the scope of which is contested here.

- a. Plaintiffs’ claimed expenses totaled \$155,227.40, of which \$8,282.33 are not contested by Tyson. Tyson challenges \$146,945.07 of the expenses for such items as expert fees and expenses, support staff overtime, travel (including mileage, meals, lodging, and parking), computerized legal research, postage, couriers, general photocopying, long distance telephone charges, facsimile charges, and office supplies on the ground that they are not recoverable in FLSA actions as a matter of law. Exhibit D has all the expense detail in a spreadsheet and it is summarized in Exhibit B7.
- b. Additionally, a firm cannot markup expenses or charge personal or overhead items as an expense. *See, e.g.*, ABA Formal Ethics Opinion 93-379. We cannot even tell from plaintiffs’ submission what the charge per page is for faxes and copying, so plaintiffs’ documentation is again insufficient to meet their burden.
- c. Aside from legal issues concerning the types of expenses recoverable under FLSA, I generally question items like office supplies (*e.g.*, binders, which are overhead) and undocumented or unitemized expenses. Except for several expenses from Mr. Doolittle, plaintiffs submitted none of the typical documentation for expenses.

Methods & Materials Reviewed

25. Under my supervision, an employee of my firm reviewed spreadsheets of the time entries submitted by the seven firms and attached to their fee petition. We created these spreadsheets by electronically scanning the time and expense entries and converting them to Excel spreadsheets. We reviewed and coded time entries according to various types of issues (or potential problems) as described above. This data is then sorted and filtered for my analysis using tools included in the spreadsheet program. This data is presented in Exhibit C, organized in chronological order. This chronological spreadsheet contains all the raw fee data upon which our tables and charts, Exhibit B and herein, and my conclusions, are based. Exhibit D is a similar compilation of the expense data.

26. *Legal Bill Review Analytical Stages:* Because they are issued by legal professionals, subject to requirements beyond those imposed on most commercial vendors, there are several layers of analysis to be conducted for any hourly legal bill.

- a. The burden of preparing billing records and proving the time spent, as well as that the time was reasonable and necessary, is on the law firm, which creates the records in the first place.
- b. First, and most fundamentally, the bill's content and format must provide the basic details, such as the subject of communications or research, to inform the client – or a judge – what was being done so that one can determine that the work itself, as well as the charge for it, was reasonable and necessary.

- c. Second, there are some types of time entry meeting this content requirement, but which appear inappropriate, unreasonable or unnecessary from reviewing that time entry. (An obvious example would be a 25 hour time entry.)
- d. Third, one must look beyond the face of the bill to determine whether the fees meet the legal standards contained in statutory and case law. This requires consideration of the bill in its legal context, *i.e.*, not just on its face alone, to determine whether it meets external standards for what is reasonable. (Examples include common concerns about duplication of effort, and clerical work. Comparison with the amount in controversy and results achieved is also appropriate.)
- e. Fourth, there are various grounds upon which otherwise reasonable, necessary, and properly documented fees and expenses may be forfeited, such as ethical infractions by the lawyer or other legal rulings about “prevailing parties,” the scope of fees and expenses allowed by the law, or the like. As I have noted, there are authorities suggesting that redacting time would forfeit the entire claim and that claiming misrepresented time, such as more than 24 hours in the same day, would result in partial or total fee forfeiture.

27. The various categories of problems with time entries for which we code are based on the rationale used by court decisions and other authorities to deny payment of legal fees in comparable cases. The general standard is whether the fees and expenses are necessary and reasonable, under the circumstances.

28. We have prepared various summary tables of data and graphs to illustrate several aspects of the bills. These tables and charts are attached to this declaration as Exhibit B.

29. *Mixed Time Entries:* Although some of the entries are broken down by task, many of these timekeepers employed “block billing,” *i.e.*, billing all tasks for a day in a single entry for each timekeeper, thereby effectively mixing the time each spent on different tasks, without breaking down the time by task. Experienced counsel should have anticipated the need for keeping accurate, contemporaneous, and detailed time records for all tasks, by task, not just some of them.

- a. When we reviewed the individual time entries, an entire time entry was coded for each problem noted, even if only one part exhibited a problem. Because the tasks were mixed together, the time spent on each is unknown and we could not segregate the time spent on individual tasks without making arbitrary or speculative guesses about time spent on each task.
- b. Time entries evidencing more than one problem were coded for each problem and, unless the timekeeper segregated his time into discrete task entries, entries mixing, blocking, or lumping more than one code are counted in full for each problem category total. If part of the time entry indicated a problem, but the balance indicated no problem, the entire entry is still coded and counted in full for the problem exhibited by a portion of the entry, unless the timekeeper segregated his or her time by task. Our inability to speculate about the allocation of time within an undifferentiated entry is a necessary consequence of so-called lumping,

blocking, or mixing of time entries, which precludes accurate segregation of time devoted to each discrete task.

30. *Inadequate documentation:* This claim for hourly legal fees and expenses is not adequately documented when compared with the quality, content, and extent of records normally kept by attorneys expecting to bill clients for their time, or seek payment from a common fund.

a. Failure of an attorney (or other timekeeper working at a law firm) to accurately, timely, and completely record time in an hourly bill is a basis for denying all or part of a fee, even if it is obvious that the attorney must have worked some time. This is because the attorney always has the burden not only to record his or her time accurately, but to provide sufficient detail to demonstrate that the fee is reasonable and necessary.

b. To determine whether a fee is reasonable, anyone, including a court or a client, must be able to examine the time entries and determine from their face (or with other supporting information provided by the firm) whether the amounts billed are reasonable for the tasks performed.

31. Because we did not have full access to underlying documentation and background information from the timekeepers, as well as details for the expenses, we have not performed a financial audit of these petitions in the sense that the term is used by accountants or any tests for, *e.g.*, fraud, except for the obvious fact that there are no more than 24 billable hours in a day. Instead we performed what accountants and auditors would typically refer to as a *review* or *performance audit*. We have assumed that the submissions by the petitioners are accurate and contain all the information they have to support the reasonableness of their fees and expenses.

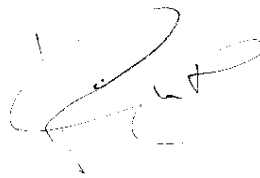
32. In addition to reviewing the fee petitions of the seven firms and other declarations attached to their fee claim, I have seen information on timekeepers from current websites and pleadings and other filings in the cases and dockets. I have also seen and relied upon three declarations from Tyson's other consultants regarding reasonable hourly rates for lawyers with similar experience, skill, and reputations in the vicinity of this Court. Declarations of J. Fredric Ingram, John W. Hargrove, and David J. Middlebrooks.

New Information & Authority

33. If material new information becomes available, I may revise or supplement my report and opinions accordingly. This declaration is based on all relevant information the plaintiff fee petitioners have provided to date.

34. I am an independent expert, not an agent or attorney representing Tyson Foods, Inc. None of my statements is made as a representative of Tyson Foods, nor am I authorized to waive or release anything on its behalf.

I DECLARE UNDER PENALTY OF PERJURY THAT THE FOREGOING IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE AND INFORMATION.



John W. Toothman, Esq.

Dated: July 31, 2008

Attachments:

Exhibit A	Current Resume of John Toothman
Exhibit B	Charts and Tables Prepared from bills & related data
Exhibit C	Chronological Printout of Legal Fee Data, including coded time
Exhibit D	Chronological Printout of Expense Data

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**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

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ARKANSAS TEACHER RETIREMENT SYSTEM,)	
on behalf of itself and all others similarly situated,)	No. 11-cv-10230 MLW
)	
Plaintiffs,)	
)	
v.)	
)	
STATE STREET BANK AND TRUST COMPANY,)	
)	
Defendant.)	
<hr/>)	
ARNOLD HENRIQUEZ, MICHAEL T. COHN,)	
WILLIAM R. TAYLOR, RICHARD A. SUTHERLAND,	)	No. 11-cv-12049 MLW
and those similarly situated,)	
)	
v.)	
)	
STATE STREET BANK AND TRUST COMPANY,)	
STATE STREET GLOBAL MARKETS, LLC and)	
DOES 1-20,)	
)	
Defendants.)	
<hr/>)	
THE ANDOVER COMPANIES EMPLOYEE SAVINGS)	
AND PROFIT SHARING PLAN, on behalf of itself, and)	No. 12-cv-11698 MLW
JAMES PEHOUSHEK-STANGELAND, and all others)	
similarly situated,)	
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v.)	
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STATE STREET BANK AND TRUST COMPANY,)	
)	
Defendant.)	
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**LABATON SUCHAROW’S EMERGENCY MOTION FOR STAY
OF MARCH 31, 2017 MEMORANDUM AND ORDER AND FOR LIMITED
RECONSIDERATION REGARDING SUPPLEMENTAL NOTICE TO THE CLASS**

Labaton Sucharow LLP (“Labaton Sucharow”), Lead Counsel for Plaintiff Arkansas Teacher Retirement System and the Settlement Class in the above-titled consolidated actions,

moves on an expedited basis for a brief stay of the Court's March 31, 2017 Memorandum and Order (ECF No. 192) to allow time for the consideration of Labaton Sucharow's motion for limited reconsideration of the Court's March 31, 2017 Order directing plaintiffs' counsel to provide supplemental notice to the class in the above referenced case. This motion is expedited and seeks a brief stay because the March 31, 2017 Order requires mailing of the notice on April 7, 2017.

As explained more fully in the attached Memorandum, which is incorporated by reference herein, Labaton Sucharow respectfully requests:

1. That the title of the notice be amended to delete the word "Filed," to reflect the fact that class members did not "file" claims in connection with the settlement in this case;
2. That one paragraph of the notice, which describes an article in The Boston Globe, be either deleted or amended;
3. That the Court clarify that pleadings or other legal briefing and filings (to the extent not under seal) before the Special Master are to be posted to the referenced website, but that plaintiffs' counsel need not post other materials submitted to the Special Master or his counsel, such as e-mails, letters, and discovery; and
4. That the Court stay the March 31, 2017 Order during the pendency of this Motion and that plaintiffs' counsel be permitted five business days from the date of the Court's ruling on this Motion to prepare and send the supplemental notice.

WHEREFORE, and for the reasons discussed more fully in the accompanying Memorandum, Labaton Sucharow respectfully requests that the Court stay the March 31, 2017 Order and reconsider, in the limited manner requested, its March 31, 2017 Order as set forth herein.

Dated: April 3, 2017

Respectfully submitted,

/s/ Joan A. Lukey

Joan A. Lukey (BBO No. 307340)
Justin J. Wolosz (BBO No. 643543)
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Two International Place
Boston, MA 02110
Tel: (617) 248-5000
joan.lukey@choate.com
jwolosz@choate.com

Attorneys for Labaton Sucharow LLP

Certificate of Compliance with Local Rule 7.1(a)(2)

The undersigned states that there is no opposing party, but counsel has forwarded a copy of this Motion to the Special Master and his counsel.

/s/ Joan A. Lukey _____

Joan A. Lukey

Certificate of Service

I certify that on April 3, 2017, I caused the foregoing Labaton Sucharow's Motion for Limited Reconsideration Regarding Supplemental Notice to the Class to be filed through the ECF system in above-captioned action No. 11-cv-10230, and accordingly to be served electronically upon all registered participants identified on the Notice of Electronic Filing.

/s/ Joan A. Lukey

Joan A. Lukey

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

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ARKANSAS TEACHER RETIREMENT SYSTEM,)	
on behalf of itself and all others similarly situated,)	No. 11-cv-10230 MLW
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Plaintiffs,)	
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v.)	
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STATE STREET BANK AND TRUST COMPANY,)	
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Defendant.)	
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ARNOLD HENRIQUEZ, MICHAEL T. COHN,)	
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JAMES PEHOUSHEK-STANGELAND, and all others)	
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STATE STREET BANK AND TRUST COMPANY,)	
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Defendant.)	
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**MEMORANDUM IN SUPPORT OF LABATON SUCHAROW’S EMERGENCY
MOTION FOR STAY OF MARCH 31, 2017 MEMORANDUM AND ORDER
AND FOR LIMITED RECONSIDERATION REGARDING
SUPPLEMENTAL NOTICE TO THE CLASS**

Labaton Sucharow LLP (“Labaton Sucharow”), Lead Counsel for Plaintiff Arkansas
Teacher Retirement System and the Settlement Class in the above-titled consolidated actions,

respectfully submits this memorandum in support of its emergency motion for a brief stay of the Court's March 31, 2017 Memorandum and Order (ECF No. 192) to allow time for consideration of Labaton Sucharow's request for limited reconsideration of the Court's March 31, 2017 Order. This motion is submitted on an emergency basis and requests a stay because, pursuant to the March 31 Order, supplemental notice must be mailed to the class by April 7, 2017.

In preparing to send the notice as directed by the Court, Labaton Sucharow has identified several items with respect to which it respectfully seeks modification or clarification. In particular, Labaton Sucharow requests the following:

1. The title of the notice (ECF No. 192-1) is "Notice of Proceedings that Could Result in an Additional Award to Class Members Who Have Filed Claims." In this particular settlement, class members were not required to "file" claims; the relevant data was provided by the Defendants and class members' recoveries will be calculated by the Claims Administrator. Accordingly, Labaton Sucharow requests that it be permitted to delete the word "Filed" from the version of the notice that will be distributed.

2. Page 2 of the notice contains the following sentences:

On December 17, 2016, The Boston Globe published an article reporting, among other things, that some attorneys working for Labaton, Thornton and Lief, who were represented to have regular billing rates of \$350 to \$450 an hour were paid only \$25 to \$40 per hour. In addition, the article raised questions concerning whether the hours reportedly worked by attorneys employed by Labaton, Thornton, and Lief were actually all worked.

Labaton Sucharow respectfully submits that this passage is misleading and prejudicial and that the sentences should be struck from the notice. First, the language is inaccurate and also varies in a meaningful way from the sentence that appeared in the article,¹ which itself was also

¹ The sentence in the Globe was, in pertinent part, "the work of staff attorneys — all of them assigned hourly rates at least 10 times higher than the \$25 to \$40 an hour typical for these low-level positions — which involves document review."

inaccurate. As we believe will be shown at the conclusion of the investigation, none of the three firms paid staff attorneys \$25 per hour and Labaton, for one, paid some twice that amount.

Labaton Sucharow also respectfully submits that this paragraph will lead readers of the notice to believe that the standard for judging the reasonableness of billing rates is to compare them to the rates at which document review attorneys are paid. The Firm respectfully submits that this notion is fundamentally wrong. A law firm's cost of employing an attorney is not part of any proper analysis of the reasonable hourly rate for that attorney. In determining a reasonable hourly rate for attorney work, "[t]he Court should no more attempt to determine a correct spread between the contract attorney's cost and his or her hourly rate than it should pass judgment on the differential between a regular associate's hourly rate and his or her salary." *In re Citigroup, Inc. Securities Litigation*, 965 F. Supp. 2d 369, 395 (S.D.N.Y. 2013) quoting *In re AOL Time Warner Shareholder Derivative Litigation*, No. 02-civ-6302 (CM), 2010 Westlaw 363113, at *22 (S.D.N.Y. Feb. 1, 2010). For instance, in *In re Tyco International, LTD.*, 535 F.Supp. 2d 249, 272 (D. N.H. 2007), Judge Barbadoro, in approving a 14.5% attorney fee in connection with a \$3.2 billion settlement, rejected the argument from an objector that contract lawyers' time used in a lodestar crosscheck should be treated as an expense. The objectors had argued "that the work done by contract attorneys should be treated as an expense to be reimbursed, rather than being included in the lodestar. This objection lacks merit. The lodestar calculation is intended not to reflect the costs incurred by the firm, but to approximate how much the firm would bill a paying client. An attorney, regardless of whether she is an associate with steady employment or a contract attorney whose job ends upon completion of a particular document review project, is still an attorney. It is therefore appropriate to bill contract attorney's time at market rates and count these time charges toward the lodestar." *Id.* at 272.

Given that Labaton Sucharow believes the Globe article is misleading and is rank hearsay that could not be admitted for its truth, the Firm requests that the article not be given the imprimatur of the Court in a formal notice to the class, and that the Firm be permitted to delete these sentences from the Notice. If the Court is not willing to allow the deletion of the hearsay statement, the Firm asks that it at least be revised to read:

On December 17, 2016, The Boston Globe published an article reporting, among other things, the allegation that some attorneys working for Labaton, Thornton and Lieff were assigned hourly billing rates substantially in excess of their hourly compensation. In addition, the article raised questions concerning whether the hours reportedly worked by attorneys employed by Labaton, Thornton, and Lieff were actually all worked. Class Counsel strenuously dispute the allegations raised in the article and the relevance of these pay rates to the issues before the court. No rulings on these issues have been made by the court.

3. Paragraph 4 of the Memorandum and Order (ECF No. 192) directs plaintiffs' counsel to make all past and future submissions "to the court or to the Special Master" since November 2, 2016 available on the class website and Labaton Sucharow's website. Pursuant to a protective order entered by the Special Master, Labaton Sucharow has produced documents in response to a request for production from the Special Master and Mr. Sinnott, and expects that additional discovery and related documents, although not part of any pleading or filing, could be characterized as "submissions to the . . . Special Master." The Firm requests clarification that it was not the Court's intent to require posting of discovery responses (which would in many instances be inconsistent with the protective order), e-mails, and letters etc., and that only formal filings, such as motions, legal briefing, responses, and orders (to the extent they are not sealed), are to be posted on the websites.

4. Finally, this request for clarification with respect to the items set forth herein will delay the first step in the notice process, i.e., the printing and mailing. In order to allow the Court to respond to this motion, and to allow the notice to then be adjusted, printed and

transmitted as the Court has directed, Labaton Sucharow respectfully requests a short stay of the March 31, 2017 Order and that plaintiffs' counsel be permitted five business days from the date of the Court's ruling on this Motion to prepare and send the supplemental notice.

CONCLUSION

For all of the foregoing reasons, Labaton Sucharow respectfully requests that the Court stay the application of its March 31, 2017 Memorandum and Order and reconsider the Order and the attached notice to the class, as set forth above.

Dated: April 3, 2017

Respectfully submitted,

/s/ Joan A. Lukey

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jwolosz@choate.com

Attorneys for Labaton Sucharow LLP

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

ARKANSAS TEACHER RETIREMENT SYSTEM,)	
on behalf of itself and all others similarly situated,	)	No. 11-cv-10230 MLW
)	
Plaintiffs,)	
)	
v.)	
)	
STATE STREET BANK AND TRUST COMPANY,)	
)	
Defendant.)	

ARNOLD HENRIQUEZ, MICHAEL T. COHN,)	
WILLIAM R. TAYLOR, RICHARD A. SUTHERLAND,)	No. 11-cv-12049 MLW
and those similarly situated,)	
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v.)	
)	
STATE STREET BANK AND TRUST COMPANY,)	
STATE STREET GLOBAL MARKETS, LLC and)	
DOES 1-20,)	
)	
Defendants.)	

THE ANDOVER COMPANIES EMPLOYEE SAVINGS)	
AND PROFIT SHARING PLAN, on behalf of itself, and)	No. 12-cv-11698 MLW
JAMES PEHOUSHEK-STANGELAND, and all others)	
similarly situated,)	
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v.)	
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STATE STREET BANK AND TRUST COMPANY,)	
)	
Defendant.)	

**OBJECTING PLAINTIFFS' LAW FIRMS' OBJECTION TO SPECIAL MASTER'S
ORDER REGARDING RETENTION OF JOHN W. TOOTHMAN**

Pursuant to Federal Rule of Civil Procedure 53(f) and Paragraph 9 of the Court's March 8, 2017 Memorandum and Order (ECF No. 173, the "Order of Appointment"), Labaton Sucharow LLP ("Labaton Sucharow"), Lieff Cabraser Heimann & Bernstein, LLP and the

Thornton Law Firm LLP (the “Objecting Plaintiffs’ Law Firms”), respectfully submit this objection to the order of the Special Master regarding the retention of John W. Toothman (ECF No. 193) (“Toothman Order”).¹ As explained more fully below, Mr. Toothman is a partisan, with a long history of pre-existing opinions on the key issues involved in these proceedings, who has been retained in the past by Mr. Theodore Frank of the Competitive Enterprise Institute. According to the Toothman Order, the Special Master and his counsel, William F. Sinnott (“Mr. Sinnott”), have retained Mr. Toothman as a technical advisor “to assist and guide” the Special Master’s “inquiry and investigation,” and perhaps to issue a report to the Special Master. Toothman Order at 6, 10. The Objecting Plaintiffs’ Law Firms object to this retention, on the grounds that (a) it is inappropriate for the Special Master and his attorney to retain a partisan to provide opinions and assistance to the Special Master in this manner, and (b) such retention outside the scope of Fed. R. Evid. 706 (“FRE 706”) deprives Objecting Plaintiffs’ Law Firms of the protections to which they would be entitled under FRE 706.

BACKGROUND

On March 8, 2017, this Court issued a Memorandum and Order appointing retired United States District Judge Gerald Rosen as a Special Master to investigate and submit a Report and Recommendation concerning issues that emerged regarding the Court’s award of attorneys’ fees, expenses, and service awards in this class action. *See* Order of Appointment. The following day, the Special Master advised undersigned liaison counsel by email that he had retained the services of Mr. Sinnott to attend all interviews, propound written discovery, and take any necessary depositions for the proceedings before the Special Master. The Special Master also

¹ The complete name of the Toothman Order is “Special Master’s Order Regarding the Law Firms’ Objection to Retention of John W. Toothman as Advisor to Counsel to the Special Master.”

indicated that he was considering “seek[ing] the assistance of a forensic accounting firm and/or an expert on legal billing practices,” and that he had “received several unsolicited offers to assist” him and was also “interviewing recommended firms.” The Special Master added that any appointment he might make, either of a forensic accounting firm or a legal billing practices expert, would be “solely [in] his discretion,” but that he would “consider any thoughts on any such appointments.” The Special Master then identified four individuals, including Mr. Toothman of The Devil’s Advocate, the subject of this objection.

On March 23, 2016, the Special Master disclosed in a telephone conversation with undersigned liaison counsel that either he or his counsel had retained Mr. Toothman, who represents himself to be an expert on legal billing practices. Because they believe Mr. Toothman to be partisan, with a long history of pre-existing opinions on the key issues involved in these proceedings, and because of his past business relationship with Theodore Frank of the Competitive Enterprise Institute, the Objecting Plaintiff’s Law Firms voiced serious concerns about the appointment and the impact of Mr. Toothman’s appointment on their due process right to a fair and impartial proceeding. Undersigned liaison counsel asked the Special Master to reconsider his decision to appoint Mr. Toothman. The Special Master, in communications between March 23 and March 28, declined to reconsider.

On March 28, the Objecting Plaintiffs’ Law Firms transmitted a formal objection to the Special Master regarding the appointment of Mr. Toothman, asking that he be stricken as a FRE 706 expert² on the grounds of lack of independence, partisanship, and pre-conceived

² As explained in the objection, the Special Master had stated that Mr. Toothman was appointed not pursuant to Rule 706, but pursuant to authority granted by this Court in the Order of Appointment. Order of Appointment at 6. As explained below, the Objecting Plaintiffs’ Law Firms do not understand the Order of Appointment to provide standalone, independent authority to appoint an expert; thus, the objection was made pursuant to FRE 706.

determinations on key issues in this proceeding.³ On March 31, 2017, the Special Master issued the Toothman Order, denying the objection. The Special Master cited his Order of Appointment, which allows him to “retain any firm, organization, or individual he deems necessary to assist him in the performance of his duties.” Toothman Order at 5. The Special Master went on to explain that he and Mr. Sinnott had appointed Mr. Toothman as a technical advisor, not a Rule 706 expert, and conclude that there is “no basis to reconsider or withdraw Mr. Toothman’s retention, or otherwise disqualify him from serving as technical advisor to the Special Master in this matter.” *Id.* at 4, 7-8.

The Toothman Order states that Mr. Toothman’s role will not be “to render a formal expert opinion or to make factual findings in this case,” but rather to “assist[] the Special Master and his counsel in understanding the technical terms, concepts, and contexts that underlie legal billing practices in the area of commercial class actions based upon his specialized knowledge in this area, and how these relate to the specific billing practices in this case.” *Id.* at 7. More specifically, the Toothman Order describes Mr. Toothman’s services and duties to include:

assisting in the preparation and review of discovery and assisting in the investigation and analysis of billing and related data. Mr. Toothman will further assist in the Special Master investigation by guiding the Special Master’s inquiry into other relevant topics, including but not limited to Lodestar calculations in contingent fee cases, determination of regional billing rates, and best practices for recording and absorbing litigation-related expenses.

Toothman Order at 6-7. Notwithstanding the foregoing, the order concludes by leaving open the possibility that Mr. Toothman may issue a report to the Special Master, in which case,

³ The objection was not initially filed on the docket, based on liaison counsel’s understanding of the Court’s instruction, as set forth in the Order of Appointment, regarding filings before the Special Master. On March 31, 2017, however, the Court issued a Memorandum and Order (ECF No. 192) directing, among other things, that all submissions to the Special Master be filed on the docket. Accordingly, on April 1, 2017, counsel filed the objection, which at that point the Special Master already had overruled, on the docket. *See* ECF No. 194.

“[a]lthough not required,” the report “will be disclosed to the Law Firms and they will be given the opportunity to comment on it.” *Id.* at 10. The “opportunity to comment” on any report falls well short of the parties’ right to depose, call as a witness, and cross-examine an expert when the expert is appointed pursuant to FRE 706,⁴ the only rule that authorizes an Article III court to appoint its own expert witness.

ARGUMENT

Objecting Plaintiffs’ Law Firms object to the Toothman Order and the decision of the Special Master to retain Mr. Toothman, pursuant to Federal Rule of Civil Procedure 53(f) and Paragraph 9 of the Order of Appointment. This Court reviews the procedural decision to retain Mr. Toothman for abuse of discretion. Fed. R. Civ. P. 53(f)(5). This Court reviews the Special Master’s statements of law regarding the appropriate use of a technical advisor, pursuant to which the Special Master concludes that this appointment was appropriate, *de novo*. Fed. R. Civ. P. 53(f)(4).

Objecting Plaintiffs’ Law Firms respectfully submit that under either and/or both standards, the retention of Mr. Toothman is not appropriate in connection with the investigation and report and recommendation being undertaken by the Special Master at the Court’s direction.

I. Mr. Toothman is a Partisan, Whose Business is to Opine that Courts should Reduce Amounts Sought Via Fee Requests.

Mr. Toothman is the President of a consulting company called “The Devil’s Advocate,” which provides “legal fee management and litigation consulting.” On the Frequently Asked

⁴ Under FRE 706, the Objecting Plaintiffs’ Law Firms would have had the opportunity to show cause why Mr. Toothman should not be appointed (FRE 706(a)); had the right to a disclosure of the expert’s duties in writing or orally at a conference in which the parties have an opportunity to participate (FRE 706(b)); been advised of any findings the expert makes (FRE 706(b)(1)); had the opportunity to depose the expert (FRE 706(b)(2)); had the right to call the expert to testify in any evidentiary proceedings (FRE 706(b)(3)); and had the right to cross examine the expert (FRE 706(b)(4)).

Questions page of Mr. Toothman's website, under the question "Is The Devil's Advocate 'anti-lawyer'?" Mr. Toothman's website states: "Even when we 'support' a legal fee, we rarely find that 100% of the requested fee is reasonable by all standards. Just as few things are perfect, so it is with legal bills." <http://www.devilsadvocate.com/faq.htm>, last visited April 4, 2017 (internal quotation marks in original). Consistent with this criticism, which assumes that no lawyer or law firm is capable of rendering bills that are "reasonable by all standards," The Devil's Advocate website viewed as a whole conveys Mr. Toothman's consistent opinion that fee requests are never (or virtually never) reasonable "by all standards" and should therefore be reduced, and that clients should retain his services to achieve a reduction in attorneys' fees, not for the purpose of seeking objective, expert advice on the "technical terms, concepts, and contexts that underlie legal billing practices." Toothman Order at 7.

Indeed, although not discussed in the Toothman Order,⁵ Mr. Toothman has been retained to argue in favor of reducing fee awards by Mr. Frank, who has already made his objection to the fee award in this case known and who, similarly, strongly holds the opinion that attorneys' fees should be reduced. In the case in which Mr. Toothman worked with Mr. Frank, *In re Citigroup Inc. Securities Litigation*, No. 07-civ-9901 (S.D.N.Y.), Mr. Toothman opined on many of the issues that will be decided in this proceeding, concluding (predictably) that the fees charged for project or contract attorneys were unreasonable, based largely in Mr. Toothman's view of how law firms ought to bill for document review and deposition preparation. *See, generally*, ECF No. 194-1 ("Declaration of John W. Toothman" in *In re. Citigroup Inc. Securities Litigation*).

For example, Mr. Toothman opined that document review should be done entirely electronically "by converting all the data into searchable databases (as with Google and so

⁵ The Special Master disclosed this relationship in a conversation with Liaison Counsel but indicated that the relationship was not on-going.

forth)” rather than using attorneys. Mr. Toothman referred to this non-judgment based electronic review (generally known as predictive coding) as “normal.” *Id.* at ¶ 42.⁶ Predictive coding, the efficacy of which is largely limited to an initial responsiveness review, was not used by any of Objecting Plaintiffs’ Law Firms in the State Street case, where attorney judgment was required in the document review and analysis process.

In addition, Mr. Toothman opined that document review is low-skilled, non-attorney work, and that “no fee-paying client” would pay for document review by personnel with law licenses. *Id.* at ¶ 43. He further belittled the work of document review attorneys with a demeaning metaphor, stating that a “lawyer cannot charge Michelangelo rates for painting a barn” and opining that “[c]lass counsel’s contract lawyers were barn painters.” *Id.* at ¶ 47. The Objecting Plaintiffs’ Law Firms, like many sophisticated law firms in complex commercial litigation, employ fully licensed, but off-partnership track, attorneys to exercise legal judgment in the document review process, in such tasks as identifying and flagging so-called “hot” documents for use in depositions, in the settlement process, and, if necessary, at trial. “Fee-paying clients” not only pay for such review at non-contingent commercial law firms; they would resist the suggestion that the review be undertaken by a software program or low-skilled non-attorneys. Mr. Toothman is already committed to a different view.

⁶ Objecting Plaintiffs’ Law Firms disagree with these conclusions, as well as the others reached by Mr. Toothman in the referenced declaration. If Mr. Toothman is to serve any role in these proceedings (which he should not), due process dictates that any “advice” or opinions he provides to the Special Master should be disclosed, and that the Objecting Plaintiffs’ Law Firms should have the full ability to challenge his assertions as provided in FRE 706. *See* Section II.B, *infra*.

Broadening his complaints, Mr. Toothman also opined that size and “prestige” of a law firm, and whether it is “highly respected”⁷ should not be factors in the reasonableness of an attorney’s hourly rate. *Id.* at ¶ 53. Objecting Plaintiffs’ Law Firms contend that these statements, while facially supporting Mr. Toothman’s opinion that the fees he was reviewing were “unreasonable,” are contrary, not simply to the way billing is done in the legal profession, but also to the case law addressing lodestar factors,⁸ and simply not credible.

Tellingly, the Objecting Plaintiffs’ Law Firms could not find any publicly-docketed affidavits, testimony, or reports from Mr. Toothman in which he opined and concluded that requested fees were reasonable.⁹ In the cases Objecting Plaintiffs’ Law Firms were able to find, Mr. Toothman uniformly argued, consistent with his position on The Devil’s Advocate website, that the attorneys’ fees were unreasonable and should be reduced. These are but a few examples:

- *In re Natural Gas Royalties Qui Tam Litigation*, MDL Docket No. 99-MD-01293 (D. Wyo., submitted March 23, 2012) (ECF No. 194-3). Mr. Toothman was retained by the relator to review legal fees and expenses submitted by defendants, as a predicate for setting an amount to be found by the Court as a sanction. Mr.

⁷ It is unclear whether Mr. Toothman rejects the 12 lodestar adjustment factors adopted by the United States Court of Appeals for the Fifth Circuit in a civil rights context in *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714, 717-19 (5th Cir. 1974) and cited with approval by the United States Supreme Court in *Hensley v. Eckerhart*, 461 U.S. 424, 430 n.8 (1983), and by the United States Court of Appeals for the First Circuit in *Diaz v. Jiten Hotel Management, Inc.*, 741 F.3d 170, 177 and n.7, (1st Cir. 2013). Those factors include “the experience, reputation, and ability of the attorneys.” *Id.*

⁸ See n.7, *supra*.

⁹ The Toothman Order cites three cases in which Mr. Toothman purportedly testified in support of an attorneys’ fee award. Toothman Opinion, at 9 n.1. One is a case before the American Arbitration Association, that is not available to the Objecting Plaintiffs’ Law Firms. The other two are federal cases from 1995. There is nothing available on the electronic dockets of these cases regarding Mr. Toothman, and to date, Objecting Plaintiffs’ Law Firms have been unable to obtain any information regarding the opinions he apparently offered in them.

Toothman offers numerous criticisms regarding the fees and expenses claimed, identifying several categories that he opines should not be included. His comments are not confined to a review of the papers before him, however; he attempts to support his opinions with sweeping, inappropriate generalizations about the profession as well. *See, e.g.*, ¶ 34 (“One of the paradoxes of hourly rates is that lawyers who claim to be worth more per hour because of their experience and skill typically also travel in larger packs, requiring larger pyramids of comparatively expensive lawyers and others to support them.”); ¶ 38 n.10 (“bet the company language is what law firms use to make small cases into huge ones by detaching clients’ cost-effectiveness from reality”).

- *FKI PCL and FKI Engineering, Ltd. v. Composite Technology Corp. et al.*, No. 09-cv-05975 (C.D. Cal., submitted November 19, 2009) (ECF No. 194-4). Mr. Toothman was retained by defendants to review a fee petition submitted by plaintiffs and their counsel in connection with a motion for sanctions. In support of his ultimate opinion that the requested fee should be reduced considerably, Mr. Toothman opines that billing for a first-year associate’s work is “an example of a firm attempting to bill a junior lawyer’s on the job training” because “if this is a matter for which a first year associate’s expertise is sufficient, [plaintiffs’ counsel] cannot suggest that this was in any way complex or novel.” *Id.* ¶ 15(e). Mr. Toothman also makes a disparaging analogy between law firms and fast food chains, opining that Mayer Brown LLP’s comparison of its rates to other national law firms does not make its rates reasonable because “[t]he reasonable price of a

hamburger is not determined by polling Morton's, the Palm, and other 'leading' restaurants – Carl's Jr. is closer to the standard for the locale." *Id.* ¶ 16(a).

- *Feesers, Inc. v. Michael Foods, Inc. et al.*, No. 04-cv-00576 (M.D. Penn., submitted June 26, 2009) (ECF No. 194-5). Mr. Toothman was retained by one of the defendants to review Plaintiffs' motion for attorneys' fees and costs. Mr. Toothman offers his gratuitous opinion that "[c]alling the case 'complex,' 'hotly disputed,' or blaming the opposition is, unfortunately, what almost everyone says in every case," and ultimately concludes that he cannot present a final opinion or estimate a reasonable amount, but that he can opine "that the requested fees and expenses are unreasonable and excessive to a significant degree." *Id.* ¶¶ 16(a), 33.
- *Kubbany et al. v. Trans Union LLC, et al.*, No. 08-cv-00320 (N.D. Cal., submitted February 5, 2009) (ECF No. 194-6). Mr. Toothman was retained by defendant to review plaintiffs' motion for attorneys' fees and expenses. Among other challenges, he opines that the rates charged are high, again belittling any suggestion by plaintiffs' counsel that the work performed was "complex":

While there are, indeed, some inherently complex cases, when it comes time to justify their fees, every lawyer claims his or her case was "complex," which they also blame on the court, its rules, their opponents, and so on, just as here. Typically, what makes cases "complex" is the inefficiency and denial of the labeling lawyer. Setting fees at many times the value of the case sends the wrong signal.

Id. ¶ 15(b) n.2.

As each of these examples shows, Mr. Toothman has a clear agenda that he expresses time and time again when he is hired, by Mr. Frank and others, to hunt for ways to opine that

fees are unreasonable. Mr. Toothman's description of his services and expertise on his public website, his work on other cases, and his work with Mr. Frank, who has already opposed the fee award in this case, make clear that Mr. Toothman is a partisan, who is uniquely inappropriate to advise the Special Master or his counsel in an objective, neutral and fair manner.

II. Objecting Plaintiffs' Law Firms' Objection Should Be Sustained Because the Retention¹⁰ of the Partisan Mr. Toothman is Improper.

As explained above, Objecting Plaintiffs' Law Firms objected to the retention of Mr. Toothman as inappropriate under FRE 706. In the Toothman Order, the Special Master says that Mr. Toothman is not being appointed pursuant to Rule 706, but pursuant to the Order of Appointment and the body of case law recognizing that a Court may retain a "technical advisor" to assist the Court when facing complex issues. Toothman Order at 5-6, 8-10. Respectfully, the different procedure now cited does not eliminate the unfairness or resolve the issue. The Objecting Plaintiffs' Law Firms submit that it makes Mr. Toothman's appointment even more inappropriate.

A. Mr. Toothman Cannot Properly be Appointed as a Technical Advisor.

Federal Rule of Civil Procedure 53 allows the Court to delegate its judicial duties to a master, subject to the requirements and procedural safeguards set forth in the rule. "The use of masters is to aid judges in the performance of specific judicial duties, as they may arise in the progress of a cause, and not to displace the court." *La Buy v. Howes*, 352 U.S. 249, 256 (1957) (internal citation and quotation marks omitted). Thus, without displacing the district court, the master may exercise certain of the Court's duties, subject to its later review. *See Fed. R. Civ. P.*

¹⁰ The Toothman Order says at one point that Mr. Sinnott has retained Mr. Toothman (*id.* at 3) but otherwise provides that the Special Master is responsible for the retention (*e.g., id.* at 6). Since it is clear that Mr. Toothman would be providing advice directly to the Special Master, the specifics of whether the Special Master or Mr. Sinnott retained him appear to be immaterial.

53(a)(1) and (f). Necessarily, the Special Master's authority to perform these duties is circumscribed by the district court's own authority and the tools at the district court's disposal. *See* Fed. R. Civ. P. 53. Accordingly, when the Order of Appointment allows the Special Master to retain persons to assist him, he must do so in a way that is consistent with the authority that the Court would have in these circumstances.

The Toothman Order disclaims FRE 706 as the basis for the appointment at issue here, and instead points to cases recognizing a court's inherent authority to appoint a technical advisor. *See, e.g., Reilly v. United States*, 863 F.2d 149 (1st Cir. 1988). An appointment of such an advisor, however, is "a near-to-last resort," that is only appropriate where the court "is faced with problems of unusual difficulty, sophistication and complexity." *Reilly*, 863 F.2d at 156-57 (noting that appropriate instances for appointing a technical advisor are "hen's-teeth rare"). Moreover, Courts have recognized the need to be "extremely sensitive" to the risk that "the judicial decision-making function will be delegated to the technical advisor." *TechSearch L.L.C. v. Intel Corp.*, 286 F.3d 1360, 1379 (Fed. Cir. 2002). Accordingly, in those rare cases where such an advisor is appropriate, the court must "establish[] safeguards to prevent the technical advisor from introducing new evidence and to assure that the technical advisor does not influence the district court's review of the factual disputes." *Id.*; *see also Reilly*, 863 F.2d at 156 (recognizing that such an appointment is "reserved for truly extraordinary cases where the introduction of outside skills and expertise, not possessed by the judge, will hasten the just adjudication of a dispute without dislodging the delicate balance of the juristic role").

These proceedings involve the review of legal billings. The Objecting Plaintiffs' Law Firms respectfully suggest that such a topic does not require the kind of technical expertise found in the "hen's-teeth rare" cases in which Courts have concluded that a technical advisor is

appropriate. *Reilly*, 863 F.3d at 156-57. For example, in *Reilly*, the First Circuit held that a technical advisor was appropriate because the case involved “esoterica: complex economic theories, convoluted by their nature, fraught with puzzlement in their application, leading to a surpassingly difficult computation of damages” and the court needed a technical advisor “to help the court understand the theories which were bruited about.” 863 F.2d at 157; *see also Amgen, Inc. v. F. Hoffmann La Roche Ltd.*, 581 F. Supp. 2d 160, 217 n.14 (D. Mass. 2008) (appointing Massachusetts Institute of Technology applied economics professor to serve as technical advisor on the economics of the Medicare reimbursement system in complex patent litigation); *Amgen, Inc. v. Hoescht Marion Rousel, Inc.*, 126 F. Supp. 2d 69, 78 n.3 (D. Mass 2001) (appointing Massachusetts Institute of Technology professor to serve as technical advisor on recombinant DNA technology in complex patent litigation), *vacated in part on other grounds*, 314 F.3d 1313 (Fed. Cir. 2003); *MediaCom Corp. v. Rates Tech.*, 4 F. Supp. 2d 17, 29 (D. Mass. 1998) (asking parties to agree on technical advisor in complex patent litigation involving telephone and network circuitry where Court acknowledged it was “without an adequate basis in skill or knowledge of the relevant art” and the patent “presents questions that are sufficiently complex and technical that the Court would be remiss to impose its lay understanding . . . without the benefit of expert guidance”); *Biogen, Inc. v. Amgen Inc.*, No. 95-10496-RGS, 1996 U.S. Dist. LEXIS 22617 (D. Mass. Dec. 10, 1996) (appointing Massachusetts General Hospital medical researcher to serve as technical advisor on production of human proteins in non-human host cells using recombinant DNA in complex patent litigation). Here, there is neither esoterica nor complex or convoluted theories. Moreover, courts – including the Special Master when serving as a district judge – routinely review and adjudicate fee petitions in class action and other cases. Review of the submissions in support of the fee award in this case does not require an

understanding of complicated economic theories or models outside the comprehension of the Special Master.

Moreover, even if a technical advisor were appropriate in this proceeding, the Special Master's appointment of Mr. Toothman would not be. A technical advisor must be neutral and non-partisan, as his role is to be a technical guide to the court, not to support one side or the other with evidence or opinions. *See, e.g., Reilly*, 863 F.3d at 158 (affirming district court's appointment of an economics professor from Brown University to provide "neutral technical advice"); *TechSearch L.L.C.*, 286 F.3d at 1379 (the court must use a "fair and open procedure" to appoint "a neutral technical advisor"); *MediaCom Corp.*, 4 F. Supp. 2d at 30 (ordering parties to select technical advisors "who reflect the generally accepted range of views" about technology); *Reilly v. United States*, 682 F. Supp. 150, 152 (D.R.I. 1988) (appointing "a neutral specialist"); *Biogen, Inc.*, 1996 U.S. Dist. LEXIS 22617, at *4 (requiring technical advisor to affirm "that he is a neutral third party in regard to this action" and "that he has no ideological, financial, or professional interest" in the litigation outcome).¹¹ For the reasons explained above, Mr. Toothman is neither neutral nor non-partisan.

The Toothman Order also suggests that Mr. Toothman's responsibilities will not be limited to those of a technical expert who explains concepts, and that he will serve an evidentiary role. For example, the Special Master explains that Mr. Toothman will "guid[e] the Special Master's inquiry into other relevant topics, including but not limited to Lodestar calculations in contingent fee cases, determination of regional billing rates, and best practices for recording and absorbing litigation-based expenses." Toothman Order at 6-7. Unless this evidence is already in

¹¹ The Toothman Order states that "[t]here are no mechanisms for a party to disqualify a judicial technical expert." However, in *Reilly*, the First Circuit advised that the parties should be notified of the technical advisor's identity before the court makes the appointment and "be given an opportunity to object on grounds such as bias or inexperience." 863 F.2d at 159.

the record, this type of “guidance” is inappropriate for a neutral technical advisor who has no evidentiary function and who may not influence the Special Master’s opinion. *See TechSearch*, 286 F.3d at 1381 (the court must exercise due care to avoid improper influence by its technical advisor).

The appointment of Mr. Toothman is also inappropriate because the appointment does not appear to include adequate procedural safeguards to protect the Objecting Plaintiffs’ Law Firms from impermissible fact- or evidence-gathering. These safeguards are especially important here where Mr. Toothman’s partisanship is not reasonably subject to dispute. In *Reilly*, the First Circuit held that, *at a minimum*, the parties must be given the opportunity to object to the proposed technical advisor on bias, inexperience, or other grounds, the Court should issue a written “job description” or issue “comprehensive verbal instructions to the advisor, on the record, in the presence of all counsel,” and the advisor must submit an affidavit at the conclusion of the engagement attesting to his compliance with the job description. 863 F.2d at 159-60.

Consistent with these requirements, in *Biogen, Inc. v. Amgen, Inc.*, the Court ordered the technical advisor to submit an “Affidavit of Engagement” at the beginning of his engagement in which he affirmed under penalty of perjury that he: (1) was a neutral party, with no ideological, financial, or professional interest in the litigation outcome; (2) would assist the Court “in a manner consistent with generally accepted knowledge in the relevant area”; and (3) would not engage in any independent investigation of the litigation or provide evidence to the Court. 1996 U.S. Dist. LEXIS 22617, at *9-12.¹² The Court also ordered that it would identify for the parties

¹² The technical advisor also affirmed in the Affidavit of Engagement that he had no financial, business, or personal interest in either party or any disclosed witness; that he would not acquire stock in either party until final resolution of the action; that he would not seek to benefit from

any materials used by the technical advisor in providing advice to the Court outside of the evidence in the record, or materials on which a person versed in the relevant technical field would reasonably be expected to rely. *Id.* at *5.

At the conclusion of the technical advisor's appointment, the Court required that the technical advisor affirm under penalty of perjury that he had "acted neutrally without ideological, financial or professional interest in the outcome of this case" and had "consistent with the court's instructions, refrained from offering an opinion as to the ultimate issues of law raised by this case, and, in fact, have no such opinions." *Biogen, Inc. v. Amgen Inc.*, No. 95-10496-RGS, 2000 U.S. Dist. LEXIS 16877, at *3 (D. Mass. Sept. 28, 2000). Especially here, where Mr. Toothman has such strong and clear views about the unreasonableness of most attorneys' fee awards, and where Mr. Toothman primarily serves as an advocate to reduce attorneys' fees, the lack of procedural protections is problematic.

B. If Mr. Toothman is to Provide a Report, the Parties Must Be Permitted the Full Right to Cross-Examine and Challenge His Opinions

At a minimum, if Mr. Toothman's appointment as a "technical expert" over objection stands, he must not be permitted to exceed the bounds of that role. The Special Master notes in the Toothman Order that "Mr. Toothman has not been retained to render a formal expert opinion or to make factual findings in this case." Toothman Order at 7. However, the Special Master adds that "if Mr. Toothman does issue a report to the Special Master, it will be disclosed to the Law Firms and they will be given the opportunity to comment on it before the Special Master issues his Report and Recommendation." *Id.* at 10. This latter statement suggests that Mr. Toothman is being considered for a role that would be improper, unless (at a minimum) the

confidential information he learned during the action; that he would inform the Court immediately of any conflict or potential conflict; and that he would inform the Court immediately if either party or any person sought to contact him about the litigation. *Id.*

Objecting Plaintiffs' Law Firms are given a full opportunity to examine him and otherwise refute his testimony.

As a technical advisor, Mr. Toothman is not a witness and may not contribute evidence. *Reilly*, 863 F.2d at 157. Mr. Toothman may do no independent fact-finding, and the Special Master may not rely on any evidence supplied to him by Mr. Toothman or unduly defer to Mr. Toothman in finding facts or arriving at conclusions of law. *Id.*; *see also TechSearch*, 286 F.3d at 1379. If Mr. Toothman becomes an evidentiary source by submitting a formal expert report, the Plaintiffs' Law Firms are entitled to cross-examine him. *Reilly*, 863 F.2d at 159. Moreover, if Mr. Toothman submits a formal expert report, he becomes a Federal Rule of Evidence 706 expert and not a technical advisor. *See FRE 706*; *see also Reilly*, 863 F.2d at 159-60 and n.8 ("the advisor is not permitted to bring new evidence into the case"). Objecting Plaintiffs' Law Firms respectfully submit that Mr. Toothman cannot be a Rule 706 expert because of his bias and clear partisanship. However, if Mr. Toothman submits a formal report, the parties are entitled not merely to comment on Mr. Toothman's report, as the Special Master suggest in the Toothman Order, but to depose Mr. Toothman, cross-examine Mr. Toothman, and call him as a witness under Rule 706(b).

CONCLUSION

For all of the foregoing reasons, Objecting Plaintiffs' Law Firms respectfully request that the Court sustain their objection to the retention of Mr. Toothman, and rule that Mr. Toothman may not serve as an expert or consultant in the proceedings before the Special Master.

Dated: April 6, 2017

Respectfully submitted,

/s/ Joan A. Lukey

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Certificate of Service

I certify that on April 6, 2017, I caused the foregoing document to be filed through the ECF system in above-captioned action No. 11-cv-10230, and accordingly to be served electronically upon all registered participants identified on the Notices of Electronic Filing.

/s/ Joan A. Lukey _____

Joan A. Lukey