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10 Temporary Conservator of the Person and
11 Temporary Co-Conservator of the Estate

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12 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**
13 **FOR THE COUNTY OF LOS ANGELES, CENTRAL DISTRICT**

14 In re the Temporary Conservatorship of the
15 Person and the Estate of:

Case No. BP 108870

16 **BRITNEY JEAN SPEARS,**
17 **Temporary Conservatee.**

**DECLARATION OF GERALDINE WYLE
IN SUPPORT OF PETITION FOR FEES
AND FOR REIMBURSEMENT OF COSTS
ADVANCED**

Date: September 25, 2008
Time: 1:30 p.m.
Dept.: 9
Judge: Hon. Reva Goetz, Judge Pro Tem

18
19 I, Geraldine A. Wyle, declare as follows:

20 1. I am an attorney licensed to practice before the Courts of the State of California. I
21 am a partner in the law of Luce, Forward, Hamilton & Scripps, LLP ("Luce Forward"), and am
22 one of the attorneys at Luce Forward principally responsible for the representation of James P.
23 Spears ("Mr. Spears"), the father of Britney Jean Spears ("Ms. Spears"), and the currently serving
24 Temporary Conservator of Ms. Spears' Person and Temporary Co-Conservator of Ms. Spears'
25 Estate. Mr. Spears was appointed as such on February 1, 2008, and Temporary Letters of
26 Conservatorship were issued the same day. The statements contained in this declaration are based
27 on my own knowledge. If called as a witness, I could and would testify competently to such

1 statements.

2 2. This Declaration is lodged with the Court in support of the Petition for Attorney
3 Fees and for Reimbursement of Costs Advanced (the "Petition"). In the Petition, we are seeking
4 allowance of compensation for services rendered to Mr. Spears for the time period January 31
5 through July 31, 2008. This Declaration is provided as a guide to the voluminous and detailed
6 time and cost records also being lodged with this Declaration for the Court's *in camera* review (in
7 order to preserve all privileges and rights to privacy). The detailed time records indicate the
8 individual attorneys' time and the rates charged for each attorney.

9 3. The attorneys principally responsible for this matter are Jeryll Cohen, senior
10 counsel at Luce Forward, who has at least 17 years' experience in complex trust, estate and
11 conservatorship matters; Jeffrey Wexler, a partner at Luce Forward, who has at least 20 years'
12 experience in civil litigation, including both state and federal proceedings; Vivian Thoreen, an
13 associate, who has at least five years of experience in complex trust, estate and conservatorship
14 matters; Jonathan Park, an associate who has at least three years of experience in complex trust,
15 estate and conservatorship matters; and myself. I have experience of approximately 15 years of
16 experience in complex trust, estate and conservatorship matters, with a further background in civil
17 litigation. Ms. Cohen's hourly rate is \$460, Mr. Wexler's hourly rate is \$525, Ms. Thoreen's
18 hourly rate is \$315, Mr. Park's hourly rate is \$275; and my hourly rate is \$495.

19 4. Introduction. This matter involved an extraordinary amount of effort and time by
20 all of the professionals involved. [REDACTED]

21 [REDACTED]
22 [REDACTED]
23 [REDACTED]
24 [REDACTED]
25 [REDACTED]
26 [REDACTED]
27 [REDACTED]
28 [REDACTED]

1 [REDACTED]
2 [REDACTED]
3 [REDACTED]
4 [REDACTED]
5 [REDACTED]
6 [REDACTED]
7 [REDACTED]
8 [REDACTED]
9 [REDACTED]

10 5. Since the initiation of the Conservatorship, as a result of the concerted efforts of
11 [REDACTED]
12 [REDACTED]
13 [REDACTED]
14 [REDACTED]
15 [REDACTED]
16 [REDACTED]
17 [REDACTED]
18 [REDACTED]
19 [REDACTED]
20 [REDACTED]

21 6. The services performed by the Luce Forward in this matter are described in more
22 detail below. Our services have been broken down into several general categories which loosely
23 correlate with the following matter numbers in our time records: Matter 1 – Initiation of
24 Conservatorship, Matter 2 – Administration of Conservatorship, Matter 3 – Family Law
25 Proceeding, Matter 4 – TRO Proceedings, Matter 5 – Federal Court Proceedings, Matter 6 –
26 Media Matters, Matter 7 – SJB Trust, Matter 8 – LoveShack Trust, Matter 9 – Malibu Lease
27 (Ramirez Canyon), Matter 10 – Miscellaneous legal advice, Matter 11 – Entertainment Issues,
28 Matter 12 – DMV Matter, Matter 13 – Tax.

1 7. Initiation of Conservatorship (Matter 1):

2 a. Initial Exploration of Conservatorship. I first spoke with Mr. Spears in
3 early January 2008. During the month of January, Jeryll Cohen and I spoke with Mr. Spears
4 numerous times in person and by telephone; with Blair Berk, a criminal defense attorney, who was
5 familiar with Ms. Spears, Mr. Spears, and the rest of their family, and had historical information
6 potentially relevant to the implementation of a Conservatorship; with a coordinator of medical and
7 support services relating to Ms. Spears' care (the "Care Coordinator"), with Louise Taylor, an
8 accountant and business manager who was also familiar with Ms. Spears, Mr. Spears, and her
9 family for several years, as well as other family members and professionals. Ms. Cohen, Ms.
10 Thoreen, and I performed extensive research and analysis regarding numerous issues relating to a
11 potential conservatorship, [REDACTED]

12 [REDACTED]
13 [REDACTED]
14 [REDACTED]
15 [REDACTED]
16 [REDACTED]
17 [REDACTED]

18 [REDACTED] In all, we expended more than 72 hours prior
19 to the initiation of the conservatorship, the reasonable value of which exceeds \$31,000. However,
20 Luce Forward is not seeking compensation for these initial services performed before the
21 preparation of the Petitions for Appointment of Conservator of the Person and Estate and these
22 services are not reflected on our time records.

23 b. Preparation of Pleadings, Attend Hearing and Serve Letters, Orders. In
24 connection with the initiation of conservatorship proceedings, I met with and interviewed [REDACTED]
25 [REDACTED] witness to the circumstances and events that had
26 recently occurred at Ms. Spears' home, and Ms. Cohen met with other witnesses for the same
27 purpose. Ms. Cohen, Mr. Wexler, Ms. Thoreen and I performed legal research and analysis
28 relating to various matters concerning the initiation of the conservatorship, [REDACTED]

1 [REDACTED]
2 [REDACTED]
3 [REDACTED] We conferred and coordinated
4 matters with Andrew Wallet, who had agreed to act as Temporary Co-Conservator of the Estate.
5 The Luce Attorneys drafted the numerous pleadings necessary for this undertaking. From the time
6 that I arrived at [REDACTED]

7 [REDACTED]
8 [REDACTED]
9 [REDACTED]
10 [REDACTED] On February 1st, we finalized the pleadings and began to make
11 arrangements for the filing of the pleadings that afternoon, [REDACTED]

12 [REDACTED]
13 [REDACTED]
14 [REDACTED] Four Luce Attorneys attended
15 the hearing on February 1, each assigned a designated task. [REDACTED]

16 [REDACTED]
17 [REDACTED]
18 [REDACTED]
19 [REDACTED]
20 [REDACTED]
21 [REDACTED]
22 [REDACTED]
23 [REDACTED]
24 [REDACTED] Temporary Letters were
25 issued at the initial hearing on Friday, February 1, 2008, and were set to expire after the second
26 hearing, scheduled for Monday, February 4, 2008.

27 c. February 1 – February 4. Following the February 1st hearing, the Luce
28 Attorneys met with Mr. Spears and Mr. Wallet to coordinate efforts to effectuate the Orders of the

1 [REDACTED] The Luce Attorneys contacted
2 Samuel D. Ingham III, the Court-appointed counsel for Ms. Spears and facilitated Mr. Ingham's
3 meeting with Ms. Spears. [REDACTED]

4 [REDACTED]
5 [REDACTED] The Luce Attorneys began the task of taking control of the Estate of Ms.
6 Spears, and obtained information regarding [REDACTED] Ms. Spears' residence, [REDACTED]

7 [REDACTED]
8 [REDACTED]
9 d. Post- Hearing Activities Following Issuance of Letters of Temporary
10 Conservatorship of Ms. Spears' Person and Estate. On Saturday and Sunday, February 2 and 3,
11 2008, the Luce Attorneys contacted and conferred with James Spar, M.D. and Ms. Spears' treating
12 physicians [REDACTED]

13 [REDACTED]
14 Ms. Thoreen met with Mr. and Mrs. Spears [REDACTED] for several hours on February 2nd [REDACTED]
15 [REDACTED]
16 [REDACTED] s.
17 [REDACTED]. The Luce

18 Attorneys also prepared new Letters and Orders in anticipation of the February 4 hearing, and
19 further declarations. On the afternoon of February 2, Adam Streisand of Loeb & Loeb, LLP,
20 emailed the Luce Attorneys, [REDACTED]

21 [REDACTED] Communications ensued among the Luce Attorneys, Mr. Wallet and
22 Mr. Streisand, [REDACTED]

23 [REDACTED] Mr. Wexler attended to the partial withdrawal of the Motions to Seal the
24 Record in accordance with the Court's instructions and Orders. There were numerous conferences
25 among counsel and with Mr. Spears and other professionals related to these issues.

26 e. February 4 Hearing: The morning of the February 4 hearing, the Luce
27 Attorneys attended a family law hearing, as discussed below, and continued to prepare and finalize
28 pleadings for the afternoon hearing, as well as field calls from the press. The Luce Attorneys also

1 conferred with Ms. Spears' treating physician and Dr. E. James Spar [REDACTED]
2 [REDACTED], and reviewed her medical records and coordinated with the personal investigator who
3 was attempting service of the TRO on Osama Lutfi. The Luce Attorneys then attended the hearing
4 along with Mr. Spears, and following the hearing, attended to numerous post-hearing issues over
5 the next 48 hours, including [REDACTED]

6 [REDACTED]
7 has [REDACTED]
8 [REDACTED]
9 [REDACTED]
10 [REDACTED]

11 f. Ms. Spears' Release From Hospital: On February 6, 2008, Ms. Spears

12 [REDACTED]
13 [REDACTED]
14 [REDACTED] s. Luce attorneys were then actively involved in assisting with Ms.
15 Spears safe return to her home [REDACTED]
16 [REDACTED]
17 [REDACTED]
18 [REDACTED]
19 [REDACTED]
20 [REDACTED]
21 [REDACTED]

22 [REDACTED] Well into the evening, the Luce
23 Attorneys communicated with Ms. Spears' business manager [REDACTED] and with Mr.
24 Streisand [REDACTED] Mr.
25 Streisand gave ex parte notice of a hearing on the propriety of the Letters and Orders, which he
26 withdrew at [REDACTED] Throughout, the Luce Attorneys
27 stayed in close contact with Mr. Spears and Ms. Berk, [REDACTED]
28 Spears.

1 g. February 14th Hearing and Post Hearing: Over the next week, the Luce
2 Attorneys participated in numerous activities to establish the conservatorships of both Ms. Spears'
3 person and estate. Attempts to serve Lutfi with the TRO continued, with the Luce Attorneys
4 monitoring and directing attempts at service. We also investigated [REDACTED]

5 [REDACTED] The Luce Attorneys also prepared for the hearing set for
6 February 14, 2008. The Luce Attorneys also provided support and information to the named
7 successor trustees of the SJB Trust, one of Ms. Spears' revocable inter vivos trusts (the
8 "Trustees"). The Luce Attorneys appeared at the February 14 hearing (where the Trustees were
9 appointed as such on a temporary basis). The Luce Attorneys obtained extended letters,
10 established bank accounts to begin processing expenses of administration; and established and
11 organized filing system [REDACTED]. Kathy Jaquez,

12 a Luce Forward probate paralegal, conferred with the Luce Attorneys to improve and organize the
13 filing system and she assisted in the drafting of numerous documents in this matter. The Luce
14 Attorneys also contacted Ms. Spears' attorneys, both former and current, to determine the status of
15 numerous aspects of her career and legal matters. In early March 2008, the Luce Attorneys
16 researched, prepared and then on March 5, presented their ex parte petition to extend the Letters of
17 Conservatorship [REDACTED]

18 [REDACTED] The Luce Attorneys prepared the Letters
19 and Orders extending the Conservatorship to July 31, 2008. The Luce Attorneys also prepared for
20 and represented Mr. Spears at the Probate Code section 730 hearing.

21 h. Summary. In all, approximately 324 hours of attorney time and 89 hours of
22 paralegal time were expended in connection with this matter, the reasonable value of which is over
23 \$155,000.00.

24 8. Administration (Matter 2):

25 a. The Luce Attorneys addressed [REDACTED]
26 [REDACTED] drafted a Confidentiality Agreement for use with third parties. The Luce
27 Attorneys also considered [REDACTED]

28 [REDACTED] The Luce

1 Attorneys continued to confer with and provided information to the Trustees. The Luce Attorneys
2 investigated all aspects of Ms. Spears legal and financial affairs, [REDACTED]

3 [REDACTED]
4 [REDACTED]
5 [REDACTED] The Luce Attorneys drafted an ex
6 parte petition for authority to terminate the business manager Howard Grossman, and appeared at
7 the hearing. The Court granted the requested relief and the Luce Attorneys drafted, obtained and
8 processed the necessary orders. The Luce Attorneys met with Mr. Grossman, his business partner
9 and their counsel, [REDACTED] We then

10 searched for a successor business managers, in [REDACTED] the
11 Trustees to jointly hire Gerber & Co to provide business management services to both the
12 Conservators and the Trustees, [REDACTED]

13 [REDACTED]
14 [REDACTED]
15 [REDACTED]
16 [REDACTED] We also prepared the necessary pleadings to obtain an order for the payment of
17 compensation to Mr. Spears on account and appeared at the hearing.

18 b. Media. As the media reported, the paparazzi dramatically thinned out, and
19 Ms. Spears had substantially more privacy in which to recover. [REDACTED]

20 [REDACTED]
21 [REDACTED]
22 [REDACTED]
23 [REDACTED]
24 [REDACTED]
25 [REDACTED] e
26 [REDACTED]
27 c. Medical Issues: Throughout the conservatorship proceedings, Luce
28 attorneys have consulted with and assisted the conservator in addressing the 730 Evaluation

1 Report [REDACTED] and the numerous issues relating to Ms. Spears medical care.

2 d. Charitable Foundation: We reviewed the operating documents for Ms.
3 Spears' charitable foundation [REDACTED]
4 communicated with our client and Gerber & Co. to effectuate donations.

5 e. Automobiles. Prior to the initiation of the Conservatorship, Ms. Spears had
6 amassed a number of [REDACTED] automobiles. [REDACTED]
7 [REDACTED]

8 We prepared the petition and order authorizing the disposition of the vehicles and attended the
9 hearing. As [REDACTED]
10 we assisted Mr. Spears with making arrangements to lease a larger vehicle, preparing the
11 necessary pleadings and reviewing the lease.

12 f. Summary. In all, approximately more than 405 hours of attorney time have
13 been expended on this matter, the reasonable value of which exceeds \$205,000.00.

14 9. Family Law Matter (Matter 3). At the time of the initiation of the conservatorship,
15 Ms. Spears was [REDACTED] in a [REDACTED] dispute with her ex husband, Kevin
16 Federline, In re Marriage of Spears and Federline, LASC Case No. BD 455662 (the "Family Law
17 Matter"). In fact, a hearing on the Family Law Matter was scheduled for the business day
18 following the appointment of the Co-Conservators.

19 a. [REDACTED]
20 [REDACTED]
21 [REDACTED]
22 [REDACTED]
23 [REDACTED]
24 [REDACTED]

25 [REDACTED] Approximately one week after the appointment of the
26 Temporary Co-Conservators, Trope & Trope re-filed a motion to be relieved as counsel. [REDACTED]
27 [REDACTED]
28 [REDACTED]

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[REDACTED]

b. We attended numerous hearings in the Family Law Matter. [REDACTED]

[REDACTED]

[REDACTED] We reviewed the voluminous pleadings filed in the Family Law Matter [REDACTED]

[REDACTED] We consulted extensively with our client and Ms. Phillips, the counsel initially selected to represent the Co-conservators, regarding all aspects of the Family Law Matter, [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] In contrast to the months preceding the conservatorship, on June 24th, Ms. Spears appeared for a Family Law Court hearing. [REDACTED]

We engaged in numerous discussions with Ms. Spears' treating physician [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED] We then participated in the drafting of numerous pleadings, [REDACTED]

[REDACTED]

c. [REDACTED]

[REDACTED]

[REDACTED]

d. [REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

c. [REDACTED]

[REDACTED]

[REDACTED] Ms. Wasser was retained. [REDACTED]

[REDACTED]

f. [REDACTED]

[REDACTED]

g. In all, approximately 270 hours were expended, the reasonable value of which exceeds \$125,384.00.

10. Temporary Restraining Order Against Osama Lutfi (Matter 4): [REDACTED]

[REDACTED]

[REDACTED] Ms. Spears' mother finally gained access to Ms. Spears' home in late January, and had a harrowing night at her home, fully depicted in Ms. Spears' declaration, filed on February 1. As more fully discussed above, TRO papers were drafted and a TRO was issued and finally, after

1 three weeks of process servers' and personal investigator's efforts, Mr. Lutfi was served [REDACTED]
2 [REDACTED] In April, we assisted Blair
3 Berk in negotiating with Mr. Lutfi to extend the TRO to July 31. During the month of July, we
4 negotiated with Mr. Lutfi's lawyer [REDACTED] and we therefore allowed the
5 TRO to lapse without renewal. In all, approximately 62 hours were expended on this matter, the
6 reasonable value of which is \$29,607.00

7 11. Federal Court Matter (Matter 5 and 12):

8 a. In February and March 2008 and for some time thereafter, we spent a
9 substantial amount of time as a result of actions taken by Jon Eardley, an attorney who claimed to
10 represent Ms. Spears (although never having met with her) and who, on February 14, 2008,
11 purported to remove these proceedings from this Court to the United States District Court for the
12 Central District of California (the "District Court") in an attempt to prevent this Court from
13 extending the Letters of Conservatorship. (Had Mr. Eardley filed his notice of appeal 30 minutes
14 earlier than he did, the Letters would have expired.)

15 b. On February 19, 2008, we filed a motion to remand the proceedings from
16 the District Court to this Court. On the same day, we filed an *ex parte* application to expedite the
17 briefing and hearing schedule on the motion to remand because, *inter alia*, in the absence of
18 expedition the District Court would need to resolve a large number of matters concerning the
19 administration of the estate, including the determination whether to extend the conservatorship
20 when it expired on March 10, 2008. On February 20, 2008, the District Court filed an Order to
21 Show Cause re remand, and an Order granting the motion to expedite.

22 c. At the time that Mr. Eardley purported to remove these proceedings to the
23 District Court, the hearing on Mr. Spears' temporary restraining order against Sam Lutfi was
24 scheduled for February 22, 2008. On February 20, 2008, we filed an *ex parte* application in the
25 federal action asking the District Court to continue the hearing on the temporary restraining order
26 and to extend the temporary restraining order. On February 21, 2008, the District Court granted
27 the *ex parte* application.

28 d. On February 22, 2008, Mr. Eardley filed papers in opposition to the motion

1 to remand in which he abandoned the principal ground upon which he based his claim of federal
2 question jurisdiction and asserted new factual and legal theories. On February 25, 2008, we filed
3 Mr. Spears' reply papers responding to these new assertions. On February 26, 2008, the District
4 Court granted the motion to remand, finding that Ms. Spears lacked capacity to engage Mr.
5 Eardley and that he therefore could not remove these proceedings on her behalf.

6 e. Thereafter, Mr. Eardley purported to file under seal an emergency motion to
7 stay the matter and to vacate the Order remanding these proceedings to this Court. The District
8 Court denied that motion.

9 f. On March 11, 2008, Mr. Eardley purported to file a notice of appeal from
10 this Court's Orders establishing the conservatorship. On March 24, 2008, the Court of Appeal
11 dismissed the appeal *sua sponte* on the ground that the Orders appealed from were not appealable.

12 g. On March 17, 2008, Mr. Eardley purported to file a declaration from a law
13 professor stating his opinion that this Court had committed certain legal errors with regard to these
14 proceedings. This Court subsequently struck that declaration.

15 h. As a result of the pleadings and motion papers filed and actions taken by
16 Mr. Eardley, we were required to prepare the pleadings identified above and to take a number of
17 other actions in order to ensure that the conservatorships did not expire, the temporary restraining
18 order against Mr. Lutfi remained in place, and this Court regained jurisdiction over the
19 proceedings as quickly as possible in order to allow it to administer the proceedings. Towards
20 these ends, we spoke with and exchanged letters with Mr. Eardley on several occasions, and we
21 kept this Court apprized of developments before the District Court. We also took other
22 preemptive measures to ensure that Mr. Eardley would be unable to disrupt the conservatorship
23 proceedings in the future.

24 i. In all, approximately 162 hours of attorney time were expended, the
25 reasonable value of which exceeds \$73,000.

26 12. SJB Trust (Matter 7). We reviewed the inter vivos trust that had been established
27 by Ms. Spears. We reviewed the Petition Confirming the appointment of the co-Trustees. As
28 discussed above, since the initiation of the Conservatorship, we have worked with the Co-Trustees

1 to coordinate financial matters. We have also engaged in continuous discussions regarding the
2 propriety of the Heggstad Petition under the circumstances. In all, approximately 15 hours of
3 attorney time have been expended, the reasonable value of which is \$5,927.00.

4 13. LoveShack Trust (Matter 8) Ms. Spears' residence is held in a revocable trust
5 [REDACTED] We reviewed the Trust document and the
6 Restated Trust. We prepared the documentation necessary for Mr. Grossman to resign as the
7 Trustee and for the appointment of the Co-Conservators as the successor Trustees. We drafted a
8 [REDACTED]
9 [REDACTED] After it was determined that it would be in Ms. Spears
10 best interest for the Conservators to sell her current residence and purchase a replacement
11 residence in a more suitable location, we [REDACTED]
12 prepared the pleadings to obtain authority to list the residence and purchase a replacement
13 residence and we appeared at the hearing. In all, approximately 29 hours of attorney time have
14 been expended on this matter, the reasonable value of which is \$12,407.

15 14. Malibu Lease (Matter 9). Several months before the initiation of the
16 Conservatorship, Ms. Spears had purportedly entered into several agreements with respect to real
17 property located in Malibu (the "Malibu Agreements"). [REDACTED]
18 [REDACTED]
19 [REDACTED]

20 Shortly after the appointment of the Conservators, [REDACTED]
21 [REDACTED]
22 [REDACTED]

23 [REDACTED] We obtained and reviewed and analyzed the Malibu Agreements. [REDACTED]
24 [REDACTED]

25 [REDACTED] We investigated the circumstances surrounding the execution of the
26 documents [REDACTED] We also addressed
27 issues raised [REDACTED]
28 [REDACTED]

Because we were
concerned about mold and had reason to believe that mold may have existed at the time the lease

1 was entered, we arranged for a mold expert to perform an investigation and testing. We reviewed
2 the several reports that resulted. We attempted to negotiate [REDACTED]
3 [REDACTED] We assisted our client in retaining the services of an
4 attorney with expertise in landlord-tenant issues, Julian R. Warner, to advise on the Conservators'
5 rights and obligations with respect to the Malibu Agreements and to engage in negotiations with
6 the landlord [REDACTED] We expended time providing Mr. Warner
7 with information and assisting him with his research and analysis. As a result of our efforts and
8 those of Mr. Warner, the landlord agreed [REDACTED] and
9 we avoided all litigation relating to over the lease and any alleged damage. In all, approximately
10 10 hours of attorney time were expended in connection with this matter. The reasonable value of
11 the services performed is \$4,551.

12 15. Entertainment-Related Issues (Matter 11).

13 a. Florida Litigation. Several months prior to the initiation of the
14 conservatorship, one of Ms. Spears' prior business managers, Johnny Wright, had filed a lawsuit
15 in Florida naming as defendants Ms. Spears and an entity owned by Ms. Spears [REDACTED]
16 [REDACTED]
17 [REDACTED]

18 [REDACTED] At the time of the initiation of the conservatorship, a default judgment had been
19 entered against Ms. Spears and the Spears Entity in connection with the Wright Litigation. Shortly
20 after the appointment of the Co-Conservators, a final judgment was entered. [REDACTED]
21 [REDACTED]
22 [REDACTED]

23 [REDACTED] We assisted our client in the selection of counsel, Holland & Knight, LLP ("H&K").
24 We reviewed the engagement letter and obtained Court authority for retaining H&K.

25 b. We obtained and reviewed the pleadings that had been filed in the Wright
26 Litigation and engaged in several discussions with Mr. Wright's counsel [REDACTED]
27 [REDACTED]

28 [REDACTED] We reviewed numerous
pleadings filed or served by H&K in the litigation, including without limitation, the Agreed Order

1 Vacating Final Judgments entered on April 29, 2008, as set forth in more detail in the Declaration
2 of Jorge L. Hernandez-Torano, and conferred on numerous occasions [REDACTED]

3 [REDACTED]
4 c. We reviewed discovery propounded on Ms. Spears and assisted H&K with
5 the responses to the discovery, including third party subpoenas. We assisted with the drafting of
6 discovery motions and responses to discovery motions. We consulted with Louise Taylor
7 [REDACTED] assisted with the collection of information from
8 various sources [REDACTED] We consulted with and assisted H&K with the
9 preparation of the management conference statement.

10 d. Throughout this period we assisted H&K with responding to Mr. Wright's
11 repeated demands [REDACTED] We reviewed H&K's invoices

12 e. Dealings with Ms. Spears' Entertainment Counsel: Ms. Spears had
13 retained Gary Stiffelman, of Ziffren, Brittenham, et al. approximately two years before the
14 commencement of the conservatorship. We met with and had numerous conversations with Mr.
15 Stiffelman at the beginning of the representation. [REDACTED]
16 [REDACTED]
17 [REDACTED]

18 f. Retention of Entertainment Counsel: Mr. Spears identified Thomas Hansen
19 as entertainment counsel for the co-conservators, and the Luce Attorneys negotiated a temporary
20 fee arrangement with Mr. Hansen's firm, Hansen, Jacobson, Teller, Hoberman, Newman, Warren
21 & Richman, L.L.P., and with a law firm with which he works closely whose specialty is music,
22 Goldring, Hertz, Lichtenstein & Haft, LLP,. We drafted and filed an *ex parte* petition approving
23 the fee arrangement, and obtained an Order granting the petition at an *ex parte* hearing. Mr.
24 Hansen has worked with sensitivity, patience and creativity to be one of the primary architects of
25 Ms. Spears' renewed career.

26 g. Larry Rudolph Fee Dispute: At the time that the temporary co-
27 conservators of the Estate were appointed, a [REDACTED] dispute existed between Ms. Spears and Mr.
28 Rudolph, her former manager. Mr. Rudolph and Ms. Spears had had a long and successful

1 business relationship, which had deteriorated [REDACTED]
2 [REDACTED]
3 [REDACTED]
4 [REDACTED]
5 [REDACTED]
6 [REDACTED]
7 [REDACTED]
8 [REDACTED]
9 [REDACTED]
10 [REDACTED]
11 [REDACTED]
12 [REDACTED]

13 h. Contracts: We have assisted entertainment counsel i [REDACTED]
14 [REDACTED]
15 [REDACTED]
16 [REDACTED]
17 [REDACTED]
18 [REDACTED]
19 [REDACTED]
20 [REDACTED]

21 Spears was an active participant in many of these matters, [REDACTED]
22 [REDACTED]
23 [REDACTED]
24 [REDACTED]
25 [REDACTED]
26 [REDACTED]

27 i. Review of Entities: At the time of the initiation of the Conservatorship,
28 Ms. Spears had approximately 10 business entities. We corresponded with Ms. Spears' former

entertainment counsel to obtain the operating documents, analyzed various of the operating documents, and coordinated the organization of those documents with the business manager, Gerber & Co. We also interviewed Ms. Spears' prior general counsel [REDACTED]

[REDACTED] We have also been reviewing all of Ms. Spears' assets [REDACTED]

j. New Entity: We created a new limited liability company for conducting business on Ms. Spears' behalf, and reviewed and commented upon another entity formed for a specific business transaction to be entered on behalf of and for the benefit of Ms. Spears.

k. Summary. In all, approximately 79.5 hours of attorney time were expended on this matter, the reasonable value of which is \$38,476.

16. DMV Matter (Matter 12 and Matter 10) In the fall of 2007, Ms. Spears was charged with a misdemeanor for driving without a valid California driver's license, even though she had a valid Louisiana driver's license on her person at the time of the arrest. Ms. Spears retained J. Michael Flanagan, of Flanagan, Unger & Booth, to represent her. [REDACTED]

[REDACTED] The district attorney recently asked for an additional opportunity to reply to the pleadings, which was granted. The matter remains pending and unresolved. In all, approximately 2.70 hours of attorney time were expended on this matter, the reasonable value of which is \$1,337.

17. Income Tax Issues (Matter 13). From time to time we have consulted with the business manager and CPA regarding various [REDACTED] issues [REDACTED] In all, approximately 1.50 hours of attorney time were expended on this matter, the reasonable value of which is \$690.

18. Summary. In all, over 1487 hours of attorney time and 89 hours of paralegal time have been expended by Luce Forward in connection with the administration of this Conservatorship. The reasonable value of these services exceeds \$670,000. However, as a courtesy to our client and Ms. Spears, we are not seeking the full amount of our services. Pursuant to prior Court orders, we have received \$275,000 on account of an estimated 50% of our fees for the period ending June 30, 2008. In addition to requesting allowance and approval of the \$275,000 of fees paid on account, we are also requesting allowance of the remaining half (\$275,000) for the period ending June 30, 2008, and \$45,000 for July.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed on September 11, 2008 at Los Angeles, California.

~~Geraldine~~ A. Wyle

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PROOF OF SERVICE

In re the Temporary Conservatorship of the Person and the Estate of BRITNEY JEAN SPEARS,
Temporary Conservatee, LASC Case No. BP 108870

Judge: Hon. Reva Goetz, Judge Pro Tem

Dept: 9

At the time of service, I was over 18 years of age and **not a party to this action**. I am employed in the County of Los Angeles, State of California. My business address is 601 S. Figueroa, Suite 3900, Los Angeles, California 90017.

On September 12, 2008, I served true copies of the following document(s) described as **DECLARATION OF GERALDINE WYLE IN SUPPORT OF PETITION FOR FEES AND FOR REIMBURSEMENT OF COSTS ADVANCED; DECLARATION OF LAURA A. WASSER IN SUPPORT OF PAYMENT OF FEES TO WASSER, COOPERMAN & CARTER, P.C. FOR THE PERIOD OF JUNE AND JULY, 2008; DECLARATION OF JORGE L. HERNANDEZ-TORAÑO IN SUPPORT OF PAYMENT ON ACCOUNT OF FEES TO HOLLAND & KNIGHT LLP FOR THE PERIOD OF MARCH THROUGH JULY, 2008; (Served Declarations ONLY, without time keeping attachments)** on the interested parties in this action as follows:

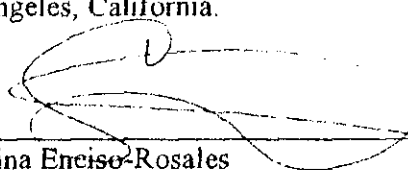
Andrew M. Wallet
HINOJOSA & WALLET
2215 Colby Avenue
Los Angeles, CA 90064

Samuel D. Ingham, III
ATTORNEY AT LAW
9440 Santa Monica Blvd., Ste. 510
Beverly Hills, CA 90210

BY MAIL: I enclosed the document(s) in a sealed envelope or package addressed to the persons at the addresses listed in the Service List and placed the envelope for collection and mailing, following our ordinary business practices. I am readily familiar with Luce, Forward, Hamilton & Scripps LLP's practice for collecting and processing correspondence for mailing. On the same day that the correspondence is placed for collection and mailing, it is deposited in the ordinary course of business with the United States Postal Service, in a sealed envelope with postage fully prepaid.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on September 12, 2008, at Los Angeles, California.


Gina Enciso-Rosales