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Co-Conservator of the Estate

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

In re the Conservatorship of the Person and
Estate of

BRITNEY JEAN SPEARS,
Conservatee

Case No BP 108870

[Redacted]

DECLARATION OF JAMES P. SPEARS
IN SUPPORT OF PETITION FOR
ALLOWANCE OF COMPENSATION TO
JAMES P. SPEARS

Date: September 15, 2011
Time: 1:30 p.m.
Dept: 9
Judge: Hon. Reva G. Goetz

BY FAX

1 I, James P. Spears, declare as follows:

2 1 I am the father of Britney Jean Spears ("Britney"). I served as the temporary
3 conservator of Britney's person and the temporary co-conservator of her estate from February
4 1, 2008, through October 28, 2008, at which time this Court approved the Petitions for
5 Appointment of Conservator of the Person and Co-Conservators of the Estate. Letters were
6 issued on January 6, 2009. Since my appointment, I have continuously served as Conservator
7 of Britney's Person and Co-Conservator of her Estate.

8 2 I continue to perform services to protect and care for Britney's person and to
9 administer her estate in good faith and in her best interests. I have done my best to improve
10 my knowledge in a number of areas of the music and entertainment business such as the
11 recording and tour industries and in legal and mental health matters, for Britney's benefit.
12 During the period of December 1, 2008, through November 30, 2009, I performed my duties
13 as conservator of Britney's person and co-conservator of her Estate virtually around the clock,
14 including during our travels outside Los Angeles. As set forth in the Family Court Order, I
15 have significant oversight duties relating to her visitation with her children.

16 3 This Court granted my Ex Parte Petition for Order Approving Compensation
17 for James P. Spears as Temporary and Permanent Conservator of the Person and Temporary
18 and Permanent Conservator of the Estate of Britney Jean Spears for the Time Period from
19 January 31, 2008 through November 30, 2008; Reimbursement for Expenses Incurred by
20 Spears Management, Inc., and Defrayment of Office Expense (the "Fee Approval Petition") of
21 December 22, 2008, allowing and authorizing the Co-conservators to pay compensation to me
22 for my services at the effective rate of \$16,000 monthly for the period beginning with my
23 appointment through November 30, 2008. This Court also approved, allowed and authorized
24 the Co-Conservators to pay compensation to me for my services as Conservator for the period
25 of May 1, 2010 through October 31, 2010, at the same monthly sum of \$16,000 plus \$1,200
26 monthly for the cost of an office in its Order Allowing and Approving Payment of 1)
27 Compensation to Conservators and Attorneys for Conservators, and 2) Reimbursement of
28 Costs dated March 2, 2011.

4 I have continued in my duties as Britney's Conservator of the Person and Co-
Conservator of the Estate. My duties continue to include overseeing and coordinating all of
Britney's medical, health, business, costuming, personal, security, household staff, and legal
matters (touching upon entertainment, music, family law litigation, the resolution of numerous
disputes, and ongoing litigation and conservatorship matters). I manage her security
arrangements as Britney must be protected from the paparazzi throughout each one of her daily
activities. I estimate that I engage in 200 to 400 communications per day to coordinate all of
these matters on behalf of the conservatorship [REDACTED]

I am primarily responsible for structuring and facilitating Britney's business and leisure
activities. I have provided Britney with my support and guidance to the best of my ability,

5 During 2010, Britney's latest album, *Femme Fatale*, took shape. The release of
the album was announced in late 2010 for March 2011. Britney worked hard in the recording
sessions and I oversaw all of the negotiations relating to the production of the CD and
production of video support FOR the CD. Inevitably, Britney's music professionals asked
whether the Conservators would be willing to mount another tour. As Britney had expressed a
desire to tour in support of this record, and was whole-heartedly in favor of it, I spearheaded
the exploratory discussions, relying to a great extent on the team of professionals who had
made the Circus Tour so successful, and as I did for the Circus Tour, I interfaced among the
entertainment professionals, the medical professionals, and the conservatorship in developing
a concert tour that would be financially rewarding [REDACTED] for Britney.

6 I worked with the music professionals to negotiate an agreement with Live
Nation, Inc., the tour promoter, that has proven to be extremely beneficial for Britney. She
was guaranteed [REDACTED] for the concert tours in North America, and continuing through
Europe and South America, with an additional guarantee totaling [REDACTED]. The Tour
currently has [REDACTED] in guarantees (before expenses) for 78 shows.

7. With Mr. Wallet, I created Till the World Ends ("TTWE"), a separate corporate
entity, for the tour. Rehearsals began in earnest in the winter of 2011, and after a few

1 promotional performances (the kick-off for the Femme Fatale record) and set up for the tour,
2 the "Femme Fatale" tour (the "Tour") was mounted by June of 2011. We completed the North
3 American leg of the Tour mid-August, completing all of the concerts that were planned, plus
4 nine extension shows. The Tour has been a professional success for Britney and Britney has
5 been substantially engaged with her audience throughout. I was with Britney through the Tour,
6 and planned the Tour so that she could travel with her children during their school's summer
7 vacation. [REDACTED]

8 [REDACTED]
9 [REDACTED]
10 [REDACTED]
11 [REDACTED]
12 [REDACTED]
13 [REDACTED]
14 [REDACTED]
15 [REDACTED]
16 [REDACTED]
17 [REDACTED]
18 [REDACTED] The children were well cared for throughout the Tour, and Britney
19 was able to and did spend enormous amounts of quality time with them. I coordinated
20 Britney's personal schedule and environment and was the tour manager throughout the Tour. I
21 supervised Britney's arrival at each venue, her experience and accommodations while at each
22 venue, and her departures, all of which I planned and executed to minimize the inevitable
23 stress that exists for any major performer, and most particularly for Britney [REDACTED]
24 [REDACTED]

25 8. The Tour is essentially three legs: the initial leg included North America (just
26 completed), the second leg will include Europe, and the third leg will include South America,
27 where she has never toured before. In order to cut overhead, I did not hire personnel for three
28 positions that existed in the Circus Tour – the tour manager (other than myself) and two

1 assistant managers. Salaries paid to these three positions in the Circus Tour were over

2 [REDACTED]

3 9. Although significantly scaled down from the Circus Tour, the Tour faced
4 substantial financial and logistical challenges. The staging required complicated technology and
5 highly skilled performers and technicians. I supervised the financial and logistical management of
6 the Tour, oversaw the extensive logistical issues of setting up, breaking down and moving the
7 Tour, with all of its human and technological components. I oversaw the efforts to obtain
8 sponsorships, which were few in this worsening economy. I also implemented and oversaw
9 stringent financial controls to ensure that the Tour was as fiscally lean as feasible. Managing the
10 finances of the Tour with Lou Taylor of TriStar Sports & Entertainment Group, we instituted at
11 the Tour's outset the same decision-making protocol, policies, procedures, and purchase order
12 systems for payments and financial approvals implemented during the Circus Tour. We used a
13 qualified purchase order system executed and designed by TriStar where all vendors were
14 required to submit each expenditure, with an executed Purchase Order, directly to TTWE. All of
15 the Purchase Orders as well as all payments were approved and paid with dual signatures from
16 Andrew Wallet and myself.

17 10 During the first leg of the Tour, Lou Taylor of TriStar Sports and Entertainment,
18 the business manager for the Tour, and I analyzed the various components of the concert program
19 to reduce the number of Tour employees and production components. We pared the tour company
20 by 10+ employees and cut the amount of equipment and staging props to improve the profitability
21 of the North American Tour, as well as the European and South American legs, with substantial
22 net savings in production and transport costs.

23 11 I also scrutinized Live Nation's performance in regard to its contract as concert
24 promoter, working in coordination with the entertainment lawyers. I was the primary interface
25 with the entertainment lawyers and the Tour -- from day-to-day issues relating to both employees
26 of the Tour, venues, sponsors and vendors to more global issues that developed.

27 12 I tackled the myriad issues that arose in -- and between -- the 78 concerts. I
28 coordinated with TriStar to monitor the approved vendors to ensure that the vendors were not

1 under-reporting their sales.

2 13 I also scrutinized William Morris' performance in regards to its capacity as an
3 agent, working in coordination with the entertainment lawyers to negotiate with William Morris
4 regarding the numerous issues and disputes that developed regarding Tour sponsorships and
5 William Morris' fulfillment of their duties, reducing their compensation dramatically. These
6 negotiations resulted in a net savings to Britney [REDACTED]


7 14 While the Tour is not yet completed, we now have a rough idea of the financial
8 results of the Tour. In part, as a result of my efforts, the Tour will receive approximately
9 [REDACTED] in guarantees. Ticket sales in the concert world have suffered drastically since the
10 Circus Tour (which barely escaped the ravages of the recession). The new reality requires the
11 artists to discount tickets to maximize revenues and fill the concert spaces. With this Tour,
12 Britney has been no exception to this phenomenon, but her Tour will still net several million
13 dollars to her after expenses.

14 15 I am advised that my services to the Circus Tour cover an unprecedented range of
15 activities, as I have performed and will continue to perform until the Tour's conclusion the
16 functions of Tour Manager, Logistics Coordinator, Production Manager and the day-to-day
17 coordinator for Britney and for Management. I am advised that compensation of 0.95% of the
18 Tour's gross guarantees (an estimated total [REDACTED]) would be reasonable compensation for
19 my efforts and the results that I achieved. Therefore, I request approval of compensation in an
20 amount equal to 0.95% of the Tour's gross guarantees (an estimated total [REDACTED]) as
21 compensation for my efforts relating solely to my services rendered to the Femme Fatale Tour.

22 16. As my role has expanded to include a significant portion of Larry Rudolph's
23 responsibilities as personal manager, including without limitation many of the responsibilities
24 relating to the Tour as well as the production of the 3 D concert video special Britney filmed in
25 Toronto, Larry Rudolph has also agreed to divert a portion of his income stream to me as I
26 covered a multitude of management responsibilities and support on the ground, such that we
27 agreed that the 10% commission to which Mr. Rudolph is entitled would be shared between Mr.
28 Rudolph and myself as follows: 8% to Mr. Rudolph and 2% to myself. TTWE will disburse these

1 funds to Mr. Rudolph and me accordingly. I therefore request additional approval for the Co-
2 Conservators to divert the 2% of Mr. Rudolph's income stream to me

3 I declare under penalty of perjury under the laws of the State of California that the
4 foregoing is true and correct Executed on September 8, 2011, at Los Angeles, California.

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6 
7 James P Spears

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PROOF OF SERVICE

I am employed in the county of Los Angeles, State of California I am over the age of eighteen years and not a party to the within action My business address and place of employment is Hoffman, Sabban & Watenmaker, A Professional Corporation, 10880 Wilshire Boulevard, Suite 2200, Los Angeles, California 90024.

On September 12, 2011, I served the document(s) described as: **DECLARATION OF JAMES P. SPEARS IN SUPPORT OF PETITION FOR ALLOWANCE OF COMPENSATION TO** on the interested parties in this action by e-mailing:

☐ the original ☒ true copy(ies) as follows:

See attached Service List

☐ **BY MAIL, STATE OR FEDERAL:** I am readily familiar with the practice of this office for collection and processing of correspondence for mailing with the United States Postal Service Pursuant to that practice, the above-referenced documents would be deposited with the United States Postal Service, First Class, postage pre-paid, in the ordinary course of business on this date. The above-referenced document was sealed and placed for collection and mailing with this office's First Class, Prepaid Mail on this date, at my above address in accordance with ordinary office practice

☐ **BY FACSIMILE:** I caused a true and correct copy of the document(s) listed above to be transmitted on this date by facsimile transmission from facsimile number (310) 470-6735 to the addressee(s) at the facsimile number(s) set forth above The transmission was reported as complete and without error **PARTIES SERVED BY FAX ARE MARKED WITH **.**

☒ **BY EMAIL:** I caused a true and correct copy of the document(s) listed above to be transmitted by email on this date before 5:30 p.m. PST to the person(s) at the email address(es) set forth above

☒ (State) 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, 2011, at Los Angeles, California.


Vicki T. Calderhead

In re the Conservatorship of the Person and Estate of
BRITNEY JEAN SPEARS, Conservatee
LASC Case No BP108870

PROOF OF SERVICE LIST
PROBATE CODE SECTION 1460

NAME & ADDRESS		RELATIONSHIP
ReignDeer Entertainment Corp Larry Rudolph Management, Inc 1100 Glendon Avenue Los Angeles, CA 90024		Personal Manager for Conservatee
Andrew M. Wallet HINOJOSA & WALLET, LLP 2215 Colby Avenue Los Angeles, CA 90064		Co-Conservator of the Estate
Britney J. Spears c/o Samuel D. Ingham, III 9440 Santa Monica Blvd., Suite 510 Beverly Hills, CA 90210		Conservatee
Samuel D. Ingham, III 9440 Santa Monica Blvd., Suite 510 Beverly Hills, CA 90210		Court Appointed Counsel for Conservatee
Courtesy Copy to:		
Clark Byam HAHN & HAHN, LLP 301 E. Colorado Blvd., 9 th Floor Pasadena, CA 91101-1977		Attorney for Ivan Taback, Trustee of the SJB Trust