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21 Co-Conservator of the Estate

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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

~~FILED-CONDITIONALLY UNDER SEAL~~

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

FILED  
LOS ANGELES SUPERIOR COURT

SEP 12 2011  
JOHN A. CLARKE, CLERK  
BY D. GOODWIN, DEPUTY

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.

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, [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. [REDACTED]

10 [REDACTED]  
11 [REDACTED]  
12 [REDACTED]  
13 [REDACTED]  
14 [REDACTED]  
15 [REDACTED]  
16 [REDACTED]  
17 10. During the first leg of the Tour, Lou Taylor of Tri Star 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. [REDACTED]

20 [REDACTED]  
21 [REDACTED]  
22 [REDACTED]  
23 11. [REDACTED]  
24 [REDACTED]  
25 [REDACTED]  
26 [REDACTED]

27 12. I tackled the myriad issues that arose in – and between – the 78 concerts. [REDACTED]  
28 [REDACTED]

1 under-reporting their sales.

2 13. [REDACTED]

7 14. While the Tour is not yet completed, we now have a rough idea of the financial  
8 results of the Tour. [REDACTED]

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. [REDACTED]

18 [REDACTED]  
19 [REDACTED] I request approval of compensation in an  
20 amount equal to [REDACTED]  
21 compensation for my efforts relating solely to my services rendered to the Femme Fatale Tour.

22 16. As my role has expanded [REDACTED]

28 [REDACTED] TTWE will disburse these

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[REDACTED]

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

James P. Spears  
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: **[REDACTED] 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

1 In re the Conservatorship of the Person and Estate of:  
2 BRITNEY JEAN SPEARS, Conservatee.  
3 LASC Case No. BP108870

4 PROOF OF SERVICE LIST  
5 PROBATE CODE SECTION 1460

6 NAME & ADDRESS	7	8 RELATIONSHIP
9 ReignDeer Entertainment Corp. 10 Larry Rudolph Management, Inc. 11 1100 Glendon Avenue 12 Los Angeles, CA 90024		13 Personal Manager for 14 Conservatee
15 Andrew M. Wallet 16 HINOJOSA & WALLET, LLP 17 2215 Colby Avenue 18 Los Angeles, CA 90064		19 Co-Conservator of the 20 Estate
21 Britney J. Spears 22 c/o Samuel D. Ingham, III 23 9440 Santa Monica Blvd., Suite 510 24 Beverly Hills, CA 90210		25 Conservatee
26 Samuel D. Ingham, III 27 9440 Santa Monica Blvd., Suite 510 28 Beverly Hills, CA 90210		Court Appointed Counsel for Conservatee
29 <b>Courtesy Copy to:</b>		
30 Clark Byam 31 HAHN & HAHN, LLP 32 301 E. Colorado Blvd., 9 <sup>th</sup> Floor 33 Pasadena, CA 91101-1977		34 Attorney for Ivan Taback, 35 Trustee of the SJB Trust