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8 Conservator of the Person

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14 Co-Conservator of the Estate

15 **SUPERIOR COURT OF THE STATE OF CALIFORNIA**  
16 **FOR THE COUNTY OF LOS ANGELES**

17 In re the Conservatorship of the Person and  
18 Estate of

19 **BRITNEY JEAN SPEARS,**

20  
21 Conservatee.

Case No. BP 108 870

**REDACTED**

**DECLARATIONS IN SUPPORT OF  
PETITION FOR ORDER  
ALLOWING AND APPROVING  
PAYMENT OF:**

- 1) **COMPENSATION TO  
CONSERVATORS AND ATTORNEYS  
FOR CONSERVATORS; AND**  
2) **REIMBURSEMENT OF COSTS**

Date: December 7, 2012

Time: 1:30 p.m.

Dept.: 9

Judge: Hon. Reva G. Goetz

**FILED CONDITIONALLY UNDER SEAL**

1 Petitioners JAMES P. SPEARS ("Mr. Spears") as Conservator of the Person and Co-  
2 Conservator of the Estate and ANDREW M. WALLET ("Mr. Wallet") of Hinojosa & Wallet, as  
3 Co-Conservator of the Estate of Britney Jean Spears, Conservatee, submit the following  
4 Declarations in support of their Petition for Order Allowing and Approving Payment of: 1)  
5 Compensation to Conservators and Attorneys for Conservators; and 2) Reimbursement of Costs,  
6 as follows:

- 7 1. Declaration of Andrew M. Wallet (Hinojosa & Wallet LLP);
- 8 2. Declaration of Geraldine A. Wyle (Hoffman Sabban & Watenmaker APC);
- 9 3. Declaration of Joel E. Boxer (Bird, Marella, Boxer, Wolpert, Nessim, Dooks &  
10 Licensberg APC);
- 11 4. Declaration of Laura Wasser (Wasser, Cooperman & Carter PC);
- 12 5. Declaration of Suann MacIsaac (Kinsella Weitzman Iser Kump & Aldisert LLP);
- 13 6. Declaration of Alexandra Leichter (Leichter Office);
- 14 7. Declaration of Alan Diamond (Greines, Martin, Stein & Richland LLP); and
- 15 8. Declaration of Stephen Rohde (Rohde & Victoroff).

16  
17 DATED: November 16, 2012

Respectfully submitted,

18 HOFFMAN, SABBAN & WATENMAKER, APC  
19 Geraldine A. Wyle  
20 Jeryll S. Cohen

21 By: 

22 Geraldine A. Wyle, Attorneys for James P. Spears,  
23 Co-Conservator of the Person and Co-Conservator of the  
24 Estate  
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6 Attorneys for Co-Conservator of the Estate

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8 SUPERIOR COURT OF THE STATE OF CALIFORNIA  
9 FOR THE COUNTY OF LOS ANGELES

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11 CONSERVATORSHIP OF THE  
12 ESTATE OF

13  
14 BRITNEY JEAN SPEARS,  
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16 Conservatee.  
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CASE NO. BP108870  
(Hon. Reva Goetz , Judge)

DECLARATION OF ANDREW M.  
WALLET IN SUPPORT OF PETITION  
OF CO-CONSERVATORS FOR FEES  
AND FOR FEES ON ACCOUNT

Hon. Reva Goetz , Judge  
Date: December 7, 2012  
Time: 1:30 p.m.  
Dept.: 9

21 Petitioner and Declarant, Andrew M. Wallet, alleges and declares as follows:

22 1. Petitioner is an attorney duly licensed to practice law in the State of California,  
23 and is so practicing. Petitioner is a partner in the law firm of Hinojosa & Wallet LLP.

24 2. Petitioner is a Certified Specialist in Estate Planning, Trust and Probate law the  
25 State Bar of California, Board of Legal Specialization.

26 3. Petitioner has been practicing law for 32 years, specializing in probate, trust,  
27 conservatorship, and related litigation, administration, professional fiduciary services, real  
28 estate and civil litigation. Petitioner is also an active, licensed real estate Broker and Realtor.

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DECLARATION OF ANDREW M. WALLET IN SUPPORT OF PETITION OF CO-CONSERVATOR'S  
FEES AND FOR FEES ON ACCOUNT

12/04/2012

Petitioner is a former member of the Executive Committee of the State Bar Trust and Estates Section, former member of the Executive Committee of Beverly Hills Bar Association, Trust and Estates Section and former member of the Executive Committee of the Los Angeles County Bar Association, Trust and Estates Section.

4. Petitioner is AV rated by Martindale-Hubbell.

5. Petitioner is a frequent speaker for Continuing Education of the Bar and State Bar seminars.

6. The matters set forth in this Declaration and accompanying Petition are based upon Petitioner's own personal knowledge and he is competent to testify as to the facts contained therein if called upon to do so by the Court.

7. Petitioner is the duly appointed Co-Conservator of the Estate of Britney Jean Spears. Petitioner has been acting pursuant to such Court authority from the date of appointment and issuance of Letters through the present time.

8. Lodged contemporaneously herewith are the true and correct detailed itemized billing entries for services rendered in connection with the Conservatorship Estate, from March 1, 2012 through November 2, 2012.

9. Virtually all of the time Petitioner has spent in rendering services in this matter have been services which normally would be performed by legal counsel representing the Co-Conservator. Due to the fact that Petitioner is an attorney, he has been acting as his own legal counsel.

10. The Conservatorship Estate has saved a substantial amount in fees due to the fact that Petitioner has been acting without separate legal counsel, as is typically the case with professional fiduciaries.

11. Set forth below is a summary of categories wherein Petitioner has rendered services on behalf of the Conservatee:

**A. Litigation Matters and Disputes**

(1) Flores v Spears and ASC v. Spears (cross-complaint). Petitioner spent substantial time in reviewing and revising pleadings, conferring with legal counsel, meetings, strategy, attending settlement meetings, appearing at court hearings, reviewing facts, multiple

1 communications with insurance adjuster, team members, conferences, communications, emails,  
2 discovery, legal issues, mediation, etc. Petitioner favorably settled the lawsuit with ASC and  
3 that settlement has recently been approved by this court.

4 (2) Zaltash v. Spears. et al. This is a lawsuit by a former nanny who  
5 claims that she is owed wages. The lawsuit was filed some time ago and was dismissed. It  
6 was re-filed as a limited jurisdiction case. Petitioner has incurred time in conferring with  
7 legal counsel and getting opposing counsel to amend their complaint to name the Co-  
8 conservators as the defendants. The summons and complaint were only recently "served"  
9 [REDACTED]. Petitioner's associate, Rebekah  
10 Swan, has attended court hearings and written letters to opposing counsel. [REDACTED]  
11 [REDACTED]

12 (3) LADS v Spears et. al Federal Court patent litigation. Petitioner  
13 has spent time in conferring with legal counsel, communicating with team members,  
14 reviewing documents and pleadings, strategy. The matter has been transferred to Los Angeles  
15 Federal Court. The matter is still pending with our motions pending to terminate the matter.

16 (4) Lutfi v. Spears. et. al. Petitioner has spent substantial time in  
17 dealing with the complexities of this matter. This matter was adjudicated at trial in favor of  
18 all of the defendants by non-suit. Petitioner has been actively engaged with all legal counsel  
19 and the other team members in all aspects of the defense of this matter, discovery, meetings,  
20 depositions, strategy, mediating, trial, etc.

21 (5) Other Disputes. Petitioner rendered services in connection with  
22 multiple other persons who have made claims against Conservatee, including but not limited to:  
23 threatened legal action, contract disputes, negotiated settlements, insurance resolution, stalkers,  
24 review documentation, investigations, conferences with security, police, real estate related  
25 claims, communicate with team, etc.

26 **B. Administration. Business, Tour, Asset Management**

27 (1) Petitioner rendered services in connection with the Conservatee's ongoing  
28 business issues, including but not limited to The X-Factor, multiple contracts, documents,

1 negotiations, reviewing all backup documentation concerning all expenses, financial issues,  
2 investment status and decisions, invoices and requests for payment, employee related issues,  
3 world wide trademark and patent issues, conferences and communications with counsel  
4 regarding trademark issues, conferences and communications with entertainment counsel,  
5 book deals, magazine articles, television, sponsorship, issues related to multiple business  
6 entities doing business in connection with internet, merchandise, new business proposals,  
7 conferences with CPAs, business management, personal manager, building the brand,  
8 Conservator's accounting and related issues, multiple insurance issues, tax issues, purchase  
9 and maintenance of vehicles, and miscellaneous other administration and business related  
10 matters. Ongoing conservatorship administration issues.

11 (2) Petitioner has spent substantial time in communicating and meeting with  
12 investment advisors, meetings with the "team" multiple telephone conversations, emails,  
13 documentation with investment advisors, review weekly cash reports, conferences with Sam  
14 Ingham, related trust investment issues, litigation issues, etc.

15 (3) Trademark and infringement. Petitioner performed services in  
16 connection with trademark, renewals, infringement issues in China, Canada, Australia, South  
17 America, various websites illegally using conservatee's name and/or likeness, etc.

18 (4) Real Estate. Petitioner has rendered services in connection with the sale of the  
19 Summit residence, including, conferring with real estate agent regarding listing and  
20 marketing, negotiations, title, escrow, documentation, conferring with team members, etc.  
21 Petitioner has rendered services with respect to the purchase of the Conservatee's residence,  
22 including, view the property, negotiations with listing agent, documentation of same,  
23 conferences with real estate agent, review and revise contracts, escrow documents, title  
24 review and resolve issues, inspection issues, etc.

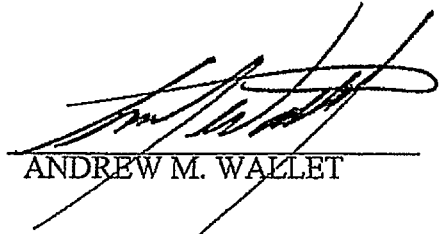
25 (5) Petitioner has endeavored to categorize the major areas in which he has  
26 rendered services to the Conservatee and the Conservatorship estate. There is substantial  
27 crossover in the categories and services. It is virtually impossible to adequately delineate the  
28 categories, scope and percentages of services rendered due to the fact that the activity and

1 services performed by Petitioner are quite substantial and extremely active on a day-to-day  
2 basis.

3 The Court previously granted the request of Co-Conservator and counsel, respectively, to  
4 pay themselves up to fifty percent (50%) of each monthly billing, one hundred (100%) of  
5 costs and to pay said amount on a monthly basis going forward.

6 Pursuant to said order Petitioner has been paid \$138,796.50 in fees and  
7 \$1,907.08 in costs on account, through November 2, 2012. It is respectfully requested that  
8 the Court grant Petitioner fees in the amount of \$383,590.00, plus \$2,240.61 in costs for a  
9 total of \$385,830.61, for the period from March 1, 2012 through November 2, 2012 and that  
10 Petitioners be authorized to pay the outstanding balance due of fees in the amount of \$244,793.50  
11 and costs in the amount of \$333.53, for a total amount of \$245,127.03.

12 I declare under penalty of perjury under the laws of the State of California that the  
13 foregoing is true and correct and that this declaration was executed on November 13, 2012 at Los  
14 Angeles, California.

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17 ANDREW M. WALLET  
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1           4.       Jeryll Cohen ("Ms. Cohen"), a member of the Hoffman Firm, received a bachelor's  
2 degree from UCLA (graduating magna cum laude) in 1981. In 1986, Ms. Cohen received a juris  
3 doctorate degree from Loyola Law School (graduating cum laude). Ms. Cohen has practiced  
4 estate planning and trust, estate, conservatorship and guardianship litigation and administration in  
5 Los Angeles since 1990. While Ms. Cohen's hourly rate has generally been at \$600 per hour in  
6 2012, the Hoffman Firm has invoiced her services in this matter at \$475.00 per hour.

7           5.       John L. Wong, an associate at the Hoffman Firm, received a bachelor's degree  
8 from California State University, Long Beach, in 2003 and a juris doctorate degree from Loyola  
9 Law School in 2006. Mr. Wong has practiced estate planning and trust, estate, conservatorship  
10 and guardianship litigation and administration in Los Angeles and Orange County since 2006 and  
11 joined the Hoffman Firm on June 20, 2011. Mr. Wong's hourly rate is \$350.00 per hour.

12           6.       Gina Enciso-Rosales is an experienced paralegal with 25 years of experience in the  
13 legal profession; she also assisted in this matter under the supervision of the attorneys and has  
14 worked with Ms. Wyle and Ms. Cohen since 2008. Ms. Enciso-Rosales received her paralegal  
15 certification from Loyola Marymount University and is qualified under Business and Professions  
16 Code section 6450(c). Ms. Enciso-Rosales has complied with the continuing education requirements  
17 of Business and Professions Code section 6450(d). Although, Ms. Enciso Rosales' is no longer with  
18 the Hoffman Firm, she spent a considerable amount of time on these matters up until her departure  
19 in August of 2012. Ms. Enciso-Rosales' hourly rate was \$185.00 per hour.

20           7.       Thu Pham is a paralegal at the Hoffman Firm. She received a bachelor's degree  
21 and paralegal certification from University of California at Irvine. Ms. Pham recently joined the  
22 Hoffman Firm on October 2, 2012 with over 5 years of experience in the legal profession. She has  
23 also assisted in this matter under the supervision of the attorneys. Ms. Pham is qualified under  
24 Business and Professions Code section 6450(c) and has complied with the continuing education  
25 requirements of Business and Professions Code section 6450(d). Ms. Pham's hourly rate is  
26 \$185.00 per hour.

27           8.       Vicki Calderhead is an experienced legal assistant with more than 30 years of  
28 experience in the legal profession, in the areas of civil litigation and trusts, estates,

1 conservatorships and guardianships. Ms. Calderhead received her paralegal certificate from  
2 California State University at Dominguez Hills in February of 2012, and received her Bachelors of  
3 Science degree in business administration at Loyola Marymount University in 1989. Ms.  
4 Calderhead is qualified under Business and Professions Code section 6450(d). Her hourly rate is  
5 currently \$50.00 per hour.

6 9. Beatriz Estrada is an experienced legal assistant with more than 21 years of  
7 experience in the legal profession, largely in the area of trusts, estates, conservatorships and  
8 guardianships. Her hourly rate is \$185.00 per hour.

9 10. The categories by which the services have largely been recorded at the Hoffman  
10 Firm are as follows: (401) General Administration; (402) Business; (405) Eardley Appeal; (407)  
11 Love Shack Trust; (409) the Lutfi v. Spears Complaint; (411) Tax Matters; (412) Family Law;  
12 (413) Miscellaneous; (414) Fee Issues; (415) Accounting; (416) Employment Related Issues;  
13 (418) Fernando Flores Litigation; and (419) Brand Sense Litigation.

14 11. Only the categories in which the Hoffman Services have been rendered are  
15 discussed below. Attached to the Notice of Lodgment lodged with this Court for its *in camera*  
16 review if it so desires (but not in the service copies to counsel) as Exhibit B1 and B-2 are the  
17 Hoffman Firm's invoices evidencing the services rendered, as well as the fees and costs incurred  
18 on behalf of Mr. Spears. These invoices do not reflect the payments of \$72,915.01 received from  
19 the Estate on November 15, 2012. However, the payments have been taken into account in  
20 Paragraph 52 through 56 of this declaration in which the calculations of fees and costs are set  
21 forth. Exhibit B-1 of the Notice of Lodgment is the invoices for legal services rendered and costs  
22 incurred from March 1, 2012, up to and including November 2, 2012 (organized by month). For  
23 the Court's convenience, the Hoffman Firm also attaches as Exhibit B-2 the cumulative billing  
24 records for each matter for which legal services were rendered, as well as costs incurred, for the  
25 period of March 1, 2012, up to and including November 2, 2012.

26 **401. General Administration**

27 12. In connection with the general administration of the Estate, the services performed  
28 by the Hoffman Firm's attorneys and paralegals during the period from March 1, 2012 through

1 November 2, 2012, included addressing issues in the Conservatorship administration relating to

2 [REDACTED]

3 [REDACTED]. The

4 Hoffman Firm also addressed Ms. Spears' petition to appoint Jason Trawick as co-conservator of  
5 the person. Additionally, the Hoffman Firm analyzed the Probate Investigator's Report and all  
6 expert reports and addressed various aspects of Ms. Spears' personal finances, automobiles, and  
7 the purchase of a residence.

8 13. The Hoffman Firm participated in numerous electronic communications, meetings  
9 and telephone conferences with our client and [REDACTED], Mr.  
10 Wallet, and conservatorship counsel, [REDACTED]  
11 [REDACTED] as well as numerous telephone conferences with the business manager, the  
12 investment advisors for the Conservators and Mr. Wallet regarding numerous financial and  
13 administrative issues. The Hoffman Firm monitored the investments of the Conservatorship Estate  
14 and the SJB Trust and contributed advice regarding those investments.

15 14. The Hoffman Firm researched, prepared for and attended all status hearings in this  
16 matter; reviewed all pleadings filed by Ms. Spears' court-appointed counsel and drafted various  
17 pleadings. The Hoffman Firm also obtained and reviewed transcripts of the hearings during this  
18 period.

19 15. Furthermore, the Hoffman Firm continued the organization of the numerous files  
20 maintained in this matter. Moreover, in conformity with past practice and in order to preserve the  
21 confidentiality of this matter as permitted by law, the Hoffman Firm handled the filing of sealed  
22 pleadings with this Court and retrieved sealed transcripts of court proceedings. A listing of the  
23 pleadings that the Hoffman Firm prepared and filed is attached to this Declaration as **Exhibit 1**  
24 and incorporated by this reference.

25 16. In connection with the general administration of the Estate, the Hoffman Firm also  
26 had regular and extensive telephone conferences, email correspondence and meetings with  
27 numerous people who are actively involved in the Conservatorship, regarding various issues that  
28

1 have arisen relating to the administration of the Estate, including financial matters, investment  
2 strategy, and personal issues, addressing the media and possible business deals.

3 17. The Hoffman Firm's services benefited the Conservatorship of the Person and Estate  
4 in numerous ways during the period covered by this Fee Petition. Among other things, the  
5 Hoffman Firm made significant contributions with respect to analyzing the professional  
6 investment manager's investment of the assets of the Conservatorship and the SJB Trust, and  
7 worked with these investment managers and Samuel Ingham to develop an appropriate investment  
8 plan for the Conservatorship's and the SJB Trust's assets. As a result, the Conservatorship's  
9 assets continue to be optimally invested given the mandated criteria for investments in the  
10 conservatorship context, along with the assets of the SJB Trust. The Hoffman Firm also  
11 contributed to the investigation, negotiation and resolution of numerous [REDACTED] financial  
12 issues to ensure that the Conservatorship continues efficiently and in Ms. Spears' best interests.

13 18. In all, approximately 272.7 hours of attorney time and 24.9 hours of paralegal time  
14 were expended in connection with this matter for the period of March 1, 2012 through November  
15 2, 2012, the reasonable value of which is \$136,921.50.

16 **402. Business**

17 19. In connection with the business matters of the Estate, the services performed by the  
18 Hoffman Firm during the period from March 1, 2012 through November 2, 2012 included  
19 numerous telephone conferences and extensive correspondence with medical, conservatorship,  
20 financial and entertainment teams regarding potential opportunity of "X Factor," issues and  
21 protective measures for Ms. Spears, both practical and contractual that arose during this period,  
22 from the initial proposal through the taped and live performances. The Hoffman Firm also  
23 reviewed proposal and term sheet; participated in extensive telephone conferences and  
24 correspondence [REDACTED]

25 [REDACTED]  
26 [REDACTED]  
27 20. In connection with the business matters of the Estate, the services performed by the  
28 Hoffman Firm during the period from March 1, 2012 through November 2, 2012, included

1 conferring with Mr. Spears, Mr. Wallet, and various advisors in the conservatorship and the  
2 business team; and multiple, extended telephone conferences with Mr. Spears, Mr. Wallet and  
3 others.

4 21. The Hoffman Firm's services benefited the Estate by assisting the Conservators'  
5 business team in conforming to the best practices of administration of this conservatorship, and  
6 contributing to the balancing of Ms. Spears' personal, career and economic interests.

7 22. In all, approximately 172.5 hours of attorney time and 0.2 hours of paralegal time  
8 were expended in connection with this matter for the period of March 1, 2012 through November  
9 2, 2012, the reasonable value of which is \$83,543.50.

10 **405. Eardley Appeal**

11 23. In connection with the Eardley Appeal, the services performed by the Hoffman  
12 Firm during the period from March 1, 2012 through November 2, 2012, included reviewing the  
13 notification by the Court of Appeal re: court action.

14 24. In all, approximately 0.2 hours of paralegal time were expended with this matter for  
15 the period of March 1, 2012 through November 2, 2012, the reasonable value of which is \$37.00.

16 **407. Love Shack Trust**

17 25. In connection with the Trust, the services performed by the Hoffman Firm during  
18 the period from March 1, 2012, through November 2, 2012, included reviewing documentation  
19 and correspondence relating to the sale of the Trust's real property; obtaining court approval  
20 regarding the sale; and telephone conferences and email correspondence with Mr. Wallet and Mr.  
21 Ingham.

22 26. In all, approximately 2.3 hours of attorney time and 0.3 hours of paralegal time  
23 were expended in connection with this matter for the period of March 1, 2012 through November  
24 2, 2012, the reasonable value of which is \$1,176.00.

25 **409. Lutfi Litigation**

26 27. In connection with the litigation commenced by Osama "Sam" Lutfi against Ms.  
27 Spears and the Conservators, the services performed by the Hoffman Firm during the period from  
28 March 1, 2012 through November 2, 2012, the Hoffman Firm actively engaged with all legal

1 counsel and the other team members in all aspects of the defense of this matter, including  
2 discovery, meetings, depositions, strategy, settlement attempts and trial. The Hoffman Firm  
3 prepared and filed [REDACTED]  
4 [REDACTED] attended the hearing on the Petition and the accompanying motion to seal.  
5 [REDACTED] and engaged in  
6 extensive correspondence and numerous intensive strategy sessions, both telephonically and in  
7 person, relating to the Lutfi litigation. The Hoffman Firm interviewed several potential witnesses  
8 and conferred with trial counsel regarding same, also addressed [REDACTED]  
9 [REDACTED]  
10 [REDACTED] The Hoffman Firm attended  
11 all hearings in this Court associated with the Lutfi lawsuit, including without limitation the  
12 Conservators' motion for award of fees relating to the restraining orders issued earlier by this  
13 Court and Mr. Ingham's Petition for Instructions. The Hoffman Firm reviewed the erroneous  
14 notice of ruling filed by Mr. Schleimer, addressed the Conservators' response to it, and reviewed  
15 the Court's *sua sponte* order striking Mr. Schleimer's Notice of Ruling.

16 28. In the Lutfi litigation, the Hoffman Firm reviewed and provided input for virtually  
17 all of the pleadings filed by the Conservators [REDACTED]  
18 [REDACTED] reviewed virtually all pleadings filed by Mr. Lutfi; attended virtually all hearings in  
19 Department 71 during this period; consulted with appellate counsel; participated in numerous  
20 strategy sessions [REDACTED]; consulted with appellate counsel [REDACTED]  
21 [REDACTED]  
22 addressed numerous issues [REDACTED]  
23 [REDACTED]  
24 [REDACTED]; prepared for and attended the ex  
25 parte hearing on the Petition for Instructions; and addressed the outcome of the hearing.

26 29. Additionally, the Hoffman Firm addressed [REDACTED]  
27 [REDACTED]; reviewed transcripts, [REDACTED]  
28 attended the various pretrial hearings and Final Status Conference; attended all sessions of trial

1 except for the afternoon of October 17, 2012; [REDACTED]  
2 [REDACTED] reviewed authorization for UCLA records; [REDACTED]  
3 [REDACTED] reviewed  
4 orders from Judge Bruguera on motions in limine; updated Mr. Ingham on the progress of the trial;  
5 polled jurors following Judge Bruguera's granting of the motions for non-suit; and conferred with  
6 trial counsel and conservators [REDACTED].

7 30. In all, approximately 270.3 hours of attorney time and 11.1 hours of paralegal time  
8 were expended in connection with this matter for the period of March 1, 2012 through November  
9 2, 2012, the reasonable value of which is \$129,756.25 after a courtesy discount of \$5,082.25.

10 **411. Tax Matters**

11 31. No tax issues were addressed during this period. The Hoffman Firm erroneously  
12 coded an entry relating to the Lutfi litigation (reviewing objections to Mr. Schleimer's Notice of  
13 Ruling) as being in connection with the tax matters.

14 32. In all, approximately 0.2 hours of attorney time were expended on the review of  
15 Notice of Ruling, the reasonable value of which is \$95.00.

16 **412. Family Law**

17 33. In connection with the family law matter, the services performed by the Hoffman  
18 Firm during the period from March 1, 2012 through November 2, 2012, included [REDACTED]  
19 [REDACTED] analysis to determine operative portions of historical orders and their effect;  
20 and other privileged communications and analysis regarding issues that are personal and private  
21 matters relating to Ms. Spears and her minor children.

22 34. In all, approximately 26.5 hours of attorney time were expended in connection with  
23 this matter for the period of March 1, 2012 through November 2, 2012, the reasonable value of  
24 which is \$12,913.50.

25 **413. Miscellaneous Activities**

26 35. Included in the Miscellaneous Activities matter are services performed by Hoffman  
27 Firm on matters where it was impractical and inefficient to set up either a separate billing matter  
28 for the services or to separately allocate time. These services for the period from March 1, 2012

1 through November 2, 2012, included addressing matters related to Lancer Partners distributions  
2 and calendaring.

3 36. In all, approximately 0.5 hours of paralegal time were expended in connection with  
4 these matters for the period of March 1, 2012 through November 2, 2012, the reasonable value of  
5 which is \$92.50.

6 **414. Fees**

7 37. In connection with issues relating to the fees of the Conservators and all counsel in  
8 this matter ("Fees"), the services performed by the Hoffman Firm during the period from March 1,  
9 2012 through November 2, 2012, included reviewing and analyzing invoices for the prior Fee  
10 Petition, which covered the period from September 1, 2011 through February 29, 2012; numerous  
11 discussions with various counsel for the Conservators regarding their fees; conferring with Ms.  
12 Taylor and Mr. Spears regarding Mr. Spears' fee declaration; preparing the Petition for Order  
13 Allowing and Approving Payment of: 1) Compensation to Conservators and Attorneys for  
14 Conservators; and 2) Reimbursement of Costs (Probate Code §2541, *et seq.*), filed April 3, 2012  
15 (the "Prior Fee Petition") and extensive supporting documents, including the supplement to the  
16 Prior Fee Petition, my declaration, the declaration of Mr. Spears, the notice of lodgment and the  
17 notice of hearing and preparing redacted versions of these documents; preparing a motion to seal  
18 the Prior Fee Petition to ensure that Ms. Spears' trade secrets and privacy interests were protected;  
19 and preparing the Supplement to the Petition for Allowance of Compensation to James P. Spears  
20 (Probate Code §2641, *et seq.*), filed April 19, 2012; and the accompanying declaration of Mr.  
21 Spears filed April 25, 2012; and advising and conferring with Mr. Spears' other counsel in the  
22 preparation of their respective declarations related to the Prior Fee Petition.

23 38. In all, approximately 22 hours of attorney time and 81.4 hours of paralegal time  
24 were expended in connection with these matters for the period of March 1, 2012 through  
25 November 2, 2012, the reasonable value of which is \$24,509.50.

26 **415. Accounting**

27 39. Second Account: In connection with the Refiled and Amended Second Account  
28 Current, the services performed by the Hoffman Firm during the period from March 1, 2012



1 through November 2, 2012, included finalizing documents for Notice of Lodging; gathering and  
2 reviewing voluminous materials to prepare the accounting; redacting confidential information;  
3 preparing and revising the First Supplement to the Refiled and Amended Second Account Current;  
4 preparing Financial Records in support of Refiled and Amended Second Account Current;  
5 attending the hearings on March 5, 2012, April 25, 2012 and July 25, 2012; conferring with the  
6 probate attorney regarding the accounting; and conferring with Messrs. Wallet and Ingham  
7 regarding various accounting issues.

8       40.   Third Account: In connection with the Third Account Current, the services  
9 performed by the Hoffman Firm during the period from March 1, 2012 through November 2,  
10 2012, included revising the Third Account Current; preparing documents for Notice of Lodging;  
11 gathering and reviewing voluminous documents to prepare the Third Account Current; preparing a  
12 motion to seal the Third Account Current to ensure that Ms. Spears' confidential financial  
13 information, trade secrets and proprietary information are protected from disclosure; attending the  
14 Hearings on April 25, 2012, August 31, 2012 and October 11, 2012, conferring with the probate  
15 attorney regarding the accounting; and conferring with Messrs. Wallet and Ingham regarding  
16 various accounting issues.

17       41.   The Hoffman Firm' efforts in regard to the accountings benefited the Estate in that  
18 their efforts continued to refine the comprehensive reporting of complex financial information for  
19 the Estate for internal purposes, as well as keeping this Court informed of Ms. Spears financial  
20 condition and the actions of the Conservators.

21       42.   In all, approximately 61.4 hours of attorney time and 31.1 hours of paralegal time  
22 were expended in connection with this matter for the period of March 1, 2012 through November  
23 2, 2012, the reasonable value of which is \$26,368.50.

24 **416.   Employment Related Issues**

25       43.   In connection with the employment related issues, the services performed by the  
26 Hoffman Firm during the period from March 1, 2012 through November 2, 2012, included  
27 reviewing employment contracts, and correspondence and telephone conferences with Mr. Wallet  
28 and Mr. Rubiner regarding employee related issues.

1           44.     In all, approximately 1.9 hours of attorney time were expended in connection with  
2 this matter for the period of March 1, 2012 through November 2, 2012, the reasonable value of  
3 which is \$904.00.

4 **418.   Fernando Flores Litigation**

5           45.     In connection with the lawsuit filed by security guard Fernando Flores (the "Flores  
6 Litigation"), the services performed by the Hoffman Firm during the period from March 1, 2012  
7 through November 2, 2012, included research and analysis of litigation and strategies;  
8 participating in settlement discussions; reviewing and making suggested revisions to the numerous  
9 pleadings and other documents; participating in the deposition of Oded Krasinsky; and preparing  
10 petitions for approval of settlements reached with the plaintiff Fernando Flores and the cross-  
11 complainant Advanced Security Concepts, Inc., along with accompanying motions to seal.

12           46.     The services performed by the Hoffman Firm during the period from March 1,  
13 2012 through November 2, 2012, in connection with the Flores Litigation also included numerous,  
14 meetings, telephone conferences and email correspondence with Mr. Spears, Mr. Wallet, Mr.  
15 Ingham, Mr. Boxer and John Rubiner regarding the Flores Litigation, strategy for and status of the  
16 litigation, the demurrer, and settlement.

17           47.     The Hoffman Firm's services have benefited the Estate in that, with the additional  
18 oversight of the Hoffman Firm and Mr. Wallet, Ms. Spears has been able to settle the Flores  
19 lawsuit.

20           48.     In all, approximately 44.3 hours of attorney time and 11.2 hours of paralegal time  
21 were expended in connection with this matter for the period of March 1, 2012 through November  
22 2, 2012, the reasonable value of which is \$21,136.00.

23 **419.   Brand Sense Litigation**

24           49.     In connection with the lawsuit filed by Brand Sense ("Brand Sense Litigation"), the  
25 services performed by the Hoffman Firm during the period from March 1, 2012 through  
26 November 2, 2012, included reviewing court documentation, corresponding with the court and  
27 obtaining court transcripts, research of documents and files relating to the PVP's Petition for  
28 Instructions and preparing requests for the court's minute orders on the matter.

1           50.     The Hoffman Firm's services have benefited the Estate in that, with the additional  
2 oversight of the Hoffman Firm and Mr. Wallet, Mr. Weitzman's firm has been able to settle the  
3 Brand Sense Litigation.

4           51.     In all, approximately 1.6 hours of paralegal time were expended in connection with  
5 this matter for the period of March 1, 2012 through November 2, 2012, the reasonable value of  
6 which is \$296.00.

7     **Total Fees**

8           52.     In all, the Hoffman Firm has incurred \$437,785.75 in fees in connection with its  
9 representation of Mr. Spears in the conservatorship, and is requesting approval of its fees in the  
10 total amount of \$437,785.75 after discounts of \$5,082.25. As the sum of \$162,920.15 in fees has  
11 been paid on account to the Hoffman Firm, Petitioners seek authorization for Petitioners to pay to  
12 the Hoffman Firm the amount of \$274,865.60 in outstanding fees.

13     **Total Costs**

14           53.     The description and amount of costs advanced by the Hoffman Firm for the benefit  
15 of the Conservatee and the Estate for the period from March 1, 2012 through November 2, 2012  
16 are attached to this declaration marked **Exhibit 2** and incorporated by this reference.

17           54.     In all, the Hoffman Firm has incurred \$4,939.12 in costs advanced for the benefit of  
18 the Estate and is requesting approval of its costs in the total amount of \$4,939.12. The Co-  
19 Conservators have reimbursed the Hoffman Firm in the sum of \$4,484.12 in reasonable costs.  
20 Petitioners seek authorization for Petitioners to pay the Hoffman Firm the amount of \$455.00 in  
21 outstanding costs.

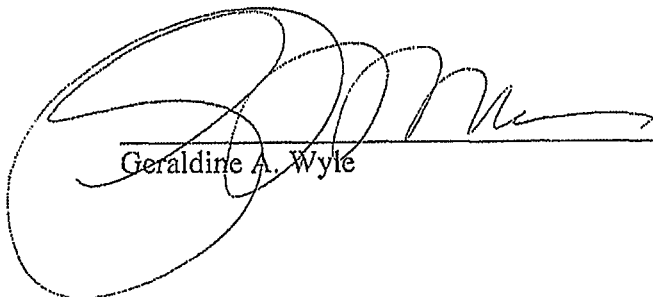
22           55.     It is in the Court's discretion to approve or deny the costs incurred for messenger  
23 services for the filing of documents in court (LASC Rule 10.3.1). Our office is located in  
24 Westwood, a considerable distance from the Los Angeles Superior Court, Central District. The  
25 documents filed by the attorney service needed to be filed as expeditiously as possible to provide  
26 the probate attorney sufficient time to review and clear notes prior to the hearing. The remaining  
27 attorney service filings were documents which needed to be filed the same day; there are various  
28 \$15.00 charges for the attorney service to file the documents via same day route service. These

1 filings were necessary and of benefit to the Conservatorship Estate. The remaining charges are  
2 self-explanatory. The messenger services were kept at a minimum and only used when it was not  
3 appropriate to use the U.S. Postal Service or other means of transmission of the documents as  
4 there were time constraints and the expediency of the filings were detrimental to the Estate or  
5 pursuant to the Court's Orders.

6 56. A summary of the fees, costs and payments for the period from March 1, 2012  
7 through November 2, 2012, is attached to this Declaration as **Exhibit 3**.

8 57. The Hoffman Firm further requests that, pursuant to the Order on Petition for  
9 Approval of Attorneys' Fees And for Reimbursement of Costs filed on November 3, 2009, it be  
10 allowed and authorized to receive payment on account on a monthly basis of fifty percent (50%)  
11 of its invoiced fees and one-hundred percent (100%) of the costs for which it seeks  
12 reimbursement, with the Hoffman Firm's fees to be allowed and approved in the future on a  
13 periodic basis, as previously ordered.

14 I declare under penalty of perjury under the laws of the State of California that the  
15 foregoing is true and correct, and that this Declaration is executed on this 16<sup>th</sup> day of November,  
16 2012, at Los Angeles, California.

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Geraldine A. Wyle

**PLEADINGS FILED BY HSW**

	<b>Date</b>	<b>Pleading Name</b>
1.	3/1/12	First Supplement to Refiled and Amended Second Account Current; Report of Co-Conservators of the Estate, James P. Spears and Andrew M. Wallet; Petition for its Settlement; and Approval Thereof
2.	3/1/12	Petition for Order Authorizing Co-Conservators of the Estate to Make Payments
3.	3/1/12	Notice of Motion and Motion to Seal Petition for Order Authorizing Co-Conservators of the Estate to Make Payments; Memorandum of Points and Authorities
4.	3/21/12	Notice of Motion and Motion to Seal Pleadings Relating to Status Hearing; Memorandum of Points and Authorities
5.	4/3/12	Petition for Order Allowing and Approving Payment of: 1) Compensation to Conservators and Attorneys for Conservators; and 2) Reimbursement of Costs (Probate Code Section 2641, et seq,)
6.	4/3/12	Notice of Motion and Motion to Seal Pleadings Relating to Petition for Order Allowing and Approving Payment of: 1) Compensation to Conservators and Attorneys for Conservators; and 2) Reimbursement of Costs and Supporting Documents; Memorandum of Points and Authorities
7.	4/3/12	Petition for Order Approving Settlement re: Flores
8.	4/3/12	Notice of Motion and Motion to Seal Petition for Order Approving Settlement; Memorandum of Points and Authorities
9.	4/19/12	Report of James P. Spears Re Status
10.	4/19/12	Preliminary Response of James P. Spears to Report
11.	4/19/12	First Supplement to Petition for Order Allowing and Approving Payment of: (1) Compensation to Conservators and Attorneys for Conservators; and (2) Reimbursement of Costs
12.	4/25/12	Declaration of James P. Spears in Support of Petition for Order Allowing and Approving Payment of: 1) Compensation to Conservators and Attorneys for Conservators; and 2) Reimbursement of Costs
13.	4/25/12	First Amended Redacted Refiled and Amended Second Account Current; Report of James P. Spears and Andrew M. Wallet, Co-Conservators of the Estate; Petition for its Settlement and for Approval Thereof
14.	10/15/12	Petition for Order Approving Agreement re: Flores
15.	10/15/12	Notice of Motion and Motion to Seal Petition for Order Approving Settlement; Memorandum of Points and Authorities re: Flores

**EXHIBIT 2**

<b>Matter</b>	<b>Date</b>	<b>Vendor/Description</b>	<b>Total</b>
<b>401 - Conservatorship - General Administration</b>			
401	3/1/12	Premiere Global - teleconference services	\$ 4.64
401	3/2/12	Premiere Global - teleconference services	\$ 33.15
401	3/7/12	ABC Legal Services - obtain copies of all Minute Orders on or after 1/20/12 from Los Angeles County Superior Court	\$ 16.00
401	3/7/12	Premiere Global - teleconference services	\$ 9.37
401	3/14/12	Premiere Global - teleconference services	\$ 12.99
401	3/21/12	Los Angeles County Superior Court - fee re Status Report 3/22/12	\$ 395.00
401	3/21/12	Los Angeles County Superior Court - filing fee re Objections	\$ 395.00
401	3/21/12	Los Angeles County Superior Court - filing fee re Motion to Seal Petition Objections & Report	\$ 40.00
401	3/29/12	Tamara Vogl, Court Reporter - transcripts of 3/5/12 and 3/22/12 hearings	\$ 246.75
401	3/29/12	Los Angeles County Superior Court - Conservatorship Handbook	\$ 40.00
401	3/29/12	ABC Legal Services - obtain (2) Conservatorship Handbooks from probate window at Los Angeles County Superior Court	\$ 3.50
401	4/2/12	Los Angeles County Superior Court - Petition for fees	\$ 395.00
401	4/2/12	Los Angeles County Superior Court - Motion to Seal Petition for fees	\$ 40.00
401	4/19/12	Premiere Global - teleconference services	\$ 23.70
401	4/20/12	Premiere Global - teleconference services	\$ 12.27
401	4/21/12	Premiere Global - teleconference services	\$ 1.80
401	4/23/12	Premiere Global - teleconference services	\$ 61.42
401	4/26/12	Tamara Vogl - transcript of 4/25/12	\$ 318.50
401	4/26/12	ABC Legal Services - file (4) Verifications with Los Angeles County Superior Court	\$ 15.00
401	4/26/12	ABC Legal Services - file Redacted Report with Los Angeles County Superior Court	\$ 15.00
401	4/27/12	ABC Legal Services - obtain copies of Court's Minute Orders from 3/6/12 to present	\$ 23.00
401	6/18/12	Tamara Vogl, CSR - 6/7/12 transcript	\$ 204.75
401	7/2/12	Tamara Vogl - transcript of 6/20/12 hearing	\$ 47.25
401	7/20/12	Premiere Global - teleconference service	\$ 11.85
401	7/26/12	Claudia Kreigenhofer - transcript re 7/25/12	\$ 75.00
401	8/9/12	Premiere Global - teleconference service	\$ 27.66
401	8/13/12	Premiere Global - teleconference service	\$ 49.55
401	8/17/12	Premiere Global - teleconference service	\$ 55.08
401	8/22/12	Premiere Global - teleconference service	\$ 102.73
401	10/18/12	Credit for check no. 26678 issued on 3/18/2012 re Fee for Application to Suspend Powers - charge billed to client but check was not used	\$ (40.00)
<b>TOTAL COSTS FOR 401</b>			<b>\$2,635.96</b>
<b>402 - Business</b>			
402	3/1/12	Premiere Global - teleconference services	\$ 4.64
402	4/26/12	Premiere Global - teleconference services	\$ 54.47
<b>TOTAL COSTS FOR 402</b>			<b>\$ 59.11</b>

**EXHIBIT 2**

<b>Matter</b>	<b>Date</b>	<b>Vendor/Description</b>	<b>Total</b>
<b>405 - Eardley Appeal</b>			
405	3/1/12	Premiere Global - teleconference services	\$ 4.64
		<b>TOTAL COSTS FOR 405</b>	<b>\$ 4.64</b>
<b>409 - Lutfi Complaint</b>			
409	3/1/12	Los Angeles County Superior Court - Motion to Seal Petition Authorizing Payment	\$ 40.00
409	3/1/12	Los Angeles County Superior Court - filing fee re Motion to Seal Petition Authorizing Payment	\$ 395.00
409	3/1/12	GER parking/mileage expense re court	\$ -
409	3/15/12	ABC Legal Services - record Corrected Notice of Hearing with Los Angeles County Superior Court	\$ 15.00
409	4/25/12	GAW parking expense to attend hearing re Petition for Order Authorizing Payments	\$ -
409	6/4/12	GER parking/mileage expense re travel to/from court	\$ -
409	7/27/12	GAW parking expense re Motions in Limine	\$ -
409	8/15/12	ABC Legal Services - file Notice of Order Striking Notice of Ruling with Los Angeles County Superior Court	\$ 69.50
409	8/17/12	Anne Stewart - transcript of 8/15/12 proceeding	\$ 135.00
409	8/27/12	Premiere Global Services - teleconference service	\$ 37.67
409	9/20/12	Premiere Global Services - teleconference service	\$ 12.67
		<b>TOTAL COSTS FOR 409</b>	<b>\$ 704.84</b>
<b>414 - Fees</b>			
414	4/4/12	ABC Legal Services - file Notice of Hearing re Fee Petition with Los Angeles County Superior Court	\$ 15.00
414	4/6/12	ABC Legal Services - file Waiver of Notice of Motion to Seal Petition for Order Approving Agreement with Los Angeles County Superior Court	\$ 15.00
414	4/18/12	FedEx - delivery to Britney J. Spears	\$ 29.36
414	4/19/12	FedEx - delivery to Samuel D. Ingham, III	\$ 29.36
414	4/19/12	GER parking/mileage re court	\$ -
414	4/19/12	GER ATM fee	\$ -
414	4/20/12	ABC Legal Services - file Proof of Service with Los Angeles County Superior Court	\$ 15.00
414	4/24/12	GER parking/mileage re court	\$ -
414	6/7/12	ABC Legal Services - file (Redacted) Order Allowing & Approving Payment to Conservator and Attorneys for Conservator to( Dept. 9) Los Angeles County Superior Court	\$ 39.50
		<b>TOTAL COSTS FOR 414</b>	<b>\$ 143.22</b>
<b>415 - Accounting</b>			
415	3/1/12	FedEx - delivery to Mr. Frank Cower, Supervising Court Investigator	\$ 21.90
415	3/1/12	FedEx - delivery to Samuel D. Ingham	\$ 21.90
415	3/1/12	FedEx - delivery to Britney J. Spears, c/o Samuel D. Ingham, Esq.	\$ 21.90

**EXHIBIT 2**

<b>Matter</b>	<b>Date</b>	<b>Vendor/Description</b>	<b>Total</b>
415	3/2/12	FedEx - delivery to Samuel D. Ingham	\$ 29.42
415	3/2/12	FedEx - delivery to Clark R. Byam	\$ 21.90
415	3/2/12	ABC Legal Services - file Proof of Service with Los Angeles County Superior Court	\$ 10.00
415	3/2/12	ABC Legal Services - file Proof of Service with Los Angeles County Superior Court	\$ 15.00
415	3/9/12	FedEx - delivery to Britney J. Spears c/o Samuel Ingham	\$ 29.42
415	3/14/12	ABC Legal Services - obtain copies of Court's Minute Orders entered 3/5/12 from Los Angeles County Superior Court	\$ 17.50
415	4/5/12	ABC Legal Services - file Notice of Hearing (Authorizing to make payments), Notice of Hearing (re Refiled Second Account Current) and Notice of Hearing (re Third Account) with Los Angeles County Superior Court	\$ 15.00
415	7/26/12	ABC Legal Services - obtain copies of all court Minute Orders from 4/26/12 to present from Los Angeles County Superior Court	\$ 20.50
<b>TOTAL COSTS FOR 415</b>			<b>\$ 224.44</b>
<b>418 - Fernando Flores Litigation</b>			
418	4/3/12	Los Angeles County Superior Court - filing fee Petition re Order Approving Flores Settlement Agreement	\$ 395.00
418	4/3/12	Los Angeles County Superior Court - filing fee Motion to Seal Petition re Order Approving Flores Settlement Agreement	\$ 40.00
418	4/3/12	Now Messenger Service - delivery to Arthur D. Morrow	\$ 138.00
418	4/4/12	ABC Legal Services - file Notice of Hearing re Flores Agreement with Los Angeles County Superior Court	\$ 15.00
418	4/4/12	ABC Legal Services - file Corrected Proof of Service with Los Angeles County Superior Court	\$ 15.00
418	4/4/12	ABC Legal Services - file Proof of Personal Service re Motion to Petition for Order Approving Settlement with Los Angeles County Superior Court	\$ 15.00
418	4/4/12	ABC Legal Services - file Waiver of Notice of Motion to Seal Petition for Order Approving Agreement with Los Angeles County Superior Court	\$ 15.00
418	4/6/12	ABC Legal Services - file Waiver of Notice of Motion to Seal Petition for Order Approving Agreement with Los Angeles County Superior Court	\$ 15.00
418	8/3/12	Premiere Global - teleconference service	\$ 8.91
418	10/15/12	Los Angeles County Superior Court - filing fee re Motion to Seal Petition for Order Approving Settlement	\$ 60.00
418	10/15/12	Los Angeles County Superior Court - filing fee re Petition for Order Approving Settlement	\$ 435.00
<b>TOTAL COSTS FOR 418</b>			<b>\$1,151.91</b>
<b>419 - Brand Sense</b>			
419	4/25/12	ABC Legal Services - obtain plain copy of Minute Orders entered 5/25/11 and 8/3/11 if any from Los Angeles County Superior Court	\$ 15.00
<b>TOTAL COSTS FOR 419</b>			<b>\$ 15.00</b>
<b>TOTAL COSTS</b>			<b><u>\$4,939.12</u></b>



**SPEARS FEE & COSTS 3/1/12 - 11/2/12**  
**(Fees 3/1/12 - 11/2/12 and Payments Through 11/15/12)**

MATTER #	Name	Fees	Adj	Net fees	Fee Pmts Thru 11/15/12	Fee A/R @ 11/15/12	Costs	Cost Pmts Thru 11/15/12	Cost A/R @ 11/15/12	Total A/R @ 11/15/12
401	Gen Admin	\$136,921.50		\$136,921.50	(\$62,389.75)	\$74,531.75	\$2,635.96	(\$2,675.96)	(\$40.00)	\$74,491.75
402	Business	83,543.50		83,543.50	-41,771.75	41,771.75	59.11	-59.11	0.00	41,771.75
405	Eardley Appeal	37.00		37.00	-18.50	18.50	4.64	-4.64	0.00	18.50
407	Love Shack	1,176.00		1,176.00	-588.00	588.00			0.00	588.00
409	Lutfi Complain	134,838.50	-5,082.25	129,756.25	-22,870.15	106,886.10	704.84	-704.84	0.00	106,886.10
411	Tax Matters	95.00		95.00	-47.50	47.50			0.00	47.50
412	Family Law	12,913.50		12,913.50	-6,456.75	6,456.75			0.00	6,456.75
413	Other	92.50		92.50	-46.25	46.25			0.00	46.25
414	Fees	24,509.50		24,509.50	-10,426.00	14,083.50	143.22	-143.22	0.00	14,083.50
415	Accounting	26,368.50		26,368.50	-8,449.50	17,919.00	224.44	-224.44	0.00	17,919.00
416	Employment Issues	940.50		940.50	-470.25	470.25			0.00	470.25
418	Fernando Flores Lit	21,136.00		21,136.00	-9,237.75	11,898.25	1,151.91	-656.91	495.00	12,393.25
419	Brand Sense Adv. Re Lit	296.00		296.00	-148.00	148.00	15.00	-15.00	0.00	148.00
		<u>\$442,868.00</u>	<u>(\$5,082.25)</u>	<u>\$437,785.75</u>	<u>(\$162,920.15)</u>	<u>\$274,865.60</u>	<u>\$4,939.12</u>	<u>(\$4,484.12)</u>	<u>\$455.00</u>	<u>\$275,320.60</u>

**DECLARATION OF JOEL E. BOXER**

I, Joel E. Boxer, declare:

1. I am an attorney licensed to practice law in the State of California and a principal in the law firm Bird, Marella, Boxer, Wolpert, Nessim, Drooks & Lincenberg, a Professional Corporation ("Bird Marella"), litigation counsel for James P. Spears and Andrew M. Wallet, Co-Conservators of the Estate of Britney Jean Spears and for Mr. Spears in his capacity as Conservator of the Person of Britney Jean Spears (collectively, "Co-Conservators"). Except as otherwise stated, the facts contained in this declaration are personally known to me and if called as a witness, I could and would testify competently to them.

2. Bird Marella was expressly approved by then Commissioner (now Judge) Goetz on February 10, 2009 to represent the Co-Conservators. The matters we have handled have been described in my declarations previously submitted to and approved by this Court. This declaration is made to describe the attorneys' fees and costs billed for work performed from March 1, 2012 through November 2, 2012 by Bird Marella on behalf of the Co-Conservators. In providing this declaration and the exhibit attached to it the Co-Conservators are not waiving, but rather intend to preserve, all applicable privileges.

3. The purpose of this declaration and the application to which it is attached is to seek Court approval for the attorneys' fees and costs incurred for the period since my last declaration submitted to the Court in or about April 2012.

4. Attached to the concurrently submitted Notice of Lodgment are true and correct copies of the accounting invoices generated by Bird Marella's accounting system for the period March 1, 2012 through November 2, 2012 for the following matters:

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1	<u>Client/Matter Number</u>	<u>File Title</u>
2	3565.2	<i>Lutfi v. Spears</i>
3	3565.3	Spears Conservatorship Restraining Order
4	3565.4	Miscellaneous
5	3565.5B	<i>Flores v. Spears</i>
6		(non-insurance company billing)
7	3565.6	ASC's Cross-Complaint ( <i>Flores v. Spears</i> )

8       5.       The client/matter number 3565.2 was assigned by Bird Marella to the *Lutfi v.*  
9 *Spears* civil action filed in February 2009 by Osama ("Sam") Lutfi against, among others,  
10 Ms. Spears. The client/matter number 3565.3 was assigned to the Injunction Action  
11 initiated in 2009 in Probate Court against Mr. Lutfi and two other respondents, Messrs.  
12 Ghalib and Eardley. The client/matter number 3565.4 is used for the miscellaneous small  
13 matters the Co-Conservators have requested Bird Marella to work on. The firm's  
14 client/matter number 3565.5B is used for a civil action filed by a former Spears security  
15 guard, Fernando Flores, [REDACTED]  
16 [REDACTED]; our firm's billings for client/matter number  
17 3565.5B represent the [REDACTED] the firm's fees charged to the Co-Conservators for  
18 defending the *Flores* case. Client/matter number 3565.6 was opened earlier this year to  
19 separately bill for work our firm did on a cross-complaint filed by co-defendant ASC in the  
20 *Flores* matter. This work is separately billed because [REDACTED]  
21 [REDACTED]

22       6.       The earlier services provided by my firm and the lawyers and paralegals  
23 working with me have been detailed in my prior declarations. For the period March 1,  
24 2012 through November 2, 2012, there are detailed daily time and monthly costs entries  
25 included on each of the monthly billing statements submitted with the Notice of Lodgment.

26       7.       On the first file Bird Marella opened for this client, referred to as the *Lutfi v.*  
27 *Spears* civil action or client/matter number 3565.2, the main work we did in the period of  
28 time covered by this declaration and fee application (March 1, 2012 through November 2,

1 2012) consisted of: countless emails, telephone calls and conferences with clients and co-  
2 defense counsel regarding trial preparation and strategy; interview [REDACTED]  
3 and audio/video trial consultants and preparation of "to do" list for same; preparation for  
4 Adnan Ghalib's trial testimony; review of 2009 restraining order transcript; organize 2009  
5 restraining order transcripts for possible use at cross-examination at Lutfi trial; paralegal  
6 organization of exhibits and deposition transcripts, and technical preparation of transcripts  
7 for use at trial; emails and conferences regarding change in trial judge; confer with [REDACTED]  
8 [REDACTED], potential trial witness; conferences and emails regarding Plaintiff's renewed  
9 request for the deposition and IME of Britney Spears; analyze legal and factual position  
10 regarding same; review background of newly reassigned trial judge; review 2007-2008  
11 Family Law Court filings and organize those files for use at trial; revise and redraft exhibit  
12 list; conferences with new counsel for a co-defendant, Michael Aiken; multiple telephone  
13 calls and emails regarding potential new trial schedule and trial date; prepare and revise  
14 trial "to do" lists; to/from the Court to confer with new judge's clerk regarding calendaring  
15 and scheduling issues; to/from Court to attend trial setting conference on May 29, 2012  
16 and telephone calls with other counsel and clients regarding same; analysis of potential  
17 sealing of *in limine* filings; review filings in support of and in opposition in co-defendant  
18 James Spears' summary judgment motion on tort claims and related sealing issues;  
19 research, analysis, drafting and finalization of motion to prevent unsealing of Family Law  
20 court orders and records; analysis, research, drafting and finalization of opposition to  
21 Plaintiff's motions *in limine*; analyze opposition to unsealing order, prepare and finalize  
22 reply brief; prepare for and attend Court hearing on July 27, 2012 re: unsealing motion;  
23 communications regarding possible settlement including MSC (throughout 8-month time  
24 period); analysis of Plaintiff's request for [REDACTED]; review and  
25 revise motion to quash subpoena; review files to prepare for meeting with and assignments  
26 [REDACTED]; review Lutfi deposition to designate video clips; telephone conference  
27 with [REDACTED]; review and revise motion  
28 to quash subpoena for Britney Spears to appear at trial as witness; confer regarding [REDACTED]

1 [REDACTED] possible testimony at trial; meetings and conferences with counsel for other  
2 defendants to coordinate trial preparation and responses to their motions *in limine*; re-  
3 organize trial exhibits; extensive review of Lutfi deposition testimony to prepare cross-  
4 examination to focus on trial themes; draft and revise and finalize objections to notice to  
5 appear at trial and produce documents directed to co-conservators and Britney Spears;  
6 revise and edit chronology graphic; analyze witness interviews and research memos;  
7 update motions *in limine*; draft, revise and finalize opening statement draft; draft and  
8 revise [REDACTED]; assign, review, draft  
9 [REDACTED] for use at trial; review Court minute order of August 23, 2012  
10 regarding sealed documents; phone calls and conferences with [REDACTED]  
11 [REDACTED]; draft and revise opposition to Plaintiff's motion *in limine* regarding  
12 Britney Spears' hearsay; review and revise [REDACTED]; draft,  
13 research, revise and finalize motion *in limine* regarding no attack on conservatorship  
14 during trial; messages, correspondence, telephone calls and meetings with other potential  
15 trial witnesses; draft, revise, research and finalize proposed jury instructions; further  
16 drafting and finalization of cross-examination of Lutfi and other trial witnesses anticipated  
17 to be called by Plaintiff; drafting, revision and finalizing of direct testimony outlines for  
18 defense witnesses; compile and finalize exhibits and objections to exhibits offered by  
19 Lutfi; appear at September 12, 2012 hearing on J. Spears' motion for summary  
20 adjudication; update and revise witness lists and time estimates for direct and cross-  
21 examination; pre-trial meeting with counsel for co-defendants and clients re: trial and  
22 settlement issues; research, draft, revise and finalize potential trial brief and separate brief  
23 on unconscionability defense; multiple meetings with trial graphics assistant to review  
24 [REDACTED]; prepare  
25 for and attend *ex parte* application hearing on September 21, 2012 in Probate Court and  
26 continued hearing on same on September 24, 2012; review Probate Court orders dated  
27 September 21 and September 24, 2012 re: motion to disqualify Judge Goetz (denied) and  
28 reaffirmation of instructions to conservators (granted); review [REDACTED] for

1 preparation of witnesses; draft and revise request for judicial notice; phone calls and  
2 conferences [REDACTED] to prepare for trial and Lutfi cross-  
3 examination; draft, revise and finalize proposed verdict form and statement to jury  
4 regarding nature of case; prepare for and attend trial October 2, 2012 through November 2,  
5 2012 including hearings on motions *in limine* and other pre-trial motions; jury procedures  
6 and selection, opening statements; Plaintiff's case-in-chief including out of order witness  
7 for defendants Barry Weiss of Universal Music Group (formerly of Jive Records, Britney's  
8 label), Sam Lutfi direct and extensive Sam Lutfi cross-examination, Max Sprecher direct  
9 and cross-examination, and other trial witnesses called by Plaintiff including baby monitor,  
10 Ghalib and photojournalist, research, draft, revise and finalize memorandum in support of  
11 non-suit motion, prepare for and participate in oral arguments on defendants' motions for  
12 non-suit; de-brief jurors following grant of non-suit motions.

13 8. On the second file that Bird Marella opened, 3565.3, relating to work done  
14 on the 3-year restraining orders obtained in 2009 against Messrs. Eardley, Lutfi and  
15 Ghalib, the following is the principal work done during the period of time covered by this  
16 declaration: review 2009 fee application; research and analysis of [REDACTED]  
17 [REDACTED]; prepare notice of motion, motion and supporting declaration  
18 for fee amounts against Lutfi and Eardley; review opposition to fee motion filed by Lutfi  
19 *in pro per*; prepare, research and analyze, then finalize reply papers; prepare for and attend  
20 June 20, 2012 hearing on fee motion; prepare notice of ruling; review and file objection to  
21 Lutfi's notice of ruling; prepare notice of Court's striking of Lutfi's notice of ruling;  
22 review appellate notice of appeal from Lutfi; counter-designate record on appeal.

23 9. On the third matter file Bird Marella opened for this representation,  
24 denominated "miscellaneous" and numbered 3565.4, the work we did was as follows:  
25 compiling, drafting, analyzing and preparation in March and April 2012 of fee application;  
26 in May 2012, draft severance letter and separation agreement with [REDACTED]; and in  
27 August 2012, draft and revise independent contractor agreement with [REDACTED]  
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[REDACTED] the defense of the *Flores* case, the co-conservators by agreement have been billed [REDACTED] from March 1, 2012 through November 2, 2012. [REDACTED]

[REDACTED] Since March 1, 2012, our very limited work on this case has consisted of the following: conferences, emails and analysis re: settlement issues.

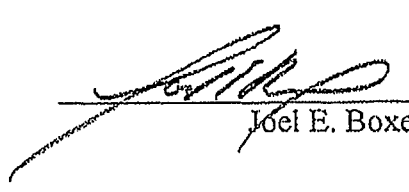
11. In January 2012 the firm opened up a new client/matter number, 3565.6, to segregate out its time in the *Flores* matter for defending against the co-defendant's cross-complaint, and analyzing a potential cross-complaint against the same co-defendant. [REDACTED] my firm separately billed the Co-Conservators for all our work on this phase of the *Flores* litigation. Since March 1, 2012, our principle work on this case has consisted of: review opposition to demurrer and prepare reply; prepare for hearing on demurrer; prepare deposition notice and document request to Plaintiff; communications with counsel for ASC; review First Amended Cross-Complaint and prepare demurrer to same; attend May 9, 2012 status conference; review opposition to demurrer; research and draft reply in support of demurrer and attend June 11, 2012 hearing on demurrer and case management conference; prepare for Oded Krashinsky deposition and start to conduct same; prepare meet and confer letter re: discovery issues; review Second Amended Cross-Complaint; prepare and revise demurrer to same; prepare for and attend August 30, 2012 continued case management conference; draft motion to strike; negotiate settlement with opposing counsel; prepare, revise and finalize settlement agreement; prepare and revise joint status report to Court.

1           12. During the eight-month period covered by this fee application, the firm billed  
2 the Co-Conservators for fees for all work done on all matters, before discounts, a total of  
3 \$723,688.00. This summary total is detailed by matter by month in Exhibit A. Bird  
4 Marella has voluntarily discounted its fees for the eight-month period covered by this fee  
5 application in the amount of \$58,642.45. Giving credit for this discount, Court approval of  
6 Bird Marella's fees in the amount of \$665,045.55 (\$723,688.00 minus \$58,642.45) is  
7 respectfully requested for all matters through November 2, 2012.

8           13. During the eight-month period covered by this fee application, the firm billed  
9 the Co-Conservators for costs advanced on all matters a total of \$37,478.25. These cost  
10 items are detailed on the firm's monthly invoices submitted with the Notice of Lodgment;  
11 these costs are also summarized on Exhibit B, attached, by client/matter and cost category,  
12 i.e., "Attorney Service." Court approval of Bird Marella's costs advanced in the amount of  
13 \$37,478.25 is also respectfully requested.

14           14. Of the \$665,045.55 in fees billed for this eight-month period on all matters,  
15 \$106,569.46 has been paid. Of the \$37,478.25 in costs billed during this same time period,  
16 \$5,998.37 has been paid.

17  
18           I declare under penalty of perjury that the foregoing is true and correct and that I  
19 executed this declaration on November 15, 2012 at Los Angeles, California.

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22             
23           Joel E. Boxer  
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# EXHIBIT A

## DETAILS OF FEES AND COSTS FOR EACH BIRD, MARELLA MATTER FROM MARCH 1, 2012 THROUGH NOVEMBER 2, 2012 BEFORE AND AFTER DISCOUNTS

### Lutfi v. Spears [Client Matter #3565.2]

	<u>FEES</u>	<u>COSTS</u>	<u>DISCOUNTS</u>
3/12	\$ 8,039.50	\$ 230.96	\$ 84.45
4/12	\$ 10,858.00	\$ 63.48	\$ 571.94
5/12	\$ 7,937.50	\$ 97.49	\$ 137.41
6/12	\$ 1,342.00	\$ 11.95	\$ 0
7/12	\$ 37,602.00	\$ 966.58	\$ 2,781.00
8/12	\$ 96,759.00	\$ 1,352.49	\$ 8,725.58
9/12	\$ 184,362.00	\$ 5,101.35	\$ 17,443.90
10/12 (thru 11/2/12)	\$ 287,680.00	\$25,675.84	\$ 27,820.25
SUBTOTALS FOR 3565.2	<u>\$ 634,580.00</u>	<u>\$33,500.14</u>	<u>\$ 57,564.53</u>
ACCOUNTS RECEIVABLE AS OF 11/15/12	<u>\$ 535,963.84</u>		

### Conservatorship Restraining Orders [Client Matter #3565.3]

	<u>FEES</u>	<u>COSTS</u>	<u>DISCOUNTS</u>
3/12	\$ 1,540.00	\$ 36.60	\$ 0
4/12	\$ 6,176.50	\$ 483.22	\$ 325.22
5/12	\$ 297.00	\$ 58.51	\$ 0

6/12	\$ 9,031.00	\$ 307.24	\$ 37.30
7/12	\$ 775.50	\$ 39.90	\$ 56.75
8/12	\$ 0	\$ 0	\$ 0
9/12	\$ 77.00	\$ 85.85	\$ 0
SUBTOTALS FOR	<u>\$17,897.00</u>	<u>\$ 1,011.32</u>	<u>\$ 419.27</u>
3565.3			
ACCOUNTS	<u>\$13,845.94</u>		
RECEIVABLE AS			
OF 11/15/12			

r

Miscellaneous [Client Matter #3565.4]

	<u>FEEs</u>	<u>COSTs</u>	<u>DISCOUNTs</u>
3/12	\$ 1,265.00	\$ 19.62	\$ 0
4/12	\$ 4,180.00	\$ 0	\$ 224.29
5/12	\$ 3,847.50	\$ 150.30	\$ 70.79
6/12	\$ 0	\$ 0	\$ 0
7/12	\$ 0	\$ 0	\$ 0
8/12	\$ 4,132.50	\$ 0	\$ 363.57
SUBTOTALS FOR 3565.4	<u>\$ 13,425.00</u>	<u>\$ 169.92</u>	<u>\$ 658.65</u>
ACCOUNTS RECEIVABLE AS OF 11/15/12	<u>\$ 8,421.84</u>		

Flores v. Spears [Client Matter #3565.5B]

	<u>FEEs</u>	<u>COSTs</u>	<u>DISCOUNTs</u>
3/12	\$ 339.00	\$ 0	\$ 0
4/12	\$ 259.50	\$ 0	\$ 0
SUBTOTALS FOR 3565.5	<u>\$ 598.50</u>	\$ 0	\$ 0
ACCOUNTS RECEIVABLE AS OF 11/15/12	<u>\$ 299.25</u>		

ASC's Cross-Complaint [Client Matter #3565.6]

	<u>FEES</u>	<u>COSTS</u>	<u>DISCOUNTS</u>
3/12	\$ 9,697.50	\$ 20.24	\$0
4/12	\$ 7,350.00	\$ 19.39	\$0
5/12	\$ 4,867.50	\$ 141.58	\$0
6/12	\$ 6,650.00	\$ 108.44	\$0
7/12	\$ 11,827.50	\$ 2,433.64	\$0
8/12	\$ 11,115.00	\$ 82.23	\$0
9/12	\$ 5,157.50	\$ 58.65 (credit)	\$0
10/12	\$ 522.50	\$ 50.00	\$0
SUBTOTALS FOR 3565.6	<u>\$ 57,187.50</u>	<u>\$ 2,796.87</u>	\$0
ACCOUNTS RECEIVABLE AS OF 11/15/12	<u>\$ 31,425.10</u>		
 TOTAL FOR ALL MATTERS BEFORE DISCOUNTS	 \$ 723,688.00	 \$37,478.25	 \$ 58,642.45
DISCOUNTS	(\$ 58,642.45)		
 NET BILLED AFTER DISCOUNTS	 \$ 665,045.55	 \$37,478.25	
 TOTAL FEES AND COSTS BILLED	 <u>\$ 702,523.80</u>		
 TOTAL ACCOUNTS RECEIVABLE AS OF 11/15/12	 <u>\$ 589,955.97</u>		

## EXHIBIT B

### COSTS ADVANCED BY CATEGORY

#### 3565.2 [Lutfi]

Court Reporting (Penelope Nisotis)	952.00
Court Reporting (Dina Currado)	6,212.75
Court Reporter Fees (CCROLA)	6,187.50
Jury Fees	1,509.08
LASC – Clerk's Transcript on Appeal	214.04
Investigative Services (Batza & Associates)	1,012.74
Trial Partners (Jury Consultant)	550.00
70" monitor rental for trial (Acquipt)	2,957.82
Westlaw (legal research)	4,457.57
Photocopies (at .15 per page)	3,319.80
Summitt Reprographics (copy service)	1,320.98
Sid-Mar (700 Legal Exhibit Tabs)	76.13
Expert Consulting Fee (The Grapevine Agency)	1,062.00
Parking at Court and for clients at deposition and deposition preparation	1,133.00
Attorney Service (messenger service, court filings)	1,690.00
Meals (defense counsel, client)	325.97
Court filing fees (motions, jury fees)	85.00
Fedex	279.08
Genesys Conferencing (clients, defense counsel conference calls)	142.43
LA e Court	12.25

**TOTAL:** **\$33,500.14**

#### 3565.3 [Restraining Order]

Court filing fees (motions)	40.00
Photocopies (at .15 per page)	513.90
Fedex	84.48
Attorney Service (messenger service, court filings)	214.50
Westlaw (legal research)	158.44

**TOTAL:** **\$ 1,011.32**

3565.4 [Miscellaneous]

Fedex	169.92
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TOTAL:	<u>\$ 169.92</u>
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3565.6 [ASCs Cross-Complaint]

R. Leonard (O. Krashinsky deposition & video)	2,306.84
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Parking at Court and for clients at deposition and deposition preparation	50.00
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Attorney Service (messenger service, court filings)	145.00
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Meals (defense counsel, client)	87.15
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Court filing fees (motions, jury fees)	40.00
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Fedex	26.99
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Genesys Conferencing (clients, defense counsel conference calls)	22.23
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Westlaw (legal research)	118.66
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TOTAL:	<u>\$ 2,796.87</u>
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GRAND TOTAL:	<u><u>\$37,478.25</u></u>
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1                                   **DECLARATION OF LAURA A. WASSER**  
2                                   **OF WASSER, COOPERMAN & CARTER IN SUPPORT**  
3                                   **OF PETITION FOR ALLOWANCE OF FEES**  
4                                   **AND REIMBURSEMENT OF COSTS**

5           I, Laura Wasser, declare as follows:

6           1.     I am an attorney-at-law licensed to practice before the Courts of the State of  
7     California and a partner in the law firm of Wasser Cooperman & Carter, P.C. (the "Wasser Firm"),  
8     attorneys of record for Britney Jean Spears ("Ms. Spears"), by and through James P. Spears,  
9     Conservator of the Person and Co-Conservator of the Estate of Britney Jean Spears, Conservatee  
10    ("Estate") and Andrew M. Wallet, Co-Conservator of the Estate (collectively "Co-Conservators").  
11    If called as a witness, I could and would competently testify to the facts stated herein.

12          2.     I received a bachelor's degree from UC Berkley in 1991. In 1994, I received a juris  
13    doctorate degree from Loyola Law School. I have practiced family law in Los Angeles since 1994  
14    and am a Member of the Executive Committee for Beverly Hills Bar Family Law Section and the  
15    Vice President Financial Development Board Member of the Harriett Buhai Center for Family  
16    Law. The Wasser Firm has invoiced my services in this matter at \$750.00 per hour.

17          3.     The Wasser Firm has performed services for the Conservatee, Ms. Spears, through  
18    the Co-Conservators and Conservator of the Person. This Declaration covers the period of  
19    February 1, 2012, through October 31, 2012. The activities, as set forth in the invoices that are  
20    being concurrently lodged with this Court for its *in camera* review, are as follows:

21               a.   Services performed by the Wasser Firm for the period of February 1, 2012, through  
22                   October 31, 2012, include conversations and written communications with the Co-  
23                   Conservators and their agents, including without limitation their counsel, with Ms.  
24                   Spears, court appointed counsel for Ms. Spears and the Co-Conservators' business  
25                   representatives, regarding family law matters and [REDACTED]  
26                   [REDACTED] as well as legal research.

27          4.     On January 31, 2012, the retainer balance was \$33,603.08. The table below reflects  
28    the monthly billings, monthly costs, payments, and retainer balance from February 1, 2012,

through October 31, 2012, as follows:

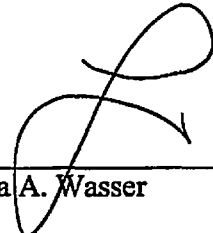
Invoice Date	Professional Services	Admin. Costs Incurred	Payments Received	Balance Due	Retainer Balance
2/29/2012	\$ 0.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 33,603.02
3/31/2012	1,312.50	65.63	1,378.13	0.00	32,224.89
4/30/2012	1,875.00	93.75	1,968.75	0.00	30,256.14
5/31/2012	1,687.50	84.38	1,771.88	0.00	28,484.26
6/30/2012	0.00	0.00	0.00	0.00	28,484.26
7/31/2012	562.50	28.13	590.63	0.00	27,893.63
8/31/2012	187.50	9.38	196.88	0.00	27,696.75
9/30/2012	375.00	18.75	393.75	0.00	27,303.00
10/31/2012	375.00	18.75	393.75	0.00	26,909.25
	\$ 6,187.50	\$ 309.40	\$ 6,496.90	\$ 0.00	\$ 26,909.25

(There were no services performed for the months of February, 2012, and June, 2012, and there are no invoices for these months.)

5. The Wasser Firm billed a total of \$6,375.00 in fees for professional services rendered to the Conservatee and \$318.77 in costs advanced for the benefit of the Conservatee for a total of \$6,693.77. The Wasser Firm applied the retainer of \$33,603.02, toward the February 1, 2012, through October 31, 2012, fees and costs incurred. The Wasser Firm has a retainer balance of \$26,909.25.

6. Declarant requests approval of fees in the amount of \$6,375.00 and costs in the amount of \$318.77 for a total of \$6,693.77 for the period of February 1, 2012, through October 31, 2012.

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct, and that this Declaration is executed on this 14<sup>th</sup> day of November, 2012, at Los Angeles, California.

  
\_\_\_\_\_  
Laura A. Wasser



12/04/2012

**DECLARATION OF SUANN MACISAAC IN SUPPORT OF PETITION FOR  
ALLOWANCE OF FEES AND REIMBURSEMENT OF COSTS**

I, Suann C. MacIsaac, declare as follows:

1. I am an attorney duly licensed to practice in all of the courts of the State of California and I am a partner of Kinsella Weitzman Iser Kump & Aldisert LLP ("Kinsella Firm"). I was with Howard Weitzman, lead trial counsel of record representing the co-conservators James P. Spears and Andrew M. Wallet (the "Co-Conservators") acting on behalf of Defendant Britney Jean Spears in the action that was pending in California Superior Court in Los Angeles County entitled *Brand Sense Partners, LLC v. Britney Spears et al.* (Case No. BC 458461) (the "Brand Sense action"). The entire Brand Sense action was dismissed with prejudice on February 14, 2012, after the parties settled the matter. The facts set forth herein are of my own personal knowledge and if sworn I could and would testify competently thereto.

2. Mr. Weitzman's practice includes litigation in civil, criminal, probate, antitrust and regulatory forums. He has been lead trial attorney in over 200 civil and criminal jury trials, and have represented numerous individuals and companies on disputes including allegations of breach of contract and fraud (as are present in the Brand Sense action). He has also handled numerous matters in the entertainment industry. He has twice received the Jerry Geisler Memorial Award as the outstanding trial lawyer in Los Angeles County. He was named one of the top fifteen lawyers in the country by The National Law Journal multiple times, and has been recognized by The Hollywood Reporter as one of the Top Entertainment Lawyers in the nation for several years. He has also been named, for many years, in Southern California's Best Lawyers, and in the Los Angeles Business Journal as one of "L.A.'s Top 100 Lawyers." Mr. Weitzman graduated from the University of Southern California (B.A. 1962) and the University of Southern California Law Center (J.D. 1965).

3. I am an experienced civil litigator. I have handled numerous breach of contract and fraud actions, including many within the entertainment industry. I have been recognized several years as a "Rising Star" by Super Lawyers, and was recently included on Variety's "Best and Brightest" list. I graduated for the University of Michigan (B.A. 1992, *magna cum laude*) and

12/04/2012

1 from the University of Pennsylvania Law School (J.D. 1996, *magna cum laude* and Order of the  
2 Coif). I also clerked for the Honorable Ferdinand F. Fernandez, Ninth Circuit Court of Appeals,  
3 from 1997 until 1998.

4 4. Mr. Weitzman's current hourly rate is \$800. My current hourly rate is \$500. I am  
5 generally familiar with hourly rates charged by attorneys in the Southern California (and Los  
6 Angeles in particular) whose training and experience are similar to Mr. Weitzman's and mine.  
7 Our rates are competitive with that market.

8 5. This declaration itemizes the attorneys' fees that the Kinsella Firm billed the Co-  
9 Conservators [REDACTED] from March 1, 2012 through November 2,  
10 2012 (the "applicable time-period"). In providing this further declaration the Co-Conservators are  
11 not waiving, but rather intend to preserve, all applicable privileges.

12 6. The services that the Kinsella Firm performed on behalf of the Co-Conservators for  
13 which it is seeking payment are as set forth on the invoices, which I am informed are attached as  
14 an exhibit to the Notice of Lodgment being concurrently lodged with the Court for its *in camera*  
15 review. These services included reviewing and making suggested revisions to the X Factor  
16 agreement. During this period, the Kinsella Firm has incurred a total of \$725.00 in fees with  
17 regard to Ms. Spears' business interests.

18 7. As well, the Kinsella Firm has determined that it did not invoice \$1,700.00 in  
19 services performed prior to March 1, 2012, on behalf of Britney Brands, Inc. These uninvoiced  
20 services in the month of July 2012 include review of the Arden agreement, [REDACTED]  
21 [REDACTED] research and conferring with Mr. Wallet and counsel for Mr. Spears.

22 8. The Kinsella Firm has not been paid any fees on account for these services.

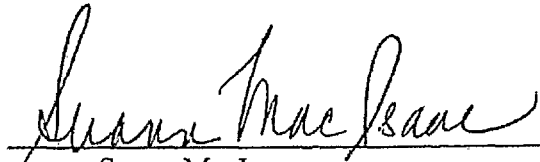
23 9. Additionally, the Kinsella Firm now requests payment of \$24,726.23 for services  
24 rendered from August 30, 2011 to February 29, 2012, which was withheld pursuant to the Order  
25 dated, June 7, 2012 granting the prior Petition for Order Allowing and Approving Payment of: (1)  
26 Compensation to Conservators and Attorneys for Conservators and (2) Reimbursement of Costs  
27 for the period covering August 30, 2011, through February 29, 2012, in which the Court reserved  
28 the final payment of ten percent (10%) of the Fees to the Kinsella Firm in the amount of

KINSELLA WEITZMAN ISER KUMP & ALDISERT LLP  
808 WILSHIRE BOULEVARD, 3<sup>RD</sup> FLOOR  
SANTA MONICA, CALIFORNIA 90401  
TEL 310.566.9800 • FAX 310.566.9850

1 \$24,726.23 (the "Reserve Amount"). The Reserve Amount remains outstanding.

2 10. We respectfully request that the Court approve a fee award in the amount of  
3 \$27,151.23, which includes the Reserve Amount, as well the amounts of \$725.00 and \$1,700.00 as  
4 set forth above.

5 I declare under penalty of perjury under the laws of the State of California that the  
6 foregoing is true and correct, and that this Declaration is executed on this 15th day of November,  
7 2012 at Santa Monica, California.

8  
9   
10 Suann MacIsaac

**DECLARATION OF ALEXANDRA LEICHTER IN SUPPORT OF PETITION FOR  
ALLOWANCE OF FEES AND REIMBURSEMENT OF COSTS**

I, Alexandra Leichter, declare as follows:

1. I am an attorney licensed to practice before the Courts of the State of California and I am a sole practitioner. My offices (the "Leichter Office") performed services for James P. Spears, Co-Conservator of the Person and Co-Conservator of the Estate of Britney Jean Spears, and Andrew M. Wallet, Co-Conservator of the Estate (jointly, the "Co-Conservators"). If called as a witness, I could and would competently testify to the facts stated herein.

2. I received a Bachelor's degree in Mathematics from UCLA in 1969. In 1972, I received a Juris Doctorate degree from Loyola University School of Law. I have been a certified family law specialist, certified by the State Bar of California, since 1980 and have served as a Judge Pro Tem for the Los Angeles County Courts since 1977. I was a former member of the Executive Committee of the LACBA Family Law Section and am a current member of the Executive Committee of the Family Law Section of the Beverly Hills Bar Association. My services in this matter are invoiced at \$750.00 per hour.

3. The Leichter Office has performed services for the Co-Conservators. This Declaration covers the period of March 1, 2012, through October 31, 2012. The activities, as set forth in the invoices that are being concurrently lodged with this Court for its *in camera* review, are as follows:

- a. Services performed by the Leichter Office for the period of March 1, 2012, through October 31, 2012, include meetings, conversations and written communications with the Co-Conservators, Samuel D. Ingham, III (court-appointed counsel for Ms. Spears), Andrew Wallet, Mr. Spears and counsel for Mr. Spears.
- b. The Leichter Office reviewed and interpreted more than a dozen historical complex orders affecting Conservatee, determining the portions of the orders that were currently operative, and advised the Co-Conservators of the effect of those historical orders regarding various issues impacting the administration of the Conservatorship.

4. The table below reflects the monthly billings, monthly costs, payments, and

1 retainer balance from March 1, 2012, through October 31, 2012, as follows:

2 Invoice Date	Professional Services	Interest 1%	Admin. Costs Incurred	Payments Received	Balance Due
3 July 30, 2012	\$ 9,150.00	\$ 0.00	\$ 0.00	\$ 0.00	\$ 9,150.00
4 August 31, 2012	1,875.00	91.50	0.00	0.00	11,116.50
5 September 30, 2012	225.00	110.25	0.00	0.00	11,451.75
6 October 31, 2012	0.00	0.00	0.00	-11,451.75	-201.75
7 Totals:	\$ 11,250.00	\$ 201.75	\$ 0.00	-\$11,451.75	\$ -201.75

8 (There were no services performed for the months of March to July, 2012 and October 2012.  
9 There are no invoices for these months.)

10 5. The Leichter Office has incurred a total of \$11,250.00 in fees for professional  
11 services rendered for the benefit of the Conservatee. No costs were advanced. However, a 1%  
12 interest was inadvertently charged (in keeping with my general practice) on past due balances in  
13 relation to the August and September invoices for a total of \$201.75. The Leichter Office billed a  
14 total of \$11,451.75. On October 31, 2012, said balance paid the Co-Conservators in full. At the  
15 Co-Conservators' request, the Leichter Office has reversed the interest charge of \$201.75, and that  
16 amount has been placed in its client trust account.

17 6. Declarant requests approval of the Leichter Office's fees in the total amount of  
18 \$11,250.00 for the period of March 1, 2012, through October 31, 2012 and further requests an  
19 order authorizing the Leichter Office to retain the sum of \$201.75 in the client trust account on  
20 behalf of the Conservators.

21 I declare under penalty of perjury under the laws of the State of California that the  
22 foregoing is true and correct, and that this Declaration is executed on this 14th day of November  
23 2012.

24   
25 Alexandra Leichter  
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1       **DECLARATION OF ALAN DIAMOND IN SUPPORT OF PETITION FOR**  
2       **ALLOWANCE OF FEES AND REIMBURSEMENT OF COSTS FOR**  
3       **APPELLATE COUNSEL GREINES, MARTIN, STEIN & RICHLAND LLP**

4       I, Alan Diamond, declare as follows:

5       1.       I am an attorney with the law firm of Greines, Martin, Stein & Richland LLP  
6       ("GMSR") and have been admitted to practice before the courts of the State of California,  
7       the Ninth Circuit and the United States Supreme Court. Except as otherwise stated, the  
8       facts contained in this declaration are personally known to me and, if called as a witness, I  
9       could and would testify competently to them.

10       2.       In August, 2012, GMSR was retained by James P. Spears and Andrew  
11       Wallet, co-conservators of the estate of Britney Jean Spears ("Ms. Spears"), to advise them  
12       and Ms. Spears' trial counsel, Joel E. Boxer, in connection with trial and appellate issues  
13       arising in the then-pending action denominated *Sam Lutfi v. Lynn Irene Spears, et al*, Los  
14       Angeles Superior Court Case No. BC 458461 ("Lutfi Action"), [REDACTED]

15       [REDACTED]  
16       [REDACTED]  
17       [REDACTED]  
18       [REDACTED]  
19       [REDACTED] that certain  
20       documents be filed under seal and further requiring that the Co-Conservators not produce  
21       Ms. Spears for examination or as a witness in the Lutfi Action.

22       3.       As discussed in greater detail below, in aiding Co-Conservators and Ms.  
23       Spears' trial counsel [REDACTED]  
24       [REDACTED] GMSR reviewed the record in the Lutfi Action and in  
25       the Probate Proceeding; furnished appellate consultation and advice concerning all aspects  
26       of the Lutfi Action; performed legal research in connection with many issues; and  
27       furnished advice on and prepared and revised motion and opposition papers filed in the  
28       Lutfi Action and in the Probate Proceeding. On the appellate level, at the request of Co-

1 Conservators, GMSR prepared a writ petition seeking extraordinary relief in the event [REDACTED]

2 [REDACTED]  
3 [REDACTED]  
4 [REDACTED]  
5 [REDACTED]  
6 [REDACTED]  
7 [REDACTED]  
8 4. Pursuant to GMSR's retention in connection with the Lutfi Action and the  
9 Probate Proceeding, GMSR furnished services between August 27, 2012 and October 17,  
10 2012, and it has submitted billings respectively dated September 24, 2012, October 11,  
11 2012 and November 7, 2012, covering the services furnished by GMSR. True and correct  
12 copies of GMSR's invoices will be separately lodged with this Court prior to the hearing  
13 of this Petition.

14 5. I make this declaration in support of the application for approval of the  
15 attorneys' fees and costs incurred by GMSR in this representation. As described herein,  
16 the attorneys fees billed reflect a substantial discount of the commercial rates regularly  
17 charged by both of the principal GMSR attorneys who worked on this matter.

18 ***The Qualifications of the GMSR And The Attorneys Working On This Matter.***

19 6. GMSR is a highly respected law firm that specializes exclusively in appellate  
20 litigation and related trial-court representation in civil litigation in the California and  
21 federal appellate courts, including multiple appearances in the United States Supreme  
22 Court.

23 7. Irving Greines, a founding partner of GMSR, has specialized in appellate and  
24 related trial court practice for virtually the entirety of his 46-year legal career. After  
25 graduating near the top of his class from UCLA School of Law, Mr. Greines served as  
26 senior research attorney to two of California's most respected appellate justices: Otto M.  
27 Kaus (who served as Presiding Justice, Division Five of the California Court of Appeal,  
28 Second Appellate District, as an Associate Justice of Division Three of that court and as

1 Associate Justice on the California Supreme Court) and Presiding Justice John J. Ford of  
2 Division Three, California Court of Appeal, Second Appellate District. Mr. Greines'  
3 normal hourly rate for appellate representation in commercial matters is \$850 per hour, but  
4 here it was agreed his time would be billed at the discounted rate of \$700 per hour.

5 8. I received my Juris Doctor from George Washington University Law School  
6 and served as Managing Editor of the Law Review, received an LL.M. with honors from  
7 Cambridge University in 1984, and a Ph.D. in Law from Cambridge in 1992, specializing  
8 in English Legal History. Before joining GMSR and concentrating my practice as a full-  
9 time appellate specialist in 1997, I worked with large corporate and civil litigation firms.  
10 My normal rate in commercial matters is \$550.00, but here it was agreed my time would  
11 be billed at the discounted rate of \$500 per hour.

12 9. Jeffrey E. Raskin received his degrees from University of California at Los  
13 Angeles (BA 1999) and Georgetown University Law Center (JD, cum laude 2002). From  
14 2002 to 2003, he served as a law clerk to the Honorable Raymond C. Fisher of the U.S.  
15 Court of Appeal for the Ninth Circuit. From 2003 to 2006, he practiced at O'Melveny &  
16 Myers, where he handled both trials and appeals. Since joining GMSR in 2006, his  
17 practice has been devoted exclusively to appellate law. Mr. Raskin's time was billed at  
18 \$400 per hour.

19 *The Multiple Services GMSR Was Asked To Perform (And Performed) In Connection*  
20 *With The Lutfi Action.*

21 10. In the trial court: From the beginning of its involvement in this matter,  
22 GMSR worked closely with Ms. Spears' defense team in respect to multiple aspects of the  
23 Lutfi Action, including the following:

24 a. [REDACTED]  
25 [REDACTED]  
26 [REDACTED]  
27 [REDACTED]  
28 [REDACTED]



1 [REDACTED]: (1) this Court's April 27, 2011 order instructing the Co-Conservators not to produce  
2 Ms. Spears for deposition, trial testimony or IME in the Lufti Action; (2) this Court's April  
3 27, 2011 sealing order; and (3) this Court's September 24, 2012 order confirming that the  
4 April 27, 2011 order remained in full force and effect in precluding the Co-Conservators  
5 from producing Ms. Spears for any proceeding in the Lutfi Action.

6 b. [REDACTED] we regularly and  
7 frequently consulted with the Co-Conservators and their and Ms. Spears' counsel; we  
8 reviewed pertinent portions of the record in the Lutfi Action and Probate Proceeding; we  
9 performed legal research and assisted in developing legal arguments [REDACTED]

10 [REDACTED]  
11 [REDACTED]  
12 [REDACTED]  
13 [REDACTED]  
14 [REDACTED]  
15 [REDACTED]  
16 [REDACTED]  
17 [REDACTED]  
18 [REDACTED]

19 c. Legal research and record review [REDACTED]

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

27 d. Assisting the defense team [REDACTED]

28 [REDACTED]

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[REDACTED]

e. [REDACTED]

[REDACTED]

11. In the appellate court: [REDACTED]

[REDACTED]

a. [REDACTED]

[REDACTED]

b. [REDACTED]

[REDACTED]

12/04/2012

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1 f. [REDACTED]  
2 [REDACTED]  
3 [REDACTED]  
4 [REDACTED]

5 13. In the Probate Court: We consulted with defense counsel and with Ms.  
6 Spears' conservatorship attorneys on issues [REDACTED]  
7 [REDACTED]  
8 [REDACTED]  
9 [REDACTED]  
10 [REDACTED] we reviewed all legal papers filed in connection with such  
11 proceedings, including motions on behalf of both Mr. Lutfi and Ms. Spears, the hearing  
12 transcript and the new orders and instructions issued by this Court. [REDACTED]  
13 [REDACTED]

14 14. Success was achieved in the trial court on all of the matters on which  
15 GMSR's advice and representation were sought: [REDACTED]  
16 [REDACTED]  
17 [REDACTED]  
18 [REDACTED]

19 The Fees and Costs GMSR Billed in This Representation.

20 15. The following table reflects the monthly fees and costs GMSR billed to the  
21 Co-Conservators on this matter: After discounts, the fees sought in this application amount  
22 to \$213,960, and the costs to \$3753.25, for a total of \$217,713.25. Mr. Greines spent  
23 128.5 hours; I spent 224.3 hours; Jeffrey Raskin spent 22.3 hours; a junior associate, Gary  
24 Wax, spent one hour with a billing rate of \$350; and law clerks spent a total of 25.9 hours,  
25 with a billing rate of \$100 per hour.

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12/04/2012

1 *Lufti, Sam v. Spears, Lynne E., et al. 52205-10102*

2	Invoice Date	Fees	Costs	Total	Payments	Balance
3	09/24/2012	\$27,660.00	\$138.30	\$27,798.30	\$0.00	\$27,798.30
4	10/11/2012	\$153,940.00	\$3,354.40	\$157,294.40	\$0.00	\$185,092.70
5	11/07/2012	\$32,360.00	\$260.55	\$32,620.55	\$0.00	\$217,713.25
6	TOTALS	\$213,960.00	\$3,753.25	\$217,713.25	\$0.00	\$217,713.25
7	Less Courtesy	-\$38,960				
8	Reduction					
9	TOTALS	\$175,000	\$3,753.25	\$178,753.25	\$0.00	\$178,753.25

10 16. Mr. Greines and I have reviewed the fees and costs incurred in light of the  
11 work GMSR performed and each of us believes the charges are reasonable. However, in a  
12 recent telephone conversation, it was agreed between Mr. Greines and Andrew Wallet that  
13 there would be a further courtesy reduction of \$38,960 in the fees, bringing the total  
14 billings from \$217,713.25 to \$178,753.25.

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

17 Executed on this 15th day of November, in Los Angeles County, California.

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20 Alan Diamond  
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6. [REDACTED]

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## COSTS

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